

**Portage County Port Authority
Board of Directors Official Meeting Minutes
Friday, March 3, 2006**

The Board of Directors of the Portage County Port Authority met in its first session at the offices of Allen Aircraft, 6168 Woodbine Avenue in Ravenna, Ohio on **Friday, March 3, 2006 at 1:45 PM** with the following members present:

T.N. Bhargava	Thomas V. Chema
David Dix	Ken Ilg
Jack Kohl	Neil Mann, Jr.
Steven P. McDonald	

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Also Attending: Portage County Board of Commissioners Charles W. Keiper II, Christopher Smeiles, Maureen T. Frederick; Director of Portage County Office of Economic Development Sy Thompson, Executive Assistant Diana Fierle, and Commissioners' Clerk Deborah Mazanec.

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The meeting was called to order by Commissioner Christopher Smeiles.

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Election of Officers

Motion by Neil Mann, Jr. to elect Thomas V. Chema as the Chairman of the Port Authority for 2006. Seconded by Jack Kohl, all in favor, motion carries.

Director Bhargava offered to serve as Vice Chairman for 2006, all in favor, motion carries.

The draft bylaws call for the appointment of a Secretary-Treasurer, which is not required by the ORC 4582.27. Chairman Chema suggested that both a Secretary and a Treasurer be appointed. All officers must be from the Board of Directors. The proposed by-laws note that the Secretary need not be a Director.

Commissioner Keiper noted that the draft Port Authority Rules & Regulations are the Summit County By-Laws with the name changed to Portage.

There was discussion of the appointment of a Secretary or Secretary-Treasurer for the Port Authority. Commissioner Smeiles noted that the Commissioners offer the assistance of their Clerk Deborah Mazanec to serve as the Secretary for 2006. Clerk Mazanec suggested that the Office of Economic Development Executive Assistant be named as Assistant Secretary.

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Discussion: Draft By-Laws

Chairman Chema suggested that the Directors review the draft by-laws before the next meeting and plan to discuss and formally approve them at the next meeting. The Directors discussed the separation of the Secretary-Treasurer appointment and agreed to hold that decision until the next meeting. Commissioner Keiper noted that the last page of the by-laws must be changed to conform to the new Ohio Revised Code requirements.

Director Chema noted that there is an audit issue. Once the Port Authority has money there is no question that there will be an audit. Commissioner Keiper suggested that the State Auditor be contacted to determine if the Port Authority audit could be included in the yearly Portage County audit. Director Chema suggested that the Port Authority not be audit for 2005.

Director Chema stated that the Port Authority would be a tax exempt entity acting in lieu of government [501 (C) (8)]

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Board Meeting Schedule

There was discussion about the meeting schedule. There was agreement that a quarterly meeting would be sufficient until there are projects to manage. Quarterly meetings would be in March, June, September and December yearly.

The Directors agreed to meet next on Tuesday, June 6, 2006 at 2:00 PM at the Portage County Office of Economic Development, 128 North Prospect Street in Ravenna. The quarterly meeting schedule will be set at this June 6th meeting.

In the meantime, the Commissioners agreed to move forward with an RFQ for both accounting and legal services. The Board of Commissioners will collect the responses to the RFQs and forward them to a Committee selected today consisting of Directors Kohl, Mann and McDonald. The Committee will review the proposals submitted and make a recommendation to the Board of Directors at the June 6, 2006 meeting. Internal Services Director JoAnn Townend will draft bid specs and get them to the Directors before advertising.

The Commissioners will also check on the availability of insurance through CORSA for the Directors.

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Director Bhargava asked who companies should contact if they have a project in mind. Commissioner Keiper responded that Sy Thompson would be the correct contact at this point. Mr. Thompson stated that Ravenna Mayor Kevin Poland has expressed an interest in talking to the Port Authority about financing improvements in the city. He is not yet ready to move ahead since they are waiting for cost estimates etc.

Director McDonald asked what type of projects will come through the Port Authority. Commissioner Keiper responded that the range of types of projects is limitless. The Port Authority will carve a niche to meet Portage County needs.

Commissioner Smeiles noted that the Directors have the authority to eminent domain property for projects, if appropriate.

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Director Chema suggested that the next meeting agenda include a presentation from Sy Thompson focusing on the demographics of the county so that the Directors can better understand the nature of the work force, trends, and pressures that surround the county. The Directors should increase their knowledge base so that they can decide whether or not to take on projects.

Director Ilg suggested that the Port Authority obtain copies of any county master plan that is in place or other larger municipalities master plans, it would be helpful. Director Chema agreed, noting that at some point the Directors may want to meet with Portage County Planning Directors to increase the understanding of what the communities are doing. He added that Kent State University may be able to assist the Port Authority with its resource base. Kent has an urban design facility but that is in Cleveland NEOTEC may also be a source of information. Commissioner Frederick stated that she believes meeting with city Planning Directors would be a good start.

Commissioner Smeiles informed the group that Sy Thompson intends to retire on June 30, 2006. The Board of Commissioners is discussing how to replace him. Commissioner Frederick stated that this may be an opportunity to restructure and/or enhance the economic development effort in Portage County. The Directors agreed that the notion should be explored.

Director McDonald asked how the Summit County Port Authority finds financing. He knows that the Sirna & Sons project got lower rates through the Neighborhood Development Services Inc. than Summit County could provide. Commissioner Keiper responded that the difference is that the county is proprietary, the length of the loans are different and the placement/position of the mortgage. Money flowing through Neighborhood Development Services Inc. requires a certain amount of jobs to be created, books must be reviewed annually, and money is competed for.

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Port Authority Budget

§ 4582.39 of the Ohio Revised Code requires the annual preparation of a budget. Commissioner Smeiles stated that the Board of Commissioners understands that they must fund the Port Authority at first. Commissioner Keiper added that the Commissioners are trying to get a sense as to how much money will be needed. Director Chema added that \$25,000 would be a good starting number. Commissioner Smeiles agreed that \$15,000 – \$20,000 would be reasonable unless the Port Authority goes four or five years with no projects. The Port Authority has an advantage in that they can work with the Summit County Port Authority.

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Commissioner Keiper noted that both Kent and Ravenna officials have expressed an interest in meeting with the Port Authority. Mr. Thompson noted that the Tuscany at the Portage Project is ongoing, with Summit County handling the financing.

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The Directors agreed that they would like an overview of the Cascades Project as an agenda item at the June 6, 2006 meeting. They agreed that they would appreciate having Commissioner Keiper walk them through the structuring of the project. Director Chema suggested that the Cascades Official Statement be added to the June 6th agenda as a discussion item.

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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 **March 3, 2006**. There being no further business to come before the Board, it was moved by David Dix, seconded by Jack Kohl to adjourn the official meeting of **March 3, 2006 at 2:20 PM**, all in favor, motion carries.

T.N. Bhargava

Thomas V. Chema

David Dix

Ken Ilg

Jack Kohl

Neil Mann, Jr.

Steven P. McDonald

Deborah Mazanec, Secretary

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