

**THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY
BOARD MEETING**

**Thursday, January 8, 2004
5:00 PM at the Port Authority Offices**

I. CALL TO ORDER

Jack Rouse called the January meeting of the Port of Greater Cincinnati Development Authority Board of Directors to order at 5:05 P.M.

II. BOARD MEMBERS PRESENT

Fonner, John
Hale, Joe
Hull, Betty
Humes, Tom
Love, Steve
Kull, Ron
Muller, Paul
Otto, Charlotte
Rouse, Jack
Siebenburgen, David
Vehr, Nick
Zimmer, Joe

EXCUSED:

George, Lou
Bailey, Clifford
JioDucci, J.J. Johnson
Kearney, Eric
Budig, Otto
Reid, Janet

STAFF:

Satzger, Kim
Sharp, Tim

GUESTS:

Kyles, Wiley	W. Bernard Kyles & Co.
Cundiff, Jim	Hamilton County
Phillips, Bonnie	City of Cincinnati
Krueger, Jennifer	Tetra Tech
Kohnen, Monica	Graydon, Head, & Richey
Osborne, Kevin	Cincinnati Post
Ratterman, Ed	City of Cincinnati
Blank, Dan	Seaasongood & Mayer
Jennings, Bob	Griffin & Fletcher
Arnold, Kent	Vision Land Development
Williams, John J.	Gonzalez, Saggio & Harlan
Jones, Bruce	Squire, Sanders & Dempsey
Neill, Sean	HR&A
Blinn, Tom	3CDC
Lange, Carolyn	Mills Corporation (via telephone)

III. APPROVAL OF MINUTES

MOTION: John Fonner moved that the minutes of Thursday, November 25, 2003 be approved. Nick Vehr seconded the motion. The motion was passed unanimously.

Jack Rouse requested that two agenda items be considered at the beginning of the meeting. (Guests representing the Cincinnati Mills and Millworks projects were present.)

IV. OTHER BUSINESS

Cincinnati Mills Parking & Infrastructure Project – Tax Increment Financing Bond Resolution

Tim Sharp introduced the project team for the Cincinnati Mills Project. The Cincinnati Mills Parking & Infrastructure Project involves the financing of parking and public improvements related to the redevelopment of the former Forest Fair Mall. Sharp also provided an update on project progress since the Port Board adopted the Resolution - Declaration of Intent to Issue Bonds for the project at the June 2003 Board Meeting. Dan Blank with Seasongood & Mayer provided an overview of the financing elements including the basic structure of tax increment financing revenues dedicated by the cities of Forest Park and Fairfield to repay \$18 million in tax-exempt bonds. If the tax increment revenues do not meet the debt service requirement to repay the bonds, special assessments on the property will provide the necessary funds to meet the bond debt service on an annual basis. Bruce Jones with Squire Sanders & Dempsey and John J. Williams with Gonzalez, Saggio & Harlan provided an overview of issuer related risks related to the financing and how this structured financing and related agreements provide certain indemnifications to the Port Authority as issuer.

Tom Humes asked which company would make the payments on the Bonds. Dan Blank responded Cincinnati Mills LLC, a subsidiary of the Mills Corporation. Nick Vehr asked when the Mills Corporation would announce new tenants on the site. Carolyn Lange with the Mills Corporation responded that announcements would be made as soon as April.

MOTION: Dave Siebenburgen made a motion to adopt the Bond Resolution related to the Cincinnati Mills project. Nick Vehr seconded the motion. The motion was passed unanimously by roll call vote.

V. BROWNFIELD UPDATE

Millworks Project-Declaration of Intent to Issue Bonds Resolution/Grant Application Resolution

Tim Sharp introduced the project team and presented an overview of the project. Kent Arnold with Vision Land Development described the project. The Millworks project involves the redevelopment of the former Cincinnati Milicron/Cincinnati Machine Industrial site. The property is planned to be redeveloped into a mixed-use (retail/office) campus. The City of Cincinnati has requested that the Port Authority participate in the project. The Port Authority's role includes development finance of public improvements and a grant application to the State of Ohio for environmental clean-up and demolition of the site's former power plant. Tim Sharp described today's Port Board action items. (1) A Resolution declaring the Port Authority's intent to issue Bonds for the public improvements related to the project and (2) a Resolution authorizing the Port Authority staff to apply for and receive a grant from the State of Ohio/Clean Ohio fund for environmental clean-up and demolition of the site's former power plant.

MOTION: David Siebenburgen moved to adopt the Resolution-Declaration of Intent to Issue Bonds. Charlotte Otto seconded the motion. The motion was passed unanimously.

MOTION: David Siebenburgen moved to adopt the Resolution-Authorizing Grant Application to State of Ohio. Charlotte Otto seconded the motion. The motion was passed unanimously.

Polk Building Grant Application-Resolution

Tim Sharp provided an overview of the R.L. Polk Building Redevelopment in downtown Cincinnati. The former publishing and binding building is planned to be redeveloped into office space and for-sale residential units. The developer has hit a barrier with plans because of environmental issues with the building. The City of Cincinnati and the developer approached the Port Authority to apply for funds to clean-up the environmental issues related to the building that will allow the redevelopment to begin. Tim Sharp presented the Resolution authorizing the Port Authority staff to apply for and receive State of Ohio/Clean Ohio funds.

MOTION: Charlotte Otto moved to adopt the Resolution. John Fonner seconded the motion. The motion was passed unanimously.

VI. ORGANIZATIONAL UPDATE

Finance Report

Tim Sharp introduced the Finance Report and Wiley Kyles with W. Bernard Kyles and Co. Wiley provided an overview of the finance report including a balance sheet and income statement.

Resolution-Appropriations 2004

Tim Sharp provided a description of the proposed Port Authority 2004 appropriations budget. The budget allows hiring additional Port Authority staff throughout 2004. Tim Sharp offered for Board consideration the Resolution appropriating funds for 2004 operations for the Port Authority.

MOTION: Paul Muller made a motion to adopt the resolution. John Fonner seconded the motion. The motion was passed unanimously.

Professional Services Partnering Update

Tim Sharp provided the December 2003 report.

VII. THE BANKS UPDATE

Port/3CDC Memorandum of Understanding-Draft

Jack Rouse introduced the partnering arrangement currently in the works between 3CDC and the Port Authority related to The Banks project. Jack Rouse asked the Board to consider the working draft of the MOU in advance of the February Board meeting action.

Riverfront Park Grant Funding Update

Tim Sharp announced that The Port Authority/Cincinnati Park Board efforts in securing Park design funding was successful in November when Congress passed an Energy and Water Bill including \$350,000 for Riverfront Park design.

TRAC Board Grant Update

Tim Sharp also provided an update on the TRAC Board action in December 2003 to place the Banks project on the list to be funded following the public comment period.

EDA Grant Application Update

Tim Sharp stated that the second part of the EDA grant full application for Freedom Way was filed in December.

VIII. ADJOURNMENT

MOTION: Dave Siebenburgen made a motion to adjourn the meeting at 6:10 P.M. Nick Vehr seconded the motion. The motion carried unanimously.

Respectfully,

Tim Sharp
Secretary