

MINUTES

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

The Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Port Offices (1100 W. 9th Street) on Thursday, November 14, 2024, with notice of the meeting information provided to the public in advance. The meeting was called to order by Chairman Holmes at 9:06 a.m. Attendance by roll call showed the following:

PRESENT

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

ABSENT & EXCUSED

ALSO PRESENT

C. Beck, Senior Manager of Planning, Environment, and Information Systems
M. Freilino, Manager, Executive & Admin. Operations
W. Friedman, President & CEO
D. Gutheil, Chief Commercial Officer
J. Magyar, Vice President, Operations & Facilities
C. Naso, Chief Financial Officer
M. Rivalsky, Vice President & Controller
L. Sternheimer, Vice President, Urban Planning & Engagement
M. Wenham, Chief of Engineering & Capital Development (via zoom)
R. Winslow, Vice President, Development Finance
G. Woodson, Director, Development Finance & Inclusion
S. Simpkins, Mansour Gavin
P. Ritzert, Mansour Gavin
N. Lesic, Lesic & Camper
R. Kaplan, DiPerna Advisors
P. Van Rumppe, Walter Haverfield
I. MacDougall, Walter Haverfield
J. Roth, Tucker Ellis
M. Jarboe, Channel 5
D. Janik, Bedrock
J. Bahri, Bedrock (via zoom)
N. Sesay, Bedrock (via zoom)

APPROVAL OF MINUTES

The minutes of the Board of Directors meeting of October 10, 2024 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Jackson, seconded by Director Cartagena, the Minutes of October 10, 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 noted that Mr. Friedman has informed the Board that he'll be stepping down at the end of the year. He thanked Mr. Friedman for his leadership and thanked the staff for their professionalism. Chairman Holmes noted that Mr. Friedman has left the Port in a very good position to operate and to continue to thrive. Any questions regarding Mr. Friedman's departure will be addressed in Executive Session.

PRESIDENT'S COMMENTS

Mr. Friedman addressed the Board and stated that everyone at the Port is doing their jobs and as always business is getting done. He then referred to a presentation attached hereto as "**Exhibit A**". The Port has been awarded a grant in the amount of \$94.3 million from the US EPA Clean Ports Program. Ms. Carly Beck was the lead on the application and Mr. Friedman congratulated her on a fantastic outcome.

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(a) – Cleveland Clinic Global Peak Performance Center Project Taxable Lease Revenue Bonds

Ms. Rhonda Winslow addressed the Board, introduced Ms. Deb Janik with Bedrock, and referred to a presentation attached hereto as "**Exhibit B**" (slides 2-10). Ms. Janik addressed the Board and stated she's appreciative of the working relationship she's had with Mr. Friedman and Port staff over the years and looks forward to a long and prosperous relationship moving forward. Director Wondolowski thanked Ms. Janik and the entire Bedrock team for their commitments. He noted to the Board that Ms. Janik's report is exactly why it's beneficial for the Board to hear from developers directly. Directors Zone Fisher, McNair, Cartagena and Thomas all voiced their support and appreciation for the project and all the effort they've put into community outreach and commitment to the region. Director Thomas asked whether Ms. Janik could speak to any job creation related to the project. Ms. Janik replied there are an estimated 120 new jobs being created because of the project.

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

RESOLUTION NO. 2024-44

A RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE LEASE REVENUE BONDS, SERIES 2024 (GPP PRACTICE FACILITY PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT

NOT TO EXCEED \$48,000,000 FOR THE PURPOSE OF FINANCING “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.01, OHIO REVISED CODE, INCLUDING PAYING OR REIMBURSING THE COSTS OF CONSTRUCTING, EXPANDING, RENOVATING, REMODELING, EQUIPPING, INSTALLING AND IMPROVING AN ATHLETIC PRACTICE AND TRAINING FACILITY LOCATED IN THE CITY OF CLEVELAND, OHIO TOGETHER WITH VARIOUS SITE IMPROVEMENTS; AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN THE PROJECT SITE; AUTHORIZING A CAPITAL LEASE TO PROVIDE FOR THE LEASING OF THE PROJECT FACILITIES AND PROJECT SITE BY THE PORT AUTHORITY TO GPP PRACTICE FACILITY LLC FOR THE PAYMENT OF BOND SERVICE CHARGES ON THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE, A CAPITAL LEASE, A CONSTRUCTION SERVICES AGREEMENT, A BOND PURCHASE AGREEMENT, AND OTHER INSTRUMENTS, STATEMENTS AND DOCUMENTS NECESSARY 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.

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

RESOLUTION NO. 2024-45

A RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE LEASE REVENUE BONDS, SERIES 2024 (GPP MEDICAL FACILITY PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$2,000,000 FOR THE PURPOSE OF FINANCING “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.01, OHIO REVISED CODE, INCLUDING PAYING OR REIMBURSING THE COSTS OF CONSTRUCTING, EXPANDING, RENOVATING, REMODELING, EQUIPPING, INSTALLING AND IMPROVING A MEDICAL FACILITY LOCATED IN THE CITY OF CLEVELAND, OHIO TOGETHER WITH VARIOUS SITE IMPROVEMENTS; AUTHORIZING THE ACQUISITION OF A LEASEHOLD INTEREST IN THE PROJECT SITE; AUTHORIZING A CAPITAL LEASE TO PROVIDE FOR THE LEASING OF THE PROJECT FACILITIES AND PROJECT SITE BY THE PORT AUTHORITY TO GPP MEDICAL FACILITY LLC FOR THE PAYMENT OF BOND SERVICE CHARGES ON THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE, A CAPITAL LEASE, A CONSTRUCTION SERVICES AGREEMENT, A BOND PURCHASE AGREEMENT, AND OTHER INSTRUMENTS, STATEMENTS AND DOCUMENTS NECESSARY 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)(1)(b) – Medical Center Company Project

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as “**Exhibit B**” (slides 11-17). Director Wondolowski asked whether the developers were present to address the Board. Chairman Holmes replied there is no need since the transaction is a financial

enhancement. Director Wondolowski stated the Board has been very clear in the past, requesting that representatives be present to specifically address their commitment to the Port's inclusion policy. Director Jackson added that it's not too much of an ask to have developers and/or representatives present, especially for an ask of \$80 million. Chairman Holmes stated that it was his decision to not have a representative here today, and he disagrees that it's necessary for them to be present, particularly for a financial enhancement. Director Wondolowski said he believes it's the Board's decision, not that of the Chairman. He noted that the request for developer presence was very clear, and the Chairman said it was not necessary to make a motion for this to take place at future meetings. Director Wondolowski further stated he will not be voting on this or any future projects unless developers/representatives are present.

On motion by Director Zone Fisher, seconded by Director McNair, and approved 8-1 by roll call vote (*nay due to developer not being present: Wondolowski*),

RESOLUTION 2024-46

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$80,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF VARIABLE RATE REVENUE BONDS, SERIES 2024A AND SERIES 2024B (THE MEDICAL CENTER COMPANY PROJECT) FOR THE PURPOSE OF: (A) REFUNDING ALL OR A PORTION OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY VARIABLE RATE REVENUE BONDS, SERIES 2014A (THE MEDICAL CENTER COMPANY PROJECT); (B) REFUNDING ALL OR A PORTION OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY VARIABLE RATE REVENUE BONDS, SERIES 2014B (THE MEDICAL CENTER COMPANY PROJECT); (C) PAYING A PORTION OF THE COST OF THE PROJECT AND (D) PAYING CERTAIN COSTS OF ISSUANCE OF THE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT AND A TRUST INDENTURE TO PROVIDE FOR THE PAYMENT OF BOND SERVICE CHARGES ON THOSE BONDS AND OTHER INSTRUMENTS, STATEMENTS AND DOCUMENTS IN CONNECTION WITH THE ISSUANCE 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)(1)(c) – Allerton Apartments: Affordable Housing Project, Tax-Exempt Governmental Note

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as “**Exhibit B**” (slides 18-23). Director Wondolowski asked whether the property is Section 8 or affordable housing. Ms. Winslow replied it will remain Section 8 and noted there's been an increase in interest in these types of projects due to the increased need for low income housing.

On motion by Director McNair, seconded by Director Shumate, and approved 8-1 by roll call vote (*nay due to developer not being present: Wondolowski*),

RESOLUTION No. 2024-47

A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$34,000,000 AGGREGATE PRINCIPAL AMOUNT OF A MULTIFAMILY NOTE (GOVERNMENTAL) (ALLERTON APARTMENTS) BY THE CLEVELAND-CUYAHOGA PORT AUTHORITY, THE PROCEEDS OF WHICH SHALL BE LOANED TO ALLERTON PRESERVATION LLC, AN OHIO LIMITED LIABILITY COMPANY, TO FINANCE THE ACQUISITION AND REHABILITATION OF A MULTIFAMILY RESIDENTIAL RENTAL HOUSING FACILITY; PROVIDING FOR THE PLEDGE OF REVENUES FOR THE PAYMENT OF SUCH OBLIGATIONS; AUTHORIZING A FUNDING LOAN AGREEMENT AND A PROJECT LOAN AGREEMENT APPROPRIATE FOR THE PROTECTION AND DISPOSITION OF SUCH REVENUES AND TO FURTHER SECURE SUCH OBLIGATIONS; AUTHORIZING A TAX CERTIFICATE, A REGULATORY AGREEMENT AND DECLARATION OF RESTRICTIVE COVENANTS AND AUTHORIZING OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE ISSUANCE OF SUCH OBLIGATIONS

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)(d) – Central Mutual Insurance Company – Bond Fund PACE Revenue Bonds

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as “**Exhibit B**” (slides 24-30).

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

RESOLUTION NO.2024-48

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$8,000,000 OF TAXABLE REVENUE BONDS OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY UNDER THE PORT OF CLEVELAND BOND FUND PROGRAM FOR THE PURPOSE OF FINANCING COSTS OF “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF OHIO REVISED CODE SECTION 4582.01, CONSISTING OF SPECIAL ENERGY IMPROVEMENT PROJECTS, TO BE FINANCED IN COOPERATION WITH THE TOLEDO-LUCAS COUNTY PORT AUTHORITY; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE TO SECURE SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A COOPERATIVE AGREEMENT, A DISBURSING, PAYMENT, AND COLLATERAL AGREEMENT, AND RELATED AGREEMENTS; AUTHORIZING THE SALE OF THE REVENUE BONDS PURSUANT TO A BOND PURCHASE AGREEMENT; AUTHORIZING THE EXECUTION AND DISTRIBUTION OF A DISCLOSURE STATEMENT IN CONNECTION WITH THE SALE OF THE REVENUE BONDS; AND APPROVING RELATED MATTERS

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

Before moving forward with the Agenda, Director Wondolowski made a motion that in the future all developers will be present at Board Meetings. The motion was seconded by Director McCafferty. Following discussion amongst Board Members, Director Wondolowski withdrew his original motion. Director Wondolowski then made a motion to require developers to attend Board Meetings in person or virtually for capital lease structure development projects. The motion was seconded by Chairman Holmes and unanimously carried by roll call vote.

MARITIME COMMITTEE

Agenda Item 4(C)(2)(a) – Submerged Lands Lease

Ms. Linda Sternheimer addressed the Board and referred to a presentation attached hereto as “**Exhibit B**” (slides 31-35).

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

RESOLUTION NO. 2024-49

A RESOLUTION DECLARING THE POSITION OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY WITH RESPECT TO A PROPOSED LEASE OF SUBMERGED LANDS AT 17403 DORCHESTER BLVD, CLEVELAND, OHIO 44119

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

MARITIME COMMITTEE

Agenda Item 4(C)(2)(b) – Flotsam & Jetsam Update

Mr. Jared Magyar addressed the Board and referred to a presentation attached hereto as “**Exhibit B**” (slides 37-47). Director Shumate asked how long the program has been active and Director Zone Fisher asked whether the students are given assistance with job placement. Mr. Magyar replied the program has been active since 2012, and Davis High School assists students with job placements. In addition, many of the students have their pilot’s license before they graduate.

MARITIME COMMITTEE

Agenda Item 4(C)(2)(c) – Capital Projects Supplier Diversity Tracking Update

Mr. David Gutheil addressed the Board and referred to a presentation attached hereto as “**Exhibit B**” (slides 48-49). Mr. Wenham added that 30% is the goal so currently we’re exceeding the goal and are set up for similar success in 2025.

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 4(C)(1)(a) – Budget Process

Mr. Carl Naso addressed the Board and referred to a presentation attached hereto as “**Exhibit C**”. Director Cartagena noted that if the Director’s would like additional information regarding budget, now is the time to make that request. The goal is to vote on the budget at the December Board


Meeting. Referring to Slide 2, Director Wondolowski asked where the numbers come from. Mr. Naso replied the numbers reported via affidavits from the contractors. The Port then looks at the numbers and asks for additional information if any clarification is needed. Director Shumate noted that LCP is a certified payroll system, and those numbers are verified, and asked if there's a verification of the actual spend on what the contractor submits. Mr. Naso replied no, the Port relies on a signed, certified affidavit submitted by the contractor. Director Wondolowski noted he's skeptical about self-reporting from certain contractors since he's seen falsified documents in the past. He suggested looking into programs like LCP tracker being housed at the Port. Director Jackson noted that the categories are very broad, for example travel. Director Cartagena stated that's the type of feedback we're looking for and suggested emailing any specific request to Mr. Naso so that it can be included in the next report.


PUBLIC COMMENT PERIOD – Non-Agenda Items

No public comment regarding non-agenda items.

Director Wondolowski made a motion to enter into Executive Session for the purpose to consider the employment, compensation or discipline of a public employee, seconded by Director McNair, and unanimously carried by roll call vote, the meeting was adjourned into Executive Session at 11:41 a.m.

The Board reconvened the meeting and exited Executive Session at 1:40 p.m. On motion by Director McCafferty, seconded by Director Shumate, the meeting was adjourned at 1:41 p.m.


CHAIR


ASST. SECRETARY