

MINUTES

CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, May 12 2022

Prior to roll call, Director Holmes addressed the Board and noted that today's meeting is a transitional one. The Port Board will be welcoming new members and saying goodbye to some longtime friends and Board Members. Mr. Dennis Wilcox addressed the Board and stated that the Port has received notice from the City of Cleveland that City Council has confirmed and reappointed members as of May 9, 2022. Directors Holmes and McNair have been reappointed, and the new appointments are April Miller Boise, Daniel O'Malley, and Teleangé Thomas.

The Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Port Offices (1100 W. 9th Street) on Thursday, May 12, 2022 with notice of the meeting information provided to the public in advance. The meeting was called to order by Director Holmes at 8:36 a.m.

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, Director Roller attended the meeting remotely by teleconference and gave the proper password. Prior to the meeting Director Roller was provided with all meeting-related materials. Director Roller 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. Attendance by roll call showed the following:

PRESENT

J. Stefan Holmes
Margot Copeland
Andrew Jackson
Jan Roller (via telephone)
Peggy Zone Fisher
Teleangé Thomas
Daniel O'Malley

ABSENT & EXCUSED

April Miller Boise
Darrell McNair

ALSO PRESENT

W. Friedman, President & Chief Executive Officer
D. Gutheil, Chief Commercial Officer
C. Naso, Chief Financial Officer
L. Sternheimer, Director, Urban Planning & Engagement
N. LaPointe, Director, Planning & Capital Development
J. Davis, Vice President, External Affairs
R. Winslow, Finance Director
G. Woodson, Director, Development Finance & Inclusion
C. Beck, GIS/Environmental Specialist
J. Baker, Jr., ILA
J. Ice, Squire, Patton & Boggs
D. Wilcox, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A
S. Simpkins, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A

Director Roller made a motion to designate Director Holmes as Presiding Officer for today's meeting which was approved by unanimous roll call vote. Director Holmes welcomed each of the new Board Members and asked them to provide a brief introduction. He then asked Ms. Patricia Ramsey, former Chair of the Board of Directors, to address the Board. Ms. Ramsey stated that it's been an absolute honor to serve on the Port Board and work with the Port Staff. Maritime and economic development are so critical to our community and noted she is extremely proud to have contributed during her time as a Board Member. Ms. Ramsey added that she is pleased with the talented new appointees made by Mayor Bibb and they will be an asset to the Board.

APPROVAL OF MINUTES

The minutes of the Board of Directors meetings of March 10, 2022 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Copeland, seconded by Director Zone Fisher, and unanimously carried by roll call vote, the Minutes of March 10, 2022 were approved.

PUBLIC COMMENT PERIOD

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

SECRETARY COMMENTS

Director Holmes addressed the Board and expressed his gratitude and appreciation to the Port Staff. He shared that Staff is always thoughtful and professional in executing their work. Together the Staff and Board continue to make a difference in the Greater Cleveland area.

PRESIDENT'S COMMENTS

Mr. Friedman addressed the Board and thanked Director Holmes for his comments. He also thanked Ms. Ramsey for her contributions to the Board and it was a privilege to work with her. Mr. Hoogenboom has also been rolled off the roster, he was the longest serving member of the recent Port Board. He's been an extremely valuable member of the Board and rarely missed a meeting. Mr. Hoogenboom was very diligent, thoughtful and insightful and Mr. Friedman noted that he was very much a mentor during his time with the Port.

Mr. Friedman noted that this is the busiest start to the shipping season in the 12 years he's been President. Recently there were five ships were in port at once, along with a cruise ship. He also acknowledged Mr. John Baker, Jr. and the International Longshoreman Association for their continued support. There are two construction projects underway at the port – rehabilitation of Docks 24 and 26, and installation of the liquid bulk transfer facility. In addition to Maritime, the Development Finance pipeline of projects is robust. There will be a levy on the ballot in November. The property tax levy funds a portion of the Port's capital program and is very necessary to the Port's operation. He also noted staff is planning a tour of the Port's facilities for the Board as well as a recognition celebration for past members.

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 5(C)(1)(a) – Renaissance Hotel Renovation Project Taxable Lease Revenue Bonds

Ms. Rhonda Winslow addressed the Board of Directors and referred to a presentation attached hereto as “**Exhibit A**”. Director Copeland addressed the Board and stated that the African American community has supported this property historically in huge ways. She reiterated the importance of going from obligation to intent in regard to inclusion. Director Copeland asked the staff, developer(s), builders and suppliers to be reflective of that intent during and throughout this project. On motion by Director O’Malley, seconded by Director Jackson, and unanimously carried by roll call vote,

RESOLUTION NO. 2022-09

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$16,620,000 OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE DEVELOPMENT LEASE REVENUE BONDS, SERIES 2022 (RENAISSANCE HOTEL RENOVATION PROJECT) FOR THE PURPOSE OF FINANCING COSTS OF “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.01, OHIO REVISED CODE, BY PAYING OR REIMBURSING THE COSTS OF ACQUIRING, CONSTRUCTING, EQUIPPING, RENOVATING, REMODELING, INSTALLING AND IMPROVING SAID PORT AUTHORITY FACILITIES LOCATED IN THE CITY OF CLEVELAND, OHIO; AUTHORIZING THE ACQUISITION OF LEASEHOLD INTERESTS IN ONE OR MORE REAL ESTATE PARCELS BY GROUND LEASE; AUTHORIZING A LEASE TO PROVIDE FOR THE LEASING OF THOSE FACILITIES BY THE PORT AUTHORITY; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ASSIGNMENT OF A CONSTRUCTION MANAGER AGREEMENT, A BOND PURCHASE AGREEMENT, A MORTGAGE AND OTHER INSTRUMENTS, STATEMENTS AND DOCUMENTS IN CONNECTION WITH THE ISSUANCE AND SECURING OF THE BONDS; AND AUTHORIZING AND APPROVING RELATED MATTERS

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) – Cargill Easement & License Agreements at Cleveland Bulk Terminal

Mr. Gutheil addressed the Board of Directors and referred to a presentation attached hereto as “**Exhibit B**”. On motion by Director Copeland, seconded by Director Zone Fisher, and unanimously carried by roll call vote,

RESOLUTION NO. 2022-10

A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF AN EASEMENT AGREEMENT AND RELATED LICENSE AGREEMENT WITH CARGILL, INCORPORATED FOR THE PURPOSES OF CONSTRUCTING, INSTALLING, AND MAINTAINING A WATER LINE AND UNDERGROUND VAULT, BACKFLOW PREVENTERS, METERS AND OTHER RELATED IMPROVEMENTS ALONG THE SOUTHERN BORDER OF THE CLEVELAND BULK TERMINAL PROPERTY

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)(3)(a) – Election of Officers

Director Roller recommended the following slate for officers:

J. Stefan Holmes, Chair
Darrell McNair, Secretary/Fiscal Officer
Peggy Zone Fisher, Vice Chair

On motion by Director Roller, seconded by Director Copeland, and unanimously approved,

RESOLUTION NO. 2022-11

A RESOLUTION REGARDING THE ELECTION OF OFFICERS

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

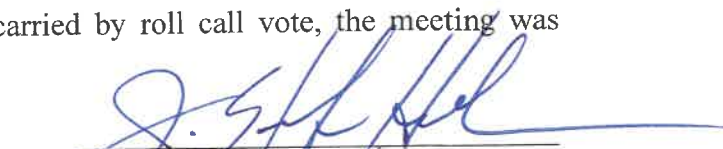

PUBLIC COMMENT PERIOD – Non-Agenda Items

No public comment regarding non-agenda items.

EXECUTIVE SESSION

Chair Holmes stated the Board would be entering Executive Session for the purposes of: (1) to consider the purchase of property for a public purpose pursuant to R.C. 121.22(G)(2); 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 Director Copeland, seconded by Director Zone Fisher, and unanimously carried by roll call vote, the Board entered into Executive Session at 10:00 a.m. At 10:51 a.m.. the Board exited Executive Session and reconvened the meeting.

On motion by Director Jackson, and unanimously carried by roll call vote, the meeting was adjourned at 10:54 a.m.


CHAIR

SECRETARY