#### MINUTES

#### CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, March 14, 2024

The Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Port Offices (1100 W. 9<sup>th</sup> Street) on Thursday, March 14, 2024 with notice of the meeting information provided to the public in advance. The meeting was called to order by Chairman Holmes at 9:05 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 Thomas attended the meeting remotely via Zoom and gave the proper password. Director Cartagena will be able to participate in the meeting, but will be unable to vote as 48 hour notice of participating remotely was not given in advance. Prior to the meeting, Directors Thomas and Cartagena were provided with all meeting-related materials. Director Thomas 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. Attendance by roll call showed the following:

#### PRESENT

Luis Cartagena – via Zoom J. Stefan Holmes Andrew Jackson Daniel O'Malley – 9:10 a.m. arrival Teleangé Thomas – via Zoom Dave Wondolowski Peggy Zone Fisher ABSENT & EXCUSED Margot Copeland Darrell McNair

#### ALSO PRESENT

C. Beck, Senior Manager of Planning, Environment, and Information Systems M. Bocanegra, Chief Legal Officer J. Dugan, Senior Accountant M. Freilino, Manager, Exec. & Admin Operations W. Friedman, President & CEO D. Gutheil, Chief Commercial Officer - via Zoom C. Naso, Chief Financial Officer M. Rivalsky, Vice President & Controller L. Sternheimer, Vice President, Urban Planning & Engagement M. Wenham, Chief of Engineering & Capital Development R. Winslow, Vice President, Development Finance G. Woodson, Director, Development Finance & Inclusion (via zoom) D. Wilcox, Mansour Gavin S. Simpkins, Mansour Gavin P. Ritzert, Mansour Gavin N. Lesic, Lesic & Camper P. Van Rumppe, Walter Haverfield

#### APPROVAL OF MINUTES

The minutes of the Board of Directors meeting of February 8, 2024 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Chairman Holmes, seconded by Director Zone Fisher, the Minutes of February 8, 2024 were unanimously approved (6-0) by roll call vote.

#### PUBLIC COMMENT PERIOD

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

#### **CHAIR'S COMMENTS**

Chairman Holmes noted that a committee will need to be established to evaluate Will's contract. He added that 2024 is started out as a good year and that he's pleased with the direction of the port and commended Mr. Friedman and staff for their continued efforts.

#### PRESIDENT'S COMMENTS

Mr. Friedman addressed the Board and introduced the newest member of the port staff, Mr. Matt Wenham, Chief of Engineering and Capital Development. He noted that Mr. Naso is compiling KPI's from the Strategic Plan and putting it into a visual dashboard that will be brought to the board at regular intervals to see how things are progressing.

#### <u>REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE</u> Agenda Item 4(C)(1)(b) – Franklin Yard Project Taxable Lease Revenue Bonds

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as "Exhibit A". The Port has worked with the Dalad Group previously on the Worthington Yard project at which time the inclusion goal was 20%, which the Dalad group exceeded reporting a rate of 28%. Director Wondolowski asked how the numbers are reported. Ms. Winslow replied that it's flexible in terms of timing. They can submit monthly or quarterly depending on the project. Ultimately the numbers really come together at the end of the project. Director Wondolowski asked whether they report the names of the contractors and their status. Mr. Woodson replied that initially the contractors will indicate who the contractors or vendors are, and that may change during the course of a project, and changes are submitted as well. But yes, the Port does get that information. Mr. Naso noted that if the numbers are below the expectation, staff will call them and to find out what happened and a decision will need to be made as to whether we should use them again in the future. Director Jackson asked what the penalty is if inclusion numbers aren't met. Mr. Naso stated there isn't a clawback provision, and the penalty is they will not be doing business with the port in the future. Director Wondolowski stated that without putting the extra burden on the staff, it would be helpful for the Board to receive a brief one-page report summary of the inclusion numbers and the final percentage at the conclusion of each project, a history of what's occurred. Director Wondolowski noted if the port is only going to provide percentages and numbers then don't bother, but if you could provide the names of the contractors that would be more helpful. He doesn't have the same level of trust in the contracting community because of his own experiences. Chairman Holmes asked whether that type of report is doable. Mr. Naso replied he wasn't sure. Chairman Holmes stated that it seems to be a bit of the honor system in reporting. Mr. Friedman stated that it's not an honor system, the companies

need to be certified by the City or County that they're minority and/or female owned, so in that regard we're holding them accountable. Director Wondolowski stated it's a simple reporting back to the Board at the conclusion of a project, to show the success rate. That way if something is askew in those reports, because we're familiar with the industry, we could certainly point that out.

Director Jackson pointed out that RTA has a specific person on staff that does site visits. Mr. Woodson stated he does site visits but likely it's not to the extent of what the RTA can do with a larger staff. Mr. Friedman stated the staff will get you the information you're asking for and we'll try to step that up. Director O'Malley asked whether the contractors sign anything stating they'll comply. Ms. Winslow replied it's in the application and is memorialized in the term sheet they sign. And further it's housed in the construction management agreement, so it's threefold. Director O'Malley asked whether, without naming names, if there's any developer who missed the goal or performed poorly. Ms. Winslow stated that in the years she's been at the Port, she can't think of any contractor that grossly neglected the Port's best efforts policies. Director Wondolowski stated that the developers really have to want to be diverse and inclusive, it's not something that just happens. Director Jackson stated he agrees with Director Wondolowski in that it comes down to dollars and cents, and he's witnessed developers documenting participation on a job when in fact it never occurred. Quite frankly for them it comes down to money. Director Wondolowski added that the staff is doing a great job, but the reports would provide an added layer of confidence in the decision making. Mr. Woodson replied we can certainly get that information for you.

Director Thomas asked whether the units would be mixed income or market rate. Ms. Winslow replied this particular project is market rate, however in general with affordable and workforce housing projects come our way we've seen more interest in mixed income.

Director Thomas stated she's glad to hear that there's an emergence of conversation around mixed income and wants the Board to be mindful of that as well.

On motion by Director Wondolowski, seconded by Director Jackson, and approved by roll call vote unanimously (6-0),

#### RESOLUTION NO. 2024-11

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$15,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE LEASE REVENUE BONDS, IN 2 SERIES: (1) SERIES 2024-1 (FRANKLIN YARD SOUTH PROJECT) AND (2) SERIES 2024-2 (FRANKLIN YARD NORTH PROJECT), UPON CERTAIN CONDITIONS, IN ONE OR MORE SUB-SERIES, FOR THE PURPOSE OF PAYING OR REIMBURSING THE COSTS OF ACQUIRING, DEVELOPING, RENOVATING, CONSTRUCTING, REHABILITATING, INSTALLING, EQUIPPING, AND OTHERWISE IMPROVING MULTIPLE PORT AUTHORITY FACILITIES, TOGETHER CONSISTING OF APPROXIMATELY 67 RESIDENTIAL APARTMENT UNITS IN A TOTAL OF APPROXIMATELY 50,336 SQUARE FEET, ALONG WITH PARKING SPACES AND OTHER RELATED AMENITIES SEPARATELY DESCRIBED HEREIN AS FRANKLIN YARD SOUTH AND FRANKLIN YARD NORTH

(THE "PROJECT FACILITIES") TO BE SITUATED ON 2 SITES WITH 5 PARCELS TOTALING APPROXIMATELY 1.88-ACRES AT FRANKLIN BLVD. AND WEST 32ND ST. (THE "PROJECT SITES") ALL LOCATED IN THE CITY OF CLEVELAND, OHIO AS PART OF A RESIDENTIAL DEVELOPMENT PROJECT; AUTHORIZING THE ACQUISITION OF AN INTEREST IN THE PROJECT SITES THROUGH GROUND LEASES; AUTHORIZING LEASES OF THE PROJECT SITES AND PROJECT FACILITIES FROM THE AUTHORITY TO TDG FRANKLIN REALTY, LLC, TDG FRANKLIN NORTH LLC, OR AFFILIATED ASSIGNEES OR SUCCESSORS, AS THE LESSEES; AUTHORIZING THE EXECUTION AND DELIVERY OF MORTGAGES AND ASSIGNMENTS OF LEASES, CONSTRUCTION AGREEMENTS, AGREEMENTS, BOND PURCHASE DISBURSING MANAGER AGREMENTS FOR EACH SERIES OF BONDS, AND OTHER INSTRUMENTS, STATEMENTS, CERTIFICATES AND DOCUMENTS RELATED TO THE ISSUANCE AND SECURING OF THE BONDS AND COMPLETION OF THE PROJECT FACILITIES; AND AUTHORIZING AND APPROVING RELATED MATTERS

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

#### <u>REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE</u> Agenda Item 4(C)(1)(a) – Rock & Roll Hall of Fame Lease Amendment No. 2

Ms. Maria Bocanegra addressed the Board and referred to pages 8-10 of the Agenda. She stated this amendment would afford the Port the opportunity to exercise its option to renew the lease between the parties earlier than 2041. Cleaning up these provisions will allow the Rock Hall to advance their financing they're seeking. Chairman Holmes asked why the Port isn't being considered for financing and whether the Port can be more aggressive in pursuing the financing opportunity. Ms. Winslow replied the Port doesn't have the details and was willing to play a role, and the relationship is strong, however there is a benefit to going through the County in terms of the interest rates of the bonds. Mr. Friedman stated that he'll contact The Rock Hall to reiterate the Port's interest and willingness to participate in financing.

On motion by Director Wondolowski, seconded by Director O'Malley, and approved by roll call vote unanimously (6-0),

#### RESOLUTION NO. 2024-10

A RESOLUTION AUTHORIZING AND APPROVING THE SECOND AMENDMENT TO THE SUBLEASE BETWEEN THE ROCK AND ROLL HALL OF FAME MUSEUM, INC. AND THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY CONCERNING THE PREMISES COMMONLY KNOWN AS THE ROCK AND ROLL HALL OF FAME AND MUSEUM AND AUTHORIZING AND APPROVING THE EXECUTION OF ALL OTHER ASSOCIATED LEASE DOCUMENTS NECESSARY IN RELATION THERETO

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

#### **<u>NOMINATING COMMITTEE</u>** Agenda Item 4(C)(2)(a) – Election of Officers

Director Jackson addressed the Board and stated that the Board would like to move forward with the same slate of officers for the coming year.

On motion by Director Jackson, seconded by Director Wondolowski, and unanimously approved by roll call vote (6-0),

#### RESOLUTION NO. 2024-12

#### A RESOLUTION REGARDING THE ELECTION OF OFFICERS FOR CALENDAR YEAR 2024

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) – Community Investment Fund Update

Mr. William Friedman addressed the Board and referred to a presentation attached hereto as "Exhibit B". He stated that Ms. Bocanegra has been working on the Community Investment Fund (CIF) and how to make it more targeted to try to help people and companies be prepared, be ready, be trained, be educated, certified, whatever the case may be, to take advantage of Port funding opportunities. Director Wondolowski asked whether the Port has any measurables or feedback in terms of success rates for the \$545,000 that has been spent. Mr. Friedman replied of the 7 grants, they've been distributed between three organizations, Argonaut, Neighbor-Up Cle and redevelopment in a building in East Cleveland. Staff is able to prepare a report of measurables and past recipients. Chairman Holmes asked how the NOFO will be announced and shared. Ms. Bocanegra replied that it will be shared via the Port's typical channels such as social media and the website. She also added that as the performance metrics and KPI's are developed, it could dictate the avenues in which it's distributed. Director Wondolowski noted that part of the KPI's should include a record of success and past performance of an organization when utilizing funds. Director Thomas stated that the timeline is somewhat aggressive. Eligibility, KPI's and outcomes should be aligned with the view of the Port's Strategic Plan. There should also be guidelines and clarity for the amount of funds that can be supported through the CIF. Director Zone Fisher concurred with Director Thomas' comments. Ms. Bocanegra thanked the Directors for their feedback and welcomed additional guidance and suggestions from the Board.

#### **<u>BUDGET & ADMINISTRATION COMMITTEE</u>** Agenda Item 4(C)(3)(b) – President & CEO Performance Benchmarks

Chairman Holmes addressed the Board and referred to a presentation attached hereto as "**Exhibit C**". Mr. Friedman addressed the Board and stated he complied the draft being presented to the Board today and is open to making changes and adjustments. Director Wondolowski stated he had a few suggested amendments and noted that he's fine with Benchmark 1 and added that for Benchmark 2 the Board should receive a quarterly report regarding the percentage of MBE/FBE numbers as well as numbers of suppliers that are MBE/FBE. It doesn't have to be formal, and an

emailed update to the Board quarterly would suffice. Director Jackson asked whether there is a goal number in mind supplier inclusion regarding Benchmark 2. Mr. Friedman stated there isn't a goal number in the policy, however the Port management is looking to maximize inclusion and could certainly discuss a goal. Director Jackson said it would be helpful to have a goal. Director Wondolowski asked if Mr. Friedman had an idea of where the number is currently. Mr. Friedman replied that he'd review and provide the numbers at the next meeting. Director Wondolowski stated that the KPI for Maritime isn't measurable, but we can use the low base future forecast from the Strategic Plan which provides a baseline to look at. Director Wondolowski asked if there is a current prevailing wage policy for work at the port. Mr. Friedman replied that yes, all port construction work is prevailing wage. Director Wondolowski requested that the reports discussed earlier regarding quarterly MBE/FBE updates be added as a KPI for Benchmark 5. Director O'Malley stated that there are widely accepted hallmarks that measurables are objective and specific. However, for Benchmarks 4 and 7 the only benchmark is that there be progress, which is unclear and non-specific. Director Wondolowski stated he suggested using the low base minimums from the 2024-2028 Strategic Plan. He then asked for clarification on Benchmark 5 and stated that 3 deals per year seems low. Mr. Friedman replied that it's directly from the KPI and goal in the Strategic Plan. Looking back in 2022, 3 deals were closed; in 2023 5 deals were closed and haven't closed any yet in 2024. As a general comment, all of the Benchmarks are ambitious, and nothing is easy or low hanging fruit. The ability to achieve many of the outcomes is subject to external factors outside of our control, which is where some of the subjectivity come in, particularly in the Maritime outcomes, it's very market dependent and can be challenging. In regards to capital renewal, Mr. Friedman noted that there is a five year capital improvement plan with a schedule so we can compare progress against the schedules and budgets. Chairman Holmes stated that measurables need to be more clearly defined, and it will be taken into consideration that there are market factors in play. Mr. Friedman stated that he will try to reduce everything to a number but that he believes some subjectivity is unavoidable. Chairman Holmes stated that he wants it to be fair and achievable. It's understood that there are many challenges in achieving the goals. Director Jackson added that the ultimate goal is for the Port to continue to improve year after year. Mr. Wilcox suggested that in terms of time, approving today's resolution means as guideline subject to further specificity and recording the suggestions discussed here today.

On motion by Chairman Holmes, seconded by Director Zone Fisher, and approved by roll call vote unanimously (6-0),

#### **RESOLUTION NO. 2024-13**

#### A RESOLUTION PROVIDING FOR ESTABLISHMENT OF PERFORMANCE BENCHMARKS FOR 2024 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.

### <u>PUBLIC COMMENT PERIOD – Non-Agenda Items</u>

No public comment regarding non-agenda items.

On motion by Chairman Holmes, seconded by Director Wondolowski, and unanimously carried by roll call vote, the meeting was adjourned at 10:43 a.m.

CHAIR SECRETARY



# Franklin Yard Project Taxable Lease Revenue Bonds

March 14, 2024

## Franklin Yard // Developer Background and Partnership

- The Dalad Group
  - Real estate company Founded 1947
  - Headquartered in Independence, OH
  - Develop office, industrial, retail, residential
  - Primarily developments in Cleveland
  - Conventional & historic renovations
  - Local Projects Hoyt Block, Hat Factory, Creswell Building, Worthington Yards, *Tinnerman Lofts* (Recipient of 2023 Cleveland Magazine Best New Apartments Award and received the 2021 Award of Design Excellence from the Cleveland Restoration Society and AIA Cleveland)



- Property Advisors Group
  - Family Real estate company Founded 1986
  - Headquartered in Cleveland, OH
  - Develop office, distribution centers, student housing, self-storage facilities, residential





### Franklin Yard // Development

- Located in Cleveland, OH (Ohio City)
- Franklin Yard North
  - New 3-story apartment building 29 units
  - 20,242 square feet on 1.88 acres
  - 22 ground-level parking spaces
  - Construction period 2<sup>nd</sup> qt. 2024 2<sup>nd</sup> qt. 2025

- Franklin Yard South
  - Rehabilitation of 2 properties 38 units
  - 30,094 square feet on 1.38 acres
  - 48 parking spaces
  - Construction period  $-2^{nd}$  qt. 2024  $-2^{nd}$  qt. 2025
  - Total Project Cost \$19.8M





### Franklin Yard // Request

- To issue up to \$15M
  - Taxable lease revenue bonds
  - Dollar Bank bond purchaser

#### **Franklin Yard South**

#### **Sources**

Owner's Equity/Deferred Fee	\$	5,787,788
Port Lease Revenue Bonds/Bank Financing		6,000,000
Federal and State HTC		2,811,429
Total Sources	\$:	14,599,217

#### <u>Uses</u>

Land/Building Acquisition	\$ 1,500,000
Construction	11,396,800
Soft Costs	1,975,939
Sales Tax Savings (estimated)	(455,872)
Capital Lease Fee	182,350
Total Uses	\$14,599,217



#### Franklin Yard North

<u>Sources</u>	
Owner's Equity	\$ 1,009,730
Port Lease Revenue Bonds/Bank Financing	 4,200,000
Total Sources	\$ 5,209,730

#### <u>Uses</u>

Total Uses	\$ 5,209,730
Capital Lease Fee	67,350
Sales Tax Savings (estimated)	(168,460)
Soft Costs	539,340
Construction	4,211,500
Land/Building Acquisition	\$ 560,000



### Franklin Yard // Lease Terms and Security

- Port to acquire Project Site via Ground Lease
  - Lease Project Site & Project to Developer
  - Capital Lease
    - Lessee pays all costs and expenses
- Ground and Capital Lease Terms 40 years
  - Refinanced or redeemed after 5 years
  - Lessee pays all costs and expenses
  - Lessee will retain all ownership benefits
- Payments to mirror debt service
- Project constructed via:
  - Construction Manager Agreement
  - Between Port and Developer
  - Bonds issued as draw-down bonds

- Developer purchase at lease-end \$100
- Bond security
  - Security interest
    - Real property, improvements
  - Assignment Cap lease payments
  - Fee mortgage on the Project Site
- Bonds will be non-recourse to Port

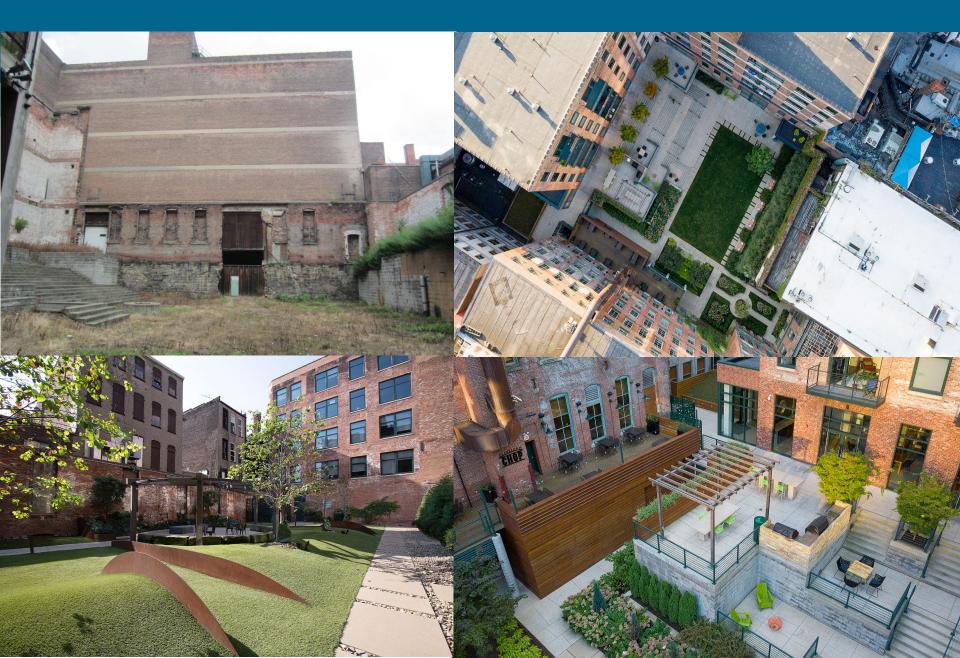




### Franklin Yard // Previous Project Review - DEI and Fee Impact

- Worthington Yards Project, completed 2016 Downtown Cleveland (Warehouse District)
  - Port goal was 20% MBE/FBE Dalad exceeded this with a final 28% completion
- No other source in the capital stack has an inclusion requirement
  - Port participation *brings the DEI goal to the table* with our 30% inclusion goal
- Developer agrees to:
  - Port Inclusion Policy
  - Port Financing Sign
  - Modified Prevailing Wage Policy:
    - 60%/40% developer/Port fee split
      - Port closing fee estimated at \$155,000 after payment of legal/FA
        - \$15,500 of which goes into Community Investment Fund (10% of closing fee)
  - \$2,000 a month fee to the Port during construction (est. total \$24,000)
- Strategic Plan passed in 2023: This hits on 3 of the KPIs we established over the next 5 years for DF

### Worthington Yards Project // Before & after historic renovation



### Franklin Yard // Recommendation

The Board of Directors is being requested to approve Resolution No. 2024-xx authorizing the issuance and sale of Taxable Lease Revenue Bonds, Series 2024, Franklin Yard Project, totaling an amount up to \$15 million for the purpose of funding a portion of the costs associated with the construction and redevelopment of the Project and authorizing the execution of all other associated financing documents necessary in relation thereto.





## **Community Investment Fund**

March 14, 2024

## Community Investment Fund (CIF)

### Background

- CIF was created by Board resolution in the fall of 2018 at the same time the Board adopted new inclusion and wage policies
- The fund purpose is to achieve more equitable access to jobs and economic opportunity in the Port sector of the economy
- The strategy is to be more targeted and early-stage with investments so people and companies can be prepared for Port-related opportunity
- 10% of eligible bond closing fees from the previous year are allocated to the fund each budget year
- Since inception:
  - \$735,000 has been allocated to the fund
  - 7 grants have been made totaling \$545,000
  - leaving a fund balance of \$190,000 to potentially award this year



### 2024 Process to Award Grants

- Discuss process with BOD (today)
- Finish drafting NOFO by end of March
- Publish NOFO early April
- Evaluate applications in May
- Recommend awards to the BOD for approval in June
- Prepare grant agreements and execute July/August
- Disburse funds in September



# 

President & CEO 2024 Performance Benchmarks DRAFT for Review and Discussion

March 14, 2024

## Benchmark 1: Inclusion in Hiring & Workforce Development

# Fostering an inclusive workforce of belonging and respect among all employees is top priority for Port management.

Key Performance Indicators:

 to interview at least 30% of individuals from under-represented groups with every new hire and promotion opportunity and hold a diversity and inclusion training for all staff in 2024.



### Benchmark 2: Supplier Inclusion

# The Port is committed to promoting meaningful diversity and inclusion opportunities within Port suppliers and service providers.

Key Performance Indicator(s):

 Hosting a Port supplier inclusion event in 2024 to increase awareness of Port business opportunities among minority and women-owned firms, and to communicate how to do business with the Port.



### Benchmark 3: Maritime Business Development

The Port's 2024-2028 Strategic Plan outlines actions and goals to increase container, general cargo, bulk and cruise business. Numerous initiatives are underway to achieve these outcomes.

Key Performance Indicator(s):

 The best KPI is annual tonnage and cargo volume, which the Port tracks closely (TEU's, tons or bulk and general cargo, and cruise passenger counts).



### Benchmark 4: Capital Renewal & Harbor Infrastructure

The Port is amid an ambitious, decade-long capital renewal program that includes modernization of Port-owned facilities and major offsite harbor infrastructure investments. These projects take years to plan, fund and construct with partners and stakeholders.

### Key Performance Indicator(s):

 The best KPI is progress on the Port's Five-year Capital Program and annual capital budget, and progress on the major off-Port projects (Irishtown Bend and CHEERS). Progress toward reaching a long-term dredge material management plan and Section 217 Agreement with the Army Corps is also a KPI.



## Benchmark 5: Development Finance (DF) Line of Business

The Port's DF program is a potent economic development tool for the City and County and key revenue source for the Port. The 2024-28 Strategic Plan contains KPI's for the program over the five-year period.

### Key Performance Indicator(s):

 On an annualized basis the DF KPI is 3 deals per year with an issuance value of \$150 million (15 deals and \$750m for the 5-year period). The Port will also conduct a "how to" seminar for M/FBE firms seeking business related to Port bond financing (construction work and developer side).



### Recommendation

The Board of Directors is being requested to adopt Resolution 2024-13 providing for establishment of performance benchmarks 2024 under the third amended and restated personal services agreement for William D. Friedman, President & Chief Executive Officer of the Cleveland-Cuyahoga County Port Authority

