

The Board of Directors of the Portage County Port Authority met in the Portage County Regional Planning Commission Conference Room located at 124 North Prospect Street in Ravenna, Ohio on Tuesday, December 7, 2010 at 2:05 PM with the following members present:

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| Thomas V. Chema | Jack Kohl |
| Neil Mann, Jr. | James A. Wyatt |

Absent: Directors Dix and McDonald
Director T.N. Bhargava attending at 2:10 PM

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Also Present: Portage County Department of Economic Development Director Bill Ulik; Attorney Denise Smith; Ravenna Mayor Joseph Bica; Ravenna Economic Development Director Kerry Macomber; Secretary-Treasurer Deborah Mazanec; Assistant Secretary Diana Fierle

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APPROVAL OF OFFICIAL MINUTES

Motion by Thomas V. Chema to approve the September 7, 2010 meeting minutes, as presented. Seconded by Neil Mann, Jr., all in favor, motion carries.

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REPORTS AND COMMUNICATIONS

A. Chairman T.N. Bhargava – None

B. Secretary-Treasurer Deborah Mazanec

The Secretary-Treasurer presented the Bank Reconciliations for the Checking Account showing a balance of \$ \$21,503.19 and the Money Market Account showing a balance of \$129,739.50 as of October 31, 2010; total \$151,242.69.

JOURNAL ENTRY

Motion by Thomas V. Chema to accept the December 7, 2010 Treasurer's Report as presented. Seconded by Neil Mann, Jr., all in favor, motion carries.

C. PCDED Director Bill Ulik

The Director reported that NEOUCOM closed on the \$15 million in Recovery Zone Economic Development bonds on November 17th. The Port Authority will receive \$38,500 in administrative fees from this project. The fees, due at the closing of the bonds, have not yet arrived; Mr. Ulik has a call into NEOUCOM. Denise Smith agreed to contact NEOUCOM's John Wray if the Port Authority does not receive the admin fees in the next several weeks. NEOUCOM did send an email to the Director thanking the Port Authority for their assistance.

PCDED Activity Update

Mayor Bica is here today to discuss the Pyrolyzer deal, which may be relocating its waste operation to Ravenna bringing 40 jobs to the Griswold Building. The Director has had extensive interaction with the company beginning in August/September of this year. Mahoning and Trumbull Counties were also under consideration by the company. The company has the information and application for Port Authority financing in conjunction with the Summit County Port Authority.

Streetsboro Projects that may involve Port Authority financing:

- There is one (1) Potential New Enterprise Zone Agreement with a Glenwillow company bringing 100 FTE jobs. A local developer is willing to work with the company to combine the three facilities into one. Mr. Ulik should hear soon from the Ohio Department of Development regarding the waiver.
- There is one (1) Building Acquisition and Expansion for an existing company considering the acquisition of a vacant property that would add 200 FTE jobs making about \$17/hour. The company may use Port Authority financing and is investigating abatement, although it does not seem to qualify in this renovation project.
- The Director met with Streetsboro officials and bond counsel regarding Port Authority financing for the redevelopment of property acquired by the city in a recent \$4.6 million settlement agreement. The city is planning possibly a new city hall, recreation center, senior citizen housing, and/or a multi-use facility. The city may be interested in long term financing.

The Director continues to review requests from the Ohio Department of Development & Team NEO on business leads. Staff has submitted multiple sites that fit criteria. There are more projects in the supply chain area from Team NEO.

D. Legal Counsel - Denise Smith to hold her comments until later in the agenda

E. Representative to the Ohio Port Authority Council – No report

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DISCUSSION

Pyrolyzer Company

Ravenna Mayor Bica and Ravenna Economic Development Director attending regarding the Pyrolyzer Company Project.

Mayor Bica stated that City Council's CED Committee viewed a presentation from the company, which now has an option to purchase the GME Building on Freedom Street. The company may be interested in Port Authority financing and would be looking for \$40 million in bonds; \$1 million for the building and \$39 million for equipment; there is other private financing in place; the Mayor has not yet seen the application. The Mayor added that this is a significant project for the city offering rail access and unique highway access to serve the up to 100 trucks per day to feed the process. The operation is the complex recycling of municipal waste/construction waste (like tires, railroad ties, and building demo material) into diesel or fuel oil. The diesel would be shipped out by rail. The main attraction to the area is our garbage, construction waste and railroad ties. The Mayor added that there may be future expansion behind the current building and the company has already talked to the property owner. The company is looking to make a sizeable investment in both technology and employment in the area.

This would be a 24/7 operation with 38-40 employees to begin with going up to 100 employees at full production. The company will use German technology and there are no other facilities like this in

operation, although the company is starting up operations in several other locations. The Mayor noted that the company is American based in Boca Rotan with German licensing using this technology. Director Chema asked about the permitting requirements. Mayor Bica responded that there are EPA permits required for the demolition and construction waste, the process and the water runoff. The Mayor believes that the permits will be the biggest hurdle. The company has letters of intent in place with a railroad company to buy railroad ties and also with garbage suppliers. Director Macomber added that the company looked at sites in Indiana, Tennessee, and other areas of Ohio. The Mayor noted that the company contacted the city Building Department looking for feed stock and customers; the Building Department contacted him. The Mayor noted that there was a Garrettsville connection. The company's bond counsel met on Monday and the Mayor had advised the company of this meeting today.

Director Bhargava stated that the Port Authority would be happy to assist and would call a special meeting, if necessary. The Mayor responded that the financing is the biggest issue.

Director Chema asked Mr. Ulik if he had contacted the Summit County Port Authority yet. The Director responded not yet, noting that his office is approached by many companies over the years. Director Kohl noted that there is a smaller scale recycling operation already in the Township. The Mayor responded that he will do everything possible to continue the process and encourage the company to locate here by making an aggressive push. This company would be a huge economic boost for Ravenna and is one of a kind.

Director Bhargava stated that the Port Authority is here to help. Director Chema stated that burning tires to change them into diesel would have huge environmental plusses. He agreed that the Board of Directors would meet, if warranted, to move the financing forward.

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At the September meeting, Chairman Bhargava asked the Directors to think about an evaluation of the Port Authority for a discussion during the December meeting. Where are we going? What have we done? Let's evaluate the work we have done. The Chairman asked the Directors to send their comments to him and he agreed to send his thoughts and comments to the Board of Directors by December 15, 2010.

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Summit County/Portage County Cooperative Agreement

As discussed at the last meeting, there is a possible revision of Resolution 10-05, amendment to the Agreement with Summit County Port Authority to Amend the Cooperative Agreement between the Portage County Port Authority and the Summit County Port Authority, in accordance with the instructions from Attorney Denise Smith.

Denise Smith noted that, at the September meeting she had questioned verbiage in the proposed agreement that was not clear. As a result, Summit County sent an October 22, 2010 letter and agreement removing that language. Denise Smith noted that she reviewed the proposed September language but the document that came to the Portage County Port Authority for signature was altered in format and language. She suggested that the Board of Directors acknowledge the different format and wording.

Motion by Thomas V. Chema to acknowledge the change in format of the proposed agreement and agree to reconfirm the Board of Directors' intent to amend the Cooperative Agreement between the Portage County Board of Commissioners and the Summit County Port Authority to reduce the Administrative Fee for each

of the two currently existing projects by 50% for the calendar year 2011 and authorize a reduction in Administrative Fees for one year. Seconded by Jack Kohl, all in favor, motion carries/10-018

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CONSIDERATION OF NEW RESOLUTIONS AND MOTIONS

A. Appropriation - 2011 Budget

Resolution to appropriate the 2011 budget/10-006

B. Election Of Officers For 2011

- a. Chairman/10-007
- b. Vice Chairman/10-008
- c. Appointment of Secretary-Treasurer/10-009
Commissioners approved the appointment of Deborah Mazanec by Journal Entry on November 16, 2010, should the Board of Directors desire to make such appointment.
- d. Appointment of Assistant Secretary/10-010
Commissioners approved the appointment of Diana Fierle by Journal Entry on November 16, 2010, should the Board of Directors desire to make such appointment
- e. Enter into agreement with the Portage County Prosecutor's Office for legal services from January 1, 2011 through December 31, 2011.
Before the Board of Directors moved forward, Attorney Denise Smith noted that Portage County Commissioner Chuck Keiper told her at the last Board of Commissioners' meeting that the Portage County Port Authority had sought advice from their legal counsel about a matter. Since the Prosecutor's Office is the Port Authority's legal counsel, there cannot be competing legal opinions and the Board of Directors may want to reconsider hiring her office as legal counsel. Director Bhargava replied that he believes that Commissioner Keiper misspoke in that the Portage Development Board used attorneys from Akron and that is their choice. The Prosecutor's Office is doing a great job, and the Board of Directors is lucky to have her services; he would like Attorney Smith to continue to provide legal services. Director Chema added that it makes sense for the Prosecutor to represent the Board of Directors in normal affairs but noted that the Directors may need to appoint outside counsel in other matters. The Prosecutor's Office should continue to provide general representation. Director Kohl agreed noting that the Board of Directors has not used another attorney. Director Bhargava also agreed that the Prosecutor's Office is the Board of Directors' legal counsel/10-011.
- f. Resolution to authorize payment for bonds for the Secretary-Treasurer, Assistant Secretary, Director Kohl and Director McDonald/10-012.
- g. Resolution 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 from January 1, 2011 through December 6, 2011 (Organizational meeting) /10-013
- h. Resolution authorizing payment for meeting notices advertised in the Record-Courier for the year 2011 in an amount not to exceed \$100/10-014.
- i. Resolution to authorize the Portage County Port Authority to pay an amount not to exceed \$2
- j. 50 in dues to the Ohio Port Authority Council for 2011/10-015.

- k. Resolution appointing two Directors to the Ohio to the Ohio Port Authorities Council. Resolution 09-19 appointed Directors Chema and Kohl to this Board and indicates that the Board of Directors will revisit this appointment yearly/10-016.
- l. Resolution to appoint designee to attend Public Records Training/10-017.
- m. Journal Entry: Motion by T.N. Bhargava, seconded by Thomas V. Chema to authorize reimbursement to Ex Officio Bill Ulik for expenses associated with travel to Ohio Port Authorities Council meetings in 2011. All in favor, Motion carries.

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CORRESPONDENCE

1. The Board of Commissioners appoints Directors Steven P. McDonald and T.N. Bhargava to the Port Authority Board of Directors for four year terms ending December 31, 2014/10-019 to accept T.N. Bhargava and Steven P. McDonald as renewed members of the Board of Directors
2. November 30, 2010 correspondence from Commissioner Chuck Keiper regarding the payment by the Port Authority of \$15,000 in dues to the Portage Development Board.

Noting Commissioner Keiper's letter, Director Bhargava stated that there are different opinions about this payment of dues adding that there are some people who are not in favor of the Portage Development Board. He believes that this is a positive development for Portage County. The Director asked Denise Smith to explain the legal implications for the Port Authority regarding the Portage Development Board.

Attorney Smith stated that her opinion, referenced by Commissioner Keiper regarding the \$15,000 inappropriately used to create the Portage Development Board, has nothing to do with the legitimacy of the Portage Development Board or whether or not it is a public/private partnership or a good idea or bad idea. The issue is that the Board of Commissioners spent \$15,000 in General Fund monies on legal fees to create an organization, which was not an appropriate purpose, the Board of Commissioners is not allowed to spend that money. Her office is saying that the \$15,000 must be repaid, although that is not a Port Authority issue but a Board of Commissioners' issue. The Port Authority may enter into an agreement with the Portage Development Board and pay whatever the Board of Directors agrees to pay. She would prefer to see a simple agreement or a contract in place detailing the services the Port Authority will receive for dues paid. Attorney Smith cautioned the Board of Directors that, in accordance with Ohio Ethics Commission Opinion 1994-001 regarding a conflict of interest, three of the Port Authority Board of Directors [Chema, Kohl & Bhargava) also sit on the Portage Development Board and cannot discuss, participate or vote on whether or not to enter into a contract with the Portage Development Board. The other four members of the Board of Directors must vote.

Director Bhargava asked how the Port Authority can make this \$15,000 payment in 2010; a contract will take some time. Can the Board of Directors move forward by resolution without a contract. Attorney Smith responded that a contract is a better way to spell everything out. A contract could be drafted, although the Board of Directors can modify the contract that the Board of Commissioners is considering.

Director Chema asked Attorney Smith to forward him a copy of the Ethics Commission Opinion; Attorney Smith will forward the Opinion to the Board of Directors, which deals with a Commissioner or a council member sitting on a non-profit board. Director Chema replied that the Ohio Ethics Commission is out of line in misconstruing Ohio law; there are many citizens who would participate in public affairs and activities but are frozen out of the opportunity by these nonsensical ethics rulings. Sooner or later someone has to say enough and look at the substance. Director Bhargava asked if there is a way to move forward with a simple contract. Denise Smith stated that the Board of Directors would have to hold a special meeting.

Director Chema asked Attorney Smith to explain what the issue is. If the Board of Commissioners did not have the authority to pay the \$15,000 for legal services rendered to this not-for profit entity, does the Board of Commissioners have to refund the money personally? Denise Smith responded that each individual Commissioner could re-pay the funds or Roetzel & Andress could send the county a \$15,000 check. Director Chema stated that the easy solution would be for Roetzel & Andress to pay Portage County the \$15,000. He stated that he assumes that the Board of Commissioners and the Portage Development Board members think that Roetzel & Andress did a good job and should be paid. The next issue is, how does someone other than the county pay Roetzel & Andress \$15,000. He does not believe that the Portage Development Board has money at this time. Without fear of conflict, the Port Authority could vote to make a capital contribution to the 501(c)(3). If the Portage Development Board chooses to use that money to pay Roetzel & Andress the \$15,000, he does not see a conflict and there would be no issue.

Attorney Smith noted that the Port Authority Board of Directors cannot vote today to pay the \$15,000 today because three of the Port Authority Board of Directors present also serve as Portage Development Board members. In accordance with the Ohio Ethics Commission Opinion, there is a "fiduciary relationship", which is a conflict akin to an unauthorized interest in a public contract. Director Bhargava noted that the money has been appropriated already; Denise Smith responded she is not taking issue with the Port Authority paying dues but it that it does not matter that the money is appropriated. She continued, stating that the suggestion that the Port Authority give the \$15,000 to the PCDED to pay the \$15,000 charge is no different from the county paying the charge.

Director Chema stated that the Ohio Ethics Commission rulings are advisory and not law. Perhaps Roetzel & Andress needs to refund the money and then figure out how to pay the law firm. He suggested that, according to Attorney Smith's advice, since three of the Directors present today cannot participate, there should be a special meeting of the other members of the Board of Directors to determine if they will agree to contribute to the Portage Development Board. He does not see the need for a contract; no services would be associated with a capital contribution.

Director Mann asked Attorney Smith who should have paid the legal fees in questions. Should the Board of Commissioners come to the Prosecutor for this service instead of outside counsel? Attorney Smith responded that the Prosecutor's Office could have organized the 501(c)(3) free of charge other than the filing fees; the Board of Directors would have to ask the Board of Commissioners why the Prosecutor's Office was not used. Attorney Smith is not suggesting that the firm did not do a good job but the county cannot pay the invoice. Denise Smith noted that the Port Authority should get some service for the \$15,000. Bill Ulik responded that the service has already been provided by Roetzel & Andress, who filed the Articles of Incorporation. Denise Smith replied that the Port Authority cannot pay Roetzel & Andress either; the Port Authority does have the authority to make

a contract with or make a contribution to an economic development board. Bill Ulik noted that the Portage Development Board cannot receive payment because no accounts have been established. There are also two contracts that are frozen and in question as a result of the Prosecutor's opinion; one for website re-design and the other for marketing materials with The Tannery. He added that he doubts that Roetzel & Andress will return the money for work that they performed and they deemed to be appropriate. Denise Smith responded that she does not question the two contracts but added that the Board of Commissioners should enter into an agreement with the Portage Development Board, which she has reviewed.

Director Bhargava again suggested that the Port Authority meet and discuss paying the Portage Development Board dues or a contribution. Attorney Smith also stated that the Port Authority could send a check to the Portage Development Board Chairman and not to the Economic Development Office. Director Bhargava suggested that the Secretary-Treasurer set up a special meeting of the Board of Directors to discuss how to proceed. Director Mann asked what would happen if the Port Authority does not agree to pay the \$15,000, will the Commissioners have to pay? Attorney Smith stated that the Port Authority has no obligation to pay the Portage Development Board. Director Bhargava stated that the Portage Development Board has members who make a difference in the county. He hopes that the Board of Directors agrees to move forward.

Director Kohl noted that Director Chema had suggested turning over the \$15,000 to the Portage Development Board. Director Chema responded that that is one solution, the Board of Directors could also provide seed money to the Portage Development Board in an amount larger than \$15,000. He would have thought that the Board of Commissioners would have put some seed money into the project, but the Board of Commissioners may not have the authority to do so. Denise Smith responded that the Board of Commissioners did not have the authority to pay for legal services to create the 501 (c)(3) but can contract with the entity once created. Director Chema noted that there may be members of the Board of Commissioners that do not share the same view of the Portage Development Board as current members. The Portage Development Board should not falter over a \$15,000 legal fee, which was a procedural mistake. Director Bhargava stated that the Port Authority money is not county money and should be used as the Board of Directors see fit. Director Kohl replied that the Port Authority is a public entity and may not be allowed to make a donation to a 501 (c)(3). Director Chema noted that the Board of Directors has made donations in the past – to the state Port Authority Council and to Brimfield Township for their Arch Project. He added that the Port Authority statute is very broad and, while the Board of Directors cannot do “anything”, the Board of Directors can use the funds wisely to stimulate economic development.

Secretary-Treasurer to schedule the special meeting ASAP as the four Directors are available inviting Attorney Smith. The three Directors who also sit on the Portage Development Board can attend but not participate.

3. The Board of Directors received the Management Letter for the Port Authority's Audit Report for the years ending December 31, 2009 and 2008, as presented by Charles E. Harris & Associates, Inc/The Board of Directors acknowledge the receipt of this document.

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RESOLUTION NO. 10-006 - RE: PORT AUTHORITY FISCAL 2011 APPROPRIATION MEASURE

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

WHEREAS, the Portage County Budget Commission has provided the Official Certificate of Estimated Resources for 2011 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, 2011 as follows:

**PORTAGE COUNTY PORT AUTHORITY
2011 Budget**

| <u>Estimated Beginning Balance</u> | <u>Amount</u> |
|------------------------------------|---------------------|
| Checking Account | \$8,000.00 |
| Money Market Account | <u>\$129,750.00</u> |
| Total Estimated Balance | \$137,750.00 |

Description

Revenues

| | |
|----------------------------------|-----------------|
| May 2011 - Cascades Admin. Fees | \$1,468.75 |
| Nov. 2011 - Cascades Admin. Fees | \$1,406.25 |
| May 2011 - Plaza Schroer Fees | \$352.50 |
| Nov. 2011 - Plaza Schroer Fees | <u>\$352.50</u> |
| Total Revenues | \$3,580.00 |

Total Estimated Resources **\$141,330.00**

Expenses

| | |
|-----------------------------|--------|
| Employee Full-time Salaries | \$0.00 |
| PERS | \$0.00 |
| Medicare | \$0.00 |
| Workers Compensation | \$0.00 |
| Health Benefits | \$0.00 |

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|-----------------------------------|-------------|
| Contract Services | \$4,120.00 |
| Training/Meeting Expenses | \$1,000.00 |
| Transportation | \$1,000.00 |
| Membership Dues | \$15,900.00 |
| Advertising/Marketing | \$2,000.00 |
| Telephone | \$0.00 |
| Postage | \$0.00 |
| Rent | \$0.00 |
| Professional & Technical Services | \$500.00 |
| Other Services | \$0.00 |

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|--|--------------------|
| Materials & Supplies | \$150.00 |
| Photocopy & Printing Supplies (Copier) | \$0.00 |
| Food Supplies | <u>\$500.00</u> |
| Total Expenses | \$25,170.00 |

;and be it further

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

Roll Call Vote as Follows:

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|---------------------------|---|-----------------------------|---|---|
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| T.N. Bhargava, yea; | | Thomas V. Chema, yea; | | |
| David Dix, absent; | | Jack Kohl, yea; | | |
| Neil Mann, Jr., yea; | | Steven P. McDonald, absent; | | |
| James A. Wyatt, Jr., yea; | | | | |

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RESOLUTION NO. 10-007

RE: JACK KOHL ELECTED CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2011.

It was moved by T.N. Bhargava, seconded by Neil Mann, Jr. that the following resolution be adopted:

RESOLVED, that Jack Kohl is elected to preside at all regular and special meetings in 2011 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:

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|--------------------------|----------------------------|
| T.N. Bhargava; yea | Thomas V. Chema; yea |
| David Dix; absent | Jack Kohl; yea |
| Neil Mann, Jr.; yea | Steven P. McDonald; absent |
| James A. Wyatt, Jr.; yea | |

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RESOLUTION NO. 10-008

RE: DAVID DIX ELECTED VICE-CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2011.

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

RESOLVED, that David Dix is elected Vice-Chairman of the Board of Directors of the Portage County Port Authority for the year 2011 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:

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|--------------------------|----------------------------|
| T.N. Bhargava; yea | Thomas V. Chema; yea |
| David Dix; absent | Jack Kohl; yea |
| Neil Mann, Jr.; yea | Steven P. McDonald; absent |
| James A. Wyatt, Jr.; yea | |

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RESOLUTION

NO. 10-009

RE: APPOINT DEBORAH MAZANEC AS SECRETARY-TREASURER OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2011.

It was moved by James A. Wyatt, Jr., seconded by Jack Kohl that the following resolution be adopted:

RESOLVED, that Deborah Mazanec is appointed by the Board of Directors of the Portage County Port Authority as Secretary-Treasurer of the Board for the year 2011 or until the next organizational meeting of the Board; and be it further

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

Voice vote was as follows:

T.N. Bhargava; yea
David Dix; absent
Neil Mann, Jr.; yea
James A. Wyatt, Jr.; yea

Thomas V. Chema; yea
Jack Kohl; yea
Steven P. McDonald; absent

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RESOLUTION NO. 10-010

RE: APPOINT DIANA FIERLE AS ASSISTANT SECRETARY OF THE BOARD OF DIRECTORS FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2011.

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

RESOLVED, that Diana Fierle is appointed by the Board of Directors of the Portage County Port Authority as Assistant Secretary of the Board for the year 2011 or until the next organizational meeting of the Board. The Assistant Secretary 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:

T.N. Bhargava; yea
David Dix; absent
Neil Mann, Jr.; yea
James A. Wyatt, Jr.; yea

Thomas V. Chema; yea
Jack Kohl; yea
Steven P. McDonald; absent

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RESOLUTION NO. 10-011

RE: AGREE TO ENTER INTO AN AGREEMENT WITH THE PORTAGE COUNTY PROSECUTOR FOR LEGAL SERVICES FOR THE PORTAGE COUNTY PORT AUTHORITY FOR THE YEAR 2011.

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

RESOLVED, that the Board of Directors accepts the proposal from the Portage County Prosecutor legal services for the Port Authority for the year 2011 at a cost of One Dollar and No Cents (\$1.00); 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:

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|--------------------------|-------------------------|
| T.N. Bhargava; yea | Thomas V. Chema; yea |
| David Dix; yea | Jack Kohl; yea |
| Neil Mann, Jr.; absent | Steven P. McDonald; yea |
| James A. Wyatt, Jr.; yea | |

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R E S O L U T I O N

NO. 10-012

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

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

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

WHEREAS, the Board of Directors have agreed that Assistant Secretary Diana Fierle be a second signatory on the Port Authority checking account and designated Directors Jack Kohl and Steven P. McDonald to sign also as secondary signatory on the checking account; now therefore be it

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

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

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

Voice vote was as follows:

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T.N. Bhargava, yea;
David Dix, absent;
Jack Kohl, yea;
Steven P. McDonald, absent;

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Thomas V. Chema, yea;
James Wyatt, yea;
Neil Mann, Jr., yea;

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RESOLUTION NO. 10-013 - RE: AUTHORIZATION FOR THE PURCHASE OF ITEMS NECESSARY FOR THE HOSTING OF PORTAGE COUNTY PORT AUTHORITY FUNCTIONS AND MEETING EXPENSES FROM JANUARY 1, 2010 THROUGH DECEMBER 31, 2011.

It was moved by , seconded by 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 2011 in a total amount not to exceed \$150; and be it further

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

Voice vote was as follows:

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T.N. Bhargava, yea;
David Dix, absent;
Jack Kohl, yea;
Steven P. McDonald, absent;

* * * * *
Thomas V. Chema, yea;
James Wyatt, yea;
Neil Mann, Jr., yea;

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RESOLUTION NO. 10-014 - RE: AUTHORIZATION FOR PAYMENT TO THE RECORD PUBLISHING COMPANY FOR LEGAL

**NOTICES OF THE PORTAGE COUNTY PORT
AUTHORITY MEETINGS IN 2011.**

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

RESOLVED, that the Portage County Port Authority Board of Directors does hereby authorize payment to the Record Publishing Company of Ravenna for various legal notices published in the Record-Courier Newspaper of the Board of Directors' regular and special meetings throughout the year 2011 in a total amount not to exceed \$100; and be it further

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

Voice vote was as follows:

T.N. Bhargava; yea
David Dix; absent
Neil Mann, Jr.; yea
James A. Wyatt, Jr.; yea

Thomas V. Chema; yea
Jack Kohl; yea
Steven P. McDonald; absent

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RESOLUTION NO. 10-015

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

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

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

WHEREAS, that the Board of Directors agreed to join the Ohio Port Authority Council at a current cost not to exceed \$150 for 2010. The Board of Directors noted that the dues may increase for 2011, to be decided by the Ohio Port Authority Council; now therefore be it

RESOLVED, that the Board of Directors authorizes payment not to exceed \$250 for dues in 2011 or in the amount determined in 2011 by the Ohio Port Authority Council; and be it further

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

Voice vote was as follows:

T.N. Bhargava; yea
David Dix; absent
Neil Mann, Jr.; yea
James A. Wyatt, Jr.; yea

Thomas V. Chema; yea
Jack Kohl; yea
Steven P. McDonald; absent

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RESOLUTION NO. 10-016

RE: APPOINTMENT OF DIRECTORS CHEMA AND KOHL AS THE PORTAGE COUNTY PORT AUTHORITY APPOINTMENTS TO THE OHIO PORT AUTHORITY COUNCIL FOR 2011.

It was moved by James A. Wyatt, Jr., seconded by Neil Mann, Jr. that the following Resolution be adopted:

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

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

RESOLVED, that the Portage County Port Authority Board of Directors makes the following appointments for the Portage County Port Authority representative to the Ohio Port Authorities Council for the year 2011. The Board of Directors notes that term of this appointment is three (3) years but they agreed to revisit this appointment yearly:

Director Thomas V. Chema

Director Jack Kohl

; and be it further

RESOLVED, that the Board of Directors authorizes the Directors to travel to regular and special meetings of the Ohio Port Authorities Council throughout 2011. The Board of Directors also authorizes reimbursement of the Directors' travel expenses in accordance with the Port Authorities' Travel and Expense Reimbursement Policy; and be it further

RESOLVED, that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open

meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea
David Dix; absent
Neil Mann, Jr.; yea
James A. Wyatt, Jr.; yea

Thomas V. Chema; yea
Jack Kohl; yea
Steven P. McDonald; absent

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RESOLUTION NO. 10-017 - RE: IN ACCORDANCE WITH OHIO SUBSTITUTE HOUSE BILL 9 (126TH GENERAL ASSEMBLY) APPOINT SECRETARY-TREASURER DEBORAH MAZANEC AS THE DESIGNEE TO ATTEND TRAINING PROGRAMS AND SEMINARS ABOUT OHIO'S PUBLIC RECORDS LAW.

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

- WHEREAS,** Ohio Substitute House Bill 9 (126th 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 Deborah Mazanec as the Board's designee to attend the required training in accordance with Ohio Substitute House Bill 9 (126th General Assembly); and be it further
- RESOLVED,** that the Board of Directors finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken in an open meeting of this Board and that all deliberations of this Board that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava; yea
David Dix; absent
Neil Mann, Jr.; yea
James A. Wyatt, Jr.; yea

Thomas V. Chema; yea
Jack Kohl; yea
Steven P. McDonald; absent

RESOLUTION NO. 10-018

RE: RECONFIRM AGREEMENT WITH SUMMIT COUNTY PORT AUTHORITY TO AMEND THE COOPERATIVE AGREEMENT BETWEEN THE PORTAGE COUNTY PORT AUTHORITY AND THE SUMMIT COUNTY PORT AUTHORITY AS APPROVED BY RESOLUTION 10-05.

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

WHEREAS, the Portage County Board of Directors adopted Resolution No. 06-007 on September 5, 2006 agreeing to accept assignment of the Amended Cooperative Agreement between the Portage County Board of Commissioners and the Summit County Port Authority (SCPA); and

WHEREAS, the Summit County Port Authority has requested that the Portage County Port Authority Board of Directors agree to a reduction in Administrative Fee for each of the two currently existing Portage County projects (Cascades of Brimfield and Plaza/Schroer), as detailed in the Cooperative Agreement; and

WHEREAS, the Board of Directors adopted Resolution 10-05 on September 7, 2010 agreeing to a fee reduction; and

WHEREAS, the Summit County Port Authority Board of Directors adopted Resolution #2010-028 on October 18, 2010 agreeing to enter into a Letter Agreement with the Portage County Port Authority to amend the Cooperative Agreement; and

WHEREAS, the Port Authority legal counsel advises that the original proposed Summit County Port Authority agreement was in a different format than was finally presented for signature and recommends that the Board of Directors acknowledge that new format; now therefore be it

RESOLVED, that the Board of Directors acknowledges the change in format of the proposed agreement and agrees to reconfirm their intent to amend the Cooperative Agreement between the Portage County Board of Commissioners and the Summit County Port Authority to reduce the Administrative Fee for each of the two currently existing projects by 50% for the calendar year 2011, in accordance with the October 22, 2010 correspondence from the SCPA as follows:

| | Percentage | Existing 2011 | New 2011 |
|---------------|-------------------|--------------------------|---------------------|
| Cascades | 25.00% | \$5,750.00 | \$2,875.00 |
| Plaza/Schroer | 18.75% | \$1,402.50 | \$ 701.25 |

; and be it further

RESOLVED, that the reduction in fees will end on December 31, 2011 and the agreement will revert to the existing 2010 fee arrangement unless the Portage County Port Authority takes action to continue with the 50% Administrative Fee reduction; 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 as Follows:

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T.N. Bhargava, yea;
David Dix, absent;
Neil Mann, Jr., yea;
James A. Wyatt, Jr., yea

*
Thomas V. Chema, yea;
Jack Kohl, yea;
Steven P. McDonald, absent

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RESOLUTION NO. 10-019

RE: ACCEPT AND SEAT T.N. BHARGAVA AND STEPHEN P. MCDONALD AS PORTAGE COUNTY BOARD OF COMMISSIONER APPOINTMENTS TO THE PORTAGE COUNTY PORT AUTHORITY.

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

WHEREAS, the Portage County Board of Commissioners adopted Resolution 10-1087 appointing T.N. Bhargava and Resolution 10-1105 appointing Stephen P. McDonald to serve a four year term on the Portage County Port Authority Board of Directors; now therefore be it

RESOLVED, that the Board of Directors accepts and agrees to seat Directors Steven P. McDonald and T.N. Bhargava as renewed members to serve the following term:

January 1, 2011 through December 31, 2014

; 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 as Follows:

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|---|--|
| T.N. Bhargava, yea; David Dix, absent; Neil Mann, Jr., yea; James A. Wyatt, Jr., yea | Thomas V. Chema, yea; Jack Kohl, yea; Steven P. McDonald, absent |
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SCHEDULED MEETING DATES

The next regular meeting is scheduled for Tuesday, March 1, 2011 at 2:00 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 7, 2010**. There being no further business to come before the Board, the official meeting of **December 7, 2010** adjourned at 3:22 PM.

T.N. Bhargava

Thomas V. Chema

ABSENT
David Dix

Jack Kohl

Neil Mann, Jr.

ABSENT
Steven P. McDonald

James A. Wyatt, Jr.

Deborah Mazanec
Secretary-Treasurer

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