

**IN RE: DEPARTMENT OF COMMUNITY AND ECONOMIC DEVELOPMENT...EXECUTION OF AN AMENDED AND RESTATED AGREEMENT DESIGNATING THE CLERMONT COUNTY CIC, INC. AS THE AGENCY AND INSTRUMENTALITY FOR INDUSTRIAL, COMMERCIAL, DISTRIBUTION AND RESEARCH DEVELOPMENT IN THE COUNTY OF CLERMONT, OHIO...16-1118-006...EXECUTED**

Moved by Mr. Humphrey, seconded by Mr. Uible, that the Board of County Commissioners approve the following recommendation:

Recommendation of Andrew T. Kuchta, Director, Department of Community and Economic Development, with the concurrence of Stephen H. Rabolt, County Administrator, to execute an Agreement by and between the Board of County Commissioners, Clermont County, Ohio, and the Clermont County CIC, Inc., 101 East Main Street, Batavia, Ohio 45103, which amends and restates in its entirety the previous agreement dated 11/09/2004, which designated the Clermont County CIC, Inc. as the County's Agency for industrial, commercial, distribution and research development in the County, and as such agency and instrumentality, will participate in carrying out the Clermont County Economic Development Strategic Plan heretofore adopted by the Clermont County CIC, Inc. on 10/26/2016 via Resolution Number 2016-27, and which is hereby reaffirmed and attached thereto and incorporated therein, effective 12/14/2016, pursuant to and in compliance with the terms and conditions set forth therein and in concert with Chapter 1724 of the Ohio Revised Code.

Upon roll call on the foregoing motion, the vote was as follows:

Mr. Humphrey, Aye; Mr. Uible, Yes; Mr. Proud, Yea.

## AGREEMENT

**WHEREAS**, in the public interest and for the public purposes authorized by Section 13 of Article VIII of the Constitution of the State of Ohio, and pursuant to the provisions of Section 1724.10 of the Revised Code of the State of Ohio and in conformity with its policy to promote the health, safety, morals and general welfare of its inhabitants, the County of Clermont, a county organized and existing under the laws of the State of Ohio (herein called "the County"), has designated the Clermont County CIC, Inc., a community improvement corporation organized and existing as a corporation not for profit under the laws of the State of Ohio (hereinafter referred to as "the Corporation"), as its agency and instrumentality for industrial, commercial, distribution and research development in the County; and

**WHEREAS**, the Corporation desires to accept such designation and to constitute and act as such agency and instrumentality of the County and to that end has prepared a strategic plan for economic development for the County which provides the extent to which the Corporation shall participate as the agency and instrumentality of the County in carrying out such plan and such plan has been confirmed by the legislative authority of the County.

**NOW, THEREFORE**, the County and the Corporation do mutually agree that the certain Agency Agreement between the County and the Corporation dated November 9, 2004 is hereby amended and restated in its entirety as follows:

1. The Corporation will constitute and act as the agency and instrumentality of the County for industrial, commercial, distribution and research development in the County and, as such agency and instrumentality, will participate in carrying out the Economic Development Strategic Plan for the County of Clermont, Ohio, hereinafter called "The Plan", a copy of which is attached hereto and incorporated herein by reference thereto, to the extent and in the manner hereinafter provided.
2. From time to time the corporation may prepare amendments or supplements to this Agreement and to the Plan for submission to the Board of County Commissioners of the County for confirmation. Said amendments and supplements shall be effective only when and to the extent that they shall be confirmed by the Board of County Commissioners.
3. It is the purpose of the County in having designated the Corporation as its agency and instrumentality for industrial, commercial, distribution and research development, and the purpose of the Corporation in accepting and agreeing to act under such designation, to create jobs and employment opportunities and to improve the economic welfare of the people of the County and of the State of Ohio by exercising through the Corporation, as the agency and instrumentality of the County, the existing and inherent power of the County and that granted to it by law, to encourage and cause the acquisition, maintenance, location, relocation, expansion, modernization and equipment of sites, buildings, structures and appurtenant facilities for industrial, commercial, distribution and research activities within the County and thereby to maintain and create additional opportunities for employment within the County and maintain and increase the tax valuation of property within the County in order that tax revenues may be available to provide services for the preservation of the public peace, property, health, safety,

morals and general welfare of the County. In order to accomplish such purposes, The Plan is hereby reaffirmed and the corporation does hereby agree to continue to participate in The Plan and carry out its provisions as the agency and instrumentality of the County for industrial, commercial, distribution and research development.

4. The location of any industrial, commercial, distribution or research activity or facility within the County which will further the aforesaid purposes of the Corporation is hereby identified and hereinafter referred to as "Development Project".

5. The Corporation shall cause to be prepared and maintained a current inventory and catalog of both publicly and privately owned real property, buildings, or other improvements which are or may become available and which are or may be suitable for the acquisition, location, relocation, expansion, modernization or conversion of or to industrial, commercial, distribution or research activities and facilities in furtherance of The Plan and the accomplishment of its purposes. The Corporation will commence the preparation and maintenance of such inventory and catalog forthwith and will complete same as soon as practicable and thereafter from time to time supplement and amend said inventory and catalog in order that it may be currently maintained.

6. The Corporation shall cause an analysis of the social, economic, geographic and other advantages which the County can offer in support of industrial, commercial, distribution or research development and shall cause such analysis to be assembled and reproduced in a form suitable for distribution to those which the Corporation seeks to interest in such development in the County.

7. From time to time the Corporation shall prepare and present to the executive and legislative authorities of the County recommendations for action to be taken in aid of industrial, commercial, distribution and research development in the County. Where appropriate, such recommendations shall include the acquisition, location, relocation, construction, expansion, modernization, modification or improvement of public utility or county facilities or services.

8. The Corporation shall promote and encourage the establishment, growth and maintenance in The County of industrial, commercial, distribution and research facilities in accordance with and in furtherance of the purposes set forth in Section 3 of this Agreement, and without limiting any of the powers conferred on the Corporation by Section 1724.02 of the Revised Code, and to that end the Corporation:

a. May insure mortgage payments required by a first mortgage on any industrial, economic, commercial or civic property for which funds have been loaned by any person, corporation, bank or financial or lending institution upon such terms and conditions as the Corporation may prescribe.

b. May incur debt, mortgage its property, no matter from what source and by what method acquired, and issue its obligations for the purpose of acquiring, constructing, improving and equipping buildings, structures and other properties, and acquiring sites therefor, for lease or sale by the Corporation. Except as provided for in R.C. 307.78(C) any such debt shall be solely that of the Corporation and shall not be

secured by the pledge of any moneys received or to be received from the County, the State of Ohio, or any political subdivision thereof.

c. May make loans to any person, firm, partnership, corporation, joint stock company, association, or trust, and may establish and regulate the terms and conditions with respect to any such loans; provided the Corporation shall not approve any application for loan unless and until the person applying for said loans shows that he has applied for the loan through ordinary banking or commercial channels and that the loan has been refused by at least one bank or other financial institution.

d. May purchase, receive, hold, manage, lease, lease-purchase, or otherwise acquire and may sell, convey, transfer, lease, sublease, or otherwise dispose of real and personal property, together with such rights and privileges as may be incidental and appurtenant thereto and the use thereof, including but not restricted to, any real or personal property acquired by the Corporation from time to time in the satisfaction of debts or enforcement of obligations, and may enter into contracts with third parties, including the federal government, the state, any political subdivision of this state, or any other entity.

e. May acquire the good will, business, rights, real and personal property, and other assets, or any part thereof, or interest therein, of any persons, firms, partnerships, corporations, joint stock companies, associations, or trusts, and may assume, undertake, or pay the obligations, debts, and liabilities of any such person, firm, partnership, corporation, joint stock company, association, or trust; may acquire, reclaim, manage, or contract for the management of improved or unimproved and underutilized real estate for the purpose of constructing industrial plants or other business establishments or housing thereon or, or causing the same to occur for the purpose of disposing of such real estate to others in whole or in part for the construction of industrial plants or other business establishments or housing; and may acquire, reclaim, manage, contract for the management of, construct or reconstruct, alter, repair, maintain, operate, sell, convey, transfer, lease, sublease, or otherwise dispose of industrial plants, business establishments, or housing.

f. May acquire, subscribe for, own, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the stock, shares, bonds, debentures, notes, or other securities and evidences of interest in, or indebtedness of, any person, firm, corporation, joint stock company, association, or trust, and while the owner or holder thereof, may exercise all the rights, powers, and privileges of ownership, including the right to vote therein, provided that no tax revenue, if any, received by the Corporation shall be used for such acquisition or subscription.

g. May mortgage, pledge, or otherwise encumber any property acquired pursuant to the powers contained in subparagraph d, e or f of this section.

h. May make application to the Ohio Development Financing Commission for insurance of advance commitments for insurance of mortgage payments required by a first mortgage on any Development Project for which the Corporation has borrowed

funds, and may make assignments of insured mortgages and provide other forms of security in accordance with the provisions of Section 122.451, Revised Code of Ohio.

i. May solicit, receive and use donations or commitments of money or other property of any kind whatsoever from private corporations, firms, or organizations.

j. May do all acts and things not otherwise specified herein which are necessary or convenient to carry out the purposes of section 1724.01 of the Revised Code and the powers especially created for the Corporation pursuant to Chapter 1724 of the Revised Code, including, but not limited to, contracting with the federal government, the state or any political subdivision, a board of county commissioners pursuant to section 307.07 of the Revised Code, a county auditor pursuant to section 319.10 of the Revised Code, a county treasurer pursuant to section 321.49 of the Revised Code, and any other party, whether nonprofit or for-profit.

9. All revenue bonds issued by the Corporation under Sections 1724.02 and 1724.10 of the Revised Code are lawful investments of banks, building and loan and savings and loan associations, deposit guarantee associations, trust companies, fiduciaries, trustees or other offices having charge of sinking or bond retirement funds of county corporations and other subdivisions of the state, and of domestic insurance companies notwithstanding Sections 3907.14 and 3925.08 of the Revised Code.

10. The Corporation is hereby authorized to sell or to lease any real property or interests in real property owned by the County determined from time to time by the County not to be required by the County for its purposes, for uses determined by the Board of Commissioners as those that will promote the welfare of the people of the County, stabilize the economy, provide employment, and assist in the development of industrial, commercial, distribution and research activities to the benefit of the people of the County and will provide additional opportunities for their gainful employment. The Board of County Commissioners shall specify the consideration for such sale or lease and any other terms thereof. Any determination made by the Board of County Commissioners under this paragraph of this AGREEMENT shall be conclusive. The Corporation acting through its officers and on behalf and as agent of the County shall execute the necessary instruments, including deeds conveying the title of the County or leases, to accomplish such sale or lease. Such conveyance or lease shall be made without advertising and receipt of bids. A copy of this AGREEMENT shall be recorded in the office of the county recorder of Clermont County, Ohio, prior to the recording of a deed or lease executed pursuant to this AGREEMENT.

11. The County may from time to time convey to the Corporation real property and interest in real property owned by the County and determined by the Board of County Commissioners not to be required by the County for its purposes, where such conveyance of real property or interests in real property will promote the welfare of the people of the County, stabilize the economy, provide employment and assist in the development of industrial, commercial, distribution and research activities to the benefit of the people of the County and provide additional opportunities for their gainful employment. The terms of any such conveyance shall be determined by separate agreement between the Corporation and the Board of County Commissioners. The Corporation, as the agency for development, may also acquire,

from others than the County additional real property or interests in real property for such consideration and upon such terms as the Corporation may agree upon, provided, however, that any real property or interests in real property conveyed to the Corporation, by the County or by others shall be conveyed to and used by the Corporation, and held, used, conveyed or leased by it for uses that will promote the welfare of the people of the County, stabilize the economy, provide employment, and assist in the development of industrial, commercial, distribution and research activities required for the people of the County and for their gainful employment. Any conveyance or lease by the County to the Corporation shall be made without advertising and receipt of bids. If any real property or interests in real property conveyed by the County to the Corporation are sold by the Corporation at a price in excess of the consideration received by the County from the Corporation therefor, such excess shall be paid to the County after deducting therefrom the following costs to the extent incurred by the Corporation: the costs of acquisition and sale by the Corporation, taxes, assessments, costs of maintenance, costs of improvements to the land by the Corporation, debt service charges of the Corporation attributable to such real property or interests, and a reasonable service fee determined by the Corporation.

12. The ownership of real property by the Corporation under this agreement does not constitute public ownership unless the Corporation has applied for and been granted a tax exemption pursuant to section 5709.08 of the Revised Code.

13. The activities of the Corporation shall be carried out in accordance with the applicable planning and zoning requirements.

14. The County shall not be required to make any financial contributions to the Corporation and nothing in this AGREEMENT shall be construed as permitting the Corporation to obligate the County except as expressly set forth in this AGREEMENT.

15. All costs of the Corporation shall be paid solely from the funds of the Corporation. The County at its sole discretion may, but is not obligated to, contribute money to the corporation to meet its costs.

16. Not less than two-fifths of the governing board of the Corporation shall be appointed or elected officers of the political subdivisions of the State of Ohio which shall have designated the Corporation as the agency for industrial, commercial, distribution and research development; and not less than one-fifth of such governing board shall be designated by the Board of County Commissioners of the County and elected by the Corporation.

17. The County and the Corporation agree that each will exert its best efforts to persuade those persons, firms and corporations, over which neither has control, to coordinate with the Corporation their activities and efforts for industrial, commercial, distribution and research development in and for the benefit of the County and its inhabitants.

18. In the event of any voluntary or involuntary dissolution or liquidation of the Corporation, or in the event of failure to reinstate the Articles of Incorporation of the Corporation after cancellation thereof, any remaining assets of the Corporation shall be paid over and distributed as determined by the governing body of the Corporation with the approval of the Court of Common Pleas of Clermont County, Ohio, to one or more political subdivisions of the

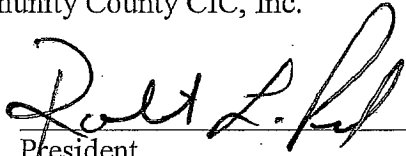
State of Ohio from which on the date of the dissolution, liquidation or cancellation of the Articles of the Corporation there exists a designation of the corporation to act as agent for industrial, commercial, distribution and research development, to be used exclusively for designated civic projects or public charitable purposes.

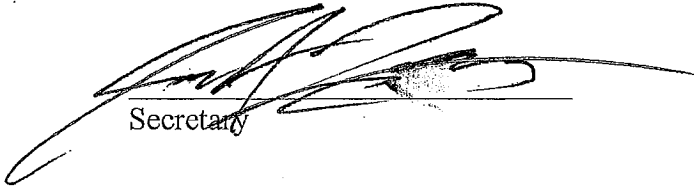
19. The term of this AGREEMENT shall commence on the date of its making and shall continue in effect thereafter except as otherwise in this paragraph provided. Upon the expiration of twelve months after either party shall have given to the other party notice of intention to withdraw from this AGREEMENT, no further actions, agreements, contracts, liabilities or obligations shall be initiated or incurred pursuant to this Agreement, but any action, agreement, contract, liability or obligation which has been commenced, entered into, initiated or incurred prior to the expiration of such twelve month period shall not be affected by such withdrawal and this AGREEMENT shall remain in full force and effect as to any such action, agreement, contract, liability or obligation and the Corporation shall continue as the Agency of the County under this AGREEMENT and the designation made by the Board of County Commissioners of the County of Clermont, as to all such actions, agreements, contracts, liabilities or obligations. Notice of withdrawal shall be given to the County by delivering a copy of such notice to the office of the Clerk of the Board of County Commissioners of the County and to the Corporation by delivering a copy of such notice to the person in charge of its principal office.

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IN WITNESS WHEREOF, the Clermont County CIC, Inc., by resolution of its Board of Trustees, has hereunto set its name and seal by its President and Secretary this 26th day of October, 2016.

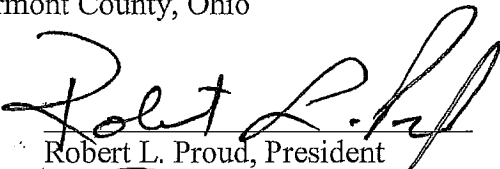
Community County CIC, Inc.


By:   
President

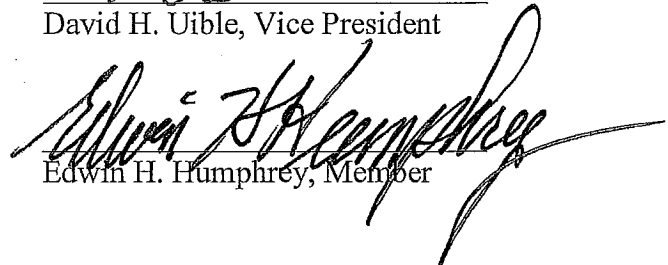
  
Secretary

IN WITNESS WHEREOF, Clermont County, Ohio, by their duly elected and acting board of County Commissioners, pursuant to resolution of said Board of County Commissioners have hereunto set their hands to this agreement on this 14th day of December, 2016.

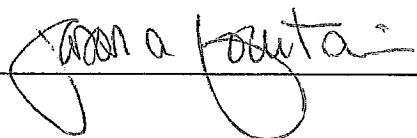
Board of County Commissioners,  
Clermont County, Ohio

By:   
Robert L. Proud, President

  
David H. Uible, Vice President

  
Edwin H. Humphrey, Member

APPROVED AS TO FORM BY THE OFFICE  
OF THE PROSECUTING ATTORNEY  
CLERMONT COUNTY, OHIO

 11/17/16



## **Clermont County Economic Development Strategic Plan**

The Clermont County CIC, Inc. (CIC) was established in November 2003 as an economic development tool for the Board of Commissioners of Clermont County, Ohio (the County). The CIC has been designated as the agency of the County for industrial, commercial, distribution and research development in Clermont County, Ohio pursuant to Ohio Revised Code Section 1724.10(A)(1). This Economic Development Plan (the Plan) shall also be adopted in any circumstance where the CIC is designated as the agency for development by another political jurisdiction.

Ohio Revised Code Section 1724.10(B)(1) states, "That the community improvement corporation shall prepare a plan for the political subdivision of industrial, commercial, distribution, and research development, or of reclamation, rehabilitation, and reutilization of vacant, abandoned, tax-foreclosed, or other real property, and such plan shall provide therein the extent to which the community improvement corporation shall participate as the agency of the political subdivision in carrying out such plan."

This Plan identifies the strategies to be utilized in its role as agency of a political subdivision for economic development. The extent to which any particular strategy is used will depend upon the desired outcomes identified by the political subdivision and available resources. It is presumed that any strategies will be executed only after consultation with the County or other political subdivision. Due to the unforeseen nature of future economic development needs, the Plan is intentionally broad to provide flexibility in achieving the desired outcomes.

### **Economic Development Strategies**

Promotion of Available Land and Buildings – Based on available land and buildings which are listed for lease or sale at any given time, the CIC may implement a variety of options available for marketing and promoting property to end users, real estate brokers, or consultants. Methods can include but are not limited to: utilizing real estate brokers or agents, consultants, subscription services, or print or electronic advertising or promotional materials.

Branding and Communication – The CIC may create and maintain digital marketing tools including logos, graphics, images, property flyers, website materials and print information. The CIC may also employ consultants to conduct marketing campaigns in print or electronic format, and may also employ consultants to conduct direct marketing activities to companies, real estate brokers, or site consultants.

Land or Building Acquisition and Development – The CIC may acquire land or acquire, construct, improve, and equip buildings, structures, and other properties, for lease or sale by the CIC in order to carry out its participation in the Plan. The CIC may incur debt, mortgage its property, and issue obligations for land or building acquisition or development.

Workforce Development – The CIC may conduct workforce or employer surveys to assess training needs of local employers and skill gaps in the incumbent workforce. The CIC may also participate with training providers in creating, funding, or operating workforce training programs. Training providers can include private companies, public or private colleges or universities, vocational school districts/career tech centers, and K-12 local school districts.

Grant or Debt Funding – The CIC may provide grants or matching funds to incentivize private sector investment or job creation or to assist local jurisdictions with projects that will result in new private sector investment or job creation. The CIC also may insure mortgage payments required by a first mortgage on any industrial, economic, commercial, or civic property for which funds have been loaned by any person, corporation, bank, or financial or lending institution upon such terms and conditions as the community improvement corporation may prescribe.

Operational Expenses- The CIC may expend funds in the course of normal operations in support of achieving goals and implementing strategies. Eligible expenses can be for any purpose allowed by law and can include, but are not limited to, legal counsel, lobbying, food, refreshments, travel expenses, event registration, insurance, engineering services, appraisal services, consulting services, memberships, software, vehicles, office supplies and data processing services.

This plan was adopted by the Clermont County CIC, Inc. on October 26, 2016, by CIC Resolution 2016-27.