

THE NEW ALBANY COMMUNITY AUTHORITY

Minutes of the February 20, 2020
Organizational and Special Meeting of the Board of Trustees

The Board of Trustees (the "Board") of The New Albany Community Authority (the "Authority") held an Organizational and Special Meeting commencing at 4:00 p.m. on Thursday, February 20, 2020, at the Plain Township Fire Station, 9500 Johnstown Road, New Albany, Ohio, pursuant to notice of meeting given by the Secretary pursuant to the Bylaws.

(Copies of the items marked * are attached hereto and made a part of these minutes.)

Ms. Cooke called the meeting to order at 4:04 p.m. and Secretary Theresa Williamson conducted a roll call at Ms. Cooke's request. The following Board members were present for the roll call and the remainder of the meeting:

Bill Ebbing	(Developer Member)
Brent Bradbury	(Developer Member)
Sandra Cooke	(Citizen Member)
Jana T. Croom	(Citizen Member)
David Martin	(Citizen Member)

Also present were Secretary Theresa Williamson, and Assistant Secretary Gregory Stype and Kevin Stanek (both of Barnes & Thornburg LLP). Developer Member Ted Adams provided prior notice that he would not be attending the meeting.

Mr. Stype reported that notice of the meeting was posted in the required public locations and that the certificate of posting* was on file showing compliance with the applicable posting requirements of the Authority under the Ohio open meeting laws.

Mr. Stype advised that the first order of business was consideration of selecting Board officers for 2020. Mr. Martin made a motion nominating Ms. Cooke as Board Chair for 2020, and Mr. Ebbing seconded the motion. Ms. Croom asked about the future transition of the Board Chair given the long and dedicated service of Ms. Cooke in this role and suggested that when the time comes for transition it would be beneficial to have Ms. Cooke involved in the process of determining her successor. There being no other nominations and no further discussion, upon roll call vote, the nomination was approved as follows: Ayes – Ebbing, Bradbury, Cooke, Croom, and Martin; Nays – None. Ms. Cooke was elected Chair of the Authority for 2020.

Mr. Stype then requested Board consideration of selecting the Vice Chair for 2020. Mr. Martin made a motion nominating Mr. Adams, and Ms. Croom seconded the motion. There being no other nominations and no discussion, upon roll call vote, the nomination was approved as follows: Ayes – Ebbing, Bradbury, Cooke, Croom, and Martin; Nays – None. Mr. Adams was elected Vice Chair of the Authority for 2020.

Mr. Stype then requested Board consideration of selecting the Secretary for 2020. Mr. Martin made a motion nominating Ms. Williamson, and Mr. Ebbing seconded the motion. There being no other nominations and no discussion, upon roll call vote, the nomination was approved as

follows: Ayes – Ebbing, Bradbury, Cooke, Croom, and Martin; Nays – None. Ms. Williamson was elected Secretary of the Authority for 2020.

Mr. Stype then requested Board consideration of selecting the Assistant Secretary for 2020. Mr. Martin made a motion nominating Mr. Stype, and Mr. Ebbing seconded the motion. There being no other nominations and no discussion, upon roll call vote, the nomination was approved as follows: Ayes – Ebbing, Bradbury, Cooke, Croom, and Martin; Nays – None. Mr. Stype was elected Assistant Secretary of the Authority for 2020.

Mr. Stype then requested Board consideration of selecting the Treasurer for 2020. Mr. Martin made a motion nominating Mr. Bradbury, and Mr. Ebbing seconded the motion. There being no other nominations and no discussion, upon roll call vote, the nomination was approved as follows: Ayes – Ebbing, Bradbury, Cooke, Croom, and Martin; Nays – None. Mr. Bradbury was elected Treasurer of the Authority for 2020.

Mr. Stype then submitted for approval the minutes of the Board's Fiscal and Special Meeting held September 13, 2019. Mr. Bradbury made a motion to approve the minutes as submitted to the Board, and Mr. Martin seconded the motion. Ms. Croom asked about the significance of the designation in the draft minutes of Ted Adams as a "Developer Member" of the Board and Mr. Stype the statutory quorum requirement that requires more citizen members than developer members to take a formal Board action. Upon roll call vote, the motion was approved as follows: Ayes – Bradbury, Cooke, Croom, and Martin; Nays – None. Mr. Ebbing abstained. The motion was declared passed and the minutes of the September 13, 2019 meeting approved.

Mr. Stype then asked if there were any reports from officers. The Chair, Vice Chair and Secretary did not have reports. Treasurer Bradbury reported that income receipts had increased from from \$5,758,385 in 2018 to \$7,190,566 in 2019. Ms. Croom inquired about the source of the increased revenue and Mr. Bradbury explained that two new office buildings came online in 2019 and also referenced the performance of Abercrombie & Fitch.

Mr. Stype then requested Board consideration of a motion authorizing the Treasurer to submit the 2019 Financial Statement to the Auditor of State and approving the Treasurer to enter into an audit engagement. Mr. Stype explained that the Auditor of State recently modified its process and now requires approval of financial statements before they are submitted by the Treasurer. Mr. Martin moved to approve the motion, and Ms. Croom seconded the motion. Upon roll call vote, the motion was approved as follows: Ayes – Ebbing, Bradbury, Cooke, Croom, and Martin; Nays – None. The motion was declared passed.

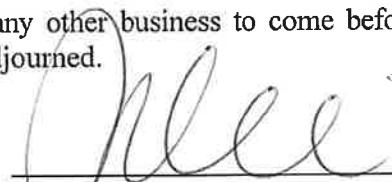
Mr. Stype then requested Board consideration of a motion authorizing procurement by the Treasurer of surety bonds and liability insurance covering Board members and the expenditures of not to exceed \$3,500 for those bonds and the insurance. Mr. Martin moved to approve the motion, and Ms. Croom seconded the motion. Upon roll call vote, the motion was approved as follows: Ayes – Ebbing, Bradbury, Cooke, Croom, and Martin; Nays – None. The motion was declared passed.

Mr. Stype then requested Board consideration of a motion authorizing the Treasurer to enter into a contract with Buckeye Interactive for maintenance of the Authority's website and authorizing

the expenditure of not to exceed \$1500 in support of that contract. Mr. Martin moved to approve the motion, and Ms. Croom seconded the motion. Mr. Stype commented that this contract and the website allow for the publishing of various Authority documents, such as the financial statements just discussed. In response to questions from Ms. Croom, Mr. Bradbury confirmed that the contract is for one year and that the Authority has the ability to monitor traffic on the website and that generally most people only visit once. Mr. Bradbury also said there has not been external feedback on the recently revised website. Upon roll call vote, the motion was approved as follows: Ayes – Ebbing, Bradbury, Cooke, Croom, and Martin; Nays – None. The motion was declared passed.

Discussion was then had regarding progress on the Amphitheater for which the Authority was providing conduit financing. Mr. Bradbury explained that value engineering was continuing, and that construction commencement had been delayed to avoid encountering winter weather issues. Ms. Cooke asked if there were any other similar projects on the horizon and Mr. Bradbury said not at this time as most activity is now occurring on land located in Licking County.

Ms. Cooke then asked whether there was any other business to come before the Board. There being no further business, the meeting was adjourned.



Theresa Williamson, Secretary
The New Albany Community Authority