

Board Minutes

May 10, 2023 Board of Directors Meeting

Dinsmore & Shohl

255 East 5th Street, Cincinnati, OH 45202

1. **CALL TO ORDER**

Amy Spiller called The Port Board of Directors meeting to order at 8:00am.

Board Members Present:

Spiller, Amy	Qualls, Roxanne
Fischer, Rick	Wideman, Melissa
Duke, Rance	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 – April 19, 2023**

Amy Spiller asked the Board members if there were any additions or modifications to the April 19, 2023, Board of Directors meeting minutes. Hearing none, he asked for a motion to adopt the meeting minutes.

Motion: Rance Duke moved to adopt the minutes of the March 8, 2023, Board of Directors Meeting. The motion was seconded by Rick Fischer and was approved by the remainder of the Board.

3. **PRESIDENTS REPORT**

Laura Brunner

Laura Brunner informed the board that the June meeting would be rescheduled for July. Also, in July the Finance committee will meet and do a deep dive of all assets as related to both Industrial and Residential assets.

4. **RESOLUTION APPROVAL**

Todd Castellini

Todd Castellini presented Resolution 2023-17; an affordable housing project located in Northside called Vandalia Point. This resolution is for a structured lease that will create a 50-unit affordable housing complex.

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF PORT AUTHORITY REVENUE BONDS IN A MAXIMUM PRINCIPAL AMOUNT OF \$13,500,000 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 VANDALIA POINT, LLC OR AN AFFILIATE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND MATTERS.

Motion: Melissa Wideman moved to approve Resolution 2023-17. The motion was seconded by Bobby Fisher and was approved by the remainder of the board.

Todd Castellini presented Resolution 2023-18; a project called Oakley Lodging, located in Oakley. This resolution is for a structured lease for the construction of a 116 - room hotel located at 2910 Disney Street.

AUTHORIZING THE ISSUANCE AND SALE OF PORT AUTHORITY REVENUE BONDS IN A MAXIMUM PRINCIPAL AMOUNT OF \$14,000,000 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 OAKLEY LODGING PARTNERS, LLP, 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: Rance Duke moved to approve Resolution 2023-18. The motion was seconded by Bobby Fisher and was approved by the remainder of the board.

Todd Castellini presented Resolution 2023-19; a project called Montgomery Quarter, located in Montgomery. This Resolution is for a structured lease for the construction of a 128-room boutique style hotel.

AUTHORIZING THE ISSUANCE AND SALE OF PORT AUTHORITY REVENUE BONDS IN A MAXIMUM PRINCIPAL AMOUNT OF \$27,500,000 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 MONTGOMERY QUARTER HOTEL PARTNERS, 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: Rick Fischer moved to approve Resolution 2023-19. The motion was seconded by Roxanne Qualls and was approved by the remainder of the board.

Todd Castellini presented Resolution 2023-20; a resolution for the issuance of up to \$6.3MM for the acquisition of three properties located in Camp Washington. Mr. Castellini provided details of the properties including location and plans for their future use. The board asked questions about the properties and their acquisition, all of which were answered to satisfaction.

AUTHORIZING THE ISSUANCE AND SALE OF A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$6,300,000 OF REVENUE BONDS UNDER THE SOUTHWEST OHIO REGIONAL BOND FUND PROGRAM FOR THE INDUSTRIAL PROPERTY ACQUISITION PROJECT; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE TO SECURE SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A PURCHASE AGREEMENT AND THE DISTRIBUTION OF ANY REQUIRED DISCLOSURE STATEMENT FOR THE OFFERING AND SALE OF THOSE BONDS; AND AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER DOCUMENTS NECESSARY OR DESIRABLE FOR THE ISSUANCE AND SALE OF THE BONDS.

Motion: Bobby Fisher moved to approve Resolution 2023-20. The motion was seconded by Melissa Wideman and was approved by the remainder of the board.

5. INDUSTRIAL ACQUISITION PROCESS

Todd Castellini

Mr. Castellini gave a presentation on the Port's process for acquiring industrial properties and the due diligence that takes place for each. Mr. Castellini reviewed the five steps applied for each property: Site Identification, Acquisition, Demo and Remediation, Site Preparation, and Disposition. Each step was explained, including the various phases within each step, and the preparation and due diligence performed within each project.

Mr. Castellini provided examples and details of two current Port Industrial projects, 5051 Este Creek and the former Dow Chemical Site, walking the board through the sources and uses of each property. The board discussed and asked questions about the process and the example properties, all of which were answered to satisfaction.

6. FUNDING FOR INDUSTRIAL STRATEGY

Laura Brunner

Ms. Brunner reviewed the Ports work in accessing funding for the Industrial work, noting to date only state and local funding has been received, not federal funding. Through the Port's efforts to explore ways to access federal funding, the Port has engaged with consulting firm called Quantified Ventures, who has established relationships with national impact investors and banks; working together to explore the issuance of a Job Bond Fund to create a pool of money to move forward with the industrial strategy.

The Job Bond Fund is still being sized, but will potentially be in the range of \$80 to \$100 MM. Also being created is a project pipeline, which will include the Port building a vertical manufacturing facility in Camp Washington, with the intent to prototype this kind of structure.

The Jobs Fund will be announced on June 13th, at the Milken Institute two-day Midwest Regional Rally Up. During this time the Urban Land Institute has asked the Port to participate in its Advisory Services Program, focusing on Queensgate and Camp Washington. The board asked questions, all of which were answered to satisfaction.

7. FINANCIAL REPORT

Rick Hudson

Rick Hudson presented the Port financials for the first quarter, and stated the auditors were in process of auditing the Port's financials, with the report due on May 30th.

8. CARES HOMES UPDATE

Philip Denning

Philip Denning gave a brief update on evictions related to the CARES homes. 35 evictions notices were served to tenants, but through the diligence of the Port staff working with the tenants, only two evictions were necessary.

9. ADJOURNMENT

The May 10, 2023, Board of Directors meeting adjourned at 9:08 am.

Respectfully,



Laura N. Brunner
Secretary