

It was moved by Rick Lemonds and seconded by Tom James that the following resolution be adopted:

RESOLUTION NO. 2024-[02]

A RESOLUTION (I) APPROVING AND AUTHORIZING THE TRANSACTIONS CONTEMPLATED BY THE TERM SHEET CONCERNING THE ACQUISITION, CONSTRUCTION, AND IMPROVEMENT OF REAL AND PERSONAL PROPERTY FOR AN APPROXIMATELY THIRTY-NINE THOUSAND SEVEN HUNDRED FOUR SQUARE FOOT FACILITY CONSTITUTING A "PORT AUTHORITY FACILITY"; (II) APPROVING THE EXECUTION AND DELIVERY OF A GROUND LEASE, A PROJECT LEASE, A CONSTRUCTION MANAGER AT-RISK AGREEMENT, AND AN INDEMNIFICATION AGREEMENT; (III) APPROVING THE PROVISION OF OHIO SALES AND USE TAX EXEMPTION CERTIFICATES FOR THE PURCHASE OF BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THE PORT AUTHORITY FACILITY; AND (IV) AUTHORIZING AND APPROVING RELATED MATTERS.

WHEREAS, the Fairfield County 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 Pickerington, Fairfield County, Ohio (the "Project Site") by operation of a Ground Lease (the "Ground Lease") between Orthopedic One, Inc. (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 approximately 39,704 square foot facility and related improvements, together with appurtenances related thereto (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; (iii) to enter into a Construction Manager At-Risk Agreement (the "Construction Manager At-Risk Agreement") with the Developer relating to the Project; and (iv) to enter into an Indemnification Agreement (the "Indemnification Agreement") with the Developer relating to the Project; and

WHEREAS, attached to this Resolution as Exhibit A is a Term Sheet (the "Term Sheet") signed by the Authority and the Developer which describes the general structure and terms of the proposed transaction (the "Proposed Transaction"); and

WHEREAS, the Developer has begun soliciting contracts for construction of the Project and has requested that the Authority provide 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, an agreement by the Developer to convey ownership of the Project upon its completion, and other necessary agreements by the Developer; and

WHEREAS, the Project is expected (i) to create jobs and employment opportunities and thereby to enhance the economic welfare of the people of Fairfield County and the Authority, (ii) to enhance the availability of adequate housing in the State of Ohio and to improve the general well-being of the State of Ohio, and (iii) to enhance, foster, aid, provide, or promote housing and economic development within Fairfield County; and

WHEREAS, the Authority and the Developer shall agree that a certain amount of the contribution shall be restricted for use for public infrastructure improvements; and

WHEREAS, the Authority is authorized by Ohio Revised Code Sections 4582.43 and 4582.431 to cooperate with other governmental agencies, for the acquisition and construction of projects that may be acquired and constructed by the Authority, and may enter into agreements to evidence the terms and conditions of such cooperation.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Fairfield County 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 the purposes of (i) Ohio Constitution, Article VIII, Section 13, 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), to enhance, foster, aid, provide, or promote economic development within Fairfield County.

Section 2. This Board hereby approves the participation of the Authority in the Proposed Transaction, substantially on the terms set forth in the Term Sheet currently on file with the Board, and hereby authorizes the execution of the Term Sheet by the President and CEO of the Authority.

Section 3. This Board hereby authorizes the Authority to enter into a Ground Lease, as such Ground Lease may be approved by the officer or officers of the Authority executing the same. The Vice Chairperson/Secretary of the Authority, or the President and CEO of the Authority, or any of them, are hereby authorized and directed to execute and deliver, for and in the name and on behalf of the Authority, the Ground Lease, in such form as shall not be materially adverse to the Authority. The execution of the Ground Lease 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. This Board hereby authorizes the Authority to enter into a Project Lease, as such Project Lease may be approved by the officer or officers of the Authority executing the same. The Vice Chairperson/Secretary of the Authority, or the President and CEO of the Authority, or

any of them, are hereby authorized and directed to execute and deliver, for and on behalf of the Authority, the Project Lease, in such form as shall not be materially adverse to the Authority. The execution of the Project Lease 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 5. The Board hereby approves the negotiation, execution, and delivery of a Construction Manager At-Risk Agreement, with such terms as shall not be materially adverse to the Authority, and in such form as may be approved by the officer or officers of the Authority executing the same. The Vice Chairperson/Secretary of the Authority, or the President and CEO of the Authority, or any of them, are hereby authorized and directed to execute and deliver, for and in the name and on behalf of the Authority the Construction Manager At-Risk Agreement with such terms as shall not be materially adverse to the Authority. The execution of the Construction Manager At-Risk Agreement by a duly authorized officer or officers of the Authority shall evidence conclusively that any such changes are not materially adverse to the Authority and that any conditions to its execution and delivery have been satisfied.

Section 6. The Board hereby approves the negotiation, execution, and delivery of an Indemnification Agreement, with such terms as shall not be materially adverse to the Authority, and in such form as may be approved by the officer or officers of the Authority executing the same. The Vice Chairperson/Secretary of the Authority, or the President and CEO of the Authority, or any of them, are hereby authorized and directed to execute and deliver, for and in the name and on behalf of the Authority the Indemnification Agreement with such terms as shall not be materially adverse to the Authority. The execution of the Indemnification Agreement by a duly authorized officer or officers of the Authority shall evidence conclusively that any such changes are not materially adverse to the Authority and that any conditions to its execution and delivery have been satisfied.

Section 7. The Vice Chairperson/Secretary of the Authority, the President and CEO 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 and the Term Sheet. 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 and the Term Sheet or as may be required by the Act and shall comply with all requirements of law applicable to the Proposed Transaction.

Section 8. This Board hereby authorizes and ratifies the actions of the Vice Chairperson/Secretary of the Authority, or the President and CEO of the Authority, or any of them, in consideration of the agreements contained in the Ground Lease, the Project Lease, the Construction Manager At-Risk Agreement, and the Indemnification Agreement by the parties thereto, to provide the Developer or its nominees with appropriate certificates ("Exemption Certificates") to support the claim of an exemption from Ohio sales and uses taxes that might otherwise apply with respect to the purchase of building and construction materials incorporated

