

**BOARD OF DIRECTORS  
WARREN COUNTY PORT AUTHORITY**

The Board of Directors (the "Board") of the Warren County Port Authority met in a public session on September 27, 2013, at 12:07 pm., at the offices of the Board, with the following members present: Mr. Bolton, Mr. Ficke, Mr. Gully, Ms. Hreben, Ms. Reindl-Johnson and Mr. Wilson

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

**RESOLUTION NO. 2013-08**

AUTHORIZING THE EXECUTION AND DELIVERY OF A  
FIRST SUPPLEMENTAL TRUST INDENTURE AND  
AUTHORIZING THE EXECUTION AND DELIVERY OF A  
FIRST AMENDMENT TO PURCHASE CONTRACT IN  
CONNECTION WITH THE \$6,500,000 WARREN COUNTY  
PORT AUTHORITY VARIABLE RATE DEMAND  
RECOVERY ZONE FACILITY REVENUE BONDS, SERIES  
2010 (E-BEAM SERVICES INC. PROJECT).

WHEREAS, the Warren County Port Authority (the "Issuer"), 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 of Article VIII, Ohio Constitution and Chapter 4582, Ohio Revised Code (the "Act"), (a) to issue its revenue bonds for the purpose of making a loan to assist in the financing of costs of acquiring, constructing, installing, equipping and improving "port authority facilities", as defined in Section 4582.21, Ohio Revised Code, located within the boundaries of the jurisdiction of the Issuer, (b) to enter into agreements with respect to the financing, acquisition, construction, installation, equipment and improvement of such facilities and to provide for a pledge of certain revenues sufficient to pay the principal of and interest and any premium on those revenue bonds, (c) to secure those revenue bonds by a pledge of revenues, as provided herein, and (d) to enact this resolution (the "Resolution") and to enter certain agreements authorized herein necessary in connection with such revenue bonds, upon the terms and conditions provided herein and therein; and

WHEREAS, pursuant to Resolution 2010-03, the Issuer issued its \$6,500,000 Variable Rate Demand Recovery Zone Facility Revenue Bonds, Series 2010 (E-Beam Services, Inc. Project) (the "Bonds") the proceeds of which were loaned to E-Beam Services, Inc. (the "Borrower"); and

WHEREAS, in connection with the issuance of the Bonds, the Issuer entered into a Trust Indenture dated as of August 1, 2010 with U.S. Bank National Association (the "Indenture") and a Purchase Contract (the "Purchase Contract") dated September 21, 2010 with the Borrower and U.S. Bank National Association (the "Purchaser"); and

WHEREAS, the Borrower and the Purchaser have agreed to certain modifications to the terms of the Bonds which will require amendments to the Indenture and the Purchase Contract.

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

Section 1. Authorization of First Supplemental Trust Indenture and First Amendment to Purchase Contract, to be Executed by the Issuer. The Executive Director is authorized and directed to execute, acknowledge and deliver, in the name and on behalf of the Issuer, the First Supplemental Trust Indenture and the First Amendment to Purchase Contract, in substantially the forms submitted to and now on file with the Issuer which are hereby approved, with such changes therein not substantially adverse to the Issuer as may be permitted by the Act and approved by the officer executing the same on behalf of the Issuer. The approval of such changes by such officer, and that such are not substantially adverse to the Issuer, shall be conclusively evidenced by the execution of the First Supplemental Trust Indenture and the First Amendment to Purchase Contract by such officer.

Section 2. Compliance with Open Meeting Requirements. This Board hereby finds and determines that all formal actions 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, which resulted in those formal actions, were in meetings open to the public in compliance with the law.

Section 3. Effective Date. This Resolution shall take effect and be in force at the earliest time permitted by law.

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

Voting Aye: Mr. Bolton, Mr. Ficke, Mr. Gully, Ms. Hreben, Ms. Reindl-Johnson, Mr. Wilson

Voting Nay: None

Passed: September 27, 2013

BOARD OF DIRECTORS  
WARREN COUNTY PORT AUTHORITY

Attest:   
Secretary

  
Treasurer

CERTIFICATE

The 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 September 27, 2013, and appearing upon the official records of that Board.

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

Secretary of the Board of Directors  
Warren County Port Authority

Dated: September 27 2013

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