

Warren County Port Authority

Meeting Minutes
December 17, 2007

Opening:

The regular meeting of the Warren County Port Authority was called to order at 5:05 pm on December 17, 2007 in the Warren County Administration Building, Room 128 B by Board Vice-Chair Steve Wilson.

Present:

Warren County Port Authority Board Members: Mr. Ficke, Mr. Gully, Mr. Hearsum, Mr. McNeil and Mr. Wilson. Mr. Sample and Mr. Weiss arrived at 5:15 pm.

Warren County Economic Development Staff: Kimm Coyner and Martin Russell

Other Attendees:

Andy Brossart - Warren County Port Authority Financial Advisor (VH Monroe Project)

Emmett Kelly – Bricker & Eckler

Sean Fraunfelter – Warren County Port Authority Contract Accountant

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 Steve Wilson and seconded by Geoff Hearsum to accept the minutes of the Warren County Port Authority's Board Meeting on November 14, 2007. The motion passed with a unanimous voice vote.

C. Old Business

- Mr. Fraunfelter reviewed the October and November Financial Reports with the Board and discussed that the main activity of those two months was the interest earned on the account and fees charged to the Port by 5/3 Bank. Mr. Fraunfelter indicated that once the monies of the Port reached a higher level, that he would be able to work with 5/3 Bank in order to reduce/eliminate charged service fees. It was discussed that as the Port increases its activities, special accounts will need to be created in order to facilitate any related transactions and to keep monies separate. **A motion was offered by Dave Gully and seconded by Doug McNeil to accept the October and November Financial Reports as presented. The motion passed by a unanimous voice vote.**

- Executive Director Kimm Coyner requested that the order of the agenda be changed and asked Vice-Chair Wilson to address the Port's desire to engage Bricker & Eckler as the Port's General Counsel. The engagement of a specific law firm as general counsel was pursuant the interviews conducted by the Warren County Port Authority at November 14, 2007 meeting. Vice-Chair Wilson agreed and asked Emmett Kelly, partner with Bricker & Eckler, to join the Board at the table. Mr. Kelly thanked the Board for the opportunity to become the Port's General Counsel and he/staff presented the Board an engagement letter to be enacted. **A motion was offered by Dave Gully and seconded by Steve Wilson to engage Bricker & Eckler as the General Counsel for the Warren County Port Authority for the remainder of 2007, all of 2008 and to authorize Kimm Coyner, Executive Director of the Warren County Port Authority, to enter into/sign the appropriate/necessary agreements on the Board's behalf. The motion passed by a unanimous voice vote.**
- The Board discussed the matter of the Port being a conduit for the Warren County Commissioners to give funds to the Sinclair Foundation in support of students attending Sinclair Community College's Mason Campus. Mr. Kelly from Bricker & Eckler shared with the Board their research on the issue and what changes/recommendations that had been made to the supporting documentation. According to General Counsel, the Warren County Commissioners were unable to give funds directly to Sinclair Community College based off of federal student aid rules and regulations. Therefore, using the Port as a conduit was a legitimate means to assist students in their educational pursuits. General Counsel modified the language between the cooperative agreement between the Warren County Commissioners and the Port as well as the MOU between the Port and Sinclair Foundation to mirror one another. Specific language detailing dollar amounts given, time frames for spending funds and additional information was replicated in both documents. Staff and General Counsel recommended that the Board approve a resolution authorizing the engagement/action of the Port with both entities to provide funds to Warren County residents attending Sinclair Community College in Mason. **A motion was offered by Steve Wilson and seconded by Geoff Hearsurn to approve Warren County Port Authority Resolution #2007-04 authorizing the Warren County Port Authority to enter into a cooperative agreement with Warren County and a memorandum of understanding with the Sinclair Community College Foundation, and the receipt and disbursement of certain public funds contemplated by those agreements. The motion passed by a unanimous voice vote.**
- **A motion was offered by Mr. McNeil and seconded by Greg Ficke to instruct staff and the Port's Contract Accountant, Sean Fraunfelter, to create a special/separate banking account for funds received from the Warren County Commissioners for the Sinclair Community College Foundation. The motion passed by a unanimous voice vote.**
- Chair Sample requested Mr. Kelly of Bricker & Eckler and Mr. Brossart of 5/3 Bank to present to the Board with any updates regarding the VH Monroe, LLC project. Mr. Kelly suggested that the Board enter into executive session to discuss the acquisition

of property. **A motion was offered by Mr. McNeill and seconded by Mr. Gully at 5:40 pm for the Board to enter into executive session to discuss the acquisition of property. The motion passed by a unanimous roll call vote of all Board members.**

- **A motion was offered by Mr. Wilson and seconded by Mr. Gully at 5:55 pm for the Board to exit executive session pertaining to the acquisition of property. The motion passed by a unanimous roll call vote of all Board members.**

D. New Business

- Chairman Sample requested that Vice-Chair Wilson discuss the Warren County Performing Arts Center item on the agenda. Mr. Wilson shared his experiences working with numerous arts organizations in Warren County and their desire to create a large-scale performing arts venue in the county. However, none of these organizations have been able to work out cooperative agreements to accomplish this task. Mr. Wilson believes that through the leadership of the Port, that a county-wide performing arts center could come to fruition. Mr. Wilson suggested that we work with the Warren County Commissioners to pick a six to eight member board to assess the viability of this idea. The selected board would be asked to seek out the guidance from an advisory committee comprised of numerous folks from the arts community and ultimately make their recommendations back to the Port. In addition, there has been an anonymous donor of funds who is willing to pay for a feasibility study to determine the need/capabilities of Warren County to support such a facility. It was discussed that the Port may also have a part to play in funding the construction of a performing arts center if it was determined to be feasible. A discussion was held regarding what type of projects would be considered by the Port and how they would come to the Port's attention. Questions related to what defines economic development were discussed amongst the Board members. The Board requested that staff begin looking at drafting a mission/vision statement that the Port could adopt and use as a guide in deciding how projects come to the Port's attention and potential action. **A motion was offered by Mr. Wilson and seconded by Geoff Hearsom to authorize staff to inform the Warren County Commissioners of the Warren County Port Authority's intent to explore the vision of a Warren County Performing Arts Center, to collectively work with the Commissioners to receive six to eight nominations for a performing arts working group and to receive/spend monies at an equal amount for a feasibility study. The motion passed by a unanimous voice vote.**
- Chairman Sample requested Ms. Coyner to discuss the meeting schedule for 2008. Ms. Coyner offered up the first Monday of each month as the set date for the Board to meet. It was discussed that if the first Monday did not work, that the Board automatically look at the second Monday of the month as its second option. The first Monday option was acceptable except for two months, January and September. For that reason, those Board meetings were moved to the 14th and the 8th respectfully.

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.

- Engage Bricker & Eckler as the Warren County Port Authority's General Counsel
- Sign/facilitate any/all action required for the Port to be a conduit for financing between the Warren County Commissioners and the Sinclair Community College Foundation
- Create a separate account to receive/disburse funds related to the Sinclair Community College Foundation
- Create a draft mission/vision statement of the Warren County Port Authority to adopt.

Adjournment:

At 6:15 pm, a motion to adjourn was made by Mr. McNeil. The motion was seconded by Mr. Weiss and passed by a unanimous voice vote. The next Warren County Port Authority meeting will be at 5:00 pm on January 8, 2008 in room 128 B, Warren County Administration Building.

Minutes submitted by: Martin Russell

Approved by: Kimm Coyner