

OHIO AIR QUALITY DEVELOPMENT AUTHORITY

Mike DeWine
Governor

Members

James S. Simon
Chairman

Michael H. Keenan
Vice-Chairman

Ted Celeste
Michael F. Curtin

Ex Officio
Dr. Amy Acton
Ohio Department of Health

Laurie Stevenson
Ohio Environmental Protection Agency

Executive Director
Christina O'Keeffe

Secretary-Treasurer
Christina O'Keeffe

Legal Counsel
Stephen J. Smith, Esq.

Programs
Facility Development and Financing
Clean Air Resource Center

The regular meeting of the *OHIO AIR
QUALITY DEVELOPMENT AUTHORITY* will
be held on Tuesday, December 10, 2019 at
10:00 am at 480 South High Street, Columbus,
Ohio, 43215.

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CLEAN AIR & CLEAN ENERGY
THE GOALS WE SHARE

OHIO AIR QUALITY DEVELOPMENT AUTHORITY



TUESDAY, DECEMBER 10, 2019

TENTATIVE AGENDA

1. Welcome and Introduction of Guests Chairman

2. Minutes November 19, 2019

3. Resolution 19-63 (Inducement) 243 North Fifth Street

A resolution authorizing the issuance and sale of Ohio Air Quality Development Authority Air Quality Revenue Bonds (243 North Fifth Holdings Project), Series 2019, in the aggregate principal amount not to exceed \$500,000 to assist 243 North Fifth Holdings, LLC in the financing of costs of “air quality facilities” within the meaning of Chapter 3706, Ohio Revised Code; providing for the pledge of revenues for the payment of such bonds; and the execution and delivery of a bond purchase agreement, pledge agreements and the bond; and authorizing and approving related matters.

4. Resolution 19-64 (Administrative) Clark Schaefer Hackett

A resolution authorizing the engagement of Clark Schaefer Hackett to perform professional accounting services and the compilation of annual GAAP financial statements for calendar years 2019 and 2020.

5. Resolution 19-65 (Administrative) Nuclear and Renewable Energy Generation Programs – Administrative Rules

A resolution approving Adoption of Proposed Rules for the Nuclear and Renewable Energy Generation Programs.

6. Resolution 19-66 (Administrative) Nuclear and Renewable Energy Generation Programs - Application Forms

A resolution authorizing the approval of the application forms for the Nuclear and Renewable Energy Generation Programs for use starting in January 2020.

7. Executive Director’s Report Christina O’Keeffe

8. Executive Session

Personnel Matters

Motion to enter executive session pursuant to Section 121.22(G) of the Revised Code to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official.

9. Annual Ethics Training

Frost Brown Todd

Annual instruction to Authority Members and employees by the Authority's General Counsel and Chief Ethics Officer regarding the Ohio Ethics Laws and in accordance with Ohio Executive Order 2019-11D.

10. Adjournment

OHIO AIR QUALITY DEVELOPMENT AUTHORITY

The regular meeting of the Ohio Air Quality Development Authority was held on Tuesday, December 10, 2019 at 10:00 am at 480 South High Street, Columbus, Ohio. These are the minutes of that meeting.

The following members were present:

Jim Simon, Chairman
Michael Keenan, Vice Chairman
Ted Celeste
Michael Curtin

Ex-Officio members present:

Laura Factor, Ohio EPA
Rebecca Fugitt, Ohio Dept of Health

Staff present:

Christina O’Keeffe, Executive Director
Sandra Langston, Executive Assistant
Gabe Lorenz, Customer Service Coordinator
Dawn Pertner, Fiscal Officer
Brooke Grant, Manager of Planning & Projects
Stephen J. Smith, General Counsel
Thaddeus M. Boggs, General Counsel

State agency representatives present:

Guests present:

Rob McCarthy, Bricker & Eckler
Madeline Fleisher, Dickinson Wright
Carol Zimmerman, Zimmerman Communications

John Kirschner, GB Solutions
Jim Schultz, Huntington
Stephanie Williams, Hillcrest Solar

This meeting of the Authority has been duly posted and given to all news media, organizations and other persons who requested such information in accordance and in full compliance with Rule No. 2 of this Authority.

The Chairman called the meeting to order at 10:01 am. General Counsel confirmed that the Ohio Air Quality Development Authority was in full compliance with the Sunshine Law.

1. The Chairman welcomed everyone and asked those seated around the room to introduce themselves.

The Chairman noted that he had a letter received on December 9 from Dr. Amy Acton, Director of the Ohio Department of Health, indicating that Rebecca Fugitt would be sitting as her designee for this meeting.

2. Minutes – Regular business meeting October 8, 2019.

Mr. Keenan moved for approval of the minutes. Mr. Curtin seconded. Voice vote. All ayes. Minutes adopted.

3. Resolution 19-63 (PDAF)

243 North Fifth Holdings, LLC

A resolution authorizing the issuance and sale of Ohio Air Quality Development Authority Air Quality Revenue Bonds (243 North Fifth Holdings Project), Series 2019, in the aggregate principal amount not to exceed \$500,000 to assist 243 North Fifth Holdings, LLC in the financing of costs of “air quality facilities” within the meaning of Chapter 3706, Ohio Revised Code; providing for the pledge of revenues for the payment of such bonds; and the execution and delivery of a bond purchase agreement, pledge agreements and the bond; and authorizing and approving related matters.

The Executive Director introduced this Resolution for 243 North Fifth Holdings, LLC. This project came before the Authority in November and was approved for an inducement; today, it is being considered with a bond resolution. She noted that the project scope had not changed, focusing on installing new high-efficiency windows and an onsite solar PV system. This project will be supported by a loan with Greenworks Lending and utilize PACE financing. She stated that the applicant is working through the local approval process with the City of Columbus to approve the PACE assessment and intends to close soon after. Director O’Keeffe mentioned that the members were given notes on the tax information, per request from the Vice Chairman. She acknowledged John Kirschner, who is project consultant for the company.

Director O’Keeffe noted that Bond Counsel for the project was Rob McCarthy of Bricker & Eckler, and Issuer’s Counsel was Blake Beachler with Calfee Halter & Griswold.

Mr. Celeste arrived at 10:05 am.

Ms. Factor moved to approve Resolution 19-63. Mr. Curtin seconded. Voice vote. All ayes. Resolution adopted.

4. Resolution 19-64 (Administrative)

Clark Schaefer Hackett

A resolution authorizing the engagement of Clark Schaefer Hackett to perform professional accounting services and the compilation of annual GAAP financial statements for calendar years 2019 and 2020.

The Executive Director introduced this Resolution, which considers the expenses for Clark Schaefer Hackett to compile financial statements in accordance with the generally accepted accounting principles, or GAAP. She stated that, due to a suggestion from the Chairman, it was requested that Clark Schaefer Hackett use the same rate for 2019 as 2020, and the agreement would reflect this point. The Chairman noted that it is the Authority’s option to use Clark Schaefer Hackett’s services for 2020.

The Chairman moved to approve Resolution 19-64. Mr. Celeste seconded. Voice vote. All ayes. Resolution adopted.

5. Resolution 19-65 (Administrative)

Nuclear and Renewable Energy Generation Programs – Administrative Rules

A resolution approving adoption of proposed rules for the Nuclear and Renewable Energy Generation Programs.

Director O’Keeffe updated members on the rulemaking process for these new programs, and stated the rules had passed through JCARR at the previous day’s meeting. JCARR’s jurisdiction expires on December 23, and Director O’Keeffe said that with the board’s approval, she will take action to make the rules effective on January 2, 2020. She noted that, after the rules became effective, the Authority will launch the Nuclear and Renewable Energy Generation Programs and release the applications for the qualifying facilities.

The Chairman thanked Director O’Keeffe, the Authority staff, and Legal Counsel, Thad Boggs for their work in the rulemaking process and noted the strict deadlines that they were operating under. Ms. Factor seconded the Chairman’s comments.

Mr. Celeste thanked Director O’Keeffe for her work in making the rule implementation possible and noted that he would be voting to approve the rules despite personally not supporting the creation of the programs.

Mr. Keenan moved to approve Resolution 19-65. Ms. Factor seconded. Voice vote. All ayes. Resolution adopted.

6. Resolution 19-66 (Administrative)

Nuclear and Renewable Energy Generation Programs - Application Forms

A resolution authorizing the approval of the application forms for the Nuclear and Renewable Energy Generation Programs for use starting in January 2020.

Director O’Keeffe noted that this Resolution was for adoption of application forms, which is consistent with the rules approved in Resolution 19-65. She thanked the Manager of Planning and Projects, Brooke Grant, for her work in developing the application forms, as well as the employees of the Public Utilities Commission of Ohio for their assistance and guidance throughout the rulemaking process.

Discussion surrounded the work that was done by the Authority and the PUCO throughout the rulemaking process. Director O’Keeffe recognized Thad Boggs, General Counsel, for his legal expertise and assistance.

Mr. Keenan moved to approve Resolution 19-66. Mr. Curtin seconded. Voice vote. All ayes. Resolution adopted.

7. Resolution 19-67 (Administrative)

Educational Conferences

Authorizing educational and travel expenses for personnel.

Director O’Keeffe stated that the purpose of this Resolution is to authorize travel for a series of conferences and continuing educational opportunities for either herself or her staff designees, primarily Brooke Grant. These educational opportunities would allow for external networking and increase in

knowledge especially within areas of high project activity. She noted that the anticipated travel expenses are consistent with the adopted travel policy and budgets regarding education and professional development.

Mr. Curtin moved to approve Resolution 19-67. Ms. Factor seconded. Voice vote. All ayes. Resolution adopted.

8. Executive Director's Report

Director O'Keeffe discussed implementation of House Bill 6, stating that the Authority was working to understand the GATS tracking system and would be creating an account in the system for tracking of credits. Furthermore, the Authority would be developing forms for reporting to be released by March-April of 2020. She stated that she had good conversations with the Governor's office, as well as legislators in the House and the Senate regarding the possibilities for the necessary administrative costs for the new programs, and that the individuals with whom they met were proactive in asking about the Authority's needs for program implementation.

Director O'Keeffe stated that the Authority intended to go before the Controlling Board in January and thanked Fiscal Officer, Dawn Pertner, for her work in working through the financial data for the Authority's request, which would be approximately \$300,000 for the small business assistant program and related costs through the end of the state fiscal year. This increase in appropriation would allow the Authority to consider approval of another six to eight projects. Discussion surrounded reserves for the small business program and the growth of the program. Director O'Keeffe stated that the funds that support this program comes from a portion of the Title V permit fees collected by the Ohio EPA and transferred annually to the Authority. She stated that one of her identified goals for the Authority next year is to explore sustainable sources of revenue for the small business program in the long term. The Chairman stated his appreciation for the stories of small businesses who come before the Authority and praised the impact of the Authority's programs. Director O'Keeffe noted that the Authority's small business program rules were up for five-year review in 2020, and that Ms. Grant would be leading efforts to evaluate the rules. Discussion surrounded approaches to analyzing the rules, as well as comparisons of the Authority's small business program to other states' programs.

Director O'Keeffe discussed the PDAF program, noting that the Authority had doubled the five-year average for project numbers in 2019. Furthermore, she discussed the consistency in the number of PACE projects involving commercial property owners who are seeking the Authority's financing. She stated that the Authority is working to standardize the process, including efforts to monitor the performance of these projects once operating as air quality facilities.

Director O'Keeffe stated that the Authority received four proposals in response to the Communication and Marketing Services RFQ that was released in November and thanked Authority Member, Mr. Curtin, for being part of the review team. The hope is to bring a recommendation before the board in January.

Director O'Keeffe confirmed availability for the January 14 meeting. She also confirmed February 11 as the next Authority meeting date.

9. Annual Ethics Training

Frost Brown Todd

Annual instruction to Authority Members and employees by the Authority's General Counsel and Chief Ethics Officer regarding the Ohio Ethics Laws and in accordance with Ohio Executive Order 2019-11D.

The Chairman noted that the agenda order for the Annual Ethics Training and the Executive Session would be switched. He noted that there would be no action taken except to adjourn after the Executive Session and informed guests that they were under no obligation to stay through the rest of the meeting.

General Counsel presented an annual ethics training session for the Authority members and staff, in accordance with Ohio Executive Order 2019-11D. They discussed overall approaches to ethics, noting that any questions regarding ethics issues should be directed to them in their role as the Authority's Chief Ethics Officer.

In accordance with the Governor's Executive Order 2019-11D, they presented instruction to the Authority members and staff on an overview of the Ohio Ethics Law (R.C. 102.03 and 2921.42), including topics of general conflict of interest, receiving or soliciting improper compensation, disclosure of confidential information, unlawful interests in public contracts, misuse of official position, revolving door restriction, and specific additional guidance on areas of concern arising from the Authority's responsibilities. They provided instructional materials to members and staff for reference.

10. Executive Session

Personnel Matters

Motion to enter executive session pursuant to Section 121.22(G) of the Revised Code to consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official.

Mr. Celeste moved to go into Executive Session at 10:56 a.m. for personnel matters pursuant to Ohio Revised Code 121.22(G)(1) for the purpose of discussing the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official.

Ms. Factor Seconded. Voice vote. All ayes.

Ms. Langston called the Roll:

Mr. Simon
Mr. Keenan
Mr. Celeste
Ms. Factor
Ms. Fugitt
Mr. Curtin

The Chairman noted that the only action that would be taken after returning from Executive Session would be to adjourn.

11. Exit executive session

The Chairman reconvened the meeting into public session at 11:33 a.m.

Ms. Langston called the Roll:

Mr. Simon

Mr. Keenan

Mr. Celeste

Ms. Factor

Ms. Fugitt

Mr. Curtin

12. Adjournment

The Chairman adjourned the meeting at 11:34 a.m.

The regular meeting of the *OHIO AIR QUALITY*

***DEVELOPMENT AUTHORITY* will be held on Tuesday,**

January 14, 2020 at 10:00 am at 480 South High Street,

Columbus, Ohio.