

Warren County Port Authority

Meeting Minutes December 18, 2014

Opening:

The meeting of the Warren County Port Authority was called to order at 12:06 pm on December 18, 2014 at the Warren County Administration Building, Room 332 by Warren County Port Board Vice-Chair, Steve Wilson.

Present:

Warren County Port Authority Board Members: Mr. Gully, Ms. Hreben, Ms. Reindl-Johnson, Mr. Sample (12:08pm) and Mr. Wilson.

Warren County Economic Development Staff: Martin Russell and Matt Schnipke

Other Attendees: Larry Hollingshead – Resident

Sean Fraunfelter – Port Contract Accountant

Caleb Bell (via telephone) – Bricker and Eckler

A. Approval of Agenda

The agenda and additional resources were distributed to the board for review and consideration without disapproval.

B. Approval of Minutes

- **Ms. Hreben made a motion seconded by Mr. Gully to approve the minutes from the October 28, 2014 meeting. The motion passed with a unanimous voice vote.**
- **There were no meeting minutes to approve from the month of November. That meeting was cancelled due to lack of business.**

C. Financial Reports

- Port Authority contract accountant, Sean Fraunfelter, presented the Board with financial reports for the months of September, October, and November of 2014. Mr. Fraunfelter shared that activity was normal for all three months. He highlighted the Warren County Small Business Development Alliance's (SBDA) fund. This fund receives money in surges and then slowly trickles money throughout the year. For this reason, the account may appear to be losing money for consecutive months, but this is normal. **Mr. Gully made a motion seconded by Ms. Reindl-Johnson to approve the financial reports for September, October, and November of 2014 as presented. The motion passed with a unanimous voice vote.**
- At 12:17pm after the third agenda item, Mr. Sample took lead of the meeting from Mr. Wilson.

D. Executive Director's Report

- Executive Director Martin Russell addressed the coming expiration of Mr. Bolton, Mr. Gully, and Mr. Ficke's Board terms in March of 2015. Prior to the meeting, Mr. Russell had spoken with all three members. All three responded with willingness to continue or to resign if the Board requested. The Board discussed the merits of all three Board members, but raised questions about Mr. Ficke due to his increased traveling and subsequent inability to attend Board meetings regularly. Mr. Sample tasked staff to reach out to Mr. Ficke and ask him if his travel schedule will remain robust or if he will be more available in coming years.
- The Board requested that a regular meeting schedule be maintained in 2015 even if some meetings are cancelled due to lack of business. Ms. Hreben felt this would strengthen regular attendance by all Board members.
- Executive Director Martin Russell updated the Board on Port happenings outside of Warren County. He said Preble County has hired a new Economic Development Director, and that he will work to assist her in understanding the Port Authority's functions and abilities. Mr. Russell further stated that the Darke County commissioners have signed a cooperative agreement and projects could start materializing soon. Mr. Russell also stated that an agreement has been reached with Butler County that will allow the Port to assist with projects for a fee, but all deals would be papered under Butler County's name.
- Executive Director Martin Russell updated the Board on current happenings with the Warren County SBDA. The SBDA is undergoing change in two key areas. The current president and a handful of other Executive Board members are transitioning off the Executive Board. They will still remain on the full Board and are agreeing to form a "strategic initiatives" committee to house new projects. The first such project is the Workforce Investment and Innovation Network (WIIN). WIIN was moved under the SBDA in November. This new structure will allow WIIN greater speed and flexibility to meet business needs.
- The Warren County Small Business Development Center (SBDC) is also undergoing staff re-alignment. Joe Schiesler has now become a part time employee of the SBDC and Mike Stater has assumed the full time job. The two have swapped responsibilities.
- Executive Director Martin Russell updated the Board on the Warren County Chamber Alliance. He shared information about a day which the Alliance spent in Columbus with the Butler County Chamber Coalition. The day was spent advocating for the region with state agency representatives. Overall, responses have been very positive from participants.
- Executive Director Martin Russell also shared that the Chamber Alliance has begun planning for the 2015 Economic Outlook Breakfast in the spring. The Alliance is interested in bringing renowned economist Mr. Brian Beaulieu back. Chamber Alliance staff have reached out to the sponsors and are working to firm up details with the speaker moving into 2015.

E. Old Business

- Port Authority contract accountant, Sean Fraunfelter, reviewed the 2012-2013 audit results. The Port had one citation due to a change in the rules concerning unearned vs. earned income. Mr. Fraunfelter explained that some money which the Port had received and which is currently available must be reported as unearned revenue over the remaining life of the respective agreement. Mr. Fraunfelter agreed to forward the audit results to the Board for review.

- Executive Director, Martin Russell, shared with the Board that the new \$15 million London Computer Systems (LCS) corporate headquarters building in Deerfield Township was made public. The company has announced their plans and the Port is involved in the project through bond issuance. The Port will collect the lease payment from the company and the committed match payment from Deerfield Township to pay the bondholders.
- Sean Fraunfelter asked the Board to approve Resolution #2014-08. This resolution would approve the amended budget for 2014. The amended budget included minimal corrections. **Mr. Wilson made a motion, seconded by Ms. Hreben to approve Resolution #2014-08 as presented. The motion passed unanimously using a roll call vote of all present Board members.**

F. New Business

- Port Chairman, Greg Sample, allowed Resolution #2014-09 to be moved up on the agenda. Executive Director, Martin Russell, shared with the Board that this resolution would allow the Port to sell a building on North Broadway in Lebanon to a resident within Warren County. The building was formerly a Warren County Water Department building and is currently in the hands of the Warren County Commissioners. Port Board Chairman, Greg Sample, asked how the Port was able to sell the property as he couldn't remember accepting a conveyance from the County Commissioners. Mr. Caleb Bell, the Port Authority's legal counsel, informed the Board the Resolution #2014-09 would both accept the property from the County Commissioners and simultaneously sell it.
- Port Chairman, Greg Sample, suggested that the Port should separate the acceptance and selling of the building. **Ms. Hreben made a motion, seconded by Ms. Reindl-Johnson for the Port Authority to accept the building located at 903 N. Broadway, Lebanon, OH as conveyed by the Warren County Board of County Commissioners. The motion passed using a voice vote of present Board members. Mr. Gully abstained from the vote.**
- Discussion among the Board agreed that the resolution should be passed but that the Port should prepare a policy for holding and selling real estate assets in the future. **Mr. Wilson made a motion, seconded by Ms. Hreben to approve Resolution #2014-09 as presented. The motion passed using a roll call vote of all present Board members. Mr. Gully abstained from the vote.**
- Executive Director, Martin Russell, shared with the Board a proposal he had received from AMG Financial Group. The Port currently has money that could be invested, and AMG had proposed to help. The Board said the idea was worth looking into, but the agenda item should be tabled so staff can work to formulate an investment policy which will allow the best course of action to be followed. Mr. Sean Fraunfelter stated the Port already has an investment policy which he would forward for review prior to the next meeting.
- Executive Director, Martin Russell, asked the Board to approve Resolution #2014-10. This resolution authorizes the creation of a special fund for Darke County projects. **Mr. Gully made a motion, seconded by Ms. Hreben to approve Resolution #2014-10 as presented. The motion passed unanimously using a roll call vote of all present Board members.**

G. Executive Session

- None

Adjournment:

At 1:27 pm, Mr. Wilson made a motion, seconded by Mr. Gully, to adjourn the meeting of the Warren County Port Authority. The next Warren County Port Authority meeting is not scheduled at this time.

Minutes submitted by: Matt Schnipke

Approved by: Martin Russell