

MINUTES

CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, December 16, 2021

The Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Port Offices (1100 W. 9th Street) on Thursday, December 16, 2021 with notice of the meeting information and call in number having been given to the public in advance. The meeting was called to order by Chair Ramsey at 8:32 a.m. Attendance by roll call showed the following:

PRESENT

Pat Ramsey, Chair (via telephone)
Dave Wondolowski, Vice Chair
J. Stefan Holmes, Secretary
Margot Copeland (via telephone)
Paul Hoogenboom
Andrew Jackson
Jan Roller
Peggy Zone Fisher

ABSENT & EXCUSED

Darrell McNair

Having given notice at least two days prior to the meeting and not having previously attended remotely more than 3 times during the past 12 months, Chair Ramsey and Director Copeland attended the meeting remotely by teleconference and each gave the proper password. Prior to the meeting Chair Ramsey and Director Copeland were provided all meeting-related materials. Chair Ramsey obtained confirmation that she and Director Copeland were in separate locations each more than 1/4 mile from the primary meeting location at 1100 West Ninth Street, Cleveland, OH and that each had internet access to receive any material distributed at the meeting, then verified that all Board members could hear and be heard by all other members in attendance.

ALSO PRESENT

W. Friedman, President & CEO (via telephone)
D. Gutheil, Chief Commercial Officer
C. Naso, Chief Financial Officer
G. Woodson, Director, Development Finance & Inclusion
R. Winslow, Finance Director
M. Freilino, Manager, Exec. & Admin. Operations
M. Rivalsky, Controller (via telephone)
J. Dugan, Senior Accountant (via telephone)
R. Snipes, Senior Accountant (via telephone)
L. Sternheimer, Director, Urban Planning & Engagement
J. Davis, Vice President, External Affairs (via telephone)
N. LaPointe, Director, Planning & Capital Development
J. Magyar, Director, Operations & Facilities
C. Beck, GIS/Environmental Specialist

D. Wilcox, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A (via telephone)
S. Simpkins, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A
M. Jarboe, Crain's Cleveland Business
J. Wagner, Shark & Minnow
A. Knight, Shark & Minnow
D. VanLeer, FRDC

APPROVAL OF MINUTES

The minutes of the Board of Directors meeting of November 10, 2021 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Hoogenboom, seconded by Director Zone Fisher, and unanimously carried by roll call vote, the Board minutes of November 10, 2021 were approved.

PUBLIC COMMENT PERIOD

There being no public comment, Chair Ramsey moved to the Chair's Comments.

CHAIR'S COMMENTS

Chair Ramsey stated the Port is fortunate to have such a great team and noted that the \$10.5 million grant really put the Port over the top.

PRESIDENT'S COMMENTS

Mr. Friedman addressed the Board also thanked the staff for their diligence and hard work. He noted that the Strategic Plan is a 5-year plan and is therefore up for re-evaluation in 2022. Director Roller asked for an update on Icebreaker. Mr. Friedman despite the funding gap the program is still alive. The Port and The Cleveland Foundation are having ongoing discussions regarding possible solutions. Some private companies have expressed interest in buying power.

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(a) – Innovation Square Project Taxable Lease Revenue Bonds

Ms. Rhonda Winslow addressed the Board and introduced representatives from Fairmount Properties: Ms. Rebecca Molyneaux, Vice President and General Counsel and Mr. Jeffrey Steck, Finance Director. Director Holmes stated he will be recusing himself from discussion and vote and exited the room during the presentation. Ms. Molyneaux addressed the Board and referred to a presentation attached hereto as "**Exhibit A**".

Ms. Winslow addressed the Board and referred to a presentation attached hereto as "**Exhibit B**".

On motion by Director Copeland, seconded by Director Roller, (with Director Holmes abstaining discussion and vote), and unanimously carried by roll call vote (6-0),

RESOLUTION NO. 2021-29

THE BOARD OF DIRECTORS IS BEING REQUESTED TO APPROVE RESOLUTION 2021-29 AUTHORIZING THE ISSUANCE AND SALE OF TAXABLE LEASE REVENUE BONDS, SERIES 2022, INNOVATION SQUARE PHASE 1 PROJECT, TOTALING AN AMOUNT UP TO \$5 MILLION FOR THE PURPOSE OF FUNDING A PORTION OF THE COSTS ASSOCIATED WITH THE

ACQUISITION OF AN INTEREST IN THE PROJECT SITE AND CONSTRUCTION OF THE PROJECT AND AUTHORIZING THE EXECUTION OF ALL OTHER ASSOCIATED FINANCING DOCUMENTS NECESSARY IN RELATION THERETO.

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

MARITIME COMMITTEE

Agenda Item 4(C)(2)(a) – General Cargo Terminal Dock 24 & 26 Master Modernization & rehabilitation Project Maritime Assistance Program Grant Acceptance & Construction Contract Amendment

Mr. Nick LaPointe addressed the Board and referred to a presentation attached hereto as “**Exhibit C**”. Director Roller asked whether any other Great Lakes ports have these capabilities. Mr. LaPointe replied no, that Port of Cleveland is the only one.

On motion by Director Copeland, seconded by Director Zone Fisher, and unanimously carried by roll call vote,

RESOLUTION NO. 2021-30

A RESOLUTION RATIFYING AND ACCEPTING \$946,884 IN ADDITIONAL OHIO MARITIME ASSISTANCE PROGRAM (MAP) GRANT FUNDS AND AUTHORIZING AND APPROVING AN AMENDMENT TO AN EXISTING PROJECT AGREEMENT WITH THE OHIO DEPARTMENT OF TRANSPORTATION FOR THE DOCK 24 & 26 MASTER MODERNIZATION & REHABILITATION PROJECT

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

On motion by Director Roller, seconded by Chair Ramsey, and unanimously carried by roll call vote,

RESOLUTION 2021-31

A RESOLUTION AUTHORIZING AND APPROVING A MODIFICATION TO AN EXISTING CONSTRUCTION CONTRACT WITH THE GREAT LAKES CONSTRUCTION COMPANY FOR THE PURPOSES OF UNDERTAKING AN EXPANDED SCOPE OF WORK, TO INCLUDE AN ADD ALTERNATE TO THE BID APPROVED IN RESOLUTION 2021-14 IN THE AMOUNT OF &946,884.00, FOR A TOTAL CONTRACT AMOUNT NOT TO EXCEED \$21,870,236.75, INCLUDING \$966,350.00 OF PORT AUTHORITY CONTROLLED CONTINGENCY, AND AUTHORIZING THE EXPENDITURE OF FUNDS FROM MONIES THAT HAVE BEEN APPROPRIATED IN THE FY 2020 & 2021 CAPITAL BUDGETS

was adopted. 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) – 2021 Operating Forecast; Agenda Item 4(C)(3)(b) – 2022 Operating Budget; Agenda Item 4(C)(3)(c) – 2022 Capital Budget

Director Holmes invited Mr. Carl Naso to address the Board. He noted that he and Mr. Naso met and discussed the budget in great detail. Mr. Naso referred to a document attached hereto as “**Exhibit D**”.

Mr. Naso stated that for such a small staff managing \$26.5 million in Capital Projects will be significant work. Directors Zone Fisher and Jackson asked where the Irishtown Bend project will be listed. Mr. Naso stated that those expenses are reflected in the 2022 budget. Director Jackson asked where the potential forecast of litigation is listed. Director Roller replied it will be discussed in today’s Executive Session. Referring page 5 of “**Exhibit D**” she asked how the CCCPA Share of Costs at \$7.2 million relates to the budget. Mr. Naso replied the \$7 million will be taken out of the \$21 million year end. In addition, he noted there is levy money coming in and the Port has a strong cash balance which keeps things comfortable. Director Roller then requested that Mr. Naso read the Resolutions into the record.

On motion by Director Holmes, seconded by Director Hoogenboom and unanimously carried by roll call vote,

RESOLUTION NO. 2021-32

A RESOLUTION ADOPTING THE 2022 OPERATING BUDGET OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY FOR THE FISCAL YEAR BEGINNING
JANUARY 1, 2022

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

On motion by Director Holmes, seconded by Director Jackson and unanimously carried by roll call vote,

RESOLUTION NO. 2021-33

A RESOLUTION ADOPTING THE 2022 CAPITAL BUDGET OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY FOR THE FISCAL YEAR BEGINNING
JANUARY 1, 2022

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

On motion by Director Holmes, seconded by Director Hoogenboom, and unanimously carried by roll call vote,

RESOLUTION NO. 2021-34
A RESOLUTION TO MAKE APPROPRIATIONS FOR THE CURRENT EXPENSES AND
OTHER EXPENDITURES OF THE CLEVELAND-CUYAHOGA COUNTY PORT
AUTHORITY DURING THE PERIOD FROM JANUARY 1, 2022 THROUGH
DECEMBER 31, 2022

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

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 4(C)(3)(d) – Community Impact Fund Update

Director Roller asked Mr. Davis to present the Community Impact Fund Update. Mr. Davis referred to a presentation attached hereto as “**Exhibit E**”. Director Copeland thanked Jade, Will and the team noting that this is very good philanthropy. The Port is backing two of the most necessary and best programs in the community and are participating in a collaborative model with other local entities. Director Roller asked whether the Board will be provided with information as to how the awarded entities will use the funds. Director Copeland stated she’d like to invite the recipients to future meetings so the Board can see how effectively they’ve utilized the funds. Chair Ramsey thanked Director Copeland, Mr. Davis and Mr. Naso for their diligence in ensuring the Fund could be successful.

PUBLIC COMMENT PERIOD – Non-Agenda Items

Director Zone Fisher read a thank you note from Director Copeland that stated, “Dear Friends of the Port Authority: Thank you for your support and participation as I received the Cleveland Heritage Medal. Your graciousness is forever remembered and appreciated. It is an honor to serve with each of you, board and staff alike. Best regards for a wonderful holiday. Most Sincerely, Margot Copeland”.

EXECUTIVE SESSION

On motion by Director Copeland, seconded by Director Roller, and unanimously carried by roll call vote, the Board entered into Executive Session at 10:15 a.m. for the purpose of discussing with counsel pending or threatened litigation and to discuss the acquisition of property for a public purpose. On motion by Director Ramsey and unanimously carried by roll call vote, the Board reconvened the Board of Directors Meeting at 11:23 a.m.

On motion by Director Roller, seconded by Director Hoogenboom, and unanimously carried by roll call vote,

RESOLUTION NO. 2021-35

A RESOLUTION AUTHORIZING AND APPROVING A BONUS FOR 2021 AND A SALARY FOR 2022 UNDER THE THIRD AMENDED AND RESTATED PERSONAL SERVICES AGREEMENT FOR WILLIAM D. FRIEDMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY AND PROVIDING FOR ESTABLISHMENT OF PERFORMANCE BENCHMARKS FOR 2021

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

On motion by Chair Ramsey, and unanimously carried by roll call vote, the meeting was adjourned at 11:28 a.m.



VICE CHAIR



SECRETARY