

## Board Minutes



### December 9, 2015 Board of Directors Meeting

The Taft Center at Fountain Square, 425 Walnut Street, Cincinnati, OH 45202

#### 1. **CALL TO ORDER**

Lynn Marmer called the Port of Greater Cincinnati Development Authority Board of Directors meeting to order at 8:26 a.m.

##### **Board Members Present:**

Marmer, Lynn	Robertson, Scott
Smith, David	Luken, Charlie
Wright, Shane	San Marco, Mario

##### **Staff Present:**

Brunner, Laura	Recht, Chris
Thomas, Susan	Robb, Deborah
Hall, Darin	
Johnson, Melissa	
Hudson, Rick	

##### **Guests:**

Berger, Barry- KY Terminal	Schulte, Skip – Citizen
Shenk, Andy - Citizen	Kane, Scott – Squire Patton Boggs
Wetterich, Chris – Cincinnati Business Courier	

#### 2. **WELCOME AND INTRODUCTIONS**

Ms. Marmer welcomed the board members and the guests.

#### 3. **APPROVAL OF MINUTES – November 12, 2015**

Ms. Marmer asked the Board members if there were any additions or modifications to the November 12, 2015 Special Board of Directors meeting minutes. Hearing none, she asked for a motion to adopt the meeting minutes.

**Motion:** Shane Wright moved to adopt the minutes of the November 12, 2015 Special Board of Directors meeting. The motion was seconded by Mario San Marco and was approved unanimously.

#### 4. **PUBLIC FINANCE**

Susan Thomas

Ms. Thomas introduced Resolution 2015-19, pertaining to the Fountain Square South Garage to approve a five-year capital plan. The plan would make a determination of the amount of money that goes into the capital reserve fund. The recommendation is that the board deposits \$60,000

from the revenue accounts into the capital fund. This will allow for large capital improvements in 2017 and fulfill the mandatory maintenance requirement.

**Formal Action Requested** – Before the Board today is proposed Resolution 2015-19 entitled:

**A RESOLUTION APPROVING THE FIVE-YEAR PLAN FOR THE FOUNTAIN SQUARE SOUTH GARAGE**

**Motion:** Scott Robertson moved to approve Resolution No. 2015-19. The motion was seconded by Mario San Marco and was approved.

Ms. Thomas called attention to Resolution 2015-20, a Port Authority lease structure that will convert a building at 301 Vine Street into market rate apartments and minor office and retail space. The Port Authority is part of a City of Cincinnati incentive package for this deal. The board asked questions about the deal, all of which Ms. Thomas answered to the Board's satisfaction.

**Formal Action Requested** – Before the Board today is proposed Resolution 2015-20 entitled:

**A RESOLUTION (I) AUTHORIZING AND APPROVING A TRANSACTION CONCERNING THE ACQUISITION, CONSTRUCTION, DEVELOPMENT, AND IMPROVEMENT OF A MIXED-USE BUILDING THAT WILL CONSIST OF APARTMENTS, OFFICE SPACE, RETAIL SPACE, AND APPURTENANCES RELATED THERETO CONSTITUTING A "PORT AUTHORITY FACILITY" TO BE LOCATED ON CERTAIN REAL PROPERTY TO BE ACQUIRED BY THE AUTHORITY; (II) AUTHORIZING THE ACCEPTANCE OF CERTAIN REAL PROPERTY BY ONE OR MORE DEEDS OF COVEYANCE; (III) APPROVING THE EXECUTION AND DELIVERY OF ONE OR MORE CONSTRUCTION MANAGER AT-RISK AGREEMENTS, ONE OR MORE PROJECT LEASE AGREEMENTS, ONE OR MORE DEVELOPMENT AGREEMENTS, ONE OR MORE MORTGAGES, ONE OR MORE SUBORDINATION AGREEMENTS, ONE OR MORE RECOGNITION AGREEMENTS, AND ONE OR MORE INDEMNITY AGREEMENTS IN CONNECTION WITH THE TRANSACTION; AND (IV) APPROVING THE PROVISION OF OHIO SALES AND USE TAX EXEMPTION CERTIFICATES FOR THE PURCHASE OF BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THE MIXED-USE BUILDING AND APPURTENANCES RELATED THERETO.**

**Motion:** Scott Robertson moved to approve Resolution No. 2015-20. The motion was seconded by Charlie Luken and was approved.

Ms. Thomas explained the need for resolution 2015-21, a resolution to refinance the Kenwood Collection TIF revenue bonds. A brief discussion then took place regarding the project.

**Formal Action Requested** – Before the Board today is proposed Resolution 2015-21 entitled:

**A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF SPECIAL OBLIGATION DEVELOPMENT REVENUE BONDS, IN SERIES AND IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$20,000,000, FOR THE PURPOSE OF FINANCING AND**

REFINANCING COSTS OF ACQUIRING, CONSTRUCTING, IMPROVING, INSTALLING, EQUIPPING AND OTHERWISE DEVELOPING "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE, IN COOPERATION WITH SYCAMORE TOWNSHIP, OHIO, INCLUDING REFUNDING BONDS PREVIOUSLY ISSUED TO FINANCE SUCH COSTS, AUTHORIZING EXECUTION AND DELIVERY OF A TRUST INDENTURE AND RELATED AGREEMENTS, INSTRUMENTS AND DOCUMENTS TO SECURE SUCH REVENUE BONDS AND PROVIDE FOR PAYMENT OF BOND SERVICE CHARGES; AUTHORIZING EXECUTION AND DELIVERY OF AGREEMENTS RELATING TO THE SALE AND DELIVERY OF THE BONDS AND THE REFUNDING AND REDEMPTION OF THE OUTSTANDING BONDS; AUTHORIZING EXECUTION AND DELIVERY OF AN AMENDED AND RESTATED MANAGEMENT AGREEMENT PERTAINING TO THE PROJECT; AUTHORIZING PREPARATION AND USE OF DISCLOSURE DOCUMENTS REASONABLY NECESSARY FOR THE SALE OF THE BONDS; AUTHORIZING AND APPROVING ADDITIONAL AGREEMENTS, INSTRUMENTS, ASSIGNMENTS, STATEMENTS AND DOCUMENTS IN CONNECTION WITH OR RELATED TO THE FOREGOING; APPROVING, CONFIRMING, RATIFYING AND ADOPTING EXISTING AUTHORIZATIONS OF THIS BOARD RELATING TO THE FOREGOING; AND AUTHORIZING AND APPROVING RELATED MATTERS.

**Motion:** Mario San Marco moved to approve Resolution No. 2015-21. The motion was seconded by David Smith and was approved.

5. **FINANCIAL REPORT**

*Shane Wright & Rick Hudson*

**Budget Update**

Mr. Wright made the following highlights of the 2015 results to date. Operating income is \$637,000 favorable to plan, with revenues at \$342,000 favorable to plan, largely driven by the Communities First Down Payment program.

Expenses are \$300,000 favorable to plan. Non-operating had an \$80,000 variance from plan, with the primary reason being the sale of a TechSolve II property in June.

The balance sheet reflected two transactions from year end, the issuance of bonds for the Fountain Square Garage and the payment of \$1.2 million to Phillips Edison.

Restricted cash is \$1.3 million, which is 5 months of operating expenses.

Mr. Wright then presented the balanced budget for 2016, Resolution 2015-22 and Resolution 2015-23. There were questions and discussion regarding the budget. All questions were answered to the satisfaction of the board.

**Formal Action Requested** – Before the Board today is proposed Resolution 2015-22 entitled:

**APPROPRIATIONS RESOLUTION OF THE BOARD OF DIRECTORS OF THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY FOR THE FISCAL YEAR 2016**

**Motion:** Lynn Marmer moved to approve Resolution No. 2015-22. The motion was seconded by Scott Robertson and was approved.

**Formal Action Requested** – Before the Board today is proposed Resolution 2015-23 entitled:

**RESOLUTION APPROVING THE 2016 OPERATING BUDGET FOR THE FOUNTAIN SQUARE SOUTH GARAGE**

**Motion:** Charlie Luken moved to approve Resolution No. 2015-23. The motion was seconded by Mario San Marco and was approved.

**6. EXECUTIVE SESSION**

Lynn Marmer stated that the Board would go into Executive Session.

**Motion:** Lynn Marmer made a Motion pursuant to Ohio Revised Codes 121.22 (G) (4) to adjourn the meeting of the Board of Directors of the Port of Greater Cincinnati Development Authority and to enter into executive session for the sole purpose of a discussion and review of the terms and conditions of employment for an employee of the agency.

The motion was approved unanimously by roll call vote.

The Board adjourned into executive session at 9:03 a.m. The Board exited executive session and reconvened its Board of Directors meeting at 9:15 a.m.

**7. ADJOURNMENT**

The December 9, 2015 Board of Directors meeting adjourned at 9:15 a.m.

Respectfully,



Laura N. Brunner  
Secretary