



## MINUTES

**Regular Meeting of the Board of Directors  
Tuesday, March 21, 2023  
City of Hamilton Council Chambers, First Floor, 345 High Street, Hamilton, OH  
8:30 a.m.**

**Meeting called to order:**

Chair Ms. Quinn called the meeting to order at 8:31 a.m.  
David Fehr took roll.

**ROLL CALL:** Dona Canaan  
Brad Evans  
Matt Bockhorst  
Denise Quinn  
Tim Egloff (arrived at 8:39am)

Absent: Robert Schmidt  
Brian Fox

Staff Present: David Fehr, Development Director  
Brenda Todd-Finnell – Secretary, Fiscal Officer

Others Present: Stacey Dietrich Dudas, City of Hamilton  
Cathi Evans, General Counsel, Millikin Fitton  
Nathaniel Kaelin, City of Fairfield  
Pat Woodside, Attorney, Frost Brown Todd  
Michael Deal, Attorney, Dinsmore & Shohl, LLP  
Matt Gaston, Northpointe Development  
Dave Jones, City of Hamilton

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### **APPROVAL OF MEETING MINUTES – January 17, 2023**

Mr. Fehr stated the January 17, 2023 meeting minutes were emailed to the board and asked if there were any changes or comments. Hearing none, asked for a motion to approve.  
Ms. Canaan motioned to approve, Mr. Evans seconded the motion.

Roll Call: Ms. Canaan – yea  
Mr. Bockhorst – abstain (absent at last meeting)  
Ms. Quinn - yea  
Mr. Evans - yea



Motion carries. 3-0-1.

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### **Approval of Finance Report**

Ms. Todd-Finnell presented the financial reports from January and February 2023.

Starting with January 2023, not a lot of activity so far in the year, however, we have collected the remainder of the annual fees from 2022 in the beginning of 2023. Total income \$146,029.07 year to date in January 2023. Expenses for January were the REDI Partnership for \$7,500.00 and a service fee from First Financial for \$15.00. Total expenses for January were \$7,515.00. Star Ohio interest was \$14,119.85 for January. The Star Ohio balance as of 1-31-23 was \$3,661,514.00. The checking account balance at the end of January was \$202,983.97.

February 2023 – the total revenue so far is \$164,630.75 that is anticipated on collections. Year to date, total income was \$162,794.87. Expenses year to date was \$8,140.00. The Star Ohio balance was \$3,674,919.00. The Quicken balance at the end of February was \$219,124.77. We have not transferred as of yet to Star Ohio and will be doing that soon. We are taking into account the \$60,000.00 to hold into First Financial as well as \$100,000.00 for the upcoming RFP expenses. It was suggested by a board member to go ahead and transfer the \$100,000.00 for the RFP into Star Ohio since that expense will not be for 7 more months.

Mr. Bockhorst motioned to approve both January and February 2023 financial reports. Mr. Evans seconded the motion. All in favor. Motion carries. 5-0.

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### **Consider Resolution 2023-03 Koch Foods Seward Road Cold Storage:**

A presentation was made about this project in the January 2023 meeting. Koch Foods has been in Fairfield since roughly 1999 and are one of the city's largest industrial employers. At the end of 2021, Koch Foods did come to the Port Authority for an expansion to the north. This expansion was approximately 400,000 sf expansion and about a \$2 million dollar project. This expansion is closed. Koch is now back at the Port Authority for a new project. This would consist of a demolition of an existing building at 9450 Seward Road, formally used by Ohio Casualty/Liberty Mutual Insurance which is vacant. The existing building is about 270,000 sf which would be demolished and building a new building at 450,000 sf. 75% of the new building will be used for cold storage and approximately 25% to be used for dry storage. This will be used to store product they produce as well as for distribution of their product. The project itself is about an \$110,000,000 project and they are estimating that they would create around 100 jobs with this new expansion. The pay range for these jobs would be starting at around \$60k and increasing to around \$63k on average. They are asking to enter into a structure lease

agreement with the Port Authority to save the company on sales tax. With the supply chain issue and inflation, it is sometimes difficult to get financing on these type of projects. This project will help in revitalizing an area with an existing building that would probably sit there for many years unoccupied. The City of Fairfield is in favor of this project and expansion. Nathaniel Kaelin spoke on behalf of the City of Fairfield and stated the existing building was developed in the 70's and used to be a warehouse for Mcalpin's department store and was renovated in the late 90's into industrial and then into office space. Since covid, there is not an anticipation of the office space being utilized so the City of Fairfield doesn't feel like the building is viable. This transaction will be very similar to the prior Koch Foods project in 2021 according to Patrick Woodside, attorney.

Brad Evans, Chairman, read the Resolution 2023-03 to the board; A resolution (I) authorizing and approving a transaction concerning the acquisition, construction, development, and improvement of a cold storage and distribution facility and appurtenances related thereto constituting "Port Authority facilities" to be located on certain real property to be acquired by the authority, (II) authorizing the acceptance of certain real property by deed of conveyance, (III) approving the execution and delivery of a development agreement, a project lease agreement, a construction manager at-risk agreement, and indemnity agreement, and other related agreements in connection with the transaction: (IV) approving the provisions of an Ohio sales and use tax exemption certificate for the purchase of building and construction materials incorporated into the project, and (V) authorizing and approving related matters.

Mr. Bockhorst made a motion to approve the Resolution as read. Ms. Quinn seconded the motion.

Roll Call:      Mr. Egloff - yea  
                     Ms. Canaan - yea  
                     Mr. Evans – yea  
                     Ms. Quinn – yea  
                     Mr. Bockhorst - yea

Motion carries. 5-0.

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### **Consider Resolution 2023-04 – Maple Knoll Bond Indenture:**

This is a project that the Port Authority had previously approved in 2001 and since that transaction closed, there was a small clerical error found in the bond issuance which had to do with the bond maturity date. It had a date of June 1, 2041 and it should have been June 5, 2041. The error was caught and the proper way to fix this error is to have the Port Authority Board approve the Indenture this morning.

Michael Dean with Dinsmore spoke to the board to clarify the error. There was not a fee for the amendment.

Resolution 2023-04 – Resolution authorizing the execution and delivery of a first amendment to indenture of trust (bond indenture) related to the Butler County Port Authority Economic Development facilities refunding revenue bonds, series 2021 (Maple Knoll Communities, Inc.).

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Mr. Bockhorst made a motion to approve the Resolution as read. Ms. Canaan seconded the motion.

Roll Call: Mr. Bockhorst - yea  
Ms. Canaan - yea  
Mr. Evans - yea  
Mr. Egloff - yea (as long as they are paying our legal fees)

Ms. Quinn - yea

Motion carries. 5-0.

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### **Consider Resolution 2023-05 Fairfield Trade Center:**

This project was present to the board at the January 2023 meeting. This is a project developed by Northpointe who have done many industrial buildings in the West Chester/Fairfield area in the last couple of years involving the Port Authority. This will be approximately 600,000 sf of new industrial space. One building is going to around 298,000 sf and the other building will be a little over 300,000 sf. They are requesting assistance from the Port Authority. There would be lease revenue bonds for a twenty year term. The way the resolution is written, we would just do one resolution for \$53 million, however, because of the timing that these buildings might be built, we might close on one building before the other, so the resolution is authorizing both buildings. The bond issuance will be approximately \$27 million on one building and \$26 million on the other building. Northpointe has been a really good partner for the county. They seem to fill their buildings as quickly as they build them. The City of Fairfield is in support of the project. Nathaniel Kaelin spoke on behalf of the City of Fairfield - this particular site, the City did not expect any development on it as it is very low and very wet. The counterpart piece of land became a conservation area for West Chester Township. This development will generate property tax that the City was not expecting so they are thrilled it will now be developed. The City is going to extend a property tax abatement even though it will be in construction to show support. The schools will benefit from the 10 year tax abatement. The current trail that is located in this area would stay in tacked.

There would be 2 sets of annual fees and 2 sets of application fees per Michael Dean. A representative from Northpointe spoke to the board and answered questions. This transaction would be their 14 and 15<sup>th</sup> buildings that they have successfully completed in Butler County. The company will donate any excess land to the Metro Park.

Mr. Evans read in the resolution heading, 2023-05; Resolution authorizing the issuance and sale by the Port Authority of one or more series of taxable Economic Development lease revenue bonds, in a maximum aggregate principal amount not to exceed \$53,000,000, for the purpose of financing costs of acquiring, construction, equipping, furnishing and improving Port Authority, authorizing the execution and delivery of one or more instruments to lease the project site; authorizing the execution and delivery of one or more bond indentures to provide for the terms of and security for the bonds and the payment of bond service charges; authorizing the execution and delivery of one or more leases of the project site and project facilities to provide



revenues to pay bond service charges; authorizing the execution and delivery of one or more environmental indemnity agreements to safeguard the interests of the Port Authority; and authorizing and approving related agreements, instruments and documents and other related matters.

Mr. Egloff made a motion to approve the resolution, Ms. Quinn seconded the motion.

Roll Call:      Mr. Egloff - yea  
                    Ms. Quinn - yea  
                    Mr. Evans - yea  
                    Ms. Canaan - yea  
                    Mr. Bockhorst - abstain

Motion carries. 4-0-1.

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**Resolution 2023-06 – Consider Resolution 2023-06 Adopt revised Records Retention Schedule;**

Mr. Fehr stated that the Port Authority is required to keep certain records since it is a quasi – government entity and we have to have a formal records schedule as to what records we keep, what media and for how long. Office clean-up was tasked to Brenda. We worked with staff at the records center to update our schedule. We made some changes and then took it to the records commission to their review and approval. It is best practice to now have the Port Authority board make an official adoption of the schedule. Once it is done, it is then sent up the State of Ohio and then it becomes an official schedule. Then as we get opportunities, we will purge documents that no longer meet the new schedule.

Mr. Egloff made a motion to approve the resolution, Mr. Evans seconded the motion.

Roll Call:      Mr. Egloff - yea  
                    Mr. Evans - yea  
                    Ms. Quinn - yea  
                    Ms. Canaan - yea  
                    Mr. Bockhorst - yea

Motion carries. 5-0.

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**Consider Resolution 2023-07 Advertise Request for Proposal to prepare Strategic Plan for the Butler County Port Authority:**

Mr. Fehr stated that by way of background, we had a sub-committee work on this for a while which was Tim Egloff, Matt Bockhorst, and Denise Quinn. We sent this to the board for review and we didn't receive any comments. A copy of the full RFP is in the packet. The sub-



committee did ask if they could have a consultant take a look at this RFP, so we used Steward Land Use, LLC with a very minimal charge to review.

The timeline for the RFP was discussed by Mr. Fehr. This contract will come back to the full board at the May meeting. We are giving the chosen consultant 4 months to complete the plan once the consultant is chosen.

Mr. Bockhorst made a motion to approve the resolution. Mr. Egloff seconded the motion.

Roll Call: Mr. Egloff - yea  
Mr. Evans - yea  
Ms. Quinn - yea  
Ms. Canaan - yea  
Mr. Bockhorst - yea

Motion carries. 5-0.

Steward Land Use, LLC – formal request to use for professional services for future references and consultations – utilize the original contract at \$200 an hour.

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### **Director's Report:**

Mr. Fehr stated that the Director's report is in the packet and due to lack of time, the board members can read on their own.

Spooky Nook – we will still be doing a tour, however, Spooky Nook employees have been extremely busy and has asked if we could push the tour back for a couple of months. Brenda Todd-Finnell will coordinate this time frame with Spooky Nook and let the board members know when we have a finalized date.

Fairfield Logistic Project (update) – Patrick Woodside. Mr. Woodside stated that the project has been approved for a while. They had a couple of easements that they wanted to get resolved before the Port Authority took ownership so they wouldn't have to come back to the Port Authority to authorize all of the easement arrangements. All of this is complete now and will be closing the transactions within the next week or two. It was mentioned by the board that in the future, they would like to see the transactions occur in a timelier manner and not wait.

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### **PUBLIC COMMENT**

Dave Jones, City of Hamilton - wanted to speak about the financial report and how much was in the fund balance. He also asked if this money was restricted in any way. The board is to use the fund balance to its discretion and may not necessarily be a budgeted item

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**Executive Session (began 9:30am) – Recession**

Brad Evans read – Motion to recess regular session and enter Executive Session for the purpose of discussing with an attorney concerning disputes that are the subject of pending or imminent court action.

Mr. Egloff made a motion to approve the Executive Session, Mr. Bockhorst seconded the motion.

Roll Call:      Mr. Egloff - yea  
                     Mr. Evans - yea  
                     Ms. Quinn – yea  
                     Ms. Canaan – yea  
                     Mr. Bockhorst – yea

Motion carries. 5-0.

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Mr. Bockhorst made a motion to come out of the Executive Session, Mr. Evans seconded the motion.

Roll Call:      Mr. Egloff - yea  
                     Mr. Evans - yea  
                     Ms. Quinn – yea  
                     Ms. Canaan – yea  
                     Mr. Bockhorst – yea

Motion carries. 5-0.

(Executive Session ended at 10:06am)

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Next Port Authority meeting is May 16th, 2023.

**ADJOURNMENT**

Mr. Fehr asked for a motion to adjourn.

Mr. Egloff motioned to adjourn  
Ms. Canaan seconded the motion

MOTION APPROVED 5-0  
Meeting adjourned 10:10am

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These minutes represent a summary of these proceedings, are retained in accordance with the Port's Records Retention Policy, and may be obtained upon written request. Any charges associated with preparing any available recording transcript shall be borne by the person requesting.

Hamilton, Ohio  
March 21, 2023

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Chair – Brad Evans

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Secretary – Brenda Todd-Finnell