

Meeting Minutes of the Board of Directors
June 23, 2016

The Pledge of Allegiance was recited.

ROLL CALL

The sixth meeting in 2016 of the Toledo-Lucas County Port Authority Board of Directors was called to order at 8:00 a.m. on Thursday, June 23, 2016, at One Maritime Plaza, 2nd Floor, Classrooms A and B, Toledo, Ohio.

The following members were present: Chairman James M. Tuschman, Vice Chairman John S. Szuch, Directors Jerry Chabler, Bernard H. Culp, Dr. Lloyd A. Jacobs, Andrea R. Price, G. Opie Rollison, Nadeem S. Salem, Sharon Speyer, and A. Bailey Stanbery.

The following members were absent: Directors William J. Carroll, George Tucker and Baldemar Velasquez.

APPROVE MINUTES OF MEETING May 26, 2016

The minutes of the meeting of May 26, 2016 were presented for approval, copies having been distributed in advance to all directors. Upon the motion of Director Tuschman, seconded by Director Chabler, and unanimously carried, the minutes were approved as submitted.

PUBLIC COMMENT PERIOD

Chairman Tuschman requested comments from the public. Hearing none, he proceeded with the order of business.

REPORT OF THE CHAIR

Chairman Tuschman reported that for all future board meetings, a video camera will record the session Mr. Tuschman also reported that the office of the Mayor of the City of Toledo presented the Port Authority with a proclamation in recognition of the Port Authority's contribution to the 2016 summer pools season.

Mr. Tuschman presented a draft code of conduct to be reviewed by the board with suggested changes to be submitted to him directly. He will discuss the changes with the Port Authority's appointing authorities, i.e., the Mayor of the City of Toledo and Lucas County Commissioners. A revised draft will be provided at the next board meeting for consideration.

REPORT BY THE PRESIDENT & CEO: PAUL L. TOTH, JR.

Paul L. Toth, Jr., President & CEO reported that a ribbon cutting celebration on June 22, 2016, for the new Greyhound Station at Dr. Martin Luther King, Jr. Plaza. Mr. Toth reported that

the Toledo Air Show will feature the U.S. Air Force Thunderbirds. Ticket sales have exceeded projections. Mr. Toth further reported that on June 3, 2016, Allegiant introduced service to Myrtle Beach, South Carolina. In addition, Mr. Toth reported that in mid-August there will be a ribbon cutting for the Dana Building at Overland.

## **RECOMMENDATIONS AND REPORTS FROM STANDING COMMITTEES AND DIVISIONS**

### **FINANCE COMMITTEE**

#### **CONSIDER EXPENDITURES THROUGH May 31, 2016**

Director Jacobs, Finance Committee chair, reported that the Operating Budget through May 2016 shows \$90,700 excess operating revenues over operating expenses. This is ahead of a projected budget deficit by \$347,000.

After discussion, upon motion by Director Jacobs, seconded by Director Salem, and unanimously carried, the Expenditures through May 2016 were approved as submitted.

#### **CONSIDER ISSUANCE OF REVENUE BONDS TO FINANCE THE COSTS OF ACQUIRING, CONSTRUCTING, IMPROVING, EQUIPPING, AND FURNISHING ENERGY EFFICIENCY AND ADVANCED ENERGY IMPROVEMENTS (\$5,000,000)**

Director Jacobs reported that the Port Authority has been requested to issue up to \$5,000,000 in development revenue bonds through the Northwest Ohio Bond Fund (the "Series 2016C Bonds") for the benefit of the Northwest Ohio Advanced Energy Improvement District for the acquisition and construction of certain energy efficiency and advanced energy improvement projects, all constituting "port authority facilities." The project will benefit private development to be undertaken by the various property owners in northwest Ohio.

The Finance Committee recommended adoption of a resolution regarding the issuance of the bonds in the principal amount up to \$5,000,000 to be used to finance the project.

After discussion, on motion by Director Jacobs, seconded by Director Stanbery, and unanimously carried,

#### **RESOLUTION NO. 42-16**

**Authorize the Issuance and Sale of a Maximum Aggregate Principal Amount of \$5,000,000 of One or More Series of Taxable Revenue Bonds**

**of the Toledo-Lucas County Port Authority under the Northwest Ohio Bond Fund Program for the Purpose of Financing Costs of "Port Authority Facilities" within the Meaning of Ohio Revised Code 4582.01;**

**Authorizing the Execution and Delivery of a Supplemental Trust Indenture to Secure Such Bonds; Authorizing the Execution and Delivery of a Loan Agreement and a Collateral Assignment of Security Agreement; Authorizing the Execution and Delivery of One or More Cooperative Agreements; Authorizing the Sale of the Revenue Bonds Pursuant to a Bond Purchase Agreement; Authorizing the Execution and Distribution of a Disclosure Statement in Connection with the Sale of the Revenue Bonds; and Authorizing and Approving Related Matters**

was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.

## **FINANCING PROGRAMS DASHBOARD**

Director Jacobs presented the Financing Programs Dashboard.

## **BETTERBUILDINGS NORTHWEST OHIO PROGRESS REPORT**

Director Jacobs reported on recent and current projects being undertaken by the BetterBuildings Northwest Ohio program.

## **NORTHWEST OHIO BOND FUND TRUSTEE REPORT**

Director Jacobs presented the Northwest Ohio Bond Fund Trustee report.

## **TRANSPORTATION & OPERATIONS COMMITTEE**

### **CONSIDER NEW ROOF FOR OWENS CORNING HANGAR AT TOLEDO EXPRESS AIRPORT**

Director Stanbery, Transportation & Operations Committee vice chair, reported that the existing roof of the hangar leased by Owens Corning, located at 11451 West Airport Service Road within the Toledo Express Airport is beyond its useful life and in need of replacement. A preliminary assessment was completed which identified recommendations for repair and replacement of the roof.

The Transportation & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract for the repair and replacement of the roof on the Owens Corning hangar with proposer submitting the lowest responsive and responsible proposal at a cost not to exceed the engineer's estimate of \$70,000. The costs of the project will be paid from Airport Reserves.

After discussion, on motion by Director Stanbery, seconded by Director Chabler, and unanimously carried,

**RESOLUTION NO. 43-16**

**Authorizing New Roof for Owens Corning Hangar at Toledo Express Airport**

was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.

**CONSIDER AMENDMENT TO RESOLUTION NO. 9-16 FOR 2016 TOLEDO AIR SHOW**

Director Stanbery reported that pursuant to Resolution No. 9-16, the Port Authority and the Toledo Air Show Foundation have entered into an Airport Use Agreement to allow the Foundation to conduct the Toledo Air Show scheduled for July 16 and 17, 2016. The Foundation has secured a full line up of major air show acts, including the U.S. Air Force "Thunderbirds", which will headline the event.

The Transportation & Operations Committee recommended amending Resolution No. 9-16 to authorize the President to pay the deposit costs of the 2016 Toledo Air Show.

After discussion, on motion by Director Stanbery, seconded by Director Chabler, and unanimously carried,

**RESOLUTION NO. 44-16**

**Authorizing Amendment to Resolution 9-16 for 2016 Air Show at Toledo Express Airport**

was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.

**CONSIDER PROMEDICA HANGAR PAINTING PROJECT AT TOLEDO EXPRESS AIRPORT**

Director Stanbery reported that exterior of the hangar space leased by ProMedica Air at the Toledo Express Airport, which houses aircraft and includes flight crew quarters, is showing signs of wear and tear, including fading, chipping and peeling of paint and visible surface rust. The project includes preparation of surfaces and painting of building and all doors. An estimate has been received from All American Flooring in the amount of \$15,690 and is the lowest responsive and responsible estimate received.

The Transportation & Operations Committee recommended adoption of a resolution authorizing an agreement with All American Flooring in the amount of \$15,690 and appropriating \$15,690 plus an additional 10% contingency from Airport Reserves.

After discussion, on motion by Director Stanbery, seconded by Director Jacobs, and

Director Rollison abstained, the motion was unanimously carried.

## RESOLUTION NO. 45-16

### Authorizing ProMedica Hangar Painting Project at Toledo Express Airport

was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.

## CONSIDER ENERGY PROGRAM FOR AIRPORT MAINTENANCE BUILDING

Director Stanbery reported that in October 2010 the Board of Directors established a Revolving Loan Fund mechanism for the Port Authority's Energy Efficiency and Alternative Energy Program with \$3,000,000 of the proceeds of a grant from the U.S. Department of Energy.

The Transportation & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract with the Northwest Ohio Advanced Energy District to provide the funds necessary to replace the lighting in the Maintenance Building at Toledo Express Airport, the cost of which will not exceed \$35,000.

After discussion, on motion by Director Stanbery, seconded by Director Salem, and unanimously carried,

## RESOLUTION NO. 46-16

### Authorizing Energy Program for Airport Maintenance Building

was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.

## TOLEDO EXPRESS AIRPORT STATISTICS

## SEAPORT STATISTICS

## AMTRAK STATISTICS

## PLANNING & DEVELOPMENT COMMITTEE

### CONSIDER WETLAND MITIGATION PURCHASE FROM PEARSON METROPARK WETLAND MITIGATION BANK

Director Speyer, Planning & Development Committee chair, reported that in July 2011 the Port Authority received a Level 2 isolated Wetland Permit from the Ohio Environmental Protection Agency (OEPA) to impact 0.893 acres of Category 1 and Category 2 isolated wetlands located at the South Airfield Road Industrial Park site adjacent to Toledo Express

Airport (the Site). The Port Authority proposed that the mitigation for the impacted wetlands occur on an on-site wetland area near the Airport on Port Authority property that would create and restore 2.6 acres of wetland. Since receiving the permit, the Port Authority learned that Federal Aviation Administration policy does not allow for construction of wetlands of any type within the safety zone of an active runway.

The Planning & Development Committee recommended adoption of a resolution authorizing the President to enter an agreement with Pearson Metropark Wetlands Mitigation Bank for the purpose of purchasing wetland mitigation credit to meet the obligations of the permit issued by OEPA and appropriating \$96,000 from Airport Reserves therefore.

After discussion, on motion by Director Speyer, seconded by Director Salem, Director Stanbery abstained, and the motion was otherwise unanimously carried.

## **RESOLUTION NO. 47-16**

### **Authorizing Wetland Mitigation Purchase from Pearson Metropark Wetland Mitigation Bank**

was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.

### **CONSIDER LEASE WITH JOHNSON CONTROLS FOR TWO AIR CARGO PARKWAY**

Director Speyer reported that Johnson Controls has been leasing 47,024 square feet of space at Two Air Cargo Parkway under a one year gross lease which is set to expire on June 30, 2016. Johnson Controls has indicated that it will need the facility for an additional period of time for the purpose of warehousing and distributing products associated with the battery plant and have requested a replacement lease.

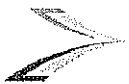
The Planning and Development Committee recommended adoption of a resolution authorizing the President to enter into a lease agreement with Johnson Controls, Inc.

After discussion, on motion by Director Speyer, seconded by Director Chabler, and unanimously carried,

## **RESOLUTION NO. 48-16**

### **Authorizing Agreement with Johnson Controls, Inc. for Space at Two Air Cargo Parkway**

was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.



**CONSIDER MEMORANDUM OF AGREEMENT WITH U.S. DEPARTMENT OF ARMY FOR DREDGE MATERIAL PLACEMENT**

Director Speyer reported that the Dredged Material Center of Innovation, constructed with funding from the Ohio Healthy Lake Erie Grant, is now complete and ready to accept dredged material. The Port Authority has been working with the U.S. Army Corps of Engineers, the Ohio Environmental Protection Agency (OEPA), and Ohio Department of Natural Resources to coordinate a plan for depositing dredged material into the Center of Innovation that would have normally have been placed in the open waters of Lake Erie.

The Planning and Development Committee recommended adoption of a resolution authorizing the President to enter into the Memorandum of Agreement with the U.S. Department of the Army and to appropriate up to \$100,000 if necessary for placement of dredged material.

After discussion, on motion by Director Speyer, seconded by Director Chabler, and unanimously carried,

**RESOLUTION NO. 49-16**

**Authorizing Memorandum of Agreement with U.S. Department of Army for Dredge Material Placement**

was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.

**GOVERNMENT, COMMUNITY & HUMAN RELATIONS COMMITTEE**

**UPDATED TOLEDO-LUCAS COUNTY PORT AUTHORITY GOVERNMENT, COMMUNITY AND HUMAN RELATIONS SCOPE OF RESPONSIBILITIES**

Director Price reported that the Government, Community and Human Relations Committee Scope of Responsibilities was adopted by the Committee on June 17, 2016, for the sole purpose of setting forth the roles and responsibilities of the Government, Community and Human Relations Committee.

**DIVERSIFIED CONTRACTORS ACCELERATOR PROGRAM UPDATE**

Director Price reported that the Port Authority accepted another participant into the Diversified Contractors Accelerator Program, Glass City Services and Supplies, Inc. There are a current total of 49 participants. Capital requests in the amount of \$145,939 have been approved since last update. Approvals to date: \$3,731,006.

**EXECUTIVE SESSION PURSUANT TO 121.22 (G) (1) OF THE OHIO REVISED CODE**

Chairman Tuschman requested a motion to meet in executive session for the purpose of


# Meeting of the Board of Directors

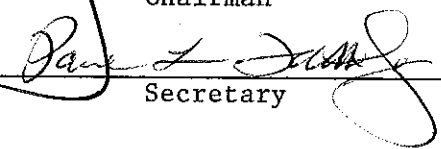
considering the compensation of a public employee by Ohio Revised Code 121.22 (G) (1). The motion was made by Director Tuschman, seconded by Director Salem, whereupon Chairman Tuschman proceeded to take a roll call vote as follows: Speyer-yes, Culp-yes, Rollison-yes, Chabler-yes, Szuch-yes, Salem-yes, Tuschman-yes, Stanbery-yes, Jacobs-yes, and Price-yes. The motion passed.

Chairman Tuschman requested a motion to adjourn the executive session and return to the regular meeting. The motion was made by Director Szuch, seconded by Director Chabler, and unanimously carried. Chairman Tuschman stated that no action was taken during the executive session.

## ADJOURN

There being no further business, the meeting adjourned at 10:30 a.m.

  
Chairman

  
Secretary