

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 3, 2013 at 2:00PM with the following members present:

T.N. Bhargava	Dominic Bellino	
Jack Kohl II	Neil Mann, Jr.	James Wyatt, Jr.

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Also Present: Bradford Ehrhart, Portage Development Board; George Sarkis, Roetzel; Diana Fierle, Secretary/Treasurer

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Chairman Jack Kohl called the meeting to order approximately 2:05PM and thanked everyone for attending the meeting.

*A motion was made by Mr. Bellino, to approve the special meeting minutes for October 11, 2013, seconded by Mr. Bhargava. All voted in favor and the motion carried.*

**Secretary/Treasurer's Report** - Secretary/Treasurer Diana Fierle stated that the meeting legal notice was advertised in the Record Courier newspaper on November 24, 2013. The financial statements, bank reconciliations for the checking and money market accounts were explained, along with the budget as of October 31, 2013.

*A motion was made by Mr. Bellino to approve the financial statements as presented by the Secretary/Treasurer, seconded by Mr. Mann. All voted in favor and the motion carried.*

**PDB President's Report** - Mr. Ehrhart spoke of spoke of a couple projects we are working on for the Port Authority. He also mentioned PDB's successful projects for 2013 along with projects going on in 2014. He also talked about the Business Retention and Expansion Program and that PDB made 105 calls in 2013.

Mr. Ehrhart stated that we are still in negotiations with the county commissioners for funding for 2014 and hope to hear something in the next couple weeks. He also explained the four calling programs going on for PDB. Chairman Kohl encouraged the directors to speak with the county commissioners and let them know how important the development board is for the port authority and the county. He stated it's critical for the port authority that the PDB stay and staff the port authority. Mr. Bhargava stated that he has already spoken with Commissioner Frederick and he plans to speak with Commissioner Chandler.

Mr. Bellino asked if there was any news from the NDS proposal/project. Chairman Kohl stated that they are moving forward and briefly discussed the project. There were many more questions regarding the projects that PDB is working on.

**Legal Counsel** – Attorney Smith was absent from the meeting.

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Discussion of Old Ravenna High School Project. – Mr. Kohl explained that we received a ground lease to review. It was sent to Mr. Sarkis and Ms. Smith for comments. Mr. Kohl stated there is a tentative meeting for December 10<sup>th</sup> but we need to change it to make sure we have all the players at the table. Mr. Sarkis has attended all meetings and conference calls and it appears we have all big issues out of the way. Mr. Sarkis sent his general comments on the lease to Mr. Kohl and Mr. Ehrhart. There were a couple of things not address in the lease that Mr. Sarkis is addressing. There are a couple legal issues that Mr. Sarkis wants to refine. There was more discussion between the directors regarding the ground lease.

Ms. Fierle stated that the Port Authority took ownership of the property on October 24, 2013. She contacted the county regarding the insurance and it is now covered under the county's CORSA insurance policy.

Ms. Fierle also contacted the county auditor's office regarding abating the taxes for the property. Ms. Fierle will file the DTE 23 in January 2014 as instructed by the auditor's office.

Mr. Shafran will be contacting the City of Ravenna regarding rezoning the property.

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*A motion was made by Mr. Bhargava to move into Executive Session to discuss a Real Estate Transaction, seconded by Mr. Bellino. All voted in favor and the motion carried.*

*A motion was made by Mr. Bhargava to move out of Executive Session, seconded by Mr. Mann. All voted in favor. No action taken.*

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Ms. Fierle began to discuss the IRS Examination of the Variable Rate IDR Bonds for Delta Systems. Ms. Fierle explained that as advised by Mr. Sarkis, she turned the report over to Delta Systems, who turned it over to Steve Hammersmith, Buckingham Doolittle to complete. Ms. Fierle explained that she had to sign a power of attorney for Buckingham Doolittle so they could complete the report. The bonds were actually retired in May 2013 and Mr. Hammersmith wasn't sure how much information they will actually have to give them. Mr. Sarkis was involved in this discussion and explained what this was all about. Mr. Bellino asked if this was routine? Mr. Sarkis explained that the IRS just pulls numbers at random to examine. One reviewed this examination will probably just be closed. There is nothing for the port authority to do on this. Mr. Sarkis stated since we are the issuer, we had to give permission for Mr. Hammersmith to answer the questionnaire.

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Under Other: Mr. Sarkis discussed briefly the Hiram Village project.

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**Contract between the Port Authority and the Portage Development Board.** Ms. Fierle explained what is in the contract and that the 25% of the fees to the PDB will be approved as a journal entry later in the meeting. She stated she is still waiting for the contract from the Prosecutor's office but it has been approved as to form. *A motion was made by Mr. Bhargava to allow the chairman to sign the contract when the Secretary/Treasurer receives it signed/approved as to form by the Portage County Prosecutor's office, seconded by Mr. Wyatt. All voted in favor and the motion carried.*

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**Appropriation – 2014 Budget.** Ms. Fierle explained that the Finance/Audit Committee reviewed the budget before the Board of Directors meeting. Mr. Bhargava asked if the Finance/Audit Committee approved the budget. Mr. Kohl explained that the committee didn't have a quorum, but those in attendance recommended the budget be approved by the Board of Directors. *Mr. Bhargava stated that based on the committee's recommendation, he moves to approve the 2014 budget, seconded by Mr. Wyatt. All voted in favor and motion carried.* Ms. Fierle stated she will send the budget to the Portage County Auditor's office for Portage County Budget Commission approval.

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**Election of Officers - Resolutions**

*A motion was made by Mr. Wyatt to appoint Mr. Kohl as Chairman for 2014, seconded by Mr. Bellino. All voted in favor and the motion carried.*

*A motion was made by Mr. Bellino to appoint Mr. Bhargava as Vice-Chairman for 2014, seconded by Mr. Wyatt. All voted in favor and the motion carried.*

*A motion was made by Mr. Bellino to appoint Ms. Fierle as Secretary/Treasurer for 2014, seconded by Mr. Wyatt. All voted in favor and the motion carried.*

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**Other Resolutions and Journal Entries for 2014**

**Resolution - Surety Bonds** - *A motion was made by Mr. Bhargava to authorize payment for surety bonds for the Secretary/Treasurer, Director Kohl and Director Bellino, seconded by Mr. Wyatt. All voted in favor and the motion carried.*

**Resolution - Purchase of items for meetings.** *A motion was made by Mr. Bhargava authorizing the purchase of items in an amount not to exceed \$150 necessary for the hosting of Portage County Port Authority functions and meeting expenses, seconded by Mr. Wyatt, All voted in favor and the motion carried.*

**Resolution - Advertising of meeting notices.** *A motion was made by Mr. Bhargava to authority payment for meeting notices advertised in the Record-Courier for the year 2014 in an amount not to exceed \$500, seconded by Mr. Wyatt. All voted in favor and the motion carried.*

Resolution - 2014 Dues to Ohio Port Authority Council. A motion was made by Mr. Bhargava to authorize the payment of membership dues to the Ohio Port Authority Council not to exceed \$250, seconded by Mr. Wyatt. All voted in favor and the motion carried.

Resolution - Appointments to the Ohio Port Authority Council for 2014. A motion was made by Mr. Kohl to appoint Mr. Bellino and Mr. Mann as the appointments to the Ohio Port Authority Council for 2014, seconded by Mr. Bhargava. All voted in favor and the motion carried.

Resolution - authorizing Mr. Ehrhart to travel to Ohio Port Authority Council meeting as schedule permits and to receive reimbursement. A motion was made by Mr. Bellino to allow Mr. Ehrhart to attend the OPAC meetings on behalf of the Port Authority and receive reimbursement, seconded by Mr. Wyatt. All voted in favor and the motion carried.

Resolution - authorizing the Secretary/Treasurer to attend public records training - A motion was made by Mr. Kohl to authorize the Secretary/ Treasurer to attend public records training for the directors, seconded by Mr. Bhargava. All voted in favor and the motion carried.

Journal Entries:

A motion was made by Mr. Bhargava that the PCPA shall pay to PDB the sum of twenty-five percent (25%) of the total amount of project fees received by the PCPA, seconded by Mr. Wyatt. All voted in favor and the motion carried.

A motion was made by Mr. Bellino to allow the Chairman and/or Secretary/Treasurer to file the DTE 23 with the Portage County Auditor's office for tax exempt status for the Ravenna property, seconded by Mr. Mann. All voted in favor and the motion carried.

A motion was made by Mr. Bellino to authorize Chairman, Secretary/Treasurer and/or the developer to process zoning documents for the Ravenna property at 345 E. Main St., seconded by Mr. Mann. All voted in favor and the motion carried.

A motion was made by Mr. Kohl to amend the By-Laws regarding the removal of a director per ORC 4582.03, seconded by Mr. Wyatt. All voted in favor and the motion carried.

A motion was made by Mr. Kohl to appoint a Mr. Bellino to the Finance/Audit Committee to replace Mr. McDonald, seconded by Mr. Wyatt. All voted in favor and the motion carried.

Correspondence - None

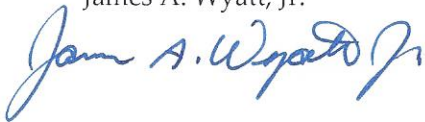
The next meeting dates/times were announced.

There being no further business to come before the Board, the official meeting of the December 3, 2013 adjourned at 3:05 PM. We do hereby certify that the foregoing is a true and correct record of the Portage County Port Authority Board of Directors' meeting on December 3, 2013.


~~T.N. Bhargava~~  
T.N. Bhargava

  
Dominic Bellino

  
Neil Mann, Jr.

James A. Wyatt, Jr.  


ABSENT  
Thomas V. Chema

  
Jack Kohl II

ABSENT  
Steven P. McDonald

  
Diana Fierle  
Secretary-Treasurer