

## MINUTES

### CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, May 11, 2017

The regular Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Aloft Hotel located at 1111 West 10<sup>th</sup> Street, Cleveland, Ohio on Thursday, May 11, 2017. The meeting was called to order by Chairman McNair at 8:36 a.m. Attendance by roll call showed the following:

#### PRESENT

Darrell McNair, Chair  
Patricia Ramsey, Secretary  
Paul Hoogenboom  
Chris Ronayne  
Robert Smith

#### ABSENT AND EXCUSED

Jan Roller, Vice-Chair  
Harriett Applegate  
Anthony Moore

#### ALSO PRESENT

D. Gutheil, VP, Maritime & Logistics  
M. Freilino, Office Manager & Exec. Asst. to CEO  
R. Bever, Director of Finance  
G. Woodson, Director, Development Finance & Inclusion  
M. Rivalsky, Controller  
R. Snipes, Senior Accountant  
L. Sternheimer, Director, Urban Planning & Engagement  
J. White, Director, Sustainable Infrastructure Program  
N. LaPointe, Director, Planning & Capital Development  
L. Bohinc, Finance Coordinator  
J. McJunkin, FMT  
I. MacDougall, Walter Haverfield  
S. Glowacki, Spliethoff  
J. Roth, Tucker Ellis  
R. Hegyes, Stark Enterprises  
B. Midlite, Stark Enterprises  
R. Singer, Stark Enterprises  
R. Nelson, Red Tree Investment Group  
P. Angelo, Huntington  
R. Flanagan, Langan Engineering  
R. Sommer, PMC  
M. Armagno, PNC  
J. Baker, Jr., ILA  
P. Jeffrey, LWV Greater Cleveland  
J. Nielson, Arthur J. Gallagher  
T. Menesse, City of Shaker Heights  
P. McKee, Sand Products, Corp.  
M. Stuczynski, MAS FAS  
D. Wilcox, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A

### **APPROVAL OF MINUTES**

The minutes of the Board of Directors meeting of Thursday, April 13, 2017 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Hoogenboom, seconded by Director Ramsey and unanimously carried, the Board minutes of April 13, 2017 were approved.

### **PUBLIC COMMENT PERIOD**

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

### **CHAIR'S COMMENTS**

Chairman McNair stated that he reviewed the Mayor's neighborhood revitalization plans and noted that he's hopeful that the Port can be a partner to the City during this effort. Directors Ronayne and Ramsey both agreed with Chairman McNair's desire for the Port to support the City.

Chairman McNair proceeded to the committee reports.

### **REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE**

#### ***Agenda Item 4(C)(1)(a) – 515 Euclid/The Beacon Project – Taxable Lease Revenue Bonds***

Ms. Rhonda Bever addressed the Board and introduced Ms. Brenda Hegyes, Vice President of Development, Stark Enterprises. Ms. Hegyes referred to a presentation attached hereto as "**Exhibit A**." Ms. Bever addressed the Board and referred to a presentation attached hereto as "**Exhibit B**" (slides 1-8). Director Ronayne asked whether parking at the site is assigned to residents. Ms. Hegyes stated there is 525 spaces and it's anticipated 187 spaces will be assigned to residents. Director Ronayne then asked whether the project is all rental, and how much each unit is per square foot. Ms. Hegyes replied yes, the property is all rental and costs per unit are approximately \$2,000 per month.

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

#### RESOLUTION NO. 2017-13

A RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE LEASE REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$53,000,000 FOR THE PURPOSE OF FINANCING "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.01, OHIO REVISED CODE, INCLUDING PAYING OR REIMBURSING THE COSTS OF ACQUIRING, CONSTRUCTING, RECONSTRUCTING, INSTALLING, EQUIPPING AND IMPROVING A FOR-RENT APARTMENT BUILDING AND VARIOUS SITE IMPROVEMENTS (THE "PROJECT FACILITIES"), LOCATED IN THE CITY OF CLEVELAND, OHIO; AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN THE PROJECT SITE (THE "PROJECT SITE"); AUTHORIZING A LEASE TO PROVIDE FOR THE LEASING OF THE PROJECT FACILITIES AND THE PROJECT SITE BY THE ISSUER TO THE DEVELOPER OR ITS DESIGNEE TO PROVIDE FOR THE PAYMENT OF BOND SERVICE CHARGES ON THE SERIES 2017 BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE TO SECURE THE SERIES 2017 BONDS, A MORTGAGE, AN ASSIGNMENT OF LEASES AND RENTS, A CONSTRUCTION MANAGER AGREEMENT, AND OTHER INSTRUMENTS, STATEMENTS AND DOCUMENTS NECESSARY IN CONNECTION WITH THE ISSUANCE AND SECURING OF THE SERIES 2017 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) – Shaker Heights Non-Taxable Revenue Bonds***

Ms. Bever introduced Ms. Tania Menesse with the City of Shaker Heights. Ms. Bever then addressed the Board and referred to a presentation attached hereto as “**Exhibit B**” (slides 9-14). Chairman McNair asked whether inclusion policy numbers are being met on the first phase of the project. Ms. Bever replied yes, that the project is tracking at 20% required target. On motion by Director Smith, seconded by Director Ronayne, and unanimously carried,

RESOLUTION NO. 2017-14

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY NON-TAX REVENUE BONDS, SERIES 2017 (CITY OF SHAKER HEIGHTS VAN AKEN REDEVELOPMENT PROJECT) IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$5,500,000 FOR THE PURPOSE OF ASSISTING THE CITY OF SHAKER HEIGHTS, OHIO IN THE PAYMENT OF, OR REIMBURSING THE CITY OF SHAKER HEIGHTS, OHIO FOR THE PAYMENT OF, A PORTION OF THE COSTS OF ACQUIRING, CONSTRUCTING, INSTALLING, EQUIPPING AND IMPROVING CERTAIN PORT AUTHORITY FACILITIES CONSISTING OF THE CONSTRUCTION OF A NEW OFFICE AND RETAIL DEVELOPMENT TO BE KNOWN AS THE VAN AKEN OFFICE AND RETAIL BUILDINGS, CONTAINING APPROXIMATELY 65,000 SQUARE FEET OF NEW COMMERCIAL OFFICE SPACE, AND A PORTION OF THE APPROXIMATELY 80,000 SQUARE FEET OF NEW RETAIL SPACE, ALONG WITH ASSOCIATED PARKING FACILITIES, BEING CONSTRUCTED AS PART OF A MIXED-USE REDEVELOPMENT, LOCATED IN THE CITY OF SHAKER HEIGHTS, OHIO; AUTHORIZING THE EXECUTION AND DELIVERY OF A COOPERATIVE AGREEMENT WITH THE CITY OF SHAKER HEIGHTS, OHIO; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE FOR THE BONDS TO PROVIDE FOR THE PAYMENT OF BOND SERVICE CHARGES ON THE BONDS, AND OTHER INSTRUMENTS, STATEMENTS AND DOCUMENTS IN CONNECTION WITH THE ISSUANCE AND SECURING OF THE BONDS; AUTHORIZING AND APPROVING AN OFFERING DOCUMENT; 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) – CBT Fender Rehabilitation Project***

Mr. David Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit C**” (slides 1-4). Director Ramsey asked how long it will take to complete the repairs. Mr. LaPointe replied it is 4-6 weeks lead time on materials, and will take 2-3 weeks to complete the repairs. Director Smith asked if the project was put out for bid. Mr. Gutheil replied no, because the project was below \$100,000. In the past, Roetzel has been the low cost bidder for this type of work which is why they were selected. Director Ronayne asked whether the repairs would be to both wood and steel. Mr. LaPointe replied that 95 percent is wood replacement/repair. Director Ramsey asked how long the repairs will last. Mr. LaPointe replied that the improvements should last at least 10 years.

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

RESOLUTION NO. 2017-15

A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION OF A CONTRACT WITH ROETZEL CONSTRUCTION, INC. FOR THE CLEVELAND BULK TERMINAL FENDER REHABILITATION PROJECT (STA. 11+93 TO 14+46) AND THE EXPENDITURE OF FUNDS

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) – CBT Maritime Infrastructure Rehabilitation & Main Gate Enhancement Grants***

Mr. David Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit C**” (slides 5-11). Director Hoogenboom asked Mr. Gutheil to clarify the local match. Mr. Gutheil replied the local match is coming from the Port’s budget and is a part of the fiscal plan. Chairman McNair asked whether there is a sunset clause period for utilization of the repurposed money. Mr. Gutheil replied that the project must be underway by September 2019. Director Smith asked Mr. Gutheil to go over the risk return to the Port. Mr. Gutheil replied that the Port is the manager of the project, the risk is small, similar to that of the warehouse that was constructed last year.

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

RESOLUTION NO. 2017-16

A RESOLUTION TO APPROVE AND RATIFY THE ACCEPTANCE OF GRANT IN THE AMOUNT OF \$2,278,356 FROM THE OHIO DEPARTMENT OF TRANSPORTATION AND AUTHORIZING AND APPROVING ENTERING INTO A LOCAL PROJECT AGREEMENT WITH THE OHIO DEPARTMENT OF TRANSPORTATION TO CARRY OUT THE COORDINATION AND RESPONSIBILITIES OF THE GRANT AND TO AUTHORIZE AND APPROVE LOCAL MATCHING FUNDS

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

On motion by Director Ronayne, seconded by Director Hoogenboom, and unanimously carried,

RESOLUTION NO. 2017-17

A RESOLUTION TO APPROVE AND RATIFY THE ACCEPTANCE OF A GRANT IN THE AMOUNT OF \$6,384,126 FROM THE OHIO DEPARTMENT OF TRANSPORTATION AND AUTHORIZING AND APPROVING ENTERING INTO A LOCAL PROJECT AGREEMENT WITH THE OHIO DEPARTMENT OF TRANSPORTATION TO CARRY OUT THE COORDINATION AND RESPONSIBILITIES OF THE GRANT AND TO AUTHORIZE AND APPROVE LOCAL MATCHING FUNDS

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)(c) – CMAQ Cleveland Bulk Terminal Tunnel Extension Project Grant Application & Local Match Commitment***

Mr. David Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit C**” (slides 12-14). On motion by Director Ramsey, seconded by Director Hoogenboom, and unanimously carried,

RESOLUTION NO. 2017-18

A RESOLUTION AUTHORIZING, APPROVING AND RATIFYING A CONGESTION MITIGATION AND AIR QUALITY IMPROVEMENT (CMAQ) GRANT PROGRAM APPLICATION FOR THE EXTENSION OF THE ORE LOADING CONVEYANCE TUNNEL & MISC. ELECTRICAL UGRADES AT THE CLEVELAND BULK TERMINAL AND TO ENCUMBER AND RESTRICT \$1,180,000 FROM UNRESTRICTED FUNDS AS A COST SHARE CONTRIBUTION TO THE CMAQ GRANT

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)(d) – Consulting and Engineering Services Agreement for Hull & Associates***

Mr. White addressed the Board and referred to a presentation attached hereto as “**Exhibit C**” (slides 15-22). Director Ronayne asked whether the work is harmonious with Burke’s operations. Mr. White replied yes, the harvesting is being moved closer to the runways. Mr. Ronayne asked whether the USACE is obligated to work on the 217 agreement. Mr. White stated the Port is anticipating a path forward. He also noted that there is a widespread interest in what the Cleveland has done in terms of sediment management. Chairman McNair noted that this is a professional service so it doesn’t require a bid process.

On motion by Director Hoogenboom, seconded by Director Ronayne, and unanimously carried,

RESOLUTION NO. 2017-19

A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION OF A CONSULTANT AGREEMENT WITH HULL & ASSOCIATES, INC. FOR THE PURPOSE OF UNDERTAKING THE SCOPE OF WORK AND SERVICES FOR CDF 12 WHICH INCLUDE THE DEVELOPMENT OF A REVISED CAPACITY & PHASING MODEL TO SUPPORT FUTURE SITE OPERATIONS, DEVELOP FY 2018 CONTRACT DOCUMENTS TO PERFORM A SUBSTANTIAL SITE RECONFIGURATION, AND AN EXERCISABLE OPTION TO REVISE/REFINE THE ORIGINAL 217 PLAN AND APPROVING EXPENDITURE OF FUNDS

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

**BUDGET & ADMINISTRATION COMMITTEE**

***Agenda Item 4(C)(3)(A) – 2018 Alternative Tax Budget***

On motion by Chairman McNair, seconded by Director Ramsey, and unanimously carried,

RESOLUTION NO. 2017-20


A RESOLUTION ADOPTING THE 2018 ALTERNATIVE TAX BUDGET OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY

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

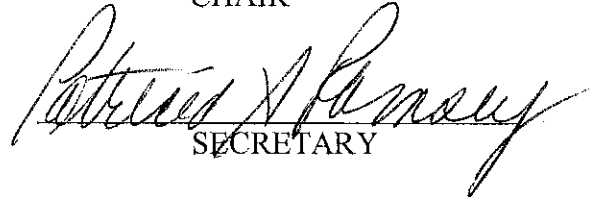
**PUBLIC COMMENT PERIOD**

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

There being no public comment, Chairman McNair made a motion to adjourn. Seconded by Director Ronayne and approved unanimously by the Board, the meeting was adjourned at 9:37 a.m.



CHAIR



SECRETARY