

**BOARD OF DIRECTORS
WARREN COUNTY PORT AUTHORITY**

The Board of Directors (the "Board") of the Warren County Port Authority (the "Authority") met in regular session on July 7, 2008, at 5:50 p.m., at the offices of the Board, with the following members present:

Mr. Greg Ficke
Mr. Dave Gully
Mr. Geoff Hearsum
Ms. Cheryl Reindl-Johnson

Mr. Greg Ficke introduced the following resolution and moved its passage:

RESOLUTION NO. 2008-06

AUTHORIZING THE EXECUTION AND DELIVERY OF A GRANT AGREEMENT
BETWEEN THE AUTHORITY AND THE OHIO DEPARTMENT OF
DEVELOPMENT FOR THE PURPOSE OF FUNDING PUBLIC ROADWORK
IMPROVEMENTS TO THE CORRIDOR 75 PARK PROJECT, AND AUTHORIZING
AND APPROVING RELATED MATTERS

WHEREAS, the 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, Section 13, Article VIII of the Ohio Constitution and Ohio Revised Code ("Revised Code") Chapter 4582, to enter into agreements with respect to the financing, acquisition, construction, equipping, improvement and installation of "port authority facilities", as defined in Revised Code Section 4582.21, located within the boundaries of Warren County, Ohio; and

WHEREAS, the Authority, by Resolution No. 2008-03, adopted on January 14, 2008, has provided for the issuance from time to time of revenue obligations by the Authority to pay costs of acquiring, constructing, improving, and otherwise developing the public infrastructure improvements (the "Project") necessary for the development of the industrial park known as the Corridor 75 Park Project (the "Development"), which is being developed by VH Monroe, LLC, an Ohio limited liability company; and

WHEREAS, the Ohio Department of Development ("ODOD") has agreed to make a \$700,000 grant (the "Grant") to the Authority for the purpose of funding a portion of the Project, namely the public road improvements supporting The Home Depot, Inc.'s new warehouse and rapid deployment center to be located at the Development; and

WHEREAS, the Authority desires to enter into a Grant Agreement (the "Grant Agreement") with ODOD in order to secure the Grant; and

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE WARREN COUNTY PORT AUTHORITY THAT:

Section 1. Authorization and Execution of the Grant Agreement. The Grant Agreement, in the form now on file with this Board, is approved, and the Executive Director of the Authority (the "Executive Director") is hereby authorized to execute, acknowledge, and deliver the Grant Agreement, with such changes as are approved by the Executive Director and are not materially adverse to the interests of the Authority. The approval of any such changes to the Grant Agreement, and that such changes are not materially adverse to the interests of the Authority, shall be conclusively evidenced by the Executive Director's execution of the Grant Agreement.

Section 2. Authorization and Execution of Other Documents. Subject to the terms of this Resolution, the Executive Director is authorized and directed to execute any other documents, agreements, assignments, and instruments as are necessary or appropriate, in the opinion of the Executive Director, to consummate the transactions contemplated by this Resolution.

Section 3. Open Meeting. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken and adopted in an open meeting of this Board, and that all deliberations of this Board that resulted in those formal actions were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Revised Code.

Section 4. Effective Date. This Resolution shall be in full force and effect immediately upon its adoption.

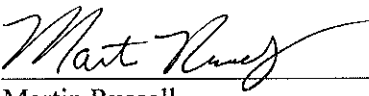
Mr. Dave Gully seconded the motion, and, after discussion, a roll call was taken and the results were as follows:

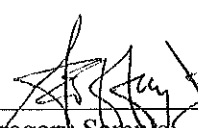
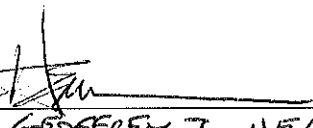
Voting Aye: Mr. Greg Ficke, Mr. Gully, Mr. Geoff Hearsom and Ms. Cheryl Reindl-Johnson

Voting Nay:

Passed: July 7, 2008

BOARD OF DIRECTORS
WARREN COUNTY PORT AUTHORITY

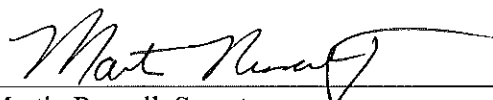
Attest: 
Martin Russell
Secretary


~~Gregory Sample~~ 
Chairman

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Warren County Port Authority does hereby certify that the foregoing is a true and correct copy of a resolution of such Board of Directors, duly adopted on July 7, 2008, and appearing upon the official records of that Board.

Dated: July 7, 2008

Attest: 
Martin Russell, Secretary
Board of Directors
Warren County Port Authority