

Warren County Port Authority

Meeting Minutes

February 2, 2009

Opening:

The meeting of the Warren County Port Authority was called to order at 5:05 pm on January 5, 2009 in the Warren County Administration Building, Room 128B by Warren County Port Authority Vice-Chairman Steve Wilson.

Present:

Warren County Port Authority Board Members: Mr. Gully, Mr. Hearsum, Ms. Reindl-Johnson (5:10) and Mr. Wilson

Warren County Economic Development Staff: Kimm Coyner and Martin Russell

Other Attendees:

Mark Engel - Warren County Port Authority General Counsel

Larry Hollingshead – Trustee, Warren County Arts and Culture Center Board of Trustees

William Brock – City of Monroe

Kevin Chesar – City of Monroe

Steve Dragon – Vandercar Holdings

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. Old Business

- Executive Director Kimm Coyner requested that she present to the Board items that did not require votes until a quorum of Board members were present. Ms. Coyner discussed that a general liability policy had been secured for the Warren County Port Authority through the efforts of Barry Kramer, the Port's insurance agent of record. The general liability policy will run concurrent with other policies held by the Port and was secured for a cost of \$1,186.

C. Executive Session

- **A motion was offered at 5:15 pm by Dave Gully and seconded by Geoff Hearsum to enter into executive session to discuss active litigation. The motion passed unanimously using a roll call vote.**
- **A motion was offered at 5:27 pm by Dave Gully and seconded by Cheryl Reindl-Johnson to exit the executive session to discuss active litigation. The motion passed unanimously using a roll call vote.**

D. Approval of Minutes

- **A motion was offered by Dave Gully and seconded by Geoff Hearsum to accept the minutes of the Warren County's Port Authority's Board meeting on January 5, 2009. The motion passed with a unanimous voice vote.**

E. Executive Director's Report

- Executive Director Kimm Coyner requested that Sean Fraunfelter review for the Board the financials of the Warren County Port Authority for December 2008 and January 2009. **A motion was offered by Geoff Hearsum and seconded by Dave Gully to accept the December 2008/January 2009 financial report of the Warren County Port Authority as presented. The motion passed with a unanimous voice vote.**

F. Old Business (continued)

- Executive Director Kimm Coyner requested that Larry Hollingshead give the Port Board an update on the Warren County Arts and Culture Center. Mr. Hollingshead stated that the Center's Board of Trustees was continuing to work with Skystone Ryan on the site selection process and were currently addressing selection criteria. Additionally, the site selection process is expected to interview approximately 30 individuals. Legal conversations continue regarding the Board of Trustees' 501(c)(3) status as well as the Trustees' working on a operating budget for when they stand as separate/independent organization.
- Executive Director Kimm Coyner requested that William Brock from the City of Monroe and Steve Dragon from Vandercar Holdings share with the Port Board their interest in continuing the discussion pertaining to Warren County Port Authority's potential receipt of a \$700,000 Ohio Department of Development grant for Home Depot. The State of Ohio has determined that the grant can only be given to the Port Authority and that an alternative recipient, potentially the City of Monroe, can not be added. It was discussed that the Port would like to work with the City of Monroe to secure this funding, but that the Port was not willing to assume the risk of clawbacks if the job creation numbers were not obtained on this project. The City of Monroe indicated that they were willing to shoulder the risk of such a clawback and had worked with the developer in the original term sheet and other subsequent

arrangements to address this issue. **A motion was offered by Geoff Hearsom and seconded by Cheryl Reindl-Johnson to accept the \$700,000 ODOD 629 Grant for The Home Depot project and to authorize the Port Executive Director to enter into such an agreement contingent on the satisfaction of the Port's legal counsel that the Warren County Port Authority is properly indemnified from any potential clawbacks. The motion passed with a unanimous voice vote.**

Adjournment:

At 5:42 pm, Mr. Wilson adjourned the meeting of the Warren County Port Authority. The next Warren County Port Authority meeting will be at 5:00 pm on March 2, 2009 in room 128 B, Warren County Administration Building.

Minutes submitted by: Martin Russell

Approved by: Kimm Coyner