

PORTAGE COUNTY PORT AUTHORITY
DRAFT – MEETING MINUTES
MAY 30, 2012

The Board of Directors of the Portage County Port Authority met and held a Special Meeting on Wednesday, May 30, 2012 at 10:30AM at the Portage County Port Authority / Portage Development Board office at 217 S. Chestnut St., Ravenna, Ohio with the following members present:

Jack Kohl	Steven P. McDonald	Thomas V. Chema
T.N. Bhargava		

Absent: David Dix, Neil Mann and James Wyatt

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Also present; Barbara Hawley, Squires Sanders; George Sarkis, Roetzel & Address; John Wray, NEOMED; Mark Corr and Jerel Klue, Signet Development; Chris Burnham and Norma Fox Horwitz, Development Finance Authority of Summit County; Denise Smith, Portage County Prosecutor’s office; Brad Ehrhart, President Portage Development and Diana Fierle, Secretary-Treasurer.

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Chairman Jack Kohl called the meeting to order at 10:30AM.

APPROVAL OF OFFICIAL MINUTES

A motion was made by Mr. Chema to approve the meeting minutes from the special meeting of April 17, 2012, seconded by Mr. Bhargava. All in favor and motion carried.

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TEFRA PUBLIC HEARING

The special meeting was recessed at 10:32AM to move into the TEFRA Public Hearing. Barbara Hawley of Squires Sanders explained the meeting was advertised in the Record Courier on May 16, 2012. Ms. Fierle stated a copy of the advertisement is in the meeting packet. Ms. Hawley and Mr. John Wray of NEOMED went on to explain the NEOMED project and the bonds being issued by the Port Authority. Also explained was the part that the Portage County Improvement Corporation would play in the project. Mr. Wray stated that on behalf of President Gershen of NEOMED he wanted to say how much he appreciates the board considering the proposal of NEOMED project which is a critical one for them and on a very short timeline. They plan to have 339 beds available by the fall of 2013 and have 339 students residing on campus for the first time. With the entire project not including the one brought before the Port Authority today, it will be about \$120 million total. NEOMED is also planning on a new medical office along with this student housing and then a new medical facility and plan to break ground this fall.

Mr. Chema asked for a little more explanation about the project, how many units with 339 beds etc. Mr. Wray stated that most units would be double units (85%) and explained the units/building in a little more detail. Mr. Wray introduced the development team present, Mr. Mark Corr and Jerel Klue of Signet. Mr. Wray stated the singles are about 600 square feet with the doubles about 1,000 square feet. Mr. Chema asked if the new 501 (C) 3 being created by NEOMED would take ownership of the building and land. Mr. Wray stated there will be a ground lease with ownership by ERS, the new 501 (C) 3 in the process of being created. Mr. Wray said they did a survey of the students to see if they had any interest in the student housing with 67% answering the survey and about 70% of those stating they would be very interested in the on campus housing.

Time was given to the public to ask any questions or give comments concerning the project. With no public in attendance and no comments Chairman Kohl asked for a motion to adjourn the public hearing. A motion was made by Mr. McDonald, seconded by Mr. Chema that the public meeting be adjourned. All in favor and motion carried.

At 10:50AM the port authority directors re-convened to the regular meeting.

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REPORTS AND COMMUNICATION

Meeting notices - Ms. Fierle stated the Portage County Port Authority meeting and 2013 Tax Budget hearing were advertised in the Record Courier on May 18, 2012 and the Public hearing was advertised in the Record Courier on May 16, 2012.

Secretary/Treasurer Report - Ms. Fierle explained we now have 3 accounts in Huntington Bank. The regular checking account has \$34,924.30. There is an additional \$25,000 from the Rubbermaid project that is not reported on the sheet that was deposited yesterday. The money market account has \$129,842.39. The special activities account has \$24, 909.99. The total amount in all accounts is \$189,676.68 plus the \$25,000 deposited yesterday. The special activities account had expenses for check printing and deposit slips. Ms. Fierle explained the budget sheet that was in the packet. We seem to be rather solid financially at this time.

President of PDB Report - Mr. Ehrhart explained project the Portage Development Board is working on at this time which is at about 28, and it's been a very busy and good year so far. We have about 6 projects in the win column so far for 2012. Mr. Ehrhart explained that we signed the closing documents for the InSite/Rubbermaid project on May 9th and they are expected to have the building completed and occupied by the end of this year. Mr. Ehrhart stated that everyone should be getting an invite to a luncheon at the Rubbermaid facility in Mogadore on June 7th.

Report from Legal Counsel - Attorney Smith stated she didn't have anything at this moment but would jump in on anything later in the meeting.

Mr. Kohl asked if we could go into the 2013 Tax Budget hearing? Ms. Fierle stated we couldn't go into that meeting yet as it isn't 11:15. She stated to move on with the agenda items and we would go back to the Tax Budget hearing as soon as we were able. Ms. Fierle didn't expect the TEFRA hearing to move so

quickly and in the future will schedule public hearings a little different as it should have been scheduled for 11:00AM, then it could be held anytime after that time.

DISCUSSION

1. **NEOMED Project Update** – Chairman Kohl asked if there were any more updates to be given. There were none at this time. The resolutions would be presented a little later in the meeting.

A. **Portage County Improvement Corporation** – Mr. Sarkis explained the purpose of the PCIC. Ms. Fierle stated that the Articles of Incorporation and EIN number have been received and are included in the packet. Mr. Ehrhart mentioned that there will be an organizational meeting for the Portage County Improvement Corporation sometime in June and we'd need to take a look before we leave to set up a date and time. Mr. Sarkis stated the meeting should be posted at the PDB/PCIC office and the county administration office and also in the Record Courier. Officers will be elected at the meeting.

2. **High School Update** – Mr. Kohl stated the school board collected the bidding and is doing their due diligence and they need to pick a date to start demolition.

A. **Draft RFP** is complete and has been reviewed by Attorney Smith. Mr. Kohl stated we need to get a list put together on who to send the RFP to. Mr. Ehrhart will e-mail the directors to get their suggestions.

3. **Project Renewal – Update**

A. Mr. Ehrhart stated the application was sent in and approved by the Controlling Board on May 21st. We are waiting for the agreement from ODOD.

4. **Project Fee Sharing with the Portage Development Board** – Ms. Fierle stated there is a draft amended agreement in the packet. It was reviewed by Attorney Smith with a couple comments. Attorney Smith can sign as Reviewed By instead of Approved as to Form because the auditor certification can't be certified for an unknown amount. The Secretary-Treasurer can certify the \$10,000 for the contract, the fees amount can't be certified because we don't know from year to year how much those fees would be. Mr. Chema asked that it wouldn't undermine the enforceability of the contract would it and Attorney Smith stated that no it would not. The agreement is still fine and enforceable. Mr. Kohl stated it became obvious that Brad and Diana are spending a lot more time on Port Authority projects and it's fair that we start fee sharing with the 25%/75% with 75% going to the Port Authority. Mr. Kohl stated these project could not have happened without Brad and Diana spending as much time on these projects as they have. Mr. Chema stated that in the beginning the Port Authority thought they might have to get their own staff or hiring someone to provide staffing. The Portage Development Board has been doing exactly what is needed to staff the Port Authority and is totally in agreement with the fee sharing. Mr. Chema states they don't really need to hire their own staff when the Port Authority and Portage Development Board have this agreement in place and the port doesn't have the responsibility of the human resource issues associated with staff.

5. **Port Authority Name** - Mr. Burnham spoke about the Summit County Port Authority changing their name to the Development Finance Authority of Summit County. Mr. Kohl stated he doesn't know how many times he's been asked about a port. Several names were discussed. Mr. Chema stated he would have a discussion with the Portage County Board of Commissioners in the near future to broach the

subject of changing the name of the Portage County Port Authority.

CONSIDERATION OF NEW RESOLUTIONS AND MOTIONS

- A. Portage County Improvement Corporation** – Mr. Ehrhart explained that this resolution designates the Portage County Improvement Corporation as an instrumentality of the Portage County Port Authority for the NEOMED housing project and appointing directors of the PCIC. **A motion was made by Mr. Chema, seconded by Mr. Bhargava to approve the resolution. All voted in favor and the motion carried. Resolution 12-007**
- B. NEOMED Project** – Mr. Ehrhart explained this resolution authorizes the Issuance of Revenue Bonds as part of a plan to finance in one or more series not to exceed \$37,800,000 for the purpose of making a loan to assist the Portage County Improvement Corporation for the NEOMED project. **A motion was made by Mr. Chema, seconded by Mr. McDonald to approve the resolution. All voted in favor and the motion carried. Resolution 12-008**

Mr. Ehrhart stated that the NEOMED project business is complete. Those in attendance for this project left the meeting after thanking the Port Authority for their continued support.

- C. Project Fee Sharing between the PCPA and the Portage Development Board** – Mr. Ehrhart explained the fee sharing of 25% for the Portage Development Board and 75% for the Port Authority. **A motion was made by Mr. Chema to approve the amended agreement adding the fee sharing, seconded by Mr. McDonald. All voted in favor and the motion carried. Resolution 12-010**

Ms. Fierle stated that she would pay the fee for the project with the funds in the Special Activities account before moving the funds into the regular checking account.

At 11:16AM the Portage County Port Authority directors recessed to go into the Public Hearing for the 2013 Tax Budget hearing.

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2013 TAX BUDGET HEARING

Ms. Fierle read the notices as printed in the Record Courier. She explained the draft budget has been on display in the Portage County Auditor's office and the Portage County Port Authority office for the time required by the ORC.

Ms. Fierle explained how she came up with the items and expenses in the draft budget. Mr. Chema asked about the amount in the dues line items and Ms. Fierle explained that she puts funds there in case the

Port Authority decides to join the local chambers of commerce. Also included are the dues for the Ohio Port Authority Council and the Portage Development Board.

Ms. Fierle also explained that she kept the projects line item with \$50,000 for expenditures we might have when working on projects.

With no further questions and no questions from the public, a motion was made by Mr. McDonald to adjourn the public hearing, seconded by Mr. Chema. All voted in favor and the motion carried.

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At 11:20 AM the Board of Directors returned to the regular meeting.

D. 2013 Tax Budget – After holding the required Public Hearing, a motion was made by Mr. McDonald and seconded by Mr. Chema, that the 2013 Tax Budget be adopted. All voted in favor and the motion carried. Resolution 12-009.

CORRESPONDENCE

1. **Correspondence from Huntington Bank – the PCPA’s bank of record –** Mr. McDonald explained the letter Ms. Fierle received from Huntington Bank. **A motion was made by Mr. McDonald, seconded by Mr. Chema that the Board of Directors grant approval for Ms. Fierle to sign the documents and return to Huntington Bank. Approved by Journal Entry.**
2. **Management Letter from Auditors –** Mr. Chema stated he received an e-mail from the auditor’s containing the management letter from the most recent Port Authority audit. One finding was the financials had not been reported to the state. Ms. Fierle stated that was something that she didn’t know needed to be done and the auditor’s assisted her with getting the items filed. We are now in compliance there.

Mr. Chema also stated that another recommendation was that the Port Authority create and Audit committee. Mr. Chema thought that was a good idea and this committee could meet about a half hour before the quarterly meetings. **Mr. Chema made a motion that an Audit Committee be formed, seconded by Mr. McDonald. All voted in favor and the motion carried. Resolution 12-011**

It was also decided that on the audit committee would consist of Mr. McDonald as Chairman, also on the committee would be Mr. Chema and Mr. Mann.

Mr. Chema reminded Ms. Fierle when she advertises the quarterly meeting to also state the Audit Committee would meet ½ hour prior to the quarterly board meeting.

Ms. Fierle stated the next meeting is scheduled for September 4, 2012 at 2:00 PM.

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RESOLUTION NO. 12-007

RE: A RESOLUTION DESIGNATING THE PORTAGE COUNTY IMPROVEMENT CORP. AS AN AGENCY AND INSTRUMENTALITY OF THE PORTAGE COUNTY PORT AUTHORITY FOR PURPOSES OF PROVIDING HOUSING WITHIN THE JURISDICTION OF THE PORT AUTHORITY; APPROVING THE ARTICLES OF INCORPORATION AND CODE OF REGULATIONS OF THE PORTAGE COUNTY IMPROVEMENT CORP.; AND APPOINTING THE DIRECTORS OF THE PORTAGE COUNTY IMPROVEMENT CORP.

It was moved by Thomas V. Chema seconded by Steven P. McDonald that the following Resolution be adopted:

WHEREAS, pursuant to Sections 4582.21 through 4582.59, Ohio Revised Code (as enacted and amended from time to time, collectively, the "Act"), the Portage County Port Authority (the "Port Authority") is authorized to undertake activities that enhance, foster, aid, provide, or promote housing within its jurisdiction; and

WHEREAS, Portage County Improvement Corp. (the "Corporation") has been formed as an Ohio nonprofit corporation for the purpose of providing housing within the territorial jurisdiction of and exclusively for the benefit of the Port Authority, thereby lessening the burdens of government by performing governmental functions that the Port Authority would otherwise have to perform directly or by itself; and

WHEREAS, this Board has determined to designate the Corporation and take other actions that are necessary and appropriate for the Corporation to operate as an "instrumentality" within the meaning of Revenue Ruling 57-128, 1957-1 C.B. 311; NOW, THEREFORE, BE IT

RESOLVED, by the Board of Directors of the Portage County Port Authority:

Section 1. Designation of Instrumentality. This Board hereby finds and determines that it is the policy of the Port Authority to implement its authorized purposes with respect to housing under the Act, and specifically with respect to the Project, as described in the Articles of Incorporation of the Corporation, through the designation of the Portage County Improvement Corp., a corporation not for profit organized and operating under Chapter 1724, Ohio Revised Code, as the Port Authority's agency and instrumentality for providing housing within its jurisdiction.

Section 2. Approval of Articles of Incorporation and Code of Regulations. This Board hereby approves and confirms the Articles of Incorporation the Code of Regulations of the Corporation in the forms on file with this Board.

Section 3. Appointment of Corporation Board of Directors. In accordance with the Articles of Incorporation of the Corporation, this Board hereby appoints the following individuals as the Directors of the Corporation: Thomas V. Chema, Jack F. Kohl, II and Steven P. McDonald.

Section 4. 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 5. Effective Date. This resolution shall be in full force and effect upon its adoption. Therefore be it further

Resolved, that the Board of Directors finds 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 that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice Vote as follows:

T.N. Bhargava, yea;	Thomas V. Chema, yea;	David Dix, absent;
Jack Kohl, yea;	Neil Mann, Jr., absent;	Steven P. McDonald, yea;
James A. Wyatt, Jr., absent;		

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RESOLUTION NO. 12-008

RE: A RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$37,800,000 PORTAGE COUNTY PORT AUTHORITY REVENUE BONDS (NORTHEAST OHIO MEDICAL UNIVERSITY PROJECT) FOR THE PURPOSE OF MAKING A LOAN TO ASSIST PORTAGE COUNTY IMPROVEMENT CORP. IN FINANCING COSTS OF "PORT AUTHORITY FACILITIES" WITHIN THE MEANING OF SECTION 4582.21, OHIO REVISED CODE; AUTHORIZING A LOAN AGREEMENT AND A TRUST INDENTURE SECURING THE PAYMENT OF THE BONDS; AUTHORIZING A BOND PURCHASE AGREEMENT FOR THE SALE OF THE BONDS; AND AUTHORIZING CERTAIN OTHER DOCUMENTS AND ACTIONS IN CONNECTION WITH THE BONDS.

It was moved by Thomas V. Chema, seconded by T.N. Bhargava that the following resolution be adopted:

WHEREAS, the Portage County Port Authority (the "Issuer"), a port authority and a body corporate and politic duly organized and validly existing under the laws of the State of Ohio, is authorized and empowered, by virtue of the laws of the State of Ohio, including without limitation, Section 16 of Article VIII, Ohio Constitution, and Revised Code Sections 4582.21 through 4582.59 (the "Act"), (a) to issue one or more series of its revenue bonds for the purpose of making a loan to assist in the financing or refinancing of costs of acquiring, constructing, equipping and improving "port authority facilities," as defined in Revised Code Section 4582.21, (b) to enter into a loan agreement and to provide for "revenues" sufficient to pay the principal of and interest and any premium on those revenue bonds, (c) to secure those revenue bonds by a trust indenture, and (d) to adopt this Resolution and to enter into the Indenture and the Loan Agreement, all as defined below; and

WHEREAS, Portage County Improvement Corp., an Ohio nonprofit corporation (the "Borrower"), has requested that the Issuer issue one or more series of revenue bonds (the "Series 2012 Bonds") pursuant to the Act to assist it in financing costs of acquiring, constructing, furnishing and equipping housing facilities and related site and parking improvements (the "Project") to be located on the main campus of the Northeast Ohio Medical University (the "University") and to be occupied by students, faculty, researchers, staff and guests of the University; and

WHEREAS, the Borrower will be the initial owner and operator of the Project and the Borrower will assign all of its rights and obligations with respect to the Project and the Series 2012 Bonds to ERS Housing LLC, an Ohio nonprofit limited liability corporation, if and at such time as ERS Strategic Properties, Inc., an Ohio nonprofit corporation and the sole member of ERS Housing LLC, receives a determination from the Internal Revenue Service, in response to its pending application, that it is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code). NOW, THEREFORE, BE IT

RESOLVED, by the Board of Directors of the Portage County Port Authority, that:

Section 1. Definitions. All capitalized words and terms used in this Resolution but not otherwise defined are used with the respective meanings given to them in the Trust Indenture with respect to the Bonds (the "Indenture") between the Issuer and U.S. Bank National Association, as trustee (the "Trustee"), the substantially final form of which is on file with this Board.

Section 2. Determinations. This Board finds and determines that:

- (a) the Project constitutes "port authority facilities" within the meaning of Section 4582.21(E), Ohio Revised Code;
- (b) the Project is consistent with the purposes of Section 16 of Article VIII, Ohio Constitution, to enhance the availability of adequate housing and to improve the economic and general well-being of the people of the State of Ohio;
- (c) provision of the loan to finance or refinance costs of the Project, including without limitation, the financing thereof, will require the issuance, sale and delivery of the Series 2012 Bonds; and
- (d) the acquisition, construction, installation, equipping and improving of the Project and of any improvements in connection with it, including those paid from the proceeds of the Series 2012 Bonds, shall be undertaken by the Borrower or its agents as provided in the Loan Agreement.

Section 3. Authorization of Series 2012 Bonds. It is determined to be necessary to, and the Issuer shall, issue, sell and deliver, as provided in this Resolution and in the Indenture and pursuant to the authority of the Act, the Series 2012 Bonds in one or more series in a principal amount not to exceed \$37,800,000 for the purpose of making a loan to assist the Borrower in financing or refinancing the costs of acquiring, constructing, furnishing and equipping the Project, including payment of interest on the Series 2012 Bonds prior to and during construction of the Project and for up to eighteen months after completion of construction, funding any required reserves, and payment of costs of issuance. The Series 2012 Bonds initially shall be issued in fully registered book entry only form and shall be designated "Portage County Port Authority Revenue Bonds (Northeast Ohio Medical University Project), Series 2012". The Chairman or Vice Chairman of this Board (each an "Executive") and/or the Secretary-Treasurer or any Assistant Secretary (the "Fiscal Officer") are authorized and directed to sign and deliver the Loan Agreement between the Issuer and the Corporation in substantially in the form on file with this Board and with such changes as are not adverse to the Issuer as such officers may approve, their signing and delivery of the Loan Agreement being conclusive evidence of their approval of any such changes.

Section 4. Terms of the Series 2012 Bonds. The Series 2012 Bonds shall be issued in the form and denominations and shall be numbered and payable as provided in the Indenture. The Series 2012 Bonds shall be dated as of the date, shall mature semiannually on June 1 and December 1 in the years and principal amounts, with the final maturity date not later than December 1, 2047, shall bear interest at the rate or rates, not to exceed a weighted average rate of six percent (6 %) per annum, shall be subject to redemption, and have such other terms as provided in the Bond Purchase Agreement authorized in Section 5 of this Resolution and in the Indenture. The Series 2012 Bonds shall be signed by the Executive and the Fiscal Officer of the Issuer in their official capacities (provided that either or both of those signatures may be facsimiles). In case any officer whose signature or a facsimile thereof appears on the Series 2012 Bonds shall cease to be such officer before the issuance or delivery of the Series 2012 Bonds, such signature or facsimile thereof shall nevertheless be valid and sufficient for all purposes, the same as if he or she had remained in office until after that time. The Series 2012 Bonds in the form contained in the Indenture, signed by the appropriate officers of the Issuer, in an aggregate principal amount not to exceed \$37,800,000, shall represent the approved form of Series 2012 Bonds.

Section 5. Sale of the Series 2012 Bonds. The Series 2012 Bonds are sold and awarded to RBC Capital Markets LLC (the "Original Purchaser") at a purchase price equal to the aggregate principal amount of the Series 2012 Bonds, less underwriter's discount which may not exceed one percent (1%) of the principal amount of the Series 2012 Bonds, less any original issue discount, plus any original issue premium and plus any accrued interest. It is determined hereby that the purchase price and the manner of sale and the terms of the Series 2012 Bonds, as provided in this Resolution, the Bond Purchase Agreement among the Issuer, the Original Purchaser and the Borrower (the "Bond Purchase Agreement") and the Indenture, are consistent with all legal requirements and will carry out the public purposes of the Act.

The Bond Purchase Agreement shall contain the final terms of the Series 2012 Bonds, including: the aggregate principal amount of the Series 2012 Bonds, their interest rates, maturities and redemption provisions. The Executive or the Fiscal Officer each is authorized to approve the final terms of the Series 2012 Bonds and the purchase price to be paid by the Original Purchaser, and each is authorized to sign and deliver the Bond Purchase Agreement to the Original Purchaser and the Borrower in substantially the form now on file with the Issuer, with any changes not inconsistent with this Resolution and not substantially adverse to the Issuer, and as are permitted by the Act and approved on behalf of the Issuer by the officer signing the Bond Purchase Agreement. The approval on behalf of the Issuer of those changes and the status of those changes as not substantially adverse to the Issuer shall be conclusively evidenced by the signing of the Bond Purchase Agreement by the authorized officer of the Issuer.

The Executive and Fiscal Officer of the Issuer are authorized and directed to make the necessary arrangements with the Original Purchaser to establish the date, location, procedures and conditions for the delivery of the Series 2012 Bonds to the Original Purchaser and to take all steps necessary to effect the due execution, authentication and delivery of the Series 2012 Bonds to the Original Purchaser under the terms of this Resolution, the Indenture, the Loan Agreement and the Bond Purchase Agreement (the "Issuer Documents"). This Board determines that such authorization and direction, all as provided in the Issuer Documents, are in the best interests of the Issuer and consistent with all legal requirements, such determination to be conclusively evidenced by the signing by such officers of the Issuer Documents. The proceeds from the sale of the Series 2012 Bonds shall be deposited in the funds and accounts created in the Indenture, in the custody of the Trustee, and applied as provided in the Indenture and the Loan Agreement.

This Board authorizes the use and distribution by the Original Purchaser, in connection with the offer and sale of the Series 2012 Bonds, of a preliminary offering document and final

offering document in such forms as may be approved by the officials signing the Bond Purchase Agreement.

Except as may be described in the Bond Purchase Agreement, the Issuer has not confirmed, and assumes no responsibility for, the accuracy, completeness or sufficiency of any of the statements in any disclosure document used by the Original Purchaser in connection with the offer and sale of the Series 2012 Bonds or any supplements thereto, or in any reports, financial information, offering or disclosure documents or other information relating in any way to the Project or its proposed management, operations, history or financial condition, or relating in any way to the Original Purchaser.

Section 6. Arbitrage and Information Reporting Provisions. With respect to those Series 2012 Bonds that are issued as obligations the interest on which is excluded from gross income for federal income tax purposes (the "Tax-Exempt Series 2012 Bonds"), the Issuer covenants that it will restrict the use of the proceeds of the Tax-Exempt Series 2012 Bonds in such manner and to such extent as may be necessary so that those Series 2012 Bonds will not constitute arbitrage bonds under Section 148 of the Code, after taking into account reasonable expectations at the time of the delivery of and payment for those Series 2012 Bonds.

The Executive and/or the Fiscal Officer or any other officer having responsibility for issuing the Series 2012 Bonds, either alone or in conjunction with the Borrower or any officer, employee, agent of or consultant to the Borrower, shall give with respect to the Tax-Exempt Series 2012 Bonds (i) appropriate certifications of the Issuer for inclusion in the transcript of proceedings for the Series 2012 Bonds setting forth the reasonable expectations of the Issuer regarding the amount and use of the proceeds of the Tax-Exempt Series 2012 Bonds and the facts, estimates and circumstances on which they are based and other facts and circumstances relevant to the tax treatment of interest on the Tax-Exempt Series 2012 Bonds, as provided by the Borrower, all as of the date of delivery of and payment for the Series 2012 Bonds; and (ii) the statement setting forth the information required by Section 149(e) of the Code, which shall be based on the relevant information provided by the Borrower.

The Issuer covenants that it (i) will take, or require to be taken, all actions that may be required of it for the interest on the Tax-Exempt Series 2012 Bonds to be and remain excluded from gross income of the registered owners thereof for federal income tax purposes, and (ii) will not take or authorize to be taken any actions that would adversely affect that exclusion under the provisions of the Code. The Executive and/or the Fiscal Officer and other appropriate officers are authorized and directed to take any and all actions and make or give reports and certifications, as may be appropriate to assure such exclusion of that interest.

Section 7. Authorization of Loan Agreement, Indenture, Bond Purchase Agreement, Tax Agreement and Other Documents. In order to provide for the payment of the principal of, premium, if any, and interest on the Series 2012 Bonds as the same shall become due and payable, and to provide for the financing or refinancing of the Project, the Executive and/or the Fiscal Officer each is authorized to sign, acknowledge and deliver, in the name and on behalf of the Issuer, the Loan Agreement, the Indenture and any Letter of Representations with The Depository Trust Company (the "DTC Letter Agreement"), in substantially the forms submitted to and now on file with this Board. The Executive and/or Fiscal Officer each is further authorized and directed to sign, acknowledge and deliver the Tax Certificate and Agreement among the Issuer, the Borrower and the Trustee (the "Tax Agreement"), in substantially the form submitted to and now on file with the Issuer. Those documents in those forms are approved, with such changes not inconsistent with this Resolution and not substantially adverse to the Issuer as may be permitted by the Act and approved by the officers signing those documents on behalf of the Issuer. The approval of those changes by those officers, and that those changes are not substantially adverse to the Issuer, shall be conclusively evidenced by the signing of the Loan Agreement, the Indenture, the DTC Letter Agreement and the Tax Agreement by those officers. The Executive, the Fiscal Officer and other appropriate officials of the Issuer are each separately authorized to take any and all actions and to sign such

financing statements, assignments, certificates and other instruments that may be necessary or appropriate to effect the issuance of the Series 2012 Bonds, the financing or refinancing of the Project and the intent of this Resolution.

Section 8. Covenants of Issuer. In addition to other covenants of the Issuer in this Resolution, the Issuer further covenants and agrees as follows:

(a) **Payment of Principal, Premium and Interest.** The Issuer will, solely from the sources in the Indenture provided, pay or cause to be paid the principal of, premium, if any, and interest on the Series 2012 Bonds on the dates, at the places and in the manner provided, in the Indenture and in the Series 2012 Bonds.

(b) **Performance of Covenants, Authority and Actions.** The Issuer will at all times faithfully observe and perform all agreements, covenants, undertakings, stipulations and provisions contained in the Issuer Documents and in all proceedings of the Issuer pertaining to the Series 2012 Bonds. The Issuer warrants and covenants that it is, and upon delivery of the Series 2012 Bonds will be, duly authorized by the laws of the State, including particularly and without limitation the Act, to issue the Series 2012 Bonds and to execute the Issuer Documents and all other documents to be executed by it, to provide for the security for payment of the principal of, premium, if any, and interest on the Series 2012 Bonds in the manner and to the extent set forth in the Indenture; that all actions on its part for the issuance of the Series 2012 Bonds and signing and delivery of the Issuer Documents and all other documents to be executed by it in connection with the issuance of the Series 2012 Bonds, have been or will be duly and effectively taken; and that the Series 2012 Bonds will be valid and enforceable special obligations of the Issuer according to their terms.

Section 9. Transcript of Proceedings. The Secretary-Treasurer or Assistant Secretary, or other appropriate officer of the Issuer, shall furnish to the Original Purchaser a true transcript of proceedings, certified by the Secretary-Treasurer or Assistant Secretary or other officer, of (i) all proceedings had with reference to the issuance of the Series 2012 Bonds and (ii) any other information from the records of the Issuer which may be necessary or appropriate to determine the regularity and validity of the issuance of the Series 2012 Bonds.

Section 10. No Debt or Tax Pledge. The Series 2012 Bonds do not constitute a debt or pledge of the faith and credit of the Issuer, the State of Ohio or any political subdivision thereof. The owners of the Series 2012 Bonds have no right to have taxes levied by the General Assembly of the State or the taxing authority of any political subdivision of the State for the payment of principal of or any premium or the interest on the Series 2012 Bonds. The Series 2012 Bonds shall contain a statement to that effect and to the effect that the Series 2012 Bonds shall be payable solely from the funds pledged to their payment under the Indenture. Nothing in this Resolution or in the Indenture, however, shall be deemed to prohibit the Issuer, of its own volition, from using to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of the Indenture, this Resolution or any of the Series 2012 Bonds.

Section 11. Public Hearing. Prior to the issuance of the Series 2012 Bonds, the Issuer has held a public hearing pursuant to and as required by Section 147(f) of the Internal Revenue Code of 1986, as amended.

Section 12. Effective Date. This Resolution shall take effect and be in force immediately upon its adoption, therefore be it further

Resolved, that the Board of Directors finds 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 that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice Vote as follows:

T.N. Bhargava, yea;
Jack Kohl, yea;
James A. Wyatt, Jr., absent;

Thomas V. Chema, yea;
Neil Mann, Jr., absent;

David Dix, absent;
Steven P. McDonald, yea;

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RESOLUTION NO. 12-009

RE: ADOPTION OF PORTAGE COUNTY PORT AUTHORITY PROPOSED TAX BUDGET FOR YEAR 2013.

It was moved by Steven P. McDonald, seconded by Thomas V. Chema that the following Resolution be adopted:

WHEREAS, the Portage County Port Authority Proposed Tax Budget for 2013 was on display for public viewing at the offices of the Portage County Port Authority and the Portage County Auditor on May 16, 2012, prior to the date of the public hearing; and

WHEREAS, a public hearing on the Portage County Port Authority Proposed Tax Budget for 2013, as required by ORC 5705.30, was held on May 30, 2012 after being duly publicized on May 18, 2012 in a newspaper of general circulation (Record-Courier); now therefore be it

RESOLVED, that the Portage County Port Authority Proposed Tax Budget for 2013 be and hereby is adopted, and that a copy of this resolution and two copies of the Portage County Proposed Tax Budget for 2013 be signed by the Portage County Port Authority Board of Directors and forwarded to the County Auditor; and be it further

RESOLVED, that the Board of Directors 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 that resulted in those formal actions were in meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice Vote As Follows:

T.N. Bhargava, yea;
David Dix, absent;
Neil Mann, Jr., absent;
James A. Wyatt, Jr. absent;

Thomas V. Chema, yea;
Jack Kohl, yea;
Steven P. McDonald, yea;

* * * * *

RE: AMEND THE AGREEMENT BETWEEN THE PORTAGE DEVELOPMENT BOARD AND THE PORTAGE COUNTY PORT AUTHORITY TO INCLUDE PROJECT FEE SHARING OF 75% TO THE PORT AUTHORITY AND 25% OF THE PROJECT FEES TO THE PORTAGE DEVELOPMENT BOARD.

It was moved by Thomas V. Chema, seconded by Steven P. McDonald that the following resolution be adopted:

WHEREAS, the Portage Development Board is private, not-for-profit corporation which provides economic development programs for the business community of Portage County; and

WHEREAS, per Resolution No. 11-003 adopted June 6, 2011, and per Resolution No. 11-019 adopted December 6, 2011 the Portage County Port Authority Board of Directors approved the expenditures and the entering into an Agreement with the Portage Development Board for 2011 and 2012; and

WHEREAS, the Portage Development Board agrees to furnish and the Portage County Port Authority agrees to purchase the use of space and services in accordance with the Terms and Conditions set forth in the attached Agreement, now therefore be it

RESOLVED, that the Board of Directors agree to enter into an agreement for services with the Portage Development Board, 217 South Chestnut Street in Ravenna, Ohio in the amount of \$10,000 per calendar year beginning July 1, 2011, and will continue in effect until December 31, 2011; and be it further

RESOLVED, that the Board of directors agrees to project fee sharing with the Portage Development Board with 75% of project fees to the Port Authority and 25% of the project fees going to the Portage Development Board; and be it further

RESOLVED, that this Agreement shall renew automatically for a one (1) year term beginning January 1, 2012 and each January 1 thereafter, unless either party notifies the other party in writing of its intention to not renew this agreement at least sixty (60) days prior to the end of the then current term. Such notice of intent to not renew may be delivered by regular U.S. mail, and be it further

RESOLVED, that the Board of Directors 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 that resulted in those formal actions were in a meeting open to the public in compliance with the law including Section 121.22 of the Ohio Revised Code.

Voice vote was as follows:

T.N. Bhargava, yea;
David Dix, absent;
Neil Mann, Jr., absent;
James A. Wyatt, Jr., absent;

Thomas V. Chema, yea;
Jack Kohl, yea;
Steven P. McDonald, yea;

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