

MINUTES

CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, February 13, 2025

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 13, 2025, with notice of the meeting information provided to the public in advance. The meeting was called to order by Chairman Holmes at 10:02 a.m. Attendance by roll call showed the following:

PRESENT

Luis Cartagena
J. Stefan Holmes
Darrell McNair
Ryan McCafferty
Glen Shumate
Teleange Thomas
Dave Wondolowski (departed 11:47 a.m.)
Peggy Zone Fisher

ABSENT & EXCUSED

Andrew Jackson

ALSO PRESENT

K. Cotton, Manager, Marketing & Communications
M. Freilino, Manager, Executive & Admin. Operations
D. Gutheil, Interim President & CEO/Chief Commercial Officer
J. Magyar, Vice President, Operations & Facilities
C. Naso, Chief Financial Officer
M. Rivalsky, Vice President & Controller
M. Wenham, Chief of Engineering & Capital Development
R. Winslow, Vice President, Development Finance
G. Woodson, Director, Development Finance & Inclusion
S. Simpkins, Mansour Gavin
N. Lesic, Lesic & Camper
P. Van Rumppe, Walter Haverfield
I. MacDougall, Walter Haverfield
J. Baker, Jr., ILA
K. Palmer, Crains
D. Ferguson, Argonaut/Davis A&M
A. Hall, Argonaut/Davis A&M
M. Johnson, Argonaut/Davis A&M
Q. Schumann, Argonaut/Davis A&M
M. Campbell, Argonaut/Davis A&M
Q. Oliver, Argonaut/Davis A&M
M. Drake, City of Cleveland
J. Hoose, City of Cleveland
C. Alvarado, Cuyahoga County
M. Walsh, cleveland.com

APPROVAL OF MINUTES

The minutes of the Board of Directors meeting of December 12, 2024 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Shumate, seconded by Director Zone Fisher, the Minutes of December 12, 2024 were unanimously approved by roll call vote.

PUBLIC COMMENT PERIOD

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

CHAIR'S COMMENTS

Chairman Holmes addressed the Board and stated that Committee Chairs have been assigned. He thanked Directors Shumate, McCafferty and Zone Fisher for leading each of their respective committees. He also noted that at the next meeting he hopes to have 2-3 search firms to recommend for the CEO search.

PRESIDENT'S COMMENTS

Mr. Gutheil addressed the Board and reminded Directors that the harbor cruise has been scheduled for June 5, and Ohio Ethics Commission Financial Disclosures are due by May 15. There are several open positions posted: GIS Environmental Specialist, Two Industrial Maintenance Technicians and a part-time Administrative Assistant. There is still a vacancy for the chief Legal Officer position. Mr. Gutheil thanked Director Thomas for serving on behalf of the Port on the New Community Authority which is part of the Northcoast Waterfront Development Authority. Mr. Gutheil noted that there has been uncertainty surrounding the federal grant funding. This will have a direct effect on some of the Port's projects. Director McNair suggested that Mr. Wenham reach out to Mr. Marty McGann at GCP as they've been lobbying the congress and Senate regarding State funding.

Mr. Gutheil then acknowledged the passing of Mr. Jim White and acknowledged his contributions to the Port during his tenure. He stated that Jim will be greatly missed.

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 4(C)(1)(a) – Community Investment Fund: Argonaut Award

Mr. Drew Ferguson addressed the Board and referred to a presentation attached hereto as "**Exhibit A**". He gave a brief overview of Argonaut and Davis Aerospace and Maritime High School. Students and graduates of the Argonaut program addressed the Board and gave testimony to how the program has positively impacted them and prepared them for their future careers. Mr. Carl Naso addressed the Board and referred to a presentation attached hereto as "**Exhibit B**" (slides 3-10). Director Thomas encouraged the Board to continue discussions on how to be better partners and explore what resources are available to Directors that could benefit the program directly.

On motion by Director Wondolowski, seconded by Director McCafferty, and unanimously approved by roll call vote,

RESOLUTION NO. 2025-01

A RESOLUTION ACCEPTING RECOMMENDATION FROM THE PORT COMMUNITY INVESTMENT FUND COMMITTEE CHAIR AND AWARDING A GRANT TO PHASTAR IN THE TOTAL AMOUNT OF \$110,000 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)(2)(a)(i) – Rauch & Lang Carriage Company Project – Capital Lease

Mr. Rhonda Winslow addressed the Board, introduced Mr. Jori Maron (MRN) and referred to a presentation attached hereto as “**Exhibit C**” (slides 9-21). Chairman Holmes asked whether the A- rating is equivalent to the top 10% of the market. Mr. Kaplan replied AAA is the highest, BBB or higher is investment grade. Director Wondolowski asked what the range of pay is in general for MRN. Mr. Maron replied the range is roughly between \$30/hr. to upwards of \$30/hr. for internal employees. Director Zone Fisher asked what time of year S&P does their review. Mr. Kaplan replied they review every single transaction. Every time a transaction is sent, they review the project, affirm the rating of the fund and assign a rating to a transaction. If there are no deals in a calendar year, they reach out, usually in the 1st quarter to ask to just do a maintenance rating. Director Wondolowski asked whether there is City participation and whether there is a Community Benefits Agreement. Mr. Marom responded that the City participation is residential tax abatement and the cba is through the tax abatement.

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

RESOLUTION NO. 2025-02

A RESOLUTION AUTHORIZING AND APPROVING A TRANSACTION CONCERNING THE ACQUISITION, CONSTRUCTION, EQUIPPING, INSTALLATION, AND IMPROVEMENT OF THE RAUCH & LANG CARRIAGE COMPANY PROJECT, AND RELATED IMPROVEMENTS CONSTITUTING “PORT AUTHORITY FACILITIES” TO BE LOCATED ON CERTAIN REAL PROPERTY TO BE ACQUIRED BY THE AUTHORITY; AUTHORIZING THE ACCEPTANCE OF THE CONVEYANCE OF LEASEHOLD INTEREST IN REAL PROPERTY BY A GROUND LEASE; AUTHORIZING A PROJECT LEASE; AUTHORIZING A CONSTRUCTION SERVICES AGREEMENT; AUTHORIZING AN INDEMNIFICATION AGREEMENT; AUTHORIZING OTHER COLLATERAL DOCUMENTS; AND AUTHORIZING AND APPROVING RELATED MATTERS

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)(2)(a)(ii) – Rauch & Lang Carriage Company Project – Bond Fund PACE Revenue Bonds

Mr. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as “**Exhibit C**” (slides 9-21).

On motion by Director Thomas, seconded by Director Shumate, unanimously approved by roll call vote,

RESOLUTION NO. 2025-03

A RESOLUTION AUTHORIZING THE ISSUANCE OF PORT AUTHORITY REVENUE OBLIGATIONS IN THE MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$9,000,000, TO FINANCE COSTS OF “PORT AUTHORITY FACILITIES,” WITHIN THE MEANING OF OHIO REVISED CODE SECTION 4582.01, CONSISTING OF SPECIAL ENERGY IMPROVEMENT PROJECTS; AUTHORIZING THE EXECUTION OF A COOPERATIVE AGREEMENT, A SUPPLEMENTAL TRUST INDENTURE, A BOND PURCHASE AGREEMENT, A CONSTRUCTION SERVICES AGREEMENT, A SPECIAL ASSESSMENT AGREEMENT, AND CERTAIN OTHER AGREEMENTS AND DOCUMENTS IN CONNECTION WITH THE FOREGOING; AUTHORIZING THE USE AND DISTRIBUTION OF A DISCLOSURE STATEMENT IN CONNECTION WITH THE SALE OF THOSE REVENUE OBLIGATIONS; AND AUTHORIZING AND APPROVING RELATED MATTERS

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)(2)(b) – Karam Senior Living Project: Taxable Lease Revenue Bonds

Mr. Rhonda Winslow addressed the Board introduced Mr. Liam Robinson (Salus Development LLC) and referred to a presentation attached hereto as “**Exhibit C**” (slides 22-29). Chairman Holmes asked what Salus considers affordable housing. Mr. Robinson replied it’s mainly funded through the low income housing tax credit program and affordable housing in our mind usually means 60% area medium income level or below. Director Wondolowski asked whether a general contractor has been selected. Mr. Robinson replied Marous Brothers and Gilbane is the general contractor for the library portion. Director Thomas asked if Northwest Neighborhoods CDC would be the property manager. Mr. Robinson replied yes.

On motion by Director Cartagena, seconded by Director Thomas, unanimously approved by roll call vote,

RESOLUTION NO. 2025-04

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$5,000,000 OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE DEVELOPMENT LEASE REVENUE BONDS, SERIES 2025 (KARAM SENIOR LIVING 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, 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 A CONSTRUCTION MANAGER AGREEMENT, A BOND PURCHASE AGREEMENT 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.

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(2)(c) – Lakewood Mixed-Use Rehabilitation Project: Taxable Lease Revenue Bonds

Mr. Rhonda Winslow addressed the Board, introduced Mr. Mark Gunselman (NewBrook Partners) and referred to a presentation attached hereto as "**Exhibit C**" (slides 30-37). Chairman Holmes asked whether bank financing has been secured. Mr. Gunselman replied Civista Bank.

On motion by Director McNair, seconded by Director Cartagena, unanimously approved by roll call vote,

RESOLUTION NO. 2025-05

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF ONE OR MORE SERIES OF CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE LEASE REVENUE BONDS, SERIES 2025 (LAKEWOOD MIXED-USE REHABILITATION PROJECT) IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$24,400,000, FOR THE PURPOSE OF FINANCING A PORTION OF THE COSTS OF "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF OHIO REVISED CODE SECTION 4582.01, INCLUDING PAYING OR REIMBURSING THE COSTS OF ACQUIRING AND CONSTRUCTING A MIXED-USE REHABILITATION PROJECT IN LAKEWOOD, OHIO; AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN THE PROJECT SITE; AUTHORIZING A LEASE OF THE PROJECT FACILITIES AND PROJECT SITE TO PROVIDE REVENUES TO PAY BOND SERVICE CHARGES; AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE, LEASE, CONSTRUCTION SERVICES AGREEMENT, BOND PURCHASE AGREEMENT, AND ASSIGNMENT OF LEASE AND RENTS; AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH OTHER AGREEMENTS AND 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 4(C)(3)(a) – Submerged Lands Lease

Mr. Matt Wenham addressed the Board and referred to a presentation attached hereto as “**Exhibit C**”. Director Thomas asked whether there would be any physical modifications to the area and whether there would be any cost to the Port. Mr. Wenham replied no modifications and no cost. Chairman Holmes asked about the length of the lease. Mr. John Hoose replied it’s a 99-year lease with two 50-year options.

On motion by Director Wondolowski, seconded by Director McCafferty, and unanimously approved by roll call vote,

RESOLUTION NO. 2025-06

A RESOLUTION DECLARING THE POSITION OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY WITH RESPECT TO A PROPOSED LEASE OF SUBMERGED LANDS FOR THE CITY OF CLEVELAND DEPARTMENT OF PORT CONTROL AT AND ADJACENT TO BURKE LAKEFRONT AIRPORT

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

MARITIME COMMITTEE

Agenda Item 4(C)(3)(b) – Tariff Modifications

Mr. Dave Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit C**”.

On motion by Director McCafferty, seconded by Director Cartagena, and unanimously approved by roll call vote (8-0),

RESOLUTION NO. 2025-07

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.

PUBLIC COMMENT PERIOD – Non-Agenda Items

No public comment regarding non-agenda items.

On motion by Director Cartagena, seconded by Director McCafferty, the meeting was adjourned at 12:16 p.m.


CHAIR


SECRETARY