

## Meeting Minutes

West Central Ohio  
Port Authority  
July 15, 2021

### **Members Present**

David Carr, Gene Baumgardner, Richard Flax, Marcia Bailey, Dr. Richard Henry, David Faulkner

### **Others Present**

Louis Agresta, WESTCO  
Ty Compton, Bricker & Eckler

Tammi Angle, CAHD  
Devesh Kamal, CSH

The meeting was called to order by Chairman Baumgardner at 9:00 am and the roll was called. Having a quorum, the Board proceeded with the agenda.

### **I. Minutes**

A motion was made by Director Faulkner to approve the minutes from the June 17, 2021 meeting. The motion was seconded by Director Carr. The motion carried without opposition.

### **II. Financial Report**

Louis stated that during the month of June WESTCO received \$98,733.59 in receipts and paid \$44,531.62 in disbursements. Louis reported that the June receipts were primarily made up of maintenance fees, rents and leases, storage fees, and the final ODOT reimbursement for Bridge 124.67. The disbursements were almost entirely comprised of the reimbursing the railroad for WESTCO's 2020 real estate taxes. Louis added that the usual admin expenses also went into the June disbursements. Louis stated that for the year, WESTCO has received \$851,296.53 in receipts and had paid \$515,724.96 in disbursements.

Director Carr voiced concern about how far the railroad was in paying WESTCO for overhead payments. Louis agreed with the concern and stated that the railroad hasn't paid overhead for April, May, or June 2021. He stated that he has been in communication with the railroad's accounting personnel and has been told by them that they are aware how far behind they are and the holdup is because of issues within their system. Louis said that this has happened in the past and they made it right. The consensus from the board was that they wanted to see some sort of effort made by the railroad to pay a portion of the overhead fee until they can reconcile the actual numbers once those are generated from their system. Louis said that he would follow up with the railroad and relay the concerns of the board and ask for some sort of interim payment prior to the final reports being generated.

A motion was made by Director Henry to approve the financials for June 2021. The motion was seconded by Director Bailey. The motion carried without opposition.

### **III. Administrative Report**

#### **A. RJ Corman Lease Extension**

Louis stated that the initial lease agreement with RJ Corman at Glen Echo was entered into in March of 2017 for them to receive and unload the frames for the GM Navistar partnership. He added that earlier in 2021, they came to WESTCO with an amendment request to have ending dates (that could be extended) to the contract that corresponds to their contract with GM. He stated that the first amendment was due to expire on July 31, 2021. Louis stated that RJ Corman was proposing to extend the agreement through December 31, 2022. Louis added that he requested a CPI adjustment be added to the agreement, which was agreed to by RJ Corman. He stated that the CPI adjustment only looks back 12 months, not all the way back to when the agreement was first entered into in 2017.

Director Henry voiced concern about what would happen if RJ Corman's contract with GM wasn't renewed. Louis responded that there was a 30 day termination clause in the agreement, that either party can initiate if they wanted to. He stated that if their contract with GM was cancelled, he would expect them to initiate the termination clause. Louis added that he didn't expect that to take place since his dialogue with RJ Corman about the status of their contract with GM has been extremely positive.

Director Faulkner made a motion to approve the amendment with RJ Corman for their lease at Glen Echo that will expire on December 31<sup>st</sup>, 2022 and contains a 12 month CPI adjustment to the rate that will go into effect in January 2022. The motion was seconded by Director Carr. The motion carried without opposition.

#### **B. Sutphen Economic Development Resolution**

Louis stated that this project has been in front of the board for a couple of months now. He stated that it finally hit the newspaper earlier this month and was now public. He stated that Sutphen was a fire apparatus manufacturer with operations in Dublin and Urbana. He stated that they would like to consolidate their operations and expand in Urbana. He stated that they would like to partner with WESTCO to do that sales tax free. He stated that the ground lease, project lease, and other agreements that are authorized through the resolution haven't been drafted yet. Louis stated that he would not have put it on the agenda had he known those wouldn't be ready. Tammi Angle voiced concern about approving a resolution without seeing the documents that comprise the resolution. Marcia Bailey spoke to why she thought there has been a delay in getting those agreements ready. She stated that Sutphen is creating a realty company and because of that there has been some delay in getting an EIN and other paperwork for that realty company. Chairman Baumgardner stated that it was his opinion that without the documents in place, all WESTCO

can really do is pass a resolution of intent to pass the resolution once the proper documents are drafted and approved by WESTCO legal counsel. Tammi felt comfortable with that approach. Director Bailey asked Tammi if she should abstain from any votes surrounding this project because of her work on the project in her capacity with the Champaign Economic Partnership. Tammi stated that she should abstain.

Director Henry made a motion to approve a letter of intent to enter into agreement with Sutphen for the expansion project in Urbana, Ohio once the appropriate legal documents are drafted and approved by WESTCO legal counsel. The motion was seconded by Director Faulkner. The motion carried without opposition, but Director Bailey did abstain.

### **C. Project Updates**

Louis reported that the 2020 South Solon to Springfield track rehab project was completed on Monday. He stated that since the same contractor won both the 2020 and 2021 job, they were able to start on the Urbana job the next day.

Louis stated that quotes for the bridge work they were looking to complete on the Urbana Industrial line were due Friday. He added that they were expecting a quote of around \$30,000. WESTCO received one quote from Fritz Rumer Cooke in the amount of \$36,042.06. He stated although it was a little higher than the price he was given from the structures manager at the railroad, it was reasonable given all of the contractor/material shortages nationwide. Director Henry asked if it was an issue that the price was more than 10% over the engineer's estimate. Louis replied that the \$30,000 quote was not an engineer's estimate. He stated that one wasn't needed because this bridge didn't require engineering drawings. He added that since it was small enough, it didn't need to be officially bid either. Louis added that the project was initiated by the priority 2 bridge repair recommendations from the most recent bridge report passed along to WESTCO from the railroad. Dr. Henry voiced concern about bridge inspections being done by engineers not licensed in the State of Ohio. Louis stated that he would follow up on that to make sure Dr. Henry's concerns were met.

Louis stated that there was one additional agenda item that came up between the time he released the agenda and the meeting. Louis stated that for most local governments, the virtual meeting provision expired July 1<sup>st</sup>. He added the Caleb at Bricker and Eckler reached out to him in regards to a virtual meeting exemption available to Port Authorities. He said that there is a provision in the Ohio Revised Code for Port Authorities to meet virtually, so long as certain provisions are met. He added that there were seven provisions that needed to be met, all of which WESTCO already does. He stated that Bricker & Eckler could draft a sound legal policy that would allow them to be in compliance with the virtual meeting provisions of the ORC. He added that the fee to do so would be around \$1,500. Louis asked the board if they would like him to authorize Bricker and Eckler to proceed. The board agreed that there were various scenarios

where having this policy would be helpful. Director Carr stated that he would like to see something added where there was a minimum amount of meetings that Directors would need to attend in person. Louis suggested that could be added into the Bylaws rather than the policy. Tammi agreed.

Director Henry made a motion to authorize Bricker and Eckler to proceed with drafting a virtual meeting policy that would allow WESTCO to meet virtually as needed and be in compliance with the virtual meeting provisions for Port Authorities in the Ohio Revised Code. The motion was seconded by Director Carr. The motion carried without opposition.

#### **IV. Operations Report**

##### **A. Overhead Traffic**

Louis reported that he has not received the overhead reports for April, May, or June. He added that he would follow up with the railroad, per the discussion that was held earlier in the meeting.

Director Baumgardner asked if there was anything else to discuss in the general session of the meeting. Louis said he didn't have anything else, but did have one Executive Session item to discuss. Director Henry made a motion to enter Executive Session to consider financial and proprietary information considered confidential under Ohio Revised Code Section 4582.091, including trade secrets, on by or on behalf of an employer in connection with relocation location, expansion, improvement or preservation of the business of the employer. The motion was seconded by Director Carr. Louis moved forward with a roll call vote

Bailey: Yea, Bahan: absent Carr: Yea, Flax: Yea, Henry: Yea, Faulkner: Yea, Baumgardner: Yea

Director Flax made a motion to exit Executive Session. The motion was seconded by Director Carr. A roll call vote was given.

Bailey: Yea, Bahan: Absent, Carr: Yea, Flax: Yea, Henry: Yea, Faulkner: Yea, Baumgardner: Yea

Having no other business to discuss, Director Henry made a motion to adjourn. The motion was seconded by Director Faulkner. The motion carried without opposition. Chairman Baumgardner reminded everyone that the next meeting would be August 19th, 2021 and adjourned the meeting.

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Louis Agresta  
Secretary – Treasurer