

Warren County Port Authority

Meeting Minutes

July 10, 2017

Opening:

The meeting of the Warren County Port Authority was called to order at 5:34 pm on July 10, 2017 at the Warren County Administration Building, Room 128B by Warren County Port Authority Chair, Greg Sample.

Present:

Warren County Port Authority Board Members: Mr. Bolton, Mr. Ficke, Ms. Laine, Ms. Reindl-Johnson, Mr. Sample & Ms. Zindel.

Warren County Economic Development Staff: Martin Russell, Matt Schnipke & Brian Beaudry, Intern.

Other Attendees: Bill Brock – City Manager, City of Monroe

Jennifer Patterson – Assistant to the City Manager/Economic Development, City of Monroe

Andrew Brossart – Bradley Payne Advisors, LLC

Sean Fraunfelter – Port Contract Accountant

Cameron Burnett – Intern, Fraunfelter Accounting Services

Caleb Bell – Counsel

Nic Gordon – Bricker & Eckler

A. Approval of Agenda

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

B. Approval of Minutes

- The meeting minutes from February 9, 2017 meeting were reviewed. There were no minutes from March, April, May or June. Those meetings were cancelled due to lack of business. **Ms. Reindl-Johnson made a motion, seconded by Mr. Ficke to approve the minutes from the February 9, 2017 meeting as presented. The motion passed with a unanimous voice vote of present Board members.**

C. Finance Reports

- Mr. Sean Fraunfelter reviewed finance reports from December 2016-May 2017. Mr. Fraunfelter pointed out a few highlights for each month but said that things were looking good overall. Mr. Fraunfelter mentioned a few deposits that had come in for new project agreements. Mr. Fraunfelter highlighted the \$120,000 fee from IDI Building #10 in February. In February, the Port also paid the annual administrative fee to the County Commissioners for staff time. Mr. Fraunfelter pointed out a few expenses in March related to the Warren County Chamber Alliance

and the annual economic outlook breakfast. In April, the Port saw fees for the Hopkins Commons project (\$86,000) as well as some expenses for the Chamber Alliance's annual fly-in to Washington D.C. advocacy trip. Further, in April the Sinclair scholarship funds came in. These funds were then dispersed in May. **Ms. Reindl-Johnson made a motion, seconded by Mr. Bolton to approve the finance reports from December 2016-May 2017 as presented. The motion passed with a unanimous voice vote of present Board members.**

D. Executive Director's Report

- Mr. Russell stated the Port's contract accountant, Mr. Sean Fraunfelter's, contract was due for renewal. The Board reviewed a new proposal which would contract Mr. Fraunfelter to continue providing the same services for an additional two years at a slightly increased rate (\$1,000 annually). Mr. Fraunfelter stated that this was consistent with his contracts for other clients.
- The Board asked staff if they were pleased with Mr. Fraunfelter's services. Mr. Russell responded yes and said that Sean has great historical knowledge of Port projects which is a great asset. Discussion ensued and the Board stated that after one year of this current contract, perhaps a search should be conducted to determine and ensure Mr. Fraunfelter's rates are competitive in the market. Also, the Board requested in the future to see a redlined version of the contract in their binders. **Mr. Ficke made a motion, seconded by Ms. Zindel to approve Mr. Fraunfelter's contract renewal through June 2019 as outlined. The motion passed with a unanimous voice vote of present Board members.**
- Mr. Schnipke gave a brief update to the Board stating that a report required for Port Authorities by the Ohio Development Services Agency was completed on-time. Mr. Schnipke said the report requires an explanation of all resolutions and actions taken by the Board in the previous year.
- Mr. Russell updated that Board that staff has worked with an insurance agent and bound coverage on General Liability as well as D&O insurance. The agent suggested combining the two policies with the same insurance company for a better rate. Overall, there was an increase in cost of about \$150, but the plan offered better coverage.
- Mr. Russell updated the Board on the Warren County Chamber Alliance and a few events which have been hosted since the last meeting. The Alliance hosted its annual economic outlook breakfast in April with roughly 200 attendees. This year, they brought in a new speaker from Fifth Third Bank. The event received positive reviews. Also, the Alliance successfully completed its third annual Fly-In to Washington D.C. This advocacy trip was very successful with over 50 attendees. During the trip, attendees met with elected representatives as well as nearly 20 different agencies, departments & staffers.
- Mr. Russell stated that work is being done for the Port's networking event at the Western & Southern Open tennis tournament. Staff will again be present that week and expect a great turnout. This event always receives positive reviews and provides a great chance to catch up on projects as well as generate new leads.
- Mr. Russell & Mr. Schnipke also provided the Board with a few project updates that are at various stages of development.

E. Old Business

- Mr. Schnipke asked the Board for direction on when to schedule a retreat/planning meeting. He shared his belief that a seventh Board member should be appointed prior to scheduling. However, he stated his awareness that this meeting has already been delayed. The Board agreed that if a seventh member could be appointed sooner rather than later, it would be most effective to schedule the meeting after appointing the new member.
- Mr. Russell suggested Mr. Matt Layer from LCNB National Bank to replace Mr. Wilson on the Board. Mr. Russell shared his idea that the seat should remain in the financial space. The Board agreed and asked staff to contact Mr. Layer for his interest and resume. Mr. Sample said that parameters should be set so that there are no conflicts of interest. He said this is something the Board needs to discuss further, perhaps at the retreat meeting, to come up with a conflict of interest statement. This will help ensure clarity on situations where members should recuse themselves from votes.

F. New Business

- Mr. Sean Fraunfelter reviewed the 2016 Annual Compilation Report, which was submitted on time. This is an annual report completed by Mr. Fraunfelter which outlines Port Projects and Basic Financial Statements. He said is not an audited report but is required.
- Mr. Fraunfelter reviewed the 2018 Initial Budget. He stated it is required for the Board to pass an initial budget before July 15th each year. An amended budget will be presented later in the year to address any necessary changes. Mr. Fraunfelter reviewed the areas which were increased in the budget. He highlighted the general fund and the development fund. Both of these funds are controlled by the Board. The increases represent increased project flow as well as more robust activity from the Warren County Chamber Alliance. Mr. Fraunfelter shared his belief that both of these are good things and raising the general fund budget is to accommodate incoming funds. **Ms. Laine made a motion, seconded by Mr. Bolton to approve the 2018 initial budget as presented. The motion passed 6-0 with a roll call vote of present Board members.**
- Mr. Russell introduced Resolution #2017-03 which concerned the issuance of bonds for the Warren County Convention & Visitors Bureau sports complex project. Mr. Russell said this project has been around for nearly 10 years and is now nearing its final stages. Mr. Russell stated that the bonds would be amortized over 25 years and the security of having a 4% lodgings tax available for the repayment helped lower the interest rate.
- Mr. Sample raised a few questions to the Board. He stated that this project would be different than others due to the fact that the Port would own the facility. He asked questions related to the design work done by Kleingers and how those designs would be transferred to the Port. Mr. Sample stated the importance of the Port having coverage during the design process to ensure that the implementation follows the plans. He suggested asking Kleingers to become the owner's representative for the Port Authority. This would ensure that they stay involved during construction. After further discussion related to the nuances of this project, the Board decided that more time was needed to better understand its aspects. Mr. Sample suggested that a presentation be given to the Board by the various involved parties so that the entire project can be understood.

- Mr. Caleb Bell stated that there are other items which can still be worked on and moved forward without the passage of this resolution. Mr. Andy Brossart agreed. The resolution was tabled for further discussion at a later date.
- Mr. Russell introduced Resolution #2017-04 which would authorize the Port to enter into a cooperative agreement with the City of Springboro. This is necessary because the City asked the Port to provide services on the Montgomery County side. These services were first requested of the Dayton-Montgomery County Port and that entity deferred to Warren County. **Mr. Sample made a motion, seconded by Mr. Ficke to approve Resolution #2017-04 as presented. The motion passed 6-0 with a roll call vote of present Board members.**
- Mr. Russell introduced Resolution #2017-05 which constitutes official intent for purposes of the Internal Revenue Code and would allow reimbursement of hard costs incurred by the City or Developer related to the Austin Landing South Project. Mr. Bell stated that this resolution does not obligate any money and in fact is needed if and only if the parties agree to go forward with the project. Ms. Zindel said this is something the County does all the time as a federal requirement. **Mr. Bolton made a motion, seconded by Mr. Ficke to approve Resolution #2017-05 as presented. The motion passed 5-0 with a roll call vote of present Board members and Mr. Sample abstaining.**
- Mr. Russell introduced Resolution #2017-06 which would authorize the issuance of refunding bonds for the Corridor 75 Park Project. Mr. Brossart stated that this is a refinancing at a lower rate and is common in bond markets. He said this will save nearly \$100,000 annually. **Ms. Laine made a motion, seconded by Ms. Reindl-Johnson to approve Resolution #2017-06 as presented. The motion passed 6-0 with a roll call vote of present Board members.**
- Mr. Russell introduced Resolution #2017-07 which would authorize an amendment to the project lease between the Port and Henny Penny Corporation in Preble County. This amendment will account for roughly 10,000 square feet of office space and some renovations. This is similar to other amendments the Port has approved for various projects. **Mr. Sample made a motion, seconded by Mr. Ficke to approve Resolution #2017-07 as presented. The motion passed 6-0 with a roll call vote of present Board members.**

G. Executive Session

- **At 7:08pm, Ms. Laine made a motion, seconded by Ms. Reindl-Johnson to enter into Executive Session to consider the purchase of property for public purpose. The motion passed 6-0 with a roll call vote of present Board members.**
- **At 7:54pm, Ms. Reindl-Johnson made a motion, seconded by Mr. Bolton to exit Executive Session. The motion passed 4-0 with a roll call vote of present Board members.**

H. Other Business

- **None.**

Adjournment:

There being no other business, at 7:55 pm, Ms. Zindel made a motion, seconded by Ms. Laine, to adjourn the meeting of the Warren County Port Authority. The next Warren County Port Authority meeting is not scheduled at this time.

Minutes submitted by: Matt Schnipke

Approved by: Greg Sample