

**RESOLUTION NO. 2009-03**

**RESOLUTION AUTHORIZING THE PORT OF GREATER CINCINNATI  
DEVELOPMENT AUTHORITY TO ENTER INTO MULTIPLE AGREEMENTS  
RELATED TO THE HARRISON TERMINAL BUILDING REVITALIZATION PROJECT**

**WHEREAS**, the Port of Greater Cincinnati Development Authority (the "Port Authority") is engaged, among other matters, in the remediation and revitalization of environmentally challenged, "brownfield" property for productive reuse; and

**WHEREAS**, E&T Real Estate Holdings, LLC has purchased certain real property and improvements commonly known as the Harrison Terminal Building located at 1220 Harrison Avenue, Cincinnati, Ohio (the "Property"), and desires to remediate and rehabilitate the Property for residential/commercial/office use; and

**WHEREAS**, the Port Authority made an application for a Clean Ohio Assistance Fund ("COAF") grant, with E&T Real Estate Holdings, LLC as its Development Partner, in order to fund the environmental restoration and demolition/renovation of the Property ("Project"), and such application has been approved by the State of Ohio Clean Ohio Council ("Clean Ohio Council"); and

**WHEREAS**, the Ohio Department of Development has tendered to the Port Authority a COAF Grant Agreement for execution by the Port Authority and to govern the Port Authority's receipt and use of the COAF Grant monies and such COAF Grant Agreement is substantially similar to COAF and Clean Ohio Revitalization Fund Grant Agreements executed by the Port Authority in the past; and

**WHEREAS**, the Port Authority and E&T Real Estate Holdings, LLC have determined that a Contract for Clean Ohio Assistance Fund Environmental Services between them is necessary to govern the use of COAF Grant monies at the Project in compliance with a COAF Grant Agreement and for other purposes. The redeveloper, E&T Real Estate Holdings, LLC, will not be paid or reimbursed by the Port Authority or COAF for its services, but rather will perform them as consideration for COAF Grant Funds being used to remediate the Property. As a result, the selection of E&T Real Estate Holdings, LLC, without further competitive processes, to perform such services is consistent with Ohio law, acceptable to the Ohio Department of Development under the COAF Grant Agreement for the Project, is in the best interests of the Port Authority and will assist the Port Authority in its fulfillment of its economic development activities; and

**WHEREAS**, because the Project requires that an Ohio EPA Certified Professional ("Certified Professional") be engaged to oversee certain work, the Port Authority has determined that (i) an Ohio EPA Certified Professional must be engaged by the Port Authority in order to fulfill certain professional services and the Port Authority's obligations under a COAF Grant Agreement, and (ii) the Port Authority shall perform a competitive process for professional services that is consistent with Ohio law, acceptable to the Ohio Department of Development under the COAF Grant Agreement for the Project, is in the best interests of the Port Authority and will assist the Port Authority in its fulfillment of its economic development activities; and

**WHEREAS**, the Port Authority desires and intends to enter into the agreements noted above, and conduct activities, engage contractors, and provide services in the exercise of its powers as set forth in

Ohio Revised Code Chapter 4582, and in furtherance of economic development activities contemplated in Section 13 of Article VII of the Ohio Constitution.

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

Section 1. The President of the Port Authority, upon the advice and consent of the Chairperson of the Board, or his/her designee, is hereby authorized to execute the following contracts:

A. Contract for Clean Ohio Assistance Fund Environmental Services between the Port Authority and E&T Real Estate Holdings, LLC in a form substantially similar to that on file with the Port Authority offices and/or attached hereto and in a dollar amount not to exceed the COAF grant budget for non-Certified Professional work on the Project; and

B. Contract for Clean Ohio Assistance Fund Environmental Services between the Port Authority and the environmental consultant and Certified Professional for the Project which is selected by the Port Authority staff through a competitive process, for professional services on the Project in a form substantially similar to that which is on file in the Port Authority's offices and in a dollar amount not to exceed the COAF grant budget for this specific work.

Section 2. This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this Resolution were taken, and that all deliberations of this Board and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with the law.

Section 3. This Resolution shall be in full force and effect upon its adoption.

Adopted: February 19, 2009

Yeas: 6

Nays: 0

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Chairperson

Attest: \_\_\_\_\_

Secretary