

Warren County Port Authority

Meeting Minutes

December 6, 2017

Opening:

The meeting of the Warren County Port Authority was called to order at 1:06 pm on December 6, 2017 at the Warren County Administration Building, Room 350 by Warren County Port Authority Chair, Greg Sample.

Present:

Warren County Port Authority Board Members: Mr. Bolton, Ms. Laine, Mr. Layer, Ms. Reindl-Johnson (1:22pm), Mr. Sample & Ms. Zindel.

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

Other Attendees:

Caleb Bell (1:10pm) – Counsel

Sean Fraunfelter – Port Contract Accountant

Andy Brossart (1:08pm) – Bradley Payne Advisors

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 the October 30, 2017 meeting were reviewed. **Mr. Layer made a motion, seconded by Mr. Bolton to approve the minutes from the October 30, 2017 meeting as presented. The motion passed with a unanimous voice vote of present Board members.**

C. Finance Reports

- Mr. Fraunfelter reviewed the finance reports from October 2017. He reported limited activity in most accounts except for the fee from the Sports Complex project of just over \$150,000 and the second half TIF contribution to the VH Monroe account. Overall the month's finance report looked healthy and normal. **Ms. Zindel made a motion, seconded by Ms. Laine to approve the finance report from October 2017. The motion passed with a unanimous voice vote of present Board members.**

D. Executive Director's Report

- Mr. Russell gave a brief update on Chamber Alliance events and advocacy issues. He shared an update on the tax reform bill (H.R. 1) and the consequences it could have on tax-exempt bonds. The bill proposes cutting tax-exempt bonds from organizations including Port Authorities. This would have a negative impact on economic development. Mr. Russell shared that a letter was sent in collaboration with various Warren County communities to Congress urging tax-exempt

remain untouched in the bill. Mr. Bell & Mr. Brossart shared the importance of removing language pertaining to tax-exempt bonds from the current bill.

- Mr. Russell updated the Board about efforts of the Chamber Alliance and its corresponding taskforce that received and ranked 12 projects from around the County for the State Capital Budget. He shared that of the 12 projects received, 8 are being submitted to the State for a total request of \$4M. Mr. Russell gave a brief description of the various projects. Ms. Laine, who served on the taskforce, said she felt the process worked well and was representative of the entire County.
- Mr. Brian Beaudry gave an update on the Chamber Alliance fall event. He said there are 7 proposals that have come forward from the event to solve workforce issues. Of those proposals, 2 are being addressed by the Warren County Foundation. Mr. Beaudry will be working with the remaining five to prepare for presentations in front of the Port Board at a future meeting. He said each of the five is at a different stage of maturity and he also gave a brief description of each project.
- Mr. Russell & Mr. Schnipke provided an update on various projects that are in the pipeline; both in Warren and Preble County. Mr. Schnipke outlined two projects that have both shared a start date of spring 2018. Overall, there is a robust pipeline of projects which will help in starting 2018 on a strong note.

E. Old Business

- Mr. Fraunfelter & Mr. Schnipke reviewed RFP responses received from various firms for investment services of the CVB Sports Complex construction fund. Mr. Schnipke shared his initial thoughts and how he ranked the firms. Mr. Fraunfelter provided a more technical and in-depth review of the proposals and shared that his rankings were similar to Mr. Schnipke's. Both had the same three firms atop the rankings, however, in a slightly different order. There was discussion between selecting US Bank & RedTree. Messrs. Fraunfelter, Brossart & Bell all agreed that it would be better to invest the money with a separate entity than the trustee. Mr. Fraunfelter said there was one issue with RedTree's proposal as it related to their proposed investment schedule. He said it amounted to a clerical error or lack of attention to detail. Mr. Fraunfelter said he had confidence in either group. The Board discussed and made the decision to select RedTree pending Mr. Fraunfelter clarifying the investment schedule issue. **Ms. Reindl-Johnson made a motion, seconded by Ms. Laine to select RedTree Investment Group for investment services of the CVB Sports Complex construction fund pending clarification of the previously discussed issue. The motion passed with a unanimous voice vote of present Board members.**
- Mr. Fraunfelter provided an update on the audit and said the firm has been selected by the State.

F. New Business

- Mr. Fraunfelter reviewed the budget amendment resolution. He said this will be the final amendment for the year and reviewed the proposed increases for the general fund as well as the Chelsea Mall & VH Monroe accounts due to the refunding bonds proposed/completed in the fall/winter of 2017. **Ms. Zindel made a motion, seconded by Mr. Layer to approve the amendment to the 2017 budget as presented. The motion passed 6-0 with a roll call vote of present Board members.**

- Mr. Russell then introduced Resolution #2017-13 to the Board. This resolution authorizes the issuance of special obligation development revenue refunding bonds in an amount not to exceed \$3,750,000 for the purposes of refinancing debt on the Chelsea Mall project. Mr. Brossart stated that this is a similar transaction to the one completed earlier in the year for Park North. He said this transaction made good business sense for the mall as it would save them money on interest payments. **Ms. Laine made a motion, seconded by Ms. Reindl-Johnson to approve Resolution #2017-13 as presented. The motion passed 6-0 with a roll call vote of present Board members.**
- Mr. Schnipke reviewed the current records retention policy of the Port Authority and shared a conversation had with the County's records department. He said the County is updating record retention schedules for all departments and the Port was approached. He explained to the records office the structure of the Economic Development Office vs. Port Authority. The records officer suggested aligning the Port's retention schedule with the Economic Development Office's and County general retention schedule. This will help with any instance where a record is not specifically outlined on the Port's schedule as the County's schedule could be referenced. Mr. Bell noted one change that needed to be made to the Port retention schedule related to bond documents. The Board discussed and decided it made sense to align the Port's schedule with the County. **Mr. Bolton made a motion, seconded by Ms. Reindl-Johnson to approve the changes to the records retention policy related to bond documents and utilizing the County's general retention schedule in instances of a record not being specifically outlined on the Port's specific schedule. The motion passed with a unanimous voice vote of present Board members.**
- Mr. Schnipke shared with the Board that port authorities are now eligible for conducting meetings via teleconferencing so long as a policy is in place. Mr. Bell explained the intricacies of the teleconferencing law and proposed a policy for the Board to consider. The details of the policy outline the number of Board members who must be physically present and the geographic delineation of when a Board member is eligible to teleconference in vs. attending in person. The Board discussed the need to utilize the policy only when necessary and not abuse it by calling in for every meeting. Attendance was discussed and the Board decided that some attendance requirements should be attached to the policy so it cannot be taken advantage of for every meeting. The Board decided that the policy as presented needed significant changes. Mr. Bell said he would redraft the policy and have it for presentation at the next meeting.
- Mr. Brossart and Mr. Bell gave a presentation on the possibility of starting a bond fund. They outlined how a bond fund works and why it would be beneficial for deals in the County. Mr. Brossart said he believed a bond fund could come out of the gate strong based on existing and proposed deals of the Port. He outlined deals done in 2017 which could be moved into a bond fund & potential deals in 2018 that could take advantage of the fund. Mr. Brossart and Mr. Bell said the Board could decide if the bond fund would apply only to Warren County or be regional in nature. After discussions, Mr. Russell said he wanted to have a presentation on the concept and gauge interest in the idea. The Board decided the idea was of interest and instructed staff to further discussions and structure with Mr. Brossart and Mr. Bell. They said the bond fund should allow for regional deals if and when the opportunity arises.
- Mr. Schnipke suggested the Board adopt a more regular meeting schedule for 2018. Mr. Sample suggested a scheduling poll be sent to the Board to determine the best time and date. Mr. Schnipke said he would send the poll.

- **At 4:23pm, Ms. Reindl-Johnson made a motion, seconded by Ms. Laine to enter into executive session to consider the purchase of property for public purpose. The motion passed with a 6-0 using a roll call vote of present Board members.** The Board admitted Sean Fraunfelter, Caleb Bell, Andy Brossart, Martin Russell, Matt Schnipke & Brian Beaudry to remain for the executive session.
- **At 4:59pm Mr. Sample made a motion seconded by Ms. Reindl-Johnson to exit Executive Session. The motion passed with a unanimous voice vote of present Board members.**

G. Other Business

- None.

Adjournment:

There being no other business, at 4:59 pm, Mr. Sample made a motion, seconded by Ms. Reindl-Johnson, 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: Martin Russell