

MINUTES

**CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY
BOARD OF DIRECTORS MEETING
Tuesday, November 21, 2017**

The regular Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Cleveland Metroparks Lakefront Office, 8701 Lakeshore Blvd., Cleveland, Ohio on Tuesday, November 21, 2017. The meeting was called to order by Chairman McNair at 8:38 a.m. Attendance by roll call showed the following:

PRESENT

Darrell McNair, Chairman
Jan Roller, Vice-Chair
Patricia Ramsey, Secretary
Harriett Applegate
Paul Hoogenboom
Chris Ronayne

ABSENT AND EXCUSED

Anthony Moore

VIA TELE-CONFERENCE

Robert Smith

ALSO PRESENT

W. Friedman, President & CEO
D. Gutheil, VP, Maritime & Logistics
C. Naso, Chief Financial Officer
L. Bohinc, Finance Coordinator
L. Sternheimer, Director, Urban Planning & Engagement
M. Freilino, Manager, Executive & Administrative Operations
R. Bever, Director of Finance
M. Rivalsky, Controller
J. Magyar, Director, Operations & Facilities
N. LaPointe, Director, Planning & Capital Development
D. Wilcox, Climaco, Wilcox, Peca, & Garofoli Co., L.P.A
M. Newman, Hilltop Securities
C. Hebebrand, Arcadis
M. Dean, Dinsmoer & Shohl LLP
J. Baker, Jr., ILA
P. Angelo, Huntington
I. MacDougall, Walter Haverfield
J. McJunkin, FMT
D. Oprelandor, CDC
C. Winteriuck, CDC
G. Robinson, CDC
L. Wagner, LEEDCo.
D. Karpinski, LEEDCo.
R. Zadkovich, Great Lakes Towing
M. Graham, Strategy Design Partners

APPROVAL OF MINUTES

The minutes of the Board of Directors meetings of October 12, 2017 were presented for approval by the Board, copies having been delivered in advance to all Directors. On motion by Director Hoogenboom, seconded by Director Ramsey and unanimously carried, the Board minutes of October 12, 2017 were approved.

PUBLIC COMMENT PERIOD

Chairman McNair then opened the floor for public comment related to agenda items. There being no public comment, Chairman McNair proceeded with the agenda.

CHAIR'S COMMENTS

Chairman McNair addressed the Board and provided an overview of the trip to Cuba in which he and Director Ronayne participated. The trip was coordinated by Mr. Lee Weingart and Mr. Jason Smith of the LNE Group. The Port of Cleveland, the RPM Rust-Oleum Group, and the Great Lakes Cheese Company all participated in the trip. The goal of the trip was to engage in dialogue with Cuban authorities to facilitate international trade that will create economic opportunities for both Cuba and Cleveland. The RPM Rust-Oleum Group has since applied for a license to do business in Cuba. Chairman McNair stated that Mr. Friedman and Mr. Naso researched and reviewed policies surrounding Board travel and found that the travel was in compliance with Port policies. Chairman McNair acknowledged that transparency and communication will be a focus of any future Port travel. Director Roller suggested that the Board travel policy be reviewed and revised to reflect that all Board members must be notified about any Board related travel. Director Ramsey agreed with Director Roller's comment and asked whether other cities were present in the meetings with Cuba. Chairman McNair stated that ports from Virginia, Louisiana and New Jersey were also represented and have signed MOU's with the Cuban government. The Port of Cleveland is the northern most port in the United States to be active in pursuing future business with Cuba. Director Ronayne shared the sentiment that the manufacturing connections have tremendous potential.

PRESIDENT'S COMMENTS

Mr. Friedman acknowledged that Chairman McNair requested that he share information regarding the Cuba trip with the entire Board and noted that his failure to do so exacerbated the confusion regarding the trip. He assured the Board that communication will be better moving forward.

Mr. Friedman noted that dredging has occurred for the fall and went smoothly. Recently more than 700 trees donated by the Land Conservancy of the Western Reserve were planted at the Cleveland Lakefront Nature Preserve. The Conservancy received a grant from the Great Lakes Restoration Initiative.

During the President's Report, at approximately 9:05 a.m., Director Robert Smith joined the meeting from a remote location by teleconference pursuant to Article III, Section 11 of the Port Authority's Rules and Regulations, Director Smith having given notice of his remote attendance and having been provided relevant Board materials prior to the meeting. Director Smith provided the correct password given prior to the meeting, verified he was more than ¼ mile from the primary meeting location and was clearly heard and was able to hear all other Board members.

REAL ESTATE AND DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(a) – Centers for Dialysis Care Project

Director Roller addressed the Board and staff and congratulated everyone on the passage of the recent levy. Director Ramsey recused herself from discussion and vote since she is on the Board of the Centers for Dialysis Care (CDC). Director Ronayne recused himself from vote and discussion.

Mr. Gary Robinson, President of CDC, and Ms. Cheryl Winterick, VP of Strategic Planning for CDC, addressed the Board and referred to a presentation attached hereto as "**Exhibit A**." Ms. Rhonda Bever, Director of Finance, addressed the Board and referred to a presentation attached hereto as "**Exhibit B**." Director Roller asked about the fee to the Port. Ms. Bever responded that the Port would receive approximately \$70K.

On motion by Chairman McNair, seconded by Director Smith, and by roll call vote with Directors Ramsey and Ronayne abstaining,

RESOLUTION NO. 2017-37

A RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE OF NOT TO EXCEED \$28,000,000 CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY ECONOMIC DEVELOPMENT FACILITIES REVENUE IMPROVEMENT BONDS, SERIES 2017 (CENTERS FOR DIALYSIS CARE PROJECT); AUTHORIZING THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TO EXECUTE AND DELIVER A LOAN AGREEMENT AND BOND TRUST INDENTURE APPROPRIATE FOR THE PROTECTION AND DISPOSITION OF SECURITY FOR SUCH BONDS AND A BOND PURCHASE AGREEMENT, TAX EXEMPTION AGREEMENT AND AN OFFICIAL STATEMENT; AND AUTHORIZING OTHER ACTIONS IN CONNECTION WITH THE ISSUANCE OF SUCH BONDS

was approved unanimously. The resolution in its full text is incorporated into the Resolution Journal of the Port Authority.

REAL ESTATE AND DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(b) – 1100 W. 9th Proposed First Floor Design & Use

Mr. Carl Naso, CFO, and Mr. Nicholas LaPointe, Director of Planning & Capital Development, addressed the Board and referred to a presentation attached hereto as "**Exhibit C**." Director Roller asked about capacity and whether the seating would be fixed. Mr. LaPointe replied capacity is approximately 50 people and seating will be flexible depending on need. Director Ramsey asked whether there would be adequate parking for public meetings. Mr. Friedman replied yes, as paid and metered parking are nearby. Staff can also park on the W. 9th bridge to free up the lot for guest parking.

MARITIME COMMITTEE

Agenda Item 4(C)(3)(a) – LEEDCo. Wind Energy Update

Mr. Lorry Wagner, President, LEEDCo. and Mr. Dave Karpinski, VP of Operations, LEEDCO. Addressed the Board and referred to a presentation attached hereto as “**Exhibit D.**”

PUBLIC COMMENT PERIOD

There being no public comment, Chairman McNair requested a motion to adjourn. On motion by Director Roller, seconded by Director Ramsey and approved unanimously by the Board, the meeting was adjourned at 10:26 a.m.



CHAIR



SECRETARY