

MINUTES

CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, March 10, 2022

The Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Port Offices (1100 W. 9th Street) on Thursday, March 10, 2022 with notice of the meeting information provided to the public in advance. The meeting was called to order by Chair Ramsey at 8:31 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
Paul Hoogenboom
Andrew Jackson
Jan Roller (departed at 10:30 a.m.)
Peggy Zone Fisher (departed at 10 a.m.)
Darrell McNair

ABSENT & EXCUSED

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 attended the meeting remotely by teleconference and gave the proper password. Prior to the meeting Chair Ramsey was provided with all meeting-related materials. Chair Ramsey confirmed that she was more than 1/4 mile from the primary meeting location at 1100 West Ninth Street, Cleveland, OH and that she 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 (departed at 10 a.m.)
D. Gutheil, Chief Commercial Officer
C. Naso, Chief Financial Officer
M. Freilino, Manager, Exec. & Admin. Operations
M. Rivalsky, Controller (via telephone)
L. Sternheimer, Director, Urban Planning & Engagement
N. LaPointe, Director, Planning & Capital Development
J. Davis, Vice President, External Affairs
R. Winslow, Finance Director
R. Snipes, Senior Accountant
J. Dugan, Senior Accountant
G. Woodson, Director, Development Finance & Inclusion
C. Beck, GIS/Environmental Specialist
J. Baker, Jr., ILA
A. Jackson, Shark & Minnow
D. Wilcox, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A
S. Simpkins, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A
T. Coyne, Mansour Gavin
R. Roman, Akerman LLP

APPROVAL OF MINUTES

The minutes of the Board of Directors meetings of December 16, 2021 and January 13, 2022 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Hoogenboom, seconded by Director Copeland, and unanimously carried by roll call vote, the Minutes of December 16, 2021 were approved. On motion by Director Holmes, seconded by Director McNair, and unanimously carried by roll call vote, the Minutes of January 13, 2022 were approved.

PUBLIC COMMENT PERIOD

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

EXECUTIVE SESSION

Agenda Item 4

Chair Ramsey stated the Board would be entering Executive Session for the purposes of: (1) to consider the compensation of a public employee pursuant to R.C. 121.22(G)(1); and (2) to confer with the Port Authority's attorneys to discuss pending court action pursuant to R.C. 121.22(G)(3). On motion by Chair Ramsey, seconded by Director McNair, and unanimously carried by roll call vote, the Board entered into Executive Session at 8:35 a.m. At 9:27 a.m., the Board exited Executive Session and reconvened the meeting.

CHAIR'S COMMENTS

Chair Ramsey addressed the Board and noted that today's agenda is all Maritime and thanked Mr. David Gutheil and his team for their continued hard work. She also thanked Ms. Linda Sternheimer for her efforts on the Cleveland Harbor Eastern Embayment Resilience Study ("CHEERS") and the Irishtown Bend project. Chair Ramsey then congratulated Director Zone Fisher on celebrating her 16th anniversary at the Diversity Center of Northeast Ohio. Chair Ramsey requested that Mr. Friedman proceed with the President's Comments.

PRESIDENT'S COMMENTS

Mr. Friedman addressed the Board and noted that the Maritime action items today are all extremely important and have many community benefits. Mr. Friedman noted that he is particularly excited about the CHEERS project and the opportunity it offers.

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 5(C)(1)(a) – CEO Goals

Director Roller addressed the Board of Directors and stated that the Board has discussed and reviewed the CEO's Performance Goals and requested a motion for approval. On motion by Director McNair, seconded by Director Wondolowski, and unanimously carried by roll call vote,

RESOLUTION NO. 2022-02

A RESOLUTION PROVIDING FOR ESTABLISHMENT OF PERFORMANCE BENCHMARKS 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

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

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 5(C)(1)(b) – Election of Officers

Director Roller noted that typically officers serve a two-year term. These officers were elected last year, so today’s vote will be part of fulfilling the two-year policy. Director Roller then asked for a motion approving the following officers: Patricia Ramsey as Chair; David Wondolowski as Vice Chair; and J. Stefan Holmes as Secretary/Fiscal Officer. On motion by Director Hoogenboom, seconded by Director Jackson, and unanimously carried by roll call vote,

RESOLUTION NO. 2022-03

A RESOLUTION REGARDING THE ELECTION OF CURRENT OFFICERS

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

MARITIME COMMITTEE

Agenda Item 5(C)(2)(a) – Maritime Update

Mr. Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit A**”. He noted that 2021 was a good “bounce-back” year from 2020. The container business has more than doubled because of congestion issues at other ports as well as other factors. Director Copeland asked whether there’s been any increase in exports and whether situation in Ukraine has affected the Port of Cleveland. Mr. Gutheil replied there’s been no impact because of the unrest in Ukraine. It’s too early to say whether exports will be impacted. The first ship is scheduled to arrive on April 1. Logistec is looking into machinery for grain. Mr. Friedman added that most grain moves in bulk and there are no facilities in Ohio. The idea is to put grain into containers to export. Director Holmes thanked Mr. Gutheil for his professionalism and keeping things moving through the pandemic.

MARITIME COMMITTEE

Agenda Item 5(C)(2)(b) – Tariff Modifications

Mr. Gutheil addressed the Board and referred to a presentation attached hereto as “Exhibit A” (slides 6-7). On motion by Director Wondolowski, seconded by Director Holmes, and unanimously carried by roll call vote (7-0),

RESOLUTION NO. 2022-04

A RESOLUTION AUTHORIZING CHANGES TO PORT OF CLEVELAND TARIFF NO. 1-B

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

MARITIME COMMITTEE

Agenda Item 5(C)(2)(c) – Irishtown Bend

Ms. Sternheimer addressed the Board and referred to a presentation attached hereto as “**Exhibit B**”. On motion by Director Wondolowski, seconded by Director Copeland, and unanimously carried by roll call vote (7-0),

RESOLUTION NO. 2022-05

A RESOLUTION RATIFYING AND ACCEPTING \$5,000,000 IN OHIO MARITIME ASSISTANCE PROGRAM (MAP) GRANT FUNDS AND AUTHORIZING AND APPROVING AN AGREEMENT WITH THE OHIO DEPARTMENT OF TRANSPORTATION FOR THE IRISHTOWN BEND STABILIZATION AND REHABILITATION PROJECT

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

On motion by Director Wondolowski, seconded by Chair Ramsey, and unanimously carried by roll call vote (7-0),

RESOLUTION 2022-06

A RESOLUTION AUTHORIZING AND APPROVING ENTERING INTO THE IRISHTOWN BEND STABILIZATION PARTNER FUNDING AGREEMENT WITH THE NORTHEAST OHIO AREAWIDE COORDINATING AGENCY, THE CITY OF CLEVELAND, AND CUYAHOGA COUNTY FOR A PORTION OF THE FUNDING OF CONTRUCTION ON IRISHTOWN BEND AND AUTHORIZING THE EXPENDITURE OF FUNDS

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

On motion by Director Wondolowski, seconded by Director Roller, and unanimously carried by roll call vote (7-0),

RESOLUTION 2022-07

A RESOLUTION TO APPROVE AND RATIFY THE ACCEPTANCE OF A GRANT IN THE AMOUNT OF \$1,700,000 FROM THE GREAT LAKES RESTORATION INITIATIVE PROGRAM

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

Director McNair asked whether the funds, once received, are put into a separate account. Mr. Naso replied yes.

MARITIME COMMITTEE

Agenda Item 5(C)(2)(d) – Cleveland Harbor Eastern Embayment Resilience Study (“CHEERS”)

Ms. Sternheimer addressed the Board and referred to a presentation attached hereto as “**Exhibit B**” (slides 9-17).

Director Roller asked about the end goal and genesis of the program. Ms. Sternheimer replied that the end goal is to use dredge material from the river to create 150 new acres for citizen accessibility. This is an opportunity to design the end result and have it be more user friendly. It was a genesis of ideas that came from the Port and the Ohio Department of Natural Resources (ODNR) and discussing projects that allowed for resiliency along the coast. Director Holmes noted he’s not familiar with the Black Environmental Leaders Association. Ms. Sternheimer replied that it’s a non-profit group of volunteers that focuses on environmental justice issues in neighborhoods that have previously not had access to the waterfront.

On motion by Director Copeland, seconded by Chair Ramsey, and unanimously carried by roll call vote (6-0),

RESOLUTION 2022-08

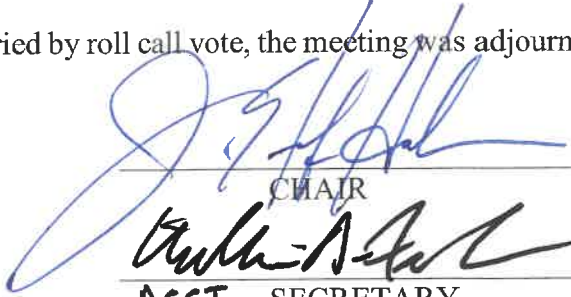
A RESOLUTION RATIFYING AND ACCEPTING \$1,970,000 IN OHIO MARITIME ASSISTANCE PROGRAM (MAP) GRANT FUNDS AND AUTHORIZING AND APPROVING AN AGREEMENT WITH THE OHIO DEPARTMENT OF TRANSPORTATION FOR THE CLEVELAND HARBOR EASTERN EMBAYMENT RESILIENCE STUDY

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


PUBLIC COMMENT PERIOD – Non-Agenda Items

No public comment regarding non-agenda items.

On motion by Chair Ramsey, and unanimously carried by roll call vote, the meeting was adjourned at 9:52 a.m.



CHAIR



ASST. SECRETARY