

WARREN COUNTY PORT AUTHORITY

The Board of Directors (the "Board") of the Warren County Port Authority (the "Authority") met on June 7, 2010, at 5:00 p.m., at the offices of the Board with the following members present:

Mr. Dave Gully introduced the following resolution and moved its passage:

RESOLUTION NO. 2010-02

AUTHORIZING THE USE OF A PORTION OF THE PROCEEDS OF BONDS OR NOTES OF THE AUTHORITY, IN THE ESTIMATED PRINCIPAL AMOUNT OF NOT TO EXCEED \$4,500,000, TO BE ISSUED FOR THE PURPOSE OF ACQUIRING, CONSTRUCTING, IMPROVING, EQUIPPING, AND FURNISHING AN APPROXIMATELY 26,000 SQUARE FOOT FACILITY LOCATED AT 2775 HENKLE DRIVE, IN THE CITY OF LEBANON, OHIO, AND ACQUIRING LAND AND INTERESTS IN LAND FOR SUCH PURPOSE, TO REIMBURSE E-BEAM SERVICES, INC. FOR EXPENSES TO BE INCURRED FOR SUCH PURPOSE

WHEREAS, the Authority has entered or will enter into various contracts with or pertaining to the project (the "Project") described in the title of this resolution to be undertaken by E-Beam Services, Inc. (the "Borrower"), which contracts involve the expenditure of funds to finance (i) certain Project costs, (ii) the payment of related architectural and engineering costs, and (iii) the payment of related professional and administrative costs in connection with the Project; and

WHEREAS, the Borrower may advance costs for the Project from its own funds; and

WHEREAS, the Authority intends to reimburse the Borrower, within eighteen months from the later of the date of expenditure or the date the Project is placed in service (but in no event more than three years after the original expenditures are paid), for such advances in an amount not to exceed \$4,500,000 for the Project from the proceeds of one or more series of tax-exempt obligations (the "Obligations") to be issued by the Authority on a conduit basis, the maximum principal amount of such Obligations to be used for reimbursement purposes not to exceed the aforementioned amount;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Warren County Port Authority that:

Section 1. The Authority intends that this resolution shall constitute an "official intent" for purposes of Section 1.150-2(e) of the Treasury Regulations prescribed under the Internal Revenue Code of 1986, as amended, and declares its intention to use a portion of the proceeds of the Obligations to reimburse the Borrower for expenses of the Project advanced by the Borrower; provided that the sole source of funds for such reimbursement shall be the proceeds of the Obligations.

Section 2. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage 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 that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

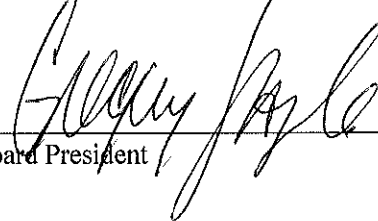
Mr. Doug McNeil seconded the motion and, after discussion, a roll call vote was taken and the results were:

Ayes: Mr. Fiddle, Mr. Gully, Mr. McNeil, Ms Reindl-Johnson, Mr. Sample

Nays: None

The resolution passed.

WARREN COUNTY PORT AUTHORITY


Board President

Passed: June 7, 2010

Attest:


Board Secretary