

## MINUTES

### CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING

Thursday, March 13, 2025

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 13, 2025, with notice of the meeting information provided to the public in advance. The meeting was called to order by Chairman Holmes at 10:05 a.m. Attendance by roll call showed the following:

#### PRESENT

Luis Cartagena  
J. Stefan Holmes  
Andrew Jackson  
Darrell McNair (via zoom)  
Ryan McCafferty  
Glen Shumate  
Teleange Thomas (via zoom)  
Dave Wondolowski  
Peggy Zone Fisher

#### ABSENT & EXCUSED

#### ALSO PRESENT

K. Cotton, Manager, Marketing & Communications  
M. Freilino, Manager, Executive & Admin. Operations  
D. Gutheil, Interim President & CEO/Chief Commercial Officer  
J. Karrafa, Industrial Maintenance Technician  
J. Magyar, Vice President, Operations & Facilities  
C. Naso, Chief Financial Officer  
L. Sternheimer, Sr. Vice President, Urban Planning & Engagement  
R. Winslow, Vice President, Development Finance  
G. Woodson, Director, Development Finance & Inclusion  
S. Simpkins, Mansour Gavin  
P. Ritzert, Mansour Gavin  
N. Lesic, Lesic & Camper  
P. Van Rumppe, Walter Haverfield  
I. MacDougall, Walter Haverfield  
J. Baker, Jr., ILA  
K. Palmer, Crains  
T. Flynn, Turner Development  
R. Schleper, Cuyahoga County Council  
M. Sweeney, Cuyahoga County Council  
N. Walsh, Project Management Consultants  
D. Abbott, West Side Market  
T. Flynn, TurnDev  
R. Morehouse, KJK

### **APPROVAL OF MINUTES**

The minutes of the Board of Directors meeting of February 13, 2025 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, the Minutes of February 13, 2025 were unanimously approved by roll call vote.

### **PUBLIC COMMENT PERIOD (Both Agenda & Non-Agenda Items)**

Chairman Holmes welcomed Mr. Martin J. Sweeney, Cuyahoga County Council (District 3). Councilman Sweeney noted County Council hopes to play a more active role with the Port and wants to continue a true partnership. Councilman Sweeney introduced Mr. Robert Schleper, Cuyahoga County Council (District 6). Councilman Schleper reiterated the importance of wanting to be a real partner in bringing about change, economic stability, and growth in Cleveland and Cuyahoga County. Councilman Schleper is focused on the retention of the younger generation and to provide opportunities for them to stay in the County and the City.

### **CHAIR'S COMMENTS**

Chairman Holmes addressed the Board and thanked Director McNair for his work on the Nominating Committee, and also noted that Director Thomas has agreed to serve as the Chair of the Governance Committee.

### **PRESIDENT'S COMMENTS**

Mr. Gutheil addressed the Board and noted that recent discussions about tariffs have been creating some uncertainty in the industry. Ports and businesses in general cannot succeed without diversification of cargo and products. The Port is in a unique situation in that Cleveland Cliffs brings tremendous value to the community, and in contrast local steel must continue to be handled by the port to ensure longshoremen remain employed and our economy is supported. A large client expressed uncertainty about how tariffs will affect them as recent ships are lighter than they would have been in the past. Mr. Gutheil noted he'd continue to provide the Board with updates as they are received.

Director McNair asked whether the Ohio Maritime Assistance Program Funding has been added to the Governor/House budget and asked for an update regarding the Clean Ports Grant. Mr. Gutheil replied that the Port has not yet had to request funds from the Clean Ports Grant, however we are confident that funds will eventually be available when needed. Mr. Matt Wenham is point and will continue to monitor. In regard to the Ohio Maritime Assistance Program, the funding is never in the Governors initial budget, it goes through Committee, House and Senate process. We're confident that funding will be available to the Port, however we're unsure if it will be the full amount.

### **REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE**

#### ***Agenda Item 4(C)(1)(a) – West Side Market Improvement Project – Port Capital Lease***

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as “**Exhibit A**” (slides 1-9). Ms. Rosemary Mudry and Mr. Dave Abbott thanked the Board for their willingness to work so hard on the financing structure which helped accelerate the timeline to make a great regional asset even better.

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

RESOLUTION NO. 2025-08

A RESOLUTION APPROVING AND AUTHORIZING A TRANSACTION CONCERNING THE ACQUISITION, CONSTRUCTION, REHABILITATION AND IMPROVEMENT OF REAL AND PERSONAL PROPERTY FOR A COMMERCIAL FACILITY CONSTITUTING A "PORT AUTHORITY FACILITY"; APPROVING THE EXECUTION AND DELIVERY OF A GROUND SUBLEASE, A PROJECT LEASE, A CONSTRUCTION SERVICES AGREEMENT AND OTHER NECESSARY DOCUMENTS IN CONNECTION WITH THE TRANSACTION; APPROVING THE PROVISION OF OHIO SALES AND USE TAX EXEMPTION CERTIFICATES FOR THE PURCHASE OF BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THE COMMERCIAL FACILITY; 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)(1)(b) – Heller Keller Kohn – Mixed Use Rehabilitation Project Taxable Lease Revenue Bonds***

Mr. Rhonda Winslow addressed the Board, introduced Mr. Thomas Flynn and referred to a presentation attached hereto as "**Exhibit A**" (slides 10-17). Director McNair asked if the Port has cap on bonding capacity. Ms. Winslow replied that for this capital lease program specifically, there's no cap on bonding capacity. The bonds being issued are privately placed. Director McNair asked what the pipeline looks like for upcoming and future projects. Ms. Winslow replied the pipeline looks good and anticipates a busy year ahead.

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

RESOLUTION NO. 2025-09

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$25,000,000 OF LEASE REVENUE BONDS OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY FOR THE PURPOSE OF FINANCING COSTS OF "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.01, OHIO REVISED CODE, FOR THE BENEFIT OF 2202 SUPERIOR, LLC AND RJL 2230 SA LLC; AUTHORIZING A BOND ADVANCE AGREEMENT; AUTHORIZING A GROUND LEASE; AUTHORIZING A LEASE; AUTHORIZING A MORTGAGE; AUTHORIZING A CONSTRUCTION SERVICES AGREEMENT; AUTHORIZING OTHER COLLATERAL DOCUMENTS; APPROVING A TERM SHEET; AND AUTHORIZING AND APPROVING RELATED MATTERS

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

## **NOMINATING COMMITTEE**

### ***Agenda Item 4(C)(2)(a) – Executive Session***

On motion by Director Wondolowski, seconded by Director McCafferty, unanimously approved by roll call vote, the Board entered into Executive Session at 11:15 a.m. for the purpose of considering the appointment, employment, promotion and/or compensation of a public employee or official pursuant to R.C. 121.22(G)(1).

At 12:28 p.m., the Board ended the Executive Session and reconvened the meeting.

### ***Agenda Item 4(C)(2)(a) – Election of Officers***

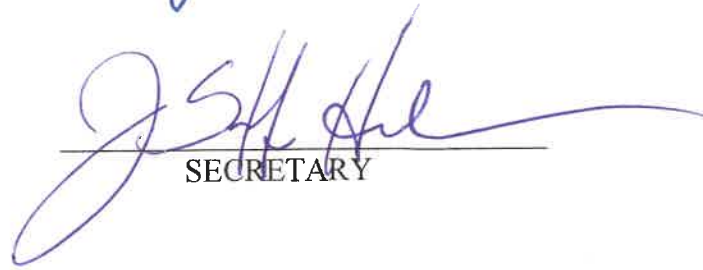
Director McNair stated that the next item on the agenda is the election of officers for the Port Authority. He noted that the Board would be voting on three officer positions, Chair, Vice Chair and Secretary/Fiscal Officer. The first election was for Chair and Director McNair stated that the Nominating Committee had identified two candidates running for the Chair officer position, Director Holmes and Director Wondolowski, both of whom had accepted their respective nominations. Director McNair then opened the floor for any additional nominations for Chair. Hearing no additional nominations for Chair, on a roll call vote for the election of Chair, Director Wondolowski was elected for the officer position of Chair (votes for Director Holmes: Holmes, McNair, Thomas and Zone Fisher; votes for Director Wondolowski: Cartagena, Jackson, McCafferty, Shumate, and Wondolowski).

Director McNair then stated that the Nominating Committee had recommended the nomination of Director Holmes as Vice Chair, who accepted the nomination as Vice Chair. Director McNair then opened the floor for any additional nominations for Vice Chair. Hearing no additional nominations for Vice Chair, on a roll call vote for the election of Vice Chair, Director Holmes was elected Vice Chair unanimously (9-0)

Director McNair then stated that the Nominating Committee had recommended the nomination of Director Zone Fisher as Secretary and Fiscal Officer, who accepted the nomination as Secretary and Fiscal Officer. Director McNair then opened the floor for any additional nominations for Secretary and Fiscal Officer. Hearing no additional nominations for Secretary and Fiscal Officer, on a roll call vote for the election of Secretary and Fiscal Officer, Director Zone Fisher was elected Secretary and Fiscal Officer unanimously (9-0)

At the conclusion of the elections, Director Wondolowski stated he looks forward to working with Dave Gutheil as Interim President and the rest of the Port Authority staff, as well as his fellow Port Authority Directors, in his role as Chair. Director McCafferty then made a motion to adjourn, seconded by Director McNair, and unanimously approved by roll call vote, the meeting adjourned at 12:37 p.m.

  
CHAIR

  
SECRETARY