

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 Monday, June 6, 2011 at 1:45 PM with the following members present:

Thomas V. Chema	James A. Wyatt
Jack Kohl	David Dix

Absent: Directors Mann, Bhargava and McDonald

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Also Present: Portage Development Board Chairman Steve Colecchi; Attorney Denise Smith; Secretary-Treasurer Deborah Mazanec; Assistant Secretary Diana Fierle

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#### **APPROVAL OF OFFICIAL MINUTES**

Motion by Thomas V. Chema to approve the December 20, 2010 Board of Directors' Special Meeting minutes, as presented. Seconded by David Dix. All in favor, motion carries.

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#### **REPORTS AND COMMUNICATIONS**

- A. Chairman Jack Kohl
  
- B. Secretary-Treasurer Deborah Mazanec  
The Secretary-Treasurer presented the Bank Reconciliations for the Checking Account showing a balance of \$ 58,183.76 and the Money Market Account showing a balance of \$129,798.88 as of April 30, 2011; total \$187,982.64.

#### **JOURNAL ENTRY**

Motion by Thomas V. Chema to accept the June 6, 2011 Treasurer's Report, as presented. Seconded by James A. Wyatt, Jr., all in favor, motion carries.

- C. Portage Development Board President – Vacant at this time  
Board Chairman Steve Colecchi is attending today to provide an update on Portage Development Board activities. The Search Committee has been activated for the search for the President and several candidates have been interviewed. He indicated his disappointment with the lack of applicants early in the process when internet posting was used. The position has now been published in the Record-Courier, the Beacon Journal and the Plain Dealer. He noted that applicants have been hesitant to apply due to the discussions regarding the funding and Board organization between the Board of Commissioners and the Portage Development Board. He hopes to have someone hired within the next 30-60 days. The day-today work in the office is getting done thanks to the efforts of Diana Fierle.
  
- D. Legal Counsel Denise Smith
  
- E. Representative to the Ohio Port Authority Council

Director Thomas V. Chema has not attended any meetings recently and noted that he has no new data or information from that organization but will contact Tracy Drake. Director Kohl wondered if that is due to the new administration. Mr. Chema responded that he was not sure but would make the contact.

Director Wyatt asked if the Governor has cut all funding to Ohio Port Authorities, as reported at an AFLCIO meeting. None of the Directors have heard that yet; Director Kohl noted that the Portage County Port Authority does not receive any funding from the state. The Ohio Department of Development was staffing the state Port Authority.

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The Board of Directors recessed at 1:50 PM to the FY 2012 Proposed Tax Budget Public Hearing.

- I. Welcome and Introductions – Chairman Jack Kohl
- II. Reading of the Public Notice – Secretary-Treasurer  
This public hearing is being held today to hear public comment regarding Portage County Port Authority’s Proposed Fiscal Year 2012 Tax Budget.

The Portage County Port Authority’s Proposed Fiscal Year 2012 Tax Budget has been on display in the Portage County Port Authority’s Office and the Portage County Auditor’s Office, and available for public viewing since May 20, 2011.

Notice of this public hearing was published on Friday, May 20, 2011 in the Record-Courier Newspaper.

- III. Public Comment and Questions – None
- IV. Motion by David Dix to adjourn the Public Hearing at 1:51 PM, seconded by Thomas V. Chema, all in favor, motion carries.

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**DISCUSSION**

A. The Commissioners intend to disconnect Port Authority insurance coverage and Director Kohl had asked the Secretary-Treasurer to obtain quotes for insurance coverage for the Port Authority Board of Directors. Director Kohl has asked the Board of Commissioners to reconsider their intent to discontinue insurance.

May 12, 2011 email from Attorney Denise Smith advising that either of the following proposals would provide adequate coverage:

- 1. Sutton Insurance Company - \$2,500 annually for Ohio Plan Coverage
- 2. SeibertKeck
  - a. Directors and Officers Coverage - \$953

b. Business Owners for property coverage, general liability and auto liability -  
\$500

Director Kohl has asked the Board of Commissioners to reconsider their intent to discontinue insurance coverage but suggests adopting a resolution agreeing to accept the SeibertKeck proposal in case the Board of Commissioners decline to provide coverage. Denise Smith advised that Director Kohl is present to provide the quorum but could abstain from the vote in this matter. Director Chema asked what the Board of Directors could do to cause a liability for the County. Denise Smith noted that other agencies are more of a risk for the County to cover. Director Chema commented that the county would most likely be sued if the Directors are sued; however, if coverage is not available he would most likely choose not to serve without this coverage./Resolution 11-002.

B. Portage Development Board/Port Authority Agreement

The Secretary-Treasurer has advised that she is unable to continue to provide services to the Board of Commissioners and must be replaced by the end of 2011. Director Kohl and Steve Colecchi have met to discuss how the Portage Development Board could take over those duties.

Mr. Colecchi noted that the Portage Development Board became operational on February 1, 2011 and he is proud of the accomplishments made so far. This is a volunteer Board that is committed and has put in a lot of time and energy; there are vacancies if anyone is interested. They have formed a number of Ad Hoc Committees. The Strategic Plan Committee was formed and hired Joe Mayernick to facilitate the planning process. The Strategic Plan framework, which includes the Mission Statement, Vision Statement and Core Values, has been finalized. The President will accomplish the specific strategies. The Membership Drive is starting and funding from dues will begin. The Portage Development Board is investigating potential regional partnerships with organizations such as Team NEO, NEOTEC, Akron Chamber etc. The Board of Commissioners was provided the first quarterly report. The Portage Development Board website is now live; the Port Authority has been added to the website.

Steve Colecchi continued, stating that he understands that there has been some discussion relative to how the Port Authority can reimburse the Portage Development Board for Ms. Fierle's time. With Secretary-Treasurer Mazanec leaving that position, the Portage Development Board needs to cover her time, as well. He added that the Portage Development Board is willing to accept and assume all secretarial/treasurer responsibilities that are currently provided by Deborah Mazanec and Diana Fierle. The Portage Development Board would want a portion of Ms. Fierle's salary paid. The County provides the office space and utilities as an in-kind contribution but the copiers, phones etc. are being paid for by the Portage Development Board in an estimated amount of \$600-\$800 per month. Although the Port Authority does not have an official office space, the Portage Development Board offices are used as such. He suggested that the Board of Directors consider an allocation for Ms. Fierle's time in Port Authority business plus the associated office costs of \$10,000.

Mr. Colecchi noted that the only other one-time expense to be considered would be for the development of the web page by CBOSS that should be shared between the Portage Development Board and the Port Authority. The contract was for \$6,100 and he believes that 20% (\$1,220) should be paid by the Port Authority as a reimbursement for the completion of the web design.

Director Kohl stated that he has been working with Steve Colecchi on the verbiage for an agreement between the Portage Development Board and the Port Authority. There was discussion on the terms of the agreement of \$10,000 per year in a simple contract, which will be drafted by Mr. Colecchi and reviewed by Attorney Denise Smith.

Director Chema asked Ms. Fierle if she is a 100% employee of the Portage Development Board and no longer a public employee. Steve Colecchi responded yes and noted that Kent State has agreed to be the Portage Development Board's fiscal agent and those details remain to be completed.

Attorney Smith noted that her office was asked if Ms. Fierle is eligible to serve as the Secretary-Treasurer for the Port Authority as well as work for the Portage Development Board. She discussed the information provided to the Board of Directors from Attorney Chad Hawkes that confirms that Ms. Fierle is eligible to serve as long as that relationship is disclosed to the both entity's auditors. Steve Colecchi added that Schlabig & Associates will do a yearly audit of the Portage Development Board.

Attorney Smith reminded the Board of Directors that there must be an Auditor's Certification on the agreement between the Portage Development Board and the Port Authority; the budget can handle the \$10,000 for this year but the Directors should remember that this will be an ongoing payment/Resolution No. 11-003

Mr. Colecchi stated that the Portage Development Board looks forward to bring deals to the Port Authority.

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### **CONSIDERATION OF NEW RESOLUTIONS AND MOTIONS**

After holding the required Public Hearing, Resolution to adopt the Portage County Port Authority Tax Budget for FY 2012. Director Kohl noted that the \$10,000 for payment to the Portage Development Board would come from the \$13,120 allowed under Contract Services. There is also money set aside to purchase insurance if that needs to be done/11-001.

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### **CORRESPONDENCE**

Director Kohl reported that he signed a letter of support the Summit County Port Authority application for New Markets Tax Credit (NMTC) allocation. He would like to continue the cooperation with the Summit County Port Authority, which has worked well. Director Chema asked if the allocation was received; Director Kohl responded that Summit County applied for a 2011 allocation.

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Director Kohl reported that he met with Ravenna Mayor Bica and Economic Development Director Kerry Macomber to discuss a potential \$1.5 million building improvements and a \$3.5 million plant and equipment purchase. The company is looking at Port Authority financing/infrastructure bonds. This is an exciting potential expansion that could bring 50 jobs to the city.

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**SCHEDULED MEETING DATES**

The next regular meeting is scheduled for Tuesday, September 6, 2011 at 2:00 PM.

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**RESOLUTION NO. 11-001 - RE: ADOPTION OF PORTAGE COUNTY PROPOSED TAX BUDGET FOR YEAR 2012.**

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

**WHEREAS,** the Portage County Port Authority Proposed Tax Budget for 2012 was on display for public viewing at the offices of the Portage County Port Authority and the Portage County Auditor on May 20, 2011, prior to the date of the public hearing; and

**WHEREAS,** a public hearing on the Portage County Port Authority Proposed Tax Budget for 2011, as required by ORC 5705.30, was held on June 6, 2011 after being duly publicized on May 20, 2011 in a newspaper of general circulation (Record-Courier); now therefore be it

**RESOLVED,** that the Portage County Port Authority Proposed Tax Budget for 2012 be and hereby is adopted, and that a copy of this resolution and two copies of the Portage County Proposed Tax Budget for 2012 be signed by the Portage County Port Authority Board of Directors and forwarded to the Portage County Auditor; 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.

Roll Call Vote As Follows:

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

<b>PORTAGE COUNTY PORT AUTHORITY 2012 Tax Budget</b>		
	<b><u>Estimated Beginning Balance</u></b>	<b><u>Amount</u></b>

	Checking Account	\$45,000.00
	Money Market Account	<u>\$129,798.00</u>
	Total Estimated Balance	\$174,798.00
	<b>Description</b>	
	<b>Revenues</b>	
	2012 - Cascades Admin. Fees	\$2,875.00
	2012 - Plaza Schroer Fees	<u>\$701.00</u>
	Total Revenues	\$3,576.00
	<b>Total Estimated Resources</b>	<b>\$178,374.00</b>
	<b>Expenses</b>	
	Employee Full-time Salaries	\$0.00
	PERS	\$0.00
	Medicare	\$0.00
	Workers Compensation	\$0.00
	Health Benefits	\$0.00
	Contract Services	\$13,120.00
	Training/Meeting Expenses	\$1,000.00
	Transportation	\$1,000.00
	Membership Dues	\$5,900.00
	Advertising/Marketing	\$2,500.00
	Telephone	\$0.00
	Postage	\$0.00
	Rent	\$0.00
	Professional/Technical/Insurance Services	\$5,000.00
	Other Services	\$0.00
	Materials & Supplies	\$150.00
	Photocopy & Printing Supplies (Copier)	\$0.00
	Food Supplies	<u>\$500.00</u>
	<b>Total Expenses</b>	<b>\$29,170.00</b>

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**RESOLUTION**

**NO. 11-002**

**RE: AGREE TO ACCEPT THE COMMERCIAL INSURANCE PROPOSAL FROM THE SEIBERTKECK INSURANCE AGENCY.**

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

**WHEREAS,** the Portage County Board of Commissioners has advised the Board of Directors of

the Portage County Port Authority of their intent to discontinue insurance coverage for the Port Authority and Board of Directors; and

**WHEREAS,** the Board of Directors has asked the Board of Commissioners to reconsider this intent; and

**WHEREAS,** the Board of Directors received a proposal from the SeibertKeck Insurance Agency for Directors and Officers Coverage at a cost of \$953 and Business Owners for property coverage, general liability and auto liability at a cost of \$500; now therefore be it

**RESOLVED,** that the Board of Directors agrees to accept the SeibertKeck Insurance Agency proposal, 2953 West Market Street in Akron, Ohio for Directors and Officers Coverage at a cost of \$953 and Business Owners for property coverage, general liability and auto liability at a cost of \$500 (Total \$1,453) *only if* the Board of Commissioners discontinues insurance coverage for the Port Authority; 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, absent;	Thomas V. Chema, abstains;
David Dix, yea;	Jack Kohl, abstains;
Neil Mann, Jr., absent;	Steven P. McDonald, absent;
James A. Wyatt, Jr.; yea	

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**RESOLUTION**

**NO. 11-003**

**RE: ENTER AN AGREEMENT BETWEEN THE PORTAGE COUNTY PORT AUTHORITY AND THE PORTAGE DEVELOPMENT BOARD.**

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

**RESOLVED,** that the Board of Directors agrees to enter into an agreement for services with the Portage Development Board, 217 South Chestnut Street in Ravenna, Ohio in the amount of \$10,000 per calendar year beginning July 1, 2011; and be it further

**RESOLVED,** that the Board of Directors authorizes a one-time reimbursement/payment

of \$1,220, which is 20% of the fee paid to CBOSS by the Portage Development Board for the development of the Portage Development Board web page, which includes a link for the Portage County Port Authority; 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, absent; Thomas V. Chema, abstains;  
David Dix, yea; Jack Kohl, abstains;  
Neil Mann, Jr., absent; Steven P. McDonald, absent;  
James A. Wyatt, Jr.; yea

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We do hereby certify that the foregoing is a true and correct record of the Portage County Port Authority Board of Directors' meeting on **June 6, 2011**. There being no further business to come before the Board, the official meeting of **June 6, 2011** adjourned at 2:25 PM.

ABSENT  
T.N. Bhargava Thomas V. Chema

David Dix Jack Kohl

ABSENT ABSENT  
Neil Mann, Jr. Steven P. McDonald

James A. Wyatt, Jr. Deborah Mazanec  
Secretary-Treasurer

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