

Board Minutes

January 24, 2023 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 8:06am.

Board Members Present:

Manuel Chavez	Qualls, Roxanne
Spiller, Amy	Fischer, Rick
Duke, Rance	Jones, Angelita
Fisher, Bobby	

Staff Present:

Brunner, Laura	Hudson, Rick
Denning, Philip	Millikin, Tom
Recht, Chris	Garth, Andrew
Castellini, Todd	Fischer, Bill
Michael, Rahiel	Daniels, Jilson

2. **APPROVAL OF MINUTES – December 14, 2022**

Manuel Chavez asked the Board members if there were any additions or modifications to the December 14, 2022, Board of Directors meeting minutes. Hearing none, he asked for a motion to adopt the meeting minutes.

Motion: Rick Fischer moved to adopt the minutes of the December 14, 2022, Board of Directors Meeting. The motion was seconded by Amy Spiller and was approved unanimously.

3. **GOVERNANCE**

Andrew Garth

Andrew Garth presented Resolution 2023-01 that would allow up to three board members to participate virtually at board meetings. Andrew explained what rules would need to be followed for participation; the board discussed and offered suggestions which resulted in the resolution being amended to accommodate virtual participation via video conference only.

Formal Action Requested – Before the Board today is proposed Resolution 2023-01 entitled:

AUTHORIZING REMOTE ATTENDANCE AT BOARD MEETINGS BY MEMBERS OF THE BOARD OF DIRECTORS OF THE PORT UPON CERTAIN CONDITIONS

Motion: Roxanne Qualls moved to amend Resolution 2023-01 to limit virtual participation to video conference and not by teleconference. The motion was seconded by Amy Spiller and was approved by the remainder of the board. Bobby Fisher moved to approve Resolution 2023-01, as amended. The motion was seconded by Amy Spiller and was approved by the remainder of the board.

4. CONVENTION CENTER DISTRICT – Andrew Garth

Andrew Garth presented Resolution 2023-02 that allows the Port to pay \$400,000 that is owed in connection with the acquisition of the 435 Elm project. The funds are expected to be recouped through the eventual redevelopment or sale of the property.

Formal Action Requested – Before the Board today is proposed Resolution 2023-02 entitled:

AUTHORIZING PAYMENT OF \$400,000 IN REAL ESTATE ACQUISITION COSTS

Motion: Rance Duke moved to approve Resolution 2023-02. The motion was seconded by Rick Fischer and was approved by the remainder of the board.

5. PRESIDENTS REPORT

Laura Brunner

Laura Brunner informed the board she recently traveled to Washington D.C. to attend Milken Public Finance Forum, continuing relationship building and pursuit of funding on a national level.

Laura Brunner presented the recommendation for the Port's 2023 goals, explaining the changes and additions to the scorecard. Philip Denning also reviewed some of the changes made to the scorecard.

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

6. PUBLIC FINANCE UPDATE

Todd Castellini

Todd Castellini presented Resolution 2023-03, to authorize sales tax and construction material lease for a student housing project in Clifton Heights call Gateway Lofts. The project will include 103 units with 365 beds, 12,000 SF of commercial space, and 227 parking spaces.

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

Formal Action Requested – Before the Board today is proposed Resolution 2023-03 entitled:

AUTHORIZING THE ISSUANCE AND SALE OF PORT AUTHORITY REVENUE BONDS IN A MAXIMUM PRINCIPAL AMOUNT OF \$41,000,000 FOR THE PURPOSE OF FINANCING A PORTION OF 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 MOERLEIN PROPERTIES LLC, OR ITS PERMITTED AFFILIATES, SUCCESSORS OR ASSIGNS; AUTHORIZING THE EXECUTION AND DELIVERY OF A GROUND LEASE AGREEMENT, A PROJECT LEASE AGREEMENT, A

CONSTRUCTION MANAGER AT-RISK 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: Amy Spiller moved to approve Resolution 2023-03. The motion was seconded by Rance Duke and was approved by the remainder of the Board.

7. FINANCIAL REPORT

Rick Hudson

Rick Hudson stated there were no 2023 financials to review with this being only three weeks into the year, but the final numbers for 2022 showed a good financial performance for the Port in 2022.

8. 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. Manuel Chavez further moved, pursuant to Ohio Revised code 121.22(G)(4) to adjourn the meeting of the Board of Directors of the Port and to go into executive session to discuss and review the employment of 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 8:41am. The Board of Directors meeting reconvened at 9:23am.

9. INDUSTRIAL – Todd Castellini

Todd Castellini asked for a vote for Resolution 2023-04.

Formal Action Requested – Before the Board today is proposed Resolution 2023-04 entitled:

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

Motion: Rance Duke moved to approve Resolution 2023-04. The motion was seconded by Amy Spiller and was approved by the remainder of the board.

10. ADJOURNMENT

The January 24, 2023, Board of Directors meeting adjourned at 9:25 am.

Respectfully,



Laura N. Brunner
Secretary