

The Board of Directors of the Portage County Port Authority met in a regular meeting in the Portage Development Board/Portage County Port Authority office located at 217 S. Chestnut Street in Ravenna, Ohio on Tuesday, December 1, 2015 at 2:00 PM with the following members present:

Dominic Bellino,	David Dix,	Neil Mann Jr.,	Jack Kohl II
T. N. Bhargava,	John Ryan,	James Wyatt, Jr.	

Also present: George Sarkis, Roetzel & Andress; David Vaughan, Neighborhood Development Services; Brad Ehrhart, Portage Development Board; Diana Fierle, Secretary/Treasurer

Chairman Jack Kohl called the December 1, 2015 meeting to order approximately 2:00 PM and welcomed everyone to the meeting.

Meeting Minutes - *A motion was made by Mr. Dix to approve the meeting minutes for the regular meeting of September 1, 2015 and Pre-Proposal Conference of October 29, 2015, seconded by Mr. Mann. All voted in favor and the motion carried.*

Introduction of new Port Authority Director – Chairman Kohl introduced Mr. John Ryan from Hometown Bank as the new port director. The Portage County Board of Commissioners approved Mr. Ryan as our newest director. Chairman Kohl stated that Mr. Ryan will be able to add a lot to the port board.

Mr. Bhargava entered the meeting at about 2:08 PM.

Meeting Notice: Ms. Fierle stated the meeting legal notice was advertised in the Record Courier on Sunday, November 22, 2015.

Financials: Ms. Fierle explained the Treasurer's report (income and expenses) and budget report as of October 31, 2015 and the amounts in our bank accounts. *A motion was made by Mr. Mann to accept the financial statements and budget report, seconded by Mr. Bhargava. All voted in favor and the motion carried.*

Report from Brad Ehrhart, President of PDB: Mr. Ehrhart stated we received an application from Fairmount Properties and application fee. Since then Fairmount decided not to use the Port Authority as there was not enough savings to them. We are also working with a company in Portage County that will be submitting an application shortly. One other project that might seek out assistance from the Port Authority is the Movie Theater project. NDS is here to discuss that later in the meeting.

Legal Counsel report: Attorney Smith stated she didn't have a report at this time.

Finance/Audit Committee report: Mr. Bellino stated the Finance/Audit Committee met just before the regular meeting. He stated that they went over the financial reports that were just report on in the regular meeting. The committee also discussed the draft 2016 budget that will be presented later in this meeting.

DISCUSSION

Ravenna Property – Ravenna Learning Center

Update - Chairman Kohl stated that we had several people attend the Pre-Proposal Conference on October 29th. We had a couple people show interest through e-mail. When it came down to it, we received one proposal by the deadline and that was from The Gateway Economic Development Group. Mr. Bhargava asked if there was a time line on the project and Chairman Kohl stated that yes there is. We should know in a couple months if the Ravenna Learning Center is feasible. Mr. Dix commented that he like the approach of Mr. Chema is probably what should have been done two years ago which is to find out if these is even feasible. The directors agreed it has been a learn as you go process. Chairman Kohl gave some history of the project for Mr. Ryan who is new to this board. Attorney Smith explained why this project was put out for a competitive bid.

Mr. Bellino stated that his concern is we could spend with the Market Study and Feasibility Study almost one hundred thousand dollars and wondered how it would look to the community if it came back that it won't work. Mr. Dix stated that in the information received The Gateway Economic Development Group they stated that if they felt this wouldn't work they'd give us some options of things that could work. Chairman Kohl agreed that he felt Mr. Chema would help with ideas that would work if the learning center would not. Mr. Bellino asked if the city could help fund some of the study. Chairman Kohl stated he didn't ask but he's not sure they could with the budget battles they are having now.

Mr. Mann stated that Mr. Chema has been in this since the beginning, he knows the history and he doesn't believe Mr. Chema would submit a proposal if he didn't think it would work. Mr. Bellino stated that there is passion behind this. Chairman Kohl stated that across the county he's probably the most uniquely qualified to do this project due to his developer experience and educational experience with being former President of Hiram College. Mr. Bellino stated we should try to get some other money to help with the cost. We do need to move forward with this whether we can get help or not. Mr. Mann stated we can maybe recoup our money once the building is up too. Mr. Ehrhart stated that if he is getting no's then he will probably stop early. Mr. Ehrhart stated that we should let him do what he needs to do now and maybe we can get help with the architectural portion of the proposal. Attorney Smith stated that we can put phases and benchmarks into the contract. Chairman Kohl stated that we can take his dates in the proposal and make financial benchmarks for them.

After much discussion regarding the project and all our concerns, a motion was made by Mr. Dix to accept the bid from The Gateway Economic Development Group. Request The Gateway Economic Development Group draft the contract and use the time table in the proposal for financial bench marks within the contract, seconded by Mr. Bellino. All voted in favor and the motion carried. Resolution #15-018

Movie Theater Project – A presentation was given by Mr. David Vaughan, Executive Director, Neighborhood Development Services. Chairman Kohl introduced Mr. Vaughan and stated that NDS plans to open an 8 screen movie theater at the former Paul's Do-It Center in Ravenna. Mr. Vaughan stated they've been talking about this for 1 ½ to 2 years. They received approval from the state to use the city's revolving loan fund and the county economic development funds. He stated they are also working with the port authority on potential bond financing along with using Sutton Bank and USDA on the loan. USDA would fund 80-90% of the project. Mr. Vaughan explained how the RLF works. This project will be going to the next Ravenna City Council meeting and they expect a positive result. Talks with the county have been positive. Mr. Dix asked Mr. Vaughan what the Port Authority is being asked to do. Mr. Vaughan stated you are not being asked to do anything. It's important to NDS that the theater be community based. It has been mentioned that maybe the port authority can own the facility and lease it back to NDS. That is complicated for financing and liability. NDS would like the port authority to be a minority partner – under 20% and no liability to the Port Authority with the USDA loan. It would allow the Port Authority to have an ownership interest, participate in the annual meetings, get all reports and to guide the theater because

we would be part of the management process. NDS would like the Port Authority to consider that. Mr. Dix asked if we are allowed to do that. Attorney Smith stated the Port Authority is so broad that they are allowed to do a lot of different things. Mr. Dix always thought this was a great project. Chairman Kohl stated that the theater in Barberton is doing very well. Mr. Vaughan stated that the market study didn't include Kent because they have their own theater. Mr. Vaughan stated that they are speaking with several people interested in putting in some type of restaurant around the theater including BW3. Mr. Vaughan went on to discuss the theater business in Barberton. Mr. Bellino asked if there is a financial commitment to be a partner at 20% and Mr. Vaughan stated no. There is no financial commitment. Mr. Vaughan stated this is not a real strong project. This is being done to attract other businesses to downtown. NDS is guaranteeing any losses and 15 year financing. Breakeven is 70,000 -80,000 tickets. They expect to sell 100,000 per year.

CONSIDERATION OF NEW RESOLUTIONS AND MOTIONS

Approval of the 2016 budget – Resolution #15-008

A motion was made by Mr. Dix to approve the 2016 budget, seconded by Mr. Bhargava. All voted in favor and the motion carried.

Election of Officers

Chairman – Jack Kohl II – Resolution #15-005

Vice Chairman – Dominic Bellino – Resolution #15-006

Secretary-Treasurer – Diana Fierle – Resolution #15-007

A motion was made by Mr. Dix to approve the slate of officers for 2016, seconded by Mr. Bellino. All voted in favor and the motion carried.

Assistant Secretary-Treasurer – Taylor Daniel – Resolution #15-017

A motion was made by Mr. Ryan to appoint Ms. Daniel as Assistant Secretary Treasurer for 2016, seconded by Mr. Bhargava. All voted in favor and the motion carried.

OTHER RESOLUTIONS AND MOTIONS FOR 2016

Resolution No. 15-009 – Authorize the purchase of surety bonds for the Secretary-Treasurer, Assistant Secretary-Treasurer, Chairman Jack Kohl II and Vice-Chairman Dominic Bellino at a cost of \$475.00.

Resolution No. 15-010 – Authorize the purchase of items necessary for the hosting of PCPA functions and meeting expenses for calendar year 2016 at a cost not to exceed \$1,000.

Resolution No. 15-012 – Authorize payment of dues to the Ohio Port Authority Council not to exceed \$200.

Resolution No. 15-013 – Enter into an Agreement with the Portage County Prosecutor's office for legal services for the PCPA for year 2016 for \$5,000.

Resolution No. 15-014 – Authorize the appointment of Neil Mann Jr. and Dominic Bellino as the PCPA appointments to the Ohio Port Authority Council for 2016.

Resolution No. 15-015 – Authorize Portage Development Board President and Port Authority Ex Officio member Bradford Ehrhart and Secretary-Treasurer Diana Fierle to attend Ohio Port Authority Council meetings in 2016 (as their schedule allows) and receive reimbursement.

Resolution No. 15-016 – Authorize and appoint Secretary-Treasurer Diana Fierle and Assistant Secretary-Treasurer Taylor Daniel as designees to attend training programs and seminars about Ohio's Public Record laws.

A motion was made by Mr. Ryan to approve the resolutions above, seconded by Mr. Bhargava. All voted in favor and the motion carried.

Resolution No. 15-011 – Authorization for payment to the Record Publishing / Dix Communications for legal notices of the PCPA meetings in 2016, not to exceed \$1,000.

A motion was made by Mr. Ryan to authorize payments of legal notices, seconded by Mr. Bhargava. All voted in favor and the motion carried. Mr. Dix abstained.

A motion was made by Mr. Ryan to approve the Journal Entries below, seconded by Mr. Bhargava. All voted in favor and the motion carries.

Journal Entry – PCPA shall pay to the Portage Development Board the sum of twenty-five percent (25%) of the total amount of project fees received by the PCPA. Said amount shall be paid upon invoice from PDB after the project fees are collected by the PCPA for 2016.

Journal Entry – PCPA authorizes Assistant Secretary-Treasurer Taylor Daniel to be added as signatory on the PCPA bank accounts along with those already authorized including Secretary-Treasurer Diana Fierle, Chairman Jack Kohl II and Vice-Chairman Dominic Bellino.

Journal Entry – appoint 3 directors to the Finance Audit Committee, Directors Kohl, Bellino and Mann.

There being no further business to come before the Board, the meeting of December 1, 2015 adjourned at 3:15PM. We do hereby certify that the foregoing is a true and correct record of the Portage County Port Authority Board of Directors' regular meeting on December 1, 2015.

T.N. Bhargava

John Ryan

Dominic Bellino
Vice-Chairman

Jack Kohl II
Chairman

Neil Mann, Jr.

David Dix

James A. Wyatt, Jr.

Diana Fierle
Secretary-Treasurer