

**Delaware County Finance Authority**  
**Board Meeting**  
February 5<sup>th</sup>, 2020

**Call to Order**

The regular Board meeting was called to order at 5:04pm

**Pledge of Allegiance**

Bill Bishop led the Board in the Pledge of Allegiance

**Roll Call**

Bill Bishop, Chair  
Kent Shafer, Vice-Chair  
Don Rankey, Treasurer  
Scott Cubberly  
Franz Geiger  
Frank Reinhard  
David Stadge

County Staff:

Bob Lamb  
Rob Platte  
Zach Dowley  
Kelsey Scott

Contracted Services:

Steve Cuckler, Taft  
Robin Yocum, Yocum Communications

**Nomination of a Secretary**

Mr. Rankey nominated Mr. Cubberly to be elected of the position of secretary. Mr. Shafer seconded the nomination. There were no other nominations.

MOTION: Mr. Rankey moved to nominate Mr. Cubberly to the secretary position of the Board. Mr. Shafer seconded the motion and the roll call vote was as follows: Mr. Rankey – AYE; Mr. Shafer – AYE; Mr. Bishop – AYE; Mr. Cubberly – AYE; Mr. Geiger – AYE; Mr. Reinhard – AYE; Mr. Stadge – AYE.

Mr. Cubberly is now the secretary of the Board.

### **Bob Lamb Presentation**

Mr. Lamb presented to the Board the Strategic Plan for the next 5 years and answered questions. Mr. Stadge asked to see the per capita income of the actual Delaware County workforce, and not include people who live, but do not work in Delaware County. Mr. Geiger also asked for an executive summary of the assumptions used on the tax figures presented, and a breakdown of the amounts of different taxes.

The Board was in recess at 5:25pm

The Board was back in regular session at 5:50pm

### **Kelsey Scott Presentation**

Ms. Scott gave a presentation to the Board on her business retention and expansion program and her goals for 2020. Mr. Stadge suggested that she separate the top employers by location and to distribute to the Board. He suggested that they would have contacts to some of the businesses that Kelsey had not made contact with yet. Mr. Geiger suggested she reach out to the broker community, he stated that people will talk to brokers first, and if they know about the DCFA and what the Board can do, it would be a benefit in spreading the message. Mr. Cuckler suggested asking if the commissioners would be willing to meet with the top 10 or so employers every year to meet and discuss what we could be doing to help.

### **Secretary's Report**

Mr. Cubberly presented the January 8<sup>th</sup> minutes to the Board.

MOTION: Mr. Shafer moved to approve the minutes for the regular Board meeting on January 8<sup>th</sup> as presented. Mr. Geiger seconded the motion and the roll call vote was as follows: Mr. Shafer – AYE; Mr. Geiger – AYE; Mr. Bishop – AYE; Mr. Rankey – AYE; Mr. Reinhard – AYE; Mr. Cubberly – AYE; Mr. Stadge – AYE.

Mr. Cubberly presented the January 21<sup>st</sup> special meeting minutes to the Board.

MOTION: Mr. Stadge moved to approve the minutes from the special Board meeting on January 21<sup>st</sup> as presented. Mr. Geiger seconded the motion and the roll call vote was as follows: Mr. Stadge – AYE; Mr. Geiger – AYE; Mr. Bishop – AYE; Mr. Rankey – AYE; Mr. Reinhard – AYE; Mr. Cubberly – AYE; Mr. Shafer – ABSTAIN.

Mr. Cubberly presented the January 24<sup>th</sup> special meeting minutes to the Board.

MOTION: Mr. Stadge moved to approve the minutes from the special Board meeting on January 24<sup>th</sup> as presented. Mr. Shafer seconded the motion and the roll call vote was as follows: Mr. Stadge – AYE; Mr. Shafer – AYE; Mr. Bishop – AYE; Mr. Rankey – AYE; Mr. Cubberly – AYE; Mr. Reinhard- AYE; Mr. Geiger – AYE.

### **Treasurer's Report**

Mr. Rankey presented the Financial Report to the Board. He made reference to the increase in pay for Mr. Cubberly due to his election as secretary. Mr. Rankey also requested that in the future, he be presented invoices for payments over \$2,500 for his review.

Mr. Platte informed the board that check numbered 2300 was voided due to a misunderstanding regarding a reimbursement to Mr. Lamb.

Mr. Stadge asked what the current interest rate was on the Star Ohio account. Mr. Reinhard stated it was 1.45% currently. Mr. Rankey also stated that the rates change every few weeks.

MOTION: Mr. Stadge moved to approve the financial report with the amendments discussed. Mr. Reinhard seconded the motion and the roll call vote was as follows: Mr. Stadge – AYE; Mr. Reinhard – AYE; Mr. Bishop – AYE; Mr. Shafer – AYE; Mr. Rankey – AYE; Mr. Cubberly – AYE; Mr. Geiger – AYE.

Mr. Bishop asked what the currently projected revenues for the Board was. Mr. Rankey responded by stating that the Board had only received application fees and had 3 fees coming in at approximately \$450,000 from their sales tax exemption program.

### **Development and Finance Committee Report**

#### **Land Acquisition – Orange Township**

Mr. Rankey asked Mr. Stadge to lead the discussion regarding the currently in-contract land in Orange Township. Mr. Stadge began with a review of the land acquisition situation. He then informed the Board of the walkthrough that he, Mr. Rankey, an architect, and staff preformed on January 31<sup>st</sup> of the building currently occupied by the Delaware County Board of Developmental Disabilities. He finally then went over the easement situation of the last two pieces of property currently owned by Orange23 LLC. There were 3 easements on the southern property – an electrical box that was on the property that was owned by the Board of DD, a gas line easement that cut the southern property in half, and finally a retention pond easement that used a large slice of the front part of the property. The property to the rear had a parking easement on the whole piece that went into perpetuity

Mr. Rankey then stated that he had made an offer as requested by the Board for the \$250,000 agreed upon for the two pieces of property owned by Orange23 LLC. The offer was rejected by

the land owners, and no further negotiation were made. Mr. Stadge discussed what the Architect they had brought with them on the walkthrough had suggested with the building. He suggested a full building review and then in line with the 23 corridor study, make suggestions as to what the building could be positioned for in the future.

The Board further discussed the situation regarding the condo association that exists on all properties in question. Stating that the land they're currently acquiring only has approximately 3.1 developable acres. Mr. Cubberly expressed concerns about spending the amount of money they were for so little land. Mr. Rankey explained that once they owned the land, Developmental disabilities and the Board would control the condo association.

Mr. Rankey also informed the Board of a call with County Administrator Mike Frommer. Mr. Rankey stated that they had discussed a potential MOU that would secure the Board's investment in the land.

The Board discussed what to do with the land. Some members of the Board believed that they plan was to sell the land to a good developer and do it that way, others wanted to develop the land themselves. The Board also had further discussions on if the building review was worth performing at this time. Multiple members then discuss walking away from the deal if the Board isn't comfortable on deciding a path forward.

Mr. Geiger stated that it would be difficult to retrofit the building, but Mr. Rankey said it would be expensive to demo the building as well. Mr. Cubberly suggested they ask Bruce for an extension in order to have more conversations regarding the property. The Board agrees to wait for an MOU before they move forward.

MOTION: Mr. Stadge moved to approve the proposal submitted by Jimmy Hudspeth, Architect, and enter into a contract with him to perform services related to the building currently owned by the Delaware County Board of Developmental Disabilities. Contingent upon an extension of the due diligence period to 120 days, time beginning on January 24<sup>th</sup>, 2020. Also contingent upon a MOU agreement with the Delaware County Commissioners related to the transfer of the building in question to the DCFA Board that is satisfactory, as well as any additional legal review of any related documents to the land in question. Mr. Reinhard seconded the motion and the roll call vote was as follows: Mr. Stadge – AYE; Mr. Reinhard – AYE; Mr. Bishop – AYE; Mr. Shafer – AYE; Mr. Cubberly – AYE; Mr. Geiger – AYE; Mr. Rankey – ABSTAIN.

### **Riverby Project – Delaware Township/City of Delaware**

Mr. Rankey began by explaining the past history the Board has had with this project, and the previous disinterest from the Board in assisting with the project. He pointed out that there was no Economic Development benefit for the project so it does not fit in line with the Board's mission statement. The problem is that a package plant that services the residential homes in

the area is not up to code, and both the County and City were unable to assist in upgrading the plant or otherwise remedy the situation. The two entities are coming before the Board asking for \$1.3 million in conduit financing in order to fund the residential development to be put on the city sewer line.

Mr. Bishop brought up concerns that this was not an area that the Board should be involved in, and that they had not even started the paperwork or process for this project, that nothing would be done until the money was approved. However, he noted that the Board was the only entity able to complete this project. Mr. Stadge reminded the Board about their standing rule that they will not pay municipal advisor fees from any of their financing, and that there would need to be amendments to any contracts to reflect that. Mr. Stadge expressed concern over recourse if they were to proceed with the conduit financing, asking Taft to look into the issue.

In conclusion, the Board asked for Taft to look into loan liability, and asked staff to determine the fee structures for the Board, as well as what the loan terms would look like.

#### **Berlin Business Park**

Mr. Cubberly recused himself from any action or discussion related to this item, and left the meeting at 7:42pm.

Mr. Lamb updated the Board on the status of the Berlin Business Park. The first trustee hearing on the two zoning overlays would be on February 6<sup>th</sup>, 2020. Mr. Lamb informed the Board he was going to ask the Trustees to wait until NBBJ had completed the design standard in order for the trustees and community to review before a decision was made.

Mr. Lamb updated the Board on the status of the JLL contract. Negotiation were still occurring, however he suggested it might be impossible to get JLL to the point where the Board felt comfortable moving forward on the contract. Mr. Rankey asked Mr. Geiger if he had any suggestions. Mr. Geiger asked for the contract and he would review it and potentially make a suggestion.

Mr. Stadge inquired about where the Board should be attempting to acquire land. A few suggestions were made but no concrete decisions.

#### **Evan Farm Project**

Mr. Cubberly returned to the meeting at 8:00pm.

Mr. Platte informed the Board that both the Evans farm sports complex and the phase 1 commercial development at Evans farm was ready to move forward on the sales tax exemption program. He requested the Board approve the Chair to sign those documents tonight so that that the developments could move forward.

## **Resolution 20-007**

### **Resolution to Approve the Sales Tax Exemption Program for the Evans Farm Sports Complex Project**

MOTION: Mr. Reinhard moved to approve resolution 20-007, to authorize the Treasurer of the Board to negotiate and finalize an Indemnification Agreement and Terms Sheet for the Evans Farm Sports Complex project, specifying, among other things, fees to be charged, and to authorize and direct the Chair to execute the Agreement and Terms Sheet on behalf of the Finance Authority, once final legal review has been completed. The fee shall be set at 25%. The related legal costs shall be paid for by the developer. Mr. Stadge seconded the motion and the roll call vote was as follows: Mr. Reinhard – AYE; Mr. Stadge – AYE; Mr. Bishop – AYE; Mr. Shafer – AYE; Mr. Rankey – AYE; Mr. Cubberly – AYE; Mr. Geiger – AYE.

## **Resolution 20-008**

### **Resolution to Approve the Sales Tax Exemption Program for the Evans Farm Commercial Project Phase 1**

MOTION: Mr. Stadge moved to approve resolution 20-008, to authorize the Treasurer of the Board to negotiate and finalize an Indemnification Agreement and Terms Sheet for the Evans Farm commercial project phase 1, specifying, among other things, fees to be charge, and to authorize the Treasurer to execute the Agreement and Terms Sheet on behalf of the Finance Authority, once final legal review has been completed. The fee was to be 35%, and the related legal costs were to be paid for by the developer. Mr. Reinhard seconded the motion and the roll call vote was as follows: Mr. Stadge – AYE; Mr. Reinhard – AYE; Mr. Rankey – AYE; Mr. Geiger – AYE; Mr. Cubberly – AYE; Mr. Shafer – ABSTAIN; Mr. Bishop – ABSTAIN.

## **Ortho-One Project**

MOTION: Mr. Stadge moved to approve the Conflict of Interest Waiver for Taft Law, relating to all actions regarding Ortho-One LLC. Mr. Cubberly seconded the motion and the roll call vote was as follows: Mr. Stadge – AYE; Mr. Cubberly – AYE; Mr. Bishop – AYE; Mr. Shafer – AYE; Mr. Reinhard – AYE; Mr. Geiger – AYE; Mr. Reinhard – AYE.

The Board discussed the project. Mr. Bishop informed the Board that Ortho-One was requesting a 20% fee, and for the DCFA to pay the Attorney fees. The Board engaged in discussion related to the fee, looking for a potential compromise. Mr. Bishop suggested that they give them the 20% fee, but require them to pay the legal costs related to the sales tax exemption program.

### **Resolution 20-009 to Approve the Sales Tax Exemption Program for the Ortho-One LLC Project**

MOTION: Mr. Rankey moved to approve resolution 20-009, to authorize the Treasurer of the Board to negotiate and finalize an Indemnification Agreement and Terms Sheet for the Ortho-One LLC project, specifying, among other things, fees to be charged, and to authorize the Chair to execute the Agreement and Terms Sheet on behalf of the Finance Authority, once final legal review has been completed. The fee was to be 20%, and the related legal costs will be paid for by the developer. Mr. Shafer seconded the motion and the roll call vote was as follows: Mr. Rankey – AYE; Mr. Shafer – AYE; Mr. Bishop – AYE; Mr. Cubberly – AYE; Mr. Geiger – AYE; Mr. Reinhard – AYE; Mr. Stadge – NO.

### **State Route 3 RFP**

Mr. Lamb informed the Board that the RFP for the State Route 3 Corridor study had been sent out and they are awaiting bids. Once the bids are received all the various partners will determine which group will be awarded the project.

### **Trivium LLC**

Mr. Lamb presents the project submitted by Trivium LCC. The project is a multi-use with office and retail space. The developers are asking to take advantage of the sales tax exemption program.

MOTION: Mr. Shafer moved to approve Resolution 10-010, to authorize the Treasurer of the committee to negotiate and finalize an Indemnification Agreement and Terms Sheet for the Ortho-One LLC project, specifying, among other things, fees to be charged, and to authorize the Chair to execute the Agreement and Terms Sheet on behalf of the Finance Authority, once final legal review has been completed. The fee was to be 25%, and related legal costs will be paid for by the developer. Mr. Stadge seconded the motion and the roll call vote was as follows: Mr. Shafer – AYE; Mr. Stadge – AYE; Mr. Bishop – AYE; Mr. Rankey – AYE; Mr. Cubberly – AYE; Mr. Reinhard – AYE; Mr. Geiger – AYE.

### **Creekside Fiber**

Mr. Lamb informed the Board that Staff was working to get Fiber connectivity into the Creekside Business Park. Currently, Consolidated Electric was requesting the DCFA to pay the upfront costs, and would take a fee on any tap-ins, which would recover costs and turn a profit. Mr. Lamb stated no action was required, but was keeping the Board updated as staff continued to research the situation.

### **Booster Project**

Mr. Rankey discussed the conversation that he, Mr. Lamb, and Mark Johnson from the Booster's group had. They discussed the Board's disinterest in providing the \$400,000 loan. Mr. Johnson stated they'd secured a bank who would provide them the \$600,000 and pledges. The Board still expressed concerns about loan however. There was no action by the board.

### **Other Business**

Mr. Plate reported to the Board that the Hinkle Report was finished by the Board's CPA and that the officer bonds for the new officers was recorded at the Delaware County Recorder's Office.

Mr. Cubberly passed out a paper that bulletpointed the efforts of the Marketing Committee for Board review.

### **Adjournment**

Mr. Bishop moved to adjourn the meeting, Mr. Shafer seconded the motion. The meeting adjourned at 8:45pm.

Respectfully Submitted,

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Scott Cubberly, Secretary