

Fairfield County Port Authority
Commissioners Hearing Room
January 28, 2015

Attending: Robert Maynard (Board Member/Vice Chair), Tom James (Board Member), and Charles Elsea (Board Member); Linda Kauffman & Bob Clark (Fairfield County Economic Development), John Caleb Bell and Colin Kalvas(Bricker and Eckler, LLP)

Meeting was called to order at 8:34 am by Chair Robert Maynard.

The December 17, 2014 minutes were presented. Elsea noted that the meeting time for the January 28, 2015 meeting was to start at 8:00 am. Today's meeting was rescheduled to the 8:30 am later start to accommodate attendees coming from Columbus. With that correction, Charles Elsea made a motion to accept the minutes from the December 17, 2014 meeting as amended; Tom James seconded; motion passed to accept the minutes as amended.

Old Business : None

New Business:

At the first meeting of every year, it is necessary to review and approve the slate of officers. Tom James made a motion to reappoint the current slate of officers; Charles Elsea seconded; motion passed unanimously. The officers for 2015 will be Chair Jeff Sauer, Vice Chair Robert Maynard, and Secretary-Treasurer Brian Householder.

Introduction of Resolutions for Consideration

Caleb Bell asked the Board to consider **Resolution 2015-01** for identifying Rules and Regulations and adopting them as the bylaws for the Port Authority. Previous bylaws adopted by the Commissioners were the basis for the updates as presented today. Modifications included the identification of additional staff for the Fairfield County Port Authority, along with roles and responsibilities, and spending limits for the newly identified Executive Director and other fiscal agents. Tom James made a motion to accept the Resolution as presented; Charles Elsea seconded; unanimous vote in favor; resolution adopted.

Caleb Bell asked the Board to consider the **Omnibus Budget Resolution 2015-02**. It is necessary for a Port Authority to prepare and present a budget on a yearly basis. It is also imperative to identify the fiscal agents for the Port Authority and the surety bonds required. The Board also heard quotes for D&O insurance premiums. This new Port Authority also needs to set up a checking account. Resolution 20-15 addresses and answers all these fiscal issues. In reviewing the draft budget and costs for insurance and bonds, the Board revamped some budget line numbers while staying within the confines of the present county allocation of \$35,000. These funds reside within the county treasury until bank account is established and a request for disbursement is made. With the surety bonds set for \$10,000 per fiscal officer Tom James made a motion to accept the Omnibus Budget resolution as adjusted; Charles Elsea seconded; unanimous vote in favor; resolution adopted.

Caleb Bell introduced **Resolution 2015-03** to allow the Fairfield County Economic Development Director be appointed as the Executive Director of the Fairfield County Port Authority. The resolution details the scope of responsibilities of the position. Charles Elsea asked Mr. Clark if the Commissioners were aware of this appointment. Clark said they were and that other Ports in Ohio have like situations. In reference to the commissioners, Bell added that at some point a formal agreement needs to be crafted that clarifies roles and relationships between the Commissioners, the Fairfield County Port Authority and the Economic Development Office. Charles Elsea made a motion to adopt Resolution 2015-03; Tom James seconded; unanimous vote in favor; resolution adopted.

Caleb Bell asked the Board to consider **Resolution 2015-04** that authorizes the Executive Director to procure office supplies up to the limit of the approved office budget, including accounting software for fiscal officers. QuickBooks quotes for seat licenses and cloud reporting were shared with Board members. Charles Elsea suggested that a minimal expense be made for software at the start of Port Authority activity. It will be a vehicle to handle accounts payable until that first deal is accomplished. Charles Elsea made a motion to adopt Resolution 2015-04; Tom James seconded; vote was unanimous; resolution adopted.

Caleb Bell introduced **Resolution 2015-05** authorized the engagement of general legal counsel for the Fairfield County Port Authority. Board members interviewed several law firms to identify legal counsel for the Port's needs. Having identified Bricker and Eckler LLP as the firm aligning the closest with legal needs, this resolution allows the Executive Director to sign a letter of engagement. Bell noted that rates would be adjusted annually and that any time two staff personnel attended the same meeting, charges would only appear for one. Robert Maynard asked about post engagement coverage. He was assured that legal counsel would continue to update the Port Authority as laws and rules are changed. Charles Elsea questioned the "conflict of interest" and the waiver agreements" clauses in the letter. Bell shared that communication would be used to clarify "conflicts" and the options that could occur. Waivers would only be agreed to if there was no adverse impact on the parties involved. Charles Elsea made a motion to adopt Resolution 2015-05; Tom James seconded; motion passed unanimously; resolution adopted.

Caleb Bell asked for consideration of **Resolution 2015-06** and the need for the Port Authority to procure general liability and Directors and Officers Insurance for its Board of Directors. Bricker and Eckler reached out to local provider, Trimmer Insurance dba Wichert Insurance and they are able to provide the necessary coverage. This resolution allows the Executive Director and/or the Secretary/Treasurer to enter into a contract for the necessary insurance. Charles Elsea made a motion to adopt Resolution 2015-06; Tom James seconded; motion passed unanimously; resolution adopted.

Resolution 2015-07, as introduced by Caleb Bell, defines a Public Record Retention Policy and Retention Schedule for the Fairfield County Port Authority according to ORC 149. Charles Elsea asked if there are other obligations under the Public Records Policy other than the posting of the Policy and the public meeting notices. Any future Port Authority website should have dates of meetings, all organizational documents should be posted as well as meeting minutes. Public records "record" what happened.

Other Business:

Tom James asked about a website for the Port Authority. Discussion arose about whether to post an RFI for the website or bring in providers for interviews during the regular meeting. He recommended that Kelly Swingle be given consideration. Robert Maynard asked to view samples of her websites. Meanwhile, Bell will share some Port Authority websites for review by the committee. Charles Elsea felt that a marketing strategy with board involvement would lead to how to set up and manage the website.

Bell added that part of a marketing strategy could include outreach to small manufacturing entities, 501 (C) 3's, and local banks; and to look for abatement opportunities or ways the Port Authority can leverage financing. A Port has a choice on projects in office, industrial, and commercial.

The next Board meeting should revolve around a Strategy Discussion and also include other Policies and Procedures for adoption. In advance of the next scheduled meeting, Bricker and Eckler will prepare the resolutions.

With no further business to discuss, Charles Elsea made a motion to adjourn; Tom James seconded; motion passed and meeting closed at 10:10 am.

The next meeting of the Fairfield County Port Authority is scheduled for Wednesday March 18, 2015 at 8:30 am in the Fairfield County Courthouse

Respectfully submitted,

Linda Kauffman, Assistant Secretary-Treasurer
Fairfield County Port Authority