

# **Warren County Port Authority**

## **Meeting Minutes**

August 6, 2007

### **Opening:**

The regular meeting of the Warren County Port Authority was called to order at 5:15 pm on August 6, 2007 in the Warren County Administration Building, Room 128 B by Kimm Coyner.

### **Present:**

**Warren County Port Authority Board Members:** Ken Weiss, Geoff Hearsum, Greg Ficke, Greg Sample and Dave Gully

**Warren County Economic Development Staff:** Kimm Coyner and Martin Russell

### **Other Attendees:**

Sean Fraunfelter, Contract Accountant

Terry Banker, Warren County resident

Amy Davis, Warren County resident

Lyle Jones, Warren County resident

Martha Paige, Warren County resident

### **A. Approval of Agenda**

The agenda and additional resources were distributed to the board for review and consideration without disapproval.

### **B. Approval of Minutes**

A motion was offered by Ken Weiss and seconded by Geoff Hearsum to accept the minutes of the Warren County Port Authority's Board Meeting on July 18th, 2007 as written and introduced. The motion passed with a unanimous voice vote.

### **C. Old Business**

- It was reported to the Board that the "Launch" budget for 2007 of \$25,000 was authorized/issued by the Warren County Commissioners and deposited into our 5/3 account.
- Abbot Thayer, the Port's General Counsel, reviewed the contract offered by Sean Fraunfelter to become the Contract Accountant for the Port and approved of the terms and language presented. With the dollar amount for yearly expenses being capped at

\$5,000 as directed by the Board, Kimm Coyner reported to the Board that she had engaged Mr. Fraunfelter's services as of August 6, 2007.

- It was discussed with the Board that the Port newsletter has been forwarded to the Warren County Magazine, but that staff was unsure if the magazine was still in operation. At the suggestion of Kimm Coyner and Dave Gully, staff will upload the article to the Warren County Office of Economic Development and County Commissioners' web-site for public review.

#### **D. New Business**

- Sean Fraunfelter, the Port's Contract Accountant, presented himself to the Warren County Port Board and discussed accounting items and practices that he would suggest the Board consider as the Board creates their by-laws and subsequent resolutions pertaining to accounting procedures/practices. Mr. Fraunfelter suggested that the Board, with its current limited resources, only create one operating account and additional sub-accounts as revenue is generated. This will save the Port expenditures on service fees associated with account management. Likewise, Mr. Fraunfelter discussed accounting software and the drastic price differences between systems. He currently uses Quicken for other local port authorities and TID's (Transportation Improvement District) accounts and has a license available for Warren County's Port. A review of a more sophisticated system may be warranted as more funds/revenues are being generated by the Port's activities. Mr. Fraunfelter also discussed the importance of the Board having an investment and accounting policy as created by resolution once the by-laws have been established. It was suggested by the Board that the Port's Investment Policy mirror that of Warren County and staff was directed to locate that prior to the next meeting. Mr. Fraunfelter indicated that the Port would have more flexibility in its investments over the County itself, but the policy held by the County would be a good template. Furthermore, he suggested the importance of internal controls as the Board looks at an Accounting Policy to safeguard against fraud and other issues. It was also discussed that the threshold given to the Executive Director to spend monies without Board approval would be project/account specific based of appropriate need.
- Abbot Thayer forwarded a memo regarding the draft by-laws he had reviewed from the Port Board. The draft was comprised of boilerplate items taken from the Montgomery, Butler and Mason Port Authorities' by-laws. Mr. Thayer's memo discussed overall agreement of language and terms of the draft, but offered a few minor changes/additions to each Article. Kimm Coyner asked that the Board review Mr. Thayer's memo and formulate any questions for Mr. Thayer before the next scheduled meeting. Mr. Thayer is scheduled to attend the next Port meeting to address any concerns and assist in moving the process forward.
- Martin Russell presented a second quote for Public Officials Insurance to the Port Board. The second quote was at a reduced premium, but did include a \$2500 retention (deductible) for each claim filed. The Board discussed the importance of obtaining the

correct coverage and requested staff to generate a comparison/review of each policy and what extra items and/or exclusions each had.

- The agenda item of Bond Counsel was removed because further discussions are being had regarding the forth coming Term Sheet to be presented to the Board for consideration. Bond Counsel, Price Finely, and Andy Brossart from 5/3 Bank are scheduled to attend the next Port meeting to discuss these items.
- Three Warren County citizens, Amy Davis, Martha Paige and Terry Banker discussed their concerns with the proposed I-75 Corridor Project in Monroe. Many of the concerns deal with the Development Agreement that has been entered into with the City of Monroe and Vandercar Holdings. Ms. Davis is concerned about the run-off that will occur after the development moves forward and the potential damage that issue will have on current land use and future redevelopment values. Ms. Davis and Ms. Paige also expressed concern over the closing/relocation of Union Road. Ms. Davis believes this will limit the road frontage that her property currently enjoys and will harm the farm's ability to redevelop in the future. Ms. Banker addressed the Board as it relates to Mission Statements and other policies that will be established to set criteria for what development organizations the Board will engage for development projects. The Board recommended that the speakers continue to present their arguments to those political sub-divisions that control the concerns in question since the Port is unable to influence said issues. While it was discussed that the Port will only review development arrangements that meet all applicable codes/regulations, the Port is only the funding mechanism for projects and has no authority to structure the agreement made between a developer and any political sub-division. As it related to Ms. Banker's comments, the Board stated that they are still in the by-law creation stage and that said policy statements/resolutions pertaining to mission statements and specific policies is forthcoming.

#### **E. Agenda for Next Meeting**

The Warren County Port Authority Board requested the port's staff to take action and/or complete the following prior to their next meeting.

- Post the Warren County Port Authority Newsletter on the Economic Development and Commissioners' web-site.
- Research/locate Warren County's Investment Policy and forward said information to the Board for review.
- Compare and analyze the quotes/potential policies received for Public Officials Insurance.
- Clarify the Union Road closing/relocation plans surrounding the I-75 Corridor Project.
- Reaffirm the next Board meeting for Monday, August 20, 2007 for 5:00 pm at the Warren County Administration Building, Room 128 B and establish the subsequent meeting to be held on September 5, 2007 at the same time and location.

**Adjournment:**

A motion to adjourn was made by Dave Gully, seconded by Greg Sample and passed by a unanimous voice vote. The Warren County Port Authority Board Meeting adjourned at 6:45 pm. The next general meeting will be at 5:00 pm on August 20, 2007 in room 128 B, Warren County Administration Building.

Minutes submitted by: Martin Russell

Approved by: Kimm Coyner