

Clermont County Port Authority
Board of Directors - Special Meeting
January 25, 2024

The Clermont County Port Authority Board of Directors met on Thursday, January 25, 2024, at 2:00 p.m. for a special meeting. Attending the meeting were Clermont County Port Authority Chair Loretta Rokey; Board Members John Woliver, Nader Masadeh, and Dale Roe; Clermont County Commissioners Claire Corcoran and David Painter; Assistant County Administrator Greg Bickford; Kristofer McClintick, Scott Gafvert, and Sara Partin, Department of Community and Economic Development; Patrick Woodside, Frost Brown Todd; Greg Thurman, Redwood USA, LLC, and Ed Boll, Jr.

Ms. Rokey called the meeting to order, the roll was called, and a quorum was present. Ms. Rokey asked for a motion to approve the Minutes of the December 19, 2023, Port Authority Meeting. Mr. Woliver moved to approve the Minutes of December 19, 2023. Mr. Roe seconded and the motion carried.

Ms. Rokey reviewed the guidelines regarding public comments and asked for public comments. No public comments were received.

Ms. Partin presented the Budget Report through 01/24/2024. Ms. Partin did notice that there was an error on the budget report due to some missing numbers. She will correct and email the budget report to the board members with those corrections. No formal action was needed for the Budget Report.

Under new business, Mr. McClintick provided an overview of Resolution 2024-01, Authorizing a Sub-recipient Agreement to Accept \$10 Million from Clermont County for the Purposes of Funding Broadband Infrastructure, Distribution of a Request for Qualifications to Potential Broadband Project Consultants, and Execution of a Consulting Services Agreement with a Qualified Broadband Project Consultant. After discussion, Ms. Rokey asked if there was a motion to approve Resolution 2024-01. Mr. Woliver moved to approve Resolution 2024-01 Authorizing a Sub-recipient Agreement to Accept \$10 Million from Clermont County for the Purposes of Funding Broadband Infrastructure, Distribution of a Request for Qualifications to Potential Broadband Project Consultants, and Execution of a Consulting Services Agreement with a Qualified Broadband Project Consultant. The motion was seconded by Mr. Masadeh and carried unanimously.

Mr. McClintick provided an overview of Resolution 2024-02, Authorizing and Ratifying the Extension of the Clermont County Port Authority's Engagement with Kegler, Brown Hill + Ritter Co., L.P.A. After discussion, Ms. Rokey asked if there was a motion to approve Resolution 2024-02. Mr. Masadeh moved to approve Resolution 2024-02 Authorizing and Ratifying the Extension of the Clermont County Port Authority's Engagement with Kegler, Brown Hill + Ritter Co., L.P.A. The motion was seconded by Mr. Roe and carried unanimously.

Mr. Woodside provided an overview of Resolution 2024-03 Authorizing and Approving a Transaction Concerning the Acquisition, Construction, and Development, of an Approximately 62 Unit Multifamily Housing Development and Improvements Related Thereto Constituting "Port Authority Facilities", for the Benefit of Redwood Cincinnati Tealtown Road OH P2 LLC, or an Affiliate Thereof; Authorizing the Acceptance of Certain Real Property Interests; Approving the Execution of a Development Agreement, a Construction Manager At-Risk Agreement, A Lease Agreement, and an

Indemnity Agreement in Connection with the Transaction; Approving the Provision of Ohio Sales and Use Tax Exemption Certificates for the Purchase of Building and Construction Materials Incorporated in the Project; and Authorizing and Approving the Execution and Delivery of Related Documents and Matters.

After discussion, Ms. Rokey asked if there was a motion to approve Resolution 2024-03. Mr. Roe moved to approve Resolution 2024-03 Authorizing and Approving a Transaction Concerning the Acquisition, Construction, and Development, of an Approximately 62 Unit Multifamily Housing Development and Improvements Related Thereto Constituting “Port Authority Facilities”, for the Benefit of Redwood Cincinnati Tealtown Road OH P2 LLC, or an Affiliate Thereof; Authorizing the Acceptance of Certain Real Property Interests; Approving the Execution of a Development Agreement, a Construction Manager At-Risk Agreement, A Lease Agreement, and an Indemnity Agreement in Connection with the Transaction; Approving the Provision of Ohio Sales and Use Tax Exemption Certificates for the Purchase of Building and Construction Materials Incorporated in the Project; and Authorizing and Approving the Execution and Delivery of Related Documents and Matters. The motion was seconded by Mr. Woliver and carried unanimously. Mr. Bickford left the meeting at 2:31 p.m.

Mr. Woodside provided an overview of Resolution 2024-04 Authorizing and Approving a Transaction Concerning the Acquisition, Construction, and Development, of an Approximately 137 Unit Multifamily Housing Development and Improvements Related Thereto Constituting “Port Authority Facilities”, for the Benefit of Redwood Miami Township SR28 OH P1 LLC, or an Affiliate Thereof; Authorizing the Acceptance of Certain Real Property Interests; Approving the Execution of a Development Agreement, a Construction Manager At-Risk Agreement, A Lease Agreement, and an Indemnity Agreement in Connection with the Transaction; Approving the Provision of Ohio Sales and Use Tax Exemption Certificates for the Purchase of Building and Construction Materials Incorporated in the Project; and Authorizing and Approving the Execution and Delivery of Related Documents and Matters.

After discussion, Ms. Rokey asked if there was a motion to approve Resolution 2024-04. Mr. Masadeh moved to approve Resolution 2024-04 Authorizing and Approving a Transaction Concerning the Acquisition, Construction, and Development, of an Approximately 137 Unit Multifamily Housing Development and Improvements Related Thereto Constituting “Port Authority Facilities”, for the Benefit of Redwood Miami Township SR28 OH P1 LLC, or an Affiliate Thereof; Authorizing the Acceptance of Certain Real Property Interests; Approving the Execution of a Development Agreement, a Construction Manager At-Risk Agreement, A Lease Agreement, and an Indemnity Agreement in Connection with the Transaction; Approving the Provision of Ohio Sales and Use Tax Exemption Certificates for the Purchase of Building and Construction Materials Incorporated in the Project; and Authorizing and Approving the Execution and Delivery of Related Documents and Matters. The motion was seconded by Mr. Roe and carried unanimously. Mr. Thurman left the meeting at 2:51 p.m.

Mr. Woodside provided an update on the Preserves at Olive Branch. They gave a presentation at the December meeting, and Mr. Woodside just wanted to provide an update.

Mr. McClintick discussed the order of operations for project submissions with the board members. After discussion, Mr. McClintick feels that the current order of operations for project submissions is efficient at this time.

Mr. McClintick discussed changing the meeting schedule to monthly meetings with the board. This is to help move projects forward and decrease any delays in a project's progress. After discussion, Ms. Rokey asked for a motion to establish monthly meetings that will occur on the third Wednesday of each month at 2:00 p.m. Ms. Rokey made the motion to establish monthly meetings that will occur on the third Wednesday of each month at 2:00 p.m. The motion was seconded by Mr. Roe and carried unanimously.

Mr. McClintick informed the board that virtual meetings are listed in the Port Authority Bylaws. This allows the board to attend virtually in extenuating circumstances for a maximum of 3 times per year. This is under section 3.10 of the Clermont County Port Authority Amended and Restated Bylaws, approved on February 20, 2019.

Ms. Rokey asked Ms. Partin to present the next item on the agenda for the nomination and election of officers. Ms. Partin called for nominations for the Clermont County Port Authority for 2024.

Upon a call for nominations for Chair of the Clermont County Port Authority, Mr. Woliver nominated Loretta Rokey and said the nomination was seconded by Mr. Roe.

Upon a call for nominations for Vice Chair of the Clermont County Port Authority, Ms. Rokey nominated John Woliver and said the nomination was seconded by Mr. Roe.

Upon a call for nominations for Secretary of the Clermont County Port Authority, Ms. Rokey nominated Kristofer McClintick and said the nomination was seconded by Mr. Woliver.

Upon a call for nominations for Fiscal Officer of the Clermont County Port Authority, Ms. Rokey nominated Greg DeFisher and said the nomination was seconded by Mr. Woliver.

Hearing no more nominations from the floor, Ms. Partin closed the nominations.

Mr. Woliver moved to elect Loretta Rokey as Chair of the Clermont County Port Authority. The motion was seconded by Mr. Roe and carried with Ms. Rokey abstaining.

Mr. Masadeh moved to elect John Woliver as Vice Chair of the Clermont County Port Authority. The motion was seconded by Mr. Roe, and the motion carried with Mr. Woliver abstaining.

Mr. Woliver moved to elect Kristofer McClintick as Secretary of the Clermont County Port Authority. The motion was seconded by Mr. Masadeh and the motion carried.

Mr. Masadeh moved to elect Greg DeFisher as Fiscal Officer of the Clermont County Port Authority. Mr. Roe seconded the motion, and the motion was carried.

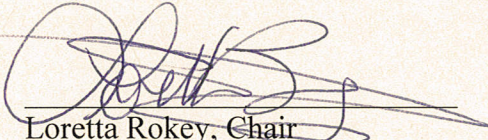
The new officers of the Clermont County Port Authority will serve the term from February 2024 through January 2025 as follows:

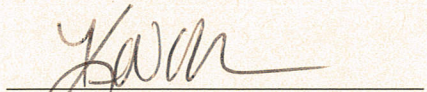
Loretta Rokey
John Woliver
Kristofer McClintick
Greg DeFisher

Chair
Vice Chair
Secretary
Fiscal Officer

With no additional items to discuss, Ms. Rokey requested a motion to adjourn. A motion to adjourn the meeting was made by Mr. Woliver and seconded by Mr. Roe. The motion carried unanimously. The meeting adjourned at 3:23 p.m.

ATTEST:


Loretta Rokey, Chair
Clermont County Port Authority


Kristofer McClintick, Secretary
Clermont County Port Authority

Date: 3-27-24

Motion to Approve:

Mr. Roe

Seconded By:

Mr. Woliver