

Board Minutes

January 17, 2024 Board of Directors Meeting

Dinsmore & Shohl

255 East 5th Street, Cincinnati, OH 45202

1. **CALL TO ORDER**

Manuel Chavez called The Port Board of Directors meeting to order at 8:00am.

Board Members Present:

Chavez, Manuel

Spiller, Amy

Wideman, Melissa

Jones, Angelita

Fisher, Bobby

Bakel, Pradeep

Jones, Damon

Qualls, Roxanne

Duke, Rance

Staff Present:

Brunner, Laura

Denning, Philip

Hudson, Rick

Garth, Andrew

Castellini, Todd

Michael, Rahiel

Millikin, Tom

Fischer, Bill

Recht, Chris

Daniels, Jilson

2. **CHAIRMAN'S REPORT**

Manuel Chavez

Manuel Chavez informed the board that Rick Fischer has resigned from his position as Business Manager of Local 212 and board member of the Port. The board thanked him for his service and wished him well.

3. **APPROVAL OF MINUTES – December 13, 2023**

Manuel Chavez asked the Board members if there were any additions or modifications to the December 13, 2023, Board of Directors meeting minutes. Hearing none, he asked for a motion to adopt the meeting minutes.

Motion: Amy Spiller moved to adopt the minutes of the December 13, 2023, Board of Directors Meeting. The motion was seconded by Pradeep Bakel and was approved by the remainder of the Board.

4. PRESIDENTS REPORT

Laura Brunner

Laura Brunner presented the proposed goals for 2024, reviewing the goals and changes to the scorecard. Laura Brunner proposed to present to the board at the February meeting 2023 results and initial targets for 2024.

The board discussed and asked questions about the goals, all of which were answered to satisfaction.

5. ELECTION OF OFFICERS

Roxanne Qualls moved pursuant to the by-laws of the Port, article 2, sections 1 and 2, that Amy Spiller be elected as Vice Chairperson and Manuel Chavez be elected as Chairperson for a term commencing January 1, 2024, through December 31, 2024. Rance Duke seconded the motion with all in favor.

6. EXECUTIVE SESSION

Manuel Chavez moved pursuant to R.C. 121.22 (G)(2) to adjourn the meeting of the Board of Directors of the Port and to go into executive session for the purpose of the purchase of property for public purposes.

The board, by roll call vote, approved the motion and entered into executive session.

The Board entered executive session at 8:15am. The Board of Directors meeting reconvened at 8:28am.

7. INDUSTRIAL

Melissa Johnson

Melissa Johnson presented information on the Port's acquisition of the Crosley building, providing details on the building and the next steps moving forward.

Manuel Chavez asked for a motion to approve Resolution 2024-01,

AUTHORIZING THE PURCHASE OF CERTAIN REAL PROPERTY LOCATED WITHIN HAMILTON COUNTY, OHIO

Melissa Johnson presented information on the purchase of real estate pursuant to the Port's industrial strategy. Questions were asked by the board and were answered to satisfaction.

Motion: Melissa Wideman moved to approve Resolution 2024-01. The motion was seconded by Damon Jones and was approved by the remainder of the board.

Manuel Chavez asked for a motion to approve Resolution 2024-02;

AUTHORIZING THE PURCHASE OF CERTAIN REAL PROPERTY LOCATED WITHIN HAMILTON COUNTY, OHIO

Motion: Damon Jones moved to approve Resolution 2024-02. The motion was seconded by Pradeep Bakel and was approved by the remainder of the board.

8. PUBLIC FINANCE

Todd Castellini

Todd Castellini presented Resolution 2024-03; a resolution to extend maturity of existing bonds as related to a previous project for Fountain Square.

A RESOLUTION AUTHORIZING SUPPLEMENTS AND AMENDMENTS TO CERTAIN DOCUMENTS AUTHORIZED BY RESOLUTION NOS. 2009-10, 2009-17, 2011-11, 2014-11, 2017-04, 2018-17, 2020-36 AND 2023-07 OF THIS BOARD, AND AUTHORIZING AND APPROVING RELATED ACTIONS AND MATTERS.

Motion: Roxanne Qualls moved to approve Resolution 2024-03. The motion was seconded by Rance Duke and was approved by the remainder of the board.

Todd Castellini presented Resolution 2024-04, a TIF bond to be issued with the Dayton Port Authority as part of the Bond Fund.

The board asked questions about the project, all of which were answered to satisfaction.

A RESOLUTION (I) AUTHORIZING AND APPROVING THE ISSUANCE OF BONDS THROUGH THE SOUTHWEST OHIO REGIONAL BOND FUND, IN THE MAXIMUM PRINCIPAL AMOUNT OF \$6,500,000 FOR THE PURPOSE OF FINANCING "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE, LOCATED ON CERTAIN REAL PROPERTY LOCATED IN THE CITY OF SIDNEY, OHIO; AND (II) AUTHORIZING THE EXECUTION, DELIVERY, AND PERFORMANCE OF ANY INSTRUMENTS, DOCUMENTS, OR CERTIFICATES RELATED TO THE ISSUANCE OF THE BONDS.

Motion: Melissa Wideman moved to approve Resolution 2024-04. The motion was seconded by Amy Spiller and was approved by the remainder of the board.

Todd Castellini presented Resolution 2024-05 to issue up to \$25MM in lease revenue bonds for the next phase of the Med Pace campus, RBM Phase III that will include a 580,000 SF office tower, and 1,100 space parking garage.

The board asked questions about the project, all of which were answered to satisfaction.

AUTHORIZING THE ISSUANCE AND SALE OF PORT AUTHORITY REVENUE BONDS IN A MAXIMUM PRINCIPAL AMOUNT OF \$250,000,000 FOR THE PURPOSE OF FINANCING THE COSTS OF ACQUIRING, CONSTRUCTING, AND OTHERWISE IMPROVING "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE, FOR THE BENEFIT OF N300 MEDPACE WAY, LLC, OR ITS PERMITTED AFFILIATES, SUCCESSORS OR ASSIGNS; AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AGREEMENT, A CAPITAL LEASE AGREEMENT, A CONSTRUCTION SERVICES AGREEMENT, A RECOGNITION AGREEMENT, A MORTGAGE, AN INDEMNITY AGREEMENT, AND OTHER RELATED AGREEMENTS IN CONNECTION WITH THE

TRANSACTION; AND APPROVING THE PROVISION OF AN OHIO SALES AND USE TAX EXEMPTION CERTIFICATE FOR THE PURCHASE OF BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THE PROJECT; AND AUTHORIZING AND APPROVING RELATED MATTERS.

Motion: Damon Jones moved to approve Resolution 2024-05. The motion was seconded by Rance Duke and was approved by the remainder of the board.

Todd Castellini presented Resolution 2024-06 to enter into a preliminary agreement for a mixed-use development in the west end surrounding TQL Stadium. When plans are final there will be a capital lease structure brought to the board.

The board asked questions about the project, all of which were answered to satisfaction.

AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT IN CONNECTION WITH THE WEST END MIXED-USE DEVELOPMENT AND THE PROVISION OF OHIO SALES AND USE TAX EXEMPTION CERTIFICATES FOR THE PURCHASES OF CERTAIN BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THAT SITE.

Motion: Bobby Fischer moved to approve Resolution 2024-06. The motion was seconded by Amy Spiller and was approved by the remainder of the board.

9. FINANCIAL REPORT

Rick Hudson

Rick Hudson stated the November financials were available in the meeting materials and the next month the December unaudited financials would be presented.

10. EXECUTIVE SESSION

Manuel Chavez moved pursuant to R.C. 121.22 (G)(4) to adjourn the meeting of the Board of Directors of the Port and to go into executive session for the sole purpose of a discussion and review of the terms and conditions of employment for an employee of the agency.

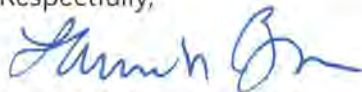
The board, by roll call vote, approved the motion and entered into executive session.

The Board entered executive session at 8:48am. The Board of Directors meeting reconvened at 9:23am.

11. ADJOURNMENT

The January 17, 2024 Board of Directors meeting adjourned at 9:25 am.

Respectfully,



Laura N. Brunner
Secretary