

RESOLUTION NO. 2015-04

AUTHORIZING THE ISSUANCE OF A STATE LOAN REVENUE BOND, SERIES 2015 (CHAPTER 166 LOAN – BOND FUND PROGRAM), ACCEPTANCE OF A GRANT FROM HAMILTON COUNTY, OHIO, THE EXECUTION OF A COOPERATIVE AGREEMENT WITH THE DAYTON-MONTGOMERY COUNTY PORT AUTHORITY, A LOAN AND SECURITY AGREEMENT WITH THE DIRECTOR OF DEVELOPMENT OF THE STATE OF OHIO, AND AN AMENDED AND RESTATED TRUST INDENTURE WITH THE DAYTON-MONTGOMERY COUNTY PORT AUTHORITY AND THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS TRUSTEE, ALL RELATING TO THE ESTABLISHMENT OF A COMMON BOND FUND PROGRAM BY THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY AND THE DAYTON-MONTGOMERY COUNTY PORT AUTHORITY FOR THE FINANCING OF PROJECTS FOR AUTHORIZED PURPOSES UNDER CHAPTER 4582 OF THE OHIO REVISED CODE, AND AUTHORIZING AND APPROVING RELATED MATTERS.

WHEREAS, the Port of Greater Cincinnati Development Authority (“Port Authority”), 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, Section 13 of the Ohio Constitution and Sections 4582.21 et seq. of the Ohio Revised Code (collectively, the “Act”), among other things (a) to issue its revenue obligations for the purpose of paying the costs of “port authority facilities” as defined in the Act, (b) to enter into agreements to secure such revenue obligations, and to provide for the pledge or assignment of revenues sufficient, together with other amounts provided therefor, to pay the principal of and interest and any premium on those revenue obligations, (c) to acquire, construct, equip, furnish, improve and otherwise develop such “port authority facilities” and (d) to make and enter into such contracts and agreements and execute all instruments may be necessary or included for the exercise of powers otherwise granted to the Port Authority under the Act; and

WHEREAS, pursuant to the foregoing authority and for the purpose of establishing a common bond fund program (“Bond Fund Program”) utilizing a common reserve fund to provide security for a series of financings to be undertaken by the Port Authority and the Dayton-Montgomery County Port Authority (the “Dayton Port”), the Port Authority has applied for and been awarded a loan from the Director of Development of the State of Ohio in the amount of \$2,500,000 under a Loan and Security Agreement (the “Loan Agreement”) for deposit into the “Program Reserve Fund” under an amended and restated trust indenture between the Port Authority, the Dayton Port and a trustee (the “Master Indenture”) to secure all financings undertaken by the Port Authority and the Dayton Port as part of the Bond Fund Program; and

WHEREAS, that loan is to be evidenced by a State Loan Revenue Bond, Series 2015 (Chapter 166 Loan – Bond Fund Program) (the “Bond”) of the Port Authority; and

WHEREAS, the Port Authority has negotiated the form of Master Indenture to be entered into between the Port Authority, the Dayton Port and The Bank of New York Mellon Trust Company, N.A. (the “Trustee”), for the purpose of securing all of the Bond Fund Program financings; and

WHEREAS, the Port Authority desires to enter into a Cooperative Agreement with the Dayton Port to establish mutual obligations and procedures for the operation of the Bond Fund Program (the “Cooperative Agreement”); and

WHEREAS, Hamilton County, Ohio, desires to make a grant to the Port Authority of at least \$1,000,000 as further security for the Bond Fund Program financings (the “Grant”);

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

Section 1. Determinations by the Board. This Board hereby adopts the foregoing recitals as findings, as further finds and determines that pursuant to the authority of the Act, it is necessary and proper and in the best interest of the Port Authority to, and the Port Authority shall, establish a Bond Fund Program in cooperation with the Dayton Port to provide for a series of financings to be undertaken by the Port Authority and the Dayton Port to finance costs of various "port authority facilities" within the meaning of the Act. This Board further finds and determines that the establishment of a Bond Fund Program is in furtherance of the purposes of the Act and will benefit the people of the State, including those within the jurisdiction of the Port Authority, by, among other things, preserving jobs and employment opportunities and improving the economic welfare of the people of the State, the City of Cincinnati, Ohio and Hamilton County, Ohio and that the issuance of the Bond and acceptance of the Grant are necessary to secure adequate reserve funds for the Bond Fund Program.

Section 2. Issue of Bond. This Board hereby determines that the Bond shall be issued to evidence the loan from the Director of Development of the State of Ohio. Proceeds of the Bond shall be deposited into a segregated account held under the Master Indenture (the "DSA Loan Account"). Amounts on deposit in the DSA Loan Account, including any investment earnings thereon, are pledged to the payment of the Bond. The Bond shall mature in a single installment no later than December 31, 2055, and shall bear interest at a rate such that the interest accrued is in an amount equal to the net earnings on the monies held by the Trustee in the DSA Loan Account on each interest payment date in excess of \$2,500,000, provided, however, that the interest rate may not exceed 15% per annum so long as no Event of Default exists under the Loan Agreement. If, upon an Event of Default, as defined in the Loan Agreement, the Director of Development declares the Bond due and payable immediately, the Bond shall bear interest at the Interest Rate for Advances, as defined in the Loan Agreement. The Bond shall have such other terms and be secured as provided in the Loan Agreement and the Bond. The Bond shall be prepayable without premium or penalty at any time.

Section 3. Grant. This Board hereby determines that the Port Authority shall accept the Grant from Hamilton County and deposit, or cause the deposit of, the Grant into a segregated account held under the Master Indenture. This Board further authorizes the Port Authority to accept grant funds from other entities made for the purpose of supporting the Bond Fund Program, which funds shall be deposited into segregated accounts held under the Master Indenture to the extent required by the terms of those grants.

Section 4. Approval and Execution of Documents. To provide for the implementation of the Bond Fund Program, the Chair, Vice Chair, Secretary, President & CEO and any Assistant Secretary (each an "Authorized Officer"), alone or together, are hereby authorized, for and in the name of the Port Authority and on its behalf and on behalf of this Board, to accept the \$2,500,000 loan from the Director of Development under the terms and conditions set forth in the Loan Agreement and to execute the Loan Agreement, the Master Indenture, the Cooperative Agreement and the Bond each in substantially the forms thereof now on file with the Secretary, with such changes therein as are not inconsistent with this resolution and not substantially adverse to the Port Authority and which 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 substantially adverse to the Port Authority, shall be conclusively evidenced by the execution of those documents by that official or those officials.

Each Authorized Officer is further authorized and directed to execute any certifications, agreements or other instruments, including, without limitation, any documents necessary to secure or accept grants to

which reference is made in Section 3, and to take such further actions, as are necessary or appropriate to provide for the establishment of a Bond Fund Program by this Port Authority, including obtaining a rating or ratings of that program from one or more nationally recognized credit rating agencies. All actions heretofore taken by the officers and officials of this Port Authority and of this Board in connection with the establishment of a Bond Fund Program, the acceptance of the loan from the Director of Development, the issuance of the Bond, the entry into the Cooperative Agreement with the Dayton Port, the entry into the Master Indenture and the procurement and acceptance of any grants are hereby ratified and approved.

Section 5. Open Meetings. 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 or its committees 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 6. Effective Date. This resolution shall take effect and be in force immediately upon its adoption.

Adopted: February 11, 2015

Yeas: 8

Nays: 0

Kevin Alan
Chair

Attest: Lauren Brunner
Secretary