

RESOLUTION NO. 2012-7

A RESOLUTION AUTHORIZING A MASTER DEPOSITORY AND TREASURY MANAGEMENT SERVICES AGREEMENT WITH A DESIGNATED DEPOSITORY, MAKING CERTAIN TREASURY MANAGEMENT RESOLUTIONS AND DIRECTING OFFICERS AND/OR DESIGNATED REPRESENTATIVES TO TAKE STEPS NECESSARY TO IMPLEMENT THE AGREEMENTS NECESSARY TO PROCURE VARIOUS TREASURY MANAGEMENT SERVICES.

WHEREAS, the Board of the Hamilton County Land Reutilization Corporation (the "Board") wishes to designate PNC Bank, National Association ("PNC") as an authorized depository of the Hamilton County Land Reutilization Corporation ("HCLRC"); and

WHEREAS, PNC requires the Board to enter into a Master Resolution and Authorization for Depository Accounts and Management Services, a true and accurate copy of which is attached hereto and incorporated herein ("Services Agreement"); and

WHEREAS, PNC requires this Board, by resolution, to make certain representations regarding the Services Agreement; and

WHEREAS, PNC further requires an officer of the HCLRC to certify that the Board has made the necessary representations regarding the Services Agreement; and

WHEREAS, it may be necessary from time to time for officers of the HCLRC to enter into additional agreements with PNC to obtain specific services governed by the Services Agreement;

NOW, THEREFORE, BE IT RESOLVED by the Board of the Hamilton County Land Reutilization Corporation:

Section 1. This Board hereby adopts and approves each and every resolution set forth in Sections 3.A. through 3.H., inclusive, of the Services Agreement.

Section 2. This Board authorizes the President and Senior Vice President of the Port of Greater Cincinnati Development Authority (the "Port Authority"), acting as Management Company to the HCLRC, to enter into a Master Treasury Management Services Agreement with PNC.

Section 3. The Board authorizes the Chair, Vice-Chair, and the Port Authority's President or his/her designee, acting as Management Company to the HCLRC, or any one of them acting alone except in the case of transactions in excess of \$50,000, in which event at least two such authorized signatories are required, to enter into such other agreements for treasury services with PNC as they shall deem appropriate or necessary, or as directed by this Board, to carry out the treasury function of the HCLRC.

Section 4. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this resolution were taken, and that all deliberations of this Board that resulted in such formal actions were held, in meetings open to the public, in compliance with the law.

Section 5. This resolution shall be in full force and effect upon its adoption.

Adopted: May 16, 2012

Yeas: 7

Nays: 0

[Signature]
Chairperson

Attest: [Signature]
Secretary

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PNC Bank, National Association

The undersigned certifies as follows to PNC Bank, National Association

1. **Name of Client** Hamilton County Land Reutilization Corporation ("Client")

2. **Type of Organization:** (check one)

- Corporation.** The Client is a corporation organized under the laws of the State of Ohio, and the undersigned Secretary of the Client certifies that the following is a true copy of resolutions adopted by the Board of Directors of the Client pursuant to a notice and the articles of incorporation and regulations or by-laws of the Client and at which a quorum was present, or adopted without a meeting by the written approval of the directors of the Client.
- Partnership.** The Client is a partnership and the undersigned general partners of such partnership certify that the following is a resolution adopted by all of the general partners of such partnership.
- Unincorporated Association.** The Client is an unincorporated association and the undersigned Secretary of the Client certifies that the following is a true copy of resolutions adopted by the Members, Trustees, Executive Committee, Board of Directors, etc. of the Client pursuant to, and in compliance with, its organizational documents.
- Limited Liability Company.** The Client is a limited liability company organized under the laws of the _____ of _____ and the undersigned members charged with managing the business affairs of the Client certify that the following is a resolution adopted by all members of such limited liability company.
- Sole Proprietorship.** The Client is a sole proprietorship doing business under the name _____ and authorizes the following.
- Other.** _____.

3. **Resolutions:**

A. Authorization of Depository. Resolved, that the Bank is hereby designated a depository of the Client and is hereby authorized to accept monies, wire and other electronic fund transfers, checks, drafts, notes, acceptances or other evidences of indebtedness for deposit, or for collection by the Bank and deposit upon receipt of payment therefor by the Bank, (including deposits and collections of payments in such foreign currencies as the Bank may accept from time to time), to the credit of the Client in such account or accounts as the Client may have with the Bank, without the endorsement of the Client appearing thereon, and Client promises to pay Bank for any Items that are returned for lack of endorsement. The persons so indicated on Part C of the Attachments are authorized to open or close deposit accounts with the Bank and to instruct the Bank as to the disposition of funds in any account to be closed, all by written instruction to the Bank signed by any one of such persons. The depository accounts to which these resolutions and authorizations apply include existing depository accounts of the Client, as listed on Part D of the Attachments, and all future depository accounts opened by the Client with the Bank pursuant to this Section 3A, and may include accounts denominated in one or more foreign currencies offered by the Bank from time to time.

B. Authorization to Sign Checks and Other Instruments and Withdrawal Orders and to Designate Other Persons Who Have Such Authority. Resolved, that any one of the persons so indicated on Part C of the Attachments is authorized to sign, execute, deliver and negotiate checks, drafts, bills of exchange, acceptances and other instruments or withdrawal orders from or drawn on the depository accounts of the Client with the Bank ("Items") and to designate other persons who are authorized to sign, execute, deliver and negotiate Items. The signatures of all authorized signers must appear on the account signature card for the applicable account. As confirmation of the authority of such persons, the account signature card shall be executed by an authorized person so indicated on Part C of the Attachments.

Authorization for Use of Facsimile Signature. If the Facsimile Signature section is completed on Part C of the Attachments, it authorizes the use of facsimile signatures in accordance with this Section 3B. Such facsimile signatures must be provided on account signature cards properly executed in accordance with these Resolutions.

Resolved, that if so indicated on Part C of the Attachments, the Bank is hereby requested, authorized and directed to honor any and all Items when bearing the facsimile signature made by machine or other mechanical device, or rubber stamp of any person whose facsimile signatures appear on signature cards given by Client to Bank from time to time and executed in accordance with these Resolutions. The Client assumes full responsibility for all payments made by the Bank in good faith reliance upon such facsimile signature(s) of such person or persons and

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the Bank shall be entitled to pay and charge to the account of the Client any and all such Items, regardless of by whom or by what means such facsimile signature(s) thereon may have been affixed thereto.

The Bank is authorized to make payments from the funds of the Client on deposit with the Bank, upon and according to such Items and other written instructions, whether given by manual or facsimile signature, in each case regardless of whether payment is requested to be made to the order of or for the benefit of, or whether payment is to be deposited to the individual credit of or tendered in payment of the obligation to the Bank of, the person making the withdrawal or transfer or any person listed in Part C of the Attachments.

C. Authorization to Obtain Treasury Management Services and to Designate Other Persons Who Have Such Authority . Resolved, that any one of the persons so indicated in Part C of the Attachments is authorized from time to time (1) to obtain for the Client from the Bank such treasury management services as he or she so elects in his or her sole discretion including, without limitation, services for the initiation or origination of transfers or withdrawals of funds from the accounts of Client with the Bank, either in United States dollars or in such foreign currencies as Bank may make available from time to time; (2) to accept, execute and/or deliver such agreements, instruments and documents as may be required by the Bank in its sole discretion in connection with the furnishing of such services or transactions; and (3) to designate, in writing, other persons who are authorized to obtain for the Client such treasury management services or to enter into such transactions or to give instructions to the Bank with respect to such services or transactions and to accept, execute and/or deliver such agreements, instruments and documents, all without further action by the Client.

D. Authorization to Designate Other Persons Who are Authorized to Conduct Certain Foreign Exchange Transactions. Resolved, that any one of the persons so indicated on Part C of the Attachments is also authorized to designate, in writing (in substantially the form attached hereto as Part E of the Attachments, or such other form acceptable to the Bank), those persons who are authorized to initiate and/or confirm on behalf of the Client foreign exchange transactions (including spot and forward foreign currency purchases and sales), with the Bank in foreign currencies offered by the Bank from time to time.

E. Authorization to Make Changes . Resolved, that any one of the persons so indicated on Part C of the Attachments is also authorized to (i) add or remove Subsidiaries from Part A of the Attachments; (ii) add or remove division names, trade names or Federal Tax Identification Numbers from Part B of the Attachments; (iii) add or remove persons authorized to act hereunder from Part C of the Attachments; and (iv) change the scope of the authority granted in Part C of the Attachments to any person authorized to act hereunder; in each case as evidenced by written instructions executed by such authorized person and delivered to the Bank.

F. Requests Made by Facsimile or Other Means . Resolved, that the Bank is authorized, in its sole discretion, to take any action authorized hereunder based upon: (i) the telephone request of any person purporting to be a person authorized to act hereunder, (ii) the signature of any person authorized to act hereunder that is delivered to the Bank by facsimile transmission, (iii) electronic mail that Bank reasonably believes is from any person authorized to act hereunder or (iv) the telex which the Bank reasonably believes is originated by any of such persons, tested in accordance with such testing procedures as may be established between the Client and the Bank from time to time.

G. Authorization for Subsidiaries, Divisions and Trade Names. Resolved, as to each entity (other than the Client) listed in Part A of the Attachments, all of which are direct or indirect subsidiaries of the Client and whose activities are controlled by Client and 51% or more of whose voting stock is owned directly or indirectly by the Client or whose interests are owned 51% percent or more by the Client in the case of non-stock subsidiaries (each a "Subsidiary") that (i) the Client hereby (a) adopts all of the preceding and following resolutions on behalf of each Subsidiary, and (b) instructs each Subsidiary to cause these resolutions to be filed with its corporate records, and to adopt all of these resolutions on behalf of Subsidiaries all of whose voting interests are owned by each Subsidiary, and (ii) these resolutions apply not only to the Client and each Subsidiary, but also to any bank accounts established with the Bank by, or other treasury management services provided by the Bank to, the Client or each Subsidiary acting under the division name, trade names or other Federal Tax Identification numbers (if any) that are listed in Part B of the Attachments, all as fully as if each Subsidiary, division name or trade name were listed in these resolutions in each instance where the word "Client" appears.

H. General. Resolved, that a certified copy of these resolutions be delivered to the Bank and that they and the authority vested in the persons specified herein will remain in full force and effect until a certified copy of a resolution of the Client revoking or modifying these resolutions and such authority has been filed with the Bank and the Bank has had a reasonable time to act on it. These resolutions supercede any prior resolution of Client provided to the Bank.

4. Incumbency and Specimen Signatures: Each of the persons listed in Part C of the Attachments holds the office, title or status with the Client and/or its Subsidiaries specified therein and the actual signature of each such person appears on Part C of the Attachments.

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5. Organizational Documents: Copies of any organizational or other documents, including but not limited to the articles or certificate of incorporation, the by-laws or regulations, or other organizational documents of the Client or applicable Subsidiary, that the Client or any such Subsidiary may deliver to the Bank at the Bank's request with these Resolutions or from time to time, shall be, and the Bank shall be entitled to rely on such copies as, true, complete and correct copies thereof with all amendments thereto as in effect on the date of such delivery.

6. Additional Certifications of Secretary : These Master Resolutions and Authorizations now stand of record on the books of the Client, are in full force and effect and have not been modified or revoked in any manner whatsoever. Nothing in the foregoing resolutions violates the articles or certificate of incorporation, the by-laws or regulations, or other organizational documents of the Client or applicable Subsidiary. The undersigned has taken all actions and made such notification as are required under section 3G above with respect to each Subsidiary.

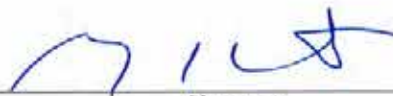
IN WITNESS WHEREOF, and intending to be legally bound hereby, the undersigned have hereunto set their hands and seals this _____ day of _____, 2012.

<p>Note: For Partnerships, all general partners must sign unless the partnership agreement outlines other signing authorities. For Limited Liability Companies, all members must sign unless the operating agreement identifies one or more managers, in which case the managers must sign. For Corporations and Unincorporated Associations: the Corporate or Association Secretary, as attesting officer, and one authorized officer other than the attesting officer must sign.</p>	<p>AFFIX SEAL, if applicable to your state</p>
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 Signature
 President, as management company of HCLRC

 Title



 Signature
 HCLRC Board Chair

 Title



 Signature
 HCLRC Board Vice Chair

 Title

 Signature

 Title

 Signature

 Title

 Signature

 Title

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ATTACHMENTS

PART A – SUBSIDIARIES TO WHICH RESOLUTIONS AND AUTHORIZATIONS APPLY

Name of Subsidiary	Chief Executive Office Address	State of Formation	Taxpayer ID Number
1. N/A			
2.			
3.			
4.			
5.			
6.			
7.			
8.			

PART B - DIVISIONS AND TRADE NAMES TO WHICH RESOLUTIONS AND AUTHORIZATIONS APPLY

Name	Indicate if Division or Trade Name	Related Subsidiary from Part A	Taxpayer ID Number
1. N/A			
2.			
3.			
4.			
5.			
6.			
7.			
8.			

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PART C – AUTHORIZATION FOR USE OF FACSIMILE SIGNATURES AND PERSONS AUTHORIZED TO ACT

AUTHORIZATION FOR USE OF FACSIMILE SIGNATURE

If this box is checked, it authorizes the use of facsimile signatures in accordance with Section 3B. Such facsimile signatures must be provided on account signature cards properly executed in accordance with these Resolutions.

If this box is checked, additional names of Persons Authorized to Act are set forth on the accompanying Continuation of Part C.

PERSONS AUTHORIZED TO ACT- Check box(es) to grant authorities to individuals.

NAME ¹	TITLE	AUTHORIZATION TO OPEN AND CLOSE ACCOUNTS ? (3A)	AUTHORIZATION TO SIGN CHECKS AND OTHER INSTRUMENTS AND WITHDRAWAL ORDERS AND TO DELEGATE SUCH AUTHORITY TO OTHERS ? (3B) ²	AUTHORIZATION TO OBTAIN TREASURY MANAGEMENT SERVICES AND DELEGATE SUCH AUTHORITY TO OTHERS ? (3C)	AUTHORIZATION TO DESIGNATE PERSONS AUTHORIZED TO INITIATE AND CONFIRM FOREIGN EXCHANGE TRANSACTIONS ? (3D)	AUTHORIZATION TO MAKE CHANGES TO ATTACHMENTS ? (3E)
1. Print Name Greg Hartmann <i>Signature</i> 	Chair	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Print Name Joe Honerlaw <i>Signature</i> 	Vice Chair	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Print Name Laura N. Brunner <i>Signature</i> 	President/ Secretary	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. Print Name Ray E. Schafer <i>Signature</i> 	Sr. Vice President	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Instructions: 1. For Limited Liability Companies please list all members or designated manager(s).

2. If person granted authority under 3B will be signing checks, this person should also sign the signature card(s) for all appropriate accounts.

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PART D - BANK ACCOUNTS TO WHICH RESOLUTIONS AND AUTHORIZATIONS APPLY

Account Number	Account Title	Taxpayer ID Number
1.	Hamilton County Land Reutilization Corporation - Operating Account	45-4552306
2.	Hamilton County Land Reutilization Corporation - Investment Account	45-4552306
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		
11.		
12.		
13.		
14.		

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PART E – AUTHORIZED PERSONS FOR FOREIGN EXCHANGE TRANSACTIONS

The undersigned, a duly authorized representative of N/A ("Client") who is authorized to execute this certificate on behalf of Client, certifies as follows to PNC Bank, National Association ("Bank"):

Authorized Persons for Initiating Trades

Set forth below are the names, signatures and telephone numbers of those individuals who have been authorized by Client to initiate foreign exchange transactions on behalf of Client, and who have complete authority at all times to bind Client to the performance of any such transaction. The Bank may rely on the authority vested in these individuals until the close of business on the second business day after Bank receives written notice from Client of any changes in such authority at its offices at the following address: One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222, Attention: Foreign Exchange Operations, 9th Floor, P1-POPP-9-2, or any other address which has been provided by Bank to Client for such purpose.

Name	Signature	Telephone Number
N/A		

Authorized Persons for Confirming Trades

Set forth below are the names, signatures and telephone numbers of those individuals who have been authorized by Client to confirm foreign exchange transactions initiated on behalf of Client, and who have complete authority at all times to bind Client to the performance of any such transaction. The Bank may rely on the authority vested in these individuals until the close of business on the second business day after Bank receives written notice from Client of any changes in such authority at its offices at the following address: One PNC Plaza, 249 Fifth Avenue, Pittsburgh, PA 15222, Attention: Foreign Exchange Operations, 9th Floor, P1-POPP-9-2, or any other address which has been provided by Bank to Client for such purpose.

Name	Signature	Telephone Number
N/A		

IN WITNESS WHEREOF, and intending to be legally bound hereby, the undersigned has hereunto set his hand and seal this _____ day of _____, _____.

[Name of Client]

By : N/A

Name: _____ [This person must be an Authorized Representative per Section 3D of the Master Resolutions]

Title: _____