

**Meeting Minutes of the Board of Directors
May 25, 2017**

The Pledge of Allegiance was recited.

ROLL CALL

The fourth meeting in 2017 of the Toledo-Lucas County Port Authority Board of Directors was called to order at 8:00 a.m. on Thursday, May 25, 2017, at One Maritime Plaza, 2nd Floor, Classrooms A and B, Toledo, Ohio.

The following members were present: Chairman James M. Tuschman, Vice Chairman William J. Carroll, Directors Bernard H. Culp, Kim Cutcher, David Fleetwood, Dr. Lloyd A. Jacobs, Andrea R. Price, Nadeem S. Salem, Sharon Speyer, John S. Szuch, and Baldemar Velasquez.

The following members were absent: Directors Dr. Imran A. Andrabi and Shaun Enright.

APPROVE MINUTES OF MEETING APRIL 27, 2017

The minutes of the meeting of April 27, 2017 were presented for approval, copies having been distributed in advance to all directors. On motion by Director Tuschman and seconded by Director Carroll, 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 AND COMMUNICATIONS FROM THE CHAIR: JAMES M. TUSCHMAN

Chairman Tuschman introduced Director Kim Cutcher and welcomed her to the Board.

Chairman Tuschman recognized Ms. Price, who is Chair of the Government, Community & Human Relations Committee, introduced Dave Tippet, PHR, SHRM-CP, Director, On-site Learning and Consulting with the Employers' Association, who then led a tutorial presentation regarding diversity and inclusion.

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

Mr. Toth reported that the Update to the Community event was a success with approximately 200 people in attendance. James K. Kamsickas, CEO of Dana, was the chief speaker. Mr. Toth advised that a strategic discussion should be scheduled in June by each of the committees to review their respective goals and objectives.

Mr. Toth reported that a tour of Port Authority facilities is scheduled for Thursday, June 1, 2017, at 1:00 p.m. Holly Kemler should be notified by those planning to attend.

RECOMMENDATIONS AND REPORTS FROM STANDING COMMITTEES AND DIVISIONS

FINANCE & DEVELOPMENT COMMITTEE

CONSIDER EXPENDITURES THROUGH APRIL 30, 2017

Director Szuch, Finance Committee chair, reported that the Operating Financials through April 2017 show \$70,600 excess operating expense over operating revenue, which is typical of the first part of the year. This is ahead of budget by \$360,000 with expenses falling under budget and revenue coming in slightly ahead of budget.

The Finance & Development Committee recommended approval of the Expenditures through April 30, 2017.

After discussion, on motion by Director Szuch, seconded by Director Salem, and unanimously carried, the Expenditures through April 30, 2017 were approved as submitted.

CONSIDER ENERGY PROGRAM FOR ROOF REPLACEMENT AND INCREASED INSULATION AT TOLEDO EXPRESS AIRPORT

Director Szuch reported that the Terminal Building roof at Toledo Express Airport was last replaced in 1989, has exceeded its useful life, and is in need of replacement. The removal of the existing built-up roofing system and installation of a new ethylene propylene diene terpolymer (EPDM) roof and new insulation will increase the R Value of the roofing system, leading to a more energy efficient system and is estimated to cost \$1.7 million to be funded through the Port Authority's BetterBuildings Northwest Ohio ("BBNWO") program.

The Finance & Development Committee recommended adoption of a resolution authorizing the President to enter into an agreement with the Northwest Ohio Advanced Energy District to provide the funding necessary to replace the Terminal Building roof at Toledo Express Airport, the total project cost of which will not exceed \$2,000,000.

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

RESOLUTION NO. 27-17

Authorizing Energy Program for Roof Replacement and Increased Insulation at Toledo Express Airport

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

Teresa Snyder reported on the BetterBuildings Northwest Ohio program.

NORTHWEST OHIO BOND FUND TRUSTEE REPORT

Director Szuch presented the Northwest Ohio Bond Fund Trustee report.

PLANNING & OPERATIONS COMMITTEE

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

Director Jacobs, Planning and Operations Committee chair, 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 systems to improve reliability and safety for the users and to extend the life of the existing navigational aids.

The Planning & Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract with Jess Howard Electric Co. in an amount not to exceed \$223,678.80, contingent upon receipt of grants from the Federal Aviation Administration to fund ninety percent (90%) of the entire project cost and five percent (5%) by an Ohio Department of Transportation grant. The remaining five percent (5%) local share of \$11,160, including up to a ten percent (10%) contingency, shall be paid from Airport Reserves.

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

RESOLUTION NO. 28-17

Authorizing Work Order with RS&H Ohio, Inc. for Construction Administration and Resident Engineering Services to Repower Existing Navigation Aids Project at Toledo Executive Airport

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 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. RS&H Ohio, Inc. has submitted a proposal for construction administration and resident engineering services for the project at a cost not to exceed \$26,000.

The Planning and 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 contingent upon receipt of grants from the Federal Aviation Administration to fund ninety percent (90%) of the entire project cost and five percent (5%) by an Ohio Department of Transportation grant. The remaining five percent (5%) local share of \$1,300, including up to a ten percent (10%) contingency, shall be paid from Airport Reserves.

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

RESOLUTION NO. 29-17

Authorizing Agreement with RS&H Ohio, Inc. for Construction Administration and Resident Engineering Services to Repower Existing Navigation Aids Project At Toledo Executive Airport

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

CONSIDER MAINTENANCE AND CONSTRUCTION AGREEMENT WITH METROPOLITAN PARK DISTRICT OF THE TOLEDO AREA

Director Jacobs reported that the Metropolitan Park District of the Toledo Area has been awarded federal funding through the Ohio Department of Transportation to install bike racks and related appurtenances for the Toledo Bike Share program. Toledo Bike Share requires Metroparks and the Port Authority to develop a construction and maintenance plan for the improvements for one of the Bike Share stations to be located on the lower level of the Dr. Martin Luther King, Jr. Plaza near the Amtrak and Greyhound terminal entrance.

The Planning and Operations Committee recommended adoption of a resolution authorizing the President to enter into a construction and maintenance agreement with the Metropolitan Park District of the Toledo Area.

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

RESOLUTION NO. 30-17

Authorizing Maintenance and Construction Agreement with Metropolitan Park District of the Toledo Area

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

CONSIDER OHIO DEVELOPMENT SERVICES AGENCY & JOBSOHIO ROADWORK DEVELOPMENT (629) GRANT FOR CONSTRUCTION OF TWO ROUNDABOUTS AND CONNECTOR ROAD ALONG SR 20A

Director Jacobs reported that the traffic associated with the addition of the Tronair, Inc. operation at One Air Cargo Parkway and the potential future development of Express Industrial Park on the south side of Toledo Express Airport have accelerated the need to modify traffic patterns on US 20A. Two roundabouts and a connector road along State Road 20A will improve access and safety in the area; they have been designed in collaboration with the Ohio Department of Transportation. The total estimated eligible roadwork costs related to the project are \$3,689,949.85, \$1,300,000 of which is available from the Ohio Development Services Agency (ODSA) and \$250,000 from the JobsOhio Jobs and Commerce Program.

The Planning and Operations Committee recommended adoption of a resolution authoring the President to accept funding from ODSA and JobsOhio for this project.

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

RESOLUTION NO. 31-17

Authorizing Ohio Development Services Agency & JobsOhio Roadwork Development (629) Grant for Construction of Two Roundabouts and Connector Road along SR 20A

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

CONSIDER AMENDMENT TO LEASE AGREEMENT WITH TRONAIR AT ONE AIR CARGO PARKWAY

Director Jacobs reported that in March 2017, the Port Authority Board of Directors approved a ten (10) year lease agreement beginning July 1, 2017, with two (2), ten (10) year options for Tronair, Inc. to operate at One Air Cargo Parkway. Tronair has requested that a

third option term for a period two (2) years be added to its lease provided it is not in default and provides written notice of intent to extend the lease at least one hundred and eighty (180) days prior to expiration of the then current term. Rent will increase by two and one half percent (2.5%) each year during the third option term as it does during the initial term and first two optional terms.

The Planning and Operations Committee recommended adoption of a resolution authorizing the President to execute an amendment to the lease agreement with Tronair, Inc., dated March 24, 2017, to include one additional option term of two (2) years,

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

RESOLUTION NO. 32-17

Authorizing Amendment to Lease Agreement with Tronair at One Air Cargo Parkway

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

CONSIDER CONTRACT FOR NEW AIRCRAFT AND RESCUE FIREFIGHTING TRUCK AT TOLEDO EXPRESS AIRPORT (OSHKOSH AIRPORT PRODUCTS, LLC)

Director Jacobs reported that the aircraft and rescue firefighting vehicle on site at Toledo Express Airport known as Rescue Two is no longer cost effective to maintain and service; the vehicle has reached the end of its useful life. A new aircraft and rescue firefighting truck including state-of-the art components and equipped with anti-rollover devices would be easier to maintain and provide better response in the event of an emergency.

The Planning and Operations Committee recommended adoption of a resolution authorizing the President to enter into a contract with Oshkosh Airport Products, LLC for the purchase of an aircraft and rescue firefighting truck in a cost not to exceed \$599,303, contingent upon receipt of a grant from the Federal Aviation Administration to fund ninety percent (90%) of the entire cost; to apply for and execute an agreement with the FAA for the grant for the purchase of the truck; appropriating \$65,923 from Airport Reserves to pay the local share cost of the truck; and authorizing payment, including up to an additional ten percent (10%) contingency.

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

RESOLUTION NO. 33-17

Authorizing Contract for New Aircraft and Rescue Firefighting Truck at Toledo Express Airport (Oshkosh Airport Products, LLC)

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

CONSIDER AMENDMENT TO AGREEMENT WITH STATE OF OHIO AGREEMENT

Director Jacobs reported that in October 2014, the Board of Directors authorized the President to accept \$7,350,000 in grant funding from the Ohio Department of Natural Resources (ODNR) through its Healthy Lake Erie Fund. As the issuer of grants from its Healthy Lake Erie Fund, the ODNR has requested that the Healthy Lake Erie Grant Agreement between the ODNR and Port Authority be extended by one (1) additional year until June 30, 2018, which will allow work to continue at the Great Lakes Dredged Material Center for Innovation and under the sub-grant agreements, and for additional work added in pursuit of fully utilizing the funding.

The Planning and Operations Committee recommended adoption of a resolution authorizing the President to sign an amendment to the Healthy Lake Erie Grant agreement with the State of Ohio, dated October, 24, 2014, and associated sub-grant agreements to extend the term of the grant until June 30, 2018.

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

RESOLUTION NO. 34-17

Authorizing Amendment with State of Ohio Agreement

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

GOVERNMENT, COMMUNITY & HUMAN RELATIONS COMMITTEE

CONSIDER COMMUNITY ECONOMIC DEVELOPMENT INITIATIVE LOAN FOR NORTHWEST OHIO ADVANCED ENERGY IMPROVEMENT DISTRICT RESIDENTIAL PROPERTY ASSESSED CLEAN ENERGY FINANCING PILOT PROGRAM

Director Price reported that a request has been submitted by the Northwest Ohio Advanced Energy Improvement District for a loan in the amount of \$150,000 to support a pilot residential Property Assessed Clean Energy ("PACE") financing program which will be operated in partnership with the Home Heritage Program of the Lucas County Land Bank.

The Government, Community & Human Relations Committee recommended adoption of a resolution authorizing a loan with the Northwest Ohio Advanced Energy Improvement District for \$150,000 of previously-appropriated funds from the Property Tax Fund for eligible costs.

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

RESOLUTION NO. 35-17

Authorizing Community Economic Development Initiative Grant for Northwest Ohio Advanced Energy Improvement District Residential Property Assessed Clean Energy Financing Pilot Program

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

CONSIDER REVISED BUSINESS TRAVEL AND EXPENSE POLICY

Director Price reported that the Port Authority's Business Travel & Expense Policy, established in 1998, governs the procedures and guidelines allowable for business related travel and expenses and has since been amended three times, in 1999, 2007, and 2014.

The Government, Community & Human Relations Committee recommended adoption of a resolution authorizing the revised attached Port Authority Business Travel & Expense Policy.

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

RESOLUTION NO. 36-17

Authorizing Revised Business Travel and Expense Policy

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 Andy's Excavating, a returning DCAP participant, received a subcontract in the amount of \$100,500 from Taylor's Excavating on a project for the Lucas County Land Bank. Andy's requested \$40,000 of assistance from DCAP to pay for labor.

Director Price reported that total funds \$4,175,068 have been approved since inception. Loans approved in 2017 total \$149,920. There are fifty-one (51) participants in the DCAP program and ninety-five (95) total projects.

ADJOURN

There being no further business, the meeting adjourned at 9:30 a.m.