BOARD OF DIRECTORS
MIDDLETOWN PORT AUTHORITY

The Board of Directors (the "Board") of the Middletown Port Authority (the "Port Authority"), met in special session on June 25, 2024, at 1:00 p.m., at One Donham Plaza, Middletown, Ohio 45042, with the following members participating:

It was moved by Nathan Cahall and seconded by Elizabeth Slanka that the following resolution be adopted:

RESOLUTION NO. 2024-03

A RESOLUTION (I) AUTHORIZING A TRANSACTION CONCERNING THE DEVELOPMENT AND CONSTRUCTION OF REAL PROPERTY FOR IMPROVEMENTS TO CERTAIN EXISTING INDUSTRIAL FACILITIES CONSTITUTING "PORT AUTHORITY FACILITIES" INCLUDING TENANT IMPROVEMENTS THERETO; (II) APPROVING THE EXECUTION AND DELIVERY OF A GROUND LEASE AND A PROJECT LEASE IN CONNECTION WITH THE TRANSACTIONS; (III) APPROVING THE PROVISION OF OHIO SALES AND USE TAX EXEMPTION CERTIFICATES FOR THE PURCHASE OF BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THE FACILITY; AND (IV) AUTHORIZING AND APPROVING RELATED MATTERS.

WHEREAS, the Middletown Port Authority (the "Authority"), by virtue of the laws of the State of Ohio, particularly Ohio Revised Code Sections 4582.21 through 4582.59 (the "Act") and the authorities therein mentioned, is authorized (i) to acquire a leasehold interest in certain real property in the City of Middletown, Ohio, consisting of approximately 6.5944 acres identified as Butler County Auditor parcel numbers Q6542035000039, Q6542035000040, Q6542035000041, and Q6542035000051 and such other real property that may be added or removed prior to execution of the documents identified herein (the "Project Site") by operation of a Ground Lease (the "Ground Lease") between Midwest Ammunition, LLC (collectively, with its affiliates, subsidiaries, and related entities, the "Developer"), as ground lessor, and the Authority, as ground lessee; (ii) to acquire title to one or more structures and other site improvements to be located on the Project Site consisting primarily of an industrial facility, together with appurtenances related thereto, to be leased to Developer for its operations (collectively, the "Project") and to lease the Project and the Project Site to the Developer by operation of a Project Lease (the "Project Lease") between the Authority, as lessor, and the Developer, as lessee (all together, the "Proposed Transaction"); and

WHEREAS, Developer intends to start or has started soliciting contracts for construction of the Project and has requested that the Authority provide one or more certificates evidencing the exemption from State of Ohio sales and use taxes of purchases of building and construction materials for incorporation into the Project, and the Authority is willing to provide such certificates upon acquisition by the Authority of a leasehold interest in the Project Site and the execution of an agreement by Developer to convey ownership of the Project upon its completion and other necessary agreements by Developer; and

WHEREAS, the Project is expected to enhance, foster, aid, provide, and promote economic development by creating and preserving jobs and employment opportunities and improving the economic and general well-being of the people of the State of Ohio.

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

Section 1. This Board does hereby find and determine, based upon the representations of the Developer, that:

(a) The Project is a "port authority facility" within the meaning of that term as defined in Ohio Revised Code Section 4582.21; and

(b) The Project is consistent with, related to, useful for, and in furtherance of the activities contemplated by (i) Ohio Constitution, Article VIII, Section 13, including to create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State of Ohio, and (ii) Ohio Revised Code Section 4582.21(B)(1), including to enhance, foster, aid, provide, or promote recreation and economic development within the jurisdiction of the Authority.

Section 2. This Board hereby approves the participation of the Authority in the Proposed Transaction described above, upon such terms as the Chairperson and Executive Director of the Authority, in consultation with legal counsel, may deem most beneficial to the Authority.

Section 3. This Board hereby authorizes the Chairperson of the Board, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them individually, and such officers are hereby authorized and directed to execute and deliver, for and in the name and on behalf of the Authority, the Ground Lease, Project Lease, and any other documents related to the Ground Lease and Project Lease that they may deem necessary and in the best interest of the Authority, in such form as shall not be materially adverse to the Authority. The execution of the Ground Lease, Project Lease, and all other related documents by a duly authorized officer or officers of the Authority shall evidence conclusively that such form is not materially adverse to the Authority and that any conditions to its execution and delivery have been satisfied.

Section 4. The Chairperson of the Board, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them, are each authorized and directed to take such further actions and execute any certifications, financing statements, assignments, agreements, instruments, and other documents that are necessary or appropriate to consummate the Proposed Transaction in accordance with this Resolution. The Authority shall, at any and all times, cause to be done all such further acts and things and cause to be executed and delivered all such further instruments as may be necessary or appropriate to consummate the Proposed Transaction in accordance with this Resolution or as may be required by the Act and shall comply with all requirements of law applicable to the Proposed Transaction.

Section 5. This Board hereby authorizes the Chairperson of the Board, the Executive Director of the Authority, or the Fiscal Officer of the Authority, or any of them, in anticipation of the acquisition by the Authority of the leasehold interest in the Project Site, to provide the Developer or its nominees with one or more appropriate certificates ("Exemption Certificates") to support the claim of an exemption from Ohio and Butler County sales and uses taxes that might otherwise apply with respect to the purchase of building and construction materials incorporated into structures or improvements to real property, within the meaning of Ohio Revised Code Section 5739.02(B)(13), that constitute Project improvements ("Building Materials"). Upon the execution of the Ground Lease, the Project Lease, and any other related documents, by the parties thereto, or at such other time as shall be determined by the Executive Director of the Authority, the Authority will (a) provide Exemption Certificates to the Developer for so long as shall be necessary to purchase all of the Building Materials for the Project.

Section 6. This Board finds and determines that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board and that all deliberations of this Board and of any committees that resulted in those formal actions were in meetings open to the public in full compliance with applicable legal requirements.

Section 7. This Resolution shall be in full force and effect upon its adoption.

The foregoing motion having been put to vote, the result of the roll call was as follows:

Voting Aye: Elizabeth Slanka, Greg Martin, Ben Woo, Nathan Cahall, Jim Kleingers

Voting Nay: None

Abstain: None

The undersigned, Secretary of the Board of Directors of the Middletown Port Authority, does hereby certify that the foregoing is a true and correct copy of a resolution of the Middletown Port Authority, duly adopted June 25th, 2024, and appearing upon the official records of that Board.

Adopted: June 25th, 2024
Dated: June 25th, 2024

Attest: [signature]
Secretary, Board of Directors
Middletown Port Authority