

MINUTES

CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, March 9, 2017

The regular Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Aloft Hotel located at 1111 West 10th Street, Cleveland, Ohio on Thursday, March 9, 2017. The meeting was called to order by Chairman Ronayne at 8:35 a.m. Attendance by roll call showed the following:

PRESENT

Chris Ronayne, Chair
Harriett Applegate
Patricia Ramsey
Jan Roller
Robert Smith

ABSENT AND EXCUSED

Anthony Moore, Secretary
Paul Hoogenboom
Darrell McNair

ALSO PRESENT

W. Friedman, President & CEO
D. Gutheil, VP, Maritime & Logistics
M. Freilino, Office Manager & Exec. Asst. to CEO
R. Bever, Project Accountant
G. Woodson, Director, Development Finance & Inclusion
L. Sternheimer, Director, Urban Planning & Engagement
L. Bohinc, Finance Coordinator
J. Davis, Vice President, External Affairs
J. Magyar, Director, Operations & Facilities
J. McJunkin, FMT
M. Tosini, FMT
M. Kirkpatrick, FMT
S. Urban, Charter Steel
P. Anselm, Huntington
C. Arfous, McDonald Hopkins
R. Sommers, PMC-RMS
M. Fisher, PNC
N. Felker, Walter Haverfield
J. Baker, Jr., ILA
D. Wilcox, Climaco, Wilcox, Peca, Tarantino & Garofoli Co., L.P.A

APPROVAL OF MINUTES

The minutes of the Board of Directors meeting of Thursday, February 9, 2017 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Smith, seconded by Director Applegate and unanimously carried, the Board minutes of February 9, 2017 were approved.

PUBLIC COMMENT PERIOD

There being no public comment on the agenda items, Chairman Ronayne proceeded with the Chair's Comments.

PRESIDENT'S COMMENTS

Mr. William Friedman addressed the Board and noted that the shipping season will soon be underway. The Seaway is opening earlier than usual due to the mild winter.

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(a) – Charter Manufacturing Project – Taxable Lease Revenue Bonds

Director Roller addressed the Board and introduced Ms. Sarah Urban, Vice President of Finance for Charter Steel. Ms. Urban addressed the Board and referred to a presentation attached hereto as "**Exhibit A.**" Director Ramsey asked whether the jobs being created would be local. Ms. Urban replied yes. Director Applegate asked how Charter works with ArcelorMittal. Ms. Urban replied that ArcelorMittal is a competitor.

Ms. Rhonda Bever addressed the Board and referred to a presentation attached hereto as "**Exhibit B.**" Director Applegate asked whether the project is prevailing wage. Ms. Urban replied no. Chairman Ronayne asked how product is moved. Ms. Urban replied it's primarily by truck, but there is a rail line that goes through the property.

On motion by Director Smith, seconded by Director Ramsey, and unanimously carried,

RESOLUTION NO. 2017-06

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE CAPITAL LEASE REVENUE BONDS SERIES 2017 (CHARTER STEEL PROJECT) IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$38,000,000.00 FOR THE PURPOSE OF PAYING OR REIMBURSING THE COSTS OF ACQUIRING, CONSTRUCTING, INSTALLING, EQUIPPING AND IMPROVING CERTAIN PORT AUTHORITY FACILITIES CONSISTING OF THE CONSTRUCTION OF A BUILDING DESIGNED TO HOUSE A NEW "CUT-TO-LENGTH" BAR FACILITY, LOCATED IN THE CITY OF CUYAHOGA HEIGHTS, OHIO; AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN CERTAIN REAL ESTATE PARCELS BY A GROUND LEASE EVIDENCING LEASEHOLD OWNERSHIP OF THE PROJECT SITE (HEREINAFTER DEFINED); AUTHORIZING A CAPITAL LEASE TO PROVIDE FOR THE LEASING OF THOSE FACILITIES BY THE PORT AUTHORITY TO CHARTER MANUFACTURING COMPANY, INC.; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE FOR THE BONDS TO PROVIDE FOR THE PAYMENT OF BOND SERVICE CHARGES ON THE BONDS, AN ASSIGNMENT OF LEASES AND RENTS AND CONSTRUCTION MANAGER AGREEMENT AND OTHER INSTRUMENTS, STATEMENTS AND DOCUMENTS IN CONNECTION WITH THE ISSUANCE AND SECURING OF THE BONDS; AND AUTHORIZING AND APPROVING RELATED MATTERS

was approved. The resolution in its full text is incorporated into the Resolution Journal of the Port Authority.

REAL ESTATE AND DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(b) – OWDA Cooperative Agreement and Loan Agreement with VAN AKEN A1, LLC

Ms. Bever introduced Mr. Ryan Sommers, who serves as a consultant for the developer. Ms. Bever then addressed the Board and referred to a presentation attached hereto as “**Exhibit C.**” Mr. Sommers added that construction is on budget and on schedule. Director Roller asked whether the loan was needed initially or if it came up later. Mr. Sommers replied that they knew it was coming, however the full conduit took longer than anticipated. Therefore we didn’t want to hold up the project for a \$2 million loan. Director Applegate asked for additional information on the green aspects of the project. Mr. Sommers replied that the site was a Brownfield prior to construction. There has since been a 30-40% increase in greenspace and bioswales have been created. Chairman Ronayne asked when the site will be opened. Mr. Sommers replied commercial/retail will open in June of 2018 and residential will open in July 2018.

On motion by Director Applegate, seconded by Director Smith, and unanimously carried,

RESOLUTION NO. 2017-07

A RESOLUTION APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A COOPERATIVE AGREEMENT WITH THE OHIO WATER DEVELOPMENT AUTHORITY RELATING TO THE FINANCING OF COSTS OF AN ALTERNATIVE STORMWATER CONTROL INFRASTRUCTURE PROJECT IN CONNECTION WITH THE CONSTRUCTION OF A NEW RESIDENTIAL DEVELOPMENT BUILDING TO BE KNOWN AS SHAKER DOWNTOWN APARTMENTS THROUGH A \$2,000,000 CONDUIT REVENUE LOAN TO BE PROVIDED UNDER THAT AUTHORITY’S ALTERNATIVE STORMWATER INFRASTRUCTURE LOAN PROGRAM; APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT WITH VAN AKEN A1, LLC TO PROVIDE FOR THE TERMS OF AND SECURITY FOR THE LOAN AND ITS REPAYMENT; AND AUTHORIZING AND APPROVING RELATED MATTERS

was approved. The resolution in its full text is incorporated into the Resolution Journal of the Port Authority.

MARITIME COMMITTEE

Agenda Item 4(C)(2)(a) – Federal Marine Terminals (FMT) Lease Agreement

Mr. Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit D.**” Chairman Ronayne asked Mr. Gutheil to elaborate on the marketing plan. Mr. Gutheil replied that the plan will identify specific industries to target.

On motion by Director Roller, seconded by Director Ramsey, and unanimously carried,

RESOLUTION NO. 2017-08

A RESOLUTION APPROVING FEDERAL MARINE TERMINALS, INC. AS A TERMINAL OPERATOR, AND AUTHORIZING AND APPROVING A LEASE AGREEMENT FOR THE LEASE OF WAREHOUSE A, WAREHOUSE 22, WAREHOUSE 24, WAREHOUSE 26, AND THE MAINTENANCE SHOP

was approved. The resolution in its full text is incorporated into the Resolution Journal of the Port Authority.

MARITIME COMMITTEE

Agenda Item 4(C)(2)(b) – Port of Cleveland Tariff Modifications

Mr. Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit D**” (slides 5-7). Director Roller asked whether there is routine maintenance on the cranes. Mr. Gutheil replied that the port does maintenance and the ILA has a mechanic that performs pre-use checks.

On motion by Director Smith, seconded by Director Roller, and unanimously carried,

RESOLUTION NO. 2017-09

A RESOLUTION APPROVING PORT OF CLEVELAND
TARIFF NO. 1-B REVISIONS AND UPDATES

was approved. The resolution in its full text is incorporated into the Resolution Journal of the Port Authority.

BUDGET & ADMINISTRATION

Agenda Item 4(C)(3)(a) – 1100 W. 9th Street Upper Parking Lot Rehab

Mr. Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit E.**”

On motion by Director Smith, seconded by Director Roller, and unanimously carried,

RESOLUTION NO. 2017-10

A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION OF CONTRACT WITH ENGELKE CONSTRUCTION SOLUTIONS, LLC FOR THE PURPOSE OF PERFORMING THE 1100 W. 9TH STREET UPPER PARKING LOT REHABILITATION PROJECT AND APPROVING EXPENDISSTURE OF FUNDS

was approved. The resolution in its full text is incorporated into the Resolution Journal of the Port Authority.

NOMINATING COMMITTEE

Agenda Item 4(C)(4)(a) – Election of Officers

Director Smith addressed the Board and noted that there is a rotation of Officers every two years. The following recommendations were made: Mr. Darrell McNair, Chair; Ms. Jan Roller, Vice-Chair; and Ms. Patricia Ramsey, Secretary/Fiscal Officer.

On motion by Director Smith, seconded by Director Roller, and unanimously carried,

RESOLUTION NO. 2017-11

A RESOLUTION REGARDING THE ELECTION OF OFFICERS FOR 2017

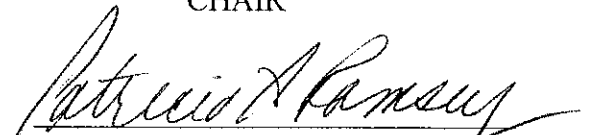
was approved. The resolution in its full text is incorporated into the Resolution Journal of the Port Authority.

PUBLIC COMMENT PERIOD

Chairman Ronayne then opened the floor for public comment related to non-agenda items.

There being no public comment, Chairman Ronayne requested a motion to adjourn. Upon motion by Director Smith, seconded by Director Roller, and approved unanimously by the Board the meeting was adjourned at 9:33 a.m.


CHAIR


SECRETARY