

RESOLUTION 2018-16

A RESOLUTION EXPRESSING THE CONDITIONAL INTENTION OF THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY, D/B/A GREATER CINCINNATI REDEVELOPMENT AUTHORITY TO PROVIDE FOR A DECLARATION OF OFFICIAL INTENT UNDER FEDERAL TAX REGULATIONS WITH RESPECT TO REIMBURSEMENT OF TEMPORARY ADVANCES FROM TAX-EXEMPT OBLIGATIONS; AND RELATED MATTERS.

WHEREAS, Thomas J. Ackermann (the "Developer") proposes to acquire certain real property (the "Project Site") adjacent to Walworth Avenue in the East End neighborhood of the City of Cincinnati, Ohio (the "City"), County of Hamilton (the "County") and proposes to construct on the Project Site certain public improvements, including a residential street and underground public utilities (the "Public Improvements"), and to construct on a portion of the Project Site a residential development (the "Residential Project" and collectively with the Public Improvements, the "Project") for sale to homebuyers. The Redevelopment Authority proposes to support the Project by issuing Development Revenue Bonds (subject to the conditions specified herein) to finance eligible costs of the Public Improvements; and

WHEREAS, the Developer has requested that the Redevelopment Authority issue its Development Revenue Bonds in one or more series under the authority of Sections 4582.21 *et seq.* of the Ohio Revised Code (collectively, the "Act"), in an amount presently expected not to exceed \$3,750,000, to be payable from special assessments to be levied by the City on the parcels comprising the Residential Project and other funds, the proceeds of which Development Revenue Bonds would be used to pay for a portion of the costs of the Public Improvements; and

WHEREAS, the Development Revenue Bonds shall not represent or constitute a general obligation, debt or bonded indebtedness, or a pledge of the faith and credit of the Redevelopment Authority, and the holders of the Bonds shall not be given and shall not have any right to have excises or taxes levied by this Board, for the payment of bond service charges or any other costs of the Project; and

WHEREAS, United States Treasury Regulation §1.150-2 (the "Reimbursement Regulations") prescribe conditions under which proceeds of the Development Revenue Bonds used to reimburse advances made for certain expenditures paid before the issuance of the Development Revenue Bonds will be deemed to be expended (or properly allocated to expenditures) for purposes of Sections 103 and 141-150 of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, certain provisions of the Reimbursement Regulations require that there be a Declaration of Official Intent not later than 60 days following payment of the expense expected to be reimbursed from proceeds of bonds, and that the reimbursement occur within

certain prescribed time periods after an expense is paid or after the property resulting from that expenditure is placed in service; and

WHEREAS, the Developer wishes to proceed with the necessary actions for the development of the Project and the structuring of its financing program and has requested an expression of this Board's willingness to authorize the issuance of the Development Revenue Bonds at a future date after the documentation relating to the financing, including the levy of special assessments for the Public Improvements, has been prepared and completed; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Redevelopment Authority, that:

1. This Board hereby agrees to authorize and issue the Development Revenue Bonds in one or more series, pursuant to a plan of finance, pursuant to the Act, and to use the proceeds to pay the costs of the Public Improvements pursuant to a cooperative agreement among the Redevelopment Authority, the Developer (or his designee) and the City and such other parties as are necessary thereto (the "Financing Agreement"); provided, however, that prior to the issuance of the Bonds (A) the Redevelopment Authority shall have received evidence satisfactory to the President and CEO (i) that City may levy and collect special assessments for the Public Improvements to be financed with the Development Revenue Bonds, (ii) that the Redevelopment Authority's interests are appropriately represented and protected, and that all documents, certificates and related materials are in form satisfactory to the President, and (iii) of the compliance by the Developer (or his designee) and other necessary parties with applicable requirements of federal, State and local laws and regulations, including without limitation Chapter 727 of the Ohio Revised Code, federal income tax law and federal securities law, (B) that the Bond documents meet with the approval of the President, and (C) the President is satisfied with all other aspects of the proposed Bond issues. Developer will release, indemnify and hold harmless the Redevelopment Authority, its directors, officers and employees for any loss, cost, expense, claims or actions connected with this resolution, the Bonds or the Project, including without limitation the Redevelopment Authority's failure or refusal to issue the Bonds.

2. The President and CEO and the Developer (or his designee) shall negotiate a Term Sheet that is acceptable to the President and CEO in her sole discretion, consistent with the best interest of the Redevelopment Authority.

3. This Resolution is a Declaration of Official Intent under U.S. Treasury Regulations for purposes of Sections 103 and 141 to 150 of the Internal Revenue Code of 1986, as amended (the "Code"). Based upon the representations of Developer, the Redevelopment Authority reasonably expects that certain of the costs of the Project will be reimbursed with the proceeds of the Development Revenue Bonds. The maximum principal amount of the Bonds to be issued as tax-exempt bonds is expected to be \$3,750,000.

4. This Board finds and determines 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 committees that resulted in those formal actions were in meetings open to the public in compliance with the law.

5. This Resolution shall be in full force and effect immediately upon its adoption.

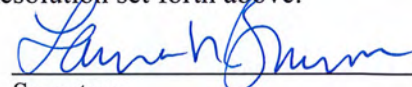
On motion of B. FISHER, seconded by S. WRIGHT, the foregoing Resolution was duly adopted.

Ayes: 8

Nays: 0


Resolution Adopted

The undersigned, Secretary of the Board of Directors of the Port of Greater Cincinnati Development Authority, d/b/a/ Greater Cincinnati Redevelopment Authority, certifies that the foregoing is a true and correct excerpt from the minutes of the regular meeting of the Board on June 20, 2018, showing the adoption of the Resolution set forth above.


Secretary