

RESOLUTION NO. 2003 -22

A RESOLUTION AUTHORIZING THE EXECUTION OF AN AGREEMENT WITH THE DEVELOPER PERTAINING TO THE FINANCING OF CERTAIN PUBLIC IMPROVEMENTS TO BE UNDERTAKEN BY THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY, INCLUDING THE ACQUISITION AND ENVIRONMENTAL REMEDIATION OF A SITE, AND THE CONSTRUCTION, IMPROVING AND EQUIPPING THEREON OF PUBLIC PARKING FACILITIES THAT WILL BENEFIT THE DEVELOPMENT PROJECT CONCURRENTLY UNDERTAKEN BY NORWOOD I VENTURES L.L.C. (OR AN AFFILIATED ENTITY) ON THE AMERICAN LAUNDRY SITE LOCATED IN HAMILTON COUNTY WITHIN THE CITY OF NORWOOD.

WHEREAS, the Port of Greater Cincinnati Development Authority (“Issuer”), by virtue of the laws of the State of Ohio, particularly Sections 4582.21 through 4582.59, Ohio Revised Code (the “Act”), and the authorities therein mentioned, wishes to take the necessary actions for the issuance of tax increment financing revenue bonds of the Issuer (the “Bonds”), in cooperation with the City of Norwood, in order to assist in the financing of certain public improvements, including, primarily the acquisition and environmental remediation of a site and the construction, improving and equipping of public parking facilities thereon (the “Project”), which Project is to be undertaken concurrently with and will benefit the renovation, construction, reconstruction, rehabilitation and improvement of office buildings or other commercial establishments located or to be located on the American Laundry site located in Hamilton County within the City of Norwood (the “Development”) by Norwood I Ventures L.L.C. and its affiliated entities (collectively, the “Developer”); and

WHEREAS, United States Treasury Regulations Section 1.150-2 (the “Reimbursement Regulations”) prescribe conditions under which proceeds of bonds, notes or other obligations used to reimburse advances made for certain expenditures paid before the issuance of such obligations will be deemed to be expended (or properly allocated to expenditures) for purposes of Sections 103 and 141-150 of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”) so that upon such reimbursement the proceeds so used will not further be subject to requirements or restrictions under those sections of the Internal Revenue Code; and

WHEREAS, certain provisions of the Reimbursement Regulations require that there be a Declaration of Official Intent not later than 60 days following payment of the expenditure expected to be reimbursed from proceeds of such obligations, and that the reimbursement occur within prescribed time periods after the expenditure is paid or after the property is placed in service; and

WHEREAS, the Issuer wishes to take steps to comply with those Regulations in connection with the Project and to take other preliminary actions in connection with the Bonds;

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

Section 1. This Board does hereby find and determine, based upon the representations of the Developer, that (i) the Project will be a “port authority facility” in furtherance of the purposes set forth within the Act, including transportation, governmental operations and economic development as those terms are defined or used in Section 4582.21, Ohio Revised Code, (ii) the Project is consistent with the purpose of Section 13 of Article VIII, Ohio Constitution, to create or preserve jobs and employment opportunities and to improve the economic welfare of the

people of the State of Ohio and (iii) the Project will be for the restoration and redevelopment of property within Hamilton County affected or perceived to be affected by environmental contamination.

Section 2. In order to assist in the financing of the Project, this Board hereby agrees to exercise its best efforts to authorize and issue the Bonds, in the estimated maximum aggregate face amount of \$3,000,000 pursuant to the Act, subject to satisfaction of the conditions and pursuant to the provisions contained in the form of Agreement to Issue Bonds by and between the Issuer and Norwood I Ventures L.L.C., an Ohio limited liability company, attached hereto as Exhibit I (the "Agreement"), which is hereby approved. The Chairperson, the Vice Chairperson or the President is hereby authorized and directed to execute the Agreement substantially in such form with such changes as are not adverse to the Issuer as the officer executing the Agreement may approve, such execution being conclusive evidence of approval of any such changes and that they are not adverse to the Issuer. The Bonds are expected to be paid from payments in lieu of taxes to be generated by improvements to the American Laundry site, including the Development, and, as necessary, from payments under an irrevocable bank letter of credit procured by the Developer.

Section 3. This Board hereby declares that the Issuer reasonably expects that capital and other expenditures relating to the Project made by the Issuer, the Developer and others will be reimbursed from the proceeds of "bonds" (as defined in Section 150 of the Internal Revenue Code) and that the maximum principal amount of bonds expected to be issued for the Project is \$3,000,000. This resolution constitutes a Declaration of Official Intent under the Reimbursement Regulations.

Section 4. The President of the Issuer is hereby authorized to designate a Prevailing Wage Coordinator for the Project pursuant to the requirements of Section 4115.032, Ohio Revised Code, and to perform the duties therein specified.

Section 5. The Issuer retains the law firms of Squire, Sanders & Dempsey L.L.P. ("Squire Sanders"), as bond counsel, and Gonzalez, Saggio & Harlan, L.L.P. ("Gonzalez Saggio"), as counsel to the Issuer, in each case to provide legal services in connection with the authorization, sale, issuance and delivery of the Bonds. In providing those legal services, as independent contractors in an attorney-client relationship, Squire Sanders and Gonzalez Saggio shall not exercise any administrative discretion on behalf of this Board in the formulation of public policy, expenditure of public funds, enforcement of laws, rules and regulations of the State or any political subdivision, or the execution of public trusts. The fees and expenses of Squire Sanders and Gonzalez Saggio for those legal services shall be paid by the Developer pursuant to the provision in the Agreement obligating the Developer to indemnify the Issuer against any and all loss, cost, expense, claims or actions arising out of or connected with the issuance or sale of the Bonds.

Section 6. 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 compliance with the law.

Section 7. This resolution shall take effect and be in force immediately upon its adoption.

Adopted: October 9, 2003

Yeas: 12

Nays: 0

Chairperson

Attest: _____
Secretary