

MINUTES

CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY BOARD OF DIRECTORS MEETING Thursday, July 16, 2024

The Meeting of the Cleveland-Cuyahoga County Port Authority Board of Directors was held at the Port Offices (1100 W. 9th Street) on Tuesday, July 16, 2024, with notice of the meeting information provided to the public in advance. The meeting was called to order by Chairman Holmes at 9:03 a.m. Attendance by roll call showed the following:

PRESENT

Luis Cartagena
J. Stefan Holmes
Andrew Jackson (9:06 a.m. arrival)
Ryan McCafferty
Darrell McNair
Daniel O'Malley (9:10 a.m. arrival)
Teleange Thomas (9:36 a.m. arrival)
Dave Wondolowski
Peggy Zone Fisher

ABSENT & EXCUSED

ALSO PRESENT

C. Beck, Senior Manager of Planning, Environment, and Information Systems
M. Bocanegra, Chief Legal Officer (via zoom)
J. Dugan, Senior Accountant
W. Friedman, President & CEO (via zoom)
D. Gutheil, Chief Commercial Officer
C. Naso, Chief Financial Officer
R. Snipes, Senior Accountant
L. Sternheimer, Vice President, Urban Planning & Engagement
R. Winslow, Vice President, Development Finance
G. Woodson, Director, Development Finance & Inclusion
S. Simpkins, Mansour Gavin
J. Roth, Tucker Ellis
I. MacDougall, Walter Haverfield
P. VanRumppe, Walter Haverfield
K. Palmer, Crain's Cleveland
J. Baker, Jr., ILA

APPROVAL OF MINUTES

The minutes of the Board of Directors meeting of June 13, 2024 were presented for approval by the Board, copies having been delivered in advance to all Directors. Director Cartagena abstained from the vote. On motion by Director Wondolowski, seconded by Director McNair, the Minutes of June 13, 2024 were unanimously approved (5-0) by roll call vote.

PUBLIC COMMENT PERIOD

There being no public comment, Chairman Holmes proceeded with the agenda.

CHAIR'S COMMENTS

Chairman Holmes offered his condolences regarding the passing of Mr. Dennis Wilcox. Director Wondolowski asked for a moment of silence to recognize Dennis's long-term commitment to the Port. Chairman Holmes welcomed new Board Member Ryan McCafferty. He stated there are a number of items that the Executive Committee team has brought to the attention of the board including ethics training, operation policies, and RFP's for legal counsel, all of which will be evaluated in the coming months.

PRESIDENT'S COMMENTS

Mr. Friedman welcomed Director McCafferty and thanked Director Copeland for her service to the Board. The Port has received several grant appropriations recently, including a \$5 million capital appropriation for the rehabilitation and rebuild of the older section of the ore conveyance tunnel at the Cleveland Bulk Terminal. The Port also received \$1.25 million in federal funds for the Irishtown Bend stabilization project. He thanked Congresswoman Brown for her efforts in supporting the Port.

Mr. Matt Wenham noted that the Port is hosting two supplier diversity events taking place in July inviting companies to become more familiar with the port's capital projects.

Chairman Holmes noted the Maritime and Budget & Administration agenda items will be discussed before Real Estate & Development Finance.

MARITIME COMMITTEE

Agenda Item 4(C)(2)(a) – Maritime Update

Mr. Gutheil addressed the Board and referred to a presentation attached hereto as "**Exhibit A**". Director Zone Fisher asked whether Cleveland Cliffs acquiring Stelco would have an impact on the Port. Mr. Gutheil replied it remains to be seen if those volumes will increase because of the typical ups and downs of the steel industry. Director McNair asked whether any of the new business prospects are anticipated to hit this year. Mr. Gutheil replied no, those will likely take place in 2025.

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(a) – Shoreway Tower Project – Taxable Lease Revenue Bonds

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as "**Exhibit A**". Director Wondolowski asked whether a contractor has been selected. Ms. Winslow replied yes, John G. Johnson. Director Wondolowski asked why the developer wasn't present at the meeting. Ms. Winslow replied that developers haven't been attending since presentations mainly focus on financing the real estate structure. Director Wondolowski stated he thinks it's important for the developers to be present, especially when discussing DEI goals and would like developers present for future meetings. Ms. Winslow replied that she would ask the developers to be present for future meetings.

On motion by Director Wondolowski, seconded by Director Zone Fisher, and unanimously approved by roll call vote,

RESOLUTION NO. 2024-22

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$64,000,000 OF LEASE REVENUE BONDS OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY FOR THE PURPOSE OF FINANCING COSTS OF “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.01, OHIO REVISED CODE, FOR THE BENEFIT OF SHOREWAY TOWER, LLC; AUTHORIZING A BOND ADVANCE AGREEMENT; AUTHORIZING A GROUND LEASE; AUTHORIZING A LEASE; AUTHORIZING A MORTGAGE; AUTHORIZING A CONSTRUCTION SERVICES AGREEMENT; AUTHORIZING OTHER COLLATERAL DOCUMENTS; APPROVING A TERM SHEET; AND AUTHORIZING AND APPROVING RELATED MATTERS

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

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(b) – Erievue Tower Residential – Taxable Lease Revenue Bonds

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as “**Exhibit A**”. Director Wondolowski asked how the developer will report back on the required DEI values. Ms. Winslow replied for this project since they’re going through the City of Cleveland, the numbers will be reported to the City and then will be passed along to the Port.

On motion by Director McNair, seconded by Director Wondolowski, and unanimously carried by roll call vote,

RESOLUTION NO. 2024-23

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$55,000,000 OF THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY TAXABLE DEVELOPMENT LEASE REVENUE BONDS, SERIES 2024 (ERIEVIEW TOWER – RESIDENTIAL PROJECT) FOR THE PURPOSE OF FINANCING COSTS OF “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.01, OHIO REVISED CODE, BY PAYING OR REIMBURSING THE COSTS OF ACQUIRING, CONSTRUCTING, EQUIPPING, RENOVATING, REMODELING, INSTALLING AND IMPROVING SAID PORT AUTHORITY FACILITIES LOCATED IN THE CITY OF CLEVELAND, OHIO; AUTHORIZING THE ACQUISITION OF LEASEHOLD INTERESTS IN ONE OR MORE REAL ESTATE PARCELS BY GROUND LEASE; AUTHORIZING A LEASE TO PROVIDE FOR THE LEASING OF THOSE FACILITIES BY THE PORT AUTHORITY; AUTHORIZING THE EXECUTION AND DELIVERY OF A CONSTRUCTION MANAGER AGREEMENT, A BOND PURCHASE AGREEMENT, A MORTGAGE AND OTHER INSTRUMENTS, STATEMENTS AND DOCUMENTS IN CONNECTION WITH THE ISSUANCE AND SECURING OF THE BONDS; AND AUTHORIZING AND APPROVING RELATED MATTERS

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

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(c) – University School – Tax Exempt Bonds

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as “**Exhibit A**”. Director Wondolowski asked who the contractor will be. Ms. Winslow replied Higley.

On motion by Director Wondolowski, seconded by Director Zone Fisher, and unanimously carried by roll call vote,

RESOLUTION NO. 2024-24

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$25,000,000 IN AGGREGATE PRINCIPAL AMOUNT OF CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY EDUCATIONAL FACILITIES REVENUE BONDS, SERIES 2024 (UNIVERSITY SCHOOL PROJECT) FOR THE PURPOSE OF MAKING A LOAN TO ASSIST UNIVERSITY SCHOOL IN THE FINANCING OF COSTS OF “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF CHAPTER 4582, OHIO REVISED CODE; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT PERTAINING TO THE PROJECT AND AN ASSIGNMENT OF LOAN AGREEMENT SECURING THE PAYMENT OF THE BONDS; AND AUTHORIZING THE EXECUTION AND DELIVERY OF CERTAIN OTHER DOCUMENTS AND APPROVING RELATED MATTERS

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

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(d) – University Square Garage – Refunding Bonds

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as “**Exhibit A**”. Director McNair asked whether reducing the refund is a reduction of the total initial bond. Ms. Winslow replied they’re cancelled. Ms. Jen Roth addressed the Board and stated there is a process of a special bankruptcy proceeding where they explain the bonds defaulted. The judge approves writing down the bonds to the new refunding bond principle and \$8 million will go to the existing bondholders and they will accept that as full payment on the existing investment. Director Zone Fisher asked if the Port took a loss on the project. Ms. Winslow replied no, however the Port wasn’t able to collect a fee. Director Thomas asked whether the Port is incurring any legal fees. Ms. Winslow responded that the legal fees will be wrapped into the closing of the bonds. Director Thomas asked whether there are any implications to our bond fund rating. Ms. Winslow replied no, they were not part of the bond fund program.

On motion by Director McNair, seconded by Director Wondolowski, and unanimously carried by roll call vote,

RESOLUTION NO. 2024-25

A RESOLUTION AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$8,000,000 TAX INCREMENT REVENUE REFUNDING BONDS, SERIES 2024 (UNIVERSITY HEIGHTS PUBLIC PARKING GARAGE PROJECT) FOR THE PURPOSE OF REFUNDING THE OUTSTANDING AMOUNT OF THE PORT AUTHORITY'S SERIES 2001A BONDS, THE PROCEEDS OF WHICH WERE USED TO FINANCE THE COSTS OF ACQUIRING, CONSTRUCTING, EQUIPPING, INSTALLING AND IMPROVING A PUBLIC PARKING GARAGE; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST INDENTURE TO SECURE THE SERIES 2024 BONDS; AUTHORIZING AND APPROVING THE EXECUTION AND DELIVERY OF A COOPERATIVE AGREEMENT, A TAX COMPLIANCE CERTIFICATE, AND CERTAIN OTHER AGREEMENTS AND DOCUMENTS IN CONNECTION WITH THE SERIES 2024 BONDS AND REFINANCING OF THE GARAGE PROJECT; AUTHORIZING EXECUTION OF A PLACEMENT AGREEMENT IN CONNECTION WITH THE SERIES 2024 BONDS; AND AUTHORIZING AND APPROVING RELATED MATTERS

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

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(e) – Village 55, Slavic Village – Tax Exempt Inducement

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as "**Exhibit A**". Director Wondolowski indicated that he will vote yes today, however the contractor will need to come in to address some issues.

On motion by Director O'Malley, seconded by Director Thomas, and unanimously carried by roll call vote,

RESOLUTION NO. 2024-26

AUTHORIZING THE INITIAL APPROVAL OF THE ISSUANCE OF BONDS FOR THE ACQUISITION, RENOVATION, EQUIPPING AND IMPROVING OF AN AFFORDABLE MULTIFAMILY RENTAL HOUSING PROJECT (Village 55 PROJECT)

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

REAL ESTATE & DEVELOPMENT FINANCE COMMITTEE

Agenda Item 4(C)(1)(f) – County Convention Center Hotel Certificates of Participation

Ms. Rhonda Winslow addressed the Board and referred to a presentation attached hereto as "**Exhibit A**". Chairman Holmes asked who is representing the Port. Ms. Winslow replied Mansour Gavin is representing the Port and Squires is bond counsel for the County.

On motion by Director McNair, seconded by Director Zone Fisher, and carried by roll call vote (8-0),

RESOLUTION NO. 2024-27

A RESOLUTION AUTHORIZING AND APPROVING THE SIGNING, DELIVERY AND PERFORMANCE BY THE CLEVELAND-CUYAHOGA COUNTY PORT AUTHORITY OF DOCUMENTS AND OTHER ACTIONS IN CONNECTION WITH THE REFINANCING OF THE CONVENTION HOTEL PROJECT BY THE OPTIONAL REDEMPTION OF EXISTING CERTIFICATES OF PARTICIPATION AND THE ISSUANCE OF REFUNDING CERTIFICATES OF PARTICIPATION, AUTHORIZING THE USE OF AN OFFERING DOCUMENT AND THE EXECUTION AND DELIVERY OF A CERTIFICATE PURCHASE AGREEMENT IN CONNECTION THEREWITH AND CERTAIN OTHER AGREEMENTS, STATEMENTS AND CERTIFICATIONS RELATED THERETO

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

BUDGET & ADMINISTRATION COMMITTEE

Agenda Item 4(C)(3)(a) – 2023 Financial Audit

Mr. Naso addressed the Board and thanked the development finance team for their round-the-clock work. The financial audit has been completed, there were no findings, and the report is clean. This is the seventh consecutive clean audit and he thanked Ms. Margare Rivalsky for her efforts.

PUBLIC COMMENT PERIOD – Non-Agenda Items

No public comment regarding non-agenda items.

On motion by Director Wondolowski, seconded by Director Zone Fisher, and unanimously carried by roll call vote, the meeting was adjourned at 10:43 a.m.


CHAIR


Asst. SECRETARY