

Meeting Minutes of the Board of Directors April 27, 2017

The Pledge of Allegiance was recited.

ROLL CALL

The third meeting in 2017 of the Toledo-Lucas County Port Authority Board of Directors was called to order at 8:00 a.m. on Thursday, April 27, 2017, at One Maritime Plaza, 2nd Floor, Classrooms A and B, Toledo, Ohio.

The following members were present: Chairman James M. Tuschman, Directors Dr. Imran A. Andrabi, Bernard H. Culp, Shaun Enright, David Fleetwood, Dr. Lloyd A. Jacobs, Andrea Price, Nadeem S. Salem, Sharon Speyer, John Szuch.

The following members were absent: Directors William Carroll and Baldemar Velasquez.

APPROVE MINUTES OF MEETING MARCH 23, 2017

The minutes of the meeting of March 23, 2017, were presented for approval, copies having been distributed in advance to all directors. On motion by Director Tuschman and seconded by Director Salem, and unanimously carried, the minutes were approved as submitted.

PUBLIC COMMENT PERIOD

Chairman Tuschman requested comments from the public. Bill Yockey, ILA Local 1982 and Christopher Blakely, Midwest Terminals, were present and spoke to the board re: union / management issues.

REPORT AND COMMUNICATIONS FROM THE CHAIR: JAMES M. TUSCHMAN

Chairman Tuschman reported that the Port Authority's report to the community is scheduled for May 3, 2017. He urged the board and staff to RSVP if they plan to attend. Chairman Tuschman acknowledged that Director Dr. Andrabi has resigned from the board as he has accepted a position with ThedaCare and will be relocating to Appleton, Wisconsin.

RESOLUTION IN RECOGNITION OF AIRPORT STAFF

Chairman Tuschman read aloud a resolution in recognition and appreciation of the vision, hard work, loyalty and efficiency that the Airport staff exhibits on a daily basis to ensure that Toledo Express Airport remains a valuable resource for passengers, tenants and customers.

On motion by Chairman Tuschman, seconded by Director Jacobs, and unanimously carried;

RESOLUTION NO. 16-17

In Recognition of Airport Staff

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 American Airlines will launch new twice daily nonstop service between Toledo and its hub in Charlotte, North Carolina. In addition, Mr. Toth reported that the Port Authority is closing on the new market tax credit financing for Detroit Manufacturing Systems, LLC. Also, Mr. Toth reported that Train Day is May 6, 2017. Finally, Mr. Toth reported that Todd Audet, Brian Perz and Anthony Schumaker are preparing for Tronair to move into Toledo Express Airport.

PRESENTATION BY DERRICK L. JAMES, SENIOR MANAGER, GOVERNMENT AFFAIRS, AMTRAK, CHICAGO UNION STATION

REPORT REGARDING ACQUISITION OF GOODS, EQUIPMENT, MATERIEL AND SERVICES FOR QUARTER ENDING MARCH 31, 2017

RECOMMENDATIONS AND REPORTS FROM STANDING COMMITTEES AND DIVISIONS

FINANCE & DEVELOPMENT COMMITTEE

CONSIDER EXPENDITURES THROUGH MARCH 31, 2017

Director Szuch, Finance & Development Committee chair, reported that the Operating Financials through March 2017 show \$202,900 excess operating expense over operating revenue, which is typical for the first part of the year. This is ahead of budget by \$271,300 with expenses falling under budget and revenue coming in slightly ahead of budget.

The Finance Committee recommended approval of the Expenditures through March 31, 2017.

After discussion, on motion by Director Szuch, seconded by Director Enright, and unanimously carried, the Expenditures through March 31, 2017 were approved as submitted.

CONSIDER SMALL COMMUNITY AIR SERVICE DEVELOPMENT PROGRAM GRANT FROM U.S. DEPARTMENT OF TRANSPORTATION AND AGREEMENT WITH AMERICAN AIRLINES

Director Szuch reported that in October 2011, the Port Authority board authorized acceptance of a Small Community Air Service Development Grant from the U.S. Department of Transportation in the amount of \$750,000. The grant agreement has been amended to extend the grant until January of 2018. Recently, American Airlines agreed to a new route from Toledo to Charlotte and this grant will provide a revenue guarantee for the service.

The Finance Committee recommended adoption of a resolution appropriating \$250,000 from Port Authority Reserves for a portion of the local share of the grant.

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

RESOLUTION NO. 17-17

Authorizing Small Community Air Service Development Program Grant from U.S. Department of Transportation and Agreement with American Airlines

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

CONSIDER ISSUANCE OF BONDS FOR CONSTRUCTION OF 132,000 SF BUILDING AT OVERLAND INDUSTRIAL PARK

Director Szuch reported that in June 2016, the Port Authority, NAI/Harmon, and Dana Corporation announced a lease with Dana Holdings for a 100,000 SF warehouse/manufacturing spec building at the Overland Industrial Park, including an expansion of the building by an additional 200,000 SF to accommodate the manufacturing and assembly of axles for Chrysler and other auto makers in the region.

In July 2016, the board approved the issuance of up to \$2.3 million in revenue bonds out of the Northwest Ohio Bond Fund, the appropriation of up to \$1 million out of Port Authority's reserves, and a loan of up to \$2 million from JobsOhio to finance the project. However, JobsOhio and the Port Authority have been unable to reach an agreement to provide financing for the project.

A letter of intent has now been negotiated between NAI/Harmon and a second automotive supplier that desires to locate in Overland Industrial Park, which will require the construction of a new 132,000 SF facility; the Port Authority was asked to provide and coordinate financing for the approximately \$5.5 million project.

The Finance & Development Committee recommended adoption of a resolution which would repeal the resolution approved last July and authorize the issuance of up to \$5 million in taxable development revenue bonds from the Northwest Ohio Bond Fund and appropriate up to \$2 million from Port Authority reserves to finance the construction of a 132,000 SF Class A building just north of the Dana Manufacturing facility at Overland Industrial Park.

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

RESOLUTION NO. 18-17

Authorizing The Issuance And Sale Of A Maximum Aggregate Principal Amount Of \$5,000,000 Of 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 Section 4582.01; Authorizing The Execution And Delivery Of A Supplemental Trust Indenture To Secure The Bonds; Authorizing The Execution And Delivery Of A Loan Agreement With An Entity To Be Controlled By Capital One, N.A.; Authorizing The Execution And Delivery Of A Security Agreement Securing Loan Payments To Be Made To Pay The Bonds; Authorizing The Sale Of The Bonds Pursuant To A Bond Purchase Agreement; Authorizing The Execution And Distribution Of A Disclosure Statement In Connection With The Sale Of The Bonds; And Approving Related Matters was adopted. The resolution in its full text is incorporated in the Resolutions Journal of the Port Authority.

CONSIDER ISSUANCE OF REVENUE BONDS TO FINANCE THE COSTS OF PUBLIC INFRASTRUCTURE IMPROVEMENTS (HALL OF FAME VILLAGE, LLC) (\$6,000,000)

Director Szuch reported that the City of Canton, Ohio, and the Stark County Port Authority have requested that the Toledo-Lucas County Port Authority issue up to \$6,000,000 in tax-exempt development revenue bonds through the Northwest Ohio Bond Fund (the "Series 2017C Bonds") for the benefit of the City of Canton. The Series 2017C Bonds will be issued to finance the acquisition and construction of certain public infrastructure improvements authorized by the City.

The Finance & Development Committee recommended the adoption of a resolution authorizing the issuance of the bonds through the Northwest Ohio Bond Fund in the principal amount of up to \$6,000,000.

Director Speyer abstained from discussion and voting.

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

RESOLUTION NO. 19-17

Authorizing the Issuance of Port Authority Revenue Obligations in the Maximum Aggregate Principal Amount Of \$6,000,000, to Finance Costs of "Port Authority Facilities,"

Within the Meaning of Ohio Revised Code Section 4582.01, Consisting of Public Infrastructure Improvements and Other Public Improvements, to be Constructed, Owned and Operated By or on Behalf of the City of Canton, Ohio; Authorizing the Execution of a Cooperative Agreement, a Supplemental Trust Indenture, a Disbursing and Payment Agreement, and Certain Other Agreements and Documents in Connection with the Foregoing; Authorizing the Use and Distribution of a Disclosure Statement in Connection with the Sale of Those Revenue Obligations; and Authorizing and Approving Related Matters was adopted with Director Speyer abstaining. 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

Ms. Teresa Smith reported on the BetterBuildings Northwest Ohio program.

NORTHWEST OHIO BOND FUND TRUSTEE REPORT

Director Szuch presented the Northwest Ohio Bond Fund Trustee Report.

Director Dr. Andrabi left the meeting at 9:20 a.m.

PLANNING & OPERATIONS COMMITTEE

CONSIDER CONTRACT FOR REHABILITATION OF TAXIWAY D AT TOLEDO EXPRESS AIRPORT (GERKEN PAVING)

Director Jacobs, Planning & Operations Committee chair, reported that the Rehabilitate Taxiway D project at Toledo Express Airport "consists of cold milling and repaving portions of Taxiway D, as well as crack sealing the remaining portions of the existing pavements which are exhibiting reflective cracking and joint deterioration."

The Planning & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract with Gerken Paving, Inc. in an amount not to exceed \$1,081,802.50, to apply for and accept all Federal Aviation Administration grants for the project and authorizing payment, including an additional ten percent (10%) contingency, contingent upon receipt of an FAA grant to fund ninety percent (90%) of the entire project cost with the remaining ten percent (10%) local share of \$118,999 to be paid from Airport Reserves and reimbursed through future passenger facility charges.

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

RESOLUTION NO. 20-17

Authorizing Contract for Rehabilitation of Taxiway D at Toledo Express Airport (Gerken Paving)

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

Director Andrabi left the meeting during discussion.

CONSIDER AGREEMENT WITH RS&H OHIO, INC. FOR CONSTRUCTION ADMINISTRATION AND RESIDENT ENGINEERING SERVICES FOR REHABILITATION OF TAXIWAY D TOLEDO EXPRESS AIRPORT

Director Jacobs reported that, to ensure that the rehabilitation of Taxiway D at Toledo Express Airport is completed in accordance with specifications, it is necessary to engage a firm for construction administration and resident engineering services.

The Planning & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract with RS&H Ohio, Inc. in an amount not to exceed \$83,000 and authorizing payment contingent upon receipt of an FAA grant to fund ninety percent (90%) of the entire project cost with the remaining ten percent (10%) local share to be paid from Airport Reserves and reimbursed from the proceeds of future passenger facility charges.

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

RESOLUTION NO. 21-17

Authorizing Agreement with RS&H Ohio, Inc. for Construction Administration and Resident Engineering Services for Rehabilitation of Taxiway D Toledo Express Airport

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

CONSIDER CONTRACT FOR REHABILITATION OF AIRFIELD PAVEMENTS AT TOLEDO EXECUTIVE AIRPORT (AXTELL'S, INC.)

Director Jacobs reported that, in February 2017, the board authorized design and bidding services for the rehabilitation of airfield pavements at Toledo Executive Airport, including crack sealing of existing pavements which are exhibiting reflective cracking and joint deterioration.

The Planning & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract with Axtell's, Inc. in an amount not to exceed \$24,650 and authorizing payment, including up to an additional ten percent (10%) contingency, contingent upon receipt of Federal Aviation Administration and Ohio Department of Development grants to fund ninety-five percent (95%) of the entire project cost with the remaining five percent (5%) local share of \$1,356 to be paid from Airport Reserves.

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

RESOLUTION NO. 22-17

Authorizing Contract for Rehabilitation of Airfield Pavements at Toledo Executive Airport (Axtell's, Inc.)

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

CONSIDER AGREEMENT WITH RS&H OHIO, INC. FOR CONSTRUCTION ADMINISTRATION AND RESIDENT ENGINEERING SERVICES FOR REHABILITATION OF AIRFIELD PAVEMENTS AT TOLEDO EXECUTIVE AIRPORT

Director Jacobs reported that, in order to ensure that the rehabilitation of the airfield pavements and pavement markings at Toledo Executive Airport is completed in accordance with specifications, it is necessary to engage a firm for construction administration and resident engineering services.

The Planning & Operations Committee recommended adoption of a resolution authorizing the President to enter into an agreement with RS&H Ohio, Inc., in an amount not to exceed \$15,000 and authorizing payment including up to a ten percent (10%) contingency, contingent upon receipt of a Federal Aviation Administration grant to fund ninety percent (90%) of the entire project cost, five percent (5%) by an Ohio Department of Transportation grant, with the remaining five percent (5%) local share of \$750 to be paid from Airport Reserves.

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

RESOLUTION NO. 23-17

Authorizing Agreement with RS&H Ohio, Inc. for Construction Administration and Resident Engineering Services for Rehabilitation of Airfield Pavements at Toledo Executive Airport

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

CONSIDER CONTRACT FOR REPOWER EXISTING NAVIGATION AIDS PROJECT AT TOLEDO EXECUTIVE AIRPORT (JESS HOWARD ELECTRIC CO.)

Director Jacobs reported that the navigational aid systems from remote sites to the airfield electrical vault at Toledo Executive Airport have been unreliable and have resulted in outages of the systems. It is necessary to repower the existing systems to improve reliability and safety for the users and to extend their useful life.

The Planning & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract with Jess Howard Electric Co. to repower the existing navigational aids at Toledo Executive Airport at a cost not to exceed \$223,678.80 and appropriating \$11,190 from the Airport Reserve Fund to pay for the cost of the project.

Following discussion, Director Jacobs motioned to table the recommendation and requested that staff research "responsive and responsible" parameters in the selection of bidders and remand the issue to the Facilities & Operations Committee. The motioned was seconded by Director Culp and unanimously carried,

CONSIDER AGREEMENT WITH RS&H OHIO, INC. FOR CONSTRUCTION ADMINISTRATION AND RESIDENT ENGINEERING SERVICES FOR REPOWER EXISTING NAVIGATION AIDS PROJECT AT TOLEDO EXECUTIVE AIRPORT

Director Jacobs reported that to ensure that the Repower Existing Navigation Aids project at Toledo Executive Airport is completed in accordance with specifications, it is necessary to engage an engineering firm for construction administration and resident engineering services.

The Planning & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract with RS&H Ohio, Inc. in an amount not to exceed \$26,000 and authorizing payment, contingent upon receipt of a grant from the Federal Aviation Administration to fund ninety percent (90%) of the entire project cost, five percent (5%)

by an Ohio Department of Transportation grant, with the remaining five percent (5%) local share of \$1,300 to be paid from Airport Reserves.

After discussion, on motion by Director Jacobs, seconded by Director Salem, and unanimously carried, the recommendation was tabled until next month.

CONSIDER NEW ROOFS FOR HANGARS AT TOLEDO EXPRESS AIRPORT

Director Jacobs reported that Sierra West and National Flight lease hangar space located at Toledo Express Airport from the Port Authority. The existing roofs over the office space of each hangar are beyond their useful lives and are in need of replacement. A field assessment resulted in the identification and recommendations for repair or replacement. The total cost for repair and replacement is estimated to be \$50,000.

The Planning & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract for the repair and replacement of the roofs on the Sierra West hangar and the Express hangar leased to National Flight at a cost not to exceed \$50,000 and appropriating \$50,000 from the Airport Reserve Fund to pay for the cost of the project.

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

RESOLUTION NO. 24-17

Authorizing New Roofs for Hangars at Toledo Express Airport

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

TOLEDO EXPRESS AIRPORT STATISTICS

AMTRAK STATISTICS

GOVERNMENT, COMMUNITY & HUMAN RELATIONS COMMITTEE

CONSIDER AMENDMENT TO RULES AND REGULATIONS TO PERMIT REMOTE ATTENDANCE OF BOARD MEMBERS (OH HOUSE BILL 455)

Director Price reported that on January 4, 2017, Governor Kasich signed into law House Bill 455, which permits airport and port authorities to conduct meetings by video conference and teleconference, provided certain conditions are satisfied and that the Board of Directors has implemented rules and regulations surrounding remote attendance.

The Government, Community & Human Relations Committee recommended adoption of a resolution authorizing amendment of the Rules and Regulations to implement HB 455 as set forth in the proposed resolution.

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

RESOLUTION NO. 25-17

Authorizing Amendment to Rules and Regulations to Permit Remote Attendance of Board Members (OH House Bill 455)

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

CONSIDER COMMUNITY ECONOMIC DEVELOPMENT INITIATIVE GRANT FOR CITY OF TOLEDO SWIMMING POOLS

Director Price reported that an application has been submitted by the City of Toledo requesting a grant for \$35,000 to provide funding to hire and create jobs this summer at the City swimming pools.

The Government, Community & Human Relations Committee recommended adoption of a resolution authorizing a grant in the amount of \$35,000 to provide funding to hire and create jobs this summer for the City swimming pools, which grant agreement shall include a provision that this grant shall be the final grant awarded for the purpose of City swimming pools.

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

RESOLUTION NO. 26-17

Authorizing Community Economic Development Initiative Grant for City of Toledo Swimming Pools

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

DIVERSIFIED CONTRACTORS ACCELERATOR PROGRAM (DCAP) REPORT

Director Price reported that total funds approved to date are \$4,135,068. Year to Date approved is \$109,920. There are currently 51 participants who have received funding for 94 projects. Project Spotlight: TJRS, LLC engaged in second project with the program.

OTHER BUSINESS

Director Jacobs requested that a review of time limits, speakers, and board rebuttal to public commentary be considered. Director Tuschman was in favor.

ADJOURN

There being no further business, the meeting adjourned at 10:00 a.m.

Chairman
Paul L. [Signature]
Secretary