

HAMILTON COMMUNITY AUTHORITY

Minutes of the May 16, 2019 Special Meeting of the Board of Trustees

The Board of Trustees of the Hamilton Community Authority (the “Board”) held a special meeting commencing at 11:04 a.m. on Thursday, May 16, 2019, at City Hall, 345 High Street, Hamilton, Ohio, pursuant to notice of the meeting having been given by public posting and delivery to various newspapers published in the City of Hamilton.

(Copies of the items marked * are attached hereto and made a part of these minutes.)

Mr. Beiler called the meeting to order and conducted a roll call. The following Trustees were present for the roll call and the remainder of the meeting:

Dan Bates (Citizen Member)
Sam Beiler (Developer Member)
Michael J. Dollard (Developer Member)
James Fitton (Citizen Member)
Jody Gunderson (Local Government Representative)
John Kirsch (Citizen Member)

Also present were Andrew Brossart, Greg Daniels, Patrick Woodside and Tom Vanderhorst.

Mr. Daniels reported that notice of the meeting was emailed to the Hamilton Journal-News, published in the Hamilton Journal News, and was posted at the City of Hamilton offices and website. Mr. Daniels filed the certificate of posting* in compliance with the Ohio open meeting laws.

Mr. Beiler announced that the first order of business was to approve the minutes of the April 25, 2019, Special Meeting. Mr. Fitton moved to approve the minutes and Mr. Bates seconded. Upon roll call vote the motion was approved as follows: Ayes – Bates, Beiler, Dollard, Fitton, Gunderson and Kirsch; Nays – None.

There were no reports or communications from officers of the Board or others present.

At Mr. Beiler’s request, Mr. Brossart of Bradley Payne made a presentation to the Board discussing upcoming bond issues and related transactions in connection with the Champion Mill redevelopment.* The Board discussed the various contemplated financings and the resolutions on the agenda pertaining to the financings. Mr. Brossart, Mr. Daniels and Mr. Woodside responded to various Board questions regarding the potential financings and resolutions.

There was next presented to the Board Resolution No. 2019-2*, entitled “AUTHORIZING THE ISSUANCE AND SALE OF ONE OR MORE SERIES OF TAX INCREMENT FINANCING REVENUE BONDS, SERIES 2019 (CHAMPION MILL PROJECT), IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$30,000,000, FOR THE PURPOSE OF

FINANCING COSTS OF COMMUNITY FACILITIES WITHIN THE MEANING OF SECTION 349.01, REVISED CODE; AUTHORIZING PLEDGED REVENUES TO SECURE PAYMENT OF SUCH BONDS; AUTHORIZING THE EXECUTION OF A TRUST AGREEMENT, A BOND PURCHASE AGREEMENT, AND OTHER RELATED AGREEMENTS AND INSTRUMENTS IN CONNECTION WITH THE FOREGOING; AND AUTHORIZING AND APPROVING RELATED MATTERS.” Mr. Fitton moved to approve the adoption of Resolution No. 2019-2. Mr. Beiler seconded the motion. The motion was approved as follows: Ayes – Bates, Beiler, Dollard, Fitton, Gunderson and Kirsch; Nays – None; Abstentions – None. Mr. Beiler declared the motion passed and Resolution 2019-2 adopted.

There was next presented to the Board Resolution No. 2019-3, entitled “AUTHORIZING THE ISSUANCE AND SALE OF ONE OR MORE SERIES OF COMMUNITY DEVELOPMENT CHARGE REVENUE BONDS, SERIES 2019 (CHAMPION MILL PROJECT), IN A MAXIMUM AGGREGATE PRINCIPAL AMOUNT OF \$21,000,000, FOR THE PURPOSE OF FINANCING COSTS OF COMMUNITY FACILITIES WITHIN THE MEANING OF SECTION 349.01, REVISED CODE; AUTHORIZING PLEDGED REVENUES TO SECURE PAYMENT OF SUCH BONDS; AUTHORIZING THE EXECUTION OF A TRUST AGREEMENT, A BOND PURCHASE AGREEMENT, AND OTHER RELATED AGREEMENTS AND INSTRUMENTS IN CONNECTION WITH THE FOREGOING; AND AUTHORIZING AND APPROVING RELATED MATTERS.” Mr. Bates moved to approve the adoption of Resolution No. 2019-3. Mr. Kirsch seconded the motion. The motion was approved as follows: Ayes – Bates, Beiler, Dollard, Fitton, Gunderson and Kirsch; Nays – None; Abstentions – None. Mr. Beiler declared the motion passed and Resolution 2019-3 adopted.

There was next presented to the Board Resolution No. 2019-4^{*}, entitled “AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$37,000,000 IN PRINCIPAL AMOUNT OF PROPERTY ASSESSED CLEAN ENERGY TAXABLE REVENUE BONDS (SPOOKY NOOK PROJECT), SERIES 2019 FOR THE PURPOSE OF FINANCING COSTS OF ENERGY EFFICIENCY IMPROVEMENTS CONSTITUTING “COMMUNITY FACILITIES” WITHIN THE MEANING OF OHIO REVISED CODE SECTION 349.01; AUTHORIZING THE EXECUTION AND DELIVERY OF A TRUST AGREEMENT TO SECURE SUCH BONDS; AUTHORIZING THE EXECUTION AND DELIVERY OF THE TRANSACTION DOCUMENTS; AND AUTHORIZING AND APPROVING RELATED MATTERS.” Mr. Bates moved to approve the adoption of Resolution No. 2019-4. Mr. Fitton seconded the motion. The motion was approved as follows: Ayes – Bates, Beiler, Dollard, Fitton, Gunderson and Kirsch; Nays – None; Abstentions – None. Mr. Beiler declared the motion passed and Resolution 2019-4 adopted.

Mr. Beiler then inquired as to whether there was any other business to come before the Board at this time and there was none. There being no further business, a motion was made by Mr. Fitton to adjourn the meeting and seconded by Mr. Bates. The motion was unanimously approved and the meeting adjourned.

Secretary
Hamilton Community Authority