

**RESOLUTION 23-2022**

**A RESOLUTION CONSENTING TO THE WAIVER OF POTENTIAL CONFLICT OF INTEREST BETWEEN DINSMORE & SHOHL LLP, HUNTINGTON SECURITIES, INC. d/b/a HUNTINGTON CAPITAL MARKETS, AND THE VILLAGE OF COMMERCIAL POINT REGARDING THE POTENTIAL ISSUANCE OF CERTAIN TAX INCREMENT FINANCING REVENUE BONDS BY THE PICKAWAY COUNTY PORT AUTHORITY.**

**WHEREAS**, the Pickaway County Port Authority, K-Nova LLC, Huntington Securities, Inc. d/b/a Huntington Capital Markets ("Huntington"), and the Village of Commercial Point are considering a potential deal involving the issuance of certain tax increment financing revenue bonds by the Pickaway County Port Authority (the "Potential Bond Deal"); and

**WHEREAS**, the Potential Bond Deal will be secured by certain tax increment financing revenues to be received, in part, by the Village of Commercial Point; and

**WHEREAS**, Dinsmore & Shohl LLP ("Dinsmore") represents Huntington or its affiliates in certain other, unrelated legal matters, and does not represent Huntington, K-Nova LLC, or the Pickaway County Port Authority with respect to the Potential Bond Deal; and

**WHEREAS**, Dinsmore may still represent the Village with respect to the Potential Bond Deal, so long as Huntington and the Village waive the conflict of interest presented by this representation; and

**WHEREAS**, Huntington has waived the conflict of interest between Dinsmore and the Village; and

**WHEREAS**, under the Ohio Rules of Professional Conduct, the Village must waive the conflict of interest, confirmed in writing in order for Dinsmore to proceed with representation of the Village with respect to the Potential Bond Deal; and

**WHEREAS**, the Village Council acts in its administrative capacity as to the engagement of legal counsel pursuant to Ohio Revised Code Section 733.48.

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE VILLAGE OF COMMERCIAL POINT, OHIO THAT:**

**Section 1. Waiver of Potential Conflict of Interest.** The Village hereby consents to the following:

Dinsmore & Shohl LLP ("Dinsmore") presently represents Huntington Securities, Inc. d/b/a Huntington Capital Markets or its affiliates ("Huntington") in matters that are not directly related to the Village of Commercial Point ("Village"). Due to Dinsmore's continuing representation of Huntington in unrelated matters, there is the potential for a conflict of interest in the future. The Ohio Rules of Professional Conduct require that Dinsmore disclose certain matters to Huntington and the Village and obtain consent from both to engage in representation of both entities. Such consent must be obtained by each of Huntington and the Village and confirmed in writing. Dinsmore believes that it can provide competent and diligent representation to each of Huntington and the Village in unrelated matters. However, the Village must consent to Dinsmore's representation of the Village. Dinsmore understands that it will not:

(a) use any information gained in Dinsmore's current or prior representation of Huntington to the detriment of the Village, or

(b) represent or advise Huntington with respect to:

(i) any dispute, claim, or litigation against the Village, or

(ii) any proceeding in which Huntington has an adverse interest to the Village.

Dinsmore has already advised Huntington of the matters contained herein and secured Huntington's written consent to waive the potential conflict of interest presented by Dinsmore's representation of Huntington and the Village in unrelated matters. By approving this statement, the Village hereby voluntarily waives Dinsmore's potential conflict of interest and consents to Dinsmore representing Huntington and the Village, with all appropriate and necessary ethical screens imposed by Dinsmore.

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Should any litigation or other adversarial action or proceeding (or any threat thereof) arise between the Village and Huntington, Dinsmore will not represent the Village in such matters. As a part of this agreement, Dinsmore acknowledge that Dinsmore on behalf of the Village would not seek or threaten to seek:

- (i) damages, a money judgment, or equitable relief against Huntington;
- (ii) the avoidance, disallowance, or subordination of a Huntington claim or lien, including without limitation any challenge as to the extent, validity, priority, enforceability or perfection of Huntington's collateral or Huntington's right to payment or other rights under any loan documents or other agreements; or
- (iii) any subpoena, deposition, document production request, or other discovery against Huntington personnel or records.

**Section 2. Effective Date.** This Resolution shall take effect and be in force from the earliest date allowed by law.

Vote on Passage of the Resolution:

Motion by: Nancy Geiger

2<sup>nd</sup>: Laura Wolfe

Roll Call:

Yes Nancy Geiger

N/A Tracy Joiner

Yes Jason West

Yes Ross Crego

Yes Ryan Mitchem

Yes Laura Wolfe

Adopted this 16<sup>th</sup> day of May, 2022.

  
Allan D. Goldhardt, Mayor

  
Wendy Hastings, Fiscal Officer

Approved as to Form:

  
Joshua Cartee, Village Solicitor