

MINUTES

CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, December 15, 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, December 15, 2022 with notice of the meeting information provided to the public in advance. The meeting was called to order by Chairman Holmes at 8:40 a.m. Attendance by roll call showed the following:

PRESENT

Margot Copeland (via telephone)
J. Stefan Holmes
Andrew Jackson
Darrell McNair
Teleangé Thomas (via telephone until 9:05 a.m. arrival)
Dave Wondolowski
Peggy Zone Fisher

ABSENT & EXCUSED

Daniel O'Malley

ALSO PRESENT

C. Beck, GIS/Environmental Specialist
M. Bocanegra, Chief Legal Council
J. Davis, Vice President, External Affairs
M. Freilino, Manager, Exec. & Admin Operations
W. Friedman, President & Chief Executive Officer
D. Gutheil, Chief Commercial Officer
N. LaPointe, Director, Planning & Capital Development
C. Naso, Chief Financial Officer
M. Rivalsky, Controller
L. Sternheimer, Director, Urban Planning & Engagement
G. Woodson, Director, Development Finance & Inclusion
N. Lyon-Staduetz, WSP
S. Gage, WSP
M. King, Cuyahoga County
D. Wilcox, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A
S. Simpkins, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A

APPROVAL OF MINUTES

The minutes of the Board of Directors meetings of November 10, 2022 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Wondolowski, seconded by Director McNair, and unanimously carried, the Minutes of November 10, 2022 were approved.

PUBLIC COMMENT PERIOD/CHAIR COMMENTS

There being no public comment, Chairman Holmes proceeded with the Agenda.

CHAIR'S COMMENTS

Chairman Holmes stated that only Board Members present in the Board Room will vote on today's action items. He noted that all meetings in 2023 will begin at 9 a.m. and there will not be a January 2023 meeting unless needed.

PRESIDENTS COMMENTS

Mr. Friedman addressed the Board of Directors and provided the Board with copies of the Strategic Plan Workshop Schedule attached hereto as "**Exhibit A**".

MARITIME COMMITTEE

Agenda Item 4(C)(1)(a) – United States Customs & Border Protection (USCBP) Cargo & Administrative Facilities Project: Multiple Authorizations

Mr. LaPointe addressed the Board and referred to a presentation attached hereto as "**Exhibit B**" (slides1-10). Chairman Holmes asked whether USCBP has any parking needs. Mr. LaPointe replied yes, the lease includes nine spaces in the lower parking lot. Director Zone Fisher asked if there was a deadline for completion. Mr. LaPointe replied that the facility is scheduled to be operational for the 2024 shipping season. Mr. Friedman added that USCBP has detailed specifications, regardless of size, that are extremely costly to ports. If ports don't provide the facilities as specified, USCBP is refusing to process cargo and/or passengers. Mr. Friedman noted that ports across the nation are very displeased with being forced to financially fund facilities for USCBP. Through the AAPA (American Association of Port Authorities), ports are working together on legislation to stop the practice of making ports financially responsible for U.S. Customs facilities. Director McNair asked if there's a lease. Mr. LaPointe replied yes, it's a federal government boiler plate lease that outlines basic responsibilities. There is zero cost to USCPB associated with the lease. Director Wondolowski noted that Ozanne is a great company that's been invested in the community for years, and will build the project 100% Union.

On motion by Director Wondolowski, seconded by Director Jackson, and unanimously carried,

RESOLUTION NO. 2022-33

A RESOLUTION RATIFYING AND ACCEPTING \$1,020,933.00 IN OHIO DEPARTMENT OF TRANSPORTATION GRANT FUNDS AND AUTHORIZING AND APPROVING THE EXECUTION OF A GRANT AGREEMENT WITH THE OHIO DEPARTMENT OF TRANSPORTATION FOR THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY'S U.S. CUSTOMS & BORDER PROTECTION CARGO & ADMINSTRATIVE FACILITIES 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 Director McNair, and unanimously carried,

RESOLUTION NO. 2022-34

A RESOLUTION AUTHORIZING AND APPROVING THE PORT AUTHORITY TO ENTER INTO A CONTRACT WITH THE OZANNE CONSTRUCTION COMPANY FOR AN AMOUNT NOT TO EXCEED \$2,431,717.00, FOR THE PURPOSES OF CONSTRUCTING THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY'S U.S. CUSTOMS & BORDER PROTECTION CARGO & ADMINISTRATIVE FACILITIES AND AUTHORIZING THE EXPENDITURE OF FUNDS FROM MONIES THAT HAVE BEEN APPROPRIATED IN THE FY 2022 AND FY 2023 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)(2)(a) – 2022 Operating Forecast

Chairman Holmes stated that he, Mr. Naso and Mr. Friedman met for several hours and were very thorough when going over the financials. Mr. Naso addressed the Board of Directors and referred to a presentation attached hereto as "**Exhibit C**".

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 4(C)(2)(b) – 2023 Operating Budget

Mr. Naso addressed the Board and referred to a presentation attached hereto as "**Exhibit D**". Mr. Friedman noted that the 4% salary/wage increase is a pool of money and isn't automatic. Its merit based and port performance and inflation are also factored. Director Wondolowski asked whether the port expects to spend an additional \$1 million for Irishtown Bend. Mr. Friedman replied yes, it's likely and that's what has been budgeted.

On motion by Director McNair, seconded by Director Thomas, and unanimously carried,

RESOLUTION NO. 2022-36

A RESOLUTION ADOPTING THE 2023 OPERATING BUDGET OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY FOR THE FISCAL YEAR BEGINNING JANUARY 1, 2023

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)(2)(c) – 2023 Capital Budget

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

Director McNair asked where IT services and cyber-security are captured in the budget. Mr. Naso replied its under “administrative services and other”. Most of the security software costs are covered in the Operating Budget under the service contract with TXI, the ports IT consultant. The organization benefitted this year because U.S. Customs conducted a cyber-security assessment which the port passed with flying colors.

On motion by Director McNair, seconded by Director Jackson, and unanimously carried,

RESOLUTION NO. 2022-37

A RESOLUTION ADOPTING THE 2023 CAPITAL BUDGET OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY FOR THE FISCAL YEAR BEGINNING JANUARY 1, 2023

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)(2)(d) – 2023 Appropriations

On motion by Director McNair, seconded by Director Zone Fisher, and unanimously carried,

RESOLUTION NO. 2023-38

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, 2023 THROUGH DECEMBER 31, 2023

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)(2)(e) – 2022 Revised Appropriations

On motion by Director McNair, seconded by Director Wondolowski, and unanimously carried,

RESOLUTION NO. 2022-39

A RESOLUTION TO AMEND 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.

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(3)(a) – General Resolution Regarding Rate Transition from LIBOR to SOFR

Mr. Naso addressed the Board of Directors and referred to pages 23-25 of the Agenda.

On motion by Director McNair, seconded by Director Zone Fisher, and unanimously carried,

RESOLUTION NO. 2022-40

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF AMENDMENTS RELATING TO THE ELIMINATION OF THE LONDON INTERBANK OFFERED RATE (LIBOR) AND AUTHORIZING AND APPROVING RELATED MATTERS

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

Chairman Holmes 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 consider the purchase of property for a public purpose pursuant to R.C. 121.22(G)(2); and (3) to confer with the Port Authority's attorneys to discuss pending court action pursuant to R.C. 121.22(G)(3). Director Wondolowski was only present in Executive Session for the purpose of considering compensation of a public employee pursuant to R.C. 121.11(G)(1). Director Copeland did not participate in Executive Session.

On motion by Director Wondolowski seconded by Director Zone Fisher, and unanimously carried by roll call vote, the Board entered Executive Session at 10:07 a.m. The Board exited Executive Session at 11:08 a.m. and reconvened the meeting.

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 8(A) – Consideration of Resolution 2022-41

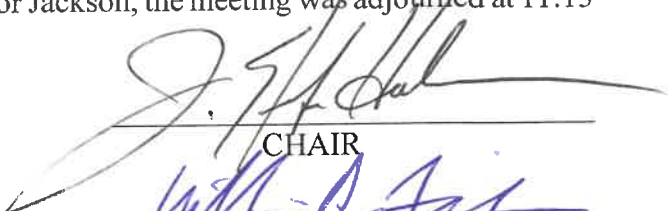
On motion by Director Wondolowski, seconded by Director Jackson, and unanimously carried,

RESOLUTION NO. 2022-41


A RESOLUTION AUTHORIZING AND APPROVING A BONUS FOR 2022 AND A SALARY FOR 2023 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 BENCHMARKS FOR 2023

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

On motion by Director Thomas, seconded by Director Jackson, the meeting was adjourned at 11:13 a.m.



CHAIR



Asst. SECRETARY