

Special Board Minutes

September 27, 2019 Special Board of Directors Meeting

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

1. CALL TO ORDER

Manuel Chavez called the Port Board of Directors meeting to order at 7:59am.

Board Members Present:

Chavez, Manuel	Duffy, Sister Sally
Duke, Rance	San Marco, Mario
Fisher, Bobby	Wright, Shane
Smitson, Patricia	

Staff Present:

Brunner, Laura
Recht, Chris
Castellini, Todd

Guests:

Hendelman, Jay - WVXU	Slavey, Dwayne - WCPO
Demeropolis, Tom – Business Courier	Tucker, Randy – Enquirer

2. CHAIRPERSON'S REPORT

Manuel Chavez

Mr. Chavez greeted the board and welcomed the guests. Mr. Chavez thanked Mario San Marco for his service to the board, as this is his last meeting as a board member.

3. PUBLIC FINANCE

Todd Castellini

Mr. Castellini stated there would be four projects discussed, all of which would need board approval in the form of resolutions.

Mr. Castellini introduced resolutions 2019-20 & 2019-21 related to the Uptown Innovation Corridor. The resolutions will issue up to \$55MM in TIF bonds to finance a 1,400-space parking garage, and a co-operative agreement. The bonds will be supported by the 180,00 SF office building and hotel on the same site.

Formal Action Requested – Before the Board today is proposed Resolution 2019-20 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 UPTOWN NEIGHBORHOOD OF CINCINNATI; AUTHORIZING PHASED ACCEPTANCE OF TITLE TO AND THE IMPROVEMENT AND DEVELOPMENT OF THE PROJECT SITE, INCLUDING CONSTRUCTION AND EQUIPPING OF OFFICE BUILDINGS, A HOTEL, PARKING GARAGE AND RELATED INFRASTRUCTURE; AUTHORIZING THE EXECUTION AND DELIVERY OF A COOPERATIVE AGREEMENT AND SERVICE AGREEMENTS AND CONSTRUCTION MANAGER-AT-RISK AGREEMENT, ALL PERTAINING TO THE PROJECT; AUTHORIZING THE SIGNING OF RELATED DOCUMENTS AND AUTHORIZING AND APPROVING RELATED MATTERS

Motion: Rance Duke moved to approve Resolution 2019-20. The motion was seconded by Bobby Fisher and was approved by the remainder of the Board.

Formal Action Requested – Before the Board today is proposed Resolution 2019-21 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 \$55,000,000, IN ONE OR MORE 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 PLACEMENT AGREEMENT; 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: Shane Wright moved to approve Resolution 2019-21. The motion was seconded by Sally Duffy and was approved by the remainder of the Board.

Mr. Castellini presented a project located on 1 acre at 1118 Sycamore in the Pendleton area. The resolution would issue up to \$32MM of capital lease bonds to finance a 155-unit apartment building with 1,250 SQF of retail space and 135 public and private parking spaces.

Formal Action Requested – Before the Board today is proposed Resolution 2019-22 entitled:

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF PORT AUTHORITY REVENUE BONDS IN A MAXIMUM PRINCIPAL AMOUNT OF \$32,000,000 FOR THE PURPOSE OF FINANCING A PORTION OF THE COSTS OF ACQUIRING, CONSTRUCTING, IMPROVING, AND OTHERWISE DEVELOPING “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE, FOR THE BENEFIT OF CHARLES STREET DEVELOPMENT CO., LLC; AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND MATTERS.

Motion: Trish Smitson moved to approve Resolution 2019-22. The motion was seconded by Shane Wright and was approved by the remainder of the Board.

Mr. Castellini introduced resolution 2019-25, to enter into a Capital Lease agreement for a project located at 4th & Race and issue up to \$18MM in TIF Revenue bonds to finance 8 stories of apartments above a new 584 space garage developed by 3CDC.

Formal Action Requested – Before the Board today is proposed Resolution 2019-25 entitled:

AUTHORIZING THE ACCEPTANCE OF AN ASSIGNMENT OF THE RIGHTS OF VANDERCAR, LLC, AS PURCHASER UNDER A PURCHASE AND SALE AGREEMENT WITH CINCINNATI S.I. LTD. REGARDING THE MILLENNIUM HOTEL; AUTHORIZING THE ACCEPTANCE OF FUNDING FROM HAMILTON COUNTY TO MAKE PAYMENTS DUE UNDER SUCH AGREEMENT; AND AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER DOCUMENTS NECESSARY OR DESIRABLE FOR THE PURCHASE OF THE MILLENNIUM HOTEL, SUBJECT TO .AVAILABLE FINANCING FOR SUCH PURCHASE

Motion: Bobby Fisher moved to approve Resolution 2019-25. The motion was seconded by Trish Smitson and was approved by the remainder of the Board.

Mr. Castellini introduced resolutions 2019-23 & 2019-24 located in the Madisonville business district. The resolutions would issue up to \$4.75MM in TIF bonds from the SORBF to finance 116 market rate apartments, 7,200 SQF of commercial space and 120 parking spaces and enter into a Capital Lease.

Formal Action Requested – Before the Board today is proposed Resolution 2019-23 entitled:

A RESOLUTION AUTHORIZING THE ACQUISITION OF AN INTEREST IN REAL PROPERTY IN THE CITY OF CINCINNATI, OHIO AND THE CONSTRUCTION THEREON OF "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE; AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$13,500,000 TAXABLE LEASE REVENUE BONDS, SERIES 2019 (MADISON & WHETSEL PHASE II DEVELOPMENT PROJECT) (THE "SERIES 2019 BONDS") FOR THE PURPOSE OF FINANCING COSTS OF "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE; AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE OF SAID REAL PROPERTY TO MADISONVILLE PHASE II LLC; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ASSIGNMENT OF CONSTRUCTION CONTRACT, CONSTRUCTION MANAGER AT-RISK AGREEMENT, AN INDEMNITY AGREEMENT, A BOND PURCHASE AGREEMENT, A CONSTRUCTION MONITORING AND DISBURSEMENT AGREEMENT, A RECOGNITION AGREEMENT, AND SUCH OTHER DOCUMENTS AS MAY BE NECESSARY OR DESIRABLE IN CONNECTION WITH THE ACQUISITION AND CONSTRUCTION OF SUCH PORT AUTHORITY FACILITIES.

Motion: Shane Wright moved to approve Resolution 2019-23. The motion was seconded by Rance Duke and was approved by the remainder of the Board.

Formal Action Requested – Before the Board today is proposed Resolution 2019-24 entitled:

AUTHORIZING THE ISSUANCE AND SALE OF DEVELOPMENT REVENUE BONDS (SOUTHWEST OHIO REGIONAL BOND FUND) OF THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY, IN THE MAXIMUM PRINCIPAL AMOUNT OF \$4,750,000 FOR THE PURPOSE OF FINANCING "PORT

AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE; AUTHORIZING THE EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE TO SECURE SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF A PLACEMENT AGREEMENT, A COOPERATIVE AGREEMENT, AN ESCROW AGREEMENT, AN ADMINISTRATION 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: Shane Wright moved to approve Resolution 2019-24. The motion was seconded by Bobby Fisher and was approved by the remainder of the Board.

4. MILLENNIUM

Laura Brunner

Ms. Brunner informed the board the City and the County administrations had asked the Port to continue the due diligence, started by the county, for the acquisition, demolition and redevelopment of the Millennium hotel as a new convention center hotel under public ownership via the Port.

Using slides, Ms. Brunner presented and reviewed information about the contract terms, key elements of diligence, potential partners and next steps as related to the project.

Ms. Brunner informed the board the County passed a resolution authorizing a grant to the Port for \$1.3MM for the first payment, contingent on the sale agreement being made to the Port.

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

Ms. Brunner presented resolution 2019-26 that would authorize the Port to accept a grant from the County to make the first payment, subject to a reasonable agreement.

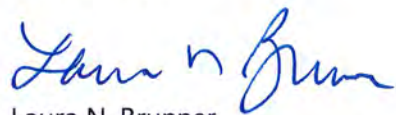
Formal Action Requested – Before the Board today is proposed Resolution 2019-26 entitled:

AUTHORIZING THE ACCEPTANCE OF AN ASSIGNMENT OF THE RIGHTS OF VANDERCAR, LLC, AS PURCHASER UNDER A PURCHASE AND SALE AGREEMENT WITH CINCINNATI S.I. LTD. REGARDING THE MILLENNIUM HOTEL; AUTHORIZING THE ACCEPTANCE OF FUNDING FROM HAMILTON COUNTY TO MAKE PAYMENTS DUE UNDER SUCH AGREEMENT; AND AUTHORIZING THE EXECUTION AND DELIVERY OF OTHER DOCUMENTS NECESSARY OR DESIRABLE FOR THE PURCHASE OF THE MILLENNIUM HOTEL, SUBJECT TO .AVAILABLE FINANCING FOR SUCH PURCHASE

Motion: Rance Duke moved to approve Resolution 2019-26. The motion was seconded by Shane Wright and was approved by the remainder of the Board.

5. ADJOURNMENT

The September 27, 2019 Special Board of Directors meeting adjourned at 8:40 a.m.
Respectfully,



Laura N. Brunner
Secretary