

Meeting Minutes

December 1, 2022

Madison County Port Authority Board

The Madison County Port Authority meeting was called to order at 9:09 a.m. by Chris Wallace, Port Authority, Chairman. The meeting began with a roll call from all individuals participating in the meeting.

The following board members were present at the meeting: David Kell, Executive Director, Steve Lelonek Ray Martin, Scott Sims, Chris Wallace, and Sissy Wiseman.

Subject: Meeting Minutes Revision – Approval – June 15, 2022

Ray Martin made a motion to approve the June 15, 2022 meeting minutes to include two revisions. The first revision is to omit Madison County Commissioners from the Port Authority sign in sheet. The second revision is to clarify that the Amplify Bio Project has another project in New Albany, Ohio that is not in West Jefferson, Ohio.

Scott Sims, seconded the motion.

All members present voted in favor to approve the June 15, 2022 meeting minutes.

Bank Account Discussion

David Kell received guidelines from Caleb Bell to allow David Kell and Steve Hermiller to open a bank account at a banking financial institution for the Madison County Port Authority. The Madison County Commissioners approved to loan \$10,000.00 to the Madison County Port Authority. This funding will be used to pay an outstanding invoice from Bricker & Eckler in the amount of \$3,500.00. David Kell noted that Bricker & Eckler has an annual maximum fee of \$5,000.00 for services.

Steve Lelonek noted that for the record he will abstain himself from being directed or selecting to use a specific banking institution for the bank account(s) for the Madison County Port Authority. Steve proceeded to say that “the resolution does not mention any specific name of a bank or institution.”

Scott Sims asked if each account will be approved to be opened or if there is intent to open more than one account or how that will be handled at this point. Scott also asked if an account will be opened for each project. David Kell doesn't know at this time if additional accounts would be that specific to be individually set up.

Ray Martin asked “what other bank account(s) is being anticipated if any to be opened in the future?” David Kell responded that there is no intent to randomly open additional bank accounts. David proceeded to say that he would notify the Port Authority Board in the future if additional bank accounts would be opened.”

David Kell noted that he and Steve Hermiller both have to open the bank accounts. Chris Wallace, mentioned that David Kell and Steve Hermiller has the authority to open bank accounts but does not need future authorization from the Madison County Port Authority Board. However; if more bank accounts are opened David Kell and Steve Hermiller will make the Port Authority Board aware of the new accounts.

Subject: Resolution – Approval – Creating Bank Account

Scott Sims made a motion to approve the resolution No. 2022 – 001 for the following: Steve Lelonek, seconded the motion.

All members present voted in favor of approving the Resolution authorizing the creation of a bank account for the Madison County Port Authority.

Resolution

This resolution authorizes the creation of a bank account for the Madison County Port Authority.

WHEREAS, the Madison County Port Authority (the “Port Authority”) is an Ohio port authority and body corporate and politic created and existing created under Chapter 4582 of the Ohio Revised Code (“R.C.”) and

WHEREAS, it may be necessary and appropriate for the officers of the Port Authority to establish a bank account for and on behalf of the District, pursuant to Ohio Revised Code Section 4582.31 and

WHEREAS, the Board has determined that it is necessary and proper to hold a bank account to facilitate the duties of the Port Authority.

NOW, THEREFORE, BE IT RESOLVED by the Board that:

Section 1. This board authorizes the creation of bank accounts as may be required to carry out the duties of the Port Authority.

Section 2. This Board hereby authorizes that the Executive Director and Fiscal Officer, together and individually, are authorized to establish a bank account for and on behalf of the Port Authority, into which the Port Authority’s funds may be deposited and held. The Executive Director and Fiscal Officer are designated as Authorized Users to disburse and deposit funds for banking purposes for all Port Authority accounts.

Section 3 This Board hereby authorizes that the Executive Director and Fiscal Officer are authorized and directed, together and individually, to execute and deliver, for and on behalf of the Port Authority, any certifications, agreements, instruments or other documentation that is necessary or appropriate to establish a bank account for and on behalf of the Port Authority.

Section 4. This Board hereby finds and determines that all formal actions taken relative to the passage of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including R.C. Section 121.22.

Section 5. This Resolution shall be in full force and effect immediately upon its passage.

Port Authority Assistance Discussion

Project discussion – Exeter still having conversation and Montrose Group who is advising discussions that are ongoing.

CORE 5 – David Kell reported that according to Caleb Bell projects will be moving forward in Madison County. It appears that a second and third project will be happening in Madison County. CORE 5 mentioned working with Warren County Port Authority to assist Madison County Port Authority on projects.

David Kell proceeded to say that there are two recommendations. The first recommendation is to partner with Warren County Port Authority and Madison County Port Authority would be sharing the fees with Madison County managing the project, and then Madison County Port Authority would be one their own for future projects. The second recommendation is that Madison County Port Authority takes on the project themselves without assistance from Warren County Port Authority. David Kell feels he is fine with either recommendation.

Ray Martin asked if Madison County Port Authority has jurisdiction? David Kell responded that Warren County Port Authority has to have permission from Madison County Port Authority to use Warren County Port Authority assistance.

Steve Lelonek – Suggested its prudent to use Warren County Port Authority and not have total liability for Madison County Port Authority. According to Steve there is a degree of concern especially with the financial aspects of these future projects.

According to Chris Wallace, the Madison County Commissioners are focused on only using Madison County Porth Authority without assistance from Warren County Port Authority. Chris also strongly feels that using Caleb Bell’s leadership and advise on the Madison County Port Authority projects is sufficient enough

Future Port Authority Meetings

David Kell provided an update to the Madison County Port Authority Board that there may not be any more board meetings in 2022. As of this time a future Port Authority meeting is tentatively scheduled for January 11, 2023 at 9:00 a.m. David Kell will be sending out notices about this meeting.

David Kell also noted that Port Authority members have authority to join meetings virtually.

Subject: Meeting Adjourned

Ray Martin made a motion to adjourn the meeting.
Scott Sims, seconded motion.

This meeting adjourned at 9:52 a.m. All members present voted in favor to adjourn the meeting.

Meeting Attendance Sheet

Those Present

Sign In Sheet
Madison County Port Authority
December 1, 2022 9:00 a.m.

1.	<u>Ray A. Martin</u>
2.	<u>Andrew Scott Sims</u>
3.	<u>David Kell</u>
4.	<u>Chris Wallace</u>
5.	<u>Steve Lelonek</u>
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23.	_____

Signatures

Chris Wallace

Ray Martin

Steve Hermiller - Not Present

Steve Lelonek

Scott Sim