

**RESOLUTION NO. 31 , 2019**

**A RESOLUTION AMENDING RESOLUTION NO. 34, 2017 AUTHORIZING A REIMBURSEMENT AGREEMENT TO PURCHASE CERTAIN DESIGN AND ENGINEERING SERVICES FOR THE DEVELOPMENT OF THE GATEWAY REDEVELOPMENT AREA PROJECT NOW KNOWN AS THE MONTGOMERY QUARTER**

**WHEREAS**, on October 4, 2017, Council did approve Resolution No. 34, 2017, which Resolution authorized a contract with Gateway Partners, LLC to purchase professional services related to the Gateway Redevelopment Area Project, now known as The Montgomery Quarter; and

**WHEREAS**, shortly after authorizing that Reimbursement Agreement, Gateway Partners, LLC formally organized themselves with the State of Ohio as Gateway Development Partners, LLC; and

**WHEREAS**, certain professional services authorized under the prior legislation and recognized under the Reimbursement Agreement have been purchased from Gateway Development Partners, LLC and not the entity formerly referred to as Gateway Partners, LLC in the enabling legislation; and

**WHEREAS**, the purpose of this Resolution is to properly authorize such payments and to properly authorize the Reimbursement Agreement to reflect the name of the new entity.

**NOW THEREFORE, BE IT RESOLVED** by the Council of the City of Montgomery, Hamilton County, Ohio, that:

**SECTION 1.** Resolution No. 34, 2017 is hereby amended to authorize a contract for the purchase of professional services related to the Gateway Redevelopment

Area Project, now known as The Montgomery Quarter Project, with Gateway Development Partners, LLC. The terms and conditions of the previously approved Reimbursement Agreement, including the specific authorized cap on expenditures, are hereby ratified and reaffirmed. The updated Reimbursement Agreement is attached hereto as Exhibit A.

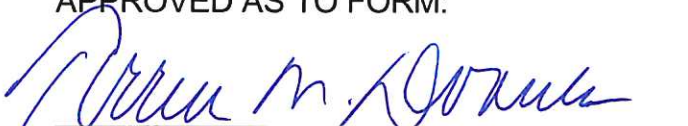
**SECTION 2.** This Resolution shall be in full force and effect from and after its passage.

PASSED: September 18, 2019

ATTEST:   
Connie M. Gaylor, Clerk of Council

  
Lynda Roesch, Vice Mayor

APPROVED AS TO FORM:

  
Terrence M. Donnellon, Law Director

## EXHIBIT A

### **REIMBURSEMENT AGREEMENT**

This Reimbursement Agreement (this "Agreement") is effective as of January 1, 2018, by and between GATEWAY DEVELOPMENT PARTNERS, LLC ("Gateway") and the CITY OF MONTGOMERY, OHIO, an Ohio municipal corporation ("Montgomery").

WHEREAS, Gateway and Montgomery have been negotiating a Development Agreement for the development of certain real property located in the City of Montgomery, Ohio, and in order to complete the terms of the Development Agreement certain design/engineering drawings ("Criteria Drawings") need to be completed; and

WHEREAS, Gateway has engaged various engineering and design firms which are preparing Criteria Drawings which integrate both public and private improvements; and

WHEREAS, Montgomery desires to purchase such Criteria Drawings as may be prepared for Gateway to the extent such drawings provide preliminary engineering for public improvements.

NOW THEREFORE, for and in consideration of the mutual covenants and agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

1. Proceed with Design. Gateway shall proceed with obtaining the necessary Criteria Drawings to firm up the cost of construction and development of the Gateway Project for both public and private improvements.

2. Purchase of Drawings. Montgomery agrees to purchase such Criteria Drawings as developed by Gateway and its engineers, which drawings will provide preliminary detail for the design and specifications of the anticipated public improvements. Montgomery shall purchase such drawings in convenient installments in an amount not to exceed in total \$375,000.

3. Ownership. Such Criteria Drawings as prepared, delivered and purchased by Montgomery shall remain the sole and exclusive property of the City of Montgomery. Gateway and its engineer/designers hereby assign to Montgomery all intellectual property rights in such delivered drawings.

4. Entire Agreement. This Agreement represents the entire agreement of the parties and there are no separate understandings or agreements, written or verbal, which are not incorporated herein.

GATEWAY DEVELOPMENT  
PARTNERS, LLC,  
an Ohio limited liability company

By: \_\_\_\_\_  
Thomas H. Humes  
Its: Managing Member

CITY OF MONTGOMERY, OHIO  
An Ohio municipal corporation

By: \_\_\_\_\_  
Brian Riblet  
Its: City Manager

APPROVED AS TO FORM:

\_\_\_\_\_  
Terrence M. Donnellon  
Law Director