

**Portage County Port Authority (PCPA)  
Board of Directors  
Meeting Minutes**

**March 8, 2022 @ 2:00 p.m.  
Kent Free Library, 312 W. Main St., Kent**

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

Directors Absent: Hawke, Constance; Kohl II, Jack (attended by phone)

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

Meeting was called to order at 2:02 p.m. a quorum was present

**Approval of Minutes**

A motion was made by Mr. Kovacich and seconded by Mr. O'Malia to approve the minutes from the December 14, 2021 PCPA Board of Directors meeting. All voted in favor and the motion passed.

**Reports and Communication**

- *Chairman, John Ryan*
  - The board meeting was advertised in the Record Courier on February 27, 2022.
  - Mr. Ryan stated that the Portage County Board of Commissioners reappointed Mr. Kohl II and Mr. Kovacich to a new term which expires December 2026.
  
- *Finance Reports, Secretary-Treasurer, Diana Fierle*
  - The PCPA money market account has a balance of \$129,961.20 as of February 28, 2022.
  - The PCPA checking account has a balance of \$61,075.73.
  - The PCPA special activities account has a balance of \$460.88.
  - Total of all PCPA accounts is \$191,497.81.
  - Ms. Fierle reviewed the budget report and stated that so far this year expenses are at \$22,011.00.
  - The Treasure's Reports show all expenses and income for each account.
  - Ms. Fierle stated that she's in the process of talking with our representatives from Huntington Bank to see if we can lessen or remove the bank fees on our accounts. We think we have this problem solved and most fees should be removed.  
***A motion was made by Mr. Kovacich and seconded by Mr. Dix to accept the Budget Reports as presented. All voted in favor and the motion passed.***
  
  - Ms. Fierle presented the 2021 financials as prepared by Harris and Associates for our Hinkle Reports. She also stated that the Hinkle reports were filed for the port authority and the PCIC on January 24, 2022.  
***A motion was made by Mr. O'Malia and seconded by Mr. Kovacich to approve the 2021 Financials as presented and provided by Harris and Associates. All voted in favor and the motion passed.***
  
- *Portage Development Board Report – Mr. Ehrhart, President*
  - Mr. Ehrhart discussed the projects that PDB is working on so far this year. The pipeline remains very strong and PDB is very busy with projects. Many of the projects we are working on are considering using the port authority for the sales tax exemption on the building materials.

- PDB had several successes for 2021 and we plan to have several projects to move in the win column in the next couple months. A few of the projects are expected to be port authority projects. Even with the COVID, companies are still planning expansions. Also noticeable as you drive around the county, there are still hiring signs all over.
- **Finance Committee Report** - None
- **Standing Committee Reports** – None
- **Special Committee Reports** – None

**Discussion – Old Business**

**Project ABS** – Mr. Ehrhart reminded the directors of the project and stated that Project ABS is moving forward. We are waiting for the signed term sheet and deposit before the port authority can move forward with the project. We are also working on an Enterprise Zone agreement for property tax abatement.

**Martin Wheel/Americana Development** – We expect Martin Wheel to move forward with their project very soon. A little later in the meeting a resolution will be passed to approve their term sheet contingent on the port authority receiving the signed documents and the \$25,000 deposit.

**Discussion – New Business**

Mr. Ehrhart briefly discussed new projects for Project Dance (Singleton Reels-Rootstown Township) and Project Jefferson (Streetsboro). We are working on the port authority documents with the two companies. The term sheet for Singleton Reels will be discussed a little later in the meeting and will be contingent upon receiving all the signed documents and receiving the \$25,000 deposit.

Mr. O’Malia made a motion to enter into Executive Session to discuss real estate and Economic Development projects. Pursuant to R.C. 121.22(G)(2) to consider the sale of unneeded property in accordance with section 505.10 of the Ohio Revised Code, seconded by Mr. Kovacich. All answered yes with call of the roll.

After exiting Executive Session Mr. Kovacich made a motion to enter back into Regular Session, seconded by Mr. O’Malia. All answered yes with call of the roll.

**Consideration of New Resolutions and Motions**

- Mr. Ryan read the letter of intent for the potential purchase of the Port Authority property in Ravenna. The City of Ravenna offered \$315,000 for the purchase of the property. **Mr. O’Malia made a motion to accept the offer from the City of Ravenna, seconded by Ms. Cotten. All voted in favor and the motion passed.** Mr. Meduri stated that he would work with the city’s law director Mr. Cimino to draft a purchase agreement.
- A resolution for the purpose of setting regular and special meetings, and establishing rules for the meetings of the Board of the Portage County Port Authority. **A motion was made by Mr. O’Malia to approve, seconded by Mr. Kovacich. All voted in favor and the motion passed. 22-001**
- A resolution approving a Financing Term Sheet for the Development of a manufacturing facility for use by Singleton Reels, Inc., or an affiliate thereof, constituting “Port Authority Facilities” within the meaning of Ohio Revised Code Chapter 4582; and approving and authorizing the execution and delivery of (I) A preliminary agreement in connection therewith and (II) Ohio Sales and Use Tax Exemption Certificates for the purchase of building and construction materials incorporated into the facilities. This resolution is contingent upon the execution of the term sheet by Singleton Reels and the receipt of the \$25,000 deposit. **A motion was made by Mr. O’Malia to approve, contingent upon the execution of the documents and the receipt of the \$25,000 deposit, seconded by Mr. Kovacich. All voted in favor and the motion passed. 22-002**

- A resolution approving a Financing Term Sheet for the Development of a manufacturing facility for use by Martin Wheel / Americana Development or an affiliate thereof, constituting “Port Authority Facilities” within the meaning of Ohio Revised Code Chapter 4582; and approving and authorizing the execution and delivery of (I) A preliminary agreement in connection therewith and (II) Ohio Sales and Use Tax Exemption Certificates for the purchase of building and construction materials incorporated into the facilities. This resolution is contingent upon the execution of the documents by Martin Wheel / Americana Development and the receipt of the \$25,000 deposit. *A motion was made by Ms. Cotten to approve, contingent upon the execution of the documents and the receipt of the \$25,000 deposit, seconded by Mr. O’Malia. All voted in favor and the motion passed. 22-003*

**Correspondence**

The only correspondence presented to the board was addressed earlier in the meeting regarding the letter of intent from the City of Ravenna.

**Other**

- PCPA meetings have been scheduled for Tuesday, June 14, 2022 at 2:00 p.m. (with a Finance-Audit Committee to meet at 1:30 p.m); Tuesday, September 13, 2022 at 2:00 p.m.; and December 13, 2022 at 2:00PM, (with a Finance-Audit Committee to meet at 1:30 p.m). All meetings will be held at the Kent Free Library.

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**RESOLUTION NO. 22-001**

**RE: FOR THE PURPOSE OF SETTING REGULAR AND SPECIAL MEETINGS, AND ESTABLISHING RULES FOR THE MEETINGS OF THE BOARD OF THE PORTAGE COUNTY PORT AUTHORITY**

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

**WHEREAS,** Ohio Revised Code Section 121.22 concerning open public meetings, it is required that this Board adopt rules relative to scheduling regular and special Board meetings and to provide notice of these meetings; now therefore be it

**RESOLVED,** that the annual organizational meeting of the Board shall be held in accordance with the Port Authority By-Laws and not later than the second Monday of January of each year; and be it further

**RESOLVED,** that four such regular sessions will be held each year as needed; and be it further

**RESOLVED,** that the Board of Directors agrees to meet quarterly and on the dates as follows:

- Tuesday, March 8, 2022
  - Tuesday, June 14, 2022
  - Tuesday, September 13, 2022
  - Tuesday, December 13, 2022
- commencing at 2:00PM and concluding at the end of business; and be it further

**RESOLVED,** that the Board of Director’s finance audit committee will meet at 1:30PM on June 14, 2022

and also on December 13, 2022 prior to the Board of Director’s regular scheduled meetings; and be it further

**RESOLVED,** that said meetings are to be held at the Kent Free Library Meeting Room, 312 W. Main Street, Kent, Ohio; and be it further

**RESOLVED,** that notices of upcoming regularly scheduled meetings will be posted on the bulletin board inside the Portage Development Board office located at 217 S. Chestnut Street, Ravenna, Ohio 44266. The regular meeting schedule will also be posted at <https://www.portagedevbd.org/portage-county-port-authority/pcpa-meetings/> and the Secretary-Treasurer for the Portage County Port Authority Board of Directors will notify the Record-Courier of the regularly scheduled meetings; and be it further

**RESOLVED,** that Executive Sessions will be held pursuant to Ohio Revised Code Section 121.22 (G)(1)-(8); and be it further

**RESOLVED,** that notices of special meetings will be held at the call of the Board of Directors and will be posted on a bulletin board on the First Floor in the Portage Development Board Offices located at 217 South Chestnut Street, Ravenna, Ohio; and be it further

**RESOLVED,** that the Secretary-Treasurer of the Portage County Port Authority Board of Directors will notify the “Record-Courier” of the time, place and purpose of a special meeting at least twenty-four (24) hours in advance of the special meeting, and if any other news media have requested notification the Secretary-Treasurer shall give at least twenty-four (24) advance notice to any other news media that may have requested notification; and be it further

**RESOLVED,** that in the event of an emergency, the Secretary-Treasurer, on behalf of the member or members of the Board calling the meeting, shall notify the Record-Courier newspaper, and any other news media that may have requested notification immediately of the time, place and purpose of the meeting; and be it further

**RESOLVED,** any person may request the time and place of all regularly scheduled meetings by submitting a request to the Secretary-Treasurer of the Portage County Port Authority Board of Directors; and be it further

**RESOLVED,** any person upon written request, may obtain reasonable notification of all meetings at which any specific type of public business is to be discussed. Each person shall file with the Secretary-Treasurer a written request specifying the person’s name, address, telephone number and/or e-mail address, along with the specific type of public business that is of interest, and the amount of time this request covers (not to exceed three months); and be it further

**RESOLVED,** marked as an “Attachment” to this Resolution, and incorporated by reference herein, is a summary of the rule being adopted by the Portage County Port Authority Board of Directors; 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:

Lisa Anne Cotten, Yea;  
David Dix, Yea;  
John Kovacich , Yea;

Jack Kohl II, absent;  
Constance Hawke, absent;

Patrick O’Malia, Yea;  
John Ryan, Yea;

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**RE: A RESOLUTION APPROVING A FINANCING TERM SHEET FOR THE DEVELOPMENT OF A MANUFACTURING FACILITY FOR USE BY SINGLETON REELS, INC., OR AN AFFILIATE THEREOF, CONSTITUTING “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF OHIO REVISED CODE CHAPTER 4582; AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF (I) A PRELIMINARY AGREEMENT IN CONNECTION THEREWITH AND (II) OHIO SALES AND USE TAX EXEMPTION CERTIFICATES FOR THE PURCHASE OF BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THE FACILITIES.**

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

**WHEREAS,** the Portage County Port Authority (the “Authority”), by virtue of the constitution and laws of the State of Ohio, particularly Article VIII, Section 13 of the Ohio Constitution, and Sections 4582.21 through 4582.59, inclusive, of the Ohio Revised Code (collectively, the “Act”), is authorized (i) to acquire a leasehold interest in land owned by Singleton Reels, Inc., or an affiliate thereof (together with its successors and assigns acceptable to the Authority, the “Company”), located in the Rootstown Township, Portage County, Ohio (the “Project Site”); (ii) to issue revenue bonds to finance the construction of an approximately 90,000 square foot light manufacturing and assembly facility and related improvements on the Project Site (the “Project”); (iii) to construct or have constructed the Project; and (iv) to lease the Project to the Company for its use (collectively, the “Proposed Transaction”); and

**WHEREAS,** the Authority has present to the Company a financing term sheet regarding the Project (the “Term Sheet”) describing generally the structure and terms of the Proposed Transaction; and

**WHEREAS,** the Project is expected to create jobs and employment opportunities and thereby to enhance the economic welfare of the people within Portage County, Ohio and the jurisdiction of the Authority; and

**WHEREAS,** the Company, as construction agent for the Project, will be responsible for soliciting contracts for Project construction; and

**WHEREAS,** in anticipation of the Authority’s acquisition of a leasehold interest in the Project Site and construction by the Company of the Project as construction agent for the Authority, the Company has requested that the Authority provide certificates evidencing the exemption from State and local sales and use taxes of purchases of building and construction materials for incorporation into the Project;

**RESOLVED,** by the board of directors (the “Board”) of the Portage County Port Authority:

**Section 1.** This Board does hereby find and determine, based upon the representations of the Company and the Term Sheet, that, upon execution of the ground lease between the Authority and the Company described in the Term Sheet and the acceptance of title to the Project by the Authority:

(a) The Project will be a “project” and a “port authority facility” within the meaning of those terms as defined in Section 4582.21 of the Ohio Revised Code; and

(b) The development, construction, and use of the Project will be consistent with the purpose of Article VIII, Section 13 of the Ohio Constitution, to create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State of Ohio.

**Section 2.** This Board hereby authorized the Chair, or any other officer of the Board, to execute and delivery to the Company the Term Sheet. This Board hereby approves the participation of the Authority in

the Proposed Transaction on substantially the terms set forth in the Term Sheet currently on file with the Board, subject to this Board’s final approval of the agreements for the Proposed Transaction.

**Section 3.** This Board hereby approves the Preliminary Agreement substantially in the form currently on file with the Secretary-Treasurer, with such changes in the Preliminary Agreement as shall not be materially adverse to the Authority and as may be approved by the Chair of the Authority. The Chair or any other officer of the Board is hereby authorized to execute and deliver, for and in the name and on behalf of the Authority, the Preliminary Agreement, with such changes to the Preliminary Agreement as shall not be materially adverse to the Authority. The execution of the Preliminary Agreement by an officer of the Board shall evidence conclusively that any such changes are not materially adverse to the Authority.

**Section 4.** Upon receipt by the Authority of (i) the Term Sheet execute by the Company, (ii) receipt by the Authority of the deposit required under the Term Sheet, and (iii) execution by the Company of the Preliminary Agreement, this Board hereby authorizes the Chair or any other officer of the Board, in anticipation of the acquisition by the Authority of the leasehold interest in the Project Site, to provide the Company or its nominees with one or more appropriate certificates (“Exemption Certificates”) to support the claim of an exemption from Ohio and Portage County sales and uses taxes that might otherwise apply with respect to the purchase of building and construction materials incorporated into structures or improvements to real property, within the meaning of Section 5739.02(B)(13), Ohio Revised Code, that constitute Project improvements (“Building Materials”). The Exemption Certificates provided to the Company upon the execution of the Preliminary Agreement shall be used by the Company only for a maximum period of 120 days following the execution of the Preliminary Agreement. Upon the execution of the ground lease described in the Term Sheet, or at such other time as shall be determined by the Chair of the Authority, however, the Authority may provide additional Exemption Certificates to the Company or authorize the Company to continue using the initial Exemption Certificates for so long as shall be necessary to purchase all of the Building Materials.

**Section 5.** This resolution shall be in full force and effect upon its adoption.

**RESOLVED,** that the Board finds and determines that all formal action 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 and of any of its committees 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 was as follows:

Constance Hawke, absent;  
David Dix, Yea;  
John Kovacich, Yea;

Jack Kohl II, absent;  
John Ryan, Yea;

Patrick O’Malia, Yea;  
Lisa Anne Cotten, Yea;

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**RESOLUTION NO. 22-003**

**RE: A RESOLUTION APPROVING A FINANCING TERM SHEET FOR THE DEVELOPMENT OF A MANUFACTURING, WAREHOUSE AND OFFICE FACILITY FOR USE BY AMERICANA DEVELOPMENT, INC., DBA MARTIN WHEEL, OR AN AFFILIATE THEREOF, CONSTITUTING “PORT AUTHORITY FACILITIES” WITHIN THE MEANING OF OHIO REVISED CODE CHAPTER 4582; AND APPROVING AND AUTHORIZING THE EXECUTION AND DELIVERY OF (I) A PRELIMINARY AGREEMENT IN CONNECTION THEREWITH AND (II) OHIO SALES AND USE TAX EXEMPTION CERTIFICATES FOR THE PURCHASE OF BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THE FACILITIES.**

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

**WHEREAS,** the Portage County Port Authority (the “Authority”), by virtue of the constitution and laws of the State of Ohio, particularly Article VIII, Section 13 of the Ohio Constitution, and Sections 4582.21 through 4582.59, inclusive, of the Ohio Revised Code (collectively, the “Act”), is authorized (i) to acquire a leasehold interest in land owned by Americana Development, Inc., dba Martin Wheel, or an affiliate thereof (together with its successors and assigns acceptable to the Authority, the “Company”), located in the Brimfield Township, Portage County, Ohio (the “Project Site”); (ii) to issue revenue bonds to finance the construction of a new manufacturing, warehouse and office facility and related improvements on the Project Site (the “Project”); (iii) to construct or have constructed the Project; and (iv) to lease the Project to the Company for its use (collectively, the “Proposed Transaction”); and

**WHEREAS,** the Authority has present to the Company a financing term sheet regarding the Project (the “Term Sheet”) describing generally the structure and terms of the Proposed Transaction; and

**WHEREAS,** the Project is expected to create jobs and employment opportunities and thereby to enhance the economic welfare of the people within Portage County, Ohio and the jurisdiction of the Authority; and

**WHEREAS,** the Company, as construction agent for the Project, will be responsible for soliciting contracts for Project construction; and

**WHEREAS,** in anticipation of the Authority’s acquisition of a leasehold interest in the Project Site and construction by the Company of the Project as construction agent for the Authority, the Company has requested that the Authority provide certificates evidencing the exemption from State and local sales and use taxes of purchases of building and construction materials for incorporation into the Project;

**RESOLVED,** by the board of directors (the “Board”) of the Portage County Port Authority:

**Section 1.** This Board does hereby find and determine, based upon the representations of the Company and the Term Sheet, that, upon execution of the ground lease between the Authority and the Company described in the Term Sheet and the acceptance of title to the Project by the Authority:

(a) The Project will be a “project” and a “port authority facility” within the meaning of those terms as defined in Section 4582.21 of the Ohio Revised Code; and

(b) The development, construction, and use of the Project will be consistent with the purpose of Article VIII, Section 13 of the Ohio Constitution, to create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State of Ohio.

**Section 2.** This Board hereby authorized the Chair, or any other officer of the Board, to execute and delivery to the Company the Term Sheet. This Board hereby approves the participation of the Authority in the Proposed Transaction on substantially the terms set forth in the Term Sheet currently on file with the Board, subject to this Board’s final approval of the agreements for the Proposed Transaction.

**Section 3.** This Board hereby approves the Preliminary Agreement substantially in the form currently on file with the Secretary-Treasurer, with such changes in the Preliminary Agreement as shall not be materially adverse to the Authority and as may be approved by the Chair of the Authority. The Chair or any other officer of the Board is hereby authorized to execute and deliver, for and in the name and on behalf of the Authority, the Preliminary Agreement, with such changes to the Preliminary Agreement as shall not be materially adverse to the Authority. The execution of the Preliminary Agreement by an officer of the Board shall evidence conclusively that any such changes are not materially adverse to the Authority.

**Section 4.** Upon receipt by the Authority of (i) the Term Sheet execute by the Company, (ii) receipt by the Authority of the deposit required under the Term Sheet, and (iii) execution by the Company of the Preliminary Agreement, this Board hereby authorizes the Chair or any other officer of the Board, in anticipation

of the acquisition by the Authority of the leasehold interest in the Project Site, to provide the Company or its nominees with one or more appropriate certificates (“Exemption Certificates”) to support the claim of an exemption from Ohio and Portage County sales and uses taxes that might otherwise apply with respect to the purchase of building and construction materials incorporated into structures or improvements to real property, within the meaning of Section 5739.02(B)(13), Ohio Revised Code, that constitute Project improvements (“Building Materials”). The Exemption Certificates provided to the Company upon the execution of the Preliminary Agreement shall be used by the Company only for a maximum period of 120 days following the execution of the Preliminary Agreement. Upon the execution of the ground lease described in the Term Sheet, or at such other time as shall be determined by the Chair of the Authority, however, the Authority may provide additional Exemption Certificates to the Company or authorize the Company to continue using the initial Exemption Certificates for so long as shall be necessary to purchase all of the Building Materials.

**Section 5.** This resolution shall be in full force and effect upon its adoption.

**RESOLVED,** that the Board finds and determines that all formal action 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 and of any of its committees 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 was as follows:

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

There being no further business to come before the Board of Directors, the meeting of March 8, 2022, a motion was made by Mr. O’Malia and seconded by Mr. Kovacich, to adjourn. All voted in favor and the meeting adjourned at 2:55p.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 March 8, 2022.

\_\_\_\_\_  
Constance Hawke

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John Ryan, Chairman

\_\_\_\_\_  
Patrick O’Malia

\_\_\_\_\_  
Jack Kohl II

\_\_\_\_\_  
Lisa Anne Cotten

\_\_\_\_\_  
David Dix

\_\_\_\_\_  
John Kovacich, Vice-Chairman

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Diana Fierle, Secretary/Treasurer