

It was moved by Ms. Hreben and seconded by Mr. Bolton_ that the following resolution be adopted:

RESOLUTION NO. 2013-05

A RESOLUTION OF THE AUTHORITY AUTHORIZING THE PUBLICATION OF A NOTICE OF THE AVAILABILITY OF A CONTRACT FOR CONSTRUCTION SERVICES; THE REVIEW AND EVALUATION OF THE PROPOSALS REGARDING SUCH SERVICES; THE NEGOTIATION OF A CONTRACT FOR SUCH SERVICES; AND THE EXECUTION OF A CONTRACT FOR SUCH SERVICES.

WHEREAS, the Warren County Port Authority (the "Authority"), by virtue of the laws of the State of Ohio, particularly Ohio Revised Code Sections 4582.21 through 4582.59 (the "Act") and the authorities therein mentioned, is authorized to acquire, construct, and improve certain public infrastructure improvements constituting "port authority facilities" as defined in the Act and in furtherance of the authorized purposes of the Authority, including, without limitation, activities that enhance, foster, aid, provide, or promote economic development and governmental operations within the jurisdiction of the Authority; and

WHEREAS, the Authority intends to cooperate with the City of Lebanon, Ohio (the "City"), Turtlecreek Township, Warren County, Ohio (the "Township"), and the Lebanon-Turtlecreek Joint Economic Development District (the "JEDD") in order to provide sewer, water, and related infrastructure to the area within the JEDD district generally located at the interchange of I-71 and State Route 123 (collectively, the "Project") using funds derived from (i) a Township tax increment financing program, (ii) contributions made by the City, (iii) contributions made by Pilot Travel Centers, LLC, and (iv) contributions made by other property owners within the JEDD district; and

WHEREAS, the Authority intends to be the owner of the Project, and as the owner it is necessary for the Authority to enter into a contract for construction services in furtherance of the design and construction of certain public infrastructure improvements necessary for the Project; and

WHEREAS, attached to this Resolution as Exhibit A is a draft contract for construction services (the "Construction Services Contract") which describes the general scope of construction services to be obtained by the Authority from the selected contractor in connection with the Project; and

WHEREAS, the costs to be incurred by the Authority under the Construction Services Contract will be paid for with the proceeds of the Authority's Special Obligation Revenue Bonds (71/123 Improvement Project), Series 2013, and with other non-tax revenues of the Authority.

WHEREAS, the Project is expected (i) to create jobs and employment opportunities and thereby to enhance the economic welfare of the people of Warren County and the Authority and

(ii) to enhance, foster, aid, provide, or promote economic development and governmental operations within Warren County.

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

Section 1. This Board does hereby find and determine that:

(a) The Project is a "port authority facility" within the meaning of that term as defined in Ohio Revised Code Section 4582.21; and

(b) The Project is consistent with the purposes of both (i) Ohio Constitution, Article VIII, Section 13, to create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State of Ohio, and (ii) Ohio Revised Code Section 4582.21(B)(1), to enhance, foster, aid, provide, or promote economic development and governmental operations within Warren County.

(c) The Project involves the purchase, exchange, sale, lease, or conveyance of interests in, and contracts with persons and governmental entities, that pertain to the acquisition, construction, maintenance, repair, furnishing, equipping, or operation of real and personal property related to, useful for, and in furtherance of an activity contemplated by Ohio Constitution, Article VIII, Section 13, and as such shall be made at the direction of this Board without competitive bidding and at the discretion of this Board.

(d) The costs to be incurred by the Authority under the Construction Services Contract are (i) not secured by or to be paid from moneys raised by taxation or the proceeds of obligations secured by a pledge of moneys raised by taxation; or (ii) not secured by or to be paid exclusively from the general revenues of the port authority.

Section 2. This Board hereby approves the participation of the Authority in the Project and hereby approves the Construction Services Contract, substantially in the form set forth in Exhibit A, with such changes or revisions as shall not be materially adverse to the Authority and as may be approved by the officer or officers of the Authority given authority herein to execute the Construction Services Contract. The approval of those changes or revisions, and that any changes or revisions are not materially adverse to the Authority, shall be conclusively evidenced by the execution of the Construction Services Contract by the Authority in accordance with this Resolution.

Section 3. The Chairperson of the Authority, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them, on behalf of the Authority as its duly authorized representatives, are authorized to publish a notice for the solicitation of construction services, which notice will provide for the means by which firms wishing to submit their proposals may obtain the request for proposals regarding such services.

Section 4. The Chairperson of the Authority, the Executive Director of the Authority, or the Fiscal Officer of the Authority, together, on behalf of the Authority as its duly authorized representatives, are jointly authorized to review and evaluate, on or after the date and time for receipt specified in the notice, the proposals received from each firm.

Section 5. The Chairperson of the Authority, the Executive Director of the Authority, or the Fiscal Officer of the Authority, together, on behalf of the Authority as its duly authorized representatives, are jointly authorized to rank, on or after the date and time for receipt specified in the notice, the proposals of the firms in accordance with the criteria set forth in the Request for Proposals.

Section 6. The Chairperson of the Authority, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them, on behalf of the Authority as its duly authorized representatives, are authorized to enter into negotiations with the highest ranked firm for Construction Services Contract. If negotiations for the Construction Services Contract fail, the Chairperson of the Authority, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them, on behalf of the Authority as its duly authorized representatives, may terminate the negotiations and may enter into negotiations with the firm ranked next highest under Section 5.

Section 7. The Chairperson of the Authority, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them, are hereby authorized and directed to execute and deliver, for and in the name and on behalf of the Authority the Construction Services Contract, with such changes or revisions thereto as shall not be materially adverse to the Authority.

Section 8. The Chairperson of the Authority, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them, are hereby authorized to execute change orders to the Construction Services Contract which are not materially adverse to the interests of the Authority, which execution by the Chairperson of the Authority, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them, shall be conclusive evidence that the executed change order is not materially adverse to the interests of the Authority.

Section 9. This Board hereby finds and determines that all formal actions taken relative to the adoption of this Resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements and that this Resolution shall be in full force and effect upon its adoption.

The foregoing motion having been put to vote, the result of the roll call was as follows:

Voting Aye: Mr. Bolton, Mr. Ficke, Mr. Gully, Ms. Hreben & Mr. Wilson

Voting Nay: None

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 the Warren County Port Authority, duly adopted March 11, 2013, and appearing upon the official records of that Board.

Adopted: March 11, 2013

Dated: March 11, 2013

Attest:

A handwritten signature in cursive script, appearing to read "Matt Murphy", is written over a horizontal line.

Secretary, Board of Directors
Warren County Port Authority

EXHIBIT A

CONSTRUCTION SERVICES CONTRACT