

MINUTES

CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, February 9, 2023

The Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Port Offices (1100 W. 9th Street) on Thursday, February 9, 2023 with notice of the meeting information provided to the public in advance. 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 Copeland attended the meeting remotely via Zoom and gave the proper password. Prior to the meeting, Director Copeland was provided with all meeting-related materials. Director Copeland confirmed she was more than 1/4 mile from the primary meeting location at 1100 West Ninth Street, Cleveland, OH and had internet access to receive any material distributed at the meeting. It was then verified that all Board members could hear and be heard by all other members in attendance. The meeting was called to order by Chairman Holmes at 9:07 a.m. Attendance by roll call showed the following:

PRESENT

Margot Copeland (via telephone)
J. Stefan Holmes
Andrew Jackson
Daniel O'Malley
Teleangé Thomas (9:10 a.m. arrival)
Dave Wondolowski
Peggy Zone Fisher

ABSENT & EXCUSED

Darrell McNair

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
J. Magyar, Director, Operations & Facilities
C. Naso, Chief Financial Officer
L. Sternheimer, Director, Urban Planning & Engagement
R. Winslow, Vice President, Development Finance
G. Woodson, Director, Development Finance & Inclusion
M. King, Cuyahoga County Council
D. Ferguson, Argonaut
A. Amefia, Argonaut
R. Deane, Argonaut
T. Mohr, Seamen's Service
J. Baker, Jr., ILA
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 December 16, 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 Zone Fisher, and unanimously carried by roll call vote, the Minutes of December 16, 2022 were approved.

PUBLIC COMMENT PERIOD/CHAIR COMMENTS

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

PRESIDENTS COMMENTS

Mr. Friedman addressed the Board and provided an update regarding Irishtown Bend litigation. The Osborne Engineering team is working to complete additional design elements, including a wall structure, in the event it's necessary to build around the property at the top of the hill. An update on the conclusion of their design should be ready for the March meeting. There continues to be discussions between the litigating parties regarding a settlement.

Upcoming in March, CEO performance goals are formally adopted by the Board and there will also be officer elections. Officers typically serve two-years in office and there is an election/re-election every March.

MARITIME COMMITTEE

Agenda Item 4(C)(1)(a) – Seamen's Service

Mr. Jared Magyar addressed the Board and introduced Mr. Tim Mohr and Eric Kreutzman, both of Seamen's Service. Mr. Mohr addressed the Board and referred to a presentation attached hereto as "**Exhibit A**". Mr. Mohr thanked the Port for supporting their 60 years of service. Chairman Holmes stated he's grateful for the passion of the volunteers and is appreciative of their continued dedication. Mr. Friedman also thanked Seamen's Service and stated merchant mariners have a very tough job, and they're very fortunate to have services available to them.

MARITIME COMMITTEE

Agenda Item 4(C)(1)(c) – Port of Cleveland Tariff Modifications

Mr. Gutheil addressed the Board and recognized Mr. Magyar and his team for their hard work to ensure daily operations are seamless. Mr. Gutheil then referred to a presentation attached hereto as "**Exhibit B**" (slides 1-4). Director Zone Fisher asked whether the passenger fee is paid when the vessel arrives in port. Mr. Gutheil replied no, the fee is built into the cruise cost. Chairman Holmes asked how the Port of Cleveland security fee compares to that of other ports. Mr. Gutheil replied that Cleveland's fee is on the low to medium side compared to others.

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

RESOLUTION NO. 2023-01

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 4(C)(1)(b) – 2022 Season Review

Mr. Gutheil then referred to a presentation attached hereto as “**Exhibit B**” (slides 5-9). Director Thomas stated that the increase in cruise calls is impressive and asked whether it’s the result of an intentional business strategy or just the market finding its way back from the pandemic. Mr. Gutheil replied it’s both. Last year the Port Authority and the St. Lawrence Seaway met with three cruise lines and asked them to call Cleveland. Viking was already on the schedule, and the other two lines were added following the discussion. The Port doesn’t make much revenue on the cruise business, it’s more for the local economy and the economic impact of the customers visiting the city. Director O’Malley asked how many cruise calls were in 2022. Mr. Gutheil replied 37.

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 4(C)(2)(a) – Certificate of Records Disposal

Mr. Carl Naso addressed the Board and referred to pages 10-14 of the Agenda. There being no questions, on motion by Director Thomas, seconded by Director Zone Fisher, and unanimously carried by roll call vote,

RESOLUTION NO. 2023-02

A RESOLUTION APPROVING THE ADOPTION OF THE CLEVELAND-
CUYAHOGA COUNTY PORT AUTHORITY CERTIFICATE OF RECORDS
DISPOSAL (FORM RC-3) TO BE FILED PURSUANT TO THE OHIO LOCAL
GOVERNMENT RECORDS PROGRAM OF THE
OHIO HISTORICAL SOCIETY

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)(b) – ODOT Settlement

Ms. Maria Bocanegra addressed the Board and referred to pages 15-18 of the Agenda. Director Jackson asked about the original amount of the lawsuit. Ms. Bocanegra replied it was close to \$1 million.

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

RESOLUTION NO. 2023-03

A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A SETTLEMENT AGREEMENT WITH THE OHIO DEPARTMENT OF TRANSPORTATION AND OTHERS AND AUTHORIZING THE EXPENDITURE OF FUNDS FROM MONIES PREVIOUSLY APPROPRIATED IN THE FY2023 OPERATING BUDGET

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) – Community Investment Fund

Mr. Davis addressed the Board and referred to pages 19-22 of the Agenda.

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

RESOLUTION NO. 2023-04

A RESOLUTION ACCEPTING THE RECOMMENDATION FROM THE PORT COMMUNITY INVESTMENT FUND COMMITTEE CHAIR AND AWARDING A GRANT TO ARGONAUT CLEVELAND IN THE TOTAL AMOUNT OF \$105,000.00 AND AUTHORIZING EXPENDITURE OF FUNDS PREVIOUSLY APPROPRIATED FOR THE PORT COMMUNITY INVESTMENT FUND

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) – Contingency Reserve Fund for the Development Finance Bond Fund Program

Mr. Naso and Ms. Rhonda Winslow addressed the Board of Directors and referred to pages 23-28 of the Agenda. Chairman Holmes stated that this resolution will empower staff to do what's necessary to maintain the Port's bond fund rating.

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

RESOLUTION NO. 2023-05

A RESOLUTION AUTHORIZING AND APPROVING CRITERIA FOR UTILIZING THE CONTINGENCY RESERVE FUND FOR THE DEVELOPMENT FINANCE BOND FUND PROGRAM UNDER CERTAIN CIRCUMSTANCES

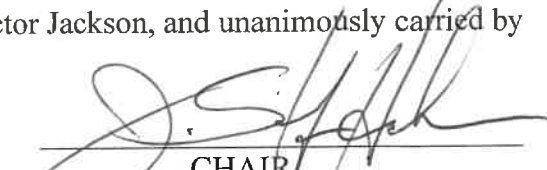
was adopted. The resolution in its full text is incorporated into the Resolution Journal of the Port Authority.

PUBLIC COMMENT PERIOD – Non-Agenda Items


No public comment regarding non-agenda items.

Chairman Holmes noted that there will not be Executive Session.

On motion by Director Wondolowski, seconded by Director Jackson, and unanimously carried by roll call vote, the meeting was adjourned at 10:13 a.m.



CHAIR



SECRETARY VICE CHAIR