

**MINUTES**

**CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY  
BOARD OF DIRECTORS MEETING  
Thursday, December 12, 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, December 12, 2024, with notice of the meeting information provided to the public in advance. The meeting was called to order by Chairman Holmes at 9:13 a.m. Attendance by roll call showed the following:

PRESENT

Luis Cartagena  
J. Stefan Holmes  
Andrew Jackson  
Ryan McCafferty  
Glen Shumate  
Teleange Thomas – via Zoom  
Dave Wondolowski  
Peggy Zone Fisher – via Zoom

ABSENT & EXCUSED

Darrell McNair

ALSO PRESENT

C. Beck, Senior Manager of Planning, Environment, and Information Systems  
K. Cotton, Manager, Marketing & Communications  
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  
P. Van Rumppe, Walter Haverfield  
T. Bailey, Logistec  
R. Corrigan, Logistec  
K. Palmer, Crains  
N. LaPointe, Littoral

APPROVAL OF MINUTES

The minutes of the Board of Directors meeting of November 14, 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 Jackson, the Minutes of November 14, 2024 were unanimously approved by roll call vote.

The minutes of the Board of Directors Special Meeting of November 19, 2024 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Cartagena, seconded by Director McCafferty, the Minutes of November 19, 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 recognized this is Mr. Friedman's last Board Meeting and thanked him for his service. Chairman Holmes read a resolution from County Executive Ronayne attached hereto as "**Exhibit A**".

**PRESIDENT'S COMMENTS**

Mr. Friedman addressed the Board and referred to a document attached hereto as "**Exhibit B**" (slide 2). He also thanked and complimented Ms. Carly Beck for her contributions during her tenure at the Port and stated her departure is a huge loss for the organization. Director Zone Fisher stated the Port has an amazing team, but it always begins with the leader. Will has set an environment for success. Mr. Friedman added that his time at the Port has truly been a privilege.

**MARITIME COMMITTEE**

*Agenda Item 4(C)(1)(a) – SPMF Berm Raising (2025-2028), Consulting Contract for Littoral Services*

Mr. Matt Wenham addressed the Board and referred to a presentation attached hereto as "**Exhibit B**" (slides 3-10). Director Wondolowski asked whether there is any issue with the consultant being a former employee. Mr. Wenham replied it was determined there are no conflicts.

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

RESOLUTION NO. 2024-51

A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION  
OF AN AGREEMENT WITH LITTORAL SERVICES, LLC FOR THE PURPOSE OF  
UNDERTAKING THE SCOPE OF SERVICES FOR SPMF BERM RAISING (2025-2028) IN  
AN AMOUNT OF \$940,570 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) – Operating Agreement for Logistec USA Inc.*

Mr. Dave Gutheil addressed the Board and referred to a presentation attached hereto as "**Exhibit B**" (slides 11-15). Director Jackson asked how Logistec compares to the other interested firms.

Mr. Gutheil replied it wasn't a public process so he's unable to give names. Two of the firms currently operate in the Great Lakes, two operate in West Coast ports. One was a national firm that specializes more in containers, and didn't have as much of the general cargo terminal experience as Logistec. The other firm on the Great Lakes is very heavy in the bulk side of the business, not as much in general cargo. And the fourth firm has a mix of everything but is much smaller. Logistec handles general cargo, and they also have a huge container operation in Montreal as an example, and they handle containers in other ports. Logistec is more rounded. Director McCafferty asked about the nature of the contract and the renewal process. Mr. Gutheil replied it's a 1-year agreement for the 2025 season with nine additional one-year options. It's structured like the agreement that's currently in place that started in 2019, which was a 1-year agreement with six one-year options. Mr. Rodney Corrigan addressed the Board and provided a brief background on Logistec as well as their future plans.

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

#### RESOLUTION NO. 2024-52

A RESOLUTION APPROVING LOGISTEC USA INC. AS A TERMINAL OPERATOR, AND AUTHORIZING AND APPROVING AN OPERATING AGREEMENT FOR STEVEDORE SERVICES FOR DOCKS 22-28 AND WAREHOUSE A, WAREHOUSE 22, WAREHOUSE 24, WAREHOUSE 26, AND THE MAINTENANCE SHOP

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

Mr. Gutheil then made a short statement on behalf of Port staff. When Will accepted the CEO position the port was a mess. The positive state of the current port is completely because of the leadership that Will provided during the last 14 years. The improvements made throughout the community and in the port have made a substantial difference to our reputation around northeast Ohio and frankly around the maritime community in general around the country. Cleveland is thought of as one of the best small to mid-size ports in the industry. We're a better port and a better staff because of Will's leadership. We appreciate Will's hard work, and he will certainly be missed.

#### **BUDGET & ADMINISTRATION COMMITTEE**

##### ***Agenda Item 4(C)(2)(a) – 2024 Operating Forecast (Update)***

Mr. Carl Naso addressed the Board and referred to a presentation attached hereto as "**Exhibit C**". Director Cartagena asked how long it typically takes to close out a month. Mr. Naso replied approximately 15-20 days. However, it can be longer pending circumstances since we have limited bandwidth. Director Jackson asked why none of the Community Investment Funds (CIF) were spent last year. Mr. Naso replied that due to the many staffing changes and departure of Director Copeland, Chair of the CIF Committee, we didn't want to rush anything through and the project stalled. This year the CIF is in a much better position.

**BUDGET & ADMINISTRATION COMMITTEE**

***Agenda Item 4(C)(2)(b) – 2025 Operating Budget***

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

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

RESOLUTION NO. 2024-53

A RESOLUTION ADOPTING THE 2025 OPERATING BUDGET  
OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY FOR THE FISCAL  
YEAR BEGINNING JANUARY 1, 2025

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)(2)(c) – 2025 Capital Budget***

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

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

RESOLUTION NO. 2025-54

A RESOLUTION ADOPTING THE 2025 CAPITAL BUDGET  
OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY FOR THE FISCAL  
YEAR BEGINNING JANUARY 1, 2025

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)(2)(d) – 2025 Appropriations***

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

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

RESOLUTION NO. 2024-55

A RESOLUTION TO MAKE APPROPRIATIONS FOR THE CURRENT EXPENSES  
AND OTHER EXPENDITURES OF THE CLEVELAND-CUYAHOGA COUNTY PORT  
AUTHORITY DURING THE PERIOD FROM JANUARY 1, 2025 THROUGH DECEMBER  
31, 2025

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.

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 Chairman Holmes, and unanimously carried by roll call vote, the meeting was adjourned into Executive Session at 10:52 a.m. The Board reconvened the meeting and exited Executive Session at 11:32 a.m.

**BUDGET AND ADMINISTRATION COMMITTEE**

***Consideration of Resolution No. 2024-56***

Chairman Holmes then introduced Resolution No. 2024-56, authorizing and approving a separation agreement by and between the Port Authority and William D. Friedman and authorizing the expenditure of funds as set forth in the separation agreement in the form on file with the Board. On motion by Chairman Holmes, seconded by Director Jackson, and approved by roll call vote unanimously (8-0),

RESOLUTION NO. 2025-56

A RESOLUTION AUTHORIZING AND APPROVING A SEPARATION AGREEMENT  
AND AUTHORIZING AND APPROVING THE EXPENDITURE OF FUNDS

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

On motion by Director McCafferty, seconded by Director Cartegena, the meeting was adjourned at 11:36 a.m.



CHAIR



SECRETARY