

Board Minutes

November 18, 2020 Board of Directors Meeting

Zoom Video Conference

1. **CALL TO ORDER**

Manuel Chavez called the Port Board of Directors meeting to order at 8:03am.

Board Members Present:

Chavez, Manuel

Smitson, Patricia

Fischer, Rick

Fisher, Bobby

Duke, Rance

Bekal, Pradeep

Duffy, Sister Sally

Jones, Damon

Wideman, Melissa

Luken, Charlie

Staff Present:

Brunner, Laura

Johnson, Melissa

Denning, Philip

Fischer, Bill

Millikin, Tom

Castellini, Todd

Recht, Chris

Hudson, Rick

Powell, Jessica

Guests:

Almendarez, Jolene - WVXU

Wallace, Jeff – Barge Design

Kalachnik, Tyler – Ice Miller

Tucker, Randy – Cincinnati Enquirer

Kelly, Ryan

Demeropolis, Tom - Business Courier

2. **APPROVAL OF MINUTES – October 14, 2020**

Mr. Chavez asked the Board members if there were any additions or modifications to the October 14, 2020 Board of Directors meeting minutes. Hearing none, he asked for a motion to adopt the meeting minutes.

Motion: Charlie Luken moved to adopt the minutes of the October 14, 2020 Board of Directors Meetings. The motion was seconded by Rance Duke and was approved unanimously.

3. **PRESIDENT'S REPORT**

Laura Brunner

Ms. Brunner thanked the board for their participation in the Strategic Planning meetings thus far and stated there would be an internal planning and review meeting with staff prior to the all-day session with the board in January.

Ms. Brunner formally welcomed Jilson Daniels, the Port's new Vice President of Economic Equity.

4. **INDUSTRIAL INSIGHTS**

Melissa Johnson

Ms. Johnson presented information about one of the Port Industrial Sites, the former Dow Chemical site in Reading. The Port purchased the property a year ago, and Ms. Johnson reminded the board with a property overview of the site.

Ms. Johnson presented history of the site, its former purpose as a plant that manufactured chemicals, and the plant's closure in 2014. Ms. Johnson presented information about the environmental impact of the site, the regulatory requirements, and future development issues of the site.

Ms. Johnson presented comparable redevelopment costs compared to other Port industrial sites, and sources and uses of funds towards the property.

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

5. **NEIGHBORHOOD INSIGHTS**

Philip Denning, Bill Fischer

Bill Fischer presented information about Mt. Auburn and the properties the Port owns in the area, specifically on Loth Street. The Port has developed a plan for Loth Street to create market rate product with the profits being reinvested to the HURC, which oversees affordable housing.

Mr. Fischer stated they would start with six market rate townhomes and then two to three affordable homes, breaking ground this spring. Mr. Fischer presented a video of the area and the benefits of this work to the community.

6. **PUBLIC FINANCE**

Todd Castellini

Mr. Castellini introduced a resolution 2020-38 to issue up to \$45MM tax-exempt bonds to finance a multi-family complex called Willows at Springdale, the board had previously approved up to \$45MM for this project.

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

Formal Action Requested – Before the Board today is proposed Resolution 2020-38 entitled:

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$45,000,000 AGGREGATE PRINCIPAL AMOUNT OF REVENUE BONDS IN ONE OR MORE SERIES TO FINANCE COSTS OF ACQUIRING, RENOVATING, REHABILITATING, DESIGNING, DEVELOPING, EQUIPPING, FURNISHING, INSTALLING, IMPROVING AND OTHERWISE DEVELOPING "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE AND THE REFUNDING OF SUCH BONDS; AUTHORIZING THE PORT

AUTHORITY TO ACQUIRE AN INTEREST IN THE SITE, EXECUTE AND DELIVER A CONSTRUCTION SERVICE PROVIDER AGREEMENT AND AUTHORIZE THE CONTRACTS FOR THE DEVELOPMENT OF THOSE PORT AUTHORITY FACILITIES; AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE OF THOSE PORT AUTHORITY FACILITIES TO WILLOWS OF SPRINGDALE, LP; AUTHORIZING THE EXECUTION AND DELIVERY OF A FUNDING LOAN AGREEMENT, PROJECT LOAN AGREEMENT AND OTHER AGREEMENTS, INSTRUMENTS AND DOCUMENTS TO PROVIDE FOR THE ISSUANCE, SALE AND DELIVERY OF, AND TERMS OF AND SECURITY FOR, THOSE REVENUE BONDS OR OTHERWISE APPROPRIATE TO THE FINANCING OF THOSE PORT AUTHORITY FACILITIES; AND AUTHORIZING AND APPROVING RELATED MATTERS.

Motion: Trish Smitson moved to approve Resolution 2020-38. The motion was seconded by Rance Duke and was approved by the remainder of the Board.

Mr. Castellini introduced resolution 2020-39, a resolution to enter into a structured lease and issue up to \$6MM in Development Revenue Bonds to finance the renovation of an affordable 66-unit apartment complex Colonial Village, located in Avondale.

Formal Action Requested – Before the Board today is proposed Resolution 2020-39 entitled:

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$6,000,000 AGGREGATE PRINCIPAL AMOUNT OF REVENUE BONDS, IN ONE OR MORE SERIES, TO FINANCE COSTS OF ACQUIRING, RENOVATING, REHABILITATING, DESIGNING, DEVELOPING, EQUIPPING, FURNISHING, INSTALLING, IMPROVING AND OTHERWISE DEVELOPING “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE; AUTHORIZING THE PORT AUTHORITY TO ACQUIRE A LEASEHOLD INTEREST IN THE SITE, EXECUTE AND DELIVER A CONSTRUCTION SERVICE PROVIDER AGREEMENT AND AUTHORIZE THE CONTRACTS FOR THE DEVELOPMENT OF THOSE PORT AUTHORITY FACILITIES; AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE OF THOSE PORT AUTHORITY FACILITIES TO COLONIAL VILLAGE PRESERVATION, L.P.; AUTHORIZING THE EXECUTION AND DELIVERY OF A FUNDING LOAN AGREEMENT, PROJECT LOAN AGREEMENT, LAND USE RESTRICTION AGREEMENT, TAX REGULATORY AGREEMENT AND OTHER AGREEMENTS, INSTRUMENTS AND DOCUMENTS TO PROVIDE FOR THE ISSUANCE, SALE AND DELIVERY OF, AND TERMS OF AND SECURITY FOR, THOSE REVENUE BONDS OR OTHERWISE APPROPRIATE TO THE FINANCING OF THOSE PORT AUTHORITY FACILITIES; AND AUTHORIZING AND APPROVING RELATED MATTERS.

Motion: Damon Jones moved to approve Resolution 2020-39. The motion was seconded by Charlie Luken and was approved by the remainder of the Board.

Mr. Castellini introduced resolution 2020-40, a resolution for a development in Madisonville, Madison & Whetsel Phase III, to issue up to \$12MM in taxable lease revenue bonds for the construction of 92 market rate apartments and 20,000 SF of retail space.

Formal Action Requested – Before the Board today is proposed Resolution 2020-40 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 \$12,000,000 TAXABLE LEASE REVENUE BONDS, SERIES 2020 (MADISON & WHETSEL PHASE III DEVELOPMENT PROJECT) (THE "SERIES 2020 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 III LLC; AUTHORIZING THE EXECUTION AND DELIVERY OF AN ASSIGNMENT OF CONSTRUCTION CONTRACT, CONSTRUCTION MANAGER AT-RISK AGREEMENT, A BOND PURCHASE AGREEMENT, ONE OR MORE RECOGNITION AGREEMENTS, AND SUCH OTHER DOCUMENTS AS MAY BE NECESSARY OR DESIRABLE IN CONNECTION WITH THE ACQUISITION AND CONSTRUCTION OF SUCH PORT AUTHORITY FACILITIES.

Motion: Bobby Fisher moved to approve Resolution 2020-40. The motion was seconded by Rance Duke and was approved by the remainder of the Board.

Mr. Castellini presented Resolution 2020-41, to issue up \$19MM of TIF Bonds to finance public improvements for Summit Park located in Blue Ash, a mixed-use development that will include a 200-unit senior assisted living facility and retail space.

Formal Action Requested – Before the Board today is proposed Resolution 2020-41 entitled:

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF COOPERATIVE ECONOMIC DEVELOPMENT TAX INCREMENT FINANCING REVENUE BONDS, IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$19,000,000, TO PAY OR PROVIDE FOR COSTS, IN COOPERATION WITH THE CITY OF BLUE ASH, OHIO, OF ACQUIRING, CONSTRUCTING, INSTALLING, EQUIPPING AND OTHERWISE IMPROVING "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE, INCLUDING REFUNDING BONDS PREVIOUSLY ISSUED BY THE PORT FOR SUCH PURPOSE; AUTHORIZING EXECUTION AND DELIVERY OF A SUPPLEMENTAL COOPERATIVE AGREEMENT WITH THE CITY AND SUMMIT VIEW DEVELOPMENT, LLC, AND RELATED AGREEMENTS, INSTRUMENTS AND DOCUMENTS TO PROVIDE REVENUES TO PAY BOND SERVICE CHARGES AND OTHER REQUIRED PAYMENTS AND TO ESTABLISH REQUIREMENTS RELATING TO THE BONDS, THE PROJECT FINANCED, THE RELATED DEVELOPMENT AND OTHER MATTERS; AUTHORIZING EXECUTION AND DELIVERY OF A SUPPLEMENTAL TRUST INDENTURE AND RELATED AGREEMENTS, INSTRUMENTS AND DOCUMENTS TO PROVIDE FOR THE CUSTODY AND APPLICATION OF FUNDS AND REVENUES AND TO SECURE THE PAYMENT OF BOND SERVICE CHARGES AND OTHER PAYMENTS; AUTHORIZING EXECUTION AND DELIVERY OF A PLACEMENT AGREEMENT PERTAINING TO THE SALE AND DELIVERY OF THE BONDS; AND AUTHORIZING AND APPROVING RELATED MATTERS.

Motion: Rance Duke moved to approve Resolution 2020-41. The motion was seconded by Bobby Fisher and was approved by the remainder of the Board.

Mr. Castellini introduced resolution 2020-42, a resolution to amend 2017-16B bonds to allow for six months of debt service related to the First Omnibus Agreement at Court & Walnut.

Formal Action Requested – Before the Board today is proposed Resolution 2020-42 entitled:

A RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY ON AN OMNIBUS AMENDMENT AGREEMENT RELATED TO THE BONDS ISSUED FOR THE COURT AND WALNUT PROJECT, AND AUTHORIZING AND APPROVING RELATED ACTIONS AND MATTERS.

Motion: Rick Fischer moved to approve Resolution 2020-42. The motion was seconded by Charlie Luken and was approved by the remainder of the Board.

7. FINANCIAL REPORT

Rick Hudson

Mr. Hudson stated operating revenues YTD were \$700K or 10% below plan.

The biggest factors are parking fees \$1.3MM below plan, while finance fees and Communities First are favorable.

Operating expenses are \$600K favorable to plan.

Balance Sheet shows unrestricted cash at \$2.4MM, equating to six months of operating expenditure for the Port.

Mr. Hudson stated the financials are following the revised forecast close to plan.

The board asked questions, all of which were answered to the board's satisfaction.

8. EXECUTIVE SESSION

Manuel Chavez moved, pursuant to Ohio Revised code 121-22 (G)(3) to adjourn the meeting of the Board of Directors of the Port and to go into executive session for the sole purpose of a conference with counsel for the Port concerning a matter that involves pending litigation.

Through roll call vote, the Board entered Executive session at 8:59am. The Board of Directors meeting reconvened by roll call vote at 9:17am.

9. ADJOURNMENT

The November 18, 2020 Board of Directors meeting adjourned at 9:18a.m.

Respectfully,



Laura N. Brunner
Secretary