

Resolution Number 2013 – 58

MONTGOMERY COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT

**RESOLUTION APPROVING
THE MINUTES OF
REGULAR BOARD MEETING OF
AUGUST 12 2013
OF THE MONTGOMERY COUNTY
TRANSPORTATION IMPROVEMENT DISTRICT
BOARD OF TRUSTEES MEETING**

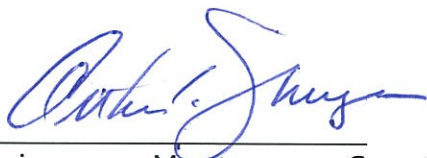
WHEREAS, the Board of Trustees of the Montgomery County Transportation Improvement District (TID) did meet in regular board meeting on August 12 2013; and

WHEREAS, the TID Board has reviewed the minutes of the said meeting and found them, as prepared, to be a full and accurate account of mentioned meeting.

BE IT THEREFORE RESOLVED, by the Board of Trustees of the Montgomery County Transportation Improvement District that the minutes of the regular board meeting of August 12, 2013 are hereby approved as prepared and appended to this resolution.

BE IT FURTHER RESOLVED copies of this resolution be provided to the TID Secretary-Treasurer and the Executive Director.

Adopted the 12th day of September 2013.



Chairperson, Montgomery County Transportation Improvement District

Attest: 
Secretary/Treasurer

Upon the motion of **Ms. Singer**.
Seconded **by Mr. Cluxton**.
Excused Absence: Mr. Kelly.
Motion was unanimously approved.



Montgomery County Transportation Improvement District Minutes of the August 12, 2013 Board Meeting

The one hundred and fiftieth meeting of the Montgomery County Transportation Improvement District (TID) was convened in Room 208 of the Dayton Convention Center, Dayton, Ohio on August 12, 2013.

Chairman Meyer called the meeting to order at 2:20 PM.

VOTING BOARD

Art Meyer
Eric Cluxton
Stephanie Singer

STAFF

Steve Stanley, Executive Director
Crystal Davidson, Project Director
Melissa Rasnic, Executive Assistant
Sean Fraunfelter, Finance Director
Bev Shillito, General Counsel
Nick Endsley, SS+D

EXCUSED ABSENCE

Scott Kelly
David Bills

OTHERS IN ATTENDANCE

Paul Gruner, County Engineer
Erik Collins, Montgomery County
JoAnn Smith, Dayton Daily News
Mike Eddy, LJB, Inc
Paul Goodhue, CESO
Tim Foley, ME/IBI Group
Jeff Koehn, ME/IBI Group

Mr. Meyer asked that everyone in attendance introduce themselves. Self-introductions followed.

■ Union Global Logistics Park Project

Mr. Stanley referred to the distributed two page summary addressing the two resolutions that are on the agenda for Board approval. Mr. Stanley explained approval of both resolutions was essential to the implementation of a large project located west of the Dayton International Airport near the I-70/I-75 Interchange in connection with the overall logistics initiative in northern Montgomery County.

Mr. Stanley explained that Prologis Logistics Services, Inc. a part of Prologis, the largest owner, operator and developer of industrial real estate in the United States, planned to develop a 1,800,000 sq. ft. distribution center to be leased and operated by a confidential client on 125+ acres in the City of Union's Global Logistics Park. He further explained that construction of the \$90+ million distribution center was planned to begin by mid-September and be complete by the end of 2014. He noted that, when fully occupied, the facility was projected to provide over 1,000 new jobs to residents of the region.

Mr. Stanley reported that the City of Union, Montgomery County, the Dayton-Montgomery County Port Authority, and the TID would cooperate to finance project incentives and the construction of local roadway improvements and utility extensions necessary for the new distribution center. He explained that portions of Dog Leg Road and Jackson Road would be improved north of US 40 and a new roadway would connect them to Old Springfield Road. He indicated that total costs of the construction project were estimated at \$11,500,000. He reminded that Board that the extension of water and sanitary sewer service was already underway and explained that roadway construction was planned to be complete in August, 2014.

Mr. Stanley recognized Jeff Koehn and Tim Foley of the ME/IBI Group, the engineering firm designing the roadway and utility extension project, and praised the firm for its work.

Mr. Stanley reported that the terms of a Development Agreement with Prologis were nearly complete. He explained that Prologis and the TID would enter into a Development Agreement setting forth the respective commitments and obligations of the parties. He further explained that Union, Montgomery County and the TID would simultaneously enter into a Project Financing & Implementation Agreement that would detail how public incentives and infrastructure improvements for the project would be financed and completed.

Mr. Stanley explained that the Union City Council was scheduled that evening to enact tax increment financing (TIF) legislation to apply to the Prologis site. He noted that, due to the TIF legislation, Prologis would make payments-in-lieu-of-taxes (PILOTs) to Union for 10 years on 75% of the increase in valuation of the site. He indicated that Union would assign all PILOT payments to Montgomery County and that regular property taxes would be collected on the remaining 25% of valuation increase and distributed to the Vandalia-Butler School District and other taxing authorities.

Mr. Stanley further explained that Montgomery County would guarantee all financing necessary for the public project incentives, roadway design & construction, and public utility extensions. He noted that the Board of County Commissioners had previously established the roadway and made a \$500,000 ED/GE grant to Union to assist with making its Global Logistics Park "shovel ready." He explained that the Incentive financing of \$700,000 was expected to be completed through the Port Authority's bond fund. He concluded that roadway and utility construction financing of \$10,000,000 was expected to be completed through the Ohio Department of Transportation's (ODOT) State Infrastructure Bank (SIB). He concluded that, to the extent that PILOT payments were adequate, Montgomery County would also reimburse Union up to \$2 million of the City's prior costs of assembling the land for its Global Logistics Park and extending public utilities to the area.

Mr. Stanley explained that the TID would be the overall public project manager and hold all public construction contracts. He noted that the TID had previously obtained grants totaling \$500,000 from ODOT for the improvement and relocation of Dog Leg Road and that additional grants totaling \$500,000 were anticipated to be available to the TID from JobsOhio and ODOT for the roadway project. He noted that the TID had pre-selected contractors to compete for the construction of the roadway project and planned to receive bids for the work on August 23. He added that construction could begin as early as the week of September 2 and that the project would require the payment of prevailing wages.

Mr. Stanley noted that Prologis would obtain the property for the project and begin construction of the actual distribution center once it had executed a lease with its confidential client. He continued that the TID would provide Prologis access to the development site at all times during construction of the distribution

center and that Montgomery County & Union would work with Prologis to expedite the company obtaining all necessary permits & regulatory approvals.

Mr. Stanley reviewed a sources and uses summary for the funds planned for the project. Mr. Meyer recognized the overall process that had occurred over the past several months and commended staff on the progress that had been made. He suggested that the Board address the resolutions required for Prologis project.

■ Development Agreement with Prologis Logistics Services, Inc. {Resolution 2013-56}

Mr. Stanley referred the Board to Resolution 2013-56 and related documents included in the Board packets.

Ms. Shillito explained that the TID would co-implement the construction project and assist in financing and managing funds necessary for the project. She noted that details of the anticipated SIB financing still needed to be determined along with final provisions for Prologis' minimum service payment guarantee.

Mr. Stanley noted that the exhibits included within the Development Agreement contained the details and commented on several to the Board. Mr. Koehn commented that about 12,000 feet of total roadway would be improved as part of the project. Mr. Stanley recommended that Resolution 2013-56 be approved.

With no additional comments or questions, adoption of Resolution 2013-56, approving the Development Agreement with Prologis Logistics Services, Inc., was moved by Mr. Cluxton, seconded by Ms. Singer, and unanimously approved.

■ Project Management & Financing Agreement with City of Union & Montgomery County {Resolution 2013-57}

Mr. Stanley referred the Board to Resolution 2013-57 and related documents included in the Board packets. He commented that the agreement would support the Development Agreement and contained one exhibit, an independent implementation agreement between Montgomery County and the TID.

Mr. Stanley explained that the TID had previously entered into similar agreements in order to obtain necessary authority to implement all aspects of a project. He noted that the agreement detailed the terms of the TIF legislation, how the TIF revenues would be assigned to Montgomery County, and the County's guarantee to back the necessary borrowings. Mr. Stanley recommended that Resolution 2013-57 be approved.

With no additional comments or questions, adoption of Resolution 2013-57, approving the Project Management & Financing Agreement with City of Union & Montgomery County, was moved by Mr. Cluxton, seconded by Ms. Singer, and unanimously approved.

■ Business Meeting

■ Minutes: Special Session August 01 2013 {Resolution 2013-52}

Mr. Meyer referred Board members to the August 1 2013 Board Meeting Minutes, copies of which were included in the Board packets. There were no comments or concerns regarding the minutes.

Adoption of Resolution 2013-52, approving the August 1 2013 TID Board Meeting minutes, was moved by Ms. Singer, seconded by Mr. Cluxton, and unanimously approved.

■ June and July 2013 Financial Report {Resolution 2013-53}

Mr. Meyer referred Board members to Resolution 2013-53 and the report of the TID's financial condition through June and July 2013 (copies of which were included in the Board packets).

Mr. Fraunfelter commented on several routine financial transactions, including a deposit from Miamisburg which was provided to the TID for the City's initial debt service payments on the Byers Road SIB loan. He noted that the city's first payment was not due until January 2014; however, Miamisburg's auditor had advised the City to submit payment to the TID now for accounting purposes.

With no additional comments or questions, adoption of Resolution 2013-53, approving the June and July 2013 Financial Report, as presented, was moved by Mr. Cluxton, seconded by Ms. Singer, and unanimously approved.

■ June and July 2013 Bills & Expenses {Resolution 2013-54}

Mr. Meyer referred the Board to Resolution 2013-54 and the summary of bills and expenses for June and July 2013, included in the Board packets. Mr. Stanley highlighted several routine project expenses and recommended approval of the resolution.

With no additional comments or questions, adoption of Resolution 2013-54, approving the payment of bills and expenses for June and July 2013, as presented, was moved by Ms. Singer, seconded by Mr. Cluxton, and unanimously approved.

■ 2013-2014 Insurance Program {Resolution 2013-55}

Mr. Meyer referred the Board to Resolution 2013-55 for the TID's annual insurance program, included in the Board packets. Mr. Stanley noted that Brower Insurance was the TID's insurance advisor for its operations, including property, commercial general liability, professional errors and omissions, commercial automobile, crime, and umbrella coverage. He explained that he had intended to bid the insurance program every two years but that, with the recent press of business, he had decided to defer the bid process until 2014. He concluded that the cost of coverage was only slightly higher than the previous year and recommended approval of the resolution.

Mr. Cluxton noted that the proposal did not call out specific coverage for the Board (directors and officers liability). Mr. Stanley explained his understanding that the coverage was now included in the general liability policy but assured the Board he would follow up and seek clarification for that item.

With no additional comments or questions, adoption of Resolution 2013-55, approving the 2013-2014 Insurance Program, as presented, was moved by Mr. Cluxton, seconded by Ms. Singer, and unanimously approved.

■ **Executive Session**

Mr. Meyer suggested that the Board recess to executive session to discuss the acquisition of real property for Project Walnut.

Ms. Singer moved that the Board recess to executive session. Mr. seconded the motion. Mr. Meyer voted for the motion.

The Board recessed to executive session at 3:12 PM. Mr. Stanley and Ms. Shillito were invited to attend the executive session.

■ **Adjourn**

The Board returned to open session at 3:42 PM.

With no further business, Mr. Meyer adjourned the meeting at 3:42 PM.

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Eric Cluxton, Secretary-Treasurer

10/01/13

Date me