TAB #1

I-75 ENERGY SPECIAL IMPROVEMENT DISTRICT, INC.

MINUTES OF
MEETING OF THE BOARD OF DIRECTORS
March 4, 2024 | 3:00 P.M.
5021 Winners Circle, Liberty Twp., Ohio 45011

I. Mr. Schramm called the meeting to order at 3:08 P.M.

II. Mr. Schramm called the roll and the following members were present: Mr. Hacker, Mr. Kaelin, Ms. McKinney, Mr. Schramm, Ms. Patterson, Mr. Burton (Proxy—Ms. Patterson), Ms. Kanelopoulos, Mr. Keim, Mr. Wilkins, and Ms. Pantling. Also present were Mr. J. Caleb Bell of Bricker Graydon LLP and Mr. Tyler J. Bridge of Bricker Graydon LLP.

III. Approval of June 9, 2023 Meeting Minutes.

After review of the Minutes of the Board of Director's June 9, 2023 meeting, Mr. Schramm moved to approve the Minutes without amendment and Ms. Patterson seconded the motion.

Vote: 10 – 0.

The June 9, 2023 meeting Minutes were approved without amendment.

IV. Mr. Schramm moved that the Board discuss a Financial Report. No business was discussed.

V. New Business.

A. Resolution 2024-01: Memorializing Officer Elections.

Mr. Bridge explained that the Program Plan originally adopted by the Board of Directors provides for the election of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, but that posts are held for a term of one (1) year from the date of appointment. Discussion indicated that the Board of Directors intended to re-elect all current Officers. Ms. McKinney noted that she would like another member to serve as Treasurer after the completion of her term. Ms. Pantling moved to adopt the Resolution and Mr. Keim seconded.

Vote: 10 – 0.

Resolution 2024-01 was adopted.

B. Resolution 2024-02: Resolution Authorizing Engagement of Fraunfelter Accounting Services and Approval of a Contract with the Same for Accounting Services to be Rendered on Behalf of the District, and Approving Related Matters.

Mr. Bridge explained that Ohio Revised Code Section 1710.02(G) permits the District to enter into contracts to carry out its functions. Ms. Patterson stated that Fraunfelter Accounting Services worked with the District, and the City of Monroe had handled costs for such services on behalf of the District; Ms. Patterson indicated Fraunfelter Accounting Services bills inexpensively for quality service. A copy of the proposed contract with Fraunfelter Accounting Services was provided to the Board of Directors. Mr. Schramm moved to adopt the Resolution and Ms. Patterson seconded.

Vote: 10 – 0.

Resolution 2024-02 was adopted.

C. Resolution 2024-03: Resolution Formally Authorizing Payment to Legal Counsel (Bricker Graydon LLP).

Mr. Bridge explained that the Board of Directors is not required to formalize the authority of its Officers to pay invoices received by the District for legal services rendered by Bricker Graydon LLP as Article III (E) of the original Program Plan approved by the District authorizes the Officers to use program funds to pay obligations for legal services rendered; however, the Board of Directors is permitted to authorize an expenditure at any time. Mr. Bridge and Mr. Bell reiterated that Bricker Graydon's legal fee is a flat $3,500.00. Ms. Pantling moved to adopt the Resolution and Mr. Keim seconded.

Vote: 10 – 0.

Resolution 2024-03 was adopted.

D. Resolution 2024-04: Resolution Approving a New Petition and Adopting a New Supplement to Plan for 7800 Liberty Field Drive, West Chester, Butler County, Ohio Project and Approving Related Matters.

Mr. Bell detailed project specifics associated with the Hyatt House project, located at 7800 Liberty Field Drive in West Chester, Ohio, including the total capital financing petition process pursuant to Ohio Revised Code Sections 1710.02. Mr. Bell also described components of the Project Fact Sheet and the Energy Project Cooperative Agreement, including the Closing Cost Schedule of Fees and the Amortization Schedule. Mr. Schramm asked Mr. Keim what methodology West Chester Township staff utilized to arrive at a reasonable fee. Mr. Bell explained that whether a local entity charges a fee is a discretionary business decision. A copy of the New Petition and New Supplement to Plan was provided to the Board of Directors. Ms. McKinney moved to adopt the Resolution and Ms. Patterson seconded.

Vote: 10 – 0.

Resolution 2024-04 was adopted.

E. Resolution 2024-05: Resolution Authorizing the Execution, Delivery, and Performance of an Energy Project Cooperative Agreement and Approving Related Matters (7800 Liberty Field Drive, West Chester, Butler county, Ohio Project).

The Board of Directors posed questions with respect to the fee the District will receive with each special assessment payment. Mr. Keim then sought clarification as to whether the special assessments are to begin in the tax year 2026 for payment in the calendar year 2027. Mr. Bell and Mr. Bridge confirmed fee rates and repayment terms with the Board of Directors. A copy of the Energy Project Cooperative Agreement was provided to the Board of Directors. Ms. McKinney moved to adopt the Resolution and Ms. Pantling seconded.

Vote: 10 – 0.

Resolution 2024-05 was adopted.

V. The board then discussed upcoming projects for the ESID and the growth of the ESID's pipeline. Ms. Patterson described potential projects in the City of Monroe. Mr. Schramm inquired as to how the District is seeking to market itself throughout each of its constituent communities and that he would like to see greater involvement with the Butler County Chamber of Commerce and local chambers. The Board of Directors discussed that it may utilize future revenues associated with projects to pay marketing costs. Mr. Bell confirmed that marketing costs are an eligible expense of program income.

VI. There being no other business, Mr. Schramm moved to adjourn the meeting and Ms. Kanelopoulos seconded the motion. The board unanimously agreed by voting 10 – 0. The meeting was adjourned at 3:41 P.M.