

**LORAIN PORT AUTHORITY
Board of Directors
Regular Board Meeting
November 14, 2017**

Board of Directors: Ms. Carr, Mrs. Cook; Messrs. Bansek, Davila, Kuszniir, Mullins, Nielsen, Zellers and Zgonc

Staff: Tom Brown, Executive Director
Yvonne Smith, Accountant
Tiffany McClelland, Economic Development Specialist
Michael Brosky, Esq.

Guests: Rick Payerchin, Morning Journal

I. Roll Call

The meeting was called to order at 7:01 p.m. by Chairman Brad Mullins with roll call indicating a quorum present.

II. Report of Officers

A. Chairman

1. Correspondence received: None.

B. Executive Director

1. 2018 Lighthouse Tours: Mr. Brown said the Contract Management Committee met before the board meeting to discuss the 2018 Lighthouse Tour agreement with the Lorain Lighthouse Foundation. He said ticketing will be changing, the fee structure was consolidated and streamlined and some internal staff changes. The Foundation had a very successful 2017 season and port staff has recently met with their leadership for the planning of 2018. Mr. Brown said he believes this is a good agreement to present to the board and asked for its support. Mr. Zgonc said the contract

committee passed a motion to recommend the agreement to the full board.

Mr. Mullins presented:

A RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO ENTER INTO AN AGREEMENT WITH THE LORAIN LIGHTHOUSE FOUNDATION, INC. REGARDING THE PROVISION OF THE 2018 SHUTTLE BOAT SERVICE TO THE LORAIN LIGHTHOUSE.

Mr. Nielsen moved to accept Resolution No. 2017-47. Mr. Zellers seconded the motion.

Roll call vote as follows:

Ayes: 9

Nays: 0

Abstain: 0

Resolution Passed

2. Kelleys Island Ferry Boat Line update: Mr. Brown said in the first request for proposals we were not as successful as we had hoped. We didn't get enough variety of marine architects. He said we then went back to the Ohio Department of Transportation District 3, came up with a new plan and executed it. We received quite a variety of groups the second time around. Mr. Brown said the proposals will be reviewed by a panel including members of Kelleys Island, Ms. McClelland, himself, Mr. Mullins and Mr. Zellers. Once the proposals are reviewed the negotiating process will start. Mr. Brown said the goal is to keep the process moving and Kelleys Island is happy the project is moving forward. He said this has the potential to be a good revenue source for the agency, so we want to make sure this project is done right and will shine. In the next week or so the plan is to have a conference call to start reviewing. The members of the review panel all have copies of the submitted materials, which are lengthy, and come from a wide variety of companies. Once a proposal is decided upon, then it will be

presented and recommended to the full LPA Board of Directors. Mr. Brown said a special meeting might be necessary before the December meeting depending on the timing. Mr. Mullins confirmed the first meeting is next Thursday at 2:30 p.m. He then asked if Mr. Nielsen could also be a member of the panel or sit in as an alternate. Mr. Brown said he doesn't see that as a bad idea, but we should limit our votes to the two board members. Mr. Zellers asked about federal funds that were tied up and if they're now available. Mr. Brown said we were told to proceed with the process. The Federal Highway Commission and ODOT were behind the freeze, but it appears we've gotten approval. Mr. Zellers then asked if a contract was in place with the representatives from Kelleys Island. Mr. Brown said yes. The contract includes all of the fees and details. Mr. Zellers then asked if there was a goal in mind for the upcoming meeting. Ms. McClelland said she'd like to narrow the proposals down to two or three and then set up interviews with the chosen companies. Mr. Zellers then asked about what happens next in the process. Ms. McClelland said after the interviews, a company will be chosen and then pricing negotiations will commence to see if the panel and the company can come to an agreement. If an agreement on pricing can't be reached, we then move on to the next firm.

3. Spectrum 2017/2018 Lease Agreement: Mr. Brown said this was also discussed during the contract committee meeting prior to the regular board meeting. The Port Authority has had an ongoing relationship with Spectrum Consulting Services as they run the concession stand here at Black River Landing. The 2017 lease was never exercised, so we're asking that the 2017 lease be exercised first and then we'll move on to the 2018 lease. He said there is really no difference in the leases other than the fact we used to

base it on the number of days used and now it's just a monthly fee based on what they were paying previously per year. Mrs. Smith asked about the resolution wording being changed to include both 2017 and 2018. Mr. Zgonc then moved to amend the resolution's wording to include the 2017 and 2018 seasons. Mr. Bansek seconded the motion. Motion carried with Ms. Carr abstaining due to the appearance of a conflict of interest.

Mr. Mullins presented:

A RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO ENTER INTO AN AGREEMENT WITH SPECTRUM CONSULTING SERVICES, LLC. FOR THE 2017/2018 LEASE OF SPACE WITHIN THE FERRY TERMINAL BUILDING.

Mr. Zgonc moved to accept Resolution No. 2017-48. Mr. Bansek seconded the motion. Roll call vote as follows:

Ayes: 8

Nays: 0

Abstain: 1

Resolution Passed

4. Memorandum of Understanding for Dog Handler: Mr. Brown said Lil, the goose dog, recently arrived and the staff hosted an open house that went over well. Lil is already doing a great job. He said the staff was a bit nervous because the geese were no where to be found after Lil's first week on the job, but a three-day weekend brought the herds back. In the last week the site also got some migrating geese. He explained that the geese in the area that were frequenting Black River Landing now run as soon as they hear Lil's leash. As far as first glance, amazing. The difference when walking into the office on a daily basis, walking the trails and looking at the grass is very noticeable. The amount of goose droppings has diminished greatly. Mr. Brown said Harbor Walk is a little nervous about the success rate, but we'll cross that bridge when we come to it. Ms. McClelland did some research and formulated a proposal

based on what experts recommend and what she thought was fair. Mr. Brown said he thought the MOU should be entered into the policy manual for employees and he was looking for board support. He said he's confident in it and there is a lot of legal precedent. Mr. Brown also explained that when Ms. McClelland was out of town recently Ms. Smith took Lil home and it was reflected in payroll. It went very well. The staff has been working on training so it's a seamless effort. Ms. McClelland said the MOU does state Lil will only work at Port facilities because we want to establish the precedent that we don't to dedicate staff hours and resources to handle other properties and facilities because we were certain the asks would come and they already have. Mr. Zellers said he thinks the MOU is a great idea and certainly reasonable, but he wondered if a set rate would be easier. Mr. Brown and Mrs. Smith explained that is essentially how it works. Every day an employee takes Lil home, they receive a half hour in compensatory time. So, when Mrs. Smith had Lil for four days, payroll reflected two hours of pay. Mr. Mullins asked if this MOU included food and vet bills. Mr. Brown said no, this MOU is to compensate the employee for being the handler, but details regarding the food and vet bills are also spelled out separately. Mr. Zellers asked if a flat rate of \$25 would be easier than counting the half hour. Mr. Brown said with the way payroll works, the employee can either get paid or use it as comp time, but he said the bylaws committee needs to meet soon to set guidelines for compensatory time and how much one can accumulate. Ms. Carr moved to support the MOU and add it to the bylaws. Mr. Zgonc seconded the motion. Motion carried. Mr. Brown added that he does see this as a dynamic situation, so if an amendment is needed later it can be addressed then. The half hour of comp time made sense now, but that doesn't mean it isn't open

for discussion. Mr. Zellers said he just wanted to ensure everyone was compensated equally.

5. Step It Up Challenge: Mr. Brown said the Port staff won the Lorain County Step It Up Challenge. Team captain Ms. McClelland challenged the staff and all full-time employees synced up their Fitbits and smart watches to crush the competition. We won by an average of over 2,000 steps a day. R.W. Beckett came in second place and two of their participants climbed Mt. Kilimanjaro. Mr. Brown said he's very proud of the staff. Between meetings, after work, before board meetings, during lunch and throughout the day the staff was actively trying to rack up steps. He said it was a lot of fun and the staff challenged each other. The competition is continuing next year and Mr. Brown said the Port plans on keeping it for a very long time. Mr. Zellers asked how many offices were involved and Mr. Brown said about 30 teams participated. He clarified by asked about the Port staff who participated. Ms. McClelland said the four full-timers made up the team. Our team average was 12,200, but Mrs. Smith explained Mr. Brown and Ms. McClelland would get 17,000 and 20,000 daily. Mr. Brown said he started a friendly rivalry with the Lorain County Metro Parks and thinks our numbers will be every better next time.
6. Technology assistance and upgrades: Mr. Brown said he challenged the staff to do some research and present what we wanted as far as upgrades. Mrs. Smith recently attended a seminar and we then decided to meet with Bonefish Systems and go out for a few proposals. Mr. Brown explained at first glance the proposed cloud-based backup system, software and hardware sounded good, but the more we looked into it our comfort level diminished because we would essentially lose control of our records and be

locked into a long-term maintenance contract. He said he found that didn't make sense for an office as small as the Port. The staff then went back to RDP Consulting, the information technology vendor we have used historically, and met three or four times. Mr. Brown explained each computer used in the office has varying capabilities. For example, Ms. Leyva might be able to convert a document for Mr. Brown, but he then is unable to edit it once he gets it back. We need a network, a cloud solution and upgrades as far as equipment. This is an aggressive move. We have it in the budget and this would essentially get us caught up. If we get a few new desktops and tablets, we'll be caught up and ready to implement a calendar to ensure computers are rotated out and updated every few years. Mr. Brown said the biggest component is the cloud storage and uniform software. Mr. Mullins asked for clarification about what we don't recommend. Mr. Brown said those were items suggested but deemed not necessary by the staff. Mr. Mullins then asked if other companies were contacted. Mrs. Smith said only Bonefish and they wouldn't provide quotes until we signed a contract. Mr. Brown said Bonefish had a pretty good proposal, but it didn't seem to work for a staff of our size. Mr. Mullins said there are a lot of companies out there that do the same thing as RDP Consulting. He said he would feel more comfortable if a counter proposal or two was available to compare. Ms. Carr agreed. Mr. Mullins said he's not opposed to spending money on technology and thinks it's an important part of what we do, but wants to establish a comfort level on price. Mr. Zgonc asked who we plan to reach out to. Mrs. Smith said Mr. Mullins and Ms. Carr will forward her names to contact. Mr. Mullins said he would like two more proposals so we have three total to compare. Mr. Kusznir said he would also include the three-year protection plan for the NAS drive that will be on-site. He said it's pretty easy to fix a computer or

troubleshoot software, but that storage system isn't something anyone can flip a switch and figure out.

III. Report of Committees

A. Contract Management Committee

1. Overview of Nov. 14, 2017, meeting: Mr. Zgonc said the committee reviewed the Lorain Lighthouse Foundation Lighthouse Tours 2018 agreement. It was tightened up and is agreed upon by the lighthouse committee and staff. The other topic was Spectrum Consulting Services. It's a nonprofit that has had a longstanding relationship with the Port Authority. The group runs the concession stand at Black River Landing during major events and provide a valuable service.

B. Strategic Development Plan Committee

1. Ms. Carr said she has been working with Mr. Brown to put together proposed strategic goals for the board and Port Authority, both long-term and short-term. As soon as a date that works is determined, Ms. Carr said she'll be calling a meeting to have the proposed goals worked through committee and then recommended to the board. Ms. Carr said she'd like to have the meeting before the end of the year. She'd like to have everything adopted and in place before the new year. Mr. Mullins agreed that's a good plan as those priorities could influence the budget. Mr. Brown said the CDFA assessment that was approved at last month's meeting needs to be included at the committee meeting. Ms. Carr said the assessment can be revisited once it commences.

C. Marketing and Public Affairs Committee

1. Mr. Bansek said his committee is waiting on guidance from the Strategic Development Plan Committee. Mr. Brown said in a marketing sense, he served as the the guest columnist for the winter 2017 Saint Lawrence Seaway Compass Newsletter. He said it was very good to have a former reporter on staff and Ms. McClelland to go through the grammar mistakes. The piece very pro-Lorain and will be available for anyone in the U.S. and Canada to read. Mr. Zgonc asked if the column will be on the web as well. Mr. Brown said yes.

D. Grounds Maintenance and Capital

1. Set meeting date for early December: Mr. Nilsen said he has not had the chance to sit down with Mr. Brown, but a meeting might need set for December. Mr. Brown said some board members did attend the site walkthrough. Mr. Zellers said the walkthrough was very helpful. Mr. Brown said we're waiting to receive the bids for 2018 grounds maintenance, so that's why a meeting is needed in early December to go over the proposals. Right now, Mr. Brown said the site is coming around but improvements need to be made in that vein. We've applied for a couple of grant opportunities leading into next year. We should hear back in the next few weeks to a month. If the projects are acceptable, we'll put together a full grant application and go to the board for approval.

E. Financial Planning and Audit Committee

1. October 2017 Financial Statement: Mr. Kuszniir said he went over the most recent financial statements and everything looked good. Ms. Carr moved to accept the October 2017 financial statement. Mr. Kuszniir seconded the motion. Motion carried.

2. Budget Amendment: Mrs. Smith said a memo was included in the packet because she requested a budget amendment from the Ohio Department of Natural Resources for the Marine Patrol Program that would be affecting the personnel line item. She heard back from ODNR and then sent out the revised budget amendment. We also received an additional \$2,526.07 for another real estate refund, which will be paid by Spitzer. The budget amendment will allow us to send those monies to them. The Marine Patrol boat does need repairs this year that it hasn't in the past, but those things do happen, so we asked for the money to be transferred to pay for that with the grant funds and proceed with that work. Mrs. Smith said we hope the program will be wrapped up by the December meeting, then we'll have the review and move forward with plans for 2018. Ed Favre and Mark Tomlin will attend next month's meeting to give a review and answer questions.

Mr. Mullins presented:

A RESOLUTION RATIFYING EXPENDITURES AND AUTHORIZING THE EXECUTIVE DIRECTOR TO REVISE THE 2017 OPERATING BUDGET, TRANSFER AND APPROPRIATE FUNDS AND REQUEST AN AMENDED CERTIFICATE OF ESTIMATED RESOURCES FROM THE COUNTY AUDITOR.

Mr. Zgonc moved to accept Resolution No. 2017-49. Ms. Carr seconded the motion.
Roll call vote as follows:

Ayes: 9 Nays: 0 Abstain: 0 Resolution Passed

3. Then and Now Certificate: Mrs. Smith said we do not have any then and now's that require board approval.
4. Deposit of Public Funds Bridge Agreement with Huntington National Bank: Mrs. Smith said every so often we have to do a resolution for the deposit of public funds into a bank. With Huntington buying out First Merit, they're doing a bridge agreement for the remainder of the time until the next one will need to be updated. This is required by the Ohio Revised Code.

Mr. Mullins presented:

**A RESOLUTION AUTHORIZING A BRIDGE AGREEMENT FOR DEPOSIT OF
PUBLIC FUNDS WITH HUNTINGTON NATIONAL BANK.**

Mr. Bansek moved to accept Resolution No. 2017-50. Ms. Carr seconded the motion.

Roll call vote as follows:

Ayes: 9

Nays: 0

Abstain: 0

Resolution Passed

F. Bylaws and Personnel Committee

1. Set meeting date: Mrs. Cook said she had nothing to report yet. Mr. Brown encouraged everyone to look at their calendar to see which day might work. He found it worked better when a date was decided upon together. Mr. Bansek asked about the timing. Mr. Brown said as soon as possible as it seems there are a laundry list of items to discuss. Mrs. Cook said whenever it's convenient for others is fine with her. Mr. Brown said he'd send out a few dates and see what might work.

V. Other Business

- A. Mr. Kuszniir suggested the Financial Planning and Audit Committee also set a meeting date and Mr. Brown and Mrs. Smith agreed potential dates could be sent out with the potential dates for bylaws.

VI. Public Comment

- A. None.

VII. Executive Session

Mr. Kuszniir moved to enter executive session for the purpose of discussing property disposition. Ms. Carr seconded the motion. Roll call vote as follows:

Ayes: 9

Nays: 0

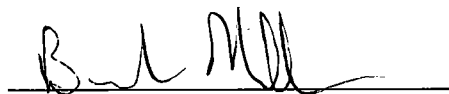
Abstain: 0

Motion Passed

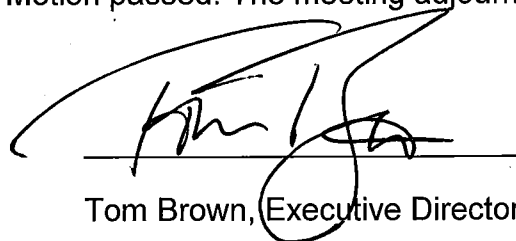
Ms. Carr moved to exit executive session. Mr. Zgonc seconded the motion. The motion carried.

VIII. Adjournment

There being no further business to come before the Board, Ms. Carr moved to adjourn. Mr. Davila seconded the motion. Motion passed. The meeting adjourned at 8:05 p.m.

A handwritten signature in black ink, appearing to read 'Brad Mullins', written over a horizontal line.

Brad Mullins, Chairman

A handwritten signature in black ink, appearing to read 'Tom Brown', written over a horizontal line.

Tom Brown, Executive Director