

Meeting Minutes

April 13, 2022

Madison County Port Authority Board

The meeting began with David Kell, Port Authority Executive Director, calling the meeting to order on Wednesday April 13, 2022, at 3:04 p.m. The following individuals were present at the meeting: David Kell, Executive Director, Steve Hermiller, Steve Lelonek, Ray Martin, Scott Sims, Chris Wallace, and Sissy Wiseman.

David Kell expressed gratitude for the members who are on this board to support the Port Authority for Madison County. Each of the Board members introduced themselves and provided a brief summary of their affiliation with Madison County and to be on the Port Authority Board.

David Kell provided a brief background summary of why a Port Authority was formed for Madison County. Two projects in West Jefferson used ports from outside the county using Warren and Franklin Counties. Madison County Commissioners then recommended setting their own Port Authority in Madison County.

David Kell was pleased to announce that a potential company is interested in building or developing multifamily condos, town homes, or apartments in the Madison County area with a strong look at this time in London.

David proceeded to inform the board that these types of projects provide savings through sales tax and abatements up to \$1 Million. It's a tool that entities use as a selling point for projects for Madison County to develop. In the future David will have a conversation with Ray Martin about looking at the West Jefferson area for this type of project.

David Kell, provided the proposed Rules & Regulations to the Port Authority Board. David worked off Union County's guide and made some minor adjustments to it. David Kell brought up the subject of the secretary for the Port Authority Board. The secretary for this board does more than take meeting notes. The secretary will be responsible for retaining books there is also an assistant secretary to handle other secretarial duties as well. David Kell may need legal counsel's recommendation about the secretary's rolls for this board.

Election of Officers

The Madison County Port Authority Board nominated the following:

Chris Wallace, as Chairman of this Board.

Ray Martin as Vice Chairman of this Board.

All members present voted in favor the election of officers. Motion carried. The nomination for secretary is being placed on pause until clarified with legal counsel.

Ray Martin recommended Chris Wallace to come up with a certificate to swear in all Madison County Port Authority board members.

Board Member Terms

Ray Martin asked about the length of term for Port Authority Board members. David Kell recommended three board members be appointed to a two-year term and then continuing re – appointment for a four-year term. The other two board members will start serving a four-year term. The Madison County Commissioners will appoint any board vacancies

Steve Hermiller, Steve Lelonek, Scott Sims, and Chris Wallace will serve a two - year term to this board.

Ray Martin will serve a four - year term to this board

Legal Counsel

A motion was presented to the board to use Bricker & Eckler as legal counsel for the Madison County Port Authority. All members present voted in favor. Motion carried.

Steve Hermiller asked if there would be a back - up if Bricker & Eckler does not meet the needs of legal counsel for the Madison County Port Authority Board? David Kell believes that according to ORC the County Prosecutor can also represent as legal counsel but he'll look into that.

Steve Lelonek asked to set up a structure for pro bono of \$5,000.00 for the first year? David Kell stated that Bricker and Eckler offered pro bono work to set up the port authority and then charge \$5,000.00 for the first year.

Ray Martin suggested that the developer pay the first \$25K of legal fees to Bricker & Eckler.

Eminent Domain

Ray Martin had questions about what powers the Port Authority has. David Kell proceed to inform the board that the powers of the Port Authority are outlined in the Ohio Revised Code (ORC).

Ray specifically asked about what authority the Port Authority Board would have with Eminent Domain? David Kell responded that just because the organization may have the power of Eminent Domain doesn't mean it has to be executed. Scott Sims replied that he is against and not in favor Eminent Domain. Scott feels that Eminent Domain gives a lot of ability to do things but not to take things, with the exceptional reason if there is no one take care of land. Scott feels that the Port Authority Board gives a lot of ability not for just real estate, and development but for infrastructure and a lot of other things.

Discussion

- Ray Martin would like to have up front funding for the Port Authority of at least \$5,000.00. The purpose of this is to pay for upfront legal fees.
- Ray Martin had a question about how many members should be present to pass a vote for the Madison County Port Authority Board. The outcome was that at least three Port Authority Board members are needed to form a quorum to pass any motions during the board meetings.
- Ray Martin suggested that all regular and special meeting notices have a 24 hour notice. This topic will be discussed or determined at a later time.
- Ray Martin prefers that the Secretary provide written notifications of meeting notices and not oral.
- Ray Martin, recommended presenting a Financial Report or Handout may be useful for future meetings.
- Ray Martin noted that the Executive Director does not have voting rights.
- Ray Martin wanted to recommend that perhaps if voting on something or behalf of CIC that there would not be a conflict of interest due to Port Authority Board members being part of the CIC or past members. David Kell didn't think that would be a problem.
- Ray Martin suggested that deeds and contracts should have two signatures and signed by the chairperson as well as Executive Director and be reviewed by legal counsel.

Steve Hermiller did research and found an article from the Ohio Council Port Authority about the difference between The Ohio Port Authority and CIC.

1. Port Authority – May sell property on behalf of City, Council or Township at or below fair market value.
2. Port Authority – May loan money CIC may make a loan only if the borrow has written proof that the borrower has been rejected by at least one financial institution.
3. Port Authority – Is not required to use competitive bidding for Ec. Dev. projects.
4. Real Estate owned by Port Authority cannot not lease for more than a year are exempt from real estate property taxes.
5. Port Authority has the power of Eminent Domain. Unless the creators of Port Authority prohibit the Port Authority from exercising such power.
6. Port Authority – May ask voters to approve leveling a real estate tax for the benefit of the P.A. CIC cannot.
 - A person may create a CIC only other governmental units may create a Port Authority.
 - Port Authority has greater flexibility in the use of TIF funding options. Port Authority can issue tax exempt bonds CIC cannot. Port Authority can borrow in anticipation of receiving proceeds of real estate levy and issue revenue bonds.

Ray Martin, asked if the millage of the bonds come off the County every year? There was a discussion about this and it was recommended to consult with legal counsel about this.

Meeting Schedule

David Kell would like to establish how often the Port Authority Board should meet. This will be discussed at a late time.

Meeting Adjourned

Ray Martin, made motion to adjourn the meeting.

Scott Sims, seconded motion.

This meeting adjourned at 3:54 p.m.

Meeting Attendance Sheet

Those Present

MADISON COUNTY COMMISSIONERS

Port Authority Board Meeting

April 13, 2022 - 3:00 p.m.

1. David Kell (staff)
2. Ray A. Martin Board Member
3. Scott Sims Board Member
4. Steve Lelonek
5. Steve Hermiller
6. Chris Wallace
7. Steve Wisniewski
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22. _____
23. _____

Signatures

Chris Wallace

Ray Martin

Steve Hermiller

Steve Lelonek

Scott Sims