

THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY
BOARD MEETING MINUTES
Thursday, March 11, 2004
7:30 AM at the Port Authority Offices

I. CALL TO ORDER

Jack Rouse called the March meeting of the Port of Greater Cincinnati Development Authority Board of Directors to order at 7:35 A.M.

II. BOARD MEMBERS PRESENT

Budig, Otto
Fonner, John
George, Louis
Humes, Tom
JioDucci, JJ Johnson
Kearney, Eric
Kull, Ron
Love, Steve
Muller, Paul
Rouse, Jack
Siebenburgen, David
Vehr, Nick
Zimmer, Joe
Reid, Janet

EXCUSED:

Bailey, Clifford
Hale, Joe
Hull, Betty
Otto, Charlotte

STAFF:

Satzger, Kim

GUESTS:

Cundiff, Jim	Hamilton County
Kyles, Wiley	W. Bernard Kyles & Co.
Lewis, Don	Vory, Sater, Seymour & Pease
Osborne, Kevin	The Post
Phillips, Bonnie	City of Cincinnati
Ratterman, Ed	City of Cincinnati
Schwab, Kathy	UCCURC
Turley, Lance	Hull & Associates, Inc.
Williams, John J.	Gonzalez, Saggio & Harlan

III. APPROVAL OF MINUTES

MOTION: John Fonner moved that the minutes of Thursday, February 26, 2004 be approved. Otto Budig seconded the motion. The motion was passed unanimously.

Jack Rouse indicated that there would not be a Financial Report or a Partnering Report at this board meeting in light recent resignation of the former President of the Port Authority. Mr. Rouse indicated that the Interim President, Kim Satzger, would need some additional time to become familiar with the operations.

IV. BROWNFIELD PROJECTS UPDATE

4000 Red Bank Road Project (former Fairfax Ford Plant): Ms. Satzger explained that, in December, the Port Authority was awarded \$3 million in Clean Ohio Revitalization Funds for the remediation and demolition activities to take place at the 4000 Red Bank Road property. The Port Authority received the grant agreement from the Ohio Department of Development on March 3, 2004. In anticipation of receiving this agreement, the Port Authority negotiated its agreements with the project developer, as well as the environmental firm that will conduct the work. The resolutions and the associated agreements are included in the board packets.

Ms. Satzger further explained that Mark Norman of Vorys, Sater, Seymour and Pease provided the environmental legal counsel with regard to the agreements to which the presented project resolutions apply. However, Mark Norman was not available for today's meeting and sent his colleague, Don Lewis, to review the agreements and the associated resolutions with the Board of the Port Authority.

Mr. Lewis explained the resolutions associated with the Red Bank Road project.

First, Mr. Lewis reviewed a resolution enabling the Port Authority to enter into an agreement with the site developer, Red Bank Road LLC. The agreement is entitled the *First Amendment to Site Preparation and Development Agreement – 4000 Red Bank Road Site* and serves to clarify terms in the *Site Preparation and Development Agreement – 4000 Red Bank Road Site* including determining the project completion for the remedial activities to be undertaken at the site.

MOTION: John Fonner moved to adopt the Resolution in support of the *First Amendment to Site Preparation and Development Agreement – 4000 Red Bank Road*. Ron Kull seconded the motion. The motion was passed unanimously.

In addition, Mr. Lewis explained that the Port Authority is working with the developer, Red Bank Road LLC, on a second agreement, *Redevelopment Agreement*, which will enable the Port Authority to receive a monthly fee for the administration of the Clean Ohio Fund related work as well as receive reimbursements for expenses. Under this agreement, the developer will pay the Port Authority the sum of \$7,500 per month commencing March 2004 and continuing each month thereafter until the end of the month in which Continuing Port Services are concluded. In addition to the monthly fee, the developer shall reimburse the Port Authority for monthly out-of-pocket expenses not to exceed \$4,000 in a two-month period without prior approval by the developer.

MOTION: Dave Siebenburgen moved to adopt the Resolution in support of the *Reimbursement Agreement* with Red Bank Road LLC. Steve Love seconded the motion. The motion was passed unanimously.

Mr. Lewis reviewed the remaining resolution related to the environmental remediation work to be conducted at the 4000 Red Bank Road project site. The resolution will enable the Port Authority to enter into an agreement with the firm that will conduct the Clean Ohio-funded remediation and demolition activities, Hull & Associates, Inc. Hull will also supervise and certify that the cleanup activities were conducted according to the accepted Ohio EPA regulatory track.

Kim Satzger introduced Lance Turley of Hull & Associates.

Lance Turley explained that, in addition to the remediation and demolition activities associated with the 500,000 square foot building located on this 35 acre site, ground water remediation will be required.

Jack Rouse asked if the remediation and demolition activities that will take place for the Red Bank Road project were more complex than the Kemper Road project. Mr. Turley responded that, although the Red Bank Road site is not a Superfund site, it is several times the size of the Kemper Road site. Mr. Turley indicated that there will be a Cost Cap insurance policy put in place for the site remediation. This means that costs that are above the \$3 million provided by the Clean Ohio Revitalization Fund will be covered by an insurance policy which is designed to cover environmental contamination that is discovered after remediation is begun. The developer will fund the purchase of the Cost Cap insurance policy.

Eric Kearney asked how the Port Authority's Inclusion Policy will be incorporated into the implementation of this project.

Lance Turley explained that the Port Authority and Hull & Associates were working closely to identify opportunities for Small Business, Minority Business, and Woman Business Enterprises.

Steve Love explained that he and Kim Satzger had met to discuss the implementation of the Port Authority's economic inclusion-related activities. Mr. Love said that he had scheduled a meeting in early April with Ellington Management Service to discuss the development of a database. Mr. Love stated that he and Ms. Satzger plan to attend that meeting.

Nick Vehr stated that he thought that other local organizations had developed such a database and suggested that the Port Authority partner with one of these agencies.

Steve Love said that the Port Authority's database would be specific to the types of activities in which the Port Authority will engage (e.g., environmental engineering, environmental testing laboratories, hazardous waste haulers, construction). In addition to identifying Minority, Women, and Small Business Enterprises that are available to provide services in the areas for which the Port Authority requires the services of consultants and subcontractors, he recommends identifying the resources necessary to proactively implement an Economic Inclusion program.

MOTION: Otto Budig moved to adopt the Resolution in support of the *Contract for Clean Ohio Redevelopment Fund Environmental Services* with Hull & Associates Inc. Ron Kull seconded the motion. The motion was passed unanimously.

3333 Vine Street Project (Cincinnati Zoo): Kim Satzger explained that on March 8, 2004 this project is slated to be approved by the State of Ohio Controlling Board. This will enable the award of nearly \$500,000 in Clean Ohio Assistance Funds. The Port Authority is anticipating receiving the grant agreement from the Ohio Department of Development during the week of March 15, 2004. The 3333 Vine Street (Cincinnati Zoo) project is planning to begin the project immediately upon the execution of the grant agreement. To be prepared to assist the 3333 Vine Street Project in meeting its schedule, the Port Authority has negotiated its agreements with the developer, as well as the environmental consulting firm that will supervise the work.

Don Lewis explained that the first resolution in support of the 3333 Vine Street project enables the Port Authority to enter into an agreement with the site developer, Uptown Crossing Community Urban Redevelopment Corporation (UCCURC). UCCURC will act as the general contractor and perform the asbestos abatement and demolition activities at the site.

Kim Satzger introduced Kathy Schwab of the Uptown Crossing Community Urban Redevelopment Corporation. Ms. Schwab explained that she included a list of the subcontractors with which she plans to contract in order to perform the activities under this agreement. She explained that there is a strong participation by Minority, Women, and Small Business Enterprise.

Eric Kearney asked Don Lewis about Section 7.1.7 in the UCCURC agreement. He indicated that he did not think that UCCURC could prevent subcontractors from submitting liens on the property. Don Lewis indicated that this section was not intended to prevent a company for filing a lien; however to prevent UCCURC from causing a situation in which a lien was placed on the project.

MOTION: Dave Siebenburgen moved to adopt the Resolution in support of the *Contract for Clean Ohio Assistance Fund Environmental Services* with Uptown Crossing Community Urban Redevelopment Corporation. Nick Vehr seconded the motion. Ron Kull and Otto Budig abstained from voting on the resolution. The motion was passed unanimously.

Don Lewis explained that the final resolution for the 3333 Vine Street project would authorize the Port Authority to enter into an agreement with the firm (The Payne Firm) that will supervise and certify the Clean Ohio-funded remediation activities to ensure that the activities are conducted in accordance with the accepted Ohio EPA regulatory track for these activities.

MOTION: John Fonner moved to adopt the Resolution in support of the *Contract for Clean Ohio Assistance Fund Environmental Services* with the Payne Firm. Nick Vehr seconded the motion. Ron Kull and Otto Budig abstained from voting on the resolution. The motion was passed unanimously.

V. THE BANKS PROJECT UPDATE

Jack Rouse explained that the Port Authority continues to work very with 3CDC in moving forward on the TIFIA financing for The Banks project. He stated that the TIFIA application will be structured in such a way that if it was decided that TIFIA was not the appropriate financial vehicle for The Banks project, then the financial package could be used for the financial model that could best support The Banks development.

VI. PRESIDENT'S REPORT

Executive Session

At 8:30 a.m. Steve Love made a motion to move into executive session as follows:

“Motion pursuant to O.R.C. 121.22 G (1) to adjourn the meeting of the Board of Directors of the Port of Greater Cincinnati Development Authority and to go into executive session to discuss personnel matters relating to the appointment, employment, dismissal, promotion, and/or compensation of public employees.

Upon conclusion of the executive session, the Board will reconvene its meeting of the Board of Directors.”

The Board meeting reconvened at 9:00 a.m.

MOTION: Nick Vehr made a motion for the adoption of the resolution ratifying and approving a *Separation Agreement* for Tim Sharp. Steve Love seconded the motion. The motion was approved unanimously by a roll call vote.

MOTION: Nick Vehr made a motion for adoption of the resolution appointing a President and authorizing an employment agreement for Kim Satzger. The motion was seconded by Otto Budig. The motion was approved unanimously by a roll call vote.

MOTION: Nick Vehr made a motion to authorize the process for the selection of a permanent president for the Port of Greater Cincinnati Development Authority and read the resolution as detailed below. The motion was seconded by Otto Budig. The motion was approved unanimously by a roll call vote.

“Whereas, Timothy Sharp has entered into a Separation Agreement ending his services as President of The Port of Greater Cincinnati Development Authority; and

Whereas, Kimberly Satzger has been appointed President of The Port of Greater Cincinnati Development Authority pending the selection of a permanent President; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Port of Greater Cincinnati Development Authority:

Section 1. The Chairman of The Port of Greater Cincinnati Development Authority shall prepare for the next regularly scheduled meeting of the Board of Trustees a process for the selection of a Permanent President for The Port of Greater Cincinnati Development Authority which shall include a timetable for such selection.”

VII. ADJOURNMENT

MOTION: Ron Kull made a motion to adjourn the meeting at 9:08 A.M. Nick Vehr seconded the motion. The motion carried unanimously.

Respectfully,

Kim Satzger
Assistant Secretary