



Medina County Port Authority  
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Medina, Ohio 44256

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**Medina County Port Authority  
SPECIAL Board of Directors Meeting  
Tuesday, August 17, 2010 at 4 PM  
County Administration Building, Balcony Room B**

**Attendance:**

Port Authority Board: Chair Ron Paydo, Secretary Jim Gerspacher, Laurie Price, Bob Kenderes, Bill Hutson, Skip Trimble and Todd Gerber.

MCEDC staff: Bethany Dentler and Sandy Neuman.

**Guests:**

Russ Schabel, Philpott Rubber; Jeff Bomberger, Squire, Sanders & Dempsey; Tim Smith, City of Brunswick; Maria Kacik Kula, The Gazette and Gary Sills, Chippewa Landing Partners.

Mr. Paydo called the meeting to order at 4:05 p.m.

**Approval of minutes:** Ms. Price made a motion to approve the August 4, 2010 MCPA Board of Directors Meeting minutes. Mr. Hutson seconded. All were in favor. Motion passed.

**Financials:** In Mr. Frantz's absence, Mr. Paydo presented the July 2010 financials that were distributed for Board review prior to the meeting. Mr. Kenderes made a motion to accept the financial report as presented and Mr. Trimble seconded. All were in favor. Motion passed.

**Website Upgrade Proposal:**

Ms. Dentler reported that the current MCPA website was designed and launched in 2005 and that it has served the organization well over the past 6 years. She presented a proposal to engage Chad Allan Consulting LLC to update and refresh the website. Ms. Neuman stated that now may be the perfect time to invest in a fresh look and to add social media capabilities. A newly designed homepage could also include a calendar for posting the required public notice of meetings and the social media tools would allow current MCPA information to be posted.

Mr. Hutson motioned to approve the \$1,500 proposal as presented. Mr. Trimble seconded. It was noted that the cost of the upgrade was discounted 50% due to the relationship between Chad Allan Consulting LLC and the Port. All were in favor. Motion passed.

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**Internet Service Provider and Copier:**

Ms. Dentler said that it has come to her attention that MCPA's current Internet Service Provider (ISP) is providing some services that can be either eliminated or provided at a reduced cost through an alternate ISP. An alternate provider has quoted a rate that would save the Port as much as \$75 per month if accepted. That savings could be applied toward a proposed Copier Lease Cost Sharing Agreement with the Medina County Economic Development Corporation. MCEDC incurs significant costs to print necessary documents to maintain MCPA activities and to keep current projects, specifically the fiber project, moving forward. Ms. Dentler asked if the MCPA would consider assisting MCEDC with copier lease and usage costs for a period of 61 months.

Mr. Hutson motioned to approve the request to allow MCEDC to authorize a change to MCPA's ISP if deemed prudent and to approve a contribution of \$150 per month to assist with copier costs which includes monthly usage costs of \$40; MCPA will be responsible for usage overage charges that exceed \$40 per month. Mr. Trimble seconded. All were in favor. Motion passed.

**Chairman's Report:** None

**Commissioner's Report:** None

**Old Business:**

**Fiber Network Report:**

Mr. Bomberger, Bond Counsel, Squire Sanders & Dempsey gave an overview of the fiber project timeline to the Board. He anticipates that the finalized documents should be in place by the end of September, 2010. The next step is to determine the bond rating, and RW Baird is currently preparing the bond rating documents for the rating agency which should be complete by the end of this week. If all goes according to plan, the rating should be determined within 8-10 days of the rating agency receiving the documents and completing a rating call. That would leave a week to sell the bonds and still meet the end of September projected close date.

Mr. Bomberger presented a summary of Medina County Port Authority Resolution #2010-06 which authorizes the issuance and sale of Port Authority Revenue Bonds in a maximum amount of \$15,000,000, to finance the construction, installation and development of the fiber network. It authorizes the execution and delivery of a trust indenture, county contribution agreement and other agreements to provide for the issuance and sale of the Revenue Bonds.

A discussion was held on the status of the construction and operating agreements between Medina County Port Authority and OneCommunity as well as the performance bond status.

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Mr. Bomberger stated that the resolution contains three main sections which are the Construction Agreement, the Operating Agreement with OneCommunity and the Payment performance specifics. The bond documents that support the resolution are the approved legislation for the County Contribution Agreement, the Cascade Capital Contribution Agreement and the approved MCEDC Lease Agreement.

Mr. Bomberger also briefly reviewed the Disclosure Statement and the Preliminary Official Statement.

A discussion ensued about the need set up a Port Authority trust fund which could to be held with the Medina County Treasurer for immediate purposes. The fund will need subaccounts set up to include an account to pay expected costs, internal operating reserves, and a replacement fund. All funds will be managed through the trust.

Mr. Hutson made a motion to approve Resolution #2010-06 as presented. Mr. Trimble seconded the motion. Mr. Paydo asked if there were any further questions or discussion and hearing none proceeded to call roll:

Mr. Paydo – aye

Mr. Kenderes - aye

Mr. Gerspacher – aye

Mr. Gerber - aye

Mr. Hutson – aye

Ms. Price - aye

Mr. Trimble – aye

***Resolution #2010-06 adopted, August 17, 2010.***

Mr. Bomberger stated that he is comfortable with the status of the project and expects no complication from the meeting with the State on August 31 to report on the status of the bond sales.

Mr. Hutson thanked the Fiber Project Committee, Mr. Bomberger and Victoria Bowser, Associate with Squire, Sanders & Dempsey, for their time, knowledge and expertise in developing this project.

**Innovation Park:** None

**Chippewa Landing Project:** Mr. Hutson requested that the discussion on this project be delayed so the Port could go into Executive Session.

**Summit County Port Authority Fee Sharing:** Mr. Paydo reported that he and Ms. Dentler have met with Chris Burnham, President and Executive Director of the Summit County Port Authority to discuss the possibility of revising the current fee sharing structure on a temporary basis. They are still reviewing the numbers and will report their findings to this Board as soon as have a better understanding of what the costs to the Port will be.

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Mr. Hutson motioned for the Board to go into Executive Session to discuss the land improvements according to Ohio Revised Code Section: 4582.58(b)\*. Mr. Gerber seconded the motion.

Roll Call:

Mr. Paydo – aye

Mr. Kenderes - aye

Mr. Gerspacher – aye

Mr. Gerber - aye

Mr. Hutson – aye

Ms. Price - aye

Mr. Trimble – aye

Executive Session convened at 4:56 p.m.

Mr. Paydo and Ms. Price were excused before the Executive Session adjourned.

Mr. Kenderes motioned to come out of Executive Session and Mr. Trimble seconded.

Roll Call:

Mr. Kenderes – aye

Mr. Trimble – aye

Mr. Gerspacher – aye

Mr. Gerber - aye

Mr. Hutson – aye

Executive Session ended at 5:29 p.m.

**New Business:** None

**Public Comment:** None

**Adjournment:** Mr. Gerspacher adjourned the meeting at 5:30 p.m.

**Next Port Authority Board of Directors Meeting**

**8 a.m., Wednesday, September 1, 2010**

County Administration Building, Balcony Room B

*\*ORC Section 4582.58(b) Financial and proprietary information, including trade secrets, submitted by or on behalf of an employer to a port authority or to a nonprofit corporation engaged by contract to provide economic development services for a port authority, in connection with the relocation, location, expansion, improvement, or preservation of the business of that employer is not a public record subject to section [149.43](#) of the Revised Code. Any other information submitted by such an employer under those circumstances is not a public record subject to section [149.43](#) of the Revised Code until that employer commits in writing to proceed with the relocation, location, expansion, improvement, or preservation*