

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

January 8, 2024

A special meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Monday, January 8, 2024 at 1:00 p.m. at the Walnut Hills Branch of the Cincinnati and Hamilton County Public Library at 2533 Kemper Lane, Cincinnati, Ohio 45206. Amy Murray, Mark Mallory, Paul Sylvester, Charlie Luken, and Paul Muething were present in-person. Christine Zimmer, Chief Counsel; Kaitlyn Geiger, Assistant City Solicitor; Nick Vehr, consultant for the Board; Scott Kane, outside counsel for the Board; Roland Kooch and Kyle Laux, consultants for the Board; Karl Scheer and Bob Sydow, volunteer advisors to the Board; Karen Alder and Chrissy Noone, representatives from the City of Cincinnati's (the "City") Finance Department; and members of the public were in attendance as well.

Mr. Muething explained that the purpose of the meeting was to evaluate the applications for investment advisory services and select four to six firms to invite to interview. The Board engaged Davenport & Company, LLC ("Davenport") to apply the Request for Proposal's ("RFP") criteria and prepare a preliminary scoring summary. Karl Scheer, the Chief Investment Officer for the University of Cincinnati, and Bob Sydow, a former Managing Director of Morgan Stanley, also voluntarily evaluated the applications to provide additional perspective to the Board.

PRESENTATION FROM DAVENPORT & COMPANY, LLC ON INVESTMENT ADVISOR APPLICATIONS

Messrs. Kooch and Laux from Davenport presented information to the Board through Davenport's Initial RFP Scoring Report. They first reviewed the scoring criteria from the RFP: (i) Firm Background/Qualifications/Experience/Cybersecurity; (ii) Philosophy and Proposed Approach; (iii) Performance Measurement and Evaluation; (iv) Fees; (v) Advantages; and (vi) Inclusion (DEI). Messrs. Kooch and Laux also described how Davenport assigned numerical values within each category. Davenport's materials included a Summary Scoring Matrix, which totaled Davenport's aggregate score for each firm and indicated if the firm provides custodial services. Messrs. Kooch and Laux {00395726-3}

indicated that the scoring approach they described was meant to assist the Board's consideration of the RFP responses and did not indicate a conclusion as to the ultimate superiority of any applicant. Mr. Laux noted that the Board has received many strong applications. Mr. Laux also summarized each applicant for the Board, including firm type (investment advisor or global institutional bank), years in existence, headquarters location, and total value of assets under management.

During the presentation by Davenport, members of the Board asked numerous questions and shared observations. Ms. Murray asked questions regarding scoring related to the proposed investment approach and mix, and Mr. Kooch explained that the investment strategy was rated in the Philosophy and Proposed Approach category. Ms. Murray also asked questions regarding scoring for cybersecurity, and fees and observed that there could potentially be a savings on fees if a firm also provides custodial services. Mr. Mallory inquired about how minority firms were evaluated, to which Mr. Kooch responded referencing the inclusion criterion. Mr. Sylvester asked if each firm outlined a clear investment objective specific to the needs of the Board and noted the importance of this factor in the Board's consideration of applicants. Mr. Sylvester also noted that he places a high value on proposals that can get returns on the Board's investments sooner. Mr. Laux observed that the Board will require diversification and flexibility to achieve both short-term and long-term cash flow demands. Mr. Luken inquired if working with a local firm would be beneficial in connection with communications and responsiveness. Mr. Laux stated that being located in Cincinnati may provide benefits but was not essential to effectively servicing the Board's needs. Mr. Luken observed that issues could arise if a firm was involved in a merger or acquisition but that he expects this to be addressed in the agreement executed by the Board. Mr. Sylvester noted that some firms

that received similar scores have different fees, which should be considered by the Board. During Mr. Laux's presentation, members of the Board asked questions regarding the background of individual applicant firms, all of which were answered to the Board's satisfaction.

PRESENTATIONS FROM MESSRS. KARL SCHEER AND BOB SYDOW ON
INVESTMENT ADVISOR APPLICATIONS

After a brief review of his extensive experience in the financial services industry, including with evaluating and selecting investment advisors, Mr. Scheer shared his thoughts with the Board. Mr. Scheer commented on the importance of selecting an advisor that would fit with the Board's investment objectives for the trust fund and with whom the Board could relate and communicate effectively. Mr. Scheer shared his opinion that the Board should interview Fifth Third Bank and FEG. Mr. Scheer suggested the Board also consider speaking with Ascension. Mr. Luken inquired how complex an investment strategy is necessary to successfully manage the trust fund. Mr. Laux explained that understanding the benchmarks and commitments is critical and requires diligence. Mr. Scheer recommended that the Board pursue a relatively simple investment strategy given the Board's objectives in providing an annual return to the City each year. Mr. Muething asked if Mr. Scheer had any other thoughts on candidates. Mr. Scheer responded that both Northern Trust and NEPC submitted creative and thoughtful applications and that they were well-qualified to meet the Board's needs. In response to questions by Mr. Sylvester, Mr. Scheer provided an overview regarding approaches to investment mix and asset allocation. Mr. Muething emphasized the importance of understanding that the Board is seeking a return greater than the minimum amount required to be disbursed to the City each year. Ms. Murray stated that it was clear from

her review of the applications that some firms understood the Board's needs more than others. The Board discussed the importance of communication and the role that geographic proximity could play in that. Ms. Geiger reminded the Board that local presence was not an RFP criterion independent of the considerations regarding qualifications, responsiveness, and effective communications that were part of the RFP criteria.

After a summary of his extensive experience in the financial services industry, Mr. Sydow next shared his thoughts with the Board. He emphasized the importance of a strong focus on risk in evaluating the qualifications of applicants and their recommended investment approach. Mr. Sydow shared his opinion that none of the applicants presented a significant risk to the Board but recommended that the Board evaluate information security during the interview process if it were inclined to select a smaller firm.

SELECTION OF INVESTMENT ADVISOR CANDIDATES FOR INTERVIEW

Mr. Muething suggested that the Trustees consider using a ballot to submit top five applicants to interview. Mr. Kane advised that ballots must include each Trustee's name. After discussion, the Board did not proceed with the ballot approach. Mr. Kane offered to summarize the Board's comments and discussion during the meeting in order to help facilitate consideration of a decision on who to interview, which the Board accepted.

Mr. Kane noted that NEPC received a high score by Davenport and that the Board and its advisors thought highly of its proposal based on remarks made during the meeting. The Board unanimously agreed to interview NEPC. Mr. Kane then discussed with the Board whether it desired to interview Fifth Third Bank based on Mr. Scheer's comments on the appropriateness of its qualifications, the Board's comments and desires

regarding custodial services, and the Board's objectives regarding responsiveness and communications with an independent advisor. The Board unanimously agreed to interview Fifth Third Bank. Mr. Kane then discussed the Board's comments regarding Marquette and the recommendations of the Board's advisors. Mr. Luken observed that he thought separateness from the City was an important consideration regarding the background of applicants. The Board did not decide to interview Marquette. Mr. Kane discussed the reaction to FEG and the recommendations of the Board's advisors. The Board unanimously agreed to interview FEG. Mr. Luken suggested Northern Trust for consideration because of their thoughtful proposal and the favorable views of the Board's advisors. The Board unanimously agreed to interview Northern Trust. The Board discussed other applicants, including Verus, Meketa, UBS, and Ascension. Regarding Ascension, the Board discussed the fact that the CSR Trust would alone be several times larger than the total assets under management by the firm. After further discussion, the Board unanimously decided to interview UBS based on the strength of its proposal, its strong investment advisory qualifications, and its ability to provide custodial services. The Board discussed the possibility of speaking to Ascension in some other capacity. Consistent with the Board's discussions, Mr. Luken moved to extend invitations to interview NEPC, Fifth Third Bank, FEG, Northern Trust and UBS. Mr. Mallory seconded. Unanimously approved.

APPROVAL OF INCREASE TO DAVENPORT'S CONTRACT

Mr. Sylvester stated that the amount of time needed from Davenport increased due to the number of applicants and assistance required to evaluate applications. Mr. Luken moved to increase Davenport's contract by an additional \$40,000 so that

Davenport may continue to advise the Board through the sale. Ms. Murray seconded. Unanimously approved.

DISCUSSION OF SALE NEXT STEPS AND FIRST DISBURSEMENT TO CITY

Mr. Muething stated that the sale is scheduled to close on March 15, 2024. Prior to the closing, Mr. Muething noted that the Board is expected to receive four monthly payments for the extension fee and that a lease payment from Norfolk Southern should also have been paid to the City. Mr. Sylvester stated that he estimates the payment to the City to be about \$36 million but following closing, he will have a better understanding of what that amount will be. Mr. Sylvester also stated that he expects the disbursement to the City to be around mid-May. Ms. Alder confirmed that the expected timing of the disbursement to the City works well with the City's budget cycle. No action taken.

AUTHORIZATION TO TAKE ALL STEPS AND SIGN ALL DOCUMENTS RELATED TO CSR SALE

Mr. Muething stated that numerous documents related to the sale of the Cincinnati Southern Railway will require his signature. Mr. Luken moved to authorize Mr. Muething to execute any and all documents related to the sale. Mr. Mallory seconded. Unanimously approved.

APPROVAL OF MINUTES

Mr. Muething presented the Board with the draft minutes from the November 14, 2023 regular meeting. The Board reviewed them. Mr. Luken moved to approve, and Mr. Sylvester seconded. Unanimously approved.

TREASURER'S UPDATE

Mr. Sylvester presented seven invoices to the Board, which include (i) an invoice from Vehr Communications for communications services, (ii) an invoice from Stinson LLP for legal services, (iii) an invoice from Squire Patton Boggs (US) LLP for legal services, (iv) two invoices from U.S. Digital Partners website hosting services; (v) an invoice from Davenport for consulting services; and (vi) an invoice from Arthur J. Gallagher Risk Management Services, LLC for directors' and officers' insurance for 2024. Mr. Mallory moved to approve all presented invoices. Mr. Luken seconded. Unanimously approved.

DISCUSSION OF WEBSITE IMPROVEMENTS

Mr. Muething recirculated the Vehr Communications' and US Digital Partners' proposals to refresh the CSR website. Mr. Muething advised that a part-time staff person may be needed and suggested the possibility that roles and duties may be combined to minimize financial impact. No action taken.

APPROVAL OF EXTENSION OF VEHR COMMUNICATIONS, LLC CONTRACT

Mr. Muething stated that the contract with Vehr Communications, LLC expired on December 31, 2023, however their services will be needed through the closing on March 15, 2024. Mr. Mallory moved to extend Vehr Communications, LLC's contract through March 2024. Ms. Murray seconded. Unanimously approved.

Ms. Murray suggested adding staffing needs to the agenda for a future meeting.

Mr. Vehr suggested that the Board consider asking all applicants how diversity will be included in their overall approach.

Mr. Muething then asked how selections will be communicated to applicants. Ms. Geiger stated that she would contact all applicants.

ADJOURN

Mr. Luken moved to adjourn. Mr. Sylvester seconded. Unanimously approved.



Mr. Muething, President



Ms. Geiger, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

January 17, 2024

A special meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Monday, January 17, 2024 at 1:00 p.m. at the Park Administration Building at 950 Eden Park Drive, Cincinnati, Ohio 45202. Amy Murray, Mark Mallory, Paul Sylvester, and Charlie Luken were present in person. Paul Muething attended remotely via Zoom. Christine Zimmer, Chief Counsel; Scott Kane, outside counsel for the Board; Roland Kooch, advisor to the Board from Davenport & Company; Chrissy Noone, representative from the City of Cincinnati's Finance Department; Karl Scheer and Bob Sydow volunteer advisors for the Board, and members of the public were in attendance as well.

Mr. Sylvester moved to name Mr. Mallory Temporary Chair for the meeting. Mr. Luken seconded. The motion was unanimously approved. Mr. Mallory explained that the purpose of the meeting was to interview five candidates to serve as the Board's investment advisor. Each firm would be allowed a total of forty-five minutes to present its qualifications and to answer questions from the Board.

Mr. Kane stated that the meeting was a public meeting, that all candidates were told they had a right to attend the full meeting but were asked to agree not to attend the presentations of the other candidates. Mr. Kane reported that, after being advised of the public nature of the meeting and their right to attend, that the candidates unanimously agreed not to attend other candidates' interviews.

INTERVIEW OF CANDIDATES

Northern Trust.

Northern Trust introduced its team and presented detailed information regarding its proposal and qualifications. This included presentation and discussion by Northern Trust regarding its background, its experience and capabilities, its ability to provide custodial services, its experience with public clients and funds, a detailed discussion of the Board's objectives and Northern Trust's recommended strategies for meeting them, a {00397383-3}

proposed mix of fixed income and return seeking investments, strategies for inflation protection, Northern Trust's cybersecurity capabilities, its fee proposal, and numerous other and related subjects. During the interview, the Board and its advisors asked numerous questions, including regarding: Northern Trust's experience working with public clients and Ohio-based clients; its proposal regarding the use of diverse managers and the Board's DEI objectives; the provision of custodial services; the proposed timing of investments; Northern Trust's capabilities and approach to performance evaluation; anticipated reporting and meeting with the Board on a going forward basis; risk evaluation; fees; and other subjects. With respect to the proposed asset allocation and the Board's investment objectives, Northern Trust discussed with the Board projections of expected return, how they were evaluated for risk, including evaluation of the proposed portfolio against historical data, and how potential changes to portfolio allocation could impact risk and projected returns. Northern Trust's presentation and the numerous questions from the Board and its advisors produced a robust discussion. All of the Board's questions were answered to its satisfaction. The Board thanked Northern Trust for its presentation.

FEG.

FEG introduced its team and made a detailed presentation to the Board regarding its proposal and qualifications. This included presentation and discussion by FEG regarding its background and ownership, its experience working with institutional clients, its approach to DEI objectives, investment goals generally and the Board's goals in particular, expected return projections and the impact of asset allocation on risk, FEG's proposed asset allocation for the CSR, potential distribution levels and their impact on sustainable performance, the selection of a firm or firms to provide custodial services, {00397383-3}

and implementation of the investment of funds, including potential phased timing of investments. During the interview, the Board and its advisors asked numerous questions, including regarding: the Board's DEI objectives and FEG's proposals; minority-focused investments; FEG's work with clients similar to the CSR; projected performance and risk evaluation, including as to measurement of potential risk; changes to the proposed asset allocation to align to the Board's objectives; typical distribution levels for perpetual existence funds; FEG's cybersecurity capabilities and its experience with cyber events; selection of candidates to provide custodial services, including minority-owned banks; whether to work with more than one provider of custodial services; potential performance in particular asset classes; FEG's capabilities and approach to performance evaluation; FEG's experience working with clients and funds of similar size to CSR; the proposed timing and approach for initial investment of funds; and other subjects. FEG's presentation and the numerous questions from the Board and its advisors produced a robust discussion. All of the Board's questions were answered to its satisfaction. The Board thanked FEG for its presentation.

NEPC.

NEPC introduced its team and made a detailed presentation to the Board regarding its proposal and qualifications. This included presentation and discussion by NEPC regarding its work with a client similar to the CSR in that it received an influx of cash for investment, NEPC's experience working with public funds and clients in Ohio, NEPC's approach to DEI and its experience working with diverse managers, portfolio allocation management, daily monitoring of portfolios, the Board's investment objectives, NEPC's proposed portfolio, including as to asset mix; risk analysis and testing of portfolio against historical performance, FEG's capabilities and approach to performance

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evaluation, including evaluation of portfolio performance against various benchmarks, and NEPC's cybersecurity capabilities. During the interview, the Board and its advisors asked numerous questions, including regarding: NEPC's experience working with public funds; the Board's DEI objectives and impact investments; the selection of providers for custodial services; potential changes to asset allocation; periodic reporting and meetings with the Board; issues related to bond maturity and re-investment; fee proposals and changes based on proposed asset allocation; NEPC's approach to adapting to changes in the financial markets; anticipated distributions and potential impact on investment strategy; passive investment approaches; monitoring and evaluation of investment performance; and other subjects. NEPC's presentation and the numerous questions from the Board and its advisors produced a robust discussion. All of the Board's questions were answered to its satisfaction. The Board thanked NEPC for its presentation.

UBS.

UBS introduced its team and made a detailed presentation to the Board regarding its proposal and qualifications. This included presentation and discussion by UBS regarding its institutional consulting experience, its cybersecurity and information security capabilities, its approach to DEI, its resources nationally and in Cincinnati, its experience working with public sector clients, its approach to risk management, the Board's objectives and their impact on asset allocation, UBS's recommended portfolios (A & B), the recommended use of specific minority-owned investment advisors, implementation of the investment and related timing considerations, and other subjects. During the interview, the Board and its advisors asked numerous questions, including regarding: performance evaluation capabilities and approaches and benchmarks for advisors; UBS's approach to risk analysis and application to its recommended portfolios;

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implementation timing and relation to risk; UBS's experience working with public funds; changes in financial markets and UBS's approach to tactical opportunities; communications with and reporting to the Board; implementation strategy and potential differences between asset classes; the Board's DEI objectives; UBS's fee proposal; and other subjects. UBS's presentation and the numerous questions from the Board and its advisors produced a robust discussion. All of the Board's questions were answered to its satisfaction. The Board thanked UBS for its presentation.

Fifth Third.

Fifth Third introduced its team and made a detailed presentation to the Board regarding its proposal and qualifications. This included presentation and discussion by Fifth Third regarding its experience, including working with public sector clients and funds, DEI objectives, manager selection, evaluation, and oversight, investment implementation and timeline, the Board's investment objectives and the need for growth in a perpetual existence fund, Fifth Third's approach to performance evaluation, including ongoing monitoring and communication, asset allocation, risk analysis, including from a historical and statistical perspective, and Fifth Third's recommended portfolio to meet the Board's investment objectives. During the interview, the Board and its advisors asked numerous questions, including regarding: Fifth Third's experience working with clients of similar size to the CSR; performance evaluation capabilities and approaches; risk analysis given the Board's investment objectives; DEI objectives; the change in fee proposal from Fifth Third's RFP response and its relation to asset types; active vs. passive investment approaches; Fifth Third's cybersecurity capabilities and whether it has experienced cyber incidents; rebalancing of assets and potential impact on fees; and anticipated reporting to and communications with the Board. Fifth Third's presentation {00397383-3}

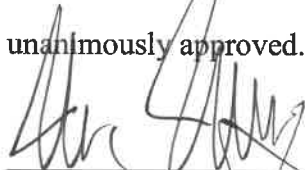
and the numerous questions from the Board and its advisors produced a robust discussion. All of the Board's questions were answered to its satisfaction. The Board thanked Fifth Third for its presentation.

PUBLIC COMMENT

The Board heard public comments from two individuals regarding the selection process. One individual questioned the criteria used to determine the applicants chosen for interview. Another individual requested that the public be given the opportunity to comment on the Board's anticipated investment policies and procedures.

ADJOURN

Mr. Luken moved to adjourn. Mr. Sylvester seconded. The motion was unanimously approved.



Mr. Mallory, Temporary Chair



Christine Noone, Temporary Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

January 22, 2024

A special meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Monday, January 22, 2024 at 1:00 p.m. at the Park Administration Building at 950 Eden Park Drive, Cincinnati, Ohio 45202. Paul Muething, Mark Mallory, Paul Sylvester, and Charlie Luken were present in person. Amy Murray attended remotely via videoconference. Christine Zimmer, Chief Counsel; Kaitlyn Geiger, Assistant City Solicitor; Nick Vehr, consultant for the Board; Scott Kane, outside counsel for the Board; Roland Kooch, consultant for the Board; Karl Scheer and Bob Sydow, volunteer advisors to the Board; Karen Alder and Chrissy Noone, representatives from the City of Cincinnati's (the "City") Finance Department; and members of the public were in attendance as well.

Mr. Muething explained that the purpose of the meeting was to discuss the applications to the Board's Request for Proposals ("RFP") for an investment advisor, including the candidate interviews conducted on January 17, and to select an investment advisor to begin negotiations.

DISCUSSION OF INVESTMENT ADVISOR APPLICATIONS AND INTERVIEWS

Mr. Muething stated that one firm submitted additional information after their interview on January 17, 2024, however the material was not distributed to the trustees for consideration in order to prevent that applicant from receiving an unfair advantage. The Board indicated that it did not desire to see the additional information. Mr. Muething asked the Board if any trustee desired to interview any other candidates. Mr. Muething stated that he felt the five candidates interviewed are all strong candidates and no other interviews are necessary. The Board unanimously agreed.

Mr. Kooch from Davenport & Company, LLC ("Davenport") summarized the key components of the five presentations on January 17, 2024, including Investment Allocation, Timing of Initial Investments, Expected Returns, Projected Maximum Negative Loss, Approach to Diversity and Inclusion and Fees. The Board asked several

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questions during Mr. Kooch's summary, including regarding active vs. passive management approaches, fees, and other aspects of the presentations, all of which were answered to the Board's satisfaction. Mr. Scheer summarized the number of managers that each firm would assign to the CSR account.

Following these summaries, Mr. Muething read the award criteria language from the RFP and noted the corresponding weighting. The Board discussed each of the criteria and their view of the candidates, including as follows:

1. Firm Background/Qualifications/Experience in the areas related to the scope of advisory duties – 20%

Mr. Muething stated that all applicants interviewed are capable and qualified, and at least a dozen of the firms that applied met this criterion. Mr. Sylvester stated the presentations from all five firms were excellent and high caliber. Ms. Murray noted that the larger firms presented stronger cybersecurity capabilities. Mr. Sydow explained that banks are subject to rigorous security requirements as a result of federal regulation. Mr. Sydow shared that he has no concerns about any of the cybersecurity capabilities of any of the five firms. Mr. Sydow also noted there is no obvious risk of fraud in any of the five firms. Mr. Muething stated the Board's requirements prohibit firms from investing in their own products, which also alleviates the risk for fraud.

2. Philosophy and Proposed Approach – 25%

Mr. Muething stated all five presentations meet the Board's objectives but that there are differences in the proposals. Mr. Muething shared his view that the simplest approach that meets the Board's target returns with the least risk is optimal. Mr. Sylvester commented regarding the risk evaluations presented by the candidates and noted that the Board should be comfortable with an acceptable level of risk, including to the extent the

correspondence asset balance could produce higher returns. Mr. Sylvester stated that a balance of fixed income and equity investments could yield higher returns with relatively low risk and commented favorably on the proposal by UBS Financial Services, Inc. (“UBS”) in that regard. Ms. Murray and Mr. Scheer expressed their agreement with these observations. Mr. Sylvester stated staggered implementation may be beneficial and mentioned the possibility of accelerating staggered timing to take advantage of market conditions.

3. Performance Measurement and Evaluation – 30%

The Board discussed the criterion, including the importance to them of communications and the candidates’ ability to provide appropriate information. Mr. Muething observed that the reporting capabilities of all five firms meet the needs of the CSR Board. The Board unanimously agreed. Mr. Sylvester mentioned that it would be desirable for the selected firm to include forward-looking analysis in its periodic reporting.

4. Fees – 10%

Mr. Muething stated that based on the proposals, fees ranged from \$1.2 million to \$5 million, but fees are a function of asset allocation. Mr. Muething also noted that the 5.5% return on investment target is net of fees. Mr. Sylvester stated that UBS’s proposed fees were in the expected range and included custodial services, which was an economic advantage. Ms. Murray also commented that UBS proposed a good fee structure. Mr. Scheer explained the benefits and disadvantages of advisors who provide custodial services.

5. Advantages – 5%

The Board discussed this criterion and agreed there were no notable advantages presented by any firm. Ms. Murray noted that Fund Evaluation Group, LLC (“FEG”) and UBS each provided a very detailed proposal customized to the Board’s objectives.

6. Inclusion – 10%

Mr. Muething noted that each applicant understood that the Board prioritizes inclusion but that some candidates provided more detail. Mr. Muething noted that UBS’s proposal referenced specific diverse money managers. Mr. Sylvester stated that the proposals from FEG and UBS particularly stood out with respect to diversity and inclusion. Mr. Mallory noted that during the interview process, he asked all interviewees about their inclusion efforts and four applicants confirmed that they would look for opportunities to increase diversity in the management of the Board’s trust fund. Mr. Mallory asked how performance commitments would be established during the negotiation process. Mr. Muething stated that the agreement would require the selected applicant to follow the Board’s investment policies and procedures. In connection with this issue, the Board discussed issues related to the anticipated term of the agreement and rights of termination for various issues.

Following review of the RFP criteria, the Board continued deliberations. Based on the discussions and his review of all applications, Mr. Luken shared his view that UBS and FEG seemed most committed to the Board’s objectives. Ms. Murray expressed her agreement that UBS and FEG were the strongest applications applying the RFP selection criteria. Mr. Mallory stated that he could be satisfied with either FEG or UBS and noted that it might be desirable for the Board to discuss with UBS an asset allocation where the historical risk evaluation did not produce any decline of more than 25%.

Mr. Muething agreed, based on his review of the applications, UBS and FEG are his two top choices. Mr. Sylvester observed that given the strength of both FEG's and UBS's proposals, their fees strongly influenced his views on selection. Mr. Muething noted that UBS's fees were more favorable and included custodial services. Ms. Murray stated that she preferred UBS to FEG because they are a large financial institution with strong cybersecurity capabilities and that could provide custodial services. Mr. Luken noted that of all of the proposals, UBS was the only applicant that identified specific minority-owned fund managers it would use.

Mr. Mallory asked if there may be an opportunity for the Board to consider a minority-owned bank to provide custodial services. Mr. Kooch stated that he is not aware of a Black-owned bank that that could meet CSR's needs. Mr. Scheer agreed. Mr. Muething stated that utilizing minority-owned investment management firms will be considered by the investment advisor. Mr. Scheer stated that investment management fees are typically higher than custodial fees. Mr. Mallory recommended that the Board consider all opportunities to invest in minority owned businesses. Ms. Murray observed that a single service provider inclusive of custodial services would be advantageous. Mr. Muething mentioned the possibility of the ability to change the custodian if a qualified minority provider is later identified. Mr. Muething also stated that it is an honor to serve with Mr. Mallory on the Board, emphasizing Mr. Mallory's commitment to ensuring that the Board's investment also benefits minority-owned businesses. The Board discussed the negotiation process and their desire for the proposed final contract to be presented at a future Board meeting.

Following these discussions, Mr. Mallory motioned for the Board to enter negotiations with UBS for the purpose of finalizing an agreement for UBS to serve as the

Board's investment advisor regarding the funds to be held in trust by the Board. Mr. Sylvester seconded. Ms. Geiger took a roll call vote: Ms. Murray – aye; Mr. Mallory – aye; Mr. Sylvester – aye; Mr. Luken – aye; Mr. Muething – aye; Unanimously approved.

Mr. Muething thanked Mr. Scheer and Mr. Sydow for volunteering their expertise in assisting the Board review the applications for investment advisor services.

AUTHORIZATION TO TRANSMIT CLOSING FEE TO BMO CAPITAL MARKETS CORP.

Mr. Muething noted that pursuant to the Board contract with BMO Capital Markets Corp., the Board is required to transmit a payment to BMO Capital Markets Corp. upon the closing of the sale of the Cincinnati Southern Railway. Mr. Luken moved to authorize the transmission of such fee to BMO Capital Markets Corp. Mr. Sylvester seconded. Unanimously approved.

TREASURER'S UPDATE

Mr. Sylvester presented three invoices to the Board, which include (i) an invoice from Vehr Communications for services through December 31, 2023, (ii) an invoice from Stinson LLP for legal services through December 31, 2023, (iii) an invoice from the Solicitor's Office for legal services from July 1, 2023 through December 31, 2023. Mr. Mallory moved to approve all presented invoices. Ms. Murray seconded. Unanimously approved.

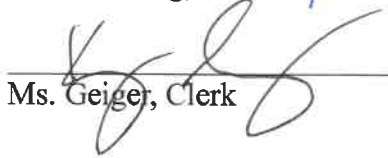
Ms. Murray suggested adding staffing needs to the agenda for the next meeting.

ADJOURN

Mr. Mallory moved to adjourn. Mr. Luken seconded. Unanimously approved.



Mr. Muething, President



Ms. Geiger, Clerk

THE MINUTES OF THE TRUSTEES OF THE CINCINNATI SOUTHERN RAILWAY

February 29, 2024

A special meeting of the Board of Trustees of the Cincinnati Southern Railway (the "Board") was held on Thursday, February 29, 2024 at 3:00 p.m. at the Park Administration Building at 950 Eden Park Drive, Cincinnati, Ohio 45202. Paul Muething, Mark Mallory, and Paul Sylvester were present in person. Amy Murray and Charlie Luken attended remotely via videoconference. Kaitlyn Geiger, Assistant City Solicitor; Nick Vehr, consultant for the Board; Scott Kane, outside counsel for the Board; Roland Kooch, consultant for the Board; Allen Zaring and Tim Bayer, representatives from UBS Financial Services, Inc. ("UBS"); Karen Alder and Chrissy Noone, representatives from the City of Cincinnati's Finance Department; and members of the public were in attendance as well.

Mr. Muething explained that the primary purpose of the meeting was to consider and approve the UBS Contract and Investment Policy Statement.

APPROVAL OF UBS CONTRACT AND RATIFICATION OF AUTHORITY TO EXECUTE ACCOUNT AND INVESTMENT FUND MANAGER DOCUMENTATION

Ms. Geiger summarized key components of the Consulting Services Agreement, focusing on areas of interest to the Board, including the term, termination rights, UBS's scope of services, indemnity language, and other provisions. Mr. Mallory asked for clarification regarding the timing of any termination notice. Ms. Geiger stated that both parties may terminate the Agreement for any reason and termination would be effective upon receipt and that there would be an anticipated transition period. Mr. Muething explained that this was driven by regulatory requirements applicable in the financial services industry and that an immediately effective termination was unlikely.

Mr. Zaring stated that all signatures related to necessary accounts have been obtained and the Consulting Services Agreement and Investment Policy Statement were before the Board for approval today. Mr. Bayer provided details regarding the portfolio's asset allocation and fee structure. Mr. Sylvester asked if UBS expected the fees to remain about the same. Mr. Bayer stated UBS expects fees to remain about the same and noted {00398877-2}

that UBS had negotiated further savings in fixed income fees from managers since the January presentation to the Board. Mr. Bayer discussed risk analysis and reported that based on market performance in the last twenty years, the analysis suggested the fund's proposed asset allocation would not decline more than 13.6% in a given fiscal year. Mr. Bayer reviewed the implementation schedule for both fixed income and equity investments. Mr. Sylvester asked what approval is required if UBS recommended accelerating the investment schedule, due to market conditions. Mr. Bayer stated UBS would contact Mr. Muething for approval consistent with the recommended triggers for acceleration. Mr. Mallory asked how funds will be invested during the fixed income phase in period. Mr. Bayer confirmed that funds would be invested in short-term US Treasury Bonds. Mr. Sylvester asked if the CSR would incur penalties if Bonds were liquidated early in order to accelerate phase in. Mr. Bayer confirmed that no penalties would be assessed but CSR would forgo some future interest that would have been earned as of the time of acceleration. Mr. Zaring stated that when funds are received, Trustees will have the capability to monitor current portfolio balance via UBS app if they choose.

All of the questions of the Board were answered to its satisfaction. Mr. Mallory moved to (i) authorize Mr. Muething and Mr. Sylvester to execute the Consulting Services Agreement with UBS as presented to the Board and the account documentation and contract for JP Morgan, and (ii) ratify their signatures on all account opening documentation, including agreements with the investment fund managers BlackRock Investment Management, LLC, Garcia Hamilton & Associates, L.P., and Community Capital Management, LLC. Ms. Murray seconded. Ms. Geiger took a roll call vote: Ms.

Murray – aye; Mr. Luken – aye; Mr. Mallory – aye; Mr. Muething – aye; Mr. Sylvester – aye; Unanimously approved.

APPROVAL OF RESOLUTION ADOPTING INITIAL INVESTMENT POLICY STATEMENT

Ms. Geiger summarized key components of the draft Investment Policy Statement for the Board and items of importance to the Board, including diversity and inclusion, roles and responsibilities of the investment advisor and investment fund managers, and risk tolerance and return targets. Ms. Geiger explained that the Board may amend the terms of the Investment Policy Statement as needed. Mr. Muething stated the Investment Policy Statement prohibits investments in companies which manufacture firearms for the fixed asset portion of the portfolio and stated that the Board’s investment advisor will seek to recommend that 40% of the portfolio balance supports diversity, equity, and inclusion and Environmental, Social & Governance principles. Ms. Murray reminded the Board that its primary responsibility is to preserve and grow the balance of the portfolio and recommended that special interests be carefully considered. Mr. Muething asked if Trustees had any additional questions regarding the Investment Policy Statement. The Trustees confirmed they did not. Ms. Murray moved to approve Resolution 1-2024 adopting the initial Investment Policy Statement. Mr. Sylvester seconded. Ms. Geiger took a roll call vote: Mr. Mallory – aye; Mr. Muething – aye; Mr. Sylvester – aye; Mr. Murray – aye; Mr. Luken – aye; Unanimously approved.

DISCUSSION REGARDING STAFFING OF THE CSR BOARD

Mr. Sylvester outlined the need for ongoing staffing support for the Board, including communication, special projects, and financial and administrative duties, along

with qualifications and pay and potential candidate search options. Ms. Geiger and Mr. Kane are to provide the Board future legal guidance regarding this issue.

APPROVAL OF AMENDMENTS TO SQUIRE PATTON BOGGS (US) LLP CONTRACT

Mr. Muething stated that the need for legal services from Squire Patton Boggs (US) LLP (“Squire”) will likely be in excess of the current contract amount. Mr. Mallory moved to increase Squire’s contract by \$100,000 to enable Squire to continue its services to the Board. Mr. Sylvester seconded. Unanimously approved.

APPROVAL OF JANUARY 8, JANUARY 17, AND JANUARY 22 MEETING MINUTES

Ms. Murray moved to approve the January 8, 2024, January 17, 2024, and January 22, 2024 meeting minutes. Mr. Luken seconded. Unanimously approved.

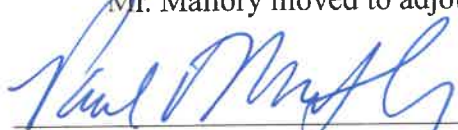
TREASURER’S UPDATE

Mr. Sylvester presented suggestions to simplify the payment process for Board expenses when funds are moved to UBS. Mr. Muething recommended keeping some funds for operating expenses separate from the trust investments. Mr. Zaring stated UBS could support such an arrangement.

Mr. Sylvester presented four invoices to the Board: (i) an invoice from Squire for legal services through December 31, 2023, (ii) an invoice from Stinson LLP for legal services through January 31, 2024, (iii) an invoice from the Vehr Communications for communications services through January 31, 2024, and (iv) an invoice from US Digital Partners for website hosting services through January 31, 2024. Mr. Mallory moved to approve all presented invoices. Mr. Luken seconded. Unanimously approved.

ADJOURN

Mr. Mallory moved to adjourn. Mr. Luken seconded. Unanimously approved.



Mr. Muething, President



Ms. Geiger, Clerk