

MINUTES OF A MEETING OF THE BOARD OF TRUSTEES
OF THE CENTERVILLE COMMUNITY IMPROVEMENT CORPORATION

Pursuant to the call of the President and notice duly given to the Board of Trustees, a meeting of the Board of Trustees of the Centerville Community Improvement Corporation was held on February 4, 1985 at 7:30 P.M. at the Centerville Municipal Building, Law Library, 100 West Spring Valley Road, Centerville, Ohio.

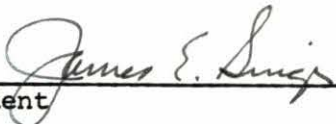
The following trustees were present:

Shirley Heintz, Charles Taylor, Jeffrey Siler, Brooks Compton, J. V. Stone, Bernard Samples and James Singer.

President James Singer presided at this meeting and Marilyn J. McLaughlin acted as Secretary. Also present at the meeting were Darryl Kenning and Jon Bormet.


Sally Hamilton, Bond Counsel with Taft, Stettinius & Hollister, reviewed an application from the Elder-Beerman Stores Corporation, with respect to a commercial project, consisting of the acquisition and installation of certain "point of sale" data and information systems in various Elder-Beerman department stores, proposed to be financed by the issuance by the State of Ohio, acting by and through the Director of the Department of Development in the amount of \$650,000 Industrial Development Revenue Bonds. In accordance with the Ohio Revised Code, if the State is the issuer of bonds and the project is to be located within a municipal corporation with a plan, the issuing authority shall first have received from the agency of the municipal corporation a certification that such project is in accordance with its plan. Upon motion duly made and seconded, the Centerville Community Improvement Corporation hereby certifies to the State of Ohio, that the portion of the project described above to be located in the City of Centerville is in accordance with said plan.

There being no further business to come before the meeting, the President, presiding, upon motion duly made, seconded and approved, declared the meeting to be adjourned.



President

ATTEST:



Assistant Secretary

1675b

MINUTES OF A REGULAR MEETING OF
THE BOARD OF TRUSTEES OF CENTERVILLE
COMMUNITY IMPROVEMENT CORPORATION

Pursuant to call of the President and notice duly given to the Board of Trustees, a regular meeting of the Board of Trustees of Centerville Community Improvement Corporation was held on the 4th day of February, 1985, at the City Building, 100 W. Spring Valley Road, Centerville, Ohio, at which the following trustees were present: President James Singer, Shirley Heintz, Charles Taylor, Jeffrey Siler, J. V. Stone, Bernard Samples Brooks Compton.

Absent:

An application from The Elder-Beerman Stores Corp. ("Applicant"), an Ohio corporation, with respect to a commercial project (consisting of the acquisition and installation of certain "point of sale" data and information systems in various Elder-Beerman department stores, including cash registers, to be installed in a retail store located at 1095 Lebanon Pike in the City of Centerville, Ohio, proposed to be financed by the issuance by the State of Ohio, acting by and through the Director of the Department of Development of now estimated not to exceed \$650,000 of economic development revenue bonds, was read and considered.

Mr. Taylor moved and Mr. Siler
seconded the adoption of the following resolution:

WHEREAS, pursuant to an Ordinance of the City of Centerville Council, passed June 5, 1978, this Corporation has been designated the agency of said City for the industrial, commercial, distribution and research development of said City, and is authorized, as such agency, to certify to such City and, in the case of bonds to be issued by the State of Ohio, acting by and through the Director of the Department of Development, to the Director of the Department of Development, that projects to be financed by the issuance of bonds under Revised Code Chapter 165 are in accordance with the Agreement, as amended, entered into pursuant to said resolution adopted June 5, 1978, by and between the City and the Corporation, which Agreement as amended constitutes the "plan" contemplated in Revised Code Chapter 165; and

WHEREAS, Revised Code Section 165.03(c) provides, in relevant part, that if the State is the issuer of bonds issued under Chapter 165 and the project is to be located within a municipal corporation with a plan, then prior to the delivery of bonds under said section, the issuing authority shall first have received from the agency of the municipal corporation a certification that such project is in accordance with its plan; and

WHEREAS, the portion of the project described in the said application of the Applicant to the Corporation which will be located in the City of Centerville, Ohio appears to be in accordance with said plan;

NOW, THEREFORE, BE IT RESOLVED that any officer of the Corporation be and is hereby authorized and directed to certify to the State of Ohio, acting by and through the Director of the Department of Development, that the portion of the project described in the said application and to be located within the City of Centerville is in accordance with said plan; and

BE IT FURTHER RESOLVED that this Board hereby finds and determines that all formal actions relative to the adoption of this resolution were taken in an open meeting of the Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

The roll being called upon the adoption of the resolution, the vote resulted as follows:


Ayes: seven

Nays: none

The President, presiding, thereupon declared the motion carried and the resolution adopted.

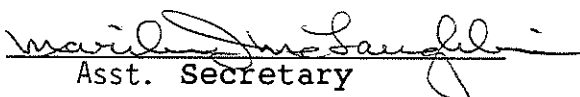
*****OTHER BUSINESS*****

There being no further business to come before the meeting, the presiding officer, upon motion duly made, seconded and approved, declared the meeting to be adjourned.



Presiding Officer

Attest:

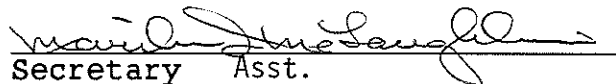


Asst. Secretary

CERTIFICATE

The undersigned, Secretary of Centerville Community Improvement Corporation, hereby certifies that the foregoing is a true excerpt from the minutes of a regular meeting of the Board of Trustees of said Corporation held on the date indicated therein, at which meeting a quorum of the members of the Board of Trustees for transacting business was present and acting throughout, and that no further action of said Board of Trustees has been taken to amend or rescind such minutes and that the same are as of the date hereof in full force and effect.

This 18th day of February, 1985.


Secretary Asst.

CERTIFICATE

WHEREAS, The Elder-Beerman Stores Corp., an Ohio corporation ("Company"), has submitted to Centerville Community Improvement Corporation, the designated agency of the City pursuant to Section 1724.10, Ohio Revised Code, an application for the approval of a project to be financed by issuance by the State of Ohio, acting by and through the Director of the Department of Development of Economic Development Revenue Bonds (the "Bonds"), consisting of the acquisition and installation of certain "point of sale" data and information system equipment, including cash registers, to be located in an Elder-Beerman department store located at 1095 Lebanon Pike in the City of Centerville (herein called the "Project"), with the understanding that the Company would enter into a lease or loan agreement with the State of Ohio acting by and through the Director of the Department of Development with respect to the Bonds, which application is attached hereto and incorporated herein by reference; and

WHEREAS, the Director of the Department of Development of the State of Ohio is required pursuant to Section 165.03(C), Ohio Revised Code, to receive prior to delivery of the Bonds a certification from the agency of the municipal corporation in which the project to be financed by the issuance of Bonds is to

be located that the project to be located in said municipal corporation is in accordance with the plan prepared by its agency pursuant to Section 1724.10, Ohio Revised Code, and confirmed by its Council; and

WHEREAS, the Project described in said application which will be located in the City of Centerville appears to be in accordance with said plan;

NOW, THEREFORE, Centerville Community Improvement Corporation hereby certifies to the Director of Development of the State of Ohio that the Project as described in the application attached hereto and incorporated herein by reference is in accordance with the plan.

IN WITNESS WHEREOF, Centerville Community Improvement Corporation has hereunto caused these presents to be subscribed by its duly authorized officer on the 4th day of February, 1985.

CENTERVILLE COMMUNITY
IMPROVEMENT CORPORATION

By James E. Surgen
Presiding Officer

RECEIVED a copy of the foregoing certificate this _____
day of _____, 1985.

Deputy Director
Ohio Department of Development