

RESOLUTION NO. 2022-01

**AUTHORIZING THE EXECUTION AND DELIVERY OF A PRELIMINARY AGREEMENT IN CONNECTION WITH THE THREE OAKS PROJECT IN CINCINNATI, OHIO, AND THE PROVISION OF OHIO SALES AND USE TAX EXEMPTION CERTIFICATES FOR THE PURCHASES OF BUILDING AND CONSTRUCTION MATERIALS INCORPORATED INTO THE PUBLIC INFRASTRUCTURE IMPROVEMENTS FOR THAT PROJECT.**

WHEREAS, the Port of Greater Cincinnati Development Authority (the "Port"), by virtue of the laws of the State of Ohio, particularly Sections 4582.21 through 4582.60, Ohio Revised Code (the "Act"), and the authorities therein mentioned, is authorized to enter into transactions with private entities for the development, construction and use of "projects" and "port authority facilities" within the meaning of those terms as defined in Section 4582.21 of the Ohio Revised Code, provided that those projects and port authority facilities are consistent with the purposes of both (i) Article VIII, Section 13 of the Ohio Constitution, in that they create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State of Ohio, and (ii) Section 4582.21(B)(1) of the Ohio Revised Code, in that they enhance, foster, aid, provide, or promote economic development within the State of Ohio and Hamilton County; and

WHEREAS, Neyer Properties, Inc. and Three Oaks, LLC (together, or their designated affiliate or subsidiary, the "Developer") desires to develop the Three Oaks project located on Robertson Avenue in the City of Cincinnati, which project consists of a mixed use development with multi-family apartments, other commercial uses, and single family homes, and has requested the Port's assistance with the financing and development of public infrastructure necessary in connection with the redevelopment, including demolition, environmental remediation, and design and construction of (a) public right of way, (b) public roads, (c) public pedestrian path, (d) park space, (e) stormwater management, (f) utilities, and (g) sitework (the "Project"), and the Developer desires to enter into a cooperative arrangement with the Port for the Port to issue bonds and take other actions to enable the financing and construction of the Project and the retention and creation of jobs and employment opportunities (the "Proposed Transaction"), which Proposed Transaction will be subject to subsequent approval by this Board; and

WHEREAS, the Project is expected (i) to create jobs and employment opportunities and thereby to enhance the economic welfare of the people of the State of Ohio and Hamilton County and the jurisdiction of the Port and (ii) to enhance, foster, aid, provide, or promote economic development within the State of Ohio and Hamilton County; and

WHEREAS, the Developer expects to begin soliciting contracts for the construction of the Project and bids for building and construction materials prior to closing the Proposed Transaction; and

WHEREAS, in anticipation of the Port's involvement in the Proposed Transaction, and construction by the Developer of the Project as part of the Proposed Transaction, the Developer has requested that the Port provide certificates evidencing the exemption from State and local sales and use taxes of purchases of building and construction materials for incorporation into the Project;

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

Section 1. This Board does hereby find and determine, based upon the representations of the Developer, that upon completion of the Proposed Transaction:

(a) The Project will be a "project" and a "port authority facility" within the meaning of those terms as defined in Section 4582.21 of the Ohio Revised Code; and

(b) The development, construction and use of the Project is and will be consistent with the purposes of both (i) Article VIII, Section 13 of the Ohio Constitution, to create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State of Ohio and Hamilton County, and (ii) Section 4582.21(B)(1) of the Ohio Revised Code, to enhance, foster, aid, provide, or promote economic development within Hamilton County.

Section 2. The substantially final terms and conditions of the Proposed Transaction will be subject to approval by this Board of one or more additional resolutions approving the Proposed Transaction and documents related thereto.

Section 3. This Board hereby approves a Preliminary Agreement with the Developer providing for issuance of sales and use tax exemption certificates for the Project on a temporary basis in anticipation of consummation of the Proposed Transaction. The President/CEO of the Port is hereby authorized to execute and deliver, for and in the name of, and on behalf of, the Port, the Preliminary Agreement, together with any amendments thereto, in each case in the form approved by the President/CEO upon the recommendation of legal counsel. The execution of the Preliminary Agreement and any amendments thereto by the President/CEO shall evidence conclusively that approval.

Section 4. This Board hereby authorizes the President/CEO of the Port, upon the execution of the Preliminary Agreement by the parties thereto and in anticipation of the Proposed Transaction, to provide the Developer or its nominee with appropriate certificates to support the claims of exemption from Ohio and Hamilton County sales and uses taxes that might otherwise apply with respect to the purchases of building and construction materials incorporated into structures or improvements to real property, within the meaning of Section 5739.02(B)(13), Ohio Revised Code, that constitute the Project improvements.

Section 5. 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.

Section 6. This resolution shall be in full force and effect upon its adoption.

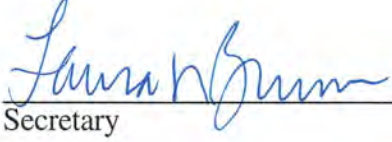
Adopted: January 12, 2022

Yeas: 8

Nays: 0

Abstentions: 0

  
Chair

Attest:   
Secretary