

It was moved by L. MACMERE and seconded by E. JACKSON that the following resolution be adopted:

RESOLUTION NO. 2016-11

A RESOLUTION (I) AUTHORIZING THE EXECUTION, DELIVERY, AND PERFORMANCE OF AN ENERGY PROJECT COOPERATIVE AGREEMENT; (II) AUTHORIZING THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY TO SERVE IN THE ROLE DESCRIBED IN THE ENERGY PROJECT COOPERATIVE AGREEMENT; AND (III) AUTHORIZING THE EXECUTION, DELIVERY, AND PERFORMANCE OF ANY RELATED INSTRUMENTS, DOCUMENTS, OR CERTIFICATES.

WHEREAS, the Port of Greater Cincinnati Development Authority (the "Authority") is a "port authority" and political subdivision of the State of Ohio (the "State") duly organized and validly existing under the Constitution and laws of the State, including, without limitation, Sections 4582.21 through 4582.59, inclusive (the "Act"); and

WHEREAS, pursuant to the Act and to Article VIII of the Ohio Constitution, the Authority is authorized to enter into agreements and perform functions, including without limitation, the maintenance of necessary funds, which are in furtherance of creating or preserving jobs and employment activities, improving the economic welfare of the people of the State, and conserving, preserving, and revitalizing the environment of the State; and

WHEREAS, the owners of several parcels of real property within the jurisdiction of the Authority have requested that the Authority enter into an Energy Project Cooperative Agreement (the "Energy Project Cooperative Agreement") by and between the Authority, the City of Blue Ash, Ohio Energy Special Improvement District (the "District"); Vista-10200 Alliance Road, LLC; 4665 & 4675 Cornell Road, LLC; Blue Ash Corporate Center, LLC (collectively, the "Owners"); Daniel Neyer (the "Investor"); and the City of Blue Ash, Ohio (the "City"); and

WHEREAS, the Energy Project Cooperative Agreement provides for the Investor to make a "project advance" to the District, which project advance the District is authorized to disburse to the Owners to pay or reimburse the costs of "special energy improvement projects" (as that term is defined in Ohio Revised Code Section 1710.01) to be constructed and acquired on the parcels of real property owned by the Owners; and

WHEREAS, the Energy Project Cooperative Agreement provides for the City to levy special assessments on the parcels of real property owned by the Owners and for the City to assign those special assessments to the District for the purpose of repaying the principal of, together with interest on, the project advance to the Investor; and

WHEREAS, the Energy Project Cooperative Agreement contemplates that the Authority shall receive from the Investor and disburse to the Owners the project advance on behalf of the District, receive the special assessments from the City on behalf of and to the credit of the District, and pay the special assessments to the Investor on behalf of the District, all in

accordance with, and upon the terms and conditions set forth in the Energy Project Cooperative Agreement; and

WHEREAS, in consideration of its services as set forth more fully in the Energy Project Cooperative Agreement, the Authority is to be compensated out of the special assessments in the amounts set forth in the Energy Project Cooperative Agreement; and

WHEREAS, the Board of Directors of the Authority has determined to authorize the execution, delivery, and performance of the Energy Project Cooperative Agreement, to authorize the Authority to serve in the role described in the Energy Project Cooperative Agreement, and to authorize the Authority to execute, deliver, and perform any other instruments, documents, or certificates as may be necessary in relation to the foregoing.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Port of Greater Cincinnati Development Authority that:

Section 1. This Board hereby: (i) approves the Energy Project Cooperative Agreement in substantially the form now on file with the President of the Authority with such changes as may be approved by the officer executing the Energy Project Agreement; (ii) authorizes the Authority to execute, deliver, and perform the Energy Project Cooperative Agreement; and (iii) authorizes the President of the Authority, the Fiscal Officer of the Authority, the Chair of the Authority, or any Assistant Secretary of the Authority, or any of them, to execute and deliver the Energy Project Cooperative Agreement for and in the name of the Authority.

Section 2. The President of the Authority, the Fiscal Officer of the Authority, the Chair of the Authority, the Vice Chair of the Authority, or any Assistant Secretary of the Authority, or any of them, are each authorized and directed to take such further actions and execute and deliver any certifications, financing statements, assignments, agreements, instruments, and other documents that are necessary or appropriate in connection with the Energy Project Cooperative Agreement. The Authority shall, at any and all times, cause to be done all such further acts and things and cause to be executed, delivered and performed all such further instruments as may be necessary or appropriate in connection with the Energy Project Cooperative Agreement or as may be required by applicable law, and shall comply with all requirements of law applicable to the Energy Project Cooperative Agreement.

Section 3. Without limiting the generality of the authority granted in Section 2 of this Resolution, the Authority and the President of the Authority, the Fiscal Officer of the Authority, the Chair of the Authority, the Vice Chair of the Authority, or any Assistant Secretary of the Authority, or any of them, are each authorized and directed, for and in the name of the Authority, to establish any accounts, receive any moneys, disburse any moneys, and take any and all other related actions as may be necessary and appropriate to comply with the terms of the Energy Project Cooperative Agreement.

Section 4. Any moneys received pursuant to the Energy Project Cooperative Agreement, including any moneys received on behalf of or for the credit of the District, are

hereby appropriated for the uses designated in the Energy Project Cooperative Agreement; provided, however, that any compensation to the Authority under or related to the Energy Project Cooperative Agreement shall be collected by the Authority and appropriated by this Board as it shall determine.

Section 5. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board and that all deliberations of this Board and of any committees that resulted in those formal actions were in meetings open to the public in full compliance with applicable legal requirements.

Section 6. This Resolution shall be in full force and effect upon its adoption.

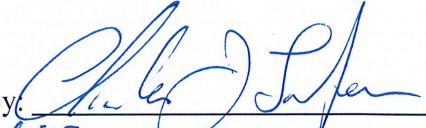
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The foregoing motion having been put to vote, the result of the roll call was as follows:

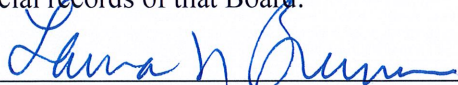
Voting Aye: A. MARMEL, B. FISHER, E. JACKSON, L. FORTON, C. LUKON, S. ROBERTSON, S. WRIGHT, M. SAMMARIO

Voting Nay: Ø

Adopted: 4-13, 2016

Dated: 4-13, 2016 Certified As Adopted By: 
Name: Chair
Title: Charles J. Lukon

The undersigned, Secretary of the Board of Directors of the Port of Greater Cincinnati Development Authority, does hereby certify that the foregoing is a true and correct copy of a resolution of the Port of Greater Cincinnati Development Authority, duly adopted 4-13, 2016, and appearing upon the official records of that Board.

Attest: 
Secretary, Board of Directors
Port of Greater Cincinnati Development Authority