

Deer Park – Sycamore Township JEDD Organizational Meeting Minutes

Wednesday, August 11, 2021

2:00 p.m.

Present for the meeting were Chairman of the Sycamore Township Board of Trustees Tom James, City of Deer Park Mayor John Donnellon, Gregg Fusaro of Capital Investment Group representing the developer, Tim Fuller of Al. Neyer LLC representing employees of the JEDD, Sycamore Township Administrator Ray Warrick, Sycamore Township Planning & Zoning Administrator Skylor Miller, City of Deer Park Safety Service Director William (BJ) Jetter and Sycamore Township Office Manager Beth Gunderson.

Mr. James called the organizational meeting of the Deer Park – Sycamore Township JEDD to order.

Pledge to the Flag

Introduction of Board Members

Mr. Warrick explained there is no mechanism that describes how the meeting is called to order. He said the four Board Members present are there by statute which states the Chairman of the Township Board of Trustees, the Mayor of the City, a representative of the developer, Capital Investment Group, and a representative of those employed in the JEDD serve on the Board. Mr. Warrick said the Board's first duty is to pick a fifth member of the Board and by statute that fifth member becomes the Chairman of the Board.

Appointment of the fifth board member

Mr. Donnellon nominated Sycamore Township Trustee Tom Weidman to serve as the fifth Board member for the Sycamore Township / City of Deer Park JEDD. Mr. Fuller seconded.

Mr. James nominated Sycamore Township Administrator Warrick as the fifth Board member for the Sycamore Township / City of Deer Park JEDD. There was not a second to the nomination.

Ms. Gunderson called roll for the nomination of Mr. Weidman as the fifth Board member. Vote: Mr. James: No; Mr. Donnellon: Aye; Mr. Fusaro: Aye; Mr. Fuller: Aye

Election of Officers

Mr. James made a motion, seconded by Mr. Fusaro, to nominate Mr. Donnellon as the Treasurer and Secretary of the Sycamore Township / City of Deer Park JEDD Board. Ms. Gunderson called roll. Vote: All Aye.

Mr. Donnellon made a motion, seconded by Mr. Fusaro, to nominate Tim Fuller as Vice - Chairman of the Sycamore Township / City of Deer Park JEDD Board. Ms. Gunderson called roll. Vote: All Aye.

Duties of the Board

Mr. Fuller stated he was nominated as representative of the employees of the JEDD. He stated the duties of the Board should be determined before voting on taxation.

Mr. James asked Mr. Warrick if there is any process that governs this.

Mr. Warrick reviewed the basic duties of the Board. He stated the Board is required to meet once per year and may also call special meetings with proper notice. He said the Board must have a quorum of four members and may adopt by-laws for regulation of affairs. He stated the Treasurer should be the Fiscal Officer of the Board and the Secretary is responsible for records. He noted the document states the Township does provide assistance to those two positions and he said the Township is prepared to do so.

Mr. Warrick stated more homework is needed to determine how the fiscal side of the JEDD is setup noting this is different than the JEDZ, in which the city takes care of the accounting. He stated this is less clear in the JEDD and must be laid out in documents to be discussed later. Mr. Warrick said the other main duty of the Board is to adopt an annual budget.

Setting a date for passing of a Tax Resolution and Setting a date for approval of a Tax Collection and Distribution Agreement

Mr. Fuller suggested corresponding via email after the meeting with the Board Members to determine how to proceed moving forward. He said he would like to have more time to read through the packet.

Mr. James noted Board members cannot deliberate outside of a public meeting.

Mr. Fuller agreed saying email correspondence would be for scheduling purposes.

Mr. Jetter suggested Sycamore Township's legal counsel guide the Board through the process because the State has a lot of interfering language in the document.

Mr. James said that would be prudent.

Mr. James made a motion to request Township legal counsel attend the next meeting to assist with setup of the JEDD. Mr. Fusaro seconded. Ms. Gunderson called roll. Vote: All Aye.

Mr. Fuller suggested meeting within the next two months.

Mr. James agreed the Board should meet soon and coordinate meeting dates via email. He suggested Mr. Warrick call the next meeting and the Township coordinate public notice of the meeting.

Mr. Warrick entertained a motion to push setting of dates for the passing of a tax resolution and approval of a tax collection and distribution agreement to the next meeting.

Mr. James made a motion to table setting of dates for the passing of a tax resolution and approval of a tax collection and distribution agreement to the next meeting. Mr. Fuller seconded. Ms. Gunderson called roll. Vote: All Aye.

Other Business

Mr. Fusaro asked if the Township had background information for the JEDZ to use as a model for the setup of the JEDD.

Mr. James stated that would be a question for legal counsel as the State has tweaked the rules for JEDZ and JEDD since the Township originally enacted them. He asked if Deer Park already has a JEDD set up.

Mr. Jetter answered no and noted a JEDD is different than a JEDZ.

Mr. James asked if the City of Montgomery has a JEDD setup.

Mr. Warrick answered he is not sure and addressed Mr. Fusaro saying yes, the JEDD will at least start from looking at how the JEDZ were established.

There was a discussion about finding out if any other communities nearby already have a JEDD setup that could be used as a model.

Mr. James made a motion, seconded by Mr. Fuller, to appoint Mr. Warrick as the Managing Administrator of the JEDD to act on the Board's behalf. Ms. Gunderson called roll. Vote: All Aye.

Mr. Fusaro asked if anyone had thoughts on the split on earnings tax.

Mr. James stated the Township envisions it will match the .75% rate of the other JEDZ, but the Board will have to take that up formally at the next meeting.

Mr. Warrick asked if Mr. Fusaro had any updates he could share on the status of the hotel and office buildings.

Mr. Fusaro reported his company has a contract with a local group on the hotel pad which is subject to due diligence, securing a franchise agreement, and financing. He stated he is not sure if it will pan out due to difficulties getting the loan and said he hopes to have a resolution on that within 60 days.

Mr. Fusaro reported the outlook is not as good for the office portion of the development. He said the COVID-19 pandemic turned the office market upside down. He reported they are searching for someone to do a spec office building, but he has not found anyone willing to do that yet. Mr. Fusaro noted there are not many new tenants although there is a lot of movement of tenants from one place to another. He said there are lots of options for tenants.

Mr. Fusaro reported the garage has been completed and the multi-family residential building is progressing well with first units available for rent at the end of March and the building complete by the end of May, assuming the contractor keeps on schedule.

Mr. James stated the project was controversial at the approval stage, but the Trustees want the project to succeed, and he offered the Township's assistance.

Mr. Fusaro stated he is more optimistic about the hotel because of great location for the hotel piece of the project. He said he appreciates that input.

Mr. James made a motion to adjourn, seconded by Mr. Donnellon. Ms. Gunderson called roll.
Vote: All Aye

The meeting adjourned at 2:20 p.m.

John Donnellon, Secretary
Deer Park - Sycamore Township JEDD 08/11/2021

**THE CITY OF DEER PARK - SYCAMORE TOWNSHIP JOINT ECONOMIC
DEVELOPMENT DISTRICT BOARD OF DIRECTORS**

RESOLUTION 2022-

**RESOLUTION TO LEVY AN INCOME TAX WITHIN THE CITY OF DEER PARK -
SYCAMORE TOWNSHIP JOINT ECONOMIC DEVELOPMENT DISTRICT**

WHEREAS, the City of Deer Park and Sycamore Township (the “Contracting Parties”) contracted to create the City of Deer Park – Sycamore Township Joint Economic Development District (the “District”) to facilitate economic development and redevelopment, to create or preserve jobs and employment opportunities, and to improve the economic welfare of the people in Sycamore Township and City of Deer Park, all within Hamilton County, the State of Ohio, and in the area of the District;

WHEREAS, the Contract was entered into pursuant to the authority of R.C. 715.72 and other applicable sections of the Ohio Revised Code; and

WHEREAS, the Contract grants the District Board of Directors authority to adopt a resolution to levy an income tax within the District in accordance with R.C. 715.72(F) and Section 10 of the Contract; and

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the City of Deer Park – Sycamore Township Joint Economic Development District, (“the Board”), Hamilton County, Ohio that:

Section 1.

The Board hereby adopts this Resolution to levy an income tax within the entirety of the District territory at a rate of _____% of the income described as follows:

- A. The income earned by persons employed or residing within the District;
- B. The net profits of business operating within the District;
- C. All income tax collected from the income earned by persons employed or residing within the District and the net profits of business operating within the District shall be known collectively as “Total Revenues”;

Section 2.

All income tax collected from the income earned by persons employed or residing within the District and the net profits of businesses operating within the District shall be used to carry out the economic development plan of the District and any other lawful purpose of the contracting parties.

Section 3.

The District Board of Directors shall annually set aside a percentage of the income tax, within its discretion, for the long-term maintenance and operation of the District.

Section 4.

The District shall pay an amount of the Total Revenues necessary to pay Joint Economic Development District (“JEDD”) Administrative Costs budgeted for the current fiscal year and any outstanding administrative costs from prior fiscal years to an account of the District maintained by Sycamore Township and designated “City of Deer Park – Sycamore Township Joint Economic Development District Administrative Account” (the “JEDD Administrative Account” provided that:

- A. Any surplus in the JEDD Administrative Account at the time of an Income Tax Resolution shall be considered in determining the amount necessary to pay JEDD Administrative Costs in the current fiscal year;
- B. Moneys available in the JEDD Administrative Account may be paid only with written authorization by the Treasurer of the District and only for the appropriate and lawful expenses of the District and the Board as provided hereunder; and
- C. JEDD Administrative Costs for the purposes of the initial Income Tax Resolution shall include legal costs incurred by the Township in connection with the establishment of the JEDD to a maximum of Fifteen Thousand Dollars (\$15,000)

Section 5.

The Total Revenues less the JEDD Administrative Costs (hereinafter the “Total Net Revenues”) shall be paid to the contracting parties.

Section 6.

Ninety percent (90%) of the Total Net Revenues collected in the District shall be paid to the Township and used by the Township for any lawful purpose, including, but not limited to, expenses related to the District and its purposes;

Section 7.

Ten Percent (10%) of the Total Net Revenues collected in the District shall be paid to the City and used by the City for any lawful purpose, including, but not limited to, expenses related to the District and its purposes.

Section 8.

The City of Deer Park shall administer, collect, and enforce the income tax on behalf of the District in accordance with the contracting parties agreement to create the City of Deer Park – Sycamore Township Joint Economic Development District.

Section 9.

The administration, collection, enforcement, and distribution of the income tax shall be in accordance with the City of Deer Park’s income tax legislation, as it may be amended from time to time, as applicable to the District’s income tax.

Section 10.

This resolution is effective as soon as legally permissible.

BE IT FURTHER RESOLVED, that it is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were adopted in an open meeting of this Board and that all deliberations of this Board that resulted in such formal action, were in meeting open to the public, in compliance with all legal requirements, including R.C. 121.22.

Director _____ moved for the adoption of the foregoing resolution.

Director _____ seconded the Motion and upon call of roll, the vote resulted as follows:

VOTE RECORD:

Mr. Weidman _____ Mr. Fuller _____ Mr. Donnellon _____

Mr. James _____ Mr. Fusaro _____

ATTEST:

I hereby certify that the above is a true and accurate copy of a resolution passed by the District Board of Directors on _____

John Donnellon, Treasurer and Secretary

Date Signed: _____

**THE CITY OF DEER PARK - SYCAMORE TOWNSHIP JOINT ECONOMIC
DEVELOPMENT DISTRICT BOARD OF DIRECTORS**

RESOLUTION 2022-

**RESOLUTION APPROVING THE AGREEMENT BETWEEN THE CITY OF DEER
PARK - SYCMORE TOWNSHIP JOINT ECONOMIC DEVELOPMENT DISTRICT
BOARD OF DIRECTORS AND THE CITY OF DEER PARK FOR THE
ADMINISTRATION, COLLECTION, AND ENFORCEMENT OF THE INCOME TAX**

WHEREAS, the City of Deer Park and Sycamore Township contracted to create the City of Deer Park – Sycamore Township Joint Economic Development District (the “District”) to facilitate economic development and redevelopment, to create or preserve jobs and employment opportunities, and to improve the economic welfare of the people in Sycamore Township and Deer Park, all within Hamilton County, the State of Ohio, and in the area of the District;

WHEREAS, the Contract was entered into pursuant to the authority of R.C. 715.72 and other applicable sections of the Ohio Revised Code;

WHEREAS, pursuant to the contract, the District Board of Directors adopted a resolution to levy an income tax within the District in accordance with R.C. 715.72(F) and Section 10 of the Contract;

WHEREAS, it is necessary, pursuant to R.C. 715.72(F), for the District Board of Directors to enter into an agreement with the City of Deer Park to administer, collect, and enforce the income tax on behalf of the District.

NOW, THEREFORE, BE IT RESOLVED, by the District Board of Directors of the City of Deer Park – Sycamore Township Joint Economic Development District, (the “Board”) Hamilton County, Ohio, that:

Section 1.

The District Board of Directors hereby approves the contract, attached as Exhibit A, between the District and the City of Deer Park for the administration, collection, and enforcement of the income tax of the District. The Chairman is authorized and directed to execute the contract on behalf of the District Board of Directors

VOTE RECORD:

Mr. Weidman _____ Mr. Fuller _____ Mr. Donnellon _____

Mr. James _____ Mr. Fusaro _____

ATTEST:

Thomas J. Weidman, Chairman

John Donnellon, Treasurer and Secretary

I hereby certify that the above is a true and accurate copy of a resolution passed by the District Board of Directors on _____

John Donnellon, Treasurer and Secretary

Date Signed: _____

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**THE CITY OF DEER PARK – SYCAMORE TOWNSHIP JOINT ECONOMIC
DEVELOPMENT DISTRICT INCOME TAX COLLECTION AND DISTRIBUTION
AGREEMENT WITH THE CITY OF DEER PARK**

This Income Tax Collection and Distribution Agreement (“Agreement”) dated _____, 2022 is entered into by and between the Board of Directors (the “Board”) of the City of Deer Park – Sycamore Township Joint Economic Development District (the “District”) and the City of Deer Park, Ohio (the “City”).

WHEREAS, pursuant to Ohio Revised Code Section 715.72 and the Joint Economic Development District Contract dated May 11, 2020 (the “JEDD Contract”) by and between Sycamore Township (the “Township”) and the City of Deer Park (the “City”), the Township and the City created the City of Deer Park – Sycamore Township Joint Economic Development District; and

WHEREAS, all members of the Board have been duly appointed; and

WHEREAS, the Board has levied an income tax on the persons employed or residing in the District as well as the net profits of businesses located within the District (the “District Income Tax”) and has adopted the City of Deer Park’s tax legislation (the “Tax Code”); and

WHEREAS, pursuant to the JEDD Contract and R.C. 715.72, the Board and the City are required to enter into a Income Tax Collection and Distribution Agreement to provide that the City administers, collects, and enforces the District Income Tax on behalf of the District; and

NOW, THEREFORE, in consideration of the foregoing recitals and the agreements, representations, covenants and promises set forth in this Agreement, the City and the Board agree as follows:

**ARTICLE I
TERM**

Section 1. Term

This Agreement shall take effect upon its approval by the parties hereto and shall continue in effect, as amended from time to time, for the length of time the JEDD Contract is in effect. Upon the termination of the JEDD Contract, this contract shall also terminate, except that this contract shall continue in effect for the length of time necessary for the Board and the District to resolve any outstanding matters.

**ARTICLE II
SERVICES TO THE CITY**

Section 2.1. Administration, Collection, And Enforcement of the JEDD Contract

The City of Deer Park shall administer, collect, and enforce the income tax on behalf of the District consistent with the terms of this agreement, the JEDD Contract, and Ohio law.

Section 2.2. Duties of the Administrator

The City of Deer Park's Tax Commissioner shall serve as the Administrator of the income tax derived from the District and shall be responsible for the receipt, safekeeping, accounting, and investment of income tax revenues pending disbursement. All receipts shall be deposited to a separate District account which shall not be mingled with revenue from other sources. Earnings on the District account and investments related thereto shall be added to the account. The Administrator or his or her designee has authority to grant refunds and compromise claims for tax, penalties, and interest. The Administrator or his or her designee has authority to commence legal proceedings pertaining to delinquent tax collection and enforcement, and declaratory judgment regarding disputed interpretation and applicability of the income tax imposed hereunder. The Administrator or his or her designee is authorized to investigate and audit taxpayer returns and to issue subpoenas in furtherance of his or her duties. The Administrator is designated to be an interested party and is authorized to commence and defend legal proceedings in the name of the District in any way pertaining to the income taxation within the District.

Section 2.3 Written Report

The City of Deer Park shall quarterly deliver a written report to the District Board of Directors and Sycamore Township within at least sixty (60) days of the end of the quarter regarding the receipt and distribution of the income tax of the District. The contracting parties, the Board of Directors, and their agents may regularly inspect such records upon reasonable notice. The funds in the District shall be distributed quarterly by the District.

ARTICLE III COMPENSATION AND EXPENSES

Section 3.1 Compensation and Expenses

In consideration of its services to administer, collect, and enforce the income tax on behalf of the District and the services of the Administrator, the Board agrees to pay the City an amount equal to the actual costs incurred by the City.

ARTICLE IV DEFAULTS AND REMEDIES

Section 4.1. Default

A failure to comply with any of the terms of this Agreement shall constitute a default hereunder. The Contracting Party in default shall have 60 days after receiving written notice from another Contracting Party of the event of default to cure that default. If the default is not cured within that time period, the non-defaulting Contracting Party may sue the defaulting Contracting Party for specific performance or other equitable relief under this Contract or for actual damages.

Section 4.2. Remedies

The Contracting Parties agree that the nature of this Agreement is unique and monetary damages are inadequate to fully compensate a non-defaulting Contracting Party. Accordingly, the Contracting Parties agree that specific performance is an appropriate and available remedy for a breach of contract action brought pursuant to this Agreement in addition to any other remedy available at law or in equity. Both Contracting Parties also agree that because monetary damages are inadequate to fully compensate a non-defaulting Contracting Party, a non-defaulting Contracting Party has the right to seek an injunction and other equitable relief to prevent the continued breach of this Agreement by a defaulting Contracting Party.

ARTICLE V MISCELLANEOUS

Section 5.1. Amendments

This Agreement may be amended by the Board, Sycamore Township, and the City of Deer Park only in a writing approved by the Board the legislative authority of the City of Deer Park and the Board of Trustees of Sycamore Township and by appropriate legislation authorizing that amendment.

Section 5.2. Binding Effect

This Agreement shall inure to the benefit of and shall be binding upon the District, and the City of Deer Park and their respective permitted successors, subject, however, to the specific provisions hereof. Other than those specifically mentioned in the preceding sentence, no third parties shall have any right to claim rights, benefits, or privileges under this agreement. All of the obligations and duties of the Board and the City of Deer Park under this Agreement are hereby established as duties specifically enjoined by law and resulting from an office, trust or station upon the Board and the City of Deer Park.

Section 5.3. Governing Law

This Agreement shall be governed exclusively by and construed in accordance with the laws of the State of Ohio. All claims, counterclaims, disputes, and other matters in question regarding this Agreement or its breach will be decided in a court of competent jurisdiction within the State of Ohio.

Section 5.4. Captions and Headings

The captions and headings herein are for convenience only and in no way define, limit or describe the scope or intent of any provisions or sections hereof.

Section 5.5. Conflicts

In the event of a conflict between this Agreement and the JEDD Agreement, the

provisions of the JEDD Agreement will prevail.

Section 5.6. Severability

The invalidity or unenforceability of any one or more provision of this Agreement shall not affect the validity or enforceability of the remaining provisions of this Agreement or any part thereof and the same shall remain in full force and effect.

Section 5.7. Notices and Payments

All notices, demands, requests, consents or approvals given, required or permitted hereunder shall be in writing and shall be deemed sufficiently given if received or if hand delivered or sent by recognized overnight delivery service or by certified mail, postage prepaid and return receipt requested, addressed to the Board at its principal office located at 8540 Kenwood Rd, Cincinnati, OH 45236, Attention: Chairperson, and the City at its offices located at 7777 Blue Ash Rd, Deer Park, OH 45236, Attention: City Manager, or such other address as the recipient shall have previously notified the sender in writing as provided in this Section 5.7.

Section 5.8. Counterparts

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.

Section 5.9. Entire Agreement

This Agreement is the only and entire agreement between the Board and the City regarding the District Income Tax Collection and Distribution.

IN WITNESS WHEREOF, the Board and City caused this Agreement to be duly signed in their respective names by their duly authorized officers as of the date hereinbefore written.

BOARD OF DIRECTORS FOR THE CITY
OF DEER PARK AND SYCAMORE TOWNSHIP
JOINT ECONOMIC DEVELOPMENT DISTRICT

By: _____
Thomas J. Weidman, Chairman

CITY OF DEER PARK

By: _____

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