The Board of Directors of the Portage County Port Authority met in the Portage Development Board/Portage County Port Authority office located at 217 S. Chestnut Street in Ravenna, Ohio on Tuesday, December 6, 2011 at 2:00 PM with the following members present:

T.N. Bhargava Thomas V. Chema James Wyatt   
 Jack Kohl Steven P. McDonald Neil Mann, Jr.

Absent: David Dix

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Also present: Portage County resident Dawn Pechman; Attorney Denise Smith; Bradford Ehrhart, President, Portage Development Board and Secretary-Treasurer Diana Fierle

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Meeting was called to order by Chairman Jack Kohl.

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**APPROVAL OF OFFICIAL MINUTES**Motion by Thomas V. Chema to approve the September 20, 2011 Board of Directors’ meeting minutes as presented. Seconded by Neil Mann, Jr. All in favor, motion carries.  
  
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**REPORTS AND COMMUNICATIONS**A. Chairman Jack Kohl advised that meeting was advertised in the Record Courier as included in the agenda packet.

B. **Report from Secretary/Treasurer Diana Fierle -** Ms. Fierle explained the finance reports along with the budget expenses as of October 31, 2011October 31, 2011. Motion by Thomas V. Chema to approve the Finance Reports as of October 31, 2011. Seconded by Neil Mann, Jr. All in favor, motion carries.

Ms. Fierle also presented her certificate of attendance at the Public Records training meeting on October 28, 2011.

C. **Report from Bradford Ehrhart, President Portage Development Board -** Chairman Kohl introduced Mr. Ehrhart to the Port Authority directors. Mr. Ehrhart explained the PDB is working on 9 major projects at this time, along with a couple minor projects. Mr. Ehrhart went on to explain the Portage County Business Retention and Expansion program. Mr. Ehrhart stated there are about 300 manufacturing companies in Portage County and PDB wants to visit about 75% of the companies on an annual basis. We can use this information to assist companies that need our help in the county along with using this information for attraction of other companies to the county.

He went on to advise the board that he and Ms. Fierle attended the Utica Conference in Youngstown at the Covelli Center on November 30, 2011. He advised that we may have even picked up a lead at the conference and it was a great networking event. Mr. Chema asked Mr. Ehrhart if this was an event that was primarily for businesses interested in serving the industry. Mr. Ehrhart replied yes and that Chesapeak had a booth there. Mr. Ehrhart mentioned that he visited Bio Enterprise in Cleveland as referred by Mr. Chema. He feels we might be able to do something with them in the future regarding medical components, especially with our relationship with NEOMED.

Mr. Ehrhart also reminded everyone that on December 14, 2011, Team NEO is coming in to speak and update us on JobsOhio. Mr. Ehrhart asked for any questions. Mr. Chema stated he though Mr. Ehrhart’s report to the development board was really good and it was great to see all the things the PDB is doing and it was a great piece of work.

Mr. Kohl stated that he’s talked with several people that have already met Brad and it’s great to see him out and about so much.  
  
D. **Report from Denise Smith, Legal Counsel -** Attorney Smith mentioned that she and Mr. Kohl have been going back and forth on the Real Estate Purchase Agreement. She reminded Mr. Kohl to give her a call when he needs assistance.  
  
E. **Ohio Port Authority Council**Mr. Chema mentioned that he hadn’t received any notices about any meetings. Ms. Fierle mentioned that she hadn’t received anything either. Mr. Chema hadn’t seen that they had been very active. Mr. Chema and Mr. Kohl thinks they may have gone silent with the new administration. Ms. Fierle stated that if she hears anything from the Ohio Port Authority Council, she will pass it on.

**DISCUSSION** 1. Mr. Kohl mentioned that he received a request from the Summit County Port Authority but that it had been withdrawn. SCPA was asking us to extend their request for reduced fees however they withdrew it because they had a good year during 2011 and no longer felt it would be proper to ask for the reduction. Mr. Kohl contacted Mr. Burnham to see if there was anything else they needed from us and he stated no , they had a good year and were fine.

2. **Project – Old Ravenna High School** – Mr. Kohl mentioned the article in the Record Courier. A copy of the purchase agreement is in the packet and everyone should have a copy. Mr. Kohl had a few issues with it and went over it with Attorney Smith. One issue was the school board wanted to the Port Authority to give the property back if after a certain time we were unable to sell it. Mr. Kohl didn’t want that language in the contract. Attorney Smith had a conversation with the school board council Tom Reitz and he admitted the school board had not brought up that issue. Attorney Smith put it in for the director’s consideration. Attorney Smith can circulate the changes made. Attorney Smith deleted that part and did some renumbering of the agreement. Attorney still needs to put that in the agreement that the proceeds would be divided whether it be a purchase or a lease option. Mr. Chema stated that the intention is to share proceeds with the school system. Attorney still needs to add some language for any environmental issues so the Port Authority can take it as is, or back out of the agreement if so desired. If it turns out there is any environment defect, we can terminate the agreement or take it as is. Where Attorney Smith wants to fine tune is if we take it as is but make your own new study or so some remediation that would be deducted from the net proceeds calculation. Attorney Smith just wants to fine tune some of the language of the agreement. Mr. Kohl wanted to make sure there was language in there regarding environmental issues. He didn’t want to saddle the Port Authority with something. Mr. Chema agreed it’s better to be safe than sorry. Mr. Chema didn’t feel there will be any EPA problems. Mr. Kohl said asbestos has been abated since the law came out. Mr. Kohl also stated the school board has gone out for an RFP to have the building removed. Mr. Kohl stated the rest of the stuff is just small things and he didn’t feel the county or school board would have to pay a transfer tax for this. Mr. Chema agreed he didn’t think so either. Mr. Kohl stated that if this comes back and the school board agrees to it, we would want to have a resolution giving him permission to sign the agreement with the schools.

A motion was made by Mr. McDonald to grant permission to Mr. Kohl to sign the Real Estate Purchase agreement with the changes discussed and agreed upon. Seconded by Mr. Chema. All in favor, motion carried./11-020

Mr. Kohl mentioned that he wanted feedback from the board about how to market this property. Do we want to get a company to do a marketing study for us or do we want to market it ourselves? Do we want to get a pool of developers? How do we want to approach this?

Mr. Kohl thought with the Fairmount project in Kent, they really did there due diligence with the market study. He thought if we had that type of information from a market study when we talk to people, it might help us attract a quality developer. Mr. Chema felt if we did a Feasibility Study/Market Study we would be ahead of the game and would help us weed out potential developers that couldn’t do the kinds of things the study found was feasible. Mr. Kohl is not sure where to get that person. Mr. Chema stated we would probably have to send out an RFP. Mr. Chema also stated we should probably prepare a list of consultants who would want to submit to the proposal. Mr. Chema thought we need to brainstorm to come up with some people and Mr. Ehrhart might even know some companies. Mr. Chema knows a group out of Kent State University that he’s worked with that does very good corporate research work. They might be someone to put on the list to see if they are interested. Mr. Chema also knows of a firm out of Cleveland, Horizon that could possibly be put on the list. He knows they are good and have done projects like this. We can check around with a few people too. Mr. Bhargava mentioned the Kent project and Fairmount Properties. Mr. Chema said we could even check with them to see who they used. Mr. Kohl suggested a small sub-committee to work on this project. Mr. Chema, Mr. McDonald, Mr. Ehrhart agreed to be part of this sub-committee.

Mr. Chema told Mr. Kohl he thought this was a very good idea he had and feels this is going to be a very good project for the community.

**CONSIDERATION OF CORRESPONDENCE, NEW RESOLUTIONS AND MOTIONS**A. Appropriation of 2012 Budget – Ms. Fierle suggested we might need to move funds over for the school project. Mr. Chema agreed that he was going to mention that. Mr. Chema mentioned that we should probably put $25,000-$50,000 into a project account. Attorney Smith stated that would be fine, we are just putting funds in a line item and will approve later, by motion the expenditure of the funds. It was decided to put $50,000 into the High School Redevelopment Project line item. Since Summit County Port Authority withdrew their request for the fee change, Ms. Fierle will have to add that money back into the revenue line item.

Attorney mentioned the fee to the Prosecutor’s office will probably have to be more than the $1.00 per year. With the budget cuts made she feels that the contract with the Prosecutor’s office will have to be amended. The directors feel the easiest way to address this is to have Mr. Vigluicci send a letter of request to the Port Authority Directors and this would be the easiest way to address this issue. Ms. Fierle stated we could address this at the March meeting and amend the budget.

Motion was made by Thomas V. Chema to approve the 2012 Budget with the changes discussed. Seconded by Mr. McDonald. All in favor, motion carried. / 11-009

**B. ELECTION OF OFFICERS**

1. Chairman – A motion was made by Mr. McDonald to elect Jack Kohl as Chairman for 2012. Seconded by Thomas V. Chema. All in favor, motion carried. / 11-010

2. Vice Chairman – A motion was made by Thomas V. Chema to elect David Dix as Vice Chairman for 2012. Seconded by Jack Kohl. All in favor, motion carried. / 11-011

3. Secretary/Treasurer – A motion was made by Jack Kohl to appoint Diana Fierle as Secretary/Treasurer for 2012. Seconded by Neil Mann Jr. All in favor, motion carried / 11-012

4. Enter into agreement with Portage County Prosecutor’s Office for legal services from January 1, 2012 through December 31, 2011. Resolution and agreement on hold for March meeting and letter from Mr. Vigluicci. It would then be retro back to January 1, 2012.

5. Resolution to authorize payment for bonds for the Secretary/Treasurer, Director Kohl and Director McDonald. Motion made by Thomas V. Chema. Seconded by Neil Mann Jr. All in favor, motion carried. / 11-014

6. Resolution to authorize the purchase of items in an amount not to exceed $150 necessary for the hosting of Portage County Port Authority functions and meeting expenses from January 1, 2012 through December 4, 2012 (Organizational meeting). Motion was made by Jack Kohl. Seconded by Thomas V. Chema. All in favor, motion carried / 11-013

7. Resolution to authorize payment for meeting notices advertised in the Record-Courier for the year 2012 in an amount not to exceed $200. Motion was made by Thomas V. Chema. Seconded by Neil Mann Jr. All in favor, motion carried. / 11-015

8. Resolution to authorize the Portage County Port Authority to pay an amount not to exceed $300 in dues to the Ohio Port Authority Council for 2012. Motion was made by Thomas V. Chema. Seconded by Neil Mann Jr. All voted in favor, motion carried / 11-016

9. Resolution appointing two Directors (Thomas V. Chema / Jack Kohl) to the Ohio Port Authorities Council. Motion was made by Jack Kohl. Seconded by Steven P. McDonald. All voted in favor, motion carried. / 11-017

10. Resolution authorizing Bradford R. Ehrhart to attend Ohio Port Authority Council meetings (as his schedule allows) and receive reimbursement. Motion made by Thomas V. Chema. Seconded by Neil Mann Jr. All in favor, motion carried. / 11-018

11. Resolution to enter into an agreement between the Portage County Port Authority and the Portage Development Board for 2012 and to pay the $10,000 in one lump sum. Motion was made by Steven P. McDonald. Seconded by Neil Mann Jr. All in favor, motion carried with T.N. Bhargava, Thomas V. Chema and Jack Kohl abstaining. / 11-019.

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Mr. Chema discussed what is might be going on at Hiram College regarding the oil and gas drilling. Many members of the faculty are very concerned about the environmental protection issues related to hydrological fracking. Mr. Chema convened a group of the faculty particularly the Sustainability Council and biology and environmental science faculty. Mr. Chema asked them to set up criteria for the drilling. This group of faculty came up with a list of ten items they felt the drillers would be willing to comply with. Then they would feel comfortable with the drillers using the university land for the drilling and fracking. It is now being turned into the language the drillers would understand and are going to turn that into an RFP. This RFP will be sent to the major drillers. The college does have some land that is not appropriate for this project. The college will be talking with their immediate neighbors to see if any of them would like to participate with the college. There are already wells being drilled in the county. Mr. Kohl mentioned that one is being drilled on State Route 88.

Mr. Chema also stated the college would like to acquire some property to create an incubator for businesses. Several students have originated their own businesses. Students already have started a bakery and they are producing products each week and is in need of kitchen space. The college is looking to expand their business. Jack Crews spoke with the college regarding putting an arm of his office in northern Portage County. Mr. Chema thought that would be great for the students as they can watch how the small business loan programs operate. Nothing for the Port Authority in the short term.

**SCHEDULED MEETING DATES**

The next regular meeting is scheduled for Tuesday, March 6, 2012 at 2:00 PM at the Portage Development Board/Portage County Port Authority office.

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**RESOLUTION NO. 11-009 - RE: PORT AUTHORITY FISCAL 2012 APPROPRIATION MEASURE**

It was moved by Thomas V. Chema, seconded by Steven P. McDonald that the following Resolution be adopted:

**WHEREAS,** the Portage County Budget Commission has provided the Official Certificate of Estimated Resources for 2012 for the Portage County Port Authority; and

**WHEREAS,** Article VI, Section 2 of the Rules and Regulations of the Portage County Port Authority requires that Port Authority funds be appropriated; now therefore be it

**RESOLVED,**  by the Portage County Port Authority Board of Directors that funds are set aside for Port Authority expenditures during the fiscal year ending December 31, 2012 as follows:

|  |  |  |
| --- | --- | --- |
| **PORTAGE COUNTY PORT AUTHORITY** | | |
| **2012 Budget** | | |
|  | | |
|  | **Estimated Beginning Balance** | **Amount** |
|  | Checking Account | $45,000.00 |
|  | Money Market Account | $129,798.00 |
|  | Total Estimated Balance | $174,798.00 |
|  |  |  |
|  | **Description** |  |
|  | **Revenues** |  |
|  | 2012 - Cascades Admin. Fees | $5,493.75 |
|  | 2012 - Plaza Schroer Fees | $1,387.50 |
|  | Total Revenues | $6,881.25 |
|  |  |  |
|  | **Total Estimated Resources** | **$181,679.25** |
|  |  |  |
|  | **Expenses** |  |
|  | Employee Full-time Salaries | $0.00 |
|  | PERS | $0.00 |
|  | Medicare | $0.00 |
|  | Workers Compensation | $0.00 |
|  | Health Benefits | $0.00 |
|  |  |  |
|  | Contract Services | $13,120.00 |
|  | Training/Meeting Expenses | $1,000.00 |
|  | HS Redevelopment Project | $50,000.00 |
|  | Transportation | $1,000.00 |
|  | Membership Dues | $5,900.00 |
|  | Advertising/Marketing | $2,500.00 |
|  | Telephone | $0.00 |
|  | Postage | $0.00 |
|  | Rent | $0.00 |
|  | Professional & Technical Services | $5000.00 |
|  | Other Services | $0.00 |
|  |  |  |
|  | Materials & Supplies | $150.00 |
|  | Photocopy & Printing Supplies (Copier) | $0.00 |
|  | Food Supplies | $500.00 |
|  |  |  |
|  | **Total Expenses** | **$79,170.00** |

and be it further;

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Roll Call Vote as Follows:

T.N. Bhargava, yea; Thomas V. Chema, yea;

David Dix, absent; Jack Kohl, yea;

Neil Mann, Jr., yea; Steven P. McDonald, yea;

James A. Wyatt, Jr., yea;

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**RESOLUTION NO. 11-010**

**RE: JACK KOHL ELECTED CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2012.**

It was moved by Stephen P. McDonald, seconded by Thomas V. Chema that the following resolution be adopted:

**RESOLVED,** that Jack Kohl is elected to preside at all regular and special meetings in 2012 for a term of one year or until the next organizational meeting of the Board; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; abstained

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea

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**RESOLUTION NO. 11-011**

**RE: DAVID DIX ELECTED VICE-CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2012.**

It was moved by Thomas V. Chema, seconded by Jack Kohl that the following resolution be adopted:

**RESOLVED,** that David Dix is elected Vice-Chairman of the Board of Directors of the Portage County Port Authority for the year 2012 or until the next organizational meeting of the Board, to preside at all regular and special meetings when and while the Chairman shall vacate the Chair, when so acting shall have all the powers of the Chairman; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; yea

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea

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**R E S O L U T I O N NO. 11-012**

**RE: APPOINT DIANA FIERLE AS SECRETARY-TREASURER OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2012.**

It was moved by Jack Kohl, seconded by Neil Mann, Jr. that the following resolution be adopted:

**RESOLVED,** that Diana Fierle is appointed by the Board of Directors of the Portage County Port Authority as Secretary-Treasurer of the Board for the year 2012 or until the next organizational meeting of the Board; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; yea

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea

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# RESOLUTION NO. 11- 013

# RE: AUTHORIZATION FOR THE PURCHASE OF ITEMS NECESSARY FOR THE

# HOSTING OF PORTAGE COUNTY PORT AUTHORITY FUNCTIONS AND MEETING

# EXPENSES FROM JANUARY 1, 2012 THROUGH DECEMBER 31, 2012.

It was moved by Jack Kohl, seconded by Thomas V. Chema that the following Resolution be adopted:

**WHEREAS,** the Board of Directors hosts various meetings and functions throughout the year for which they must authorize the purchase of items necessary for those events; and

**WHEREAS,** in accordance with the Auditor of the State of Ohio Bulletin 2004-002, which requires “that expenditures of public funds for coffee, meals, refreshments, or other amenities have prior authorization by the appropriate legislative authority”; now therefore be it

**RESOLVED,**  that the Portage County Port Authority Board of Directors does hereby authorize the purchase of items necessary to host various meetings and events throughout the year 2012 in a total amount not to exceed $150; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; yea

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea

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**R E S O L U T I O N NO. 11-014**

**RE: AUTHORIZE THE PURCHASE OF SURETY BONDS FOR THE SECRETARY-TREASURER, AND DIRECTORS JACK KOHL AND STEVEN MCDONALD OF THE PORTAGE COUNTY PORT AUTHORITY.**

It was moved by Thomas V. Chema, seconded by Neil Mann, Jr. to approve the following:

**WHEREAS,** Article IV, Section 10 of the Port Authority By-Laws requires that: “Checks, drafts, notes, bonds and other instruments requiring the payment of sums of money shall be executed with two signatures: one being of the Chairman or Vice-Chairman, and the other being the Secretary-Treasurer. The Board of Directors may at any time or from time to time designate one or more of its members or any other employee or officer to execute any such instrument for and on behalf of the Authority.”; and

## WHEREAS, the Board of Directors have agreed and designated Directors Jack Kohl and Steven P. McDonald to sign as secondary signatory on the checking account; now therefore be it

**RESOLVED,** in accordance with Section 7 (B) of the By-Laws, the Board of Directors authorizes the purchase of surety bonds for the Secretary-Treasurer, and Directors Jack Kohl and Steven P. McDonald; and be it further

**RESOLVED,** that the purchase is to be made from the Edward H. Sutton Insurance Agency, Inc., P.O. Box 271, Aurora, Ohio 44202, in an amount of $100 per year for each $5000 Surety Bond; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; yea

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea

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# RESOLUTION NO. 11-015

# RE: AUTHORIZATION FOR PAYMENT TO THE RECORD PUBLISHING COMPANY

# FOR LEGAL NOTICES OF THE PORTAGE COUNTY PORT AUTHORITY MEETINGS IN

# 2012.

It was moved by Thomas V. Chema, seconded by Neil Mann, Jr. that the following Resolution be adopted:

**RESOLVED,**  that the Portage County Port Authority Board of Directors does hereby authorize payment to the Record Publishing Company for various legal notices published in the Record-Courier Newspaper of the Board of Directors’ regular and special meetings throughout the year 2012 in a total amount not to exceed $200; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; yea

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea  
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**RESOLUTION NO. 11-016**

**RE: AUTHORIZE PAYMENT OF DUES TO THE OHIO PORT AUTHORITY COUNCIL.**

It was moved by Thomas V. Chema, seconded by Neil Mann Jr., that the following resolution be adopted:

**WHEREAS,** Ohio Governor Voinovich’s Executive Order 98-09V created the Ohio Port Authority Council consisting of one House Representative (ex-officio capacity), one Senate Representative (ex-officio capacity), one ODOT Representative, one Ohio Department of Development Representative, and one member from each Port Authority, as designated by the Chairman. Council members are appointed by the Governor and serve three (3) year terms; and

**WHEREAS,** that the Board of Directors agreed to join the Ohio Port Authority Council at a current cost not to exceed $300 for 2012. The Board of Directors noted that the dues may increase for 2012, to be decided by the Ohio Port Authority Council; now therefore be it

**RESOLVED,** that the Board of Directors authorizes payment not to exceed $300 for dues in 2012 or in the amount determined in 2011 by the Ohio Port Authority Council; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; yea

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea  
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# RESOLUTION NO. 11-017

**RE: APPOINTMENT OF DIRECTORS JACK KOHL AND THOMAS V. CHEMA AS THE PORTAGE COUNTY PORT AUTHORITY APPOINTMENTS TO THE OHIO PORT AUTHORITY COUNCIL FOR 2012.**

It was moved by Jack Kohl, seconded by Steven P. McDonald that the following Resolution be adopted:

**WHEREAS,**  the Portage County Port Authority was created by the Portage County Board of Commissioners in April 2002 by Resolution No. 02-0372 under Section 4582 of the Ohio Revised Code; and

**WHEREAS,** the Ohio Port Authorities Council was created by Executive Order 98-09V; now therefore be it

**RESOLVED,**  that the Portage County Port Authority Board of Directors makes the following appointments for the Portage County Port Authority representative to the Ohio Port Authorities Council for the year 2012. The Board of Directors notes that term of this appointment is three (3) years but they agreed to revisit this appointment yearly:

**2010 Appointments: Director Thomas V. Chema Director Jack Kohl**

; and be it further

**RESOLVED,** that the Board of Directors authorizes the Directors to travel to regular and special meetings of the Ohio Port Authorities Council throughout 2012. The Board of Directors also authorizes reimbursement of the Directors’ travel expenses in accordance with the Port Authorities’ Travel and Expense Reimbursement Policy; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; yea

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea

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# RESOLUTION NO. 11-018

**RE: AUTHORIZE PORTAGE DEVELOPMENT BOARD PRESIDENT/PORT AUTHORITY EX OFFICIO MEMBER BRADFORD R. EHRHART TO ATTEND OHIO PORT AUTHORITY COUNCIL MEETINGS IN 2012 (AS HIS SCHEDULE ALLOWS) AND RECEIVE REIMBURSEMENT.**

It was moved Thomas V. Chema, seconded by Neil Mann, Jr. that the following Resolution be adopted:

**RESOLVED,** that the Board of Directors authorizes Portage Development Board President/Port Authority Ex Officio member Bradford R. Ehrhart to travel for regular and special meetings of the Ohio Port Authorities Council throughout 2012 on their behalf, as his schedule allows. The Board of Directors also authorizes Bradford R. Ehrhart to spend the night prior to the meetings when the meetings begin prior to 10:00 AM in the morning and authorizes reimbursement of the President’s travel expenses in accordance with the Port Authorities’ Travel and Expense Reimbursement Policy; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

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Voice vote was as follows:

T.N. Bhargava, yea; Thomas V. Chema, yea;

David Dix, absent; Jack Kohl, yea;

Neil Mann, Jr., yea; Steven P. McDonald, yea;

James A. Wyatt, Jr. yea;

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**R E S O L U T I O N NO. 11-019**

**RE: ENTER INTO AND APPROVE THE TERMS AND EXPENDITURES OF AN AGREEMENT BETWEEN THE PORTAGE COUNTY PORT AUTHORITY AND THE PORTAGE DEVELOPMENT BOARD FOR FISCAL YEAR 2012**

It was moved by Steven P. McDonald, seconded by Neil Mann Jr. that the following resolution be adopted:

**WHEREAS,** the Portage Development Board is private, not-for-profit corporation which provides economic development programs for the business community of Portage County; and

**WHEREAS,** per Resolution No. 11-003 adopted June 6, 2011, the Portage County Port Authority Board of Directors approved the expenditures and the entering into an Agreement with the Portage Development Board for 2011; and

**WHEREAS,** the Portage Development Board agrees to furnish and the Portage County Port Authority agrees to purchase the use of space and services in accordance with the Terms and Conditions set forth in the attached Agreement, now therefore be it

**RESOLVED,** that the Board of Directors agree to enter into an agreement for services with the Portage Development Board, 217 South Chestnut Street in Ravenna, Ohio in the amount of $10,000 per calendar year beginning July 1, 2011, and will continue in effect until December 31, 2011; and be it further

**RESOLVED,** that this Agreement shall renew automatically for a one (1) year term beginning January 1, 2012 and each January 1 thereafter, unless either party notifies the other party in writing of its intention to not renew this agreement at least sixty (60) days prior to the end of the then current term. Such notice of intent to not renew may be delivered by regular U.S. mail, and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava, abstained; Thomas V. Chema, abstained;

David Dix, absent; Jack Kohl,abstained;

Neil Mann, Jr., yea; Steven P. McDonald, yea;

James A. Wyatt, Jr., yea;

**AGREEMENT BETWEEN THE PORTAGE COUNTY PORT AUTHORITY AND   
THE PORTAGE DEVELOPMENT BOARD**

This Agreement is by and between The Portage Count Port Authority (“PCPA”) whose office is located at 217 S. Chestnut Street, Ravenna, Ohio 44266, Ohio, and Portage Development Board (“PDB”) whose office is located at 217 S. Chestnut Street, Ravenna, Ohio 44266.

WHEREAS, PDB agrees to furnish and PCPA agrees to purchase the use of space and services in accordance with the Terms and Conditions set forth below;

NOW, therefore, it is agreed as follows:

**I. TERM OF AGREEMENT**

1. This Agreement shall be effective July 1, 2011 and will continue in effect until December 31, 2011 and shall remain in full force during that term unless terminated by mutual consent.
2. This Agreement shall renew automatically for a one (1) year term beginning January 1, 2012 and each January 1 thereafter, unless either party notifies the other party in writing of its intention to not renew this Agreement at least sixty (60) days prior to the end of the then current term. Such notice of intent to not renew may be delivered by regular U.S. mail.
3. In the event that this Agreement is terminated, the PCPA shall pay PDB for services rendered to the termination date.

**II. RESPONSIBILITIES OF PDB**

1. PDB shall allow PCPA to utilize its current office space located at 217 S. Chestnut Street, Ravenna, Ohio 44266 on an “as needed” basis.
2. PDB shall host the PCPA web page on the PDB website (www.portagedevbd.org). PCPA shall provide PDB on a periodic basis the content and information that the PCPA desires to be contained on the web page. The PDB shall update the PCPA web page within a reasonable time period not later than seven (7) days after receipt of the content and information PCPA wishes to place on the web page.
3. PDB shall provide the following secretarial, treasurer and other support services to PCPA:
4. Preparation of board meeting agendas and meeting information materials;
5. Preparation of public notices of PCPA Board meetings;
6. Draft and publish minutes from all PCPA Board meetings;
7. Process all correspondence addressed to PCPA, both written and e-mail;
8. Process documents for bids/quotes/requests for qualifications (RFQ);
9. Assist with preparation of the annual PCPA budget;
10. Process all public record requests and respond to those requests on behalf of PCPA in accordance with the requirements of law;
11. Process and deposit all checks received for the benefit of PCPA;
12. Prepare monthly budget reports in a format as directed by PCPA;
13. Prepare treasurer reports;
14. Maintain all PCPA files;
15. Purchase all supplies necessary to complete the task required hereunder
16. Assist with the annual financial audit;
17. Perform such other duties as mutually agreed to by the parties.
18. In completing the specific and agreed upon duties pursuant to this Agreement the Board Chair of the PCPA is hereby designated as having the authority to provide direction to and PDB shall carry out its duties under this Agreement as directed by the Board Chair of the PCPA.

**III. RESPONSIBILITIES OF PCPA:**

1. PCPA shall direct PDB as to the specific needs of PCPA related to items a. – n. in section II of this Agreement.

**IV. PAYMENT TO PDB:**

1. PCPA shall pay to PDB the sum Ten Thousand Dollars ($10,000.00) per annum. Said amount shall be paid upon invoice from PDB billed quarterly in equal installments on January 1, April 1, July 1 and October 1 of each year.

**VI. General Conditions:**

1. Neither the PDB nor the PCPA shall be liable for any loss, injury or damage resulting in whole or in part from the acts of God, acts of public or quasi-public authorities, fire, theft, accidents involving aircraft or motor vehicles, or any cause beyond the control the PDB or PCPA.
2. The PDB, as well as employees of the PDB, shall in no way be considered employees of the PCPA for any purpose including but not limited to, retirement benefits, Worker’s Compensation, Unemployment compensation, Health Insurance, any other fringe benefit, or any PCPA mandated training. PDB agrees that no agency, employment, joint venture, or partnership has been or will be created between the parties hereto pursuant to the terms and conditions of this Agreement. PDB also agrees that PDB assumes all responsibility for any federal, state, municipal, or other tax liabilities along with workers compensation, unemployment compensation, and insurance premiums which may accrue as a result of compensation received for services rendered hereunder. PDB agrees that it is an independent provider for all purposes including, but not limited to the application of the Fair Labor Standards Act, the Social Security Act, the Federal Unemployment Tax Act, the Federal Insurance Contribution Act, the Internal Revenue Code, Ohio Tax Law, Workers Compensation Law, and Unemployment Insurance Law. PDB certifies that all approval, licenses, or other qualifications necessary to conduct business in the State of Ohio have been obtained and are operative. Of at any time during the Agreement period PDB becomes disqualified from conducting business in the State of Ohio, for whatever reason, PDB must immediately notify PCPA of the disqualification.
3. This agreement shall be construed, interpreted, and the rights of the parties determined, in accordance with the laws of the State of Ohio, and any action to enforce terms of this Agreement shall be brought in Portage County, Ohio.
4. Except as otherwise provided herein, neither party shall assign it rights or delegate its duties hereunder without the prior consent of the other party. Subject to such consent, this Agreement shall be binding upon and for the benefit of the parties hereto, their successors and assigns.
5. PDB and PCPA acknowledge that each has read this Agreement, understands it, and agrees to be bound by its terms. PDB and PCPA further agree that this Agreement shall not be modified, except by a written agreement, signed on behalf of both parties by a duly authorized representative. This Agreement may be executed in multiple copies, with each executed copy constituting an original, but collectively constituting but a single document.
6. PDB shall indemnify and hold PCPA forever harmless from any and all claims in law or equity from the acts, and/or omissions of PDB agents and/or employees, contractors, clients, and any other acts and/or omissions resulting from operations under this Agreement.
7. If and term(s), provision (s) or condition(s) of this Agreement is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of the provisions shall remain in full force and effect and in no way be affected, impaired or invalidated.
8. No person or entity that is not a party to this Agreement is intended by PDB or PCPA to be afforded any enforceable rights as a consequence of this Agreement.
9. This Agreement is a matter of public record under the laws of the State of Ohio. PDB agrees to make copies of this Agreement and any records generated there under promptly available to any requesting party. By entering into this Agreement PDB acknowledges and understands that the records maintained by PDB pursuant to this Agreement may be deemed public records subject to disclosure under Ohio law.
10. PDB, along with its officers, members, and employees, have not interest, personal or otherwise, direct or indirect, which is incompatible or in conflict with or would compromise in any manner or degree with the discharge and fulfillment of his or her functions and responsibilities under the Agreement. PDB agree to periodically inquire of its officers, members and employees concerning such interests. Any person who acquires an incompatible, compromising, or conflicting personal or business interest shall immediately disclose his or her interest to PCPA in writing. Thereafter, he or she shall not participate in any action affecting the work under this Agreement, unless PCPA shall determine that, in light of the personal interest disclosed, his or her participation in any such action would not be contrary to the public interest. The written disclosure of such interest shall be made to: Portage County Port Authority, 217 S. Chestnut Street, Ravenna, Ohio 44266.
    1. **Signature of Authorized Persons:**

**IN WITNESS WHEREOF**, the parties have executed this Agreement to be effective as of July 1, 2011.

Portage County Port Authority Portage Development Board

(signature) (signature)

(date) (date)

Name: David Dix Name: Stephen Colecchi

Title: Vice-Chairman Title: Chairman, Board of Directors

APPROVED AS TO FORM

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Assistant Portage County Prosecutor Date

\* \* \* \* \*

CERTIFICATE OF FISCAL OFFICER - 2012

I hereby certify that the \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_($\_\_\_\_\_\_\_\_\_\_\_) required to meet the foregoing contract, agreement or obligation for FY 2012 has been lawfully appropriated or authorized or directed for such purpose, and is in the Treasury of the Portage County Port Authority, or in the process of collection, for the credit of the Portage County Port Authority fund free from any outstanding obligation.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary/Treasurer, Portage County Port Authority Date

\* \* \* \* \*

# RESOLUTION NO. 12-020

**RE: AUTHORIZE CHAIRMAN JACK KOHL TO SIGN REAL ESTATE PURCHASE AGREEMENT DOCUMENTS ON BEHALF OF THE PORTAGE COUNTY PORT AUTHORITY**

It was moved by Steven P. McDonald, seconded by Thomas V. Chema that the following resolution be adopted:

**RESOLVED,** that the Board of Directors of the Portage County Port Authority agrees to acquire land now owned by the Ravenna Board of Education for development purposes; and be it further

**RESOLVED,** that the Board of Directors authorizes Chairman Jack Kohl to sign the Real Estate Purchase Agreement documents on behalf of the Portage County Port Authority so the Port Authority can move forward with the purchase of the property; and be it further

**RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea Thomas V. Chema; yea

David Dix; absent Jack Kohl; abstained

Neil Mann, Jr.; yea Steven P. McDonald; yea

James A. Wyatt, Jr.; yea

\* \* \* \*

We do hereby certify that the foregoing is a true and correct record of the Portage County Port Authority Board of Directors’ meeting on December 6, 2011. There being no further business to come before the Board, the official meeting of December 6, 2011 adjourned at 3:15 PM.  
  
  
  
T.N. Bhargava Thomas V. Chema  
  
ABSENT  
David Dix Jack Kohl

Neil Mann, Jr. Steven P. McDonald  
  
  
  
James A. Wyatt, Jr. Diana Fierle

Secretary-Treasurer