

Finance Committee Meeting Minutes
Friday, February 5, 2021, 9:00 a.m. via Zoom

Members Present: Temporary Chairman Carroll, Temporary member Porter, Mayor Koons, Fiscal Officer Romanowski, Solicitor Matheney

Visitor: Dennis Galicki, Cindy Naim, Bob Royer, Chuck Hauser, Peter's iPad, Greg Heilman, John Butler- CVT

Mayor called the meeting to order at 9:03 a.m. He said it was a discussion with Whitetail's HOA dealing with the property needed for the \$460,000 project on Whitetail property. Mayor stated Council member Porter is stepping in for Council member Berger as Berger lives in Whitetail.

Royer had concerns whether the other people on the Whitetail Master board received the link to the meeting. He informed everyone that Peter is the President of Whitetail Master and he (Royer) is on the board. Peter said he thinks they are all who needed to be on the call. Royer asked if he was sure, Peter indicated "yes". Royer said he would go back to Leah and tell her not to send it back to everybody.

Mayor said the bottom line is that the Village is after is a signature on an agreement between the Village and the Whitetail HOA so the Village could use their property. The goal of the meeting is to work towards that signature that the Village could use the property and another issue is financing.

Carroll stated the Mayor reached out to him and Porter and let them know Whitetail HOA is seeking \$18,000 for access to the property. Carroll said this was news to him. In January he asked the Mayor and Berger multiple times if there was going to be an additional cost and he was told "no". He wanted to know how they came up with the \$18,000 and how long they have they been working towards that number. He asked what the justification for \$18,000 was.

Porter stated Carroll's question was a good one and parenthetically he would like to know if Whitetail is contemplating transferring any of the parcels to Manor Brook.

Peter stated he became President the beginning of 2021. All the things that are being discussed were done prior to him being President. The former President was Chris Berger who is also a Councilman. He let them know what was going on, but basically all these things, the numbers and everything, he just learned of all this stuff when he became President. If Carroll wanted to know how they came up with the numbers, the numbers for the \$8,000 – there were four parcels. One of the parcels was owned by the Whitetail Master Association, the other three went back to the original developers, Thomas and Thomas. It was brought to their attention, he thinks through Chris and through his discussion probably with the Mayor and everyone else, that they had this project to relieve some flooding in South Russell and they needed to have access to the property with an easement and asked if they would give that access. Peter explained that they only owned one of four parcels, and it was prior to him getting involved. He said there was a discussion with Thomas and Thomas and they had their counsel Kaman and Cusimano who also represents Manor Brook Gardens, tell them that if they want ownership of the property, they would have to pay a certain sum to Thomas and Thomas and of course there would be legal fees to cover that transfer and they would do that. Kaman and Cusimano, the law firm for both parties, did the negotiation. Thomas and Thomas said they wanted to grant the property for \$3,000-\$4,000 (he didn't have the exact amount), and then the legal fees to do the transfer would be \$3,000-\$4,000, and that came out to \$8,000. That is how they came up with that total. Then it was done, and the land was transferred.

Peter explained along the way it was discussed about some trees that went down that had to be replaced. Peter said this discussion all preceded him coming on and he was not part of the discussion. There were trees that had to be replaced that were part of the discussion and he thinks the HOA went out and spent something like

\$10,000 for the trees. They pay 73%-75% of the maintenance of the front of the entrance with all the parties including Manor Brook Gardens. He believes there was some sort of agreement to replace the trees. To get this done, he thinks it was discussed that they would have the \$10,000 to replace the trees. They spent the money to replace the trees that benefits all the parties including Manor Brook Gardens. That is where the second amount of \$10,000 came from.

Peter said once he became President, he found out that there was some agreement 40-50 years ago that that land was supposed to be transferred from the original owners which were the people that were still alive before the descendants go the property of Thomas and Thomas. They were going to transfer that property to Manor Brook Gardens; those three parcels, but that never happened. The law firm that actually handled the whole negotiation, Kaman and Cusimano, which represents both parties, advised them what to do and they did it. Later they heard that there was a claim that the land should have went to Manor Brook Gardens.

That land can never be built on, it cannot be developed, it is passive land. The land covers a lot of property and abuts Manor Brook Gardens, but it also covers the aquifer which produces water for all of the developments and the Reserves which the Whitetail Master Association provides. The Reserves don't use that water, but that is part of the overall agreement. There is a retention there. There is an underground aquifer and there is also access to the water plant. These are all important issues regarding the transfer of the land back to Manor Brook Gardens. That is a whole separate issue and really has nothing to do with this.

Peter explained that Whitetail has control of the land – it is titled to Whitetail Master Association. Their only interest is to allow this project to go forward which they think benefits South Russell for flood relief and everything else being talked about. They just wanted to make sure they were given back the compensation. The only reason they got involved in this was to facilitate the transfer so that they could grant access to South Russell. That was their only interest – they had no interest in the land otherwise. Later, if there is a discussion that Manor Brook Gardens says that the land should be theirs, they have no interest in that land – that is a whole separate discussion and that will be involved with the law firm to redo all that and cover the cost, but in this particular discussion, their only focus was allowing the project to go forward which they think benefits South Russell. They want to be compensated the money they spent out of pocket for the legal fees and the money to get that land to grant the Village access and to replace those trees they replaced which benefits all the associations. That is how they came up with the numbers.

Royer said their involvement in this was surely just to help facilitate the access to the property. At the time up until a short period ago, they thought Kaman and Cusimano did their due diligence and said that Whitetail Master is the group that should be entitled, so they proceeded down that road unbeknownst to anything else. As far as they are concerned, they are in agreement. They would like to see the project move forward. They have not had any conversations with Manor Brook Gardens HOA in this regard. Their interest is making this happen. As far as the property ownership at the end of all of this, they have no reason to maintain ownership of Village parcels. That is not in their best interest at this point and it is not something long term they would want. Right now, they are entitled, and it would appear they could proceed forward.

Peter stated that for them to be able to agree to do this, they want to make sure that if there is any damage to the property, it is restored to its original shape that it was in before the project started. If there is any harm or liability, that they are held harmless in any of this and that there is no liability for them to move forward. They want to be good citizens in the community.

Mayor said dealing with Chagrin River Watershed Partners and CT Consultants, he doesn't think there will be an issue with the property. There will be mud on Manor Brook in the summer, but he believes they will be very happy with how it is all put back together.

Peter said since there is a water plant, and the water is facilitated to the homeowners and the condos. They want to make sure there is no damage to the water or the aquifer because that water is vital to the community and for the value of their properties.

Carroll stated he appreciated the insight. He said he wanted to point out some things related to the board from a history perspective. Back in November-December of 2019 they were told by Chris that first and foremost the issue was between the Manor Brook Association and Thomas and Thomas. Back in the minutes there was talk in Council about maybe buying the property, but they were not inclined to do that. Chris indicated this was a private issue between the association and Thomas and Thomas and the Village should not expend funds for that transfer. He went on to further say that he anticipated there would not be a fee to access the property.

Carroll stated that regarding the tree issue, that is a private issue that they would have to take care of. He said Council did discuss the trees and Berger, who was on the HOA board, stated that that was something that they would take care of and maintain. Carroll said if they felt it was a safety issue – his position was the Village could take them down, but it has no obligation, since it is not in the right of way, to replace them. It was a private property issue between them.

While this project can provide some stormwater management, Carroll said it is not known how much of an impact it would have. He said there are other options that could help with stormwater problems in that neighborhood - this is just one option. Additionally, 319 grants are often sought after by private entities because of stormwater issues and trying to manage water. Oftentimes the municipality will split that cost share with the private entity. While the Village has applied for the grant, they are spending Village funds towards this project at no cost to the associations. There is a tangible benefit, not just for the Village of South Russell, but also to all four associations.

Carroll said it sounds like the discussions of cost have been going on for quite some time. Royer agreed that was fair to say. Carroll asked if it was fair to say Chris was involved in those discussion when serving as President. Royer answered “yes”. Carroll asked how long the pricing was discussed and said he had an email that says about 14 months; he asked if that was fair to say. Royer replied that in the beginning they realized that the land was entitled to Thomas and Thomas and that was an error. In order to proceed, and this goes back a couple of years, the property had to be put in title. In order to do that, there had to be money spent to provide the Village with the access to the property. That is where the Thomas and Thomas agreement came in. They had no dog in the fight at that point other than to facilitate the overall project for the Village. Whenever you solicit a lawyer to do something, there is a financial cost to that. It was understood on their part that that would be a South Russell expenditure that the Village would cover.

Carroll asked who gave them that impression. Chris gave Council the impression that they had been paying taxes on that property for 40 years, it is in the minutes of the meeting, that that was an issue between Thomas and Thomas and their association and that he did not see how the Village would be responsible for bearing the cost for that because that was an oversight that should have occurred 40-45 years ago. In earlier conversations when it was agreed to open up the project, that was when it came out as to who really owned the property. That is when it was identified the association was supposed to own it, but they didn't. The Village could have dealt with Thomas and Thomas, potentially directly, but then that could have brought other issues of who owns the property and was supposed to get the property. Carroll said it is fair to say that they were negotiating and trying to figure this out since 2018 and Chris was involved in all these conversations.

Peter said he is learning of all these things now, he was not there at the meetings, so he does not know what Chris's discussions were with them or with Council or anything else. The only reason they got involved was to facilitate this so South Russell could get this project; they wanted to be good citizens. Otherwise, the Village would have to have dealt directly with Thomas and Thomas and bore the expense. They bore the expense because of what was represented to them. Peter said this has chewed up so much of the time for the HOA, it is

almost irrelevant. They are doing it for the Village and the benefit is really for the Village, it is not so much for the HOA.

Peter said in retrospect he thinks maybe they shouldn't have gotten involved in the first place, but they did based on what was done. Chris was the President of their board and he is on the Council. He said he is here now, but other than that, that is the only reason they got involved. Pete says he does not want to speak for Chris or what was said, but from his standpoint, they took money away from the HOA to facilitate the project. They want to be good stewards for the HOA to get that money back which is for the legal fees and for the money they paid to Thomas and Thomas. The stuff on the trees, those are discussions that Chris had with everyone else, Peter was not part of any of those things. They did spend money on trees. If the Village wants to argue that is not the Village's business, that is okay. The money they spent for the legal fees and to get the property, they did that for South Russell and for them to say go forward, they think they should be reimbursed the money.

Carroll said he appreciated Peter's comments, but the Village could have done an agreement with Thomas and Thomas directly for those parcels and/or Manor Brook or Whitetail or whoever owns the parcels. There is really no transfer that had to occur at all. The Village could have done separate agreements to have it done. Pete stated he agreed 100%, but it is already done, and they are trying to be good citizens. They are kind of caught in the middle of this.

Pete said he is a citizen of South Russell and he is listening to the comments by everybody and he hears people saying maybe it can be done a different way. They do not know if it is going to fix the flooding. That is not their fight or battle. But to him, as a South Russell resident, it seems to be a positive project that is trying to do something to try to help control flooding. They had Manor Brook with homes under water and this seems like a grant that will benefit them. It may not be the perfect solution, but it is a solution that will grant some relief. He is trying to understand why there is so much resistance.

Carroll said he does not think there is resistance, but there are other options the Village could have. The 319 grant is one option and there are other options that could have just as much of a positive impact. The 319 grant is not stormwater retention, it is wetland restoration which could assist with flooding. Pete asked about the aquifer which captures water that benefits the homeowners. Carroll replied that there could be a tangible benefit to everybody. But there are other options that could be just as effective.

Carroll said the consternation he had was Council was told there would be no additional cost, and the Village had other options. The Village was told by the former President of the HOA who is also a Councilman, not to be involved and do not spend Village funds on this, they could take care of it; so that is what the Village allowed to occur. Now it sounds like this has been negotiated for quite some time. Carroll said he asked multiple times if there was going to be any cost to Berger and the Mayor and they both said "no". Now he found out at the last Council meeting there may be a cost, and he found out the day prior. It sounds like this was being discussed for a good 12-14 months. He said he asked the Mayor why it was not brought up sooner so these conversations could be had. This is the 11th hour and now it is a problem. Carroll said most easements can be as little as \$1 or \$100; \$8,000 to deal with something that could have been addressed with a different method, that the Village had no participation in, is problematic.

Pete said he is listening to this and they are talking about \$8,000. He asked if getting the \$319,000 and the potential benefits it brings to South Russell is worth the \$8,000 to reimburse them for their legal fees. He said he was not part of anything with Chris. He is not involved with the machinations on Village Council. This is the most ridiculous thing he has heard of in his life. He is trying to understand what goes on. He said they are talking about \$8,000 and getting a grant for \$319,000. He said whether this goes through or not, it is not going to change them at Whitetail if they are down \$8,000. But for the people in all the developments, in listening to this, it sounds like this is something good for the community. What went on with previous discussions, he does not know, he was not part of that. They want to be good citizens. He agrees 100% how there has to be openness and transparency, but what does that have to do with them. It sounds like they are arguing minutia.

This seems like it will benefit the community. There might be other options, but he hasn't heard of any of those options. This money seemed like it was going to be a good thing and enhance the land and improve the lives of all the people and all the developments. It could enhance the water retention. It could benefit the aquifer and it could help with flooding. He said it sounds to him like this is a lot of anger among people who did not like the way procedures were done. He said he gets it 100% but asked what is in the best interest of the people of South Russell and what is in the best interest of the people in all the HOAs. Peter said if the Village does not want to give the \$8,000 back, okay. If the Village wants to turn down the project, that is fine, they will be out \$8,000.

Peter went on to say he just came onto the board. He did not ask to be President, but he did it to try to help the neighbors out and he is trying to understand fighting over \$8,000; and possibly give up \$319,000. As a South Russell resident, he does not understand that. He said what went on among the Council members and the discussions and the way things were handled, they need to work that out amongst themselves. He said he understands and agrees – if he was sitting in their position, he understands Carroll's position. He said he understands Carroll does not appreciate this was brought to him last minute. Peter said he doesn't know anything about what goes on in South Russell Council. They are just trying to help the community. This seems to be a positive thing for the community. Maybe it was not done the way people wanted it to be, but it seems like a positive thing. He is trying to understand how the Village runs and this seems like a good thing. But if the Village turns down this money and all the potential benefits don't occur; he is trying to understand why people would do that. Peter said maybe Chris should not have made all these representations, but from his end, he is on the back end of this and he is trying to say they just want their \$8,000 back for what they did to be good citizens to facilitate something positive for the community. That is their only position. He said if the Village does not want to go with that, then they are out \$8,000 and it is what it is.

Porter said the Village appreciates greatly that Whitetail is agreeable to this project under the terms that they were talking about. He said it is going to be a benefit to the community. It is not known if it will solve all the flooding issues, and it is doubtful it will, but it is a big step forward. The 319 grant is a big deal. The Village is paying a portion of the cost and the grant covers the rest. Whitetail's permission is needed, otherwise it doesn't happen because they own the land.

Porter said he was mystified how Whitetail wound up with the land when it was supposed to go to Manor Brook, but Whitetail owns the land right now. There are \$8,000 in legal fees. He said he understood Carroll's point because Council has been told repeatedly it was not going to cost the Village anything. When the issue first surfaced, Thomas and Thomas evidently were willing to sell three of the four parcels, to the Village for \$2,000. Council did not want to go in that direction because they were not sure what was going to happen because they have been paying the taxes and Thomas and Thomas didn't transfer it, etc. The Village didn't want to get involved in a huge legal fight as a recipient of the land when there were other people who had claims to it.

Porter said the Village could have bought the property for \$2,000. Council has to protect the Village finances, which is all tax money. The Village cannot throw money out without adequate justification for it, which is what Carroll is talking about. He said he knows they are out \$8,000 because of the transfers. He asked if that transfer was done by mistake, should the land have gone by deed to Manor Brook.

Peter replied that he knew nothing of these things. He said there are a lot of conflicts; a law firm that represents both Manor Brook Gardens and Whitetail, and that never should have happened. The President of an HOA on Council; there are conflicts all over the place. In addition, Coral Company represents both parties, that is an issue. This was all before his time. They have no interest in this land. The people that are in Manor Brook Gardens, that land is right next to their properties, so if anyone should have that land, it should be them. This is passive land that will never be developed. They want to make sure there is no harm done to any parties. They supply the water to Manor Brook Gardens. When this is all done, if all of a sudden, the law firm says it should have gone to Manor Brook Gardens, they won't stand in the way. He said Kaman and Cusimano really screwed this up. Pete said they have not had one correspondence from Manor Brook Gardens.

Peter said he just found out about the \$2,000 to the Village, that was like a no brainer and he gets it. He said the more he hears of this, this is absurd the way it has all been handled. He said he does not know why there wasn't open discussions. He does not know why Council did not get the information. They do not want to be the block that stops it. If the Village says they are not going to give Whitetail the money, then they are just out of the money. It doesn't seem fair to the HOA. He doesn't want to stop the project but what does he tell the people and the HOA that they paid for something that benefits the Village of South Russell. They did it to help the Village – it really doesn't give any benefit to them at all. They are just trying to be good citizens. Pete said if Kaman and Cusimano had given the property to Manor Brook, the Village would be talking to them instead. He said they are just here by accident.

Porter said he appreciates Whitetail's circumstances. He spoke of two possible solutions. First, he asked if Whitetail would be amenable to a lesser amount than \$8,000. Second, would Whitetail be willing to convey the land to the Village. Pete replied that they do not want the land at all; they have no interest in that land. He said that is all storage of water and that would be taking on some responsibilities. He said they are not landowners. Porter said they are landowners now and that is why the Village is talking to them as they are the titled landowners. Pete said he doesn't care, but they have a board that would have to talk about that. He asked if the Village would want that land. Porter replied that they are out \$8,000. The Village could have presumably bought the land for \$2,000 some time ago. If they have no interest in the land, there seems to be a compromise. Mark said he was not committing anything to anything.

Carroll said Pete brings up an excellent point with the aquifers and the water system. Those are things that would have to be looked at. Taking on the property that could have responsibilities to the Village is something that the Village may not want to do. He said the Village doesn't really need that. He said the one thing to understand is that once this project goes through, being that it is a 319 grant, that land will never be changed. They are not going to build on it, but they need to understand that is part of the commitment to doing the project.

Carroll said in order to make an official counter, they would have to meet with Council to discuss. Carroll asked Royer if he was part of the negotiations with Chris in the beginning. Royer replied that he was involved in the dialogue. Carroll asked who from Whitetail worked with Cusimano, was it Royer or Chris dealing with the land transfer. Royer replied that as far as that is concerned, the property manager was the person negotiating with Cusimano. Pete clarified that it was Chris; he didn't think it was property management. He thought they just facilitated the discussion. Carroll asked if Chris was involved in all that, Royer replied that Chris was involved in that. For everybody including Peter, Chris was not on the board, other than a supervisor at this point. Chris did not become a supervisor until this past summer. Pete asked if Royer was talking about Leah. Royer said he was talking about Chris. He said Chris was not a County supervisor of South Russell until this past summer. Pete clarified with Royer that he meant Councilman of South Russell, not supervisor. Carroll asked if Chris was on Council when these conversations were taking place this past summer. Royer said these conversations were well before he was on the Council and started back in 2018. Carroll asked if he continued on the board in private conversations through last summer because he just resigned from the board effective the end of 2020. Royer confirmed that was correct.

Porter said at this point the Village has had discussions with the Whitetail folks. They are the recorded property owners. He believes Council needs to consider this issue in an Executive Session on Monday.

Mayor said at this point he has muted everybody because one of the issues that has come up is whether Council buy this land or take ownership of the land. Mayor said he believes that the land that is set aside is because they needed to maintain a minimum of one acre. He asked the Solicitor if they could reduce the total land mass of this development by selling the land to the Village.

Solicitor replied that she didn't know the answer to that question. If they need that common area for lot coverage or density, or something like that per Zoning Code, she would have to look into that. Assuming they can sell it, and it is not for lot coverage reasons and there is no issue. She cautioned the Village because if there is going to be an issue down the line as to who owns it, she certainly wouldn't want the Village to be in some sort of quiet title action after becoming the titled owner of this property with someone who is claiming they are the actual rightful owners. Solicitor said she does not recall an actual proposal of \$2,000 to purchase all four parcels.

Porter said that is his recollection. He believes it was in the minutes, but it never went beyond talk and the Village never saw a written agreement at that time. Porter said the Solicitor has time to research this issue and Council can discuss it Monday and that might lead to some sort of helpful resolution down the road. Porter said no one wants to lose this project.

Mayor said the original discussion when we started looking to get a hold of this land, kept showing on Geauga Real Link to Thomas and Thomas. The Mayor said he called Bruce Thomas and asked him if he realized he still owned that land – he had no idea. He said he dealt with Jim McSherry in South Russell Village Hall on a Tuesday afternoon. Jim said they were looking for \$15,000 to get that land. There were three parcels, and they were still entitled. They got into the taxes. They talked back and forth. Council member Canton and the Mayor took Bruce Thomas to lunch at Burntwood and told him the Village needed that land for the project and asked him what it would take. Bruce Thomas was generous and said he just wanted to get money for his brother Tommy. Later on, he met with Tommy in the basement of Village Hall and Tommy said originally, he thought they could put another condo there. The Mayor explained to him that this was community land that needed it to maintain their one-acre lot size for everybody. When he left, he said to the Mayor a couple thousand dollars. The Mayor remembered helping him up the stairs into his car and then calling Kaman and Cusimano. The Mayor explained that Tommy Thomas was the chairman of Thomas and Thomas and Bruce was the President. Tommy had control of the Thomas and Thomas Development Corporation. The Mayor said he would make a small correction and said these were the guys who started Manor Brook and Whitetail and were the original Berger. The Mayor called Kaman and Cusimano to tell them that they could probably get this land for a couple of thousand dollars. It was in July of 2020 that the land was transferred to Whitetail. The Mayor said we have had this discussion. He remembered looking at this issue years ago. Somebody said it was about 4.65 acres and we are not going to get 4.65 acres of South Russell Land. It is going to cost us something. The Mayor stated he agreed and appreciated everyone's willingness to do what was best for the Village. He thought we are just what Porter said, we are down to Executive Session that will be Monday night at 7:30 at the Council meeting. The Mayor explained that Executive Session means just the Council and our people talk. He did not know whether if it would be called a secret meeting, but the public would not be able to be a part of it. The Solicitor asked the Mayor under what reason the Executive Session would be conducted. Porter stated it would be for potential property acquisition. The Solicitor asked if the Village had a proposal from Whitetail or would this be Council discussing if the Village were to buy it. She asked if Whitetail was saying yes, go ahead and buy it. Porter stated it would be potential property acquisition by the Village.

Carroll stated that to the Solicitor's point, he said that Whitetail had not offered the property for sale. Porter said that did not bar the Village from making a proposal. Peter advised that he had been on a lot of calls and the HOA was just trying to get their money back but also wanted to help the Village get the project going. He said it was getting really complicated, and they just wanted to help get the project going. Peter explained that the HOA had been drawn into the matter and never probably should have been. They are out \$8,000. He suggested simplifying the matter. He explained the HOA would like to get back the money they had spent to help facilitate the project. Afterwards if the Village wanted to buy the land, they were not landowners and had no interest in any of this. They have nothing against Manor Brook Gardens. They just wanted to be good citizens and honestly, they wanted to take care of their HOAs and did want to get involved in all the politics of the Village of South Russell. He respected everyone on the call and thanked them for their service to the community. His interest was just in being a good citizen and helping the Village with what it was trying to do

and be of service to everyone. He also wanted to be a good steward to the HOA and make sure they did not spend money they should not have spent. Peter emphasized that both sides were in this together. Porter agreed and said he appreciated their willingness to discuss the matter. Porter said the Village would come up with a proposal Monday. Peter emphasized that he just wanted to do what was in the best interest of South Russell and had no other interest in it. From the Board's point of view, anything they could do to help South Russell and to be good citizens, they were there to serve.

Nain thanked Peter and Bob for their volunteer time in helping the entire Manor Brook community. As a Councilwoman and resident of the Village, Nain stated that there was no one who wanted the stormwater problems more than she did. She, too, experienced flooding on her property over the years. However, she stated that a project of this importance and magnitude could not commence with this much confusion, non-transparency, and unauthorized law firm fees. Nain stated she had paid taxes on her property for 29 years. When the community was told more than once that it would cost the Village nothing, she was completely on board. She added that she was still on board but had not gotten answers concerning all these monies and fees that had just shown up over the last eight or nine weeks. There must be a lot of clarification going forward, because as she said, this was a major project and there were too many unknowns.

Galicki addressed Peter. He offered his appreciation for the unpleasant mess and struggle Peter was facing. Galicki suggested that in Peter's new role as Master Association President, that from an outside observer's perspective, all the HOA's were using the same legal firm, had the same management company, and from Galicki's perspective, it should have been a no-brainer given this synergy to find out who really owned the property. Galicki was dismayed that at this stage of the game, this question remained. It would seem like this should have been easy to determine given the fact that the same legal firm was involved, and the same management company managed all properties. Perhaps going forward, he suggested Peter look at those fees that the community offered in good faith to say, how did we arrive at this point with the same management company and representation by the same legal firm? Maybe they were not getting value for their dollars. Peter said he agreed 100% and felt conflicted. He was shocked and appalled about how this whole thing had transpired. Peter felt victimized and added that all parties had been victimized. This was the biggest conflict of interest he had ever heard in his life. At this point, he just wanted to do what was best for South Russell and the community. This never should have happened and going forward, a lot of changes would be made. All the conflicts of interest did not serve anyone. Galicki stated he could not agree with Peter more on this. He added that much of this discussion probably stemmed from what appeared to Peter and others as conflict of interest or hidden agendas, etc. These are issues collectively, Council, as public servants and trying to act in the correct public interest, needed to address and see where they could go forward from here. He appreciated Peter's comments and advised that he felt his pain as the new HOA collective President. Galicki wished him God's speed on his journey.

Peter thanked Council for the great work it does in the community. He reiterated that he loved the Village and appreciated Council's efforts. Peter stated that when there was ever a lack of transparency, there was a lack of trust, and he thought this was bad. They did not want to be part of that. They wanted to be part of the solution not part of the problem. If they were out \$8,000 because they were given the wrong information, then shame on them. However, Peter reiterated that he was trying to be a good steward for his Association and a good citizen for South Russell. Galicki echoed Peter's comment about transparency and trust, and thanked Peter.

Porter made a motion to adjourn.

The Mayor stated that Chuck Hauser wished to speak. Hauser advised he is a resident of Whitetail and is not on the Association. Hauser addressed Galicki and said he did not think that they all had common Association managers and did not think that the Coral Company managed Manor Brook Gardens. Peter corrected Hauser and stated that they do. Nain asked about the Carlyle Management Group because she thought they managed

part of the properties. Royer stated they only handles the Whitetail Condo Association. Hauser stated that the Coral Company did not do every association, although this was a minor point. Hauser addressed Carroll about representations that there would be no cost to the Village. Hauser stated there had also been representations through a Whitetail newsletter that there would be no cost to the Association. This was something that Peter and Royer would have to deal with the Association members. Peter explained that he did not write this letter, and Hauser said he understood this, but the information was out there. Carroll asked who wrote the letter. Royer stated that they were not interested in 'who struck John.' What they were interested in was getting a resolution to this. Royer stated there was no need to point fingers at anybody, and just needed to come up with a resolution to solve the issue. Getting into the weeds would reveal a very crooked trail as to who owned what, when and why. Royer suggested they just get it done, put proposals on the table, and make it happen.

The Mayor stated he muted everyone because it was a South Russell Village Finance Committee meeting and Porter mentioned a motion to adjourn. The Mayor addressed Peter and said that hopefully Monday night after the Council meeting hopefully he could be giving him a phone call. He opened the meeting back up but advised he would no longer be recording it. It would just be a way for people to participate and talk to each other, but it will not be a formal South Russell meeting.

Carroll stated there had been a motion to adjourn the meeting, and the meeting had not been adjourned and it was necessary to record until there is a vote to adjourn. The Mayor interjected that he was turning the floor over to Porter so that he can handle this. Porter made a motion to adjourn and said that if Carroll seconds, they will vote, and the Mayor's informal discussions can happen afterwards. Peter thanked the meeting participants. Carroll thanked Peter, Bob, and Chuck for their time. He acknowledged that they are in a pickle, as is the Village, but offered that everyone would get through this. Carroll seconded the motion to adjourn at 10:00 a.m. as the acting Chair of the Finance Committee. Ayes, all. Motion carried.

Porter stated he was departing. The Solicitor addressed the Mayor and stated she did not know about keeping the Zoom open for the discussion. She saw that Porter and Carroll had left and so the Finance Committee was no longer present but asked if Galicki and Nairn serve on a committee together. The Mayor stated no, but they were members of Council. She thought the meeting should not have been adjourned as a public meeting. The Mayor acknowledged that the Solicitor thought the meeting should be ended. She agreed. The Mayor told John Butler, Chagrin Valley Times, to call him.

Carroll adjourned the meeting at 9:03 a.m.



Michael Carroll, Temporary Chairman