Middletown Port Authority (MPA) Agenda

September 29, 2026 - 9:00 - 10:30 AM

City of Middletown's Conference Room 2C

Virtual Attendance Option:
Join with Google Meet: meet.google.com/nvs-wdaa-iog
Meeting code: meet.google.com/nvs-wdaa-iog
Join by Phone: (US) +1 518-347-7508 / PIN: 966 800 679#

1. Call Meeting to Order (9:00 AM)

Chairman Jim Kleingers called the meeting to order at 9:00 AM

2. Roll Call

Chairman Jim Kleingers - **present**
Vice Chairman Greg Martin - **absent**
Secretary Mike Stautberg - **absent**
Treasurer Benjamin Woo - **present**
Executive Director Ashley Combs - **present**
Director Mayor Elizabeth Slamka **- present**
Director Ken Cohen - **present**
Martin Russell - **present**
Jacob Schulte **- present**
Joshua Smith **- present**
Donnie Warner, Esq. - **present**

Guests:
Michalla Perkins, City of Middletown
Abby Haverkos, BCFA
Bethany Schwan, BCFA

Chairman Jim Kleingers mentioned with 4 Board members in attendance, quorum has been reached. Note, Treasurer Benjamin Woo arrived after the roll call (at 9:07 AM) and strengthened this quorum from 4 to 5.

3. Approval of Minutes (August 31, 2026)

Motion made by **Director Ken Cohen**, seconded by **Executive Director Ashley Combs**.

Voice Vote - **4** in favor; **0** opposed; **0** absentation.
Motion Passes *(4 to 0, Treasurer Woo arrived after this vote).*

4. **Financial Reports - MONTHLY** (January - August 2026)

Discussion:
Chairman Jim Kleingers said that this monthly format is helpful and aligns with the financial cadence determined at the last meeting. He continued by asking if there was a way to project future revenues and the timing of those items.

Joshua Smith answered by mentioning the BCFA makes most of its income off of interest revenue. He mentioned that capital lease start payment dates are hard to nail down as projects have many variables to adhere with. While boards can be aware of projects, they do not necessarily close within the original anticipated timeline.

For example, the Weidman Project fee is based on the formula that multiplies the total construction costs by 50%, then by 6.5% (sales tax percentage), and then by 20%. The Weidmann fee of $220,000 is the estimate as of today, but the final construction cost numbers have not been released by the company yet and therefore income is only an estimate.

Treasurer Benjamin Woo asked about projecting potential income for budgeting purposes. Discussion followed regarding the $100,000 operating budget and approximately $300,000 available for the City of Middletown's first-floor 1 North Main (CG&E Building) project. Joshua Smith mentioned that the $300,000 figure was derived in part from anticipated revenue associated with the Weidman and Manchester projects, $425,000, as well as funds already held in the account.

BCFA Staff member Bethany Schwan mentioned that as soon as the MPA starts approving items for the 1 North Main (CG&E Building) project, each line item expense will be tracked as well as the total payment made by the MPA towards the $300,000 total. An example of future months' MPA financial reports were displayed on the screen.

Joshua Smith concluded this discussion suggesting that the MPA Board create a line item budget for 2027. Martin Russell echoed that potential revenue should be treated like a placeholder in any future budgets.

Motion made by **Director Mayor Elizabeth Slamka**, seconded by **Director Ken Cohen**.

Roll Call Vote - **5** in favor; **0** opposed; **0** absentation.
Motion Passes *(5 to 0, Treasurer Benjamin Woo had arrived and participated in the vote.).*

ACTION ITEM: *The BCFA Staff Members and the City of Middletown Staff Members (namely, Jacob Schulte & Samantha Zimmerman) will coordinate a time to create a 2027 MPA Budget. Once created, this will be presented to the MPA Board for approval.*

5. **RESOLUTION 2026-02:** A RESOLUTION AUTHORIZING AND APPROVING THE EXECUTION OF A GROUND LEASE BETWEEN THE CITY OF MIDDLETOWN, OHIO AND THE MIDDLETOWN PORT AUTHORITY IN FURTHERANCE OF THE MANCHESTER DEVELOPMENT; AND AUTHORIZING AND APPROVING RELATED MATTERS.

Discussion:
Before discussions began, Treasurer Benjamin Woo asked if there are enough members of the board present to have a quorum for this resolution since Executive Director Ashley Combs, and Director Mayor Elizabeth Slamka are here in both the City and MPA capacity? Director Mayor Elizabeth Slamka mentioned that since there is no personal (or familial) gain or financial interest in this matter that they can still participate. Legal representation, Donnie Warner, confirmed the Mayor's sentiment.

The Board continued and discussed the proposed ground lease between the City of Middletown and MPA for the Manchester Development.

Legal representation, Donnie Warner explained that this ground lease would allow the MPA to manage the demolition and related work through a faster and more streamlined procurement process, providing greater speed to implementation while still adhering to the Ohio Revised Code's regulations.

The Board also discussed MPA authorization of funds, potential sales tax exemption on construction materials, insurance requirements, and how project expenses will be allocated and tracked. It was clarified that the MPA will not have an independent financial obligation related to the project. Jacob Schulte confirmed that the 'Middletown Tomorrow Fund' will be used to pay for all items related to this project, namely the demolition and remediation.

Martin Russell noted that the project provides an opportunity for the MPA to gain experience with ground lease transactions while also setting them up for potential future capital lease projects.

The Board expressed support for the lease as a first step toward moving the Manchester Development forward.

Motion made by **Director Ken Cohen**, seconded by **Executive Director Ashley Combs**.

Roll Call Vote - **5** in favor; **0** opposed; **0** absentation.
Motion Passes

ACTION ITEM: *BCFA Staff Member, Bethany Schwan and City of Middletown employee, Jacob Schulte will handle receiving signatures on this Resolution 2026-02 and the Ground Lease legal document and will recirculate it once fully executed.*

6. **RESOLUTION 2026-03:** A RESOLUTION AUTHORIZING AND APPROVING THE FIRST AMENDMENT TO COOPERATIVE AGREEMENT BETWEEN THE MIDDLETOWN PORT AUTHORITY AND THE BUTLER COUNTY FINANCE AUTHORITY; AND AUTHORIZING AND APPROVING RELATED MATTERS**.**

Discussion:
The Board reviewed the proposed amendment to the April 2025 Cooperative Agreement between the MPA and BCFA.

The amendment establishes a 10-year term, a $3,000 monthly fee, and 5% fee sharing revenue structure generated from future projects. Discussion also addressed BCFA maintaining a physical

presence in Middletown and provisions allowing MPA to terminate the agreement if Joshua Smith is no longer with BCFA, including a proposed 180-day period.

Jacob Schulte asked about the governance and how capital lease transactions would flow between BCFA and MPA. Joshua Smith confirmed that upon completion of a project and payment received, BCFA would transfer 95% of the fee to the MPA bank account(s).

Discussion also addressed potential projects on the Warren County side of Middletown and the respective jurisdictions of MPA, BCFA, and Warren County. Martin Russell mentioned with the growing size of Middletown's and Warren County's New Community Authority (NCA) relationships and abilities of the MPA are important. In future days, termination with Warren County might be feasible. Noting that termination holds a 180-day period. Although, right now with Renaissance Point happening might not be the right time to terminate this relationship.

Treasurer Benjamin Woo asked when this MPA and BCFA agreement would start. Legal representation Donnie Warner confirmed that it would take place as of date of a fully executed resolution and agreement and hold for ten years.

The Board agreed additional discussions with Warren County representatives, including Matt Nolan, would be appropriate before establishing a formal approach.

The Board also briefly discussed the NCA structure and representation.

Motion made to accept Resolution 2026-03 conditionally once the addition of a provision (under section 5, subsection f) allowing MPA to terminate the agreement if there is leadership change within BCFA, (and including a proposed 180-day termination period) by **Executive Director Ashley Combs**, seconded by **Director Ken Cohen**.

Roll Call Vote - **5** in favor; **0** opposed; **0** absentation.
Motion Passes

ACTION ITEM: *Donnie Warner will update Resolution 2026-03 and the Agreement to include the requested provision (listed above).*

7. New Business

- Update on Weidmann
- MPA Meeting Cadence
- 2027 Budget Discussion

Discussion:

The Board discussed several potential projects, organizational matters, and upcoming opportunities:

- **Potential Meetings:**
  Joshua Smith discussed inviting Alan Harold (CFO of Coon Restoration, the owning entity of Goetz Tower) to a future MPA meeting to discuss historic tax credits and redevelopment opportunities, including the former Rose Furniture property.

The Board also discussed arranging a smaller informational meeting with Cincinnati's 3CDC representatives to get all their questions answered.

- **881 Eaton Road / Madison Township:**
  The Board discussed the property and potential use as a laydown yard. Additional conversations with Madison Township are needed regarding utilities and sewer availability.

- **Committee Structure:**
  The Board discussed establishing a three-member committee, potentially including the Chair and Vice Chair and Treasurer, to meet during non-Board meeting months and work through project-related questions, MPA financial matters, etc. before matters reach the full Board.

  ACTION ITEM: *The MPA Board will have to determine if they would like to have this Committee established and set up. Once determined, BCFA staff member Bethany Schwan can help you find a meeting date/time.*

- **MPA Meeting Cadence:**
  Members discussed establishing a consistent monthly meeting schedule. A Doodle Poll (scheduling tool) will be distributed to determine availability, with the second Wednesday among the options discussed.

  ACTION ITEM: *BCFA Staff member Bethany Schwan will distribute a Doodle Poll to find the best availability to a monthly MPA meeting.*

- **Weidmann Update:**
  The Weidmann capital lease is scheduled for consideration by the BCFA Board at the BCFA Board Meeting, tomorrow, September 30th at 3:00 PM.

- **2027 Budget:**
  ACTION ITEM: BCFA Staff and Middletown City staff (namely, Jacob Schulte and Samantha Zimmerman) will begin preparing a draft budget for review at the October, November or December MPA meeting. Keeping in mind, potential revenue associated with the Manchester project and approximately $90,000 anticipated from the EI Ceramics project.

- **Development Opportunities:**
  The Board discussed the Cleveland-Cliffs New Miami site as a potential model for future MPA involvement - all of which was subject to a nondisclosure agreement.
  Middletown and therefore MPA has some potential future development opportunities popping up (i.e., the Paperboard Site).

8. Executive Session:

A motion to enter into executive session pursuant to Ohio Revised Code Section 4582.58(C), to discuss financial and proprietary information, including trade secrets, submitted by or on behalf of an employer to the Port Authority in connection with the relocation, location, expansion, improvement, or preservation of the business of that employer; To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official pursuant to Ohio Revised Code 121.22 (G)(1); To consider the purchase of property for public purposes, the sale of property at competitive bidding, or the sale or other disposition of unneeded, obsolete, or unfit-for-use property in accordance with section 505.10 of the Revised

Code, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the general public interest pursuant to Ohio Revised Code 121.22 (G)(2).

Motion made by _____, seconded by _____.
Time:_____

Motion to reconvene made by _____, seconded by_____.
Time:_____

No executive session was necessary, and therefore not held.

9. Adjournment

Motion to adjourn made by **Director Mayor Elizabeth Slamka**, seconded by **Executive Director Ashley Combs**.

Time: **10:00 AM**