Meeting of the Board of Directors
Monday, August 31st - 2:00 pm - 3:30 pm
City of Middletown Building, Conference Room 2C 1 Donham Plaza,
Middletown, Ohio 45042

1. Call Meeting to Order (2:00 pm)

Chairman Jim Kleingers called the meeting to order at **2:03 PM**.

2. Roll Call

- **Chairman Jim Kleingers** – Present
- **Vice Chairman Greg Martin** – Present
- **Secretary Mike Stautberg** – Joined at 2:04 PM, immediately following roll call
- **Treasurer Benjamin Woo** – Present
- **Executive Director Ashley Combs** – Present
- **Director Mayor Elizabeth Slamka** – Present
- **Director Ken Cohen** – Present

Also in attendance were Michalla Perkins, Jacob Schulte, Martin Russell, Donnie Warner, Joshua Smith, Abby Haverkos, Bethany Schwan, and Samantha Zimmerman (who participated virtually).

3. Approval of Minutes (March 4, 2026)

The Board reviewed the minutes from the **March 4, 2026** meeting.

Motion made by **Vice Chairman Greg Martin**, seconded by **Secretary Mike Stautberg**, to approve the minutes as presented.
Voice Vote: 7 in favor; 0 opposed. **Motion Passes.**

4. Financial Report

The Board discussed establishing a more consistent and transparent process for MPA financial reporting. Treasurer Benjamin Woo emphasized the importance of consistency in the presentation and availability of financial information.

Joshua Smith provided examples of the financial reporting and annual budget documents utilized by the Butler County Finance Authority (BCFA). Discussion centered on developing a similar annual budget and monthly financial reporting structure for MPA, including line-item reporting that would allow the Board to more easily monitor revenues, expenditures, and available balances.

The Board also discussed ensuring that required financial information is appropriately available to the public, including posting financial reports to the MPA webpage and establishing an appropriate link through the City of Middletown's website.

A motion was made to provide BCFA appropriate viewing access to MPA financial statements and information necessary to assist with development of an MPA budget and recurring financial reports (on a monthly basis).

Motion made by **Mayor Elizabeth Slamka**, seconded by **Executive Director Ashley Combs**.
Voice Vote: 7 in favor; 0 opposed. **Motion Passes.**

5. Old Business

Parks Conservancy - The Board received a brief update regarding the Parks Conservancy. Conversations continue; however, there were no substantive developments to report at this time.

6. New Business

a. **RESOLUTION NO. 2026-1:** A RESOLUTION AUTHORIZING THE USE OF MIDDLETOWN PORT AUTHORITY FUNDS, IN AN AMOUNT NOT TO EXCEED THREE HUNDRED THOUSAND DOLLARS ($300,000), FOR REPAIRS AND IMPROVEMENTS TO ACTIVATE THE FIRST FLOOR OF THE CG&E BUILDING LOCATED AT 1 NORTH MAIN STREET, MIDDLETOWN, OHIO, AND AUTHORIZING THE EXECUTIVE DIRECTOR AND OTHER APPROPRIATE OFFICERS TO TAKE ALL ACTIONS NECESSARY TO CARRY OUT THE SAME

The Board considered Resolution No. 2026-01, authorizing the use of Middletown Port Authority funds in an amount not to exceed $300,000 for repairs and improvements necessary to activate the first floor of the CG&E Building, located at 1 North Main Street, Middletown.

Joshua Smith provided an overview of the proposed work and anticipated use of the funds. Discussion focused primarily on improvements to the building's core infrastructure, including the elevators and HVAC/mechanical systems, as well as improvements necessary to make the first floor operational.

Board members discussed the condition and licensing status of the elevators, the age of the existing mechanical systems, and the importance of directing MPA funds toward the fundamental infrastructure—or "bones"—of the building rather than tenant-specific improvements.

The Board discussed the broader redevelopment strategy for the building, including the potential for BCFA, foundations, the school district, and other organizations to occupy space while paying market-rate rents. The first-floor concept could also incorporate a community-oriented amenity or shared space.

Discussion also addressed the current Middletown office market and the importance of creating quality office space in the downtown core. Smith noted that conversations were underway with potential users, including organizations requiring substantial office space. The Board discussed the potential to attract tenants initially and allow them to expand or "step up" into additional space over time.

Treasurer Woo asked about the timing of the proposed investment and potential need for additional funding. The Board discussed the importance of maintaining oversight of individual expenditures and ensuring that significant costs are brought before the Board as the project proceeds.

Chairman Kleingers reviewed Sections 3 and 4 of the proposed resolution. Following discussion, the Board agreed that Sections 3 and 4 should be stricken, with expenditures brought back to the Board for appropriate review and approval.

A motion was made to approve **Resolution No. 2026-01, as amended by striking Sections 3 and 4**. **Voice Vote:** 7 in favor; 0 opposed. **Motion Passes.**

b. Downtown Ground Lease Discussion (properties/projects/locations)

The Board discussed the potential use of MPA's structure and authority to facilitate downtown redevelopment projects more efficiently, including through ground leases and other transactional tools.

Jacob Schulte discussed the City's procurement requirements and their impact on projects such as Manchester and environmental/remediation work. Traditional procurement requirements can add significant time between development of plans and specifications, bidding, contract award, and issuance of a notice to proceed.

The discussion focused on whether utilizing MPA for certain transactions could provide greater flexibility and allow projects to move at the speed required for economic development opportunities while maintaining appropriate governance and oversight.

Joshua Smith also discussed the potential role of a Community Improvement Corporation (CIC) and the additional powers available through that structure. Board members discussed procurement policies, professional-services exceptions, delegated authority to the Executive Director, and the appropriate balance between speed and Board oversight.

Chairman Kleingers requested that a more developed proposal be presented to the Board outlining what authority could appropriately be delegated and how the governance and procurement structure could operate.

The next MPA meeting was identified for **September 29, 2026, at 9:00 AM**.

c. City Updates

The Board received updates on several City of Middletown economic development and redevelopment projects.

Updates included ongoing Phase II environmental work at the Manchester site, including additional ground sampling and validation activities.

The Board also discussed 2 North Main Street, the former paperboard properties, and the City's continued work to position available sites for appropriate redevelopment. Gravel from the paperboard site has been removed and relocated to Terry Drive. The property is currently zoned I-2; however, discussion noted community interest in attracting business-to-business or productive industrial uses rather than truck parking.

An update was provided regarding Weidmann, which is anticipated to begin remodeling activities in October. Recent permitting discussions have occurred, and the project is expected to support approximately 56 jobs and $5 million in payroll. Joshua Smith noted that a capital lease request would likely be forthcoming.

Discussion also addressed the potential need for an enterprise agreement and other development tools associated with the project.

d. BCFA Discussions (MPA/BCFA MOU Discussion)

The Board discussed the existing cooperative relationship between MPA and BCFA and the future structure of that relationship.

Joshua Smith reviewed the historical context of the current two-year cooperative agreement and the intent to evaluate the arrangement before its expiration. Discussion centered on whether MPA should remain a separate entity supported administratively and operationally by BCFA rather than being absorbed into BCFA.

Board members discussed the value generated through the partnership to date, BCFA's growing involvement in Middletown projects, and potential structures for a future agreement. The Board also discussed how a new agreement could address base administrative costs while aligning additional compensation with successful transactions, including capital leases.

Among the concepts discussed were a base monthly fee, a performance-based fee associated with capital lease activity, and the treatment of investments made in the CG&E Building over a longer-term agreement.

Members emphasized the importance of understanding anticipated MPA revenues and maintaining adequate funds for MPA obligations, legal expenses, and future development activities.

Mayor Slamka expressed appreciation for the direction of the proposed structure. The Board requested that a full draft agreement and supporting outline be prepared for additional review and discussion before any formal vote.

The Board agreed that the document should be structured as a new standalone agreement, replacing the existing amended and restated cooperative agreement.

ii. CG&E Discussion (Repairs and Funding)

Additional discussion occurred regarding the CG&E Building and its role within the broader downtown redevelopment strategy.

The Board discussed the importance of making the building functional and usable, particularly as redevelopment activity expands through the Manchester area and along the Central Avenue corridor. Potential users and funding sources continue to be explored.

The Board also discussed the possibility of approaching Duke Energy regarding financial assistance, including potential support for architectural work associated with the building.

iii. Middletown Port Authority Operational Footprint

The Board discussed MPA's future operational footprint and its relationship with other port authorities, including the Warren County Port Authority.

Discussion included Middletown's geographic position across county lines, existing relationships with Warren County, and the importance of avoiding unnecessary political or operational conflicts while MPA and BCFA continue developing their future structure.

Members generally emphasized focusing on completing existing priorities and establishing a clear MPA/BCFA framework as the organization moves through this transition.

iv. General Update

The Board received an update regarding the Goetz Tower, including the project's existing historic tax credit award of approximately $2 million and ongoing redevelopment challenges.

Discussion included prior interest from Urban Sites, project density considerations, the possibility that the existing historic tax credit award may not be retained, and the potential for a future application seeking a higher tax credit allocation.

The Board also discussed the property's financing and lender position, including the possibility of working with lenders to determine whether the property could be repositioned for redevelopment.

The discussion returned to the importance of Manchester, the park, and the Central Avenue corridor as interconnected components of downtown Middletown's redevelopment strategy.

7. Board of Director's Comments/Discussions

Treasurer Woo raised a broader discussion regarding the appropriate financial threshold and scale of projects in which MPA should become involved.

The Board discussed the role of MPA and the City in supporting growing businesses, including smaller companies that may need assistance to remain or expand within Middletown. Members considered how MPA could provide value beyond traditional large-scale economic development transactions.

Discussion also included examples of development organizations and financing structures used elsewhere, including 3CDC and large-scale TIF-supported redevelopment efforts. Mayor Slamka raised the possibility of identifying strategic buildings or properties for acquisition and taking a more proactive approach to downtown redevelopment.

The Board discussed whether MPA could play a role similar to a more locally focused redevelopment entity, including strategic property acquisition, expedited foreclosure opportunities through land-bank tools, and other mechanisms to assemble or reposition properties for redevelopment.

8. Executive Session

To discuss financial and proprietary information, including trade secrets, submitted by or on behalf of an employer to the Middletown Port Authority in connection with the relocation, location, expansion, improvement, or preservation of the business of that employer; To consider the purchase of real property for public purposes if disclosure of the information would give a competitive advantage pursuant to Ohio Revised Code Section 121.22(G)(2); and conferences with an attorney for the public body concerning disputes involving the public body that are the subject of pending or imminent court action pursuant to Ohio Revised Code Section 121.22(G)(3).

No Executive Session was held.

9. Adjournment

The meeting adjourned at **3:58 PM**.