

## RESOLUTION NO. 2026-10

### BUTLER COUNTY FINANCE AUTHORITY

A RESOLUTION AUTHORIZING AND APPROVING A TRANSACTION CONCERNING THE ACQUISITION, CONSTRUCTION, DEVELOPMENT, REDEVELOPMENT, AND IMPROVEMENT OF AN APPROXIMATELY 150-ROOM HOTEL PROJECT AND APPURTENANCES RELATED THERETO CONSTITUTING "PORT AUTHORITY FACILITIES" TO BE LOCATED ON CERTAIN REAL PROPERTY TO BE ACQUIRED OR LEASED BY THE AUTHORITY; AUTHORIZING THE ACCEPTANCE OF CERTAIN REAL PROPERTY INTERESTS BY DEED OR LEASE; APPROVING THE EXECUTION AND DELIVERY OF A CONSTRUCTION SERVICES AGREEMENT, A PROJECT LEASE AGREEMENT, AND OTHER CONTRACTS AND INSTRUMENTS IN FURTHERANCE OF THE PROJECT; APPROVING THE PROVISION OF AN OHIO SALES AND USE TAX EXEMPTION CERTIFICATE PERTAINING TO THE PROJECT; AND AUTHORIZING AND APPROVING RELATED MATTERS.

WHEREAS, the Butler County Finance Authority (the "Authority"), a port authority and a body corporate and politic duly organized and validly existing under the laws of the State of Ohio (the "State"), is authorized and empowered by virtue of the laws of the State including, without limitation, Article VIII, Section 13 of the Ohio Constitution and Sections 4582.21 through 4582.60 of the Ohio Revised Code (collectively, within the authorities therein mentioned, the "Act"), among other things: (a) to acquire interests in real or personal property, or any combination thereof, and construct, improve and develop port authority facilities and enter into agreements with respect to the construction, development, leasing, operation, use and management of such port authority facilities for "authorized purposes" as defined in the Act, including commercial and economic development purposes, (b) to provide for the development, financing and leasing of port authority facilities to create or preserve jobs and employment opportunities, and to improve the economic welfare of the people of the State; (c) to make and enter into such contracts and agreements, and to execute and deliver all such instruments, as may be necessary, proper, appropriate or otherwise included in or for the exercise of powers otherwise granted to the Authority under or pursuant to the Act, and (d) to adopt this resolution and enter into such other agreements and instruments for the transaction as are provided for herein, all upon the terms and conditions provided herein, and, to the extent on file with the Secretary of this Board and consistent with this resolution, therein; and

WHEREAS, pursuant to the request of Mueller Hotel, LLC (including applicable affiliates, successors, and assigns, the "Lessee"), the Authority has agreed to assist the Lessee in the acquisition, construction, and improvement of a mixed-use redevelopment project comprised of an approximately 150-room hotel, as well as related site improvements and infrastructure (collectively, the "Project Facilities") on a site located at and around 20 High Street, in the City of Hamilton, Ohio (the "City"), an interest in which has been or is to be acquired by the Ground Lessor, as defined hereinafter (the "Project Site" and together with the Project Facilities, the "Project"), by (i) acquiring leasehold interest in the Project Site, (ii) acquiring, constructing, and installing the Project Facilities on the Project Site, and (iii) leasing the Project to the Lessee; and

WHEREAS, this Board has determined that it is necessary and proper and in the best interest of the Authority (a) to adopt this resolution to provide for the construction, development, redevelopment, leasing, operation, use and management of the Project, (b) to enter into a Ground Lease (the "Ground Lease") between the Lessee, as ground lessor (in such capacity, the "Ground Lessor"), and the Authority, as ground lessee (in such capacity, the "Ground Lessee"), pertaining to the Project Site, (c) to enter into a Construction Services Agreement or other document of similar effect (the "Construction Services Agreement") between the Authority and the Lessee, as the Authority's construction services provider (in such capacity, the "Construction Services Provider"), (d) to lease the Project to the Lessee pursuant to a lease (the "Lease") between the Authority, as lessor, and the Lessee, as lessee, to provide for the construction, redevelopment, and operation of the Project Facilities, (e) to enter into an indemnification agreement (the "Indemnity Agreement") for the benefit of the Authority by the Lessee and/or an affiliate thereof acceptable to the Authority, and (f) to execute and deliver a mortgage if required by the Lessee's lender (the "Mortgage"), one or more recognition, subordination, attornment, recognition, consent, or acknowledgement agreements, or other agreements of similar effect, if required by the Lessee's lender (the "Recognition Agreement"), and such other agreements, instruments and documents as may be necessary or desirable to provide for payment of the costs of the Project;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Butler County Finance Authority (the "Board"):

Section 1. Captions; Definitions. The captions and headings in this resolution are solely for convenience of reference and do not define, limit or describe the scope or intent of any provisions or Sections of this resolution. In addition to terms defined in the recitals and the Transaction Documents that are incorporated herein by reference, the following capitalized terms shall mean:

"Act" means Sections 4582.21 to 4582.60, inclusive, Ohio Revised Code, as enacted and amended from time to time pursuant to Section 13 of Article VIII of the Ohio Constitution.

"Authorized Officer" means the Chairperson, Vice-Chairperson and Executive of this Board or of the Authority.

"Authorizing Legislation" means this resolution and any supplemental or amending resolution adopted by the Legislative Authority.

"County" means Butler County, Ohio.

"Executive" means the President and Chief Executive Officer of the Authority or anyone appointed at the time to perform the functions currently provided by such officer.

"Fiscal Officer" means the Secretary of the Authority.

"Project Purposes" means acquiring, constructing, reconstructing, and installing real and personal property, or any combination thereof, consisting of the Project Facilities, which

comprise “port authority facilities” as defined in the Act, for lease to the Lessee on the Project Site, or such other uses and purposes from time to time as may be permitted by the Lease and the Act.

“Transaction Documents” means, collectively, the Ground Lease, the Lease, and the Construction Services Agreement.

Section 2. Determinations by Board. This Board hereby finds and determines that: (i) the Project constitutes “port authority facilities,” within the meaning of the Act, and is consistent with the purposes of Article VIII, Section 13 of the Ohio Constitution; (ii) it is necessary and proper and in the best interest of the Authority to acquire, construct, reconstruct, improve and develop the Project as contemplated by this resolution; (iii) the Project Site is within the geographic jurisdiction of the Authority and the County and the construction of the Project, and the financing of the Project by the Authority, is consistent with the purposes of the Act, will further the Project Purposes and will benefit the people of the State and the County, including those within the jurisdiction of the Authority, by, among other benefits, creating jobs and employment opportunities, and improving the economic welfare of the people of the State; and (iv) the agreements contemplated hereby, including but not limited to the Ground Lease, the Lease, and the Construction Services Agreement (defined herein) will further the purposes of the Act, including the purposes of Article VIII, Section 13 of the Ohio Constitution.

Section 3. Construction of Project. This Board hereby further finds and determines that the manner of negotiation and contracting with respect to the contracts related to construction and reconstruction of the Project Facilities, as contemplated by the Construction Services Agreement, will best carry out the Project Purposes, particularly the public purposes of the Project under and consistent with Article VIII, Section 13 of the Ohio Constitution, and, accordingly, pursuant to Ohio Revised Code Section 4582.31(A)(18)(e), the contracts shall be procured and entered into pursuant to and in the manner contemplated by this resolution and the Construction Services Agreement and shall not be subject to any other requirements that might otherwise be applicable to the Authority under the Act or other Ohio laws, including, without limitation, any requirements of competitive bidding or selection or any requirements relating to the provision of security for bidding, payment or performance.

Section 4. Transaction Documents. To advance the acquisition, construction, and improvement of the Project Facilities, the Executive and any Authorized Officer, or the Executive or any Authorized Officer individually acting alone, are hereby authorized, for and in the name of the Authority and on its behalf, to execute each of the Ground Lease, the Lease, and the Construction Services Agreement in substantially the form on file with the Fiscal Officer, with such changes therein as are not inconsistent with this resolution and not substantially adverse to the Authority and that are permitted by the Act and shall be approved by the officer or officers executing those documents. The approval of such changes, and that such changes are not inconsistent with this resolution, not substantially adverse to the Authority and are permitted by the Act shall be conclusively evidenced by the execution of the Ground Lease, the Lease, and the Construction Services Agreement by the officer or officers executing the same. The Ground

Lease and the Lease provide for the termination of the Ground Lease in connection with any permitted termination of the Lease and subject to the conditions stated in the Lease. In connection with any such exercise by the Lessee of its option to terminate the Lease (and Ground Lease), the Executive and any Authorized Officer, or the Executive or any Authorized Officer individually acting alone, are hereby authorized to execute all such instruments, for and in the name and on behalf of the Authority, as may be necessary to effect or evidence the termination of the Lease and Ground Lease, without the necessity of any further action by this Board.

Section 5. Other Documents and Further Actions. The Executive and any Authorized Officer, or the Executive or any Authorized Officer individually acting alone, are further authorized to execute an Indemnity Agreement, a Mortgage, a Recognition Agreement, and any certifications, financing statements, assignments, agreements and instruments with such terms as are not inconsistent with this resolution and that are permitted by the Act and as approved by the officer or officers executing those documents, and to take such further actions as are necessary or appropriate to implement the transactions contemplated in this resolution and the Transaction Documents and to consummate the transactions contemplated in this resolution, and the Transaction Documents, and to undertake, complete and fund the costs of the Project, consistent herewith and with the Transaction Documents. All actions heretofore taken by the officers and officials of the Authority and of this Board in connection with the Project and the financing thereof are hereby ratified and approved.

Section 6. Authority Financial Obligation. Notwithstanding anything to the contrary in this resolution, the Ground Lease, the Lease, the Construction Services Agreement, any other Transaction Documents, or any other document, agreement, contract or instrument related to the Project, the Authority's execution of such documents and the Authority's obligations under any such document, agreement, contract or instrument do not and shall not pledge the general credit or taxing power of the Authority or of the State or any political subdivision thereof, and nothing herein or in any Transaction Document shall constitute a general obligation, debt or bonded indebtedness of the Authority or the State or any political subdivision thereof.

Section 7. References. Any reference herein to the Authority, to this Board, or to any member or officer of either, includes entities or officials succeeding to their respective functions, duties or responsibilities pursuant to or by operation of law or lawfully performing their functions. Any reference to a section or provision of the Constitution of the State or the Act, or to a section, provision or chapter of the Ohio Revised Code, or to any statute of the United States of America includes that section, provision or chapter as amended, modified, revised, supplemented or superseded from time to time; provided, that no such amendment, modification, revision, supplement of superseding section, provision or chapter shall be applicable solely by reason of this provision if it constitutes in any way an impairment of the rights or obligations of the Authority or the Lessee under this resolution, the Ground Lease, the Lease, the Construction Services Agreement, or any other instrument or document entered into in connection with any of the foregoing, except as permitted herein.

Section 8. Sales Tax Certificates. This Board hereby further authorizes the Executive and any Authorized Officer, or the Executive or any Authorized Officer individually acting alone, upon the execution of the Transaction Documents by the parties thereto, to provide the Lessee or its nominees with appropriate certificates (the "Sales Tax Exemption Certificate") to support the claim of an exemption from 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 Section 5739.02(B)(13), Ohio Revised Code, that constitute Project improvements. The Lessee shall be solely responsible for the determination of whether any particular purchase of building and construction materials qualifies for exemption from sales and use taxes by virtue of the provisions of Section 5739.02(B)(13) of the Ohio Revised Code. Nothing herein, or in any Transaction Document or any other document, shall require the Authority to pay any such sales and use taxes or be construed as a guarantee by this Board or the Authority of the availability or of the amount of any such sales and use tax exemption.

Section 9. Preliminary Agreement. To the extent determined necessary and prudent by the Executive in consultation with counsel the Authority, the Executive may execute and deliver, on behalf of the Authority, a Sales Tax Exemption Certificate prior to the execution of the Transaction Documents upon the execution of a preliminary agreement by and between the Authority and the Lessee (the "Preliminary Agreement"). The terms of the Preliminary Agreement shall be consistent with this resolution and shall be subject to the approval of the Authority in its sole discretion. Authority approval and the Preliminary Agreement's consistency with this resolution shall be conclusively evidenced by the execution of the Preliminary Agreement by the officer or officers executing the same.

Section 10. Severability. Each section of this resolution and each subdivision or paragraph of any section hereof and each sentence of a paragraph hereof is hereby declared to be independent and the finding or holding of any section or any subdivision, paragraph or sentence hereof to be invalid or void shall not be deemed or held to affect the validity of any other section, subdivision, paragraph or sentence of this resolution.

Section 11. Compliance with Open Meeting Law. It is found and determined 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 of its committees or subcommittees, or any other public bodies of the Authority, that resulted in such formal actions were in meetings open to the public, in compliance with the law.

Section 12. Effective Date. This resolution shall be in full force and effect upon its adoption.

Voting Aye: 9

Voting Nay: 0

Passed: May 27, 2026

BUTLER COUNTY FINANCE AUTHORITY

By:   
Chairperson, Board of Directors

Attest: 

By: JOSHUA SMITH

Title: Secretary, Board of Directors

The undersigned Secretary of the Board of Directors of the Butler County Finance Authority does hereby certify that the foregoing is a true and correct copy of a resolution of such Board of Directors, duly adopted on May 27, 2026, and appearing upon the official records of that Board.

Attest: Joshua A. Smith

By: JOSHUA SMITH  
Title: Secretary, Board of Directors

Dated: MAY 27, 2026