

Board Minutes



March 9, 2016 Board of Directors Meeting

The Taft Center at Fountain Square, 425 Walnut Street, Cincinnati, OH 45202

1. **CALL TO ORDER**

Charlie Luken called the Port of Greater Cincinnati Development Authority Board of Directors meeting to order at 7:58a.m.

Board Members Present:

Luken, Charlie	Robertson, Scott
Fisher, Bobby	Jacobs-Horton, Lydia
Wright, Shane	San Marco, Mario

Staff Present:

Brunner, Laura	Castellini, Todd
Thomas, Susan	Robb, Deborah
Hall, Darin	Hudson, Rick
Johnson, Melissa	Recht, Chris

Guests:

Schulte, Skip – Citizen	Wallace, Jeff – Parsons Brinckerhoff
Shenk, Andy - Citizen	Engel, Liz – WCPO.com
Wetterich, Chris – Business Courier	Woodside, Patrick, Frost Brown Todd
Braggs, Robert – US Senate	Hussein, Fatima – Cincinnati Enquirer

2. **WELCOME AND INTRODUCTIONS**

Mr. Luken welcomed the board members and the guests.

3. **APPROVAL OF MINUTES – February 10, 2016**

Mr. Luken asked the Board members if there were any additions or modifications to the February 10, 2016 Board of Directors meeting minutes. Hearing none, he asked for a motion to adopt the meeting minutes.

Motion: Shane Wright moved to adopt the minutes of the February 10, 2016 Special Board of Directors Meeting. The motion was seconded by Mario San Marco and was approved unanimously.

4. **CHAIRPERSON'S REPORT**

Mr. Luken congratulated the staff on the success of the UC Study results presented the previous night. Mr. Luken also informed the board of Otto Budig, Jr's resignation from the board. Mr. Luken recognized Mr. Budig, Jr's long commitment to the Port Authority.

5. **PRESIDENT'S REPORT**

Laura Brunner

Ms. Brunner thanked the staff for the successful event the previous night, rolling out the UC Study results. Ms. Brunner gave updates about future events involving Port Authority staff, including Darin Hall at the Neighborhood Summit and Susan Thomas teaching a Finance Infrastructure course in the University of Cincinnati Real Estate Program.

6. **NEIGHBORHOOD STRATEGY**

Darin Hall

Mr. Hall reminded the board of all the Port Authority's hard work to build momentum in the Bond Hill & Roselawn areas. Mr. Hall called attention to Resolution 2016-05, authorizing additional capital expenditures to complement the successful work in the Bond Hill business district. Specifically, this would be used for Swift Park and acquisition of strategic properties in the business district.

Formal Action Requested – Before the Board today is proposed Resolution 2016-05 entitled:

RESOLUTION AUTHORIZING \$1,000,000 OF CAPITAL EXPENDITURES IN BOND HILL FOR THE DEVELOPMENT OF SWIFT PARK AND REDEVELOPMENT OF THE BUSINESS DISTRICT

Motion: Bobby Fisher moved to approve Resolution No. 2016-05. The motion was seconded by Lydia Jacobs-Horton and was approved.

7. **PUBLIC FINANCE**

Susan Thomas, Todd Castellini

Mr. Castellini gave a brief presentation and history related to Resolutions 2016-06, 2016-07 & 2016-08. The project is for a redevelopment and development of a 29-acre site used by Medpace, Inc. These resolutions are for Phase 2A, which involves the redevelopment of 4 acres of the site, transforming a portion of the current parking garage into a 6 story, 239 room hotel and conference center.

Ms. Thomas gave some details about the Phase 2A project, including the total cost of \$80 million. The \$80 million is proposed to be financed by a combination of \$17.5 million in tax increment financing bonds issued by the Port Authority in partnership with the City of Cincinnati. \$65 million in revenue bonds will be issued for the remainder.

As reference for the board, Ms. Thomas pointed out this project is most similar to the Queen City Square project. Ms. Thomas also gave some background on the hotel operator, Dolce Hotels & Resorts, and how it was a good fit for the Medpace campus.

The board asked several questions about the project and the resolutions, all of which were answered to the board's satisfaction.

Formal Action Requested – Before the Board today is proposed Resolution 2016-06 entitled:

A RESOLUTION AUTHORIZING THE ACQUISITION, CONSTRUCTION, AND DEVELOPMENT OR REDEVELOPMENT OF AND ACTIONS PERTAINING TO THE FINANCING OF REAL AND PERSONAL PROPERTY COMPRISING PORT AUTHORITY FACILITIES WITHIN THE MADISONVILLE NEIGHBORHOOD OF CINCINNATI; AUTHORIZING ACCEPTANCE OF TITLE TO AND THE IMPROVEMENT AND DEVELOPMENT OF THE PROJECT SITE, INCLUDING CONSTRUCTION AND EQUIPPING OF A HOTEL, PARKING GARAGE AND RELATED INFRASTRUCTURE; AUTHORIZING THE EXECUTION AND DELIVERY OF A COOPERATIVE AGREEMENT, A SERVICE AGREEMENT AND CONSTRUCTION MANAGER-AT-RISK AGREEMENTS, ALL PERTAINING TO THE PROJECT; AUTHORIZING THE SIGNING OF RELATED DOCUMENTS AND AUTHORIZING AND APPROVING RELATED MATTERS

Motion: Shane Wright moved to approve Resolution 2016-06. The motion was seconded by Scott Robertson and was approved.

Formal Action Requested – Before the Board today is proposed Resolution 2016-07 entitled:

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY OF LEASE REVENUE BONDS, IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$65,000,000, FOR THE PURPOSES OF FINANCING COSTS OF ACQUIRING, CONSTRUCTING, IMPROVING AND OTHERWISE DEVELOPING “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE; AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE OF THOSE PORT AUTHORITY FACILITIES AND THE SITE THEREOF TO PROVIDE REVENUES TO PAY BOND SERVICE CHARGES ON THOSE LEASE REVENUE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE AND RELATED AGREEMENTS, INSTRUMENTS AND DOCUMENTS, INCLUDING A MORTGAGE AND CASH MANAGEMENT AGREEMENT, TO PROVIDE FOR THE TERMS OF AND THE SECURITY FOR THOSE LEASE REVENUE BONDS AND FOR THE PAYMENT OF BOND SERVICE CHARGES ON, AND THE REPAYMENT OF, THE LEASE REVENUE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT TO PROVIDE FOR THE SALE OF THOSE LEASE REVENUE BONDS; AUTHORIZING THE DISTRIBUTION OF AN OFFERING DOCUMENT FOR SUCH LEASE REVENUE BONDS; AND AUTHORIZING AND APPROVING RELATED MATTERS.

Motion: Bobby Fisher moved to approve Resolution No. 2016-07. The motion was seconded by Lydia Jacobs-Horton and was approved.

Formal Action Requested – Before the Board today is proposed Resolution 2016-08 entitled:

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE BY THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY OF TAX INCREMENT FINANCING REVENUE BONDS IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$17,500,000 IN THREE SERIES, FOR THE PURPOSES OF FINANCING COSTS OF ACQUIRING, CONSTRUCTING, IMPROVING AND OTHERWISE DEVELOPING “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT AND RELATED AGREEMENTS, INSTRUMENTS AND DOCUMENTS TO PROVIDE FOR THE TERMS OF AND THE SECURITY FOR THOSE TAX INCREMENT FINANCING REVENUE BONDS AND FOR THE PAYMENT OF BOND SERVICE CHARGES ON, AND THE REPAYMENT OF, THE TAX INCREMENT FINANCING REVENUE BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A BOND PURCHASE AGREEMENT TO PROVIDE FOR THE SALE OF THOSE TAX INCREMENT FINANCING REVENUE BONDS; AUTHORIZING THE DISTRIBUTION OF AN OFFERING DOCUMENT FOR SUCH TAX INCREMENT FINANCING REVENUE BONDS; AUTHORIZING A TAX REGULATORY AGREEMENT AND SUCH OTHER INSTRUMENTS AS ARE NECESSARY WITH THERETO; AND AUTHORIZING AND APPROVING RELATED MATTERS

Motion: Scott Robertson moved to approve Resolution No. 2016-08. The motion was seconded by Bobby Fisher and was approved.

Ms. Thomas described Resolution 2016-09 in its relation to the funding strategy and the issuance of notes. The Resolution amount is for \$20 million for five-year notes.

The board asked questions about the resolution, which Ms. Thomas answered to their satisfaction.

Formal Action Requested – Before the Board today is proposed Resolution 2016-09 entitled:

AUTHORIZING THE ISSUANCE AND SALE OF ECONOMIC DEVELOPMENT MORTGAGE REVENUE BOND ANTICIPATION NOTES, SERIES 2016 (GREATER CINCINNATI PATIENT CAPITAL FUND), IN ONE OR MORE ISSUES AND IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$20,000,000, FOR THE PURPOSE OF FINANCING “COSTS” OF “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE, INCLUDING COSTS OF THE ACQUISITION, IMPROVEMENT AND OTHER DEVELOPMENT AND REDEVELOPMENT OF REAL PROPERTY TO PROMOTE ECONOMIC DEVELOPMENT AND THE CREATION AND RETENTION OF JOBS IN HAMILTON COUNTY AND THE CITY OF CINCINNATI; AUTHORIZING PLEDGED REVENUES TO SECURE PAYMENT OF SUCH NOTES, INCLUDING A PLEDGE OF NON-TAX REVENUES OF THE PORT AUTHORITY TO SECURE PAYMENT OF INTEREST ON THE NOTES WHEN DUE; AUTHORIZING THE EXECUTION OF A TRUST AGREEMENT AND OPEN-END MORTGAGE, ONE OR MORE NOTE PURCHASE AGREEMENTS, ONE OR MORE MORTGAGES AND OTHER RELATED AGREEMENTS AND INSTRUMENTS IN CONNECTION WITH THE FOREGOING; AND AUTHORIZING AND APPROVING RELATED MATTERS.

Motion: Lydia Jacobs-Horton moved to approve Resolution No. 2016-09. The motion was seconded by Scott Robertson and was approved.

8. RECORDS COMMISSION

Chris Recht

Mr. Recht stated that it is advisable the Port Authority adopt an official records retention schedule. Per the Ohio code, the first step is to set up a local records commission. This resolution officially establishes the commission.

Formal Action Requested – Before the Board today is proposed Resolution 2016-10 entitled:

A RESOLUTION APPROVING THE ESTABLISHMENT OF A LOCAL RECORDS COMMISSION PURSUANT TO OHIO REVISED CODE 149.412.

Motion: Shane Wright moved to approve Resolution No. 2016-10. The motion was seconded by Scott Robertson and was approved.

9. UC STUDY

Melissa Johnson

Ms. Johnson gave a brief presentation of the UC Study and the Re-Industrialization Strategy, giving some of the high level key findings from the previous day's large scale presentation. The study took five months to complete with three centuries of data included in the findings.

Ms. Johnson reviewed the areas that would be the focus of the strategy, and presented facts and information that compared the areas past and present day statistics, including taxes, wages, employment and the changes and trends in manufacturing.

As part of the Industrialization Strategy, Team D has pledged to redevelop 500 acres in seven years.

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

10. FINANCIAL REPORT

Shane Wright & Rick Hudson

Budget Update

Mr. Wright stated operating revenue for January was \$380,000; operating expenses were below plan at \$348,000.

Unrestricted cash \$600,000 equal to two months of operating expenses, with the \$700,000 payment from the city coming in during February.

Plante Moran audit team will begin the 2015 audit in April.

11. EXECUTIVE SESSION

Charlie Luken stated that the Board would go into Executive Session.

Motion: Lydia Jacobs Horton made a Motion pursuant to Ohio Revised Code 121.22 (G) (4) to adjourn the meeting of the Board of Directors of the Port of Greater Cincinnati Development Authority and to enter into an executive session for the sole purpose of a discussion and review of the terms and conditions of employment for an employee of the agency.

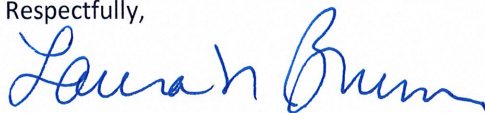
The motion was approved unanimously by roll call vote.

The Board adjourned into executive session at 8:49 a.m. The Board exited executive session and reconvened its Board of Directors meeting at 9:03 a.m.

12. ADJOURNMENT

The March 9, 2016 Board of Directors meeting adjourned at 9:04 a.m.

Respectfully,



Laura N. Brunner
Secretary