

**BOARD OF DIRECTORS  
WARREN COUNTY PORT AUTHORITY**

The Board of Directors (the "Board") of the Warren County Port Authority (the "Port Authority") met in regular session on December 12, 2014 at 12:00 p.m., at Administration Building Room 332 in the offices of the Board, with the following members present:

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

RESOLUTION NO. 2014-09

A RESOLUTION AUTHORIZING THE SALE AND  
CONVEYANCE OF REAL PROPERTY LOCATED IN THE  
CITY OF LEBANON, OHIO AND AUTHORIZING A REAL  
ESTATE PURCHASE CONTRACT AND A QUITCLAIM DEED  
FOR SUCH PURPOSE

WHEREAS, the Port Authority holds title to certain real property located at 903 North Broadway Street, Lebanon, Ohio 45036 (the "Property");

WHEREAS, the Board has determined that the Property constitutes surplus property not needed for use by the Port Authority;

WHEREAS, the Port Authority has authority to sell and convey the Property pursuant to Ohio Revised Code Section 4582.31, and pursuant to that section, may sell and convey the Property without the advertisement of bids; and

WHEREAS, the Board desires to sell and convey the Property to Mr. Frank Green, Jr. and to accomplish the sale and conveyance by entering into a real estate purchase contract with Mr. Green and by granting the Property to Mr. Green through a quitclaim deed.

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

Section 1. The Board hereby determines that the continued ownership of the Property by the Port Authority is no longer necessary for the public purposes of the Port Authority and desires to take such steps as are necessary and appropriate to cause the Property to be liquidated such that proceeds from the sale of the Property can be made available to the Port Authority for Port Authority operations and other purposes;

Section 2. The Board hereby authorizes the Port Authority to sell, transfer, and convey the Property to Mr. Frank Green, Jr. or to any of his successors or assigns for not less than Seventy Thousand Dollars (\$70,000) plus closing costs as identified in the real estate purchase contract authorized by Section 3 of this Resolution.

Section 3. The Board hereby authorizes the Port Authority to enter into, execute, and deliver a real estate purchase contract in the form attached to this Resolution as Exhibit A, with such modifications as the Executive Director may determine are not contrary to the purposes of this Resolution, and to enter into, execute, and deliver a quitclaim deed in the form attached to this Resolution as Exhibit B, with such modifications as the Executive Director may determine are not contrary to the purposes of this Resolution.

Section 4. The Executive Director of the Port Authority is hereby authorized, on behalf of the Port Authority, to execute and deliver the real estate purchase contract in the form attached to this Resolution as Exhibit A, with such modifications as the Executive Director may determine are not contrary to the purposes of this Resolution, and to execute and deliver a quitclaim deed in the form attached to this Resolution as Exhibit B, with such modifications as the Executive Director may determine are not contrary to the purposes of this Resolution.

Section 5. The Executive Director is hereby authorized to perform all acts and execute and deliver all instruments and to take all such other and further action in the name of and on behalf of the Port Authority as the Executive Director deems necessary or appropriate to carry out the transactions and purposes of this Resolution. The signature of the Executive Director appearing on any of the foregoing instruments or actions will be conclusive evidence of the Port Authority's approval of such instruments or actions.

Section 6. 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, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

Ms. Hreben seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: Ms. Hreben, Ms. Reindl-Johnson, Mr. Sample, Mr. Wilson

Voting Nay: None

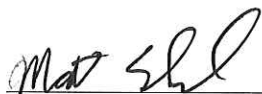
Abstained: Mr. Gully

The resolution passed.

Passed: December 12, 2014

BOARD OF DIRECTORS  
WARREN COUNTY PORT AUTHORITY

Attest:

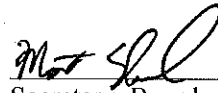
  
Secretary

  
Chairman

CERTIFICATE

The undersigned Secretary of the Board of Directors of the Warren County Port Authority hereby certifies that the foregoing is a true and correct copy of a resolution of such Board of Directors, duly adopted at a meeting of the Board of Directors on December 12, 2014, at which a quorum was present, and appearing upon the official records of such Board of Directors.

Dated: December 12, 2014

A handwritten signature in black ink, appearing to be "M. S. L.", written over a horizontal line.

Secretary, Board of Directors  
Warren County Port Authority

**EXHIBIT A**

**REAL ESTATE PURCHASE CONTRACT**

[See attached]

**EXHIBIT B**

**QUITCLAIM DEED**

[See attached]