

**Hamilton County  
Convention Facilities Authority (CFA)  
Meeting Minutes**

**To:** CFA Board Members  
**From:** Jeff Aluotto, CFA Secretary  
**Subject:** Meeting Minutes: January 24, 2020

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**CFA Members Present:** Gwen McFarlin, Paul Brehm, Kevin Hardman, Rahiel Michel, Pete Witte, Lawrence Hawkins, Adam Gelter, Dan Unger, Lee Czerwonka, Brendan Cull, Bimal Patel

**Others Present:** Jeff Aluotto, Roger Friedmann, Holly Christmann, Cindy Fazio, Nicole Lee, Brad Ruwe, Laura Brunner, Jim Downton, Julie Calvert, Chris Bingham, Ric Booth, Bridget Doherty, Marion Haynes, Lisa Anderson, Scott Wegener, Jay Hanselman, Lisa Smith, Bob Franz, Chris Wetterich, Randy Tucker,

**1. Call to Order**

Chair McFarlin called the meeting of the Hamilton County Convention Facilities Authority to order at approximately 3:06 P.M. Roger Friedmann conducted roll call and indicated there was a quorum.

**2. Approval of March, November and December minutes**

Motion to approve the minutes was made by Lee Czerwonka; motion was seconded. Roger Friedmann conducted a roll call vote. The motion approving the March, November, and December minutes was approved unanimously.

**3. Review and Discussion on the Ninth Supplement to the Cooperative Agreement amongst the City of Cincinnati, Hamilton County, CFA and the Cooperative Agreement amongst The Port, CFA, and Hamilton County**

Jeff Aluotto reviewed the history of the Millennium Hotel, the due diligence by The Port, and use of the County's residual transient occupancy tax to pay for debt service payments for the acquisition and demolition of the Millennium Hotel. Roger Friedmann stated that the cooperative agreement between the City, County, and CFA must be amended in order to use the County's residual occupancy tax.

Roger Friedmann reviewed the order in which the County residual funds will be applied:

- Sharonville Convention Center in the amount of \$1.3 million annually to pay debt service
- The Port (or the trustee for the Port Bonds) in order to pay debt service and miscellaneous costs associated with the Port Bonds
- Convention and Visitors Bureau in the amount of \$1 million to increase promotion of the Duke Energy Convention Center
- Projects that are consistent with convention and tourism in the amount of \$300,000
- Sharonville Convention Center in the amount of \$50,000 for maintenance

Brad Ruwe reviewed the Cooperative Agreement amongst The Port, CFA, and Hamilton County. The County residual transient occupancy tax will be used to support the debt service payments and

other administrative expenses associated with the 2020 bonds. While there is no specific dollar limitation on the amount of County Residual Funds (after payment of the \$1.3 million commitment to the Sharonville Convention Center) which is pledged to the bondholders of the Port Bonds, the amount of County Residual Funds to be transferred to the trustee for the Port Bonds is limited to the amount necessary to cover debt service on the Port Bonds and miscellaneous costs associated with the Port Bonds.

The committee members discussed the agreement, asked questions, and discussed risks. If the plan to use the County residual funds moves forward and there is not a plan to take out at least a portion with a revenue bond-based financing system or some other plan related to the hotel/convention center get to end of the interest-only period, it will erode a significant amount of capacity in the County's residual transient occupancy tax. The CFA was presented with information at the previous meeting that showed that, under conservative assumptions, the County's residual transient occupancy tax can meet debt service costs for an interim and permanent financing to fund the Millennium site acquisition and costs associated with demolition.

The committee discussed the need for the hotel/convention center project to be collaborative and all partners need to be communicative now and going forward.

**4. Resolution Authorizing the Ninth Supplement to the Cooperative Agreement amongst the City of Cincinnati, Hamilton County, and CFA**

Kevin Hardman made a motion authorizing the ninth supplement to the cooperative agreement; Lee Czerwonka seconded it. Roger Friedmann conducted roll call and the resolution was approved unanimously.

**5. Resolution Authorizing the Cooperative Agreement amongst The Port, CFA, and Hamilton County**

Kevin Hardman made a motion authorizing the CFA to enter into a cooperative agreement with The Port and Board of County Commissioner of Hamilton County. Lee Czerwonka seconded it. Roger Friedmann conducted the roll call and the resolution was approved unanimously.

**6. Other Discussion**

Pete Witte requested a summary of the differences and similarities amongst CFAs in Hamilton County, Franklin County, and other large counties in Ohio. The Chair suggested setting up a sub-committee to conduct this research with County staff. Additional discussion on this topic will take place at the March meeting.

**7. Next Meeting Date**

The next meeting is March 6 at 11:30 a.m. at Sharonville Convention Center

**8. Adjournment**

Meeting adjourned at approximately 4:15 p.m.

The foregoing is a summary of the activity taking place at the January 24, 2020 meeting of the Convention Facilities Authority. The foregoing is not an exact transcription of all conversations or discussions taking place during the meeting.

A RESOLUTION CONSENTING TO AND AUTHORIZING  
THE NINTH SUPPLEMENT TO THE COOPERATIVE  
AGREEMENT

BY THE BOARD:

WHEREAS, pursuant to Chapter 351 of the Ohio Revised Code and a resolution adopted by this Board of County Commissioners of Hamilton County, Ohio (the "County"), on May 15, 2002, the Convention Facilities Authority for Hamilton County, Ohio (the "Authority") was created and exists as a body corporate and politic performing essential governmental functions; and

WHEREAS, pursuant to a resolution adopted by the Authority on February 3, 2004, the CFA has entered into a Cooperative Agreement which became effective January 14, 2004 (as the same has been amended and supplemented from time to time, the "Cooperative Agreement") with the County and the City of Cincinnati, Ohio (the "City") with respect to the convention facility formerly known as the "Cincinnati Convention Center" and now known as the "Duke Energy Center" (the "Convention Center"); and

WHEREAS, the Parties desire to amend the provisions of the Original Agreement and the Eighth Supplement to provide for certain disbursements of County Residual Funds for the payment of costs and other obligations associated with the Port of Greater Cincinnati Development Authority's (i) acquisition and demolition of the Millennium Hotel and/or (ii) the expansion of the Duke Energy Convention Center, as a convention center, and the potential construction of a new convention hotel on the existing site of the Millennium Hotel; and

WHEREAS, the County, the Authority and the City desire to enter into a Ninth Supplement to Cooperative Agreement (the "Ninth Supplement") as a supplement to the Cooperative Agreement.

NOW, THEREFORE, BE IT RESOLVED that the Authority hereby agrees to enter into a Ninth Supplemental Agreement to the original Cooperative Agreement among the Authority, the City and the County to provide for the disposition of City and County Residual Funds for the purposes set forth in the Ninth Supplement to the Cooperative Agreement, in substantially the same form as set forth in Exhibit "A" attached; and

BE IT FURTHER RESOLVED that the Chairman or Vice-Chairperson, in the absence of the Chairman of the Authority, is hereby authorized to sign a Ninth Supplement to the Cooperative Agreement, in substantially the same form as the Ninth Supplement to the Cooperative Agreement attached hereto as Exhibit A.


ADOPTED at a special adjourned meeting of the Hamilton County Convention Facilities Authority for Hamilton County, Ohio this 24th day of January, 2020.

Mr. Brehm  Mr. Cull  Mr. Czerwonka  Mr. Gelter   
Mr. Hardman  Mr. Hawkins  Mr. Patel  Ms. McFarlin   
Ms. Michael  Mr. Unger  Mr. Witte

CERTIFICATE OF SECRETARY

It is hereby certified that the foregoing is a true and correct copy of a transcript of a resolution adopted by the transcript of a resolution adopted by the Board of Directors of the Hamilton County Convention Facilities Authority in session this 24<sup>th</sup> day of January, 2020.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Official Seal of the Hamilton County Convention Facilities Authority this 24<sup>th</sup> day of January, 2020.

  
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Jeff Aluotto, Secretary  
Hamilton County Convention Facilities Authority

**RESOLUTION CONSENTING TO AND AUTHORIZING THE CONVENTION FACILITIES AUTHORITY FOR HAMILTON COUNTY, OHIO TO ENTER INTO A COOPERATIVE AGREEMENT WITH THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY AND THE BOARD OF COUNTY COMMISSIONERS, HAMILTON COUNTY, OHIO**

BY THE BOARD:

**WHEREAS**, pursuant to Chapter 351 of the Ohio Revised Code and a resolution adopted by this Board of County Commissioners of Hamilton County, Ohio (the "County"), on May 15, 2002, the Convention Facilities Authority for Hamilton County, Ohio (the "CFA") was created and exists as a body corporate and politic performing essential governmental functions; and

**WHEREAS**, the Port of Greater Cincinnati Development Authority ("Port Authority") intends to acquire and demolish the Millennium Hotel and to evaluate the timing, scope and size of the construction of new convention facilities, including a new hotel, and an expansion of the convention center on the site of the Millennium Hotel ("Project"); and

**WHEREAS**, the County, the CFA and the Port Authority desire to enter into a Cooperative Agreement ("Port Authority Cooperative Agreement") to provide for an annual payment of County Residual Funds to the Port Authority to be utilized as a source of direct payment for, or as payment source and/or security for certain notes, bonds and/or obligations to be issued by the Port Authority in relation to the Project;

**WHEREAS**, the Port Authority has determined that it is necessary and proper to issue revenue bonds in one or more series in in anticipation of the issuance of additional revenue bonds ("Bonds") to pay for the costs of the Project, as more particularly described in the Port Authority Cooperative Agreement.

**NOW, THEREFORE, BE IT RESOLVED**, upon the sale of the Bonds by the Port Authority in an amount approved by the CFA, the Chairperson of the CFA is hereby authorized to execute the Port Authority Cooperative Agreement, to finance the acquisition and demolition of the Millennium Hotel, in substantially the same form as set forth in Exhibit "A" attached; and

BE IT FURTHER RESOLVED, that the Board authorizes the Chairperson to do all things necessary and proper to carry out the Port Authority Cooperative Agreement attached as Exhibit A and to deliver any related documents which are reasonably required and are proper to substantially carry out the intent and purposes of such agreement; and

BE IT FURTHER RESOLVED, that the Clerk of the Board certify copies of this resolution to Jeff Aluotto, County Administrator; Roger E. Friedmann, Assistant Prosecuting Attorney; Gwen McFarlin, Chairperson of the CFA; and Laura Brunner, CEO Port of Greater Cincinnati Development Authority.


ADOPTED at a special adjourned meeting of the Hamilton County Convention Facilities Authority for Hamilton County, Ohio this 24th day of January, 2020.

Mr. Brehm <input checked="" type="checkbox"/>	Mr. Cull <input checked="" type="checkbox"/>	Mr. Czerwonka <input checked="" type="checkbox"/>	Mr. Gelter <input checked="" type="checkbox"/>
Mr. Hardman <input checked="" type="checkbox"/>	Mr. Hawkins <input checked="" type="checkbox"/>	Mr. Patel <input checked="" type="checkbox"/>	Ms. McFarlin <input checked="" type="checkbox"/>
Ms. Michael <input checked="" type="checkbox"/>	Mr. Unger <input checked="" type="checkbox"/>	Mr. Witte <input checked="" type="checkbox"/>	

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Jeff Aluotto, Secretary  
Hamilton County Convention Facilities Authority