

**RESOLUTION NO. 2020-13**

**RESOLUTION AUTHORIZING THE PORT TO MAKE EXPENDITURES TO ACQUIRE CERTAIN REAL PROPERTY FOR REDEVELOPMENT AND TO PAY OPERATING EXPENSES IN 2020 WITH RESPECT TO THE OWNERSHIP OF SUCH PROPERTY, AND AUTHORIZING RELATED MATTERS.**

**WHEREAS**, the “authorized purposes” of the Port of Greater Cincinnati Development Authority (“The Port”) include activities that enhance, foster, aid, provide, or promote transportation, economic development, governmental operations, culture or research throughout the City of Cincinnati, Ohio (“City”) and the County of Hamilton, Ohio (“County”) and other activities authorized within the State of Ohio (“State”) by Article VIII, Sections 13 and 16 of the Ohio Constitution; and

**WHEREAS**, in support of such authorized purposes, The Port may acquire and improve, and sell, lease, exchange or otherwise dispose of property, structures, equipment and facilities within the State for industry, commerce, distribution and research and, pursuant to such authority, this Board has previously adopted Resolution No. 2016-09 (“Note Resolution”) and, for the reasons further stated in the Recitals to the Note Resolution, which Recitals are incorporated herein by reference, authorized the issuance of revenue bonds, and the issuance of notes in anticipation of such revenue bonds (“Patient Capital Notes”), to provide moneys to acquire, improve, assemble, reposition and otherwise develop and redevelop former commercial and industrial sites, together with other necessary or desirable parcels, to create newly marketable sites attractive for commercial, industrial and mixed-use redevelopment, all of which will create and preserve jobs and employment opportunities within the City and the County (“Program Purposes”); and

**WHEREAS**, consistent with existing authority under the Bylaws adopted by this Board, and with its agreements relating to the management of the Hamilton County Land Reutilization Corporation (“LandBank”), and for the Program Purposes, The Port has executed an agreement, subject to conditions (as amended and/or assigned, “Agreement”), for the acquisition of an approximately 40-acre site included within the industrial property generally located at 10155 Reading Road, Evendale, Ohio, being agreed portions (inclusive of approximately 23.2 useable and buildable acres) of Hamilton County Auditor Parcel Nos. 611-0020-0014-00 and 611-0020-0424-00 (“Formica Property”), and this Board has been advised by Port staff that The Port has obtained funding for, is performing and will complete the necessary due diligence with respect to the Formica Property at or prior to the end of the “Due Diligence Period” under the Agreement (“Diligence End-Date”); and

**WHEREAS**, the staff of The Port has advised this Board that, in order to best reposition the Formica Property to create a newly marketable site attractive for commercial, industrial and mixed-use redevelopment, and thereby create and preserve jobs and employment opportunities within the City and the County in furtherance of the Program Purposes, it is desirable, and would be advantageous to The Port, to acquire certain additional property contiguous with the Formica Property (to the extent acquired, “Additional Property” and, together with the Formica Property, the “Property”); and

**WHEREAS**, this Board has also been advised by Port staff that (i) the acquisition of the Formica Property for redevelopment will require a capital expenditure by The Port to pay the purchase price for the Formica Property (\$2.32 million under the Agreement) less the required deposit of \$25,000 made on or about December 30, 2019 from proceeds of Patient Capital Notes and subject to pro rations and other adjustments in accordance with the Agreement (such payment is referred to herein as the “Formica Closing Payment”); and (ii) after acquisition of the Formica Property, the expenditure of additional amounts to pay certain holding or operating

expenses including, without limitation, utility, tax, insurance and security costs to be paid by The Port, as owner, with respect to the Property, which costs are now estimated not to exceed \$25,000 in the current year ("2020 Operating Costs"); and

**WHEREAS**, the Formica Closing Payment is expected to be paid from proceeds of the Patient Capital Notes, and the 2020 Operating Costs are expected to be paid from amounts available therefor in the Recycled Proceeds Account created under the Trust Agreement and Mortgage authorized pursuant to the Note Resolution (as supplemented and amended, "Trust Agreement") or from unrestricted cash of The Port available and appropriated for that purpose under the budget and appropriations resolutions adopted from time to time by this Board for fiscal year 2020 (as amended, "2020 Appropriations Resolution"); and

**WHEREAS**, the staff of The Port has advised this Board that it believes that the Additional Property can be acquired by The Port at an aggregate cash purchase price (collectively, "Additional Property Purchase Price") that does not exceed the net amount remaining in the funds established under the Trust Agreement after payment of the Formica Closing Payment and any 2020 Operating Costs paid from the Recycled Proceeds Account (such net amount remaining, together with any investment earnings thereafter deposited into the Recycled Proceeds Account, is referred to herein as the "Remaining Patient Capital Funds"); and

**WHEREAS**, this Board has previously determined that it may be advantageous for The Port to acquire properties directly or indirectly through the LandBank in order to minimize Operating Costs, and hereby authorizes (i) assumption of the Agreement, or acquisition of the Property, from the LandBank, and (ii) transfer of the Formica Property, and any Additional Property acquired, to the LandBank under the appropriate property holding agreement ("Holding Agreement") requiring reconveyance to The Port on conditions consistent with the best interests of The Port and the requirements of the Trust Agreement; and

**WHEREAS**, it is necessary, at this time, to determine whether The Port will proceed with the acquisition of the Property for redevelopment and, to the extent that such determination is made, to appropriate or confirm the appropriation of amounts sufficient to pay the Formica Closing Payment, the Additional Property Purchase Price and other related charges, including 2020 Operating Costs; and

**WHEREAS**, this Board has determined that acquisition and redevelopment of the Property, including such Additional Property as is determined to be desirable and advantageous to the redevelopment of the Formica Property, will promote the authorized purposes of The Port, including the Program Purposes, that such acquisition for redevelopment is in the best interests of The Port and that The Port should proceed with such acquisition; and has further determined that, in order to proceed with such acquisition, it is necessary and desirable for this Board to authorize and confirm the authority for The Port to: (i) proceed under the Agreement to acquire the Formica Property, (ii) upon or after acquisition of the Formica Property, acquire Additional Property if and to the extent that (x) the property acquired is contiguous to the Formica Property (or other Additional Property then or previously acquired), (y) the President or other authorized representative of The Port determines that such acquisition is advantageous to the redevelopment of the Formica Property and is in the best interest of The Port, and (z) the Additional Property Purchase Price can be paid from the Remaining Patient Capital Funds, and (iii) proceed with any such acquisitions directly or indirectly through the LandBank under the appropriate Holding Agreement in order to minimize the holding and operating costs payable by The Port with respect to the Property; and

**WHEREAS**, this Board has determined that it is necessary and desirable for this Board to approve all expenditures necessary to acquire, hold and reposition the Property for redevelopment, and thereby enable authorized representatives of The Port to expend the funds

necessary to pay all amounts due under the Agreement, including the Formica Closing Payment, or due with respect to the Additional Property Purchase Price or 2020 Operating Costs;

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Port of Greater Cincinnati Development Authority:

**Section 1.** The recitals hereto are incorporated herein by this reference as a statement of the findings and determinations of this Board, including as to the public purposes of The Port in acquiring the Property for redevelopment and expending funds of The Port as contemplated and authorized herein, and of this Board in authorizing the acquisition of the Property for redevelopment and the expenditures of The Port's funds contemplated and authorized herein, and this Board further finds and determines that the acquisition and redevelopment of the Property will promote the authorized purposes of The Port, including the Program Purposes, that such acquisition for redevelopment is in the best interests of The Port, that The Port should proceed with such acquisition and that, in order to proceed with such acquisition, this Board hereby authorizes each of the Chair, the Vice Chair, the President, the Secretary and any Assistant Secretary (each an "Authorized Official"), alone or together with any other Authorized Official, to do any or all of the following: (i) to proceed under and acquire the Formica Property pursuant to the Agreement; (ii) upon or after acquisition of the Formica Property, to proceed with the acquisition of the Additional Property if and to the extent that (x) the Additional Property acquired is contiguous to the Formica Property (or other Additional Property then or previously acquired), (y) an Authorized Official determines that such acquisition is advantageous to the redevelopment of the Formica Property and is in the best interest of The Port, and (z) the Additional Property Purchase Price can be paid from the Remaining Patient Capital Funds; and (iii) to proceed with any such acquisitions directly or indirectly through the LandBank under the appropriate Holding Agreement in order to minimize the holding and operating costs payable by The Port with respect to the Property (including, if deemed advantageous to and in the best interests of The Port by an Authorized Official, transfer of the Property to the LandBank under the Holding Agreement on the condition that it be reconveyed to The Port consistent with the requirements of the Trust Agreement and the execution and delivery by any Authorized Official of such deeds and other instruments as shall be deemed necessary or desirable for that purpose).

**Section 2.** This Board hereby approves all expenditures necessary to acquire and hold the Property for redevelopment consistent with this resolution. In furtherance of the foregoing, and in addition to and not in derogation of existing appropriations made by this Board, all of which are hereby adopted, ratified and confirmed, this Board hereby appropriates, or confirms the appropriation of, the following amounts: (1) from the proceeds of the sale of the Patient Capital Notes, appropriated upon issuance thereof and deposited into the Note Proceeds Account established under the Trust Agreement, an amount equal to and to be used to pay or provide for the Formica Closing Payment required under the Agreement upon acquisition of the Formica Property by The Port, (2) from and up to the amount of the Remaining Patient Capital Funds, an amount equal to the Additional Property Purchase Price, to be used to pay or provide for the Additional Property Purchase Price of any Additional Property acquired by the Port under any agreement for such acquisition consistent with this resolution, and (3) an amount sufficient to pay all 2020 Operating Costs of the Property from unrestricted cash of The Port available and appropriated for that purpose under the 2020 Appropriations Resolution; provided that all such 2020 Operating Costs may also be paid from the Recycled Proceeds Account established under the Trust Agreement to the extent authorized consistent with the requirements of the Trust Agreement and, if and to the extent necessary, are hereby appropriated for that purpose with a corresponding reduction in the Remaining Patient Capital Funds and the appropriation herein therefrom. This Board hereby determines that the expenditures of funds authorized by this resolution are for the purposes of economic development, and will create and retain jobs and employment opportunities in the State pursuant to and consistent with Article VIII, Section 13, of the Ohio Constitution and are consistent with all applicable requirements of Chapter 4582 of the

Revised Code and the Ohio Constitution. This Board hereby authorizes any Authorized Official to make the Formica Closing Payment, to complete the acquisition of the Formica Property, to contract for the acquisition of Additional Property consistent herewith, to pay the Additional Property Purchase Price and to complete the acquisition of any such Additional Property. This Board hereby authorizes any Authorized Official to pay or provide for all 2020 Operating Costs and any amounts so paid from one source of authorized funding may thereafter be reimbursed from a different source of authorized funding to the extent available and on determination by an Authorized Official that such reimbursement is in the best interest of The Port.

**Section 3.** Notwithstanding any applicable requirements of the Bylaws, the authority granted to the Authorized Officials under this resolution includes the authority to enter into contracts relating to the acquisition and redevelopment of the Property in excess of any such Bylaw limits, but consistent with the applicable annual budget of The Port and the appropriations made by this Board, and to issue payments in excess of any such limits for the purposes contemplated in this resolution, without requiring any further approval by this Board.

**Section 4.** Each Authorized Official is hereby further authorized to execute and deliver any certifications, agreements, assignments, amendments, supplements, deeds, consents, approvals, affidavits and other instruments and documents, and to take such further actions, as are necessary or appropriate to provide for the acquisition of the Property and the redevelopment thereof consistent herewith, and to consummate the transactions contemplated in this resolution and the Agreement, the Holding Agreement and the Trust Agreement. All actions heretofore taken by the officers and officials of The Port and of this Board, in connection with acquisition of the Formica Property pursuant to the Agreement are hereby adopted, ratified and confirmed.

**Section 5.** Each section of this resolution and each subdivision or paragraph of any section hereof and each sentence of a paragraph hereof is hereby declared to be independent and the finding or holding of any section or any subdivision, paragraph or sentence hereof to be invalid or void shall not be deemed or held to affect the validity of any other section, subdivision, paragraph or sentence of this resolution.

**Section 6.** This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this resolution were taken in an open meeting of this Board or its committees 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.

**Section 7.** This resolution shall take effect and be in force immediately upon its adoption.

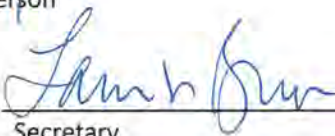
Adopted: March 11, 2020

Yeas: 8

Nays: 0

Abstentions: 0

  
\_\_\_\_\_  
Chairperson

Attest:   
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Secretary