

Meeting Minutes of the Board of Directors

December 15, 2016

The Pledge of Allegiance was recited.

ROLL CALL

The eleventh meeting in 2016 of the Toledo-Lucas County Port Authority Board of Directors was called to order at 8:00 a.m. on Thursday, December 15, 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 Dr. Imran Andrabi, William J. Carroll, Bernard H. Culp, David Fleetwood, Dr. Lloyd A. Jacobs, Andrea R. Price, G. Opie Rollison, Nadeem Salem, Sharon Speyer, George Tucker and Baldemar Velasquez.

APPROVE MINUTES OF MEETING November 17, 2016

The minutes of the November 17, 2016 meeting were presented for approval, copies having been distributed in advance to all directors. Upon motion by Director Tuschman, seconded by Director Salem, and unanimously carried, the minutes were approved.

PUBLIC COMMENT PERIOD

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

REPORT AND COMMUNICATIONS FROM THE CHAIR: JAMES M. TUSCHMAN

Director Tuschman reported that head shots of the Board for the Website will be taken in the Lobby after the meeting. Director Tuschman introduced two new Board members; Director Imran Andrabi and David Fleetwood. Director Tuschman reported that Director George Tucker has resigned from the Board due to prior commitments. Director Tucker will be recognized at the January Board Meeting.

Director Tuschman reported that last January he presented a list of things to focus on for the year. He would like to concentrate on the following projects during 2017: Improve Workforce Development with the County. The Mission Statement was completed in 2016. The Port's Public Profile Plan will roll out in 2017. Succession Planning will be implemented. Streamline Board / Committee meetings. Assign outside people to Committees. A Strategic Planning Session will be scheduled in 2017. Strengthen Economic Development. Andrea Price will produce a Legislative Summit. Continue to meet with the Mayor, President and Vice Chairman to provide quarterly updates.. Meet with the Downtown Development Corporation. Meet with Transportation and Logistics. Continue with Downtown Hotel projects. Build the Toledo Fund. An Annual Report to the Community will be developed in 2017. Continue to meet with Midwest Terminals and Jeep Parkway. Improve Parking Operations. Continue with the

Beneficial Use Project. Continue with the Outreach Program with Partners. Schedule speakers for future Board Meetings. Evaluate Airport operations. Identify land for development. Collaborate Data Management with UT. Provide information on the history of the Port Authority.

REPORT OF BOARD OFFICER NOMINATING COMMITTEE

Chairman Tuschman reported that the Nominating Committee consisting of William Carroll, chair, and members Nadeem Salem and John Szuch, places in nominations the following slate of officers for consideration by the Toledo-Lucas County Port Authority Board of Directors to serve as officers of this Board for a one-year term commencing January 1, 2017:

Chair:	James M. Tuschman
Vice Chair:	William J. Carroll
Secretary & Fiscal Officer:	Paul L. Toth, Jr.
Assistant Secretary & Fiscal Officers:	Dawn M. Wenk Thomas J. Winston

Assistant Secretary & Fiscal Officer For Bond Programs, Ohio Development Services Agency Regional 166 Direct Loan Program, U.S. Small Business Administration 504 Loan Program, and Grant purposes only:	Lorraine Cantrell
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After discussion, on motion by Director Tuschman, seconded by Director Jacobs, and unanimously carried;

RESOLUTION NO. 83-16

Authorizing Appointment of Board Officers

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

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

Mr. Toth reported that the gift baskets to the Board are a token of appreciation from the staff. Mr. Toth thanked Directors Tuschman and Szuch for their support this past year. Mr. Toth reported that it has been a good year financially. Projects successfully undertaken were Microlending; the investment in Overland, which created jobs; Greyhound moved into the Train Station; and the Energy program is growing. Mr. Toth reported that the Port met with First Energy regarding LED lighting for the Historic South project. Directors Culp and Velasquez met with the Mayor and the City is interested. The Port will present the City with a Term sheet.

RECOMMENDATIONS AND REPORTS FROM STANDING COMMITTEES AND DIVISIONS

FINANCE COMMITTEE

CONSIDER EXPENDITURES THROUGH NOVEMBER 30, 2016

Director Szuch reported that the Operating Budget through November 2016 shows \$928,700 excess operating revenues over operating expense. This is ahead of budget by \$885,700.

The Finance Committee recommended approval of the Expenditures through November 2016.

After discussion, on motion by Director Szuch, seconded by Director Carroll, and unanimously carried, the Expenditures through November 2016 were approved as submitted.

CONSIDER OPERATING BUDGET FOR 2017 AND MAKING ANNUAL APPROPRIATIONS FOR CURRENT EXPENSES

The Finance Committee recommended adoption of the following two resolutions by separate motions.

After discussion, on motion by Director Szuch, seconded by Director Fleetwood, and unanimously carried;

RESOLUTION NO. 84-16

Authorizing Operating Budget for 2017

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

After discussion, on motion by Director Szuch, seconded by Director Culp, and unanimously carried;

RESOLUTION NO. 85-16

Authorizing Annual Appropriations for Current Expenses

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

CONSIDER FINANCING SUPPORT FOR NORTHWEST OHIO ADVANCED ENERGY IMPROVEMENT DISTRICT

Director Szuch reported that in 2010, the Port Authority developed and implemented the BetterBuildings Northwest Ohio ("BBNWO") program with the United States Department of Energy (DOE) grant funds. The grant funds have been expended and project funding being initiated and administered through the Northwest Ohio Advanced Energy Improvement District.

The Finance Committee recommended adoption of a resolution authorizing an appropriation of \$2,500,000 from the Port Authority reserves to support financing through the Northwest Ohio Advanced Energy Improvement District ("NOAEID") and authorizing the

President to enter into loan documents with the NOAEID, the terms of which shall be determined by the President.

After discussion, on motion by Director Szuch, seconded by Director Salem, one opposed vote, and unanimously carried;

RESOLUTION NO. 86-16

Authorizing Financing Support for Northwest Ohio Advanced Energy Improvement District

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

FINANCING PROGRAMS DASHBOARD

Director Szuch presented the Financing Programs Dashboard.

BETTERBUILDINGS NORTHWEST OHIO PROGRESS REPORT

Director Szuch reported on the Better Buildings Northwest Ohio program.

NORTHWEST OHIO BOND FUND TRUSTEE REPORT

Director Szuch presented the Northwest Ohio Bond Fund Trustee report.

TRANSPORTATION & OPERATIONS COMMITTEE

REPORT FROM BRIAN J. PERZ, DIRECTOR OF FACILITIES AND DEVELOPMENT SERVICES, REGARDING DEVELOPMENT SOUTH OF AIRPORT INDUSTRIAL PARK

CONSIDER 2017 LEASING POLICY AND RATES AND CHARGES FOR TOLEDO EXPRESS AIRPORT AND TOLEDO EXECUTIVE AIRPORT

Director Carroll reported that in 2008, the Board adopted a Leasing Policy and Rates and Charges that provided guidance when leasing facilities at Toledo Express Airport and Toledo Executive Airport. The Board's stated intent was to ensure that good business practices are employed on a fair, consistent, and non-discriminatory basis while, at the same time, establishing a rent and fee structure that advances the goal of financial self-sustainability of the Airport system. The Leasing Policy and Rates and Charges should be reviewed annually and, if necessary, updated by the Board to reflect changes in market conditions, changes in legal, regulatory, and environmental requirements, and updated business and real estate practices.

The Transportation and Operations Committee recommended adoption of a resolution approving the 2017 Leasing Policy and Rates and Charges for Toledo Express Airport and Toledo Executive Airport with no changes from 2016.

After discussion, on motion by Director Carroll, seconded by Director Fleetwood, and unanimously carried;

RESOLUTION NO. 87-16

Authorizing 2017 Leasing Policy and Rates and Charges For Toledo Express Airport and Toledo Executive Airport

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

CONSIDER REIMBURSEMENT PAYMENT TO IRONHEAD MARINE FOR EMERGENCY REPAIRS AT THE TOLEDO SHIPYARD

Director Carroll reported that the pump house at The Toledo Shipyard is the structure that protects the large pumps that dewater the two graving docks at the Facility. This critical structure is very old and it was determined by the Shipyard operator, Ironhead Marine and Port Authority that the pump house needed to be replaced with a new structure prior to the winter of 2016/2017 so that the pumps would remain protected. Due to the critical nature of the project and the need to carefully coordinate the project with the existing workload at the shipyard, Ironhead began to utilize its own manpower and equipment to begin the process of demolishing the pump house and outsourced the specialized labor and materials necessary to demolish the old structure and erect a new structure.

The Transportation and Operations Committee recommended adoption of a resolution authorizing the President to reimburse Ironhead Marine \$325,000 from previously-appropriated property tax funds as the Port Authority's contribution toward this important project.

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

RESOLUTION NO. 88-16

Authorizing Reimbursement Payment to Ironhead Marine for Emergency Repairs at The Toledo Shipyard

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 RIDERSHIP

PLANNING & DEVELOPMENT COMMITTEE

Director Speyer motioned for a recommendation to combine the Transportation and Operations Committee with the Planning & Development Committee.

After discussion, on motion by Director Speyer, seconded by Director Szuch, the motion was unanimously carried.

GOVERNMENT, COMMUNITY & HUMAN RELATIONS COMMITTEE

DIVERSIFIED CONTRACTORS ACCELERATOR PROGRAM (DCAP) REPORT

Director Price reported that Capital Requests in the amount of \$33,211.10 have been approved since last update. The DCAP Program currently has 51 total participants who have received funding for 89 projects. Approvals to date: \$4,025,148.

OTHER BUSINESS

ADJOURN

There being no further business, the meeting adjourned at 9:35 a.m.