



Board of Directors Meeting

January 9, 2026, 10:00 a.m.

NOACA Offices, 1299 Superior Ave.
Cleveland, OH 44114

RSVP to 216-241-2414 ext. 282
or boardliaison@mpo.noaca.org

NOACA will **STRENGTHEN** regional cohesion, **PRESERVE** existing infrastructure, and **BUILD** a sustainable multimodal transportation system to **SUPPORT** economic development and **ENHANCE** quality of life in Northeast Ohio.



NOACA

Northeast Ohio Areawide Coordinating Agency

BOARD OF DIRECTORS
Friday, January 9, 2026
10:00 – 11:30 a.m.

The public can view the meeting live at: [youtube.com/live/E9bMDMBkcec?feature=share](https://www.youtube.com/live/E9bMDMBkcec?feature=share)

AGENDA

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1. Call to Order
 - a. Pledge of Allegiance
2. Public Comment on Agenda Items
3. President's/Executive Director's Report
4. Resolutions/Action Items
 - Governance Committee
 - 2026-001 Code of Regulations Revision – Article IX Ratification 1
 - 2026-002 Code of Regulations Revision – Section 4.2 Membership 4
5. Presentation/Discussion Items (none)
6. Reports/Updates
7. Old Business
8. New Business
9. Public Comment
10. Adjourn

Next Meeting: **Friday, January 23, 2026, at 9:00 a.m.**
NOACA Offices, 1299 Superior Avenue, Cleveland, Ohio



**NORTHEAST OHIO AREAWIDE COORDINATING AGENCY
M E M O R A N D U M**

TO: NOACA Board of Directors
FROM: Grace Gallucci, Executive Director and Chief Executive Officer
DATE: January 5, 2026
RE: **Resolution 2026-001: Code of Regulations Revision – Article IX Ratification**

ACTION REQUESTED

The Board of Directors is asked to adopt Resolution 2026-001, which amends Article IX NOACA Code of Regulations to create an exception to the requirement of ratification for the list of members in Section 4.2.

This item was recommended by the Governance Committee at their November 14, 2025, meeting and presented to Board for information at the December 12, 2025, meeting.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION

Article IX of the Code of Regulations regarding Amendments requires changes to Article IV to be ratified by each County. During a series of meetings (August 27, September 25, and October 24) the Governance Committee discussed the Board’s current membership and possible changes as well as the ratification required of any changes.

At the meeting on October 24, a motion was passed to remove this requirement from Article IX. The intent is to allow for changes to Board membership to be approved and take effect more timely and efficiently, as well as allow greater flexibility and control by NOACA’s primary members (Cuyahoga, Geauga, Lake, Lorain, and Medina Counties and the City of Cleveland).

At their meeting on November 14, the Committee narrowed the scope of the amendment so that the exception to ratification in Article IV was limited to the list of members in Section 4.2. The exact changes are included in Attachment 1.

FINANCIAL IMPACT

There is no financial impact for this item.

CONCLUSION/NEXT STEPS

Pending Board approval, the Code of Regulations will be amended.

GG:EB

Attachment 1: Draft Amended NOACA Code of Regulations, Article IX

RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, Medina, and the City of Cleveland and the areawide water quality management agency for the same region; and

WHEREAS, Article IX of the Code of Regulations regarding Amendments requires changes to Article IV to be ratified by each County; and

WHEREAS, during a series of meetings (August 27, September 25, and October 24, 2025) the Governance Committee discussed the Board’s current membership and possible changes as well as the ratification requirements of any changes; and

WHEREAS, the Governance Committee ultimately recommended amending Article IX so that the exception to ratification in Article IV was limited to the list of members in Section 4.2; and

WHEREAS, the intent behind this amendment is to allow for changes to Board membership to be approved and take effect more timely and efficiently, as well as allow greater flexibility and control by NOACA’s primary members (Cuyahoga, Geauga, Lake, Lorain, and Medina Counties and the City of Cleveland); and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of forty-six voting officials serving general-purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, Medina, and the City of Cleveland that:

Section 1: Article IX of the NOACA Code of Regulations is hereby amended to create an exception to the ratification requirement of Article IV for the list of members in Section 4.2.

Section 2: The Executive Director is authorized to transmit a certified copy of this Resolution to appropriate federal, state, and local agencies.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 9th day of January 2026.

Secretary

Date Signed

ARTICLE IX
AMENDMENTS

This Code of Regulations may be altered, amended or repealed only by a majority vote of the Board of Directors. However, any matters relating to Article IV of this Code of Regulations, except for Section 4.2(c) through (h), shall be altered, amended or repealed only upon written approval of each County of the NOACA area. Alteration, amendment or repeal of this Code may be initiated by the Board either after a special meeting called for that purpose or at any regular meeting where notice of such purpose was given at the immediately preceding regular meeting.

DRAFT



**NORTHEAST OHIO AREAWIDE COORDINATING AGENCY
M E M O R A N D U M**

TO: NOACA Board of Directors
FROM: Grace Gallucci, Executive Director and Chief Executive Officer
DATE: January 5, 2026
RE: **Resolution 2026-002: Code of Regulations Revision – Section 4.2 Membership**

ACTION REQUESTED

The Board of Directors is asked to adopt Resolution 2026-002, which amends Section 4.2 of the NOACA Code of Regulations regarding member requirements and the list of members.

This item was recommended by the Governance Committee at their November 14, 2025, meeting and presented to Board for information at the December 12, 2025, meeting.

BACKGROUND/JUSTIFICATION FOR CURRENT ACTION

Membership to the NOACA Board of Directors is determined by [NOACA's Code of Regulations](#), Article IV, Section 4.2 Composition; Alternates; Term; Process for Apportioning Board Seats. Since NOACA's formation in 1968, Board membership has always included members of the Boards of County Commissioners in the NOACA region, the Mayor of the City of Cleveland and other elected/public officials. A brief history of Board membership follows:

1968	NOACA's founding agreement sets membership as the 21 County Commissioners from the 7 member counties, 3 other elected officials from each of the member counties, the Mayor of Cleveland and the Dept. of Urban Affairs
1976	NOACA's Constitution established membership as 3 County Commissioners from each member County and at least one additional member from each County, based on population, who are public officials
1991	NOACA's Code of Regulation replaces its Constitution and established a 37-member Board with each member specifically identified by position and/or jurisdiction
1999	ODOT made a voting member
2009	Weighed voting eliminated; the Cleveland-Cuyahoga Port Authority added as a member and the cities of Lakewood, Parma, Euclid, and Cleveland Heights enumerated as members of suburban Cuyahoga County
2011	Cuyahoga County members changed from Commissioners and Engineer to Executive, Dir. Of Public Works, Appointee, and Council Member
2012	City of Cleveland Mayor position changed to Mayor/Chief of Government Affairs (changed back in 2023)
2013	Lake County replaced Municipal Representative with Laketrans
2020	Allocation of membership to be based on decennial census data according to formula

2022	Reallocation of the Board based on 2020 census data; 2 seats added to the City of Cleveland
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During a series of meetings (August 27, September 25, and October 24) the Governance Committee discussed the Board’s current membership and possible changes as well as the ratification required of any changes. At the meeting on October 24, a motion was passed to amend the membership list in the Code of Regulations to change specific positions to County Commissioner or Mayor appointees. It was also discussed, and changes accordingly made, that there should be parameters around membership since the appointments will have more discretion and be less prescriptive and that these requirements should also apply to alternates.

At their meeting on November 14, the Governance Committee made additional changes to the proposed amendment. Lorain County chose to keep their existing membership positions and language regarding the professional requirements of members was further refined.

FINANCIAL IMPACT

There is no financial impact for this item.

CONCLUSION/NEXT STEPS

Pending approval of Resolutions 2026-001 and 2026-002, Section 4.2(c) through (f) will take immediate effect. Changes to Section 4.2 (a), (b), and (k) will require ratification according to Article IX.

GG:EB

Attachment 1: Draft Amended NOACA Code of Regulations, Section 4.2

RESOLUTION OF THE BOARD OF DIRECTORS
OF THE
NORTHEAST OHIO AREAWIDE COORDINATING AGENCY

WHEREAS, the Northeast Ohio Areawide Coordinating Agency (NOACA) is the Metropolitan Planning Organization (MPO) for the counties of Cuyahoga, Geauga, Lake, Lorain, Medina, and the City of Cleveland and the areawide water quality management agency for the same region; and

WHEREAS, membership to the NOACA Board of Directors is determined by NOACA's Code of Regulations, Article IV, Section 4.2; and

WHEREAS, during a series of meetings (August 27, September 25, and October 24, 2025) the Governance Committee discussed the Board's current membership and possible changes as well as the ratification requirements of any changes; and

WHEREAS, the Governance Committee ultimately recommended amending the membership list in Section 4.2 of the Code of Regulations to change specific positions to County Commissioner or Mayor appointees; and

WHEREAS, amendments were also recommended to establish parameters around the professional requirements of members since the appointments will have more discretion and be less prescriptive, and that these requirements should also apply to alternates; and

WHEREAS, Lorain County chose to keep their existing membership positions.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Northeast Ohio Areawide Coordinating Agency, consisting of forty-six voting officials serving general-purpose local governments throughout and within the counties of Cuyahoga, Geauga, Lake, Lorain, Medina, and the City of Cleveland that:

Section 1: Section 4.2 of the NOACA Code of Regulations regarding member requirements and the list of members is hereby amended.

Section 2: The Executive Director is authorized to transmit a certified copy of this Resolution to appropriate federal, state, and local agencies.

Certified to be a true copy of a Resolution of the Board of Directors of the Northeast Ohio Areawide Coordinating Agency adopted this 9th day of January 2026.

Secretary

Date Signed

ARTICLE IV
BOARD OF DIRECTORS

Section 4.1 Duties of Board of Directors. The business of the Agency shall be managed by the Board of Directors. The Board of Directors shall exercise all powers of the Agency, which are not otherwise required to be exercised by Agency members.

Section 4.2 Composition; Alternates; Term; Process for Apportioning Board Seats.

(a) Composition. Each County and the City of Cleveland shall be responsible for assuring appropriate representation. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote. The Board of Directors shall consist of representatives from the five-county area. All members of the Board of Directors must hold an elected or appointed position in a political subdivision, government agency, or public body within the geographic area of the respective appointing authorities set forth in Section 4.2(c) through 4.2(h) below. The goal for representation is to bring to the Board's discussions and decision-making the principal elected officials and regional administrators of the NOACA Board members who do not hold an elected position, shall hold positions in areas concerned with transportation, and environmental planning, land use planning, and economic development. Individual Board members shall be specified annually at the first meeting according to this section, recognizing the dues procedures and compliance within each jurisdiction's and the Agency's mission.

(b) Apportionment. Board positions shall be apportioned among the five counties and the City of Cleveland based on population to arrive at a Board of 46 total members, pursuant to the formula contained in Appendix II to this Code, while assuring to the area's citizens an approximation of equal representation by population as reported in each decennial census subject to the requirement that each county shall have not less than three Board representatives. Individual Board members shall be specified annually at the first meeting. Each County and the City of Cleveland shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each jurisdiction's and the Agency's mission. Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote. To apportion Board seats under this section, within 180 days following the publication of each decennial census, the Board shall calculate and determine such changes to Board composition as shall be necessary to conform to the requirements of this section. Such changes may be made by resolution of the Board of Directors and shall not require ratification by the five counties under Article IX.

	<u>Votes</u>
<u>(ac) Cuyahoga County</u>	
(i) <u>County Government</u>	
(A) <u>County Executive Appointee</u>	1
(B) <u>Director of Public Works County Executive Appointee</u>	1
(C) <u>County Executive Appointee</u>	1
(D) <u>County Council Member</u>	1
Total	4
(ii) <u>Cuyahoga Suburban Regions (appointment to be made by the Cuyahoga County Executive)</u>	
(A) <u>West Shore Region</u>	1
(B) <u>Southwest Region</u>	1
(C) <u>South/Central Region</u>	1
(D) <u>Cuyahoga Region</u>	1
(E) <u>Chagrin/Southeast Region</u>	1

(F) Heights Region.....	1
(G) Hillcrest Region.....	1
Total	7
(iii) Cuyahoga Suburban Cities	
(A) City of Cleveland Heights.....	1
(B) City of Euclid.....	1
(C) City of Lakewood.....	1
(D) City of Parma.....	1
Total	4
(iv) Regional Authorities	
(A) Northeast Ohio Regional Sewer District.....	1
(B) Greater Cleveland Regional Transit Authority (President of the Board of Trustees or General Manager, as the President of the Board of Trustees may designate).....	1
(C) Cleveland-Cuyahoga Port Authority.....	1
Total	3
(v) City of Cleveland	
(A) Mayor <u>Appointee</u>	1
(B) Director of Capital Projects Mayor <u>Appointee</u>	1
(C) City Planning Director Mayor <u>Appointee</u>	1
(D) Member of Mayor's Cabinet Mayor <u>Appointee</u>	1
(E) Council Member.....	1
(F) Council Member.....	1
(G) Council Member.....	1
(H) Council Member.....	1
Total	8
(bd) Geauga County	
(i) County Commissioner <u>Appointee</u>	1
(ii) County Commissioner <u>Appointee</u>	1
(iii) County Commissioner <u>Appointee</u>	1
Total	3
(ee) Lake County	
(i) County Commissioner <u>Appointee</u>	1
(ii) County Commissioner <u>Appointee</u>	1
(iii) County Commissioner <u>Appointee</u>	1
(iv) County Engineer <u>Commissioner Appointee</u>	1
(v) Laketran <u>County Commissioner Appointee</u>	1
Total	5
(df) Lorain County	
(i) County Commissioner.....	1
(ii) County Commissioner.....	1
(iii) County Commissioner (County Engineer).....	1
(iv) City of Lorain.....	1
(v) City of Elyria.....	1
(vi) Municipal Representative.....	1
(vii) Township Representative.....	1
Total	7
(eg) Medina County	
(i) County Commissioner <u>Appointee</u>	1

(ii) County Commissioner (Municipal Representative)Appointee.....	1
(iii) County Commissioner (Township Representative)Appointee.....	1
(iv) County Engineer Commissioner Appointee	1
Total	4

(fh) State of Ohio

(i) Department of Transportation.....	1
(appointment to be made by ODOT Director)	

TOTAL.....**46**

(i) Non-Voting Members. Pursuant to contracts approved by the Board of Directors, a representative of the Ohio Environmental Protection Agency, Northeast District Office, is a non-voting ex officio member of the Board of Directors of the Agency. The Executive Director/Chairman of the Ohio Turnpike and Infrastructure Commission shall also be a non-voting ex officio member of the Board of Directors. The Departments of Development, Natural Resources and the Environmental Protection Agency of the State of Ohio, as well as such other agencies of government as the Board of Directors may approve by regulation adopted at a meeting, may be represented. Representatives of these agencies shall have rights established by the Board of Directors but shall not have a right to vote or a right of initiative.

(j) No staff member of any regional or county planning commission, no consultant, nor any Agency staff member, whether part time or full time, whose salary is reimbursed in whole or in part by or through the Agency, shall vote as a member or alternate of the Board of Directors or the Executive Committee on appropriations, grants or contracts between NOACA and the employer of such person, but attendance of such person may be included in determining a quorum.

(k) Alternates. Each person who is a member of the Board of Directors shall designate an alternate to act in the absence of such member. Alternates shall be subject to the same requirements as Board members and possess full powers in all matters which come before the Board of Directors. Each alternate shall be considered a Board member with respect to all actions taken in capacity as an alternate, including any duties as an Executive Committee member. Designation of an alternate shall be in writing and must be submitted to the Board of Directors. Each designation shall be effective for no more than one year from the date it is submitted to the Board of Directors. Each person who is a member of the Board of Directors may revoke or modify the designation at any time in writing and submit it to the Board of Directors.

(l) Proxies. Each person who is a member of the Board of Directors by virtue of a position representing a county within the five-county area may elect to vote by written proxy on any matter submitted to the Board. Alternates are specifically precluded from exercising such proxy rights.

(m) Each person who is a member of the Board of Directors and any alternate designated by such member shall vacate Board membership immediately upon ceasing to hold the public office or position which originally entitled such person to become a member of the Board of Directors. The successor of such member shall be designated in the same manner as the vacating member was selected.

(n) The Board of Directors is authorized to take appropriate measures to insure attendance and a quorum, including limitations on speaking or similar rights of non-attending members, but no such measure shall operate to diminish the vote of any member government or collection of communities.



TRAVEL OPTIONS FOR NOACA MEETINGS

LOCATION

NOACA is conveniently located in Cleveland's central business district at 1299 Superior Avenue, on the NW corner of Superior and E. 13th Street.

TRANSIT & BICYCLE TRAVEL TO NOACA

NOACA is accessible by transit and bike.

The NOACA office building is situated on several major and minor bus routes. You can plan your transit trip to NOACA by using trip planner tools or with information provided by the region's public transit agencies:

- [GCRTA Trip Planner](#)
- [Geauga County Transit](#)
- [Laketran Trip Planner](#)
- [Lorain County Transit service](#)
- [Medina County Transit](#)

Bikes may be stored and locked at U-racks located directly in front of the building.

PARKING (see map)

The Cathedral Plaza Garage (E. 9th St. and Rockwell Ave.) is currently unavailable due to repairs. The following map shows other parking options. Unfortunately, we are unable to offer reimbursement for these parking lots. Should you have any questions or concerns please let us know.

Parking meters are located along E. 13th Street north of Superior Avenue. Please heed parking signs and note any time restrictions. Payment may be made at these meters with credit card or by using the [ParkMobile](#) mobile device application.

Street parking is also available along Rockwell Avenue, east of E. 13th Street.

TRAVEL ASSISTANCE AND SPECIAL ACCOMMODATION

If you need further assistance with travel to or special accommodation for parking at NOACA, please contact Lindy Burt at 216-241-2414, x. 108.

