

**PORTAGE COUNTY PORT AUTHORITY (PCPA)  
BOARD OF DIRECTORS**

**December 14, 2021, 2:00 p.m.**

**Kent Free Library, 312 W. Main, Kent, Ohio 44240**

Directors Present: Dix, David; Kovacich, John (Vice Chairman); Ryan, John (Chairman); Cotten, Lisa; Hawke, Constance; Kohl II, Jack; O'Malia, Patrick

Others Present: Meduri, Christopher (Portage County Prosecutor's office); Markey, Justin (Roetzel & Andress); Ehrhart, Bradford (Ex-Officio and Portage Development Board); Fierle, Diana (Secretary-Treasurer)

Meeting was called to order at 2:01 p.m. after a quorum was achieved.

**Approval of Minutes/Legal Notice**

- A motion was made by Mr. Dix, seconded by Mr. Kovacich to approve the minutes from the June 8, 2021 PCPA Board of Directors meeting. All were in favor and the motion passed.

**Reports and Communication**

- Mr. Ryan stated the legal notice for today's meeting was published on December 5, 2021 in *The Record Courier*.
- Director Kohl rescinded his resignation and plans to stay on the board for a while longer.
- Secretary-Treasurer - Diana Fierle
  - Ms. Fierle presented the Board with the following bank reconciliations as of November 30, 2021(attached).
    - Money Market account has a balance of \$129,966.99.
    - Checking Account has a balance of \$79,293.23.
    - Special Activities Account is at \$490.88.
    - Total for all accounts as of November 30, 2021 is \$209,751.10.
  - Ms. Fierle presented the Board with the financial statements as of November 30, 2021. Numbers on the report match the Treasurer's Report and the bank statements. *A motion was made by Mr. O'Malia and seconded by Mr. Dix to accept all financial statements as presented to the Board. All were in favor and the Motion passed.*
  - Ms. Fierle stated that service fees have been added to our Huntington accounts this year and it is now costing the PCPA to do their banking at Huntington. She plans to talk with the bank to see if we can remove the bank service fees. The highest fee is with the Special Activities Account. A motion was made by Mr. Kovacich to give Ms. Fierle approval to close the Special Activities account if necessary, seconded by Ms. Cotten.

**A motion was made by Mr. O'Malia to go into Executive Session to discuss economic development projects.** Seconded by Mr. Kovacich. All were in favor and the motion passed.

The directors moved out of Executive Session and Mr. O'Malia made a motion to go back into the regular session board meeting, seconded by Mr. Kovacich. All were in favor and the motion passed. The following action was taken, Director O'Malia made a motion to empower Director Kohl to represent the

Portage County Port Authority in negotiations for the sale of their property at 345 E. Main Street in Ravenna for an amount not to be less than \$300,000 if the buyer agrees to the use of a port conduit bond financing structure through the Portage County Port Authority, or \$400,000 if financing outside of the Portage County Port Authority. Seconded by Director Cotten. All were in favor and the motion passed.

#### **PDB President's Report – Brad Ehrhart**

Mr. Ehrhart spoke about the projects that PDB is working on at this time. Also the wins that we had for 2021. There are several more that PDB is working on. A couple should become port authority projects this year or next.

- **Legal Counsel**, Chris Meduri had no new information to report to the Board.
- **Finance/Audit Committee** – No report.
- **Standing Committee or Special Committee** - No reports.

#### **Discussion**

- Mr. Ryan and Mr. Ehrhart spoke of possible Port Authority projects that we are working on, with an update on Project ABS in Ravenna and Martin Wheel/Americana in Brimfield. They spoke briefly about the PACE district.

#### **New Resolutions and Motions**

**21-009 – Conflict of Interest Request** related to Roetzel acting as bond counsel for the refunding bonds issued by the PCPA in 2012 on behalf of NEOMED. A Resolution authorizing the issuance of not to exceed \$34,750,000 Portage County Port Authority revenue refunding bonds (Northeast Ohio Medical University Project) for the purpose of making a loan to assist ERS Housing LLC, as assignee of Portage County Improvement Corp., in refunding revenue bonds issued in 2012 for the purpose of financing costs of “Port Authority facilities” within the meaning of section 4582.21, Ohio Revised Code: authorizing a loan agreement or amendment to loan agreement and a supplemental trust indenture securing the payment of the bonds; authorizing a bond purchase agreement for the sale of the bonds; and authorizing certain other documents and actions in connection with the bonds. *A motion was made by Mr. O'Malia to approve this resolution for the refunding of bonds, seconded by Mr. Kovacich. All were in favor and the motion passed.*

**21-010 – Resolution** to appropriate the 2022 budget. *A motion was made by Mr. O'Malia to approve the resolution to appropriate the 2022 budget, seconded by Mr. Dix. All were in favor and the motion passed.*

**21-011 – Resolution** to appoint the Chairman of the Board for 2022. *A motion was made by Mr. O'Malia to appoint John Ryan as Chairman of the Board for 2022, seconded by Ms. Cotten. All were in favor and the motion passed.*

**21-012 – Resolution** to appoint the Vice-Chairman of the Board for 2022. *A motion was made by Ms. Cotten to appoint John Kovacich as the Vice-Chairman of the Board of 2022, seconded by Mr. O'Malia. All were in favor and the motion passed.*

**21-013 – Resolution** to appoint the Secretary/Treasurer for 2022. *A motion was made by Mr. O'Malia to appoint Diana Fierle as the Secretary/Treasurer for 2022, seconded by Mr. Kovacich. All were in favor and the motion passed.*

**21-014 – Resolution** to appoint the Assistant Secretary/Treasurer for 2022. *A motion was made by Mr. O'Malia to appoint Taylor Luttner as the Assistant Secretary/Treasurer for 2022, seconded by Mr. Kovacich. All were in favor and the motion passed.*

**21-015 – Resolution** to authorize payment for bonds for the Secretary/Treasurer, Assistant Secretary/Treasurer, Chairman and Vice-Chairman for a total not to exceed \$400.00. *A motion was made by Mr. O'Malia to approve the payment for bonds, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-016 – Resolution** authorizing the purchase of items in an amount not to exceed \$500.00 necessary for the hosting of the Portage County Port Authority functions and meeting expenses from January 1, 2022 through December 31, 2022, or the next organizational meeting. *A motion was made by Mr. O'Malia to approve this resolution seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-017 – Resolution** authorizing payment for notices advertised in the Record-Courier for the year 2022 in an amount not to exceed \$1,000.00. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-018 – Resolution** authorizing marketing, advertising and sponsorship opportunities for 2022 for a total amount not to exceed \$2,500.00. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-019 – Resolution** to authorize the Portage County Port Authority to pay an amount not to exceed \$200.00 for 2022 membership dues to the Ohio Council of Port Authorities. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-020 – Resolution** authorizing \$5,000 in legal fee to the Portage County Prosecutor's office for legal services during 2022. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-021 – Resolution** authorizing Ex-Officio Bradford Ehrhart and/or Secretary/Treasurer Diana Fierle to be reimbursed for expenses associated with travel (as their time allows) to Ohio Council of Port Authorities meeting in 2022. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-022 – Resolution** approving the Secretary/Treasurer and Assistant Secretary/Treasurer to attend Ohio Public Records/Sunshine Law Training in 2022. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-023 – Resolution** authorizing payment to the Portage Development Board for the 3<sup>rd</sup> year of the three year contract 2020 – 2022 in an amount not to exceed \$20,500 per year (\$15,000 annual contract and \$5,500 annual contribution). In addition, the PCPA shall pay to PDB the sum of twenty-five percent (25%) of the total amount of project fees received by the PCPA. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-024 – Resolution** appointing two directors John Ryan and Lisa Anne Cotten or other directors to the Ohio Council of Port Authorities for 2020/2021/2022. Directors John Ryan and Lisa Anne Cotten were appointed for 2020/2021/2022. This is a 3 year appointment and this Board indicates that the Board of Directors will revisit these appointments annually. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Mr. Kovacich. All were in favor and the motion passed.*

**21-025 – Resolution** to Contract with Harris and Associates – PCPA annual financial statements - Resolution authorizing payment for the 2<sup>nd</sup> year of a four year contract, not to exceed \$425.00. Four years (2020-\$400 / 2021-\$425 / 2022-\$450 / 2023-\$475), to prepare the financial statements for the State of Ohio Hinkle Report. This also gives permission to the Secretary/Treasurer to sign the contract. *A motion was made by Mr. O'Malia to approve this resolution, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-026 – Resolution** to appoint three (3) directors to the Finance-Audit Committee for 2022. Currently Director Lisa Anne Cotten, Director Ryan (PCPA) Chairman, and Director Kovacich serve on this committee. (Chairman PCPA and at least two other directors). *A motion was made by Mr. O'Malia to approve this resolution and the committee members, seconded by Ms. Hawke. All were in favor and the motion passed.*

**21-027 – Resolution** to appoint Director Patrick O'Malia as the Port Authority representative to the Portage Development Board, Board of Directors for his second year of a two year term. *A motion was made by Ms. Cotten to approve Mr. O'Malia as the representative to the Portage Development Board, seconded by Mr. Kovacich. All were in favor and the motion passed.*

**Correspondence**

**Certificate of Estimated Resources - County Auditor** – *a motion was made by Mr. Kovacich to approve the Certificate of Estimated Resources provided by the Portage County Auditor, seconded by Mr. Dix. All were in favor and the motion passed.*

**Reminder of Scheduled Meeting dates for 2022**, unless something changes, all will be held at the Kent Free Library:

Tuesday, June 14, 2022:

1:30PM - The Finance/Audit Committee

2:00PM - Board of Directors

Tuesday, September 13, 2022:

2:00PM - Board of Directors

Tuesday, December 13, 2022:

1:30PM - Finance/Audit Committee

2:00PM – Board of Directors

**Other – Good of the Order**

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**RESOLUTION NO. 21-009**

RE: A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$34,750,000 PORTAGE COUNTY PORT AUTHORITY REVENUE REFUNDING BONDS (NORTHEAST OHIO MEDICAL UNIVERSITY PROJECT) FOR THE PURPOSE OF MAKING A LOAN TO ASSIST ERS HOUSING LLC, AS ASSIGNEE OF PORTAGE COUNTY IMPROVEMENT CORP., IN REFUNDING REVENUE BONDS ISSUED IN 2012 FOR THE PURPOSE OF FINANCING COSTS OF “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE; AUTHORIZING A LOAN AGREEMENT OR AMENDMENT TO LOAN AGREEMENT AND A SUPPLEMENTAL TRUST INDENTURE SECURING THE PAYMENT OF THE BONDS; AUTHORIZING A BOND PURCHASE AGREEMENT

FOR THE SALE OF THE BONDS; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE BONDS.

It was moved by David Dix, seconded by Jack Kohl II, that the following resolution be adopted:

**WHEREAS**, the Portage County Port Authority (the "Issuer"), a port authority and a body corporate and politic duly organized and validly existing under the laws of the State of Ohio, is authorized and empowered, by virtue of the laws of the State of Ohio, including without limitation, Section 16 of Article VIII, Ohio Constitution, and Revised Code Sections 4582.21 through 4582.59 (the "Act"), (a) to issue one or more series of its revenue bonds for the purpose of making a loan to assist in the financing or refinancing of costs of acquiring, constructing, equipping and improving "port authority facilities," as defined in Revised Code Section 4582.21, (b) to enter into a loan agreement and to provide for "revenues" sufficient to pay the principal of and interest and any premium on those revenue bonds, (c) to secure those revenue bonds by a trust indenture, and (d) to adopt this Resolution and to enter into the Indenture and the Loan Agreement, all as defined below; and

**WHEREAS**, ERS Housing LLC, an Ohio nonprofit limited liability company, as assignee of Portage County Improvement Corp. (the "Borrower"), has requested that the Issuer issue one or more series of revenue bonds (the "Series 2021 Bonds") pursuant to the Act to refund all or a portion of the Portage County Port Authority Revenue Bonds (Northeast Ohio Medical University Project), Series 2012, dated June 28, 2012, issued in the original principal amount of \$36,680,000 (the "Outstanding Bonds") and to pay costs of issuance in connection with the issuance of such Series 2021 Bonds; and

**WHEREAS**, the Borrower is the owner and operator of the Project and has requested that the Issuer refund all or a portion of the Outstanding Bonds.

**RESOLVED**, by the Board of Directors of the Portage County Port Authority, that:

**Section 1. Definitions.** All capitalized words and terms used in this Resolution but not otherwise defined are used with the respective meanings given to them in the Trust Indenture dated as of June 1, 2012 (the "Original Indenture"), as supplemented by a Supplemental Indenture entered into with respect to the issuance of the Series 2021 Bonds (the "Supplemental Indenture," and together with the Original Indenture, the Indenture, each between the Issuer and U.S. Bank National Association, as trustee (the "Trustee"), the substantially final form of which Supplemental Indenture is on file with this Board.

**Section 2. Determinations.** This Board finds and determines that:

- (a) the Project constitutes "port authority facilities" within the meaning of Section 4582.21(E), Ohio Revised Code;
- (b) the Project is consistent with the purposes of Section 16 of Article VIII, Ohio Constitution, to enhance the availability of adequate housing and to improve the economic and general well-being of the people of the State of Ohio;
- (c) provision of the loan to refinance costs of the Project, including without limitation, the financing thereof, will require the issuance, sale and delivery of the Series 2021 Bonds; and
- (d) refinancing the Outstanding Bonds issued to finance the costs of the Project shall be undertaken by the Borrower or its agents as provided in the Loan Agreement.

**Section 3. Authorization of Series 2021 Bonds.** It is determined to be necessary to, and the Issuer shall, issue, sell and deliver, as provided in this Resolution and in the Indenture and pursuant to the authority of the Act, the Series 2021 Bonds in one or more series in a principal amount not to exceed \$34,750,000 for the purpose of making a loan to assist the Borrower in refinancing the costs of acquiring, constructing, furnishing and equipping the Project, funding any required reserves, and payment of costs of issuance. The Series 2021 Bonds initially shall be issued in fully registered book entry only form and shall be designated "Portage County Port Authority Revenue Bonds (Northeast Ohio Medical University Project), Series 2021". The Chairman or Vice Chairman of this Board (each

an "Executive") and/or the Secretary-Treasurer or any Assistant Secretary (the "Fiscal Officer") are authorized and directed to sign and deliver a Loan Agreement or an amendment to the existing Loan Agreement (the "Loan Agreement") between the Issuer and the Corporation in substantially in the form consistent with that used for the Outstanding Bonds, with such changes as are not adverse to the Issuer as such officers may approve, their signing and delivery of the Loan Agreement being conclusive evidence of their approval of any such changes.

**Section 4. Terms of the Series 2021 Bonds.** The Series 2021 Bonds shall be issued in the form and denominations and shall be numbered and payable as provided in the Indenture. The Series 2021 Bonds shall be dated as of the date, shall mature semiannually on June 1 and December 1 in the years and principal amounts, with the final maturity date not later than December 1, 2047 (or as otherwise provided in the Certificate of Award), shall bear interest at the rate or rates, not to exceed a weighted average rate of six percent (6 %) per annum, shall be subject to redemption, and have such other terms as provided in the Bond Purchase Agreement authorized in Section 5 of this Resolution and in the Indenture. The Series 2021 Bonds shall be signed by the Executive and the Fiscal Officer of the Issuer in their official capacities (provided that either or both of those signatures may be facsimiles). In case any officer whose signature or a facsimile thereof appears on the Series 2021 Bonds shall cease to be such officer before the issuance or delivery of the Series 2021 Bonds, such signature or facsimile thereof shall nevertheless be valid and sufficient for all purposes, the same as if he or she had remained in office until after that time. The Series 2021 Bonds in the form contained in the Indenture, signed by the appropriate officers of the Issuer, in an aggregate principal amount not to exceed \$34,750,000, shall represent the approved form of Series 2021 Bonds.

**Section 5. Sale of the Series 2021 Bonds.** The Executive or the Fiscal Officer shall deliver a Certificate of Award (the "Certificate of Award") setting forth the terms of the Series 2021 Bonds determined in accordance with Section 4 and determining the Outstanding Bonds to be refunded by the Series 2021 Bonds. In the Certificate of Award, the Executive or the Fiscal Officer are hereby authorized to make or effect any election, selection, designation, choice, consent approval, or waiver on behalf of the Issuer with respect to the Series 2021 Bonds as the Issuer is permitted or required to make or give under the federal income tax laws. The Series 2021 Bonds may have such other terms as provided in the Indenture and approved by the Executive or Fiscal Office and Bond Counsel.

The Series 2021 Bonds shall be sold and awarded to Original Purchaser (the "Original Purchaser") designated in the Certificate of Award and the Bond Purchase Agreement at a purchase price equal to the aggregate principal amount of the Series 2021 Bonds, less underwriter's discount which may not exceed one percent (1%) of the principal amount of the Series 2021 Bonds, less any original issue discount, plus any original issue premium and plus any accrued interest. It is determined hereby that the purchase price and the manner of sale and the terms of the Series 2021 Bonds, as provided in this Resolution, the Certificate of Award, the Bond Purchase Agreement among the Issuer, the Original Purchaser and the Borrower (the "Bond Purchase Agreement") and the Indenture, are consistent with all legal requirements and will carry out the public purposes of the Act.

The Certificate of Award and the Bond Purchase Agreement shall contain the final terms of the Series 2021 Bonds, including: the aggregate principal amount of the Series 2021 Bonds, their interest rates, maturities and redemption provisions. The Executive or the Fiscal Officer each is authorized to approve the final terms of the Series 2021 Bonds and the purchase price to be paid by the Original Purchaser, and each is authorized to sign and deliver the Bond Purchase Agreement to the Original Purchaser and the Borrower in substantially the form used in connection with the Outstanding Bonds, with any changes not inconsistent with the Certificate of Award and this Resolution and not substantially adverse to the Issuer, and as are permitted by the Act and approved on behalf of the Issuer by the officer signing the Bond Purchase Agreement. The approval on behalf of the Issuer of those changes and the status of those changes as not substantially adverse to the Issuer shall be conclusively evidenced by the signing of the Bond Purchase Agreement by the authorized officer of the Issuer.

The Executive and Fiscal Officer of the Issuer are authorized and directed to make the necessary arrangements with the Original Purchaser to establish the date, location, procedures and

conditions for the delivery of the Series 2021 Bonds to the Original Purchaser and to take all steps necessary to effect the due execution, authentication and delivery of the Series 2021 Bonds to the Original Purchaser under the terms of this Resolution, the Indenture, the Loan Agreement and the Bond Purchase Agreement (the "Issuer Documents"). This Board determines that such authorization and direction, all as provided in the Issuer Documents, are in the best interests of the Issuer and consistent with all legal requirements, such determination to be conclusively evidenced by the signing by such officers of the Issuer Documents. The proceeds from the sale of the Series 2021 Bonds shall be deposited in the funds and accounts created in the Indenture, in the custody of the Trustee, and applied as provided in the Indenture and the Loan Agreement.

This Board authorizes the use and distribution by the Original Purchaser, in connection with the offer and sale of the Series 2021 Bonds, of a preliminary offering document and final offering document in such forms as may be approved by the officials signing the Bond Purchase Agreement.

Except as may be described in the Bond Purchase Agreement, the Issuer has not confirmed, and assumes no responsibility for, the accuracy, completeness or sufficiency of any of the statements in any disclosure document used by the Original Purchaser in connection with the offer and sale of the Series 2021 Bonds or any supplements thereto, or in any reports, financial information, offering or disclosure documents or other information relating in any way to the Project or its proposed management, operations, history or financial condition, or relating in any way to the Original Purchaser.

**Section 6. Arbitrage and Information Reporting Provisions.** With respect to those Series 2021 Bonds that are issued as obligations the interest on which is excluded from gross income for federal income tax purposes (the "Tax-Exempt Series 2021 Bonds"), the Issuer covenants that it will restrict the use of the proceeds of the Tax-Exempt Series 2021 Bonds in such manner and to such extent as may be necessary so that those Series 2021 Bonds will not constitute arbitrage bonds under Section 148 of the Code, after taking into account reasonable expectations at the time of the delivery of and payment for those Series 2021 Bonds.

The Executive and/or the Fiscal Officer or any other officer having responsibility for issuing the Series 2021 Bonds, either alone or in conjunction with the Borrower or any officer, employee, agent of or consultant to the Borrower, shall give with respect to the Tax-Exempt Series 2021 Bonds (i) appropriate certifications of the Issuer for inclusion in the transcript of proceedings for the Series 2021 Bonds setting forth the reasonable expectations of the Issuer regarding the amount and use of the proceeds of the Tax-Exempt Series 2021 Bonds and the facts, estimates and circumstances on which they are based and other facts and circumstances relevant to the tax treatment of interest on the Tax-Exempt Series 2021 Bonds, as provided by the Borrower, all as of the date of delivery of and payment for the Series 2021 Bonds; and (ii) the statement setting forth the information required by Section 149(e) of the Code, which shall be based on the relevant information provided by the Borrower.

The Issuer covenants that it (i) will take, or require to be taken, all actions that may be required of it for the interest on the Tax-Exempt Series 2021 Bonds to be and remain excluded from gross income of the registered owners thereof for federal income tax purposes, and (ii) will not take or authorize to be taken any actions that would adversely affect that exclusion under the provisions of the Code. The Executive and/or the Fiscal Officer and other appropriate officers are authorized and directed to take any and all actions and make or give reports and certifications, as may be appropriate to assure such exclusion of that interest.

**Section 7. Authorization of Loan Agreement, Supplemental Indenture, Bond Purchase Agreement, Tax Agreement and Other Documents.** In order to provide for the payment of the principal of, premium, if any, and interest on the Series 2021 Bonds as the same shall become due and payable, and to provide for the financing or refinancing of the Project, the Executive and/or the Fiscal Officer each is authorized to sign, acknowledge and deliver, in the name and on behalf of the Issuer, the Loan Agreement, the Supplemental Indenture and any Letter of Representations with The Depository Trust Company (the "DTC Letter Agreement"), in substantially the forms submitted to and now on file with this Board. The Executive and/or Fiscal Officer each is further authorized and directed to sign, acknowledge and deliver the Tax Certificate and Agreement among the Issuer, the Borrower and the Trustee (the "Tax Agreement"), in substantially the form used in connection with the Outstanding

Bonds. Those documents in those forms are approved, with such changes not inconsistent with this Resolution and not substantially adverse to the Issuer as may be permitted by the Act and approved by the officers signing those documents on behalf of the Issuer. The approval of those changes by those officers, and that those changes are not substantially adverse to the Issuer, shall be conclusively evidenced by the signing of the Loan Agreement, the Indenture, the DTC Letter Agreement and the Tax Agreement by those officers. The Executive, the Fiscal Officer and other appropriate officials of the Issuer are each separately authorized to take any and all actions and to sign such financing statements, assignments, certificates and other instruments that may be necessary or appropriate to effect the issuance of the Series 2021 Bonds, the financing or refinancing of the Project and the intent of this Resolution.

**Section 8. Covenants of Issuer.** In addition to other covenants of the Issuer in this Resolution, the Issuer further covenants and agrees as follows:

(a) **Payment of Principal, Premium and Interest.** The Issuer will, solely from the sources in the Indenture provided, pay or cause to be paid the principal of, premium, if any, and interest on the Series 2021 Bonds on the dates, at the places and in the manner provided, in the Indenture and in the Series 2021 Bonds.

(b) **Performance of Covenants, Authority and Actions.** The Issuer will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions contained in the Issuer Documents and in all proceedings of the Issuer pertaining to the Series 2021 Bonds. The Issuer warrants and covenants that it is, and upon delivery of the Series 2021 Bonds will be, duly authorized by the laws of the State, including particularly and without limitation the Act, to issue the Series 2021 Bonds and to execute the Issuer Documents and all other documents to be executed by it, to provide for the security for payment of the principal of, premium, if any, and interest on the Series 2021 Bonds in the manner and to the extent set forth in the Indenture; that all actions on its part for the issuance of the Series 2021 Bonds and signing and delivery of the Issuer Documents and all other documents to be executed by it in connection with the issuance of the Series 2021 Bonds, have been or will be duly and effectively taken; and that the Series 2021 Bonds will be valid and enforceable special obligations of the Issuer according to their terms.

**Section 9. Transcript of Proceedings.** The Secretary-Treasurer or Assistant Secretary, or other appropriate officer of the Issuer, shall furnish to the Original Purchaser a true transcript of proceedings, certified by the Secretary-Treasurer or Assistant Secretary or other officer, of (i) all proceedings had with reference to the issuance of the Series 2021 Bonds and (ii) any other information from the records of the Issuer which may be necessary or appropriate to determine the regularity and validity of the issuance of the Series 2021 Bonds.

**Section 10. No Debt or Tax Pledge.** The Series 2021 Bonds do not constitute a debt or pledge of the faith and credit of the Issuer, the State of Ohio or any political subdivision thereof. The owners of the Series 2021 Bonds have no right to have taxes levied by the General Assembly of the State or the taxing authority of any political subdivision of the State for the payment of principal of or any premium or the interest on the Series 2021 Bonds. The Series 2021 Bonds shall contain a statement to that effect and to the effect that the Series 2021 Bonds shall be payable solely from the funds pledged to their payment under the Indenture. Nothing in this Resolution or in the Indenture, however, shall be deemed to prohibit the Issuer, of its own volition, from using to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of the Indenture, this Resolution or any of the Series 2021 Bonds.

**Section 11. Compliance with Open Meeting Requirements.** This Board finds and determines that all formal actions relative to the adoption of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, which resulted in those formal actions, were in meetings open to the public in compliance with the law.

**Section 12. Effective Date.** This Resolution shall take effect and be in force immediately upon its adoption.



**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 meetings open to the public in compliance with the law, including Section 121.22 of the Ohio Revised Code.

Voice Vote as follows:

Constance Hawke, yea;  
 Patrick O'Malia, yea;  
 Lisa Anne Cotten, yea;  
 John Kovacich, yea;

John Ryan, yea;  
 Jack Kohl, II, yea;  
 David Dix, yea;

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**RESOLUTION NO. 21-010 - RE: PORT AUTHORITY FISCAL 2022 APPROPRIATION MEASURE**

It was moved by Patrick O'Malia seconded by David Dix that the following Resolution be adopted:

**WHEREAS,** the Portage County Budget Commission has provided the Official Certificate of Estimated Resources for 2022 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, 2022 as follows:

**PORTAGE COUNTY PORT AUTHORITY**

**2022 Budget**

<u>Estimated Beginning Balance</u>	<u>Amount</u>
Checking Account	\$81,000.00
Money Market Account	\$129,960.00
Special Activities Account	<u>\$480.88</u>
<b>Total Estimated Balance</b>	<b>\$211,440.88</b>

**Description**

Revenues

2022 - Plaza Schroer (Brimfield) Fees	\$750.00
2022 - KSU Fees	<u>\$6,000.00</u>
Total Revenues	\$6,750.00

**Total Estimated Resources** **\$218,190.88**

**Expenses**

Contract Services	\$22,500.00
Special Projects	\$25,000.00
Property Maintenance	\$4,000.00
Training/Meeting Expenses	\$500.00
PDB – 25% of Project Fees	\$10,500.00
Bank Fees (all accounts)	\$250.00
Transportation	\$500.00
Membership Dues	\$5,700.00
Advertising/Marketing	\$2,500.00
Real Estate Taxes	\$0.00
Telephone	\$0.00
Postage	\$0.00
Rent	\$0.00
Professional/Technical/Insurance Services	\$1,500.00
Other Services	\$0.00
Materials & Supplies	\$0.00
Photocopy & Printing Supplies (Copier)	\$0.00
Food Supplies	<u>\$200.00</u>
<b>Total Expenses</b>	<b>\$73,150.00</b>

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:

Constance Hawke, yea;

Jack Kohl II, yea;

Patrick O'Malia, yea;

David Dix, yea;

John Ryan, yea;

Lisa Anne Cotten, yea;

John Kovacich, yea;

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RESOLUTION NO.: 21-011

**RE: JOHN RYAN ELECTED CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2022.**

It was moved by Patrick O'Malia, seconded by Lisa Anne Cotten that the following resolution be adopted:

**RESOLVED,** that John Ryan is elected to preside at all regular and special meetings in 2022 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, abstained;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

\* \* \* \* \*

RESOLUTION NO. 21-012

**RE: JOHN KOVACICH ELECTED VICE-CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2022.**

It was moved by Lisa Anne Cotten, seconded by Patrick O'Malia that the following resolution be adopted:

**RESOLVED,** that John Kovacich is elected Vice-Chairman of the Board of Directors of the Portage County Port Authority for the year 2022 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, abstained;		

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RESOLUTION NO. 21-013

**RE: APPOINT DIANA FIERLE AS SECRETARY-TREASURER OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2022.**

It was moved by Patrick O'Malia seconded by John Kovacich 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 2022 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

\* \* \* \* \*

RESOLUTION NO. 21-014

**RE: APPOINT TAYLOR LUTTNER AS ASSISTANT SECRETARY-TREASURER OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2022.**

It was moved by Patrick O'Malia, seconded by John Kovacich that the following resolution be adopted:

**RESOLVED,** that Taylor Luttner is appointed by the Board of Directors of the Portage County Port Authority as Assistant Secretary-Treasurer of the Board for the year 2022 or until the next organizational meeting of the Board. The Assistant Secretary-Treasurer shall serve in the absence of the Secretary-Treasurer and shall have all of the powers, responsibilities and authority of the Secretary-Treasurer when operating in this capacity; 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:

Constance Hawke, yea;  
David Dix, yea;  
John Kovacich, yea;

Jack Kohl II, yea;  
John Ryan, yea;

Patrick O'Malia, yea;  
Lisa Anne Cotten, yea;

\* \* \* \*

**RESOLUTION NO. 21-015**

**RE: AUTHORIZE THE PURCHASE OF SURETY BONDS FOR THE SECRETARY-TREASURER, ASSISTANT SECRETARY-TREASURER, VICE-CHAIRMAN AND CHAIRMAN OF THE PORTAGE COUNTY PORT AUTHORITY.**

It was moved by Patrick O'Malia, seconded by Constance Hawke 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 other director or Secretary/Treasurer, or the Assistant 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 the Chairman, Vice-Chairman or the Assistant Secretary-Treasurer to sign as secondary signatory on the Port Authority bank accounts; 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, Assistant Secretary-Treasurer, Chairman and Vice-Chairman, 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/\$125 per year for each \$5000 Surety Bond not to exceed \$400.00 (total); 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:

Constance Hawke, yea;  
David Dix, yea;  
John Kovacich, yea;

Jack Kohl II, yea;  
John Ryan, yea;

Patrick O'Malia, yea;  
Lisa Anne Cotten, yea;

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**RE: AUTHORIZATION FOR THE PURCHASE OF ITEMS NECESSARY FOR THE HOSTING OF PORTAGE COUNTY PORT AUTHORITY FUNCTIONS AND MEETING EXPENSES FROM JANUARY 1, 2022 THROUGH DECEMBER 31, 2022 NOT TO EXCEED \$500.**

It was moved by Patrick O'Malia, seconded by Constance Hawke 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 2022 in a total amount not to exceed \$500; 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:

Constance Hawke, yea;  
David Dix, yea;  
John Kovacich, yea;

Jack Kohl II, yea;  
John Ryan, yea;

Patrick O'Malia, yea;  
Lisa Anne Cotten, yea;

\* \* \*

**RESOLUTION NO. 21-017**

**RE: AUTHORIZATION FOR PAYMENT FOR LEGAL NOTICES OF THE PORTAGE COUNTY PORT AUTHORITY MEETINGS IN 2022 NOT TO EXCEED \$1,000.**

It was moved by Patrick O'Malia, seconded by Constance Hawke that the following Resolution be adopted:

**RESOLVED,** that the Portage County Port Authority Board of Directors does hereby authorize payment for various legal notices published in the Newspaper of the Board of Directors' regular and special meetings throughout the year 2022 in a total amount not to exceed \$1,000; 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

\* \* \* \*

**RESOLUTION NO. 21-018**

**RE: AUTHORIZATION FOR MARKETING/ADVERTISING AND SPONSORSHIP OPPORTUNITIES OF THE PORTAGE COUNTY PORT AUTHORITY IN 2022.**

It was moved by Patrick O'Malia, seconded by Constance Hawke that the following Resolution be adopted:

**RESOLVED,** that the Portage County Port Authority Board of Directors does hereby authorize marketing/advertising and sponsorship opportunities of the Portage County Port Authority throughout the year 2022 in a total amount not to exceed \$2,500; 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

\* \* \* \*

**RESOLUTION NO. 21-019**

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

It was moved by Patrick O'Malia, seconded by Constance Hawke 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 Council of Port Authorities at a current cost not to exceed \$200 for 2022. The Board of Directors noted that the dues increased from \$100 to \$200 in 2018, as determined by the Ohio Council of Port Authorities in October 2017; now therefore be it

**RESOLVED,** that the Board of Directors authorizes payment not to exceed \$200 for dues in 2022; 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

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**RESOLUTION NO. 21-020**

**RE: AGREE TO ENTER INTO AN AGREEMENT WITH THE PORTAGE COUNTY PROSECUTOR FOR LEGAL SERVICES FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2022.**

It was moved by Patrick O'Malia, seconded by Constance Hawke that the following resolution be adopted:

**RESOLVED,** that the Board of Directors enters into a Fee Agreement for Legal Services from the Portage County Prosecutor for the Port Authority for the year 2022 at a cost of Five thousand dollars (\$5,000.00); 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 meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

\* \* \* \* \*

**RESOLUTION NO. 21-021**

**RE: AUTHORIZE PORTAGE DEVELOPMENT BOARD PRESIDENT/PORT AUTHORITY EX OFFICIO MEMBER BRADFORD EHRHART AND/OR SECRETARY-TREASURER DIANA FIERLE**



**TO ATTEND OHIO COUNCIL OF PORT AUTHORITIES MEETINGS IN 2022 (AS THEIR SCHEDULE ALLOWS) AND RECEIVE REIMBURSEMENT.**

It was moved by Patrick O'Malia, seconded by Constance Hawke that the following Resolution be adopted:

**RESOLVED,** that the Board of Directors authorizes Portage Development Board President/Port Authority Ex Officio member Bradford Ehrhart and/or Secretary/Treasurer Diana Fierle to travel for regular and special meetings of the Ohio Council of Port Authorities throughout 2022 on their behalf and as their schedule allows. The Board of Directors also authorizes them 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 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

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**RESOLUTION NO. 21-022**

**RE: IN ACCORDANCE WITH OHIO SUBSTITUTE HOUSE BILL 9 (126<sup>TH</sup> GENERAL ASSEMBLY) APPOINT SECRETARY-TREASURER DIANA FIERLE AND ASSISTANT SECRETARY-TREASURER TAYLOR LUTTNER AS THE DESIGNEES TO ATTEND TRAINING PROGRAMS AND SEMINARS ABOUT OHIO'S PUBLIC RECORDS LAW.**

It was moved by Patrick O'Malia, seconded by Constance Hawke that the following Resolution be adopted:

**WHEREAS,** Ohio Substitute House Bill 9 (126<sup>th</sup> General Assembly) requires a public office to adopt a public records policy in compliance with Ohio's Public Records Law for responding to public requests for information; and

**WHEREAS,** Ohio law requires that elected and appointed officials attend a three hour seminar about Public Records Law but also allows the official to appoint a designee; now there for be it

**RESOLVED,** that the Portage County Port Authority Board of Directors does hereby appoint Secretary-Treasurer Diana Fierle and Assistant Secretary-Treasurer Taylor Luttner as the Board's designees to attend the required training in accordance with Ohio Substitute House Bill 9 (126<sup>th</sup> General Assembly) and authorize reimbursement of all travel expenses in accordance with the Port Authority's

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 meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		
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**RESOLUTION NO. 21-023**

**RE: AUTHORIZE PAYMENT TO THE PORTAGE DEVELOPMENT BOARD FOR 2022, THE THIRD YEAR OF THE CONTRACT BETWEEN PORTAGE COUNTY PORT AUTHORITY AND THE PORTAGE DEVELOPMENT BOARD FOR CONTRACT SERVICES, CONTRIBUTION AND PROJECT FEES OF 25% OF WHAT THE PCPA RECEIVED**

It was moved by Patrick O'Malia, seconded by Constance Hawke 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,** the Portage Development Board agrees to furnish and the Portage County Port Authority agrees to purchase 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 \$15,000 per year for services and \$5,500 annual contribution per calendar year beginning January 1, 2020, and will continue in effect until December 31, 2022; and be it further

**RESOLVED,** that the Board of Directors agree to pay to the Portage Development Board twenty-five (25%) percent of the total amount of project fees received by the PCPA. Said amount shall be paid upon invoice from the Portage Development Board, and be it further

**RESOLVED,** that this Agreement shall renew automatically for a one (1) year term beginning January 1, 2023 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 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, Yea;		

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#### **RESOLUTION NO. 21-024**

**RE: APPOINTMENT OF DIRECTORS JOHN RYAN AND LISA ANNE COTTEN AS THE PORTAGE COUNTY PORT AUTHORITY APPOINTMENTS TO THE OHIO COUNCIL OF PORT AUTHORITIES FOR 2020, 2021 AND 2022.**

It was moved by Patrick O'Malia, seconded by John Kovacich 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 Council of Port Authorities 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 Council of Port Authorities for the year 2020, 2021 and 2022. The Board of Directors note that term of this appointment is three (3) years but they agreed to revisit this appointment yearly:

**2020-2022 Appointments: John Ryan Lisa Anne Cotten**  
and be it further

**RESOLVED,** that the Board of Directors authorizes the Directors to travel to regular and special meetings of the Ohio Council of Port Authorities throughout 2020, 2021 and 2022. 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

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**RESOLUTION NO. 21-025**

**RE: AGREE TO ENTER INTO AN AGREEMENT WITH CHARLES E. HARRIS & ASSOCIATES FOR FINANCIAL STATEMENTS AND NOTES TO THE FINANCIAL STATEMENTS OF THE PORTAGE COUNTY PORT AUTHORITY, IN ACCORDANCE WITH THE AUDITOR OF STATE REGULATORY BASIS OF ACCOUNTING FOR THE YEAR ENDED DECEMBER 31, 2020 THROUGH 2023.**

It was moved by Patrick O'Malia, seconded by Constance Hawke that the following resolution be adopted:

**RESOLVED,** that the Board of Directors enters into an Agreement for Financial Services through Charles E. Harris & Associates to prepare financial statements and notes to the financial statements for years ending December 31, 2020 through 2023, for the State of Ohio's Hinkle System for the Port Authority at a cost not to exceed \$400 (four hundred) for 2020, \$425 (four hundred and twenty five dollars) for 2021, \$450 (four hundred fifty) for 2022, and \$475 (four hundred seventy five) for 2023; and be it further

**RESOLVED,** that the Board of Directors authorizes payment for the second year of this contract not to exceed \$425 (four hundred twenty five dollars); 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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, yea;		

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**RESOLUTION NO. 21-026**

**RE: APPOINTMENT OF DIRECTORS JOHN RYAN, JOHN KOVACICH AND LISA ANNE COTTEN TO THE PORTAGE COUNTY PORT AUTHORITY FINANCE/AUDIT COMMITTEE**

It was moved by Patrick O'Malia, seconded by Constance Hawke 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 Portage County Port Authority created the Finance/Audit Committee which consists of at least 3 (three) directors with one being the Chairman of the Board along with two other directors appointed by the board; now therefore be it

**RESOLVED,** that the Portage County Port Authority Board of Directors makes the following appointments to the Finance/Audit Committee, Mr. Ryan, Mr. Kovacich and Ms. Cotten and the Board of Directors note that the term of this appointment will be revisited yearly; and

**2022 Appointment:**     **John Ryan**                     **John Kovacich**                     **Lisa Anne Cotten**  
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:

Constance Hawke, yea;	Jack Kohl II, yea;	Patrick O'Malia, yea;
David Dix, yea;	John Ryan, yea;	Lisa Anne Cotten, yea;
John Kovacich, _____;		
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**RESOLUTION NO. 21-027**

**RE:     APPOINTMENT OF DIRECTOR PATRICK O'MALIA AS THE PORTAGE COUNTY PORT AUTHORITY REPRESENTATIVE TO THE PORTAGE DEVELOPMENT BOARD, BOARD OF DIRECTORS**

It was moved by Lisa Anne Cotten, seconded by John Kovacich 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 Portage Development Board was created as a private non-profit county level economic development agency; now therefore be it

**RESOLVED,** that the Portage County Port Authority Board of Directors makes the following appointment for the Portage County Port Authority representative to the Portage Development Board for the years of 2021 and 2022 (2<sup>nd</sup> and 3<sup>rd</sup> year of current contract). The Board of Directors note that the term of this appointment will be revisited yearly; and

**2022 Appointment:**     **Patrick O'Malia**  
and be it further

**RESOLVED,** that the Board of Directors authorizes the Director to travel to regular and special meetings of the Portage Development Board throughout 2021 and 2022. 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:

Constance Hawke, yea;  
David Dix, yea;  
John Kovacich, yea;

Jack Kohl II, yea;  
John Ryan, yea;

Patrick O'Malia, abstained;  
Lisa Anne Cotten, yea;

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There being no further business to come before the Board of Directors, the meeting of December 14, 2021, a motion was made by Mr. O'Malia, seconded by Mr. Kovacich, to adjourn. All were in favor and the meeting adjourned at 3:00 p.m.

We do hereby certify that the foregoing is a true and correct record of the Portage County Port Authority Board of Director's regular meeting on December 14, 2021.

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Constance Hawke

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John Ryan, Chairman

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John Kovacich, Vice-Chairman

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Jack Kohl, II

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Lisa Anne Cotten

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David Dix

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Patrick O'Malia

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Diana Fierle, Secretary/Treasurer