

## **MINUTES**

### **CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, April 10, 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, April 10, 2025, with notice of the meeting information provided to the public in advance. The meeting was called to order by Chairman Wondolowski at 10:03 a.m. Attendance by roll call showed the following:

#### **PRESENT**

J. Stefan Holmes  
Ryan McCafferty  
Glen Shumate  
Teleange Thomas  
Dave Wondolowski  
Peggy Zone Fisher

#### **ABSENT & EXCUSED**

Luis Cartagena  
Andrew Jackson  
Darrell McNair

#### **ALSO PRESENT**

K. Boeckmann, Industrial Maintenance Technician  
M. Freilino, Manager, Executive & Admin. Operations  
D. Gutheil, Interim President & CEO/Chief Commercial Officer  
J. Karaffa, Industrial Journeyman Millwright  
J. Magyar, Vice President, Operations & Facilities  
C. Naso, Chief Financial Officer  
L. Sternheimer, Sr. Vice President, Urban Planning & Engagement  
M. Wenham, Chief of Engineering & Capital Development  
R. Winslow, Vice President, Development Finance (via zoom)  
G. Woodson, Director, Development Finance & Inclusion  
S. Simpkins, Mansour Gavin  
N. Lesic, Lesic & Camper  
P. VanRumppe, Walter Haverfield  
B. Berkowicz, Whiting Turner  
T. Bias, Whiting Turner  
O. Gibson, The Alca Team

#### **APPROVAL OF MINUTES**

The minutes of the Board of Directors meeting of March 13, 2025 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director McCafferty, seconded by Director Shumate, the Minutes of March 13, 2025 were unanimously approved.

#### **PUBLIC COMMENT PERIOD (*Agenda Items Only*) & CHAIR'S COMMENT'S**

There being no public comment, and with Chair Wondolowski having no comment, he moved forward to the President's Comments.

### **PRESIDENT'S COMMENTS**

Mr. Gutheil addressed the Board and shared that 6 transatlantic vessels are lined up through the end of April, May is less predictable partly due to the tariffs. Good news from Cleveland Cliffs that their furnace will be back in service by May 15. Originally it was scheduled for late Fall. We continue to anticipate 3.3 to 3.4 million tons of ore into the bulk terminal this year.

The First Ship Contest generated much public interest on social media and a winner will be notified shortly. Mr. Gutheil welcomed and introduced Mr. John Karaffa and Mr. Keith Boeckmann, both new to the maintenance staff. Mr. Gutheil and Mr. Naso have been reviewing and updating the Strategic Plan and hope to have an update to the Board in a few months. The Community Investment Fund Notice of Funding Opportunity is scheduled to be posted on May 1, 2025. Director Zone Fisher asked Mr. Gutheil to briefly update the Board regarding his recent meetings. Mr. Gutheil replied he's been to Washington, DC recently to meet with congressional delegations to discuss legislation, grant funding, and tariffs. He also participated in the annual meetings hosted by the American Association of Port Authorities (AAPA) and the American Great Lakes Ports Association (AGLPA).

### **MARITIME COMMITTEE**

*Agenda Item 4(C)(1)(a) – Electrification & Warehouse A Modernization, Construction Manager at Risk, Guaranteed Maximum Price (GMP Amendment)*

Mr. Matt Wenham addressed the Board and referred to a presentation attached hereto as "**Exhibit A**" (slides 1-11). Director Thomas asked about the anticipated life of the new materials. Mr. Wenham replied it could be various depending on the infrastructure. The slab and pavement we hope to get 50 years of use.

On motion by Director McCafferty, seconded by Director Shumate, and unanimously carried,

#### **RESOLUTION NO. 2025-10**

A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION OF AN AMENDMENT TO AN AGREEMENT WITH THE WHITING – TURNER CONTRACTING COMPANY FOR THE PURPOSE OF UNDERTAKING THE SCOPE OF SERVICES INCLUDED IN THE GUARANTEED MAXIMUM PRICE (GMP) AMENDMENT FOR CONSTRUCTION MANAGER AT RISK FOR CONSTRUCTION OF ELECTRIFICATION AND WAREHOUSE A MODERNIZATION IN AN AMOUNT OF \$26,770,732.00 AND AUTHORIZING THE EXPENDITURE OF FUNDS FROM THE FY 2025 CAPITAL BUDGET

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) – Warehouse 22 Fabric Replacement*

Mr. Matt Wenham addressed the Board, and referred to a presentation attached hereto as "**Exhibit A**" (slides 12-17).

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

RESOLUTION NO. 2025-11

A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION OF AN AGREEMENT WITH SIGNATURE STRUCTURES LLC FOR THE PURPOSE OF UNDERTAKING THE SCOPE OF WORK FOR WAREHOUSE 22 FABRIC REPLACEMENT IN AN AMOUNT OF \$671,750 AND AUTHORIZING THE EXPENDITURE OF FUNDS FROM THE FY 2025 CAPITAL BUDGET

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) – Election of Officers***

Chair Wondolowski stated that The Secretary/Fiscal Officer and Vice-Chair have decided to exchange roles due to their various other commitments. He stated that he's certainly in agreement with the decision and asked Mr. Scott Simkins to introduce the resolution reflecting the change. Mr. Simkins noted that Director Wondolowski would remain Chair, Director Zone Fisher would assume the role of Vice Chair and Director Holmes would assume the role of Secretary/Fiscal Officer.

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

RESOLUTION NO. 2025-12

A RESOLUTION REGARDING THE ELECTION OF OFFICERS FOR 2025

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

**AD HOC EXECUTIVE SEARCH COMMITTEE**

***Agenda Item 4(C)(3)(a)***

At 10:39 a.m., On motion by Director Holmes, seconded by Director Zone Fisher unanimously carried by roll call vote the Board entered into Executive Session for the purpose of considering the appointment, employment, and/or compensation of a public employee pursuant to R.C. 121.22(G)(1).

At 11:04 a.m., the Board ended the Executive Session and reconvened the meeting.

**AD HOC EXECUTIVE SEARCH COMMITTEE**

***Agenda Item 4(C)(3)(b) – Executive Search Firm Engagement***

Chair Wondolowski then introduced Resolution No. 2025-13, authorizing and approving an engagement agreement for executive search services for the Port Authority President and CEO

position with Shey-Harding Associates, Inc., ratifying certain actions, and authorizing expenditures of funds as set forth in the engagement agreement in the form on file with the Board. On motion by Director Zone Fisher, seconded by Director Shumate, and unanimously carried,

RESOLUTION NO. 2025-13

A RESOLUTION AUTHORIZING AND APPROVING  
AN ENGAGEMENT AGREEMENT FOR EXECUTIVE SEARCH SERVICES  
FOR PRESIDENT AND CEO WITH SHEY-HARDING ASSOCIATES, INC.,  
WITH REGARD TO AN EXECUTIVE SEARCH FOR PRESIDENT  
AND CEO OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY,  
RATIFYING CERTAIN ACTIONS, AND  
AUTHORIZING EXPENDITURES THEREFOR

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

On motion by director Holmes, seconded by Director McCafferty, the meeting was adjourned at 11:10 a.m.

  
CHAIR

  
SECRETARY