

ORDINANCE NO. 6 , 2023

**AN ORDINANCE AMENDING THE TAX INCENTIVE AGREEMENT  
WITH THE BOARD OF EDUCATION OF THE SYCAMORE COMMUNITY  
SCHOOL DISTRICT FOR THE MONTGOMERY QUARTER PROJECT**

**WHEREAS**, by Ordinance Nos. 7, 8 and 9, 2019, Council did authorize a Tax Incentive Agreement (“Agreement”) with the Board of Education of the Sycamore Community School District (“School District”) governing the allocation of Payments in Lieu of Taxes generated from the development of the real estate in the Montgomery Quarter Tax Incentive Districts; and

**WHEREAS**, the Agreement was executed between the City and the School District on August 14, 2019, which Agreement provided for the exemption from real property taxes certain parcels of property located within the Montgomery Quarter Tax Incentive Districts; and

**WHEREAS**, by Ordinance 14, 2020, the City Council, in cooperation with the School District Board, authorized an amendment to the Tax Incentive Agreement to increase the number of residential units to be developed within the Montgomery Quarter Tax Incentive Districts; and

**WHEREAS**, with the fluctuations in the financial market over the past few years, and the initial success of the Montgomery Quarter Project, the City Council and the School District Board are agreeable to further amend the Tax Incentive Agreement to increase the capacity for residential units, particularly within Phase II of the Montgomery Quarter Project.

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

**SECTION 1.** City Council does hereby accept and approve the attached Second Amended and Restated Tax Incentive Agreement to amend Section 7, *Limits on Residential Units*, of the Agreement to support the construction of additional residential units within Phase II of the Project.

**SECTION 2.** The City Manager is hereby authorized to execute the Second Amended and Restated Tax Incentive Agreement and all additional documentation necessary to implement these amendments.

**SECTION 3.** This Ordinance shall take effect the earliest opportunity as allowable by law.

PASSED: June 7 2023

ATTEST: Connie M. Gaylor  
Connie M. Gaylor, Clerk of Council

Craig D. Margolis  
Craig D. Margolis, Mayor

APPROVED AS TO FORM:  
Terrence M. Donnellon  
Terrence M. Donnellon, Law Director

**SECOND AMENDED AND RESTATED TAX INCENTIVE AGREEMENT**

**THIS SECOND AMENDED AND RESTATED TAX INCENTIVE AGREEMENT (the “Agreement”)**, is made and entered into effective as of the date in 2023 when accepted and executed by and between the BOARD OF EDUCATION OF THE SYCAMORE COMMUNITY CITY SCHOOL DISTRICT, Hamilton County Ohio, a community school district and political subdivision of the State of Ohio (the “School District”) and the CITY OF MONTGOMERY, Hamilton County, Ohio, a political subdivision of the State of Ohio (the “City”).

WITNESSETH THAT:

WHEREAS, Sections 5709.40 et seq. of the Ohio Revised Code authorize cities to grant tax increment financing real property tax exemptions for improvements declared to be for a public purpose, which exemptions exempt from taxation the increase in the true value of the parcel of property after the effective date of the ordinance granting such exemption; and

WHEREAS, Section 5709.42 of the Ohio Revised Code further authorizes a city to require owners of improvements subject to a tax increment financing tax exemption to make semi-annual payments to the city in lieu of taxes (“Service Payments in Lieu of Taxes”), which payments are approximately equivalent to the amount of real property tax which would be payable on the increase in the true value of the parcel of property but for the exemption from taxation; and

WHEREAS, Section 5709.43 of the Ohio Revised Code further requires a city receiving payments in lieu of taxes to create a public improvement tax increment equivalent fund for deposit of the entire amount of such payments, to be used to pay the costs of public infrastructure improvements benefiting the parcels subject to the tax increment financing tax exemption and, if provided, to make payments to school districts impacted by exemption from taxation; and

WHEREAS, pursuant to a letter dated March 26, 2019, the City notified the School District of its intent to grant exemptions (collectively the “TIF Exemptions”), as authorized by Sections 5709.40(B) and 5709.40(C), Ohio Revised Code, for improvements to certain real property located within the boundaries of the City and the School District, which real property is approximately 18.7825 acres and is described and defined in Exhibit A-1, Exhibit A-2 and Exhibit A-3 attached hereto and made a part hereof (the “Exempted Property”), by using the Service Payments in Lieu of Taxes to pay for or finance the construction of public improvements that are necessary for the development of the Exempted Property (the “Public Improvements”) in order to induce the Developer and any heirs, successors and assigns of a fee interest in all or any portion of the Exempted Property (the “Property Owners”) to develop the Exempted Property; and

WHEREAS, Ohio Revised Code Sections 5709.40 and 5709.82 permit the City Council of the City and the Board of Education of the School District, to enter into a Tax Incentive Agreement in order to compensate the School District for property taxes lost as a result of the TIF Exemptions; and

WHEREAS, the Board of Education of the School District on March 27, 2019, approved the TIF Exemptions on the condition that the parties hereto enter into a Tax Incentive Agreement; and

WHEREAS, the City has, pursuant to ordinances of the City Council of the City adopted on August 7, 2019 (the "City Ordinances"), attached hereto as Exhibit B-1, Exhibit B-2 and Exhibit B-3, granted the TIF Exemptions and authorized the execution of a Tax Incentive Agreement with the School District; and

WHEREAS, the City and School District previously executed the approved Tax Incentive Agreement dated August 14, 2019, as authorized by the City Ordinances and a separate Resolution of the Board of Education of the Sycamore Community City School District consenting to the exemption of the improvements upon the designated properties and authorizing compensation to the School District; and

WHEREAS, the parties separately approved and authorized an amendment to the August 14, 2019 Tax Incentive Agreement, which Amended Agreement was executed by both parties effective as of November 2, 2020; and

WHEREAS, the parties do desire to further amend and restate the Tax Incentive Agreement compensation as provided herein, and to increase within this Second Amended and Restated Tax Incentive Agreement the allowable Limits on Residential Units to support further development of Phase II of the Montgomery Quarter Project within the Exempted Property.

NOW, THEREFORE, in consideration of the premises and the mutual covenants hereinafter described, the School District and the City covenant, agree and bind themselves as follows:

**SECTION 1. Approval of the TIF Exemptions; Compensation to School District While TIF Exemptions in Effect.**

(a) School District Consent. As provided in the School District Resolution, the School District consents to the TIF Exemptions for up to one hundred percent (100%) of the increase in assessed value of the real property and further improvements to the Exempted Property for a period of up to thirty (30) years, commencing and ending as set forth in the respective City Ordinances.

(b) Base TIF Compensation. During any year or any portion thereof, in which the School District would have received property tax collections derived from the Exempted Property, but for the City's authorization of the TIF Exemptions, the City agrees to pay to the School District, solely from the Service Payments in Lieu of Taxes from the owners of the Exempted Property ("Service Payments") an amount equal to the sum of (i) 18% of the School District's effective rate real property tax millage, excluding the effective rate millage attributable to New Levies as defined in subsection (c) below, times the exempted assessed valuation of the Phase I Exempted Property (defined below) (the "Phase I Exempted Property TIF Compensation"); plus (ii) 9% of the School District's effective rate real property tax millage, excluding the effective rate millage attributable to New



Levies as defined in subsection (c) below, times the exempted assessed valuation of the Phase II Exempted Property (defined below) (together with the Phase I Exempted Property TIF Compensation, the “Base TIF Compensation”), as determined by the Finance Director of the City and certified to the School District. As used herein, the Phase I Exempted Property and Phase II Exempted Property shall mean the real property described and defined in Exhibit C-1 and Exhibit C-2, respectively, attached hereto.

For example, commercial “effective rate real property tax millage” for tax year 2018 means 48.938431 divided by 1000 equals 0.048938431 and the residential “effective rate real property tax rate millage” for tax year 2018 means 35.778680 divided by 10000 equals 0.03577680.

(c) Additional TIF Compensation Attributable to New Levies. During any year or any portion thereof, in which the School District would have received property tax collections derived from the Exempted Property, but for the City’s authorization of the TIF Exemptions, the City agrees to also pay to the School District, solely from the Service Payments, an amount in addition to the Base TIF Compensation equal to 100% of the Additional New Levy TIF Compensation (defined below) attributable to Additional School District Millage (defined below). As used herein: (i) “Additional New Levy TIF Compensation” means the amount equal to the assessed value of the Exempted Property, multiplied by the Additional School District Millage; and (ii) “Additional School District Millage” means the total effective millage that is attributable to any School District levy other than (1) levies existing or approved prior to the effective date of the Agreement or (2) renewal or replacement levies relating back to levies existing or approved prior to the effective date of this Agreement and which do not result in an increase in effective millage in excess of the School District’s tax year 2018 effective millage.

(d) Additional TIF Compensation Attributable to Excess Service Payments. Additionally, during any year or any portion thereof, in which the School District would have received property tax collections derived from the Exempted Property but for the City’s authorization of the TIF Exemptions, to the extent that the City collects Excess Service Payments (defined below), the City will pay to the School District Excess Service Payment TIF Compensation (defined below).

As used herein; (i) “Excess Service Payments” mean that portion of the Service Payments received by the City from the owners of the Phase I Exempted Property in excess of the amount of such Service Payment required to pay (A) the Phase I Exempted Property TIF Compensation defined in Section 1(b) and 1(c) above, plus (B) debt service on bonds issued by the City to pay for necessary infrastructure improvements in support of development of the Phase I Exempted Property (the “Bonds”), plus (C) any compensation paid to the Great Oaks Institute of Technology and Career Advancement and the Board of Commissioners of Hamilton County, Ohio pursuant to separate Tax Incentive Agreements or Section 5709.40(D) of the Ohio Revised Code; and (ii) “Excess Service Payment TIF Compensation” shall mean the lesser of (A) 100% of the sum of (1) the quotient of the School District’s effective rate tax millage multiplied by the assessed value of the Phase I Exempted Property and divided by 1000, minus (2) any compensation received by the School District in that year pursuant to Sections 1(b) and (c) above which is attributable to

the Phase I Exempted Property; or (B) either 50% of the Excess Service Payments or, if the City has collected an aggregate amount of Excess Service Payments equal to or exceeding \$2,500,000, then 75% of the Excess Service Payments. In no event shall the Excess Service Payments exceed the amount the School District would have collected with respect to the Phase I Exempted Property if the Phase I Exempted Property were not subject to the TIF Exemptions.

Notwithstanding the foregoing, the Total Phase I TIF Compensation plus Excess Service Payment TIF Compensation (together "Phase I TIF Compensation") over the entire life of the TIF Exemption shall not exceed the amount of property taxes from the Phase I Exempted Property the School District would have received if the Phase I Exempted Property were not subject to the TIF Exemptions.

(e) Nothing in this Agreement shall be construed to pledge the full faith and credit of the City for the payment of Base TIF Compensation, Additional New Levy TIF Compensation and Excess Service Payment TIF Compensation (collectively, the "School Compensation").

**SECTION 2. Certification of School Compensation Amount.** By April 1 and September 1 of each year during which the TIF Exemption will result in the School District's receipt of less than one hundred percent (100%) of the amount of real property taxes due with respect to the Exempted Property, the City shall certify to the School District the amount of the School Compensation due to the School District and shall provide calculations to show how such amount was derived.

**SECTION 3. Payment of School Compensation.** Within thirty (30) days after the City receives Service Payments in Lieu of Taxes with respect to the Exempted Property and the final settlement statements from the County Auditor, the City shall pay to the School District, by bank or cashier's check or wire transfer the amount of the School Compensation.

**SECTION 4. Resolution of Disputes.** In the event the School District disputes the amount of the School Compensation as certified by the City, the School District shall certify, by May 1 and October 1, with respect to the first and second-half property tax settlements, the basis for the dispute and the amount that the School District claims is the correct amount of School Compensation to be paid to the School District. Within ten (10) days thereafter, the Treasurer of the School District and the City Finance Director or the City Manager shall meet to discuss and resolve the dispute. In the event the Treasurer of the School District and the City are unable to mutually agree on the amount of School Compensation, the parties shall next seek a third party mediator to settle the dispute and determine the amount of the School Compensation. The City shall then pay such amount within thirty (30) days thereafter; provided that nothing contained in this Section 4 shall limit either the School District's or the City's ability, after payment and receipt of such School Compensation amount, to seek recovery of amounts deemed overpaid or underpaid.

**SECTION 5. Late Payments.** Except for the case where a School Compensation payment is delayed pursuant to a dispute as provided in Section 4 hereof (so long as the dispute of the School Compensation payment amount is reasonable), any late School Compensation

payments shall bear interest at the then current rate established under Sections 323.121(B)(a) and 5703.47 of the Ohio Revised Code, as the same may be amended from time to time, or any successor provisions thereto, as the same may be amended from time to time.

**SECTION 6. School District Expenses.** Within thirty (30) days after the execution of this Agreement, the City shall pay or cause to be paid to the School District an amount equal to the School District's reasonable fees and expenses, including fees of its legal counsel, associated with negotiating, approving and entering into this Agreement.

**SECTION 7. Limits on Residential Units.** The City agrees that it will impose the following restrictions on the Exempted Property:

(a) Not more than a total of Three Hundred Eighty-Seven (387) Residential Units (defined below) will be developed on the Exempted Property within the combined Phase I and Phase II of the Montgomery Quarter Project.

(b) The For Rent Apartments developed in the Montgomery Quarter Project upon the Exempted Property; (i) shall not have more than two bedrooms per unit; and (ii) shall be Luxury For Rent Apartments (defined below).

(c) As used herein: (i) "Residential Units" means either a For Rent Apartment or a For Sale/Owner Occupied Condominium or Townhouse; and (ii) "Luxury For Rent Apartments" mean for rent residential units having a market rental rate in the top ten percent (10%) of the residential rental rates with the Greater Cincinnati market as measured by the monthly rent paid per square foot of the Apartment unit.

**SECTION 8. Notices.** All notices, designations, certificates, requests or other communications under this Agreement shall be sufficiently given and shall be deemed given when mailed by registered or certified mail, postage prepaid addressed to the following addresses:

Sycamore Community City School District: Board of Education of the  
Sycamore Community City School District  
5959 Hagewa Drive  
Cincinnati, Ohio 45242  
Attn: Treasurer

City of Montgomery, Ohio: City of Montgomery, Ohio  
City Building  
10101 Montgomery Road  
Montgomery, Ohio 45242  
Attn: Finance Director

**SECTION 9. Duration of Agreement; Amendment.** This Agreement shall become effective on the date that it is executed and delivered and shall remain in effect for such period as any Tax Exemptions pursuant to Section 5709.40 through 5709.43 of the Ohio Revised Code are in effect with respect to the Exempted Property. This Agreement may be amended only by mutual agreement of the parties hereto. No amendment to this Agreement shall be effective unless it is

contained in a written document approved through legal process and signed on behalf of all parties hereto by duly authorized representatives.

**SECTION 10. Waiver.** No waiver by the School District or the City, their, successors and assigns of the performance of any terms or provision hereof shall constitute, or be construed as, a continuing waiver of performance of the same or any other term or provision hereof.

**SECTION 11. Merger; Entire Agreement.** This Agreement sets forth the entire agreement and understanding between the parties as to the subject matter contained herein and merges and supersedes all prior discussion, agreements, and undertakings of every kind of nature between the parties with respect to the subject matter of this Agreement.

**SECTION 12. Binding Nature.** This Agreement shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

**SECTION 13. Severability.** Should any portion of this Agreement be declared by a court of competent jurisdiction to be unconstitutional, invalid or otherwise unlawful, such decision shall not effect the entire agreement but only that part declared to be unconstitutional, invalid or illegal and this Agreement shall be construed in all respects as if any invalid portions were omitted.

**SECTION 14. Counterparts; Captions.** This Agreement may be executed in several counterparts, each of which shall be regarded as an original and all of which shall constitute but one and the same Agreement. Captions have been provided herein for the convenience of the reader and shall not affect the construction of this Agreement.

**SECTION 15. Ratification and Reaffirmation.** All terms and conditions of the prior Tax Incentive Agreements, as amended and restated herein, are hereby ratified and reaffirmed.

[SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, the School District and the City have caused this Agreement to be executed in their respective names by their duly authorized officers all as of the date hereinbefore written.

**BOARD OF EDUCATION OF THE  
SYCAMORE COMMUNITY CITY  
SCHOOL DISTRICT,  
HAMILTON COUNTY, OHIO**

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF OHIO                    )  
  ) ss:  
COUNTY OF HAMILTON        )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2023, personally appeared before me, a Notary Public in and for the State of Ohio, the Board of Education of the Sycamore Community City School District, Hamilton County, Ohio, by \_\_\_\_\_, known and known to be the \_\_\_\_\_ of said School District and duly authorized in the premises, who acknowledged the signing and sealing of the said Tax Incentive Agreement for himself/herself and on behalf of said School District, to be his/her voluntary act and deed, and the voluntary act and deed of said School District.

\_\_\_\_\_  
Notary Public  
My commission expires: \_\_\_\_\_

[NOTARY  
SEAL]

**CITY OF MONTGOMERY,  
HAMILTON COUNTY, OHIO**

By: \_\_\_\_\_

Printed Name: Brian K. Riblet

Title: City Manager

STATE OF OHIO                    )  
  ) ss:  
COUNTY OF HAMILTON        )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2023, personally appeared before me, a Notary Public in and for the State of Ohio, the City of Montgomery, Ohio, by Brian K. Riblet, known and known to be the City Manager of said City and duly authorized in the premises, who acknowledged the signing and sealing of the said Tax Incentive Agreement for himself and on behalf of said City, to be his voluntary act and deed, and the voluntary act and deed of said City.

\_\_\_\_\_  
Notary Public  
My commission expires: \_\_\_\_\_

[NOTARY  
SEAL]

APPROVED AS TO FORM:

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

This instrument prepared by:

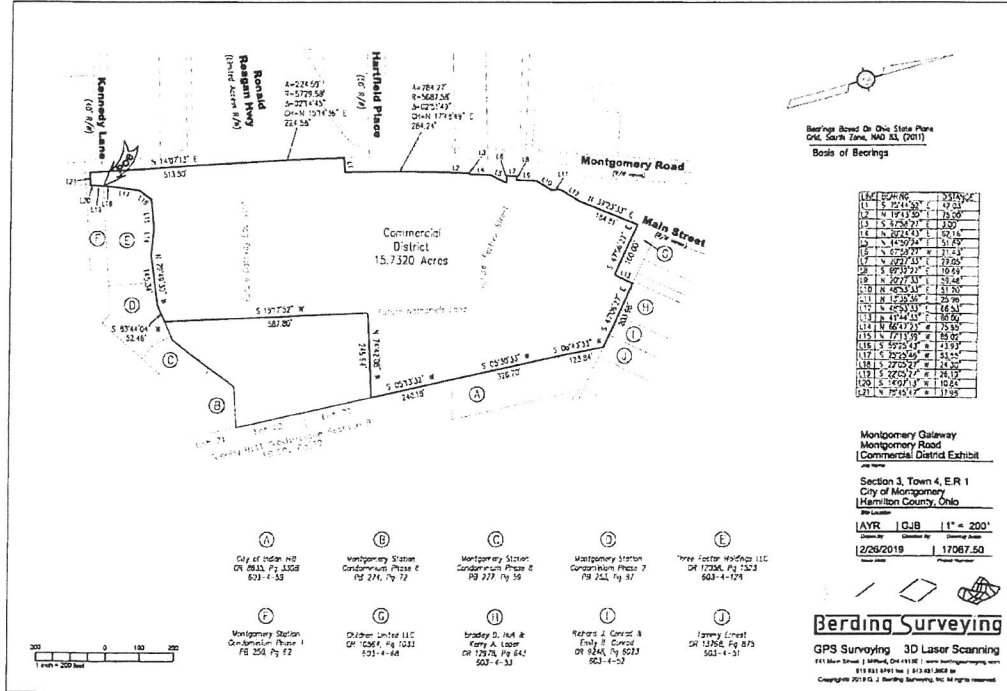
Brenda A Wehmer, Esq.  
DINSMORE & SHOHL LLP  
255 East Fifth Street, Suite 1900  
Cincinnati, Ohio 45202



# EXHIBIT A-1

## DESCRIPTION OF THE "EXEMPTED PROPERTY"

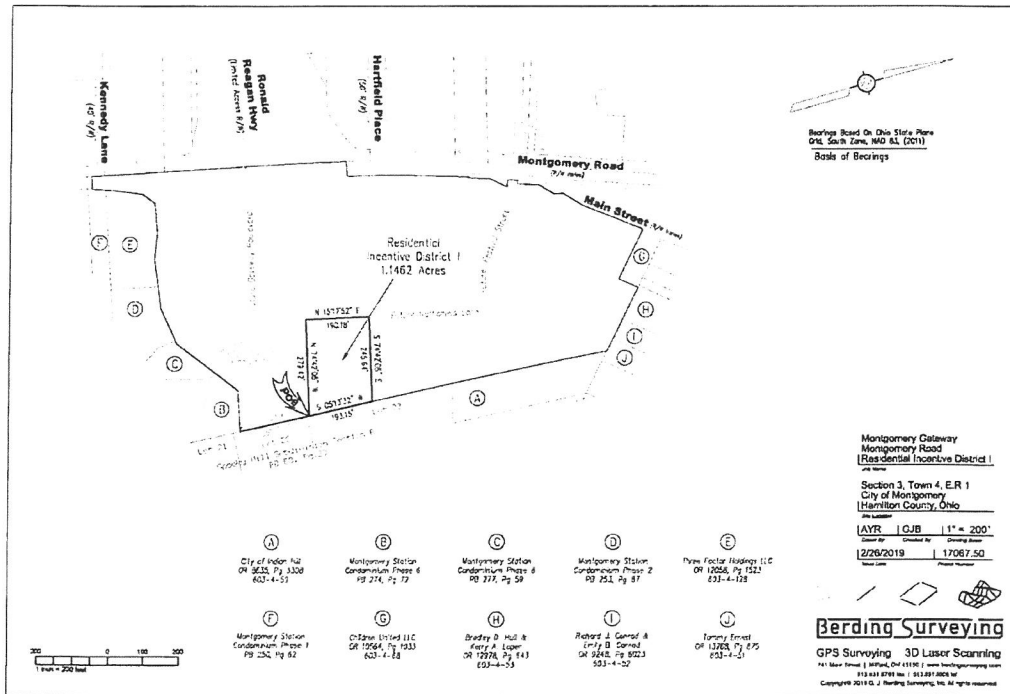
Parcels exempted pursuant to 5709.40(B)



## EXHIBIT A-2

### DESCRIPTION OF THE "EXEMPTED PROPERTY"

Parcels Exempted pursuant to 5709.40(C), Phase I Incentive District TIF



# EXHIBIT A-3

## DESCRIPTION OF THE "EXEMPTED PROPERTY"

Parcels Exempted pursuant to 5709.40(C), Phase II Incentive District TIF

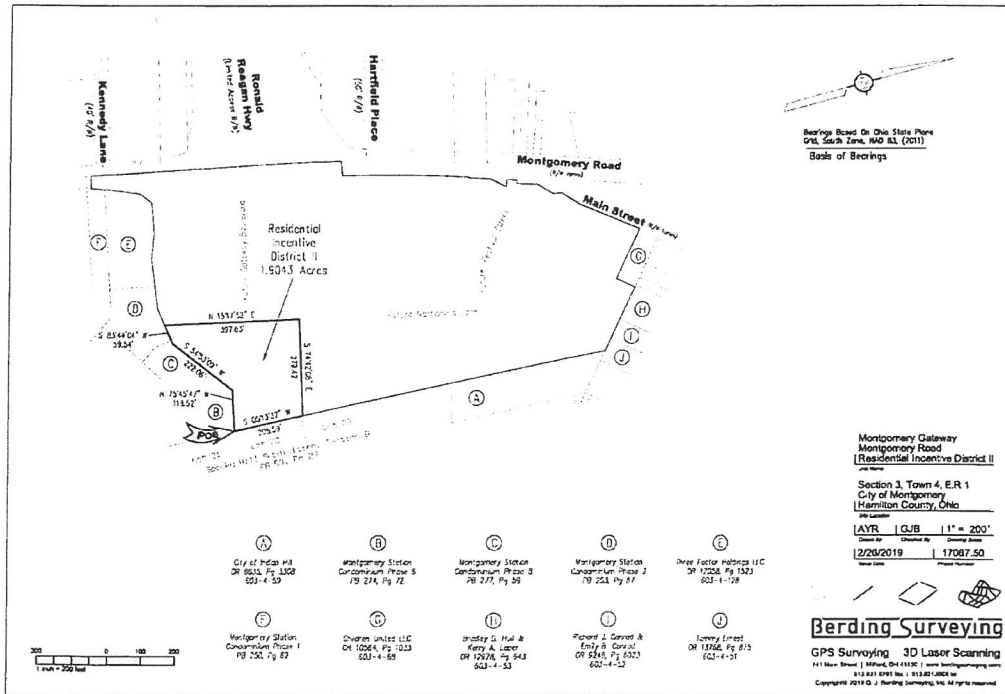


EXHIBIT B-1

5709.40(B) TAX INCREMENT ORDINANCE  
ORDINANCE NO. \_\_\_\_\_

**DECLARING IMPROVEMENTS TO PARCELS OF REAL PROPERTY LOCATED IN THE CITY OF MONTGOMERY, OHIO, TO BE A PUBLIC PURPOSE UNDER SECTION 5709.40(B) OF THE OHIO REVISED CODE (MONTGOMERY QUARTER COMMERCIAL TIF), EXEMPTING SUCH IMPROVEMENTS FROM REAL PROPERTY TAXATION, AUTHORIZING THE EXECUTION OF A TAX INCENTIVE AGREEMENT AND A SERVICE AGREEMENT AND SUCH OTHER DOCUMENTS AS MAY BE NECESSARY, ESTABLISHING A TAX INCREMENT EQUIVALENT FUND.**

WHEREAS, Section 5709.40 et seq. of the Ohio Revised Code (the “TIF Authorizing Statutes”) authorizes municipal corporations to participate in a financing technique commonly known as a tax increment financing; and

WHEREAS, this City Council (“Council”) of the City of Montgomery, Ohio (the “City”), wishes to use the authority granted pursuant to the TIF Authorizing Statutes in connection with exempting from real property taxation certain improvements in the City and constructing certain public infrastructure improvements in the City which will benefit the improvements in order to meet the public health, safety, welfare, and convenience needs of the area, including future development and traffic capacity; and

WHEREAS, this Council has determined to grant a property tax exemption for the parcels comprising the area where such improvements are to be located (the “Montgomery Quarter TIF Site” formerly known as the GRA TIF District); and

WHEREAS, the boundary of the Montgomery Quarter TIF Site shall be coextensive with the boundary of, and shall include, the parcels of real property specifically identified and depicted in Exhibit A attached hereto; and

WHEREAS, pursuant to Section 5709.83 of the Ohio Revised Code, notice has been given to the Sycamore Community City School District (the “School District”) by a letter dated March 26, 2019, of the consideration of this Ordinance granting a tax increment real property tax exemption, which exemption was approved by the School District by resolution on March 27, 2019, and this Council will compensate the School District pursuant to a Tax Incentive Agreement to be entered into by and between the City and the School District; and

WHEREAS, pursuant to Section 5709.83 of the Ohio Revised Code, notice has been given to the Great Oaks Career Campuses (the “Great Oaks”), in a letter dated March 26, 2019, of the consideration of this Ordinance granting a tax increment real property tax exemption, and this Board will compensate Great Oaks pursuant to Section 5709.40(D) of the Ohio Revised Code;

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Montgomery, Hamilton County, State of Ohio, \_\_\_ members elected thereto concurring that:

**SECTION 1.** Pursuant to Section 5709.40(B) of the Ohio Revised Code, this Council hereby creates the “Montgomery Quarter TIF Site”, the boundaries of which shall be coextensive with the boundaries of the parcels specifically identified and depicted in Exhibit A attached hereto, which parcels are located in the incorporated area of the City.

**SECTION 2.** This Council hereby finds and declares that certain public improvements (the “Public Improvements”) in the City, to wit: the planning, design and construction of public street improvements including pavements, walkways, traffic control devices and alterations to existing streets, including improvements to Montgomery Road, reconstruction of Ronald Regan Highway, construction of a roundabout and construction of new streets; the planning, design and construction of public parking facilities, including parking garages; the planning, design and construction of utilities including but not limited to water, sanitary sewers, gas mains, electric facilities, communication facilities, storm water sewers and detention facilities; the creation or enhancement of buffer areas and open areas necessary for ensuring the compatibility of adjacent land uses; the creation and/or enhancement of public service facilities, including police and fire stations; the installation of landscaping, retaining walls, and public amenities; demolition of existing buildings; land acquisition, including acquisition in aid of industry, commerce, distribution, or research; and the purchase of property rights of way and easements or other rights in property necessary for the completion of the Public Improvements listed above, are a public purpose and that those Public Improvements are necessary for the further development of the parcels of land described in Exhibit A attached to this Ordinance (such parcels are hereinafter collectively referred to as the “Montgomery Quarter TIF Site”), which parcels are located in the incorporated area of the City, and for the creation of jobs, increasing property values, and the provision of adequate public services in the City.

**SECTION 3.** Pursuant to Section 5709.40(B) of the Ohio Revised Code, further improvements to each parcel in the Montgomery Quarter TIF Site occurring, as a result of new construction to such parcel, after the date of this Ordinance are hereby declared to be a public purpose and are exempt from real property taxation commencing for each parcel on the first day of the tax year in which such an improvement first appears on the tax list and duplicate of real and public utility property and that begins after the effective date of this Ordinance and ending on the earlier of (1) thirty (30) years from the date the exemption commences or (2) the date on which the Public Improvements as described in Section 1 above that will benefit the Montgomery Quarter TIF Site are paid in full from the Tax Increment Equivalent Fund, as defined in Section 6 hereof. It is hereby determined that (i) a portion of the Improvements shall be exempt from real property taxation, (ii) such portion shall be one hundred percent (100%) of the assessed value of the Improvements, and (iii) the Public Improvements directly benefit, or once made will benefit, the Montgomery Quarter TIF Site.

**SECTION 4.** Pursuant to Section 5709.42 of the Ohio Revised Code, the owner or the owners of the Improvements shall be required to make annual service payments in lieu of taxes (the “Service Payments”) to the Hamilton County Treasurer on or before the final dates for payment of real property taxes. This Council hereby expresses its intention and authorizes the City Manager or any City Official to enter into such agreements as may be necessary and

appropriate to assure the payment of such Service Payments, including a Service Agreement by and between the City and the owners of property within the Montgomery Quarter TIF Site.

**SECTION 5.** A portion of the Service Payments shall be paid to the School District and Great Oaks in accordance with (i) the terms of a Tax Incentive Agreement, hereby authorized to be entered into by the City Manager between the City and the School District and (ii) the provisions of Section 5709.40(D) of the Ohio Revised Code (collectively, the "Compensation Payments").

**SECTION 6.** Pursuant to Section 5709.43 of the Ohio Revised Code, there is hereby established the Montgomery Quarter TIF Site Public Improvement Tax Increment Equivalent Fund (the "Tax Increment Equivalent Fund"), into which the Service Payments shall be deposited. Moneys deposited in the Tax Increment Equivalent Fund shall be used only in accordance with Section 5709.43 of the Ohio Revised Code, which authorizes the City to finance the Public Improvements and make the Compensation Payments.

**SECTION 7.** The proper City Officials are hereby authorized to do all things necessary and proper to carry out Sections 1 through 6 of this Ordinance, including but not limited to filing any required applications for tax exemption with the Hamilton County Auditor and/or State Tax Commissioner.

**SECTION 8.** Pursuant to Section 5709.40(I) of the Ohio Revised Code, the Director of Finance is hereby directed to deliver a copy of this Ordinance to the Director of the Ohio Development Services Agency within fifteen (15) days after its adoption. On or before March 31 of each year that the exemption set forth herein remains in effect, the Director of Finance or other authorized officer of this City shall prepare and submit to the Director of the Ohio Development Services Agency the status report required under Section 5709.40(I) of the Ohio Revised Code.

**SECTION 9.** The Director of Finance is hereby directed to forward a copy of this Ordinance to the County Auditor of Hamilton County.

**SECTION 10.** This Ordinance shall take effect at the earliest possible date allowable by law.

PASSED: \_\_\_\_\_

ATTEST: \_\_\_\_\_  
Connie M. Gaylor, Clerk of Council

\_\_\_\_\_  
Christopher P. Dobrozsi, Mayor

APPROVED AS TO FORM:

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



**CERTIFICATE**

The undersigned hereby certifies that the foregoing is a true and correct copy of Ordinance No. \_\_\_\_ - \_\_\_\_\_.

\_\_\_\_\_  
Clerk of Council

**CERTIFICATE**

The undersigned hereby certifies that a copy of the foregoing ordinance was certified this day to the county auditor.

\_\_\_\_\_  
Clerk of Council

Dated: \_\_\_\_\_, 2019

**RECEIPT**

The undersigned hereby acknowledges receipt of a certified copy of the foregoing ordinance.

\_\_\_\_\_  
County Auditor

Dated: \_\_\_\_\_, 2019

**RECEIPT**

The undersigned hereby acknowledges receipt of a certified copy of the foregoing Ordinance.

---

President, Sycamore Community City School  
District

Dated: \_\_\_\_\_, 2019

# EXHIBIT A

## Real Property Description

Approximately 15.732 acres of real property located in the City of Montgomery, Hamilton County, Ohio:

Hamilton County Auditor's Parcel No.

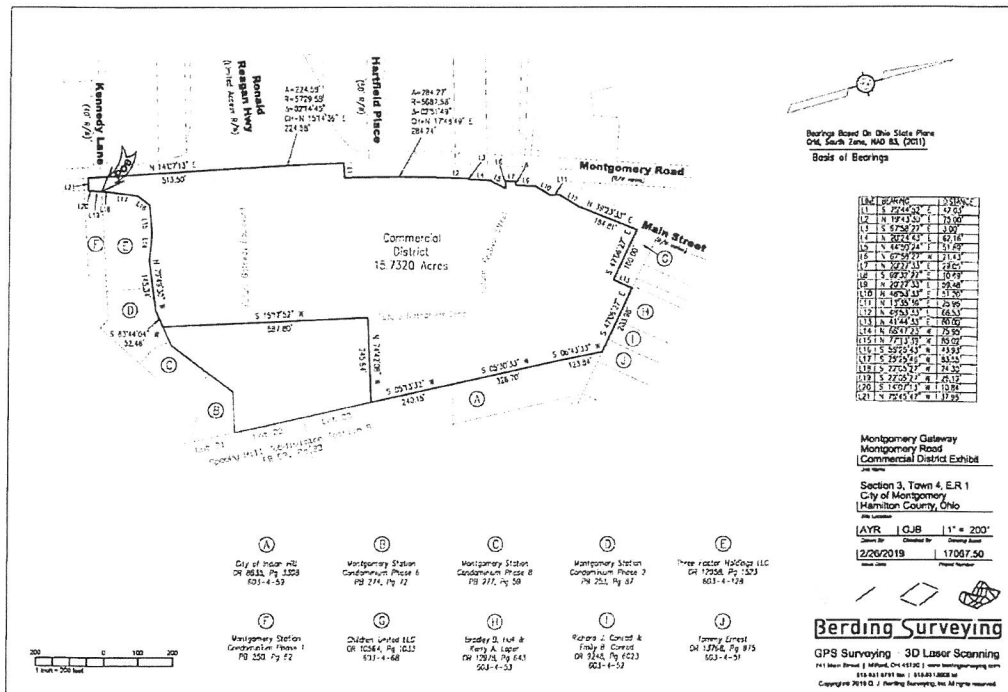


EXHIBIT B-2

5709.40(C) PHASE I TIF INCENTIVE DISTRICT ORDINANCE  
ORDINANCE NO. \_\_\_\_\_

**DECLARING IMPROVEMENTS TO PARCELS OF REAL PROPERTY LOCATED IN THE CITY OF MONTGOMERY, OHIO, TO BE A PUBLIC PURPOSE UNDER SECTION 5709.40(C) OF THE OHIO REVISED CODE, (MONTGOMERY QUARTER TIF INCENTIVE DISTRICT I) EXEMPTING SUCH IMPROVEMENTS FROM REAL PROPERTY TAXATION, AUTHORIZING THE EXECUTION OF A TAX INCENTIVE AGREEMENT AND A SERVICE AGREEMENT AND SUCH OTHER DOCUMENTS AS MAY BE NECESSARY, ESTABLISHING A TAX INCREMENT EQUIVALENT FUND.**

WHEREAS, Section 5709.40 et seq. of the Ohio Revised Code (the “TIF Authorizing Statutes”) authorizes municipal corporations to participate in a financing technique commonly known as a tax increment financing; and

WHEREAS, this City Council (“Council”) of the City of Montgomery, Ohio (the “City”), wishes to use the authority granted pursuant to the TIF Authorizing Statutes in connection with exempting from real property taxation certain improvements in the City and constructing certain public infrastructure improvements in the City which will benefit the improvements in order to meet the public health, safety, welfare, and convenience needs of the area, including future development and traffic capacity; and

WHEREAS, this Council has determined to grant a property tax exemption for the parcels comprising the area where such improvements are to be located (the “Montgomery Quarter TIF Incentive District Phase I Site” formerly known as the GRA TIF District); and

WHEREAS, the boundary of the Montgomery Quarter TIF Incentive District Phase I Site shall be coextensive with the boundary of, and shall include, the parcels of real property specifically identified and depicted in Exhibit A attached hereto, which parcels are not more than 300 acres and are enclosed by a continuous boundary; and

WHEREAS, the City Engineer has certified that the public infrastructure serving the district is inadequate to meet the development needs of the district; and

WHEREAS, the population of the City is less than 25,000; and

WHEREAS, this City Council has conducted the required public hearing on the consideration of this Ordinance on May 22, 2019, in accordance with the TIF Authorizing Statutes; and

WHEREAS, pursuant to Sections 5709.40 and 5709.83 of the Ohio Revised Code, notice has been given to the Sycamore Community City School District (the “School District”) by a

letter dated March 26, 2019, of the consideration of this Ordinance granting a tax increment real property tax exemption, which exemption was approved by the School District by resolution on March 27, 2019, and this Council will compensate the School District pursuant to a Tax Incentive Agreement to be entered into by and between the City and the School District; and

WHEREAS, pursuant to Sections 5709.40 and 5709.83 of the Ohio Revised Code, notice has been given to the Great Oaks Career Campuses (the "Great Oaks"), in a letter dated March 26, 2019, of the consideration of this Ordinance granting a tax increment real property tax exemption, and this Board will compensate Great Oaks pursuant to Section 5709.40(D) of the Ohio Revised Code; and

WHEREAS, pursuant to Sections 5709.40 of the Ohio Revised Code, notice has been given to Hamilton County (the "County") by a letter dated \_\_\_\_\_, 2019, of the consideration of this Ordinance granting a tax increment real property tax exemption, which exemption was approved by the County by resolution on \_\_\_\_\_, 2019, and this Council will compensate the County pursuant to a Compensation Agreement to be entered into by and between the City and the County; and

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Montgomery, Hamilton County, State of Ohio, \_\_\_ members elected thereto concurring that:

**SECTION 10.** Pursuant to Section 5709.40(C) of the Ohio Revised Code, this Council hereby creates the "Montgomery Quarter TIF Incentive District Phase I Site", the boundaries of which shall be coextensive with the boundaries of the parcels specifically identified and depicted in Exhibit A attached hereto, which parcels are located in the incorporated area of the City.

**SECTION 11.** This Council hereby finds and declares that certain public improvements (the "Public Improvements") in the City, to wit: the planning, design and construction of public street improvements including pavements, walkways, traffic control devices and alterations to existing streets, including improvements to Montgomery Road, reconstruction of Ronald Regan Highway, construction of a roundabout and construction of new streets; the planning, design and construction of public parking facilities, including parking garages; the planning, design and construction of utilities including but not limited to water, sanitary sewers, gas mains, electric facilities, communication facilities, storm water sewers and detention facilities; the creation or enhancement of buffer areas and open areas necessary for ensuring the compatibility of adjacent land uses; the creation and/or enhancement of public service facilities, including police and fire stations; the installation of landscaping, retaining walls, and public amenities; demolition of existing buildings; land acquisition, including acquisition in aid of industry, commerce, distribution, or research; and the purchase of property rights of way and easements or other rights in property necessary for the completion of the Public Improvements listed above, are a public purpose and that those Public Improvements are necessary for the further development of the parcels of land described in Exhibit A attached to this Ordinance (such parcels are hereinafter collectively referred to as the "Montgomery Quarter TIF Incentive District Phase I Site"), which parcels are located in the incorporated area of the City, and for the creation of jobs, increasing property values, and the provision of adequate public services in the City. The Public Improvements will not include housing renovations.

**SECTION 12.** Pursuant to Section 5709.40(C) of the Ohio Revised Code, further improvements to the parcels in the Montgomery Quarter TIF Incentive District Phase I Site occurring after the date of this Ordinance are hereby declared to be a public purpose and are exempt from real property taxation commencing on the first day of the tax year in which an improvement resulting from new construction first appears on the tax list and duplicate of real and public utility property and that begins after December 31, 2020, and ending on the earlier of (1) thirty (30) years from the date the exemption commences or (2) the date on which the Public Improvements as described in Section 1 above that will benefit the Montgomery Quarter TIF Incentive District Phase I Site are paid in full from the Tax Increment Equivalent Fund, as defined in Section 7 hereof. It is hereby determined that (i) a portion of the Improvements shall be exempt from real property taxation, (ii) such portion shall be one hundred percent (100%) of the assessed value of the Improvements, and (iii) the Public Improvements directly benefit, or once made will benefit, the Montgomery Quarter TIF Incentive District Phase I Site.

**SECTION 13.** Pursuant to Section 5709.42 of the Ohio Revised Code, the owner or the owners of the Improvements shall be required to make annual service payments in lieu of taxes (the "Service Payments") to the Hamilton County Treasurer on or before the final dates for payment of real property taxes. This Council hereby expresses its intention and authorizes the City Manager or any City Official to enter into such agreements as may be necessary and appropriate to assure the payment of such Service Payments, including a Service Agreement by and between the City and the owners of property within the Montgomery Quarter TIF Incentive District Phase I Site.

**SECTION 14.** A portion of the Service Payments shall be paid to the School District and Great Oaks in accordance with (i) the terms of a Tax Incentive Agreement, hereby authorized to be entered into by the City Manager, between the City and the School District; and (ii) the provisions of Section 5709.40(D) of the Ohio Revised Code (collectively, the "School Compensation Payments").

**SECTION 15.** A portion of the Service Payments may be paid to the County in accordance with the terms of a Compensation Agreement, hereby authorized to be entered into by the City Manager, between the City and the County, if such an agreement is requested by the County (the "County Compensation Payments").

**SECTION 16.** Pursuant to Section 5709.43 of the Ohio Revised Code, there is hereby established the Montgomery Quarter TIF Incentive District Phase I Site Public Improvement Tax Increment Equivalent Fund (the "Tax Increment Equivalent Fund"), into which the Service Payments shall be deposited. Moneys deposited in the Tax Increment Equivalent Fund shall be used only in accordance with Section 5709.43 of the Ohio Revised Code, which authorizes the City to finance the Public Improvement, to make the School Compensation Payments and to make any County Compensation Payments.

**SECTION 17.** The proper City Officials are hereby authorized to do all things necessary and proper to carry out Sections 1 through 7 of this Ordinance, including but not limited to filing any required applications for tax exemption with the Hamilton County Auditor and/or State Tax Commissioner.



**SECTION 18.** Pursuant to Section 5709.40(I) of the Ohio Revised Code, the Director of Finance is hereby directed to deliver a copy of this Ordinance to the Director of the Ohio Development Services Agency within fifteen (15) days after its adoption. On or before March 31 of each year that the exemption set forth herein remains in effect, the Director of Finance or other authorized officer of this City shall prepare and submit to the Director of the Ohio Development Services Agency the status report required under Section 5709.40(I) of the Ohio Revised Code.

**SECTION 19.** The Director of Finance is hereby directed to forward a copy of this Ordinance to the County Auditor of Hamilton County.

**SECTION 11.** This Ordinance shall take effect at the earliest possible date allowable by law.

PASSED: \_\_\_\_\_

ATTEST: \_\_\_\_\_  
Connie M. Gaylor, Clerk of Council

\_\_\_\_\_  
Christopher P. Dobrozsi, Mayor

APPROVED AS TO FORM:

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

**CERTIFICATE**

The undersigned hereby certifies that the foregoing is a true and correct copy of Ordinance No. \_\_\_\_ - \_\_\_\_\_.

\_\_\_\_\_  
Clerk of Council

**CERTIFICATE**

The undersigned hereby certifies that a copy of the foregoing ordinance was certified this day to the county auditor.

\_\_\_\_\_  
Clerk of Council

Dated: \_\_\_\_\_, 2019

**RECEIPT**

The undersigned hereby acknowledges receipt of a certified copy of the foregoing ordinance.

\_\_\_\_\_  
County Auditor

Dated: \_\_\_\_\_, 2019

**RECEIPT**

The undersigned hereby acknowledges receipt of a certified copy of the foregoing Ordinance.

---

President, Sycamore Community City School  
District

Dated: \_\_\_\_\_, 2019

# EXHIBIT A

## Montgomery Quarter TIF Incentive District Phase I Real Property Description

Approximately 1.1462 acres of real property located in the City of Montgomery, Hamilton County, Ohio:

Hamilton County Auditor's Parcel No.

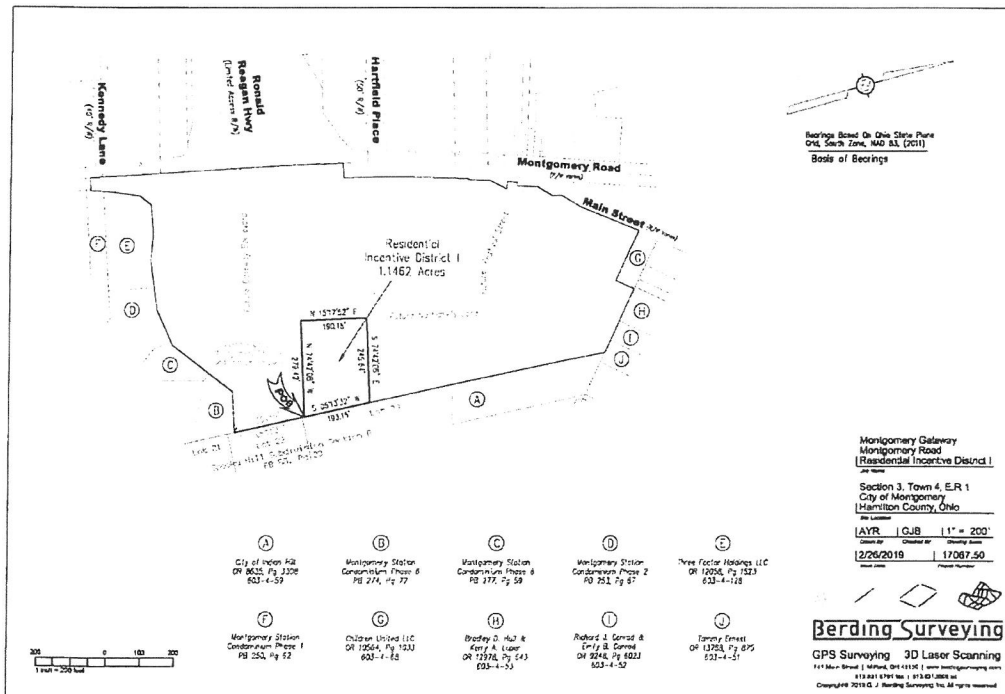


EXHIBIT B-3

5709.40(C) PHASE II TIF INCENTIVE DISTRICT ORDINANCE  
ORDINANCE NO. \_\_\_\_\_

**DECLARING IMPROVEMENTS TO PARCELS OF REAL PROPERTY LOCATED IN THE CITY OF MONTGOMERY, OHIO, TO BE A PUBLIC PURPOSE UNDER SECTION 5709.40(C) OF THE OHIO REVISED CODE, (MONTGOMERY QUARTER TIF INCENTIVE DISTRICT II) EXEMPTING SUCH IMPROVEMENTS FROM REAL PROPERTY TAXATION, AUTHORIZING THE EXECUTION OF A TAX INCENTIVE AGREEMENT AND A SERVICE AGREEMENT AND SUCH OTHER DOCUMENTS AS MAY BE NECESSARY, ESTABLISHING A TAX INCREMENT EQUIVALENT FUND.**

WHEREAS, Section 5709.40 et seq. of the Ohio Revised Code (the “TIF Authorizing Statutes”) authorizes municipal corporations to participate in a financing technique commonly known as a tax increment financing; and

WHEREAS, this City Council (“Council”) of the City of Montgomery, Ohio (the “City”), wishes to use the authority granted pursuant to the TIF Authorizing Statutes in connection with exempting from real property taxation certain improvements in the City and constructing certain public infrastructure improvements in the City which will benefit the improvements in order to meet the public health, safety, welfare, and convenience needs of the area, including future development and traffic capacity; and

WHEREAS, this Council has determined to grant a property tax exemption for the parcels comprising the area where such improvements are to be located (the “Montgomery Quarter TIF Incentive District Phase II Site” formerly known as the GRA TIF District); and

WHEREAS, the boundary of the Montgomery Quarter TIF Incentive District Phase II Site shall be coextensive with the boundary of, and shall include, the parcels of real property specifically identified and depicted in Exhibit A attached hereto, which parcels are not more than 300 acres and are enclosed by a continuous boundary; and

WHEREAS, the City Engineer has certified that the public infrastructure serving the district is inadequate to meet the development needs of the district; and

WHEREAS, the population of the City is less than 25,000; and

WHEREAS, this City Council has conducted the required public hearing on the consideration of this Ordinance on May 22, 2019, in accordance with the TIF Authorizing Statutes; and

WHEREAS, pursuant to Sections 5709.40 and 5709.83 of the Ohio Revised Code, notice has been given to the Sycamore Community City School District (the “School District”) by a

letter dated March 26, 2019, of the consideration of this Ordinance granting a tax increment real property tax exemption, which exemption was approved by the School District by resolution on March 27, 2019, and this Council will compensate the School District pursuant to a Tax Incentive Agreement to be entered into by and between the City and the School District; and

WHEREAS, pursuant to Sections 5709.40 and 5709.83 of the Ohio Revised Code, notice has been given to the Great Oaks Career Campuses (the "Great Oaks"), in a letter dated March 26, 2019, of the consideration of this Ordinance granting a tax increment real property tax exemption, and this Board will compensate Great Oaks pursuant to Section 5709.40(D) of the Ohio Revised Code; and

WHEREAS, pursuant to Sections 5709.40 of the Ohio Revised Code, notice has been given to Hamilton County (the "County") by a letter dated \_\_\_\_\_, 2019, of the consideration of this Ordinance granting a tax increment real property tax exemption, which exemption was approved by the County by resolution on \_\_\_\_\_, 2019, and this Council will compensate the County pursuant to a Compensation Agreement to be entered into by and between the City and the County; and

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Montgomery, Hamilton County, State of Ohio, \_\_\_ members elected thereto concurring that:

**SECTION 20.** Pursuant to Section 5709.40(C) of the Ohio Revised Code, this Council hereby creates the "Montgomery Quarter TIF Incentive District Phase II Site", the boundaries of which shall be coextensive with the boundaries of the parcels specifically identified and depicted in Exhibit A attached hereto, which parcels are located in the incorporated area of the City.

**SECTION 21.** This Council hereby finds and declares that certain public improvements (the "Public Improvements") in the City, to wit: the planning, design and construction of public street improvements including pavements, walkways, traffic control devices and alterations to existing streets, including improvements to Montgomery Road, reconstruction of Ronald Regan Highway, construction of a roundabout and construction of new streets; the planning, design and construction of public parking facilities, including parking garages; the planning, design and construction of utilities including but not limited to water, sanitary sewers, gas mains, electric facilities, communication facilities, storm water sewers and detention facilities; the creation or enhancement of buffer areas and open areas necessary for ensuring the compatibility of adjacent land uses; the creation and/or enhancement of public service facilities, including police and fire stations; the installation of landscaping, retaining walls, and public amenities; demolition of existing buildings; land acquisition, including acquisition in aid of industry, commerce, distribution, or research; and the purchase of property rights of way and easements or other rights in property necessary for the completion of the Public Improvements listed above, are a public purpose and that those Public Improvements are necessary for the further development of the parcels of land described in Exhibit A attached to this Ordinance (such parcels are hereinafter collectively referred to as the "Montgomery Quarter TIF Incentive District Phase II Site"), which parcels are located in the incorporated area of the City, and for the creation of jobs, increasing property values, and the provision of adequate public services in the City. The Public Improvements will not include housing renovations.



**SECTION 22.** Pursuant to Section 5709.40(C) of the Ohio Revised Code, further improvements to the parcels in the Montgomery Quarter TIF Incentive District Phase II Site occurring after the date of this Ordinance are hereby declared to be a public purpose and are exempt from real property taxation commencing on the first day of the tax year in which an improvement resulting from new construction first appears on the tax list and duplicate of real and public utility property and that begins after December 31, 2020, and ending on the earlier of (1) thirty (30) years from the date the exemption commences or (2) the date on which the Public Improvements as described in Section 1 above that will benefit the Montgomery Quarter TIF Incentive District Phase II Site are paid in full from the Tax Increment Equivalent Fund, as defined in Section 7 hereof. It is hereby determined that (i) a portion of the Improvements shall be exempt from real property taxation, (ii) such portion shall be one hundred percent (100%) of the assessed value of the Improvements, and (iii) the Public Improvements directly benefit, or once made will benefit, the Montgomery Quarter TIF Incentive District Phase II Site.

**SECTION 23.** Pursuant to Section 5709.42 of the Ohio Revised Code, the owner or the owners of the Improvements shall be required to make annual service payments in lieu of taxes (the "Service Payments") to the Hamilton County Treasurer on or before the final dates for payment of real property taxes. This Council hereby expresses its intention and authorizes the City Manager or any City Official to enter into such agreements as may be necessary and appropriate to assure the payment of such Service Payments, including a Service Agreement by and between the City and the owners of property within the Montgomery Quarter TIF Incentive District Phase II Site.

**SECTION 24.** A portion of the Service Payments shall be paid to the School District and Great Oaks in accordance with (i) the terms of a Tax Incentive Agreement, hereby authorized to be entered into by the City Manager, between the City and the School District; and (ii) the provisions of Section 5709.40(D) of the Ohio Revised Code (collectively, the "School Compensation Payments").

**SECTION 25.** A portion of the Service Payments may be paid to the County in accordance with the terms of a Compensation Agreement, hereby authorized to be entered into by the City Manager, between the City and the County, if such an agreement is requested by the County (the "County Compensation Payments").

**SECTION 26.** Pursuant to Section 5709.43 of the Ohio Revised Code, there is hereby established the Montgomery Quarter TIF Incentive District Phase II Site Public Improvement Tax Increment Equivalent Fund (the "Tax Increment Equivalent Fund"), into which the Service Payments shall be deposited. Moneys deposited in the Tax Increment Equivalent Fund shall be used only in accordance with Section 5709.43 of the Ohio Revised Code, which authorizes the City to finance the Public Improvement, to make the School Compensation Payments and to make any County Compensation Payments.

**SECTION 27.** The proper City Officials are hereby authorized to do all things necessary and proper to carry out Sections 1 through 7 of this Ordinance, including but not limited to filing any required applications for tax exemption with the Hamilton County Auditor and/or State Tax Commissioner.

**SECTION 28.** Pursuant to Section 5709.40(I) of the Ohio Revised Code, the Director of Finance is hereby directed to deliver a copy of this Ordinance to the Director of the Ohio Development Services Agency within fifteen (15) days after its adoption. On or before March 31 of each year that the exemption set forth herein remains in effect, the Director of Finance or other authorized officer of this City shall prepare and submit to the Director of the Ohio Development Services Agency the status report required under Section 5709.40(I) of the Ohio Revised Code.

**SECTION 29.** The Director of Finance is hereby directed to forward a copy of this Ordinance to the County Auditor of Hamilton County.

**SECTION 11.** This Ordinance shall take effect at the earliest possible date allowable by law.

PASSED: \_\_\_\_\_

ATTEST: \_\_\_\_\_  
Connie M. Gaylor, Clerk of Council

\_\_\_\_\_  
Christopher P. Dobrozsi, Mayor

APPROVED AS TO FORM:

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

**CERTIFICATE**

The undersigned hereby certifies that the foregoing is a true and correct copy of Ordinance No. \_\_\_\_ - \_\_\_\_\_.

\_\_\_\_\_  
Clerk of Council

**CERTIFICATE**

The undersigned hereby certifies that a copy of the foregoing ordinance was certified this day to the county auditor.

\_\_\_\_\_  
Clerk of Council

Dated: \_\_\_\_\_, 2019

**RECEIPT**

The undersigned hereby acknowledges receipt of a certified copy of the foregoing ordinance.

\_\_\_\_\_  
County Auditor

Dated: \_\_\_\_\_, 2019

**RECEIPT**

The undersigned hereby acknowledges receipt of a certified copy of the foregoing Ordinance.

\_\_\_\_\_  
President, Sycamore Community City School  
District

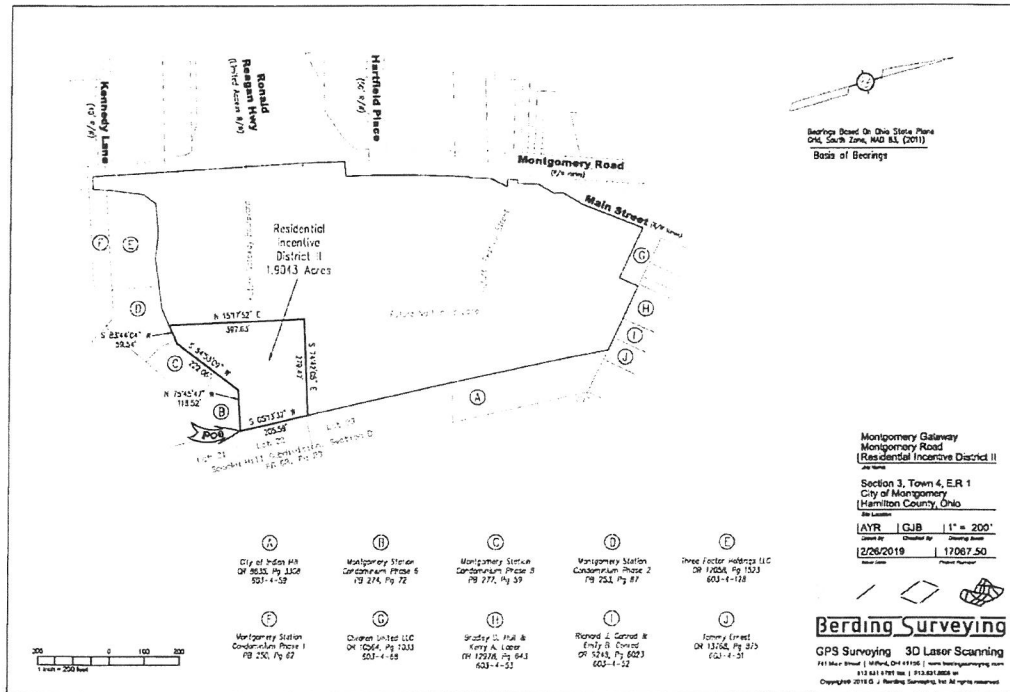
Dated: \_\_\_\_\_, 2019

# EXHIBIT A

## Montgomery Quarter TIF Incentive District Phase II Real Property Description

Approximately 1.9043 acres of real property located in the City of Montgomery, Hamilton County, Ohio:

Hamilton County Auditor's Parcel No.





# EXHIBIT C-2

## PHASE II EXEMPTED PROPERTY

