



MINUTES

**Regular Meeting of the Board of Directors
Tuesday, January 17, 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: Tim Egloff
Brad Evans
Robert Schmidt
Denise Quinn

Absent: Dona Canaan
Brian Fox
Matt Bockhorst

Staff Present: David Fehr, Development Director
Brenda Todd-Finnell – staff

Others Present: Stacey Dietrich Dudas, City of Hamilton
Cathi Evans, General Counsel, Millikin Fitton

Approval of Officers 2023:

Chairman – A nomination was made for Mr. Evans as Chair for the 2023 year. No other nominations were made. Mr. Egloff made a motion to elect Mr. Evans as Chair for 2023, Mr. Schmidt seconded the motion. All in favor.

Roll Call: Mr. Evans – yea
Mr. Schmidt – yea
Mr. Egloff – yea
Ms. Quinn – yea

Motion Carries.

Vice Chairman – A nomination was made to retain Mr. Schmidt as Vice Chairman for the 2023 year. Mr. Egloff made a motion to elect Mr. Schmidt as Vice Chair for 2023. Ms. Quinn seconded the motion. All in favor.

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

APPROVAL OF MEETING MINUTES – November 15, 2022

Mr. Fehr stated the November 15, 2022 meeting minutes were emailed to the board and asked if there were any changes or comments. Hearing none, asked for a motion to approve. Mr. Schmidt motioned to approve, Mr. Egloff seconded the motion.

Roll Call: Mr. Evans - yea
Mr. Schmidt - yea
Mr. Egloff - yea
Ms. Quinn - yea

Motion carries.

TEFRA hearing (Tax Equity and Financial Responsibility Act) Community First Solutions \$12,000,000 Revenue bond request:

January 9, 2023 the hearing request was posted on the Butler County's Port Authority website under the public notices section. Comments were to have been made to our office no later than 5pm January 13th, 2023 at 130 High Street, 6th floor, Hamilton, OH 45011. The office did not receive any comments on this hearing request. Mr. Egloff made a motion to open the hearing, Mr. Evans seconded the motion. All in favor.

Public hearing began at 8:41am

Michael Dean with Densmore and Shohl is presenting for the Port Authority.

Mr. Dean stated that the bond issue has been proposed for up to \$12,000,000 which is primarily new money for new construction financing. This is for 20 independent living units at the Berkley Square addition campus. This transaction would serve as no legal liability to the Port Authority. There is work being done on some protections that were not there in the 2021 documents which would be some routine personal liability language, all of which are generally assumed, however, we have made that more clear. Security for the transaction are a master trust indenture note for the Community First obligated group. This would include an additional mortgage on the master trust to protect the interest of the bond. This is scheduled to close later next week or it could be the last week of January 2023 at the latest. This is a fairly standard tax exempt health care revenue bond for the Port Authority. We will be meeting with the Commissioners on Monday, January 23rd, 2023 to get the final TEFRA approval. This is just the TEFRA hearing stage of this project. Mr. Dean opened the hearing up to any questions.

Mr. Schmidt asked if there a default language provision since this is a Master Trust Indenture. Mr. Dean replied that yes, there would be. There may also be some other default language.

Mr. Schmidt asked if the Port Authority is responsible for rebate calculations. Mr. Dean stated that would solely be the responsibility of the applicant as well as any rebate payments that comes up.

Mr. Schmidt made a motion to close the TEFRA hearing. Mr. Egloff seconded the motion. All in favor.

Hearing closed at 8:45am.

Consider Resolution 2023-01 – authorization for Port Authority to participate in the project for Community First Solution

Representative from Community First Solutions spoke to the board about the project itself.

This project is the next phase of independent living for Berkley Square. Back in 2021, they put up 14 new independent living units which have all sold out, residents have moved in. The new phase will be putting up 10 structures which will be 20 additional units for independent living which are very similar to what was done in 2021. This will be \$10,000,000 of the \$12,000,000. The rest of the financing will be used for capital interest and routine capital, this is just an expansion on the Berkley Square project.

Community First is rated, however, the bonds will not be rated. Community First has around \$22,000,000 in payroll annually. There is a possibility to expand to one more street after this. Bond documents have been supplied to the Port Authority.

Mr. Evans read in the resolution heading, 2023-01, a resolution authorizing the issuance of not to exceed \$12,000,000 of the Butler County Port Authority Economic Development Facilities Revenue Bonds, series 2023 Community First Solutions 2023 project authorization the Butler County Port Authority to execute and deliver a loan agreement, a bond purchase agreement, a tax purchase agreement in connection with the issuance of such bonds and authorizing other actions in connection with such bonds.

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

Roll Call: Mr. Egloff - yea
Mr. Schmidt - yea
Mr. Evans - yea
Ms. Quinn - yea

Motion carries.

Resolution 2023-02 - Spooky Nook Multi-Use Trail Easement and Conveyance (Project But – Hamilton Beltline Trail Ph. 3):

Mr. Fehr stated that the former Champion Paper Mill is now Spooky Nook Hotel and Conference Center. There is an old rail line between the building the river – the beltline. For several years, it has been contemplated to use this space for a multi-use hiker/biker trail that would run from Main Street, go north along the river, and then tie into B Street. Detail designs of this trail are available for anyone wanting to look at that path. Discussion on this project was started around May 2022. The reason why this is in front of the board today is as part of these Port Authority transactions, we actually have title to the property for approximately 5 years while it is a Port project. The Spooky Nook Mill 2 closed in 2020 so 5 years would take it out to 2025. During this time, if there is something with real estate or easements that need to be put on because the Port Authority has the title, we feel like the board should have rights to those transactions. In this particular transaction, the Spooky Nook people have been in conversation and they sent a written email stating that they are okay with this transaction, so they are on board with it. The City of Hamilton is on board with it. Grant funds have been applied for this project.

Exhibit A shows the various types of easements that relates to this project. There are legal descriptions included as well which describes it is a conveyance or a temporary work easement, or a perpetual easement. All of the documents were given to the Spooky Nook people and they were in agreement with the transaction. Pat Woodside with Frost, Brown, Todd is representing the Port Authority and is present at this meeting and was available for questions. Spooky Nook's attorney did review all of the documents and was in agreement and an email was sent on their behalf.

Resolution 2023-02, as resolution offering the conveyance of the real property interest.

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

Roll Call: Mr. Egloff - yea
Mr. Schmidt - yea
Mr. Evans – abstain
Ms. Quinn - yea

Motion carries.

Project Introduction NorthPoint Fairfield Trade Center - City of Fairfield:

Mr. Fehr stated that a packet of information was sent out to the board last week. Yesterday, an updated slide deck was received. A representative from NorthPoint was present at the meeting to discuss the project.

This project is the next phase for Butler County at the Fairfield Trade Center. This would connect Union Center project to the West Chester project.

An overview of NorthPoint was presented to the board. A little over 600,000 square feet with 2 buildings and approximately \$63,000,000 in investment, \$11,000,000 investment in payroll. This site is super constrained by the floodplains so there are significant financial hurdles to make it developable, however, they feel very confident in being able to make this project a success.

This is a total of approximately \$230,000,000 of investment on the project. Two buildings have already been completed. A good mix of tenants are currently utilizing the space. The City of Fairfield, Nathaniel Kaelin, came to show support of the project. The City has approved a 10 year, 75% tax abatement for construction and within that, it does have job performance metrics which is 1 job at \$18.00 an hour for every 2,000 square feet. This should create around 304 jobs and \$11,000,000 in payroll. The City of Fairfield feels this is a very solid project.

Project Introduction NorthPoint Multi-Family – West Chester Township:

There was an updated slide deck in the board packet titled the Residences at Gateway. A representative from NorthPoint was also available to discuss this project. The company has developed around 5,900 units mostly around Kansas City which is where they are headquartered. The company has won 3 awards for Multi-family projects. This site will be west of the GE Aviation offices, north of Union Center Boulevard.

A master plan was shown to the board for this project. The City of West Chester is very supportive of this project. They have set up a reimbursement funding for Aviation Way which will all be built in conjunction with this project. They feel that their project would be a catalyst for other projects in close vicinity.

The 331 unit apartments would have a health facility, a pod casting room, just to name a few. The total project would be approximately \$86,000,000. This land is in a TIF area.

Every unit has top of the line accommodations such as stainless steel appliances, in apartment washer and dryers, etc. There will be a heated salt water pool and dog walking area. 44% of the people who live in these apartments are prior homeowners that doesn't want the responsibility of that anymore. 60% 1-bedroom and 40% 2-bedroom apartments will be available. The south side of the development, the plan is to be offices and retail.

Approval of Finance Report

Ms. Todd-Finnell presented the financial reports from November and December 2022.

Total income \$423,875.00 year to date in November 2022. Expenses for November were legal cost \$975.00 which brings the total expenses for November 2022 to \$36,370.00 year to date. Income minus expenses year to date in November was \$387,505.00. The bank statement balance at the end of November was \$62,529.00. Star Ohio was \$3,634,426.00 on November bank statement. An updated budget was included in the packet for the boards review. The packet also included the annual fee revenue report with updated payments to the Port Authority.

December 2022, year to date, total income was \$426,881.00. Expenses year to date was \$37,435.00. Revenue versus expense for year end 2022 was \$389,445.00. \$64,469.00 in the quicken balance end of year. \$59,232.00 is the interest accrued in Star Ohio for the end of December. \$3,647,394.00 is the ending balance for Star Ohio in December 2022. \$101,018.00 was collected in deposits since the end of December. Second invoices have been sent to \$20,000.00 in fees that have not been submitted to date. \$157,955.00 is the balance in the checking account as of today's date. If we leave \$60,000.00



in the checking account for expenses, we will be depositing approximately \$100,000.00 into Star Ohio once again. Star Ohio current interest rate is 4.19%.

Mr. Schmidt motioned to approve both November and December 2022 financial reports. Mr. Egloff seconded the motion. All in favor. Motion carries.

Strategic Plan/Investment Sub-Committee Report:

Mr. Egloff reported to the board that the Investment Sub-Committee, there is a meeting scheduled next Tuesday. Michael Dean will also be attending this meeting. Mr. Dean will be bringing approved investment policies that other Port's currently utilize. Within those documents will be a description of things that you can and cannot do from both regulatory and a policy perspective. We will spend our time accessing what we can do for the Port's liquidity and also to update what we currently have in place or craft something if we do not have one.

On the Strategic Planning Sub-Committee, Matt Bockhorst has been putting together an RFP that is close to final at this point which we will submit proposals to help us as a board look at the things we talked about a couple of meetings ago by what other services we could potentially offer to the community. Once we narrow the responses down, we will collectively meet as a board to make sure that the candidates are acceptable and if they are, we will move forward with an engagement. The RFP will go out to the board first for additional feedback.

Director's Report:

Mr. Fehr stated that since Brenda Todd-Finnell is the Fiscal Officer for the Port Authority, we are going to give her read only access to the Star Ohio account in case she needs to pull off statements. This will be read only and she will not have the ability to withdraw funds. Mr. Egloff stated that some type of fiscal management policy needs to be put in place.

Fairfield Logistics is a couple of weeks away. Legal works needs to be complete prior to the real project, so they are still working on that aspect. The City of Fairfield is still working on a bond issue with some road improvements according to Patrick Woodside. We will continue to monitor.

Mr. Fehr was nominated to be on the Ohio Economic Development Association Board which will be 4 meetings a year. This will be a nice networking opportunity and will certainly get Butler County and Port Authority name out there.

Mr. Fehr stated that Matt Bockhorst term is up and Mr. Bockhorst would like to be reconsidered for appointment. If the Commissioners agree, he will be on the Port Authority board for another 4 years, so thank you Matt Bockhorst

Mr. Fehr spoke to Ross Township and the City of Trenton about some potential projects.

The City of Fairfield is here today and would like to speak briefly about a project. The agenda was already distributed when this request came in so they will be discussing their project in the Public Comments section.

Brenda Todd Finnell formally worked at Spooky Nook prior to her employment with Butler County. She would be more than happy to organize a tour of the facility if anyone is interested.

Our new board member, Dona Canaan, was not able to make the meeting today due to a prior conflict. She will be at our next meeting. She resides in Fairfield so it will be nice to have her on the board for input on those projects.

PUBLIC COMMENT

Nathaniel Kaelin, City of Fairfield, wanted to speak about a potential project for Koch Foods. Mr. Kaelin spoke about their last project back in 2021 as well. Valerie Hines with Koch Foods was also available in the audience. This company has been in Fairfield since 1999. They have plants for all parts of the chicken making process from the kill plants to deboning plants, etc. Fairfield is the end of the line where the finished product comes out. They are Fairfield's largest industrial employer at this point. They are a county utility user as well. The current facility is on Port Union Road which contains 7 production lines. They would like to add 3 more production lines. The buildings can hold up to 5 production lines so there may be 2 additional buildings built for this over time. The investment will be over \$300,000,000 which is a massive investment. An outline of the facility was shown to the board on the screen. A new water tower and new sewer outlet is being constructed by the City to accommodate for the needs of this project. The new project will be constructed on Steward Road with a new refrigeration facility. This would support the existing plants, store some dry product, it would also store products that are produced and be a part of their distribution process. They do have distribution in Mississippi and Illinois right now, but would like to do it close to the existing plant. The plan is to build a building at around 400,000 square feet. There is an existing building on this site that used to be offices for Liberty Mutual. REDI Cincinnati and JOBS Ohio have been contacted to make sure that this is going to be feasible. The existing building will be demolished according to plan and they have also requested assistance with local incentives which will most likely be property tax abatement and other support as well. The site is pretty much already served with infrastructure so there shouldn't be a huge need to expand in that area. Mr. Kaelin feels that this project is a good investment for the City. This project will be bringing 100 new jobs, \$6,000,000 in payroll for this site on top of the existing employment commitments they have made, \$100,000,000 investment and the site acquisition was \$10,000,000. We are fortunate to be able to keep this in the region for the City of Fairfield. In the next couple of months, Koch Foods will make a determination whether this project is doable. 75% of the building would be refrigeration.



Next Port Authority meeting is March 21st, 2023.

ADJOURNMENT

Mr. Fehr asked for a motion to adjourn.

Mr. Evans motioned to adjourn
Mr. Egloff seconded the motion

MOTION APPROVED 4-0
Meeting adjourned 9:54am

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
January 17, 2023



Chair – Brad Evans



Secretary – Brenda Todd-Finnell