

Lorain Port and Finance Authority
Board of Directors
Regular Meeting
Port Office
Tuesday, February 13, 2024, at 6:00 p.m.

Board of Directors: Ms. Bonilla and Kiraly; Mrs. Silva Arredondo; Messrs.
Mullins, Nielsen, Scott, Veard, Zellers and Zgonc (9)

Staff: Tom Brown, Executive Director
Tiffany McClelland, Assistant Director
Yvonne Smith, Accountant
Kelsey Leyva Smith, Office Manager
Mike Brosky, Esq., Port Attorney

Guests: Frank Sipkovsky, Lorain Lighthouse Foundation

I. Roll Call

A. The meeting was called to order at 6:03 p.m. by Chairman Brad Mullins with roll call indicating a quorum present.

II. Pledge of Allegiance

III. Disposition of Meeting Minutes

A. December 12, 2023, Contract Management Committee Meeting: Mr. Zellers moved to approve the meeting minutes. Second by Mrs. Silva Arredondo. Motion carried.

B. January 12, 2024, Regular Board Meeting: Mrs. Leyva Smith said there is one correction. She left a double "x" in place of the time on page one of the minutes, so that was corrected to 6:02 p.m. Mr. Zellers moved to approve the minutes as corrected. Second by Mr. Veard. Motion carried.

IV. Report of Officers

A. Chairman

1. Correspondence received:

a. Mr. Brown said one is from the FOPA, which is for the Police Auxiliary Lodge Pancake Brunch on Sat., March 16. He's going to do some sort of sponsorship. He'll likely be a table sponsor or something to that effect.

- b. Mr. Brown said we were also invited to the CHIP Hispanic Leadership Conference on April 27. We've done a bronze sponsorship in the past. If anyone would like to attend, let us know.

B. Executive Director

- 1. ARPA Agreement with the City of Lorain: Mr. Brown said we received the agreement for the \$995,000 from the city. He sent it to Mr. Brosky for review. Mr. Brosky said there are a lot of things. He wonders why the agreement is even necessary. Although he believes 90% is nonnegotiable, the one part he finds troubling is the claw back provision if you receive funds from another entity and specifically refers to the county. Mr. Brosky recommends talking with the city and removing that. This will also raise the overall cost because we'll be involved with prevailing wage. Mr. Zgonc asked for clarification on the claw back. Mr. Brosky said there is a clause that says if you receive funds from another ARPA another entity, and they specifically reference Lorain County, then the city would have the ability to claw back the dollars they promised us. He's not sure why they chose to include that. Mr. Mullins said that conflicts with their initial statement which was to match funds with the county. He asked Mr. Brosky is there was anything in the agreement about timing to spend the money? Mr. Brosky said yes but that wouldn't be an issue for us. Mr. Brown said they're also now discussing whether an amphitheater is a fundable thing so we have to make sure we're detailed and have approval from the city for parts of the project but maybe not the stage itself. Mr. Zellers said we need to talk to the city to start negotiating as soon as possible. Mr. Brown said we got the agreement last week on Thursday. He wanted to get it to the board asap. If needed, we'll have a special call. If not, we'll come back in March. Mr. Scott recommended immediate contact with the city.

C. Assistant Director

- 1. Property Transfer Agreement: Ms. McClelland said this is for the Oberlin project that we talked about previously. A school is being donated to us and then sold to Liberty Development. We're just acting as the conduit. Oberlin

City School District approved this in December. Mr. Mullins abstained due to the appearance of a conflict of interest.

Mr. Mullins presented:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE LORAIN PORT AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO ENTER INTO AN AGREEMENT WITH THE OBERLIN CITY SCHOOL DISTRICT TO ACCEPT PROPERTY SUBJECT TO LEGAL COUNSEL REVIEW.

Ms. Kiraly moved to approve Resolution No. 2024-03. Second by Mr. Nielsen. Roll call vote as follows:

Ayes: 8 Nays: Abstain: 1 Resolution Passed

2. Purchase Agreement: Ms. McClelland said this allows us to sell the property we just acquired in name only. Mr. Mullins abstained again due to the appearance of a conflict of interest.

Mr. Mullins presented:

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE LORAIN PORT AUTHORITY AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO ENTER INTO A REAL ESTATE PURCHASE AGREEMENT WITH LIBERTY DEVELOPMENT, SUBJECT TO LEGAL COUNSEL REVIEW.

Mr. Nielsen moved to approve Resolution No. 2024-04. Second by Mr. Veard. Roll call vote as follows:

Ayes: 8 Nays: Abstain: 1 Resolution Passed

V. Report of Committees

A. Contract Management Committee

1. Copier Lease Comparison: Mrs. Leyva Smith said next month our copier lease with MT Business will expire. She sent out a request for quotes and received three back. Two companies were pretty close in price for either a 60-month or 63-month lease. The third company only provided a lower rate once finding out they were the highest, so we eliminated them from consideration. She and Mrs. Smith have discussed the office's current printing habits and staff preferences, and they agree Advanced Office Copiers appears to be the best fit for the office. Mr. Mullins asked if the machine would be new? Mrs.

Leyva Smith said yes. Mr. Mullins asked if the incumbent was providing a quote on a new machine? Mrs. Leyva Smith said no, unfortunately MT Business/Com Dock declined to send a proposal and never responded. The three companies are new to us. Maintenance is built-in, including toner. The only thing we pay for additionally is paper and staples. Mr. Zellers asked about the numbers at the bottom of the price comparison. Mrs. Smith said those are based upon our current copy usage. It'll be about \$724 for our color and black and white copies, based upon our history, for one year. Mrs. Leyva Smith said the only other cost to consider is shipping back our current machine. That's estimated to be around \$600-1,100. Mr. Mullins asked why we would be responsible for that? Mrs. Leyva Smith said it's in the lease agreement. Mr. Brosky said we'll need to review the lease agreement. Mr. Zellers confirmed this would be a five-year deal. Mrs. Leyva Smith said yes. Mr. Zellers moved to go with Advanced Office Copies. Second by Mr. Zgonc. Motion carried.

2. 2024 Lighthouse Tour Agreement: Mrs. Leyva Smith said Mr. Frank Sipkovsky with the Lorain Lighthouse Foundation is here tonight to answer any questions you may have. She said the agreement is the same one we passed last year, which changed the way we invoice the foundation to per hour instead of per trip or ticket sold. Mr. Zellers asked how that has worked out for everyone? Mr. Sipkovsky said it has worked out great from them. Mrs. Leyva Smith said it works out well for her, too. Mr. Sipkovsky said they appreciate the partnership. Mr. Zgonc asked about a new boat? Mr. Sipkovsky said yes. They need to replace the work boat, which sunk last year. It costs \$66,000. They bought a new engine to go along with the boat and took out a loan. This agreement will help them tremendously. He said everyone benefits. It's everyone's lighthouse.

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 2024 SHUTTLE BOAT SERVICE TO THE LORAIN LIGHTHOUSE.

Mr. Veard moved to approve Resolution No. 2024-05. Second by Mr. Zgonc. Roll call vote as follows:

Ayes: 9 Nays: 0 Abstain: 0 Resolution Passed

3. 2024 History Tour Agreement: Mrs. Leyva Smith said this is identical to last year's agreement with the Lorain Historical Society. She works with their Executive Director Barb Piscopo to schedule the tours. For private tours, the historian receives \$75. Year after year, they have the highest number of sold out tours. Ms. Bonilla abstained due to the appearance of a conflict of interest.

Mr. Mullins presented:

A RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO ENTER INTO AN AGREEMENT WITH THE LORAIN HISTORICAL SOCIETY REGARDING THE 2024 HISTORY BOAT TOURS.

Mr. Zgonc moved to approve Resolution 2024-06. Second by Ms. Kiraly. Roll call vote as follows:

Ayes: 8 Nays: 0 Abstain: 1 Resolution Passed

Mr. Brown said he was invited by Ms. Piscopo to a Community Conversations Meeting on March 14 focused on entrepreneurship and how to ignite it. The invitation is extended to the board members. We can purchase additional tickets if needed.

4. 2024 Shuttle Boat Captain Agreement: Mrs. Leyva Smith said she expects all captains to return this coming season. They are a great group to work with. The agreement has the same rate as last year, \$25 per hour. Mr. Mullins asked about the boat maintenance? Mrs. Leyva Smith said she's getting quotes for that now. Parker Marine has the boats in storage, and she's researching new seat cushions for both boats, a new canopy for the Pride of Lorain, as well as teak and electrical repairs. Mr. Brown said as a whole in the last five years, our captains have been proactive in telling us about

maintenance items. Mr. Zgonc asked that Mr. Brosky review the agreement.

He said there have been some changes regarding independent contractors.

Mr. Mullins presented:

A RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR OR HIS DESIGNEE TO ENTER INTO AN INDEPENDENT CONTRACTOR AGREEMENT WITH SHIP CAPTAINS RELATIVE TO THE OPERATION OF THE SHUTTLE BOAT VESSELS IN 2024, PENDING LEGAL COUNSEL REVIEW.

Mrs. Silva Arredondo moved to approve Resolution 2024-07. Second by Ms. Bonilla.

Roll call vote as follows:

Ayes: 9 Nays: 0 Abstain: 0 Resolution Passed

5. Construction Manager at Risk Update: Mr. Zellers said he and Ms. McClelland met with Whiting Turner last week to talk about the next phases. He said they quoted \$30,000 to get us through schematic design estimates. They gave us a discounted rate at that time. With that, during schematic design we have asked them for a number of different things. We asked for quotes on the Train Station to come up with additional bathrooms. We asked for bathrooms potentially in a pavilion. We asked for geothermal, and to get involved with some electrical transformers. All of that is well and above what they were contracted to do. Whiting-Turner gave us a proposal with extra work included. Mr. Zellers and Ms. McClelland agreed they should have told us sooner. What they agreed to is using the discounted rate, bringing it from \$50,000 overage to \$24,923. His recommendation is to approve the additional work that was done. Number two, to keep them going in the pre-construction effort, the next thing that happens is the design development phase. The architects and engineers are working on the final designs now. Whiting-Turner is in every one of those meetings. He said it is important in this phase to make sure the budget is staying on track. This will take place through July. Then it will be time to get the competitive bids. Whiting-Turner is meeting at least once a week if not more. They're asking for \$30,384. Looking at the hours they're putting in, he thinks it's a good number. The last part is the construction documentation. They're asking for \$98,136. With that, they will

go out for bids, answer questions or requests for information, vet proposals. Then they come back and get our recommendation to put together the final guaranteed maximum price. But in order to keep Whiting-Turner on board, we have to sign this next agreement for a total of \$153,443. We've already paid the \$30,000 on top of that. His recommendation is to approve it. Mr. Zellers said the architects are about a week and a half away from finishing the design development drawings. They need to then go right into the construction documentation. He thinks it's imperative to get Whiting-Turner onboard through the preconstruction effort. That will take us right up to October. Mr. Zgonc confirmed the total is \$183,43. Mr. Zellers said yes. Mr. Brown said this is related to Resolution 2023-10. Mr. Zellers said the \$153,443 will cover the overage in schematic design and take us through design development and construction documentation. All of that will produce a guaranteed maximum price. Mr. Scott asked for further explanation on what was additional? Mr. Zellers said the contract says four months and we're eight months into this whole thing. We had five additional schematic estimates. There was some electrical transformer relocation studies, geothermal studies, the phasing, scheduling and options, countless meetings. We also got three or four different options on restrooms. We told them we need to know up front before they charge us for something. He has been impressed with them. Mr. Zellers moved to give Mr. Brown the authority to sign the change order from Whiting-Turner that will cover the additional cost of schematic design, portion of design development and construction documentation as authorized in Resolution 2023-10. Second by Ms. Kiraly. Motion carried with one no.

B. Strategic Development Plan Committee

1. Mr. Zgonc said he had no report.

C. Marketing and Public Affairs Committee

1. BrewFest Presentation: Mr. Nielsen said the committee met before the regular meeting. Mr. Howard Ross from BrewFest made a presentation. The committee recommended holding the date of August 10 for BrewFest for 90

days while Mr. Ross gets everything in order for the event. Then we will revisit at that time. Motion by Mr. Nielsen. Second by Ms. Kiraly. Motion carried.

2. Solar Eclipse Event: Mr. Nielsen turned the floor over to Mr. Brown. Mr. Brown said there was a lot of discussion. The committee recommended a budget not to exceed \$11,000 and working with nonprofits to breakeven or make a profit. Mrs. Silva Arredondo recommended reaching out to Mr. Mike Ferrer for help with parking vehicles. Mr. Nielsen moved to concur with the committee's recommendation. Second by Ms. Bonilla. Motion carried.
3. Port 60th Anniversary: Mr. Nielsen said we're going to get a logo made. Mr. Brown said it will be integrated into social media and any advertising we do this year.

D. Financial Planning and Audit Committee

1. January 2024 Financial Statement: Ms. Bonilla said she met with Mrs. Smith this afternoon. Mrs. Smith said she reviewed the bank reconciliation and a mini audit with Ms. Bonilla and everything was in order. Mr. Nielsen moved to approve. Second by Mr. Veard. Motion carried.

E. Bylaws and Personnel Committee

1. Mrs. Silva Arredondo said she had no report.

VI. Other Business

- A. Mr. Zgonc asked if the statistics on Facebook were from 2023? Mr. Brown said yes. Mr. Zgonc said that's fantastic. Mr. Brown said the new 24/7 camera should be up at Black River Landing in the next few weeks, too. Mr. Zgonc asked about a board retreat or training. Mr. Brown said Mrs. Leyva Smith and Mrs. Smith are working on the logistics of that now. Mrs. Smith asked what day is best? Saturday seemed to be the consensus.
- B. Mr. Mullins asked for a Rockin on the River update. Mr. Brown said he wasn't happy with recent the article. He's not sure what prompted it. He's issued a statement. We're in a good place with Mr. Bob Earley. Mr. Brown is hard at work. Mr. Mullins said we're very involved with Mr. and Mrs. Earley and are on top of it.

VII. Public Comment

A. None.

VIII. Executive Session: Property Disposition and Personnel

Mr. Scott moved to enter executive session. Second by Mr. Nielsen. Roll call vote as follows:

Ayes: 9 Nays: 0 Abstain: 0 Motion carried

Mr. Scott moved to exit executive session. Second by Mr. Veard. Motion carried.

IX. Adjournment

A. There being no further business to come before the board, Mr. Scott moved to adjourn. Mrs. Silva Arredondo seconded. The meeting adjourned at 8:08 p.m.



Brad Mullins, Chairman

Tom Brown, Executive Director