RESOLUTION NO. 2023-31

A RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF PORT AUTHORITY REVENUE BONDS IN A MAXIMUM PRINCIPAL AMOUNT OF $20,000,000 FOR THE PURPOSE OF FINANCING A PORTION OF THE COSTS OF ACQUIRING, CONSTRUCTING AND OTHERWISE IMPROVING "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE, FOR THE BENEFIT OF PLAYING CARD PARTNERS, LLC OR AN AFFILIATE; AND AUTHORIZING THE EXECUTION AND DELIVERY OF RELATED DOCUMENTS AND MATTERS.

WHEREAS, the Port of Greater Cincinnati Development Authority (the "Port"), a port authority and a body corporate and politic duly organized and validly existing under the laws of the State of Ohio (the "State"), is authorized and empowered by virtue of the laws of the State including, without limitation, Article VIII, Sections 13 and 16 of the Ohio Constitution and Sections 4582.21 through 4582.60 of the Ohio Revised Code (collectively, the "Act"), among other things: (a) to issue its revenue bonds for the purpose of financing costs of acquiring, constructing, improving and developing "port authority facilities," as defined in the Act, (b) to lease such port authority facilities to provide rental payments and other revenues, and to provide for the pledge or assignment of those revenues, together with other amounts available therefor, sufficient to pay the principal of and interest and any premium on those revenue bonds, (c) to acquire interests in real or personal property, or any combination thereof, and construct, improve and develop port authority facilities and enter into agreements with respect to the construction, development, leasing, operation, use and management of such port authority facilities for "authorized purposes" as defined in the Act, including commercial, housing and economic development purposes, (d) to make and enter into such contracts and agreements, and to execute and deliver all such instruments, as may be necessary, proper, appropriate or otherwise included in or for the exercise of powers otherwise granted to the Port under or pursuant to the Act, (e) to provide for the development, financing and leasing of port authority facilities to create or preserve jobs and employment opportunities, to enhance the availability of adequate housing, and to improve the economic welfare of the people of the State, and (f) to adopt this resolution, to issue, sell and deliver the Revenue Bonds (defined herein) in the manner contemplated hereby, and to execute and deliver the Lease and the Bond Assignment Agreement (each as defined herein) and such other agreements and instruments as are provided for herein, all upon the terms and conditions provided herein, therein and the Preliminary Financing Term Sheet for the transaction on file with an Assistant Secretary of this Board; and

WHEREAS, the Port has previously issued its Taxable Mortgage Revenue Bonds (US Playing Card Redevelopment Project), dated as of December 22, 2021, in the Maximum Principal Amount of $65,000,000 (the "Outstanding Revenue Bonds") in order to assist Playing Card Partners, LLC (the "Lessee") in the acquisition, construction, otherwise improving, financing and leasing of approximately 271 apartments in three buildings, a clock tower, an approximately 8,500 square foot amenity and retail building, two parking garages, central green and park space, a brewery, and a food innovation hall, and related site improvements on a 21 acre site located on Beech Street in the City of Norwood and Hamilton County, Ohio (the "Project Site"); and

WHEREAS, the Lessee has indicated that it requires up to an additional $20,000,000 of improvements to the Project Site, thus causing the Lessee to request that the Port issue its revenue bonds (the "Revenue Bonds") to assist the Lessee in the acquisition, construction, otherwise improving, financing and leasing of approximately 128 additional apartment units (the "Project Facilities" and, together with the Project Site, the "Project") on the Project Site; and

WHEREAS, this Board has determined that it is necessary and proper and in the best interest of the Port (a) to issue and sell the Revenue Bonds at this time, in the maximum aggregate principal amount of $20,000,000, for the purpose of providing additional funds to pay a portion of the costs of acquiring a ground leasehold interest in the Project Site and acquiring, constructing and otherwise improving the Project Facilities, (b) to adopt this resolution to provide for the issuance, sale, delivery and terms of the Revenue Bonds and the security for the payment of the principal of and interest on the Revenue Bonds (collectively, the "Bond Service Charges"), (c) to enter into a Ground Lease (the "Ground Lease", which may be accomplished by either an amendment to the existing Ground Lease for the Outstanding Revenue Bonds or the or the execution and delivery of a new Ground Lease) between the Lessee, as ground lessor (in such capacity, the "Ground Lessor"), and the Port, as ground lessee (in such capacity, the "Ground Lessee"), pertaining to the Project Site, and a Construction Services Agreement (the "Construction Services Agreement", which may be accomplished by either an amendment to the existing Construction Services Agreement for the Outstanding Revenue Bonds or the or the execution and delivery of a new Construction Services Agreement) between the Port and the Lessee, as the Port's service provider for the acquisition, construction and otherwise improving of the Project Facilities (in such capacity, the "Construction Services Provider"), (d) to lease the Project to the Lessee pursuant to the Lease (the "Lease", which may be accomplished by either an amendment to the existing Lease for the Outstanding Revenue Bonds or the or the execution and delivery of a new Lease) between the Port, as lessor, and the Lessee, as lessee, to provide for rental payments and other revenues sufficient to pay the Bond Service Charges, (e) to assign those rental payments and other revenues sufficient to pay the Bond Service Charges to the registered owners of the Revenue Bonds (the "Holders") pursuant to and on the conditions stated in the Bond Advance Agreement and Assignment of Lease and Rental Payments (the "Bond Assignment Agreement", which may be accomplished by either an amendment to the existing Bond Assignment Agreement for the Outstanding Revenue Bonds or the execution and delivery of a new Bond Assignment Agreement) by and between the Port, the original purchaser and initial Holder of the Revenue Bonds (in such capacity, the "Original Purchaser"), (f) to provide for the disbursement of proceeds of the Revenue Bonds pursuant to a Disbursing Agreement by and among the Port, the Lessee, the Original Purchaser and the disbursing agent named therein (the "Disbursing Agent") (the "Disbursing Agreement", which may be accomplished by either an amendment to the existing Disbursing Agreement for the Outstanding Revenue Bonds or execution and delivery of a new Disbursing Agreement), (g) to grant a mortgage in the Port's interest in the Project and the Project Site to the Original Purchaser or its designee (the "Mortgage"), and (h) to execute and deliver such other agreements, instruments and documents as may be necessary or desirable to provide for the costs of the Project and the security for the Revenue Bonds;

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

Section 1. Captions: Definitions. The captions and headings in this resolution are solely for convenience of reference and do not define, limit or describe the scope or intent of any provisions or Sections of this resolution. In addition to terms defined in the recitals and the Lessor Documents that are incorporated herein by reference, the following capitalized terms shall mean:

"Authorized Officer" means the Chair, Vice-Chair, Secretary, President and Chief Executive Officer, Vice President and General Counsel, and any Assistant Secretary of this Board or of the Port.

"Authorizing Legislation" means this resolution and any supplemental or amending resolution adopted by the Legislative Authority, together with any documents executed by one or more Authorized Officers establishing final terms of the Revenue Bonds.

"Board" means the Board of the Directors of the Port.

"Bond Fund" means the Bond Fund created pursuant to Section 7 hereof and held by the Disbursing Agent pursuant to the Disbursement Agreement.

"Holder" means the registered owner of a Revenue Bond as shown on Register.

"Interest Payment Date" means each date interest is due and payable on the Revenue Bonds as set forth therein.

"Lessor Documents" means, collectively, the Ground Lease, the Lease, the Bond Assignment Agreement, the Construction Services Agreement, the Mortgage, and the Disbursing Agreement (which may be either amendments to the existing documents for the Outstanding Revenue Bonds or the or the execution and delivery of new documents).

"Pledged Revenues" means the Rental Payments, and all other moneys received or to be received by the Port or the Holder, intended to be used for payment of Bond Service Charges, any moneys or investments in or to be credited to the Special Funds, and all income and profit derived from the investment of the foregoing.

"Project Fund" means the Project Fund created pursuant to Section 5 hereof and held by the Disbursing Agent pursuant to the Disbursing Agreement.

"Project Purposes" means acquiring, constructing, equipping and installing, real and personal property, or any combination thereof, consisting of the Project Facilities, which comprise "port authority facilities" as defined in the Act, for lease to the Lessee or its designee on a site located in the City of Norwood, Ohio and Hamilton County, Ohio or such other uses and purposes from time to time as may be permitted by the Lease or the Act.

"Register" means the books kept and maintained by the Registrar for registration of ownership of the Revenue Bonds, and of the outstanding principal amount thereof, and for registration of any permitted transfer or exchange of a Revenue Bond or Revenue Bonds.

"Registrar" means the person designated by an Authorized Officer from time to time to keep and maintain the Register and means initially the Secretary of this Board.

"Rental Payments" means the Rental Payments required to be paid by the Lessee to or for the account of the Port pursuant to the Lease.

"Special Funds" means the Bond Fund and the Project Fund created by the Disbursing Agreement.

The captions and headings in this resolution are solely for convenience of reference and do not define, limit or describe the scope or intent of any provisions or sections of this resolution. Any approval to be given or action authorized by this resolution to be taken by an Authorized Officer may be taken by any one of the individuals listed as an Authorized Officer unless otherwise expressly provided herein, and shall be performed in such officer's official capacity and on behalf of the Port.

Section 2. Determinations by Board. This Board hereby finds and determines that: (i) the Project constitutes "port authority facilities," within the meaning of the Act, and is consistent with the purposes of Article VIII, Sections 13 and 16 of the Ohio Constitution; (ii) it is necessary and proper and in the best interest of the Port to acquire, construct, improve and develop the Project, and to finance costs thereof as contemplated by this resolution; (iii) the Project Site is within the geographic jurisdiction of the Port and the construction of the Project, and the financing of the Project by the Port, is consistent with the purposes

of the Act, will further the Project Purposes and will benefit the people of the State, including those within the jurisdiction of the Port, by, among other benefits, creating jobs and employment opportunities, enhancing the availability of adequate housing, and improving the economic welfare of the people of the State; (iv) the acquisition, construction, equipping and installation of the Project, and the financing of costs thereof, requires the issuance of the Revenue Bonds, and it is necessary and proper and in the best interest of the Port to, and the Port shall, issue, sell and deliver the Revenue Bonds in the maximum aggregate principal amount of $20,000,000 for the purpose of providing additional funds to finance costs of acquiring, constructing and otherwise improving the Project for the Project Purposes; (v) the provisions contained in Resolution No. 2021-23, adopted by this Board on July 20, 2021, authorizing the issuance of the Outstanding Revenue Bonds, are hereby incorporated in this Resolution as if fully set forth herein, and shall apply equally to the new issuance of the Revenue Bonds; (vi) the terms of the Revenue Bonds, and of the sale, execution and delivery of and payment for the Revenue Bonds, contained in or authorized by this resolution and the Preliminary Financing Term Sheet for the Project are satisfactory and are hereby approved; (vii) the Revenue Bonds shall be secured as provided herein and in the Lease, the Mortgage and the Bond Assignment Agreement, and all such provisions are reasonable and proper for the security of the Revenue Bonds, and (viii) the agreements contemplated hereby will further the purposes of the Act, including the purposes of Article VIII, Sections 13 and 16, of the Ohio Constitution.

Section 3. Issuance and Terms of Revenue Bonds.

(a) Terms Generally. The Revenue Bonds shall be issued initially in one or more instruments as set forth in the Bond Advance Agreement, payable in installments, in fully registered form, substantially in the form set forth in the Bond Assignment Agreement, and in the maximum outstanding principal amount authorized hereby; provided that, the outstanding principal amount of the Revenue Bonds shall, at any time, be equal to the aggregate amount of the Bond Advances (defined in and determined pursuant to the Bond Assignment Agreement) less the amount, if any, of outstanding principal paid or prepaid, which amount shall be determined by reference to the Register. In the absence of manifest error, the Register shall be conclusive as to the amount of the Bond Advances. The outstanding principal amount of the Revenue Bonds shall bear interest at the interest rate described in the Lease from the date of each Bond Advance, payable on each Interest Payment Date, until the principal amount has been paid or provided for. The Revenue Bonds shall mature on the date or dates set forth therein, which shall be no later than forty (40) years after their date of issuance, and shall be payable in full no later than that date, subject to prepayment as described in the Lease and the Revenue Bonds. The Revenue Bonds shall be dated their date of issuance; shall be designated "Port of Greater Cincinnati Development Authority Taxable Mortgage Revenue Bonds (US Playing Card Redevelopment Project – Phase 1B)," or such other designation as determined by an Authorized Officer; shall be numbered as provided in the Bond Assignment Agreement; and shall be a negotiable instrument in accordance with the Act, subject to the transfer restrictions provided in the Revenue Bond and the Bond Assignment Agreement; and shall be in a minimum denomination of $100,000; provided that, if an Authorized Officer, the Lessee and the Original Purchaser so determine, the Revenue Bonds may be issued on one or more dates as one or more series of issues which together total the maximum aggregate principal amount of $20,000,000, and one or more Authorized Officers, the Lessee and the Original Purchaser may execute and enter into one or more series of the Lessor Documents to accomplish such issuances. The outstanding principal amount of the Revenue Bonds shall bear interest from the most recent date to which interest has been paid or duly provided for or, if no interest has been paid or duly provided for, from the date of each Bond Advance. Bond Service Charges shall be payable to each Holder in lawful money of the United States of America, without deduction for the services of any paying agent.

(b) Execution. The Revenue Bonds shall be signed by any two Authorized Officers, in the name and on behalf of the Port and in their official capacities, provided that either or both of such signatures

may be a facsimile and that any such official so authorized, if such official is at the time of signing so authorized, is authorized to execute the Revenue Bonds whether or not such official is such officer at the time of delivery of any Revenue Bonds, including any replacement Revenue Bond or Revenue Bond issued upon any exchange or transfer. Each such officer is hereby authorized to execute and deliver the Revenue Bonds in accordance with this resolution and an Authorized Officer is authorized to execute and deliver the Bond Assignment Agreement, but subject to satisfaction or waiver of any conditions stated therein. The purpose for which the Revenue Bonds are issued shall be set forth in the form of the Revenue Bonds, which may contain such other statements or legends as may be required by law or otherwise advisable.

(c) Registrar. The Secretary of this Board is appointed to act as the initial authenticating agent, bond registrar and transfer agent (collectively, the "Registrar") for the Revenue Bonds. In accordance with applicable law, any Authorized Officer may hereafter designate a different person to serve as Registrar and enter into a contract for the provision by that person of services as Registrar. No Revenue Bond shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this resolution or the Bond Assignment Agreement unless and until a certificate of authentication, as printed on the form of Revenue Bond, is signed by the Registrar as authenticating agent. Authentication by the Registrar shall be conclusive evidence that the Revenue Bond so authenticated has been duly authenticated and delivered under this resolution and is entitled to the security and benefit of this resolution and the Bond Assignment Agreement. The certificate of authentication may be signed by any officer or officers of or designated as the Registrar. It shall not be necessary that the same authorized person sign the certificate of authentication on each Revenue Bond.

So long as the Revenue Bonds remain outstanding, the Register shall be maintained and kept by the Registrar, at the office of the Registrar, for the registration, exchange and transfer of the Revenue Bonds as provided in this Section, including a current and accurate record of the name and address of each Holder. The registered Holder of a Revenue Bond shall be regarded as the absolute owner of that Revenue Bond for all purposes of this resolution and the Bond Assignment Agreement Payment of or on account of Bond Service Charges on each Revenue Bond shall be made only to or upon the order of that Holder. Neither the Port, the Registrar nor the Lessee shall be affected by any notice to the contrary, but the registration may be changed as herein provided. The Registrar shall establish procedures for the exchange, transfer or replacement of the Revenue Bonds. Any Revenue Bond issued upon a transfer or exchange, or to replace a lost, stolen, destroyed or mutilated Revenue Bond, shall be the valid special obligation of the Port, evidencing the same debt, and entitled to the same benefits under this resolution and the Bond Assignment Agreement, as the Revenue Bond surrendered upon that transfer or exchange or lost, stolen, destroyed or mutilated.

Section 4. Sale and Delivery of Revenue Bonds. In accordance with the Bond Assignment Agreement and that certain agreement between the Original Purchaser and the Lessee related to the purchase of the Revenue Bonds (the "Bond Purchase Agreement"), the Revenue Bonds are awarded and sold to the Original Purchaser at a purchase price equal to 100% of the principal amount thereof, subject to any conditions set forth in the Bond Assignment Agreement; provided, that such purchase price shall be paid in accordance with the Bond Assignment Agreement by the payment of Bond Advances upon the delivery to the Holders of Bond Advance Requisitions in the form required by the Bond Assignment Agreement. Other terms of the Revenue Bonds and the sale thereof may be specified in the Bond Assignment Agreement. All matters determined in the Bond Assignment Agreement shall be conclusive and binding on the Port. Any fees payable in connection with the issuance and sale of the Revenue Bonds, including, without limitation, any counsel fees and any other fees to be paid in connection with the structuring and sale of the Revenue Bonds may be paid and are hereby appropriated from the proceeds of the sale of the Revenue Bonds.

Any Authorized Officer is authorized to make the necessary arrangements with the Original Purchaser to establish the date, location, procedure and conditions for the delivery of the Revenue Bonds in accordance with the Bond Assignment Agreement and subject to the conditions stated therein and in the Bond Purchase Agreement, including delivery of an investor acknowledgement letter, in form satisfactory to such Authorized Officer. It is determined by this Board that the price for and the terms of the Revenue Bonds and the sale thereof, all as provided in this resolution, the Bond Assignment Agreement and other related instruments, are in the best interests of the Port and are in compliance with all legal requirements.

Section 5. Application of Proceeds of the Revenue Bonds; Creation of Project Fund. The proceeds from the sale of the Revenue Bonds, upon receipt of each Bond Advance, shall be deposited in and credited to a deposit account (except when invested as hereinafter provided) which is hereby created and shall be held by the Disbursing Agent pursuant to the Disbursing Agreement (the "Project Fund"). Money in the Project Fund may be invested if and as provided in the Disbursing Agreement and shall be held and disbursed in accordance with the Disbursing Agreement to pay costs of acquiring, constructing and otherwise improving the Project, including costs of issuance of the Revenue Bonds or other costs of the financing of the Project, and the proceeds from the sale of the Revenue Bonds, and any other moneys provided to or on behalf of the Port for that purpose, are appropriated for that purpose, all as set forth in the Disbursing Agreement. The money and investments to the credit of the Project Fund shall, pending disbursement, constitute a part of the Pledged Revenues assigned as security for the payment of Bond Service Charges.

Section 6. Security for the Revenue Bonds. The Revenue Bonds shall be payable solely from the Pledged Revenues and the Special Funds, as provided herein, and shall be secured by an assignment of the Pledged Revenues and by the Bond Assignment Agreement. Notwithstanding anything to the contrary herein or in the Revenue Bonds, the Revenue Bonds do not and shall not pledge the general credit or taxing power of the Port or of the State or any political subdivision thereof, and nothing herein or in the Revenue Bonds or in the Bond Assignment Agreement or any other Lessor Document, shall constitute a general obligation, debt or bonded indebtedness of the Port or the State or any political subdivision thereof; and further, nothing herein or therein gives the Holder of a Revenue Bond, and it does not have, the right to have excises or taxes levied by this Board, or by the State or the taxing authority of any other political subdivision thereof, for the payment of Bond Service Charges or any other charges on the Revenue Bonds or any obligations under the Revenue Bonds or any Lessor Document. The Revenue Bonds shall contain a statement to that effect and that the Revenue Bonds are payable solely from the Pledged Revenues. Nothing herein shall be deemed to prohibit the Port, of its own volition, from using to the extent it is lawfully authorized to do so, any other resources or revenues for the fulfillment of any of the terms, conditions or obligations of this resolution or the Revenue Bonds.

Section 7. Assignment of Pledged Revenues. The Port hereby assigns to the Holders, as security for the payment of the Bond Service Charges, its right, title and interest in the Pledged Revenues, including, without limitation, all Rental Payments, which under the terms of the Lessor Documents shall be paid by the Lessee to the Disbursing Agent for deposit in the Bond Fund and application to the payment of Bond Service Charges. The assignment shall be, and is intended to be, immediately effective without further action; provided that the Port shall execute and deliver the Bond Assignment Agreement and shall take such other action as may be deemed necessary or appropriate to further evidence that assignment. The Rental Payments, and any payments under the Lease intended to be used to pay Bond Service Charges, shall be paid to the Disbursing Agent pursuant to the Lessor Documents and shall be deposited in and credited to a deposit account (except when invested as hereinafter provided) (the "Bond Fund"), which is hereby created.

Section 8. Covenants of Port. In addition to other covenants and agreements of the Port herein, and in the Lease, the Mortgage and the Bond Assignment Agreement, the Port, by issuance of the Revenue Bonds, covenants and agrees with each Holder of a Revenue Bond:

(a) Use of Proceeds. The Port will use, or cause the use of, the proceeds of the Revenue Bonds to pay costs of the Project including, without limitation, costs of acquiring, constructing and otherwise improving the Project and costs and fees payable in connection with the issuance of the Revenue Bonds.

(b) Pledged Revenues. The Port will segregate, or cause to be segregated, for accounting purposes, the Pledged Revenues and the Special Funds established under this resolution and the Bond Assignment Agreement from all other revenues and funds of the Port, and will not pledge, assign or transfer the Pledged Revenues or the Special Funds, or create or permit to be created any debt, lien or charge thereon other than the assignment under this resolution and the Bond Assignment Agreement.

(c) Transcript. The Secretary of this Board will furnish to the Original Purchaser a true transcript of proceedings, certified by the Secretary, of all proceedings had by the Port with reference to the issuance of the Revenue Bonds, together with such information from the Port's records as is available and necessary to determine the regularity and validity of such issuance.

(d) Bond Service Charges. The Port will, solely from the Pledged Revenues and the Special Funds, pay or cause to be paid the Bond Service Charges on the dates, at the places and in the manner provided herein and in the Revenue Bonds and the Bond Assignment Agreement.

(e) Records and Filings. The Port will, at the expense of the Lessee, cause the Ground Lease and the Lease (or memoranda thereof), the Mortgage and the Bond Assignment Agreement, and any amendments or supplements to either, and any related documents or instruments relating to the pledge and assignment made by it to secure the Revenue Bonds, to be recorded and filed in such manner and in the places which may be required by law in order to fully preserve and protect the security of the Holders.

(f) Further Actions. The Port will, at any and all times, cause to be done all such further acts and things and cause to be executed and delivered all such further instruments as may be necessary to carry out the purposes for which the Revenue Bonds are issued and this resolution, or as may be required or authorized by the Act, the Bond Assignment Agreement or the Lease, and shall comply with all requirements of law applicable to the Revenue Bonds.

(g) Performance of Covenants. The Port will observe and perform all of its agreements, covenants, understandings and obligations provided for by the Revenue Bonds and this resolution, the Lease, the Mortgage, the Bond Assignment Agreement and any other Lessor Document to which it is a party, and all of the obligations of the Port thereunder are hereby established as duties specifically enjoined by law and resulting from an office, trust or station upon the Port within the meaning of Section 2731.01, Ohio Revised Code.

(h) Maintain Lease and Assignment Agreement in Effect. So long as the Revenue Bonds are outstanding, the Port will comply with all of its obligations and agreements under this resolution, the Revenue Bonds, the Mortgage, the Bond Assignment Agreement and the other Lessor Documents and use its best efforts to keep the Bond Assignment Agreement and the other Lessor Documents in full force and effect.

(i) Representations. The Port represents that (i) it is, and upon delivery of the Revenue Bonds will be, duly authorized by the Constitution and laws of the State, including particularly and without

limitation the Act, to issue the Revenue Bonds, to execute and enter into the Lessor Documents and to provide the security for payment of the Bond Service Charges in the manner and to the extent set forth herein and in the Bond Assignment Agreement and the Revenue Bonds; (ii) all actions on its part for the issuance of the Revenue Bonds and execution and delivery of the Bond Assignment Agreement and the other Lessor Documents have been or will be taken duly and effectively; and (iii) the Revenue Bonds will be legal, valid, binding and enforceable special obligations of the Port according to their terms.

(j) Inspection of Project Books. All books and documents in the Port's possession relating to the Project and the Pledged Revenues shall be open at all times during the Port's regular business hours to inspection by such accountants or other agents of any Holder as the Holder may from time to time designate.

(k) Rights Under and Enforcement of the Lease. The Holders, in their names or in the name of the Port, may enforce the payment of Rental Payments and all rights of the Port except for Unassigned Lessor's Rights, as defined in the Lease, and may enforce all obligations of the Lessee under and pursuant to the Lease, whether or not the Port is in default of the pursuit or enforcement of those rights and obligations; provided that, the Port shall do all things and take all actions on its part necessary to comply with the obligations, duties and responsibilities on its part to be observed and performed under the Lease and the other Lessor Documents and will take all actions within its authority to keep the Lease in effect in accordance with the terms thereof.

Section 9. Lessor Documents. To provide for the issuance and terms of and security for the Revenue Bonds, any one or more Authorized Officers are hereby authorized, for and in the name of the Port and on its behalf, to execute each Lessor Document in substantially the respective standard forms thereof used for other capital lease transactions of the Port, with such changes therein as are not inconsistent with this resolution and not substantially adverse to the Port and that are permitted by the Act and shall be approved by the officer or officers executing those documents. The approval of such changes, and that such changes are not inconsistent with this resolution, not substantially adverse to the Port and are permitted by the Act shall be conclusively evidenced by the execution of the Lessor Documents by the officer or officers executing the same. The Lease provides for the grant to the Lessee of an option or options to purchase the Project in connection with any permitted termination of the Lease and subject to the conditions stated in the Lease. In connection with any such exercise by the Lessee of its option to purchase the Project, any one or more Authorized Officers are hereby authorized to execute all such instruments, for and in the name and on behalf of the Port, as may be necessary to effect the transfer of the Project to the Lessee, without the necessity of any further action by this Board.

Section 10. Further Actions. Any one or more Authorized Officers are further authorized to execute any certifications, financing statements, assignments, agreements and instruments, and to take such further actions as are necessary or appropriate to implement the transactions contemplated in the Revenue Bonds and the Lessor Documents and to consummate the transactions contemplated in this resolution, the Preliminary Financing Term Sheet and the Lessor Documents, and to undertake, complete and finance the costs of the Project, consistent herewith and with the Lessor Documents. All actions heretofore taken by the officers and officials of the Port and of this Board in connection with the Project and the financing thereof are hereby ratified and approved.

Section 11. References. Any reference herein to the Port, to this Board, or to any member or officer of either, includes entities or officials succeeding to their respective functions, duties or responsibilities pursuant to or by operation of law or lawfully performing their functions. Any reference to a section or provision of the Constitution of the State or the Act, or to a section, provision or chapter of the Ohio Revised Code, or to any statute of the United States of America includes that section, provision or chapter as amended, modified, revised, supplemented or superseded from time to time; provided, that no such amendment, modification, revision, supplement of superseding section, provision

or chapter shall be applicable solely by reason of this provision if it constitutes in any way an impairment of the rights or obligations of the Port, the Original Purchaser, the Holder or the Lessee under this resolution, the Revenue Bonds, the Lease, the Bond Assignment Agreement, the Mortgage or any other instrument or document entered into in connection with any of the foregoing, including, without limitation, any alteration of the obligation to pay the Bond Service Charges in the amount and manner, at the times and from the sources provided in this resolution, the Lease and the Bond Assignment Agreement, except as permitted herein.

Section 12. Payment and Discharge. If the Port shall pay or defease the Revenue Bonds, or cause the Revenue Bonds to be paid, defeased and discharged, the covenants, agreements and other obligations of the Port securing the Revenue Bonds hereunder and in the Revenue Bonds, the Ground Lease, the Lease, the Mortgage, the Disbursing Agreement, the Construction Services Agreement and the Bond Assignment Agreement shall be discharged and satisfied.

Section 13. Sales Tax Certificates. This Board hereby further authorizes any Authorized Officer, upon the execution of the Lessor Documents by the parties thereto, to provide the Lessee or its nominees with appropriate certificates to support the claim of an exemption from Ohio and Hamilton County sales and uses taxes that might otherwise apply with respect to the purchase of building and construction materials incorporated into structures or improvements to real property, within the meaning of Section 5739.02(B)(13), Ohio Revised Code, that constitute Project improvements.

Section 14. Preliminary Agreement and Sales Tax Certificates. This Board hereby approves a Preliminary Agreement with the Lessee providing for issuance of a sales and use tax exemption certificate on a temporary basis in anticipation of consummation of the transaction described in the Preliminary Financing Term Sheet. Any Authorized Officer is hereby authorized to execute and deliver, for and in the name and on behalf of the Port, a Preliminary Agreement. This Board hereby further authorizes any Authorized Officer, upon the execution of the Preliminary Agreement by the parties thereto and in anticipation of the proposed transaction, to provide the Lessee or its nominees with appropriate certificates to support the claim of an exemption from Ohio and Hamilton County sales and uses taxes that might otherwise apply with respect to the purchase of building and construction materials incorporated into structures or improvements to real property, within the meaning of Section 5739.02(B)(13), Ohio Revised Code, that constitute Project improvements.

Section 15. Severability. Each section of this resolution and each subdivision or paragraph of any section hereof and each sentence of a paragraph hereof is hereby declared to be independent and the finding or holding of any section or any subdivision, paragraph or sentence hereof to be invalid or void shall not be deemed or held to affect the validity of any other section, subdivision, paragraph or sentence of this resolution.

Section 16. Compliance with Open Meeting Law. It is found and determined 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 of its committees or subcommittees, or any other public bodies of the Port, that resulted in such formal actions were in meetings open to the public, in compliance with the law.

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Section 17. Effective Date. This resolution shall take effect and be in full force immediately upon its adoption.

Adopted: December 13, 2023

Yeas: 8

Nays: Ø

Abstentions: Ø

Chair

Secretary