

**BOARD OF EDUCATION
HAMILTON LOCAL SCHOOL DISTRICT
FRANKLIN COUNTY, OHIO**

The Board of Education (the "Board") of the Hamilton Local School District, Franklin County, Ohio (the "School District"), met in the Special Board meeting on March 4, 2021, at 6:00P.M., virtually via Zoom/YouTube, with the following members present:

Mrs. Amber Clark
Mr. Walter Obert
Mr. David Schutte

Mr. James Dommer
Mr. Jeffrey Sewell

Mr. Dommer introduced the following resolution and moved its passage:

**A RESOLUTION APPROVING A COMMUNITY
REINVESTMENT AREA AGREEMENT BETWEEN THE
CITY OF COLUMBUS AND MAGELLAN
ENTERPRISES LLC, AUTHORIZING THE EXECUTION
OF A SCHOOL COMPENSATION AGREEMENT WITH
MAGELLAN ENTERPRISES LLC, AND WAIVING
CERTAIN NOTICES IN CONNECTION THEREWITH**

WHEREAS, the Ohio Community Reinvestment Area Program, pursuant to Ohio Revised Code ("O.R.C.") Sections 3735.66 - .70, authorizes municipalities to grant real property tax exemptions on eligible new investments; and

WHEREAS, the city council of the City of Columbus (the "City") has determined to encourage the development of real property and the acquisition of personal property located in the area designated as the Rickenbacker Community Reinvestment Area (the "CRA" or "Area") pursuant to O.R.C. Chapter 3735; and

WHEREAS, as further described in the proposed City of Columbus Community Reinvestment Area Agreement between Magellan Enterprises LLC (the "Company") and the City (the "CRA Agreement"), the Company intends to acquire certain real property contained within the CRA and located within the boundaries of the Hamilton Local School District (the "School District") as described and depicted on Exhibit A attached thereto (the "Project Site"), and intends to develop, construct (in one or more phases) and, through cooperation with one or more affiliates, operate on that Project Site one or more data center(s) as well as certain buildings, structures and infrastructure for accessory, supporting, associated or related uses, such as (but not limited to) offices and utility buildings, structures and appurtenances (collectively, the "Project", with each individual building or structure within the Project being referred to herein as a "Building"); and

WHEREAS, under the proposed CRA Agreement, the City will provide one-hundred percent (100%) real property tax exemptions for periods of fifteen (15) consecutive taxable years for the value of the real property improvements constructed as part of the Project for each Building (the "CRA Exemption"), with the CRA Exemption commencing for each Building the first year for which the real property would first be taxable were that property not exempted from taxation, provided that no CRA Exemption for any Building shall commence after tax year 2046 (*i.e.*, tax lien date January 1, 2046) nor extend beyond tax year 2060 (*i.e.*, tax lien date January 1, 2060); and

WHEREAS, O.R.C. Section 5709.82 provides for school districts to enter into agreements for compensation in lieu of the real property tax revenue foregone as a result of a real property tax exemption associated with a community reinvestment area; and

WHEREAS, the City provided the Hamilton Local School District Board of Education (the "Board") with notice regarding the Project and a draft of the CRA Agreement; and

WHEREAS, the CRA Agreement provides for the Company to make an annual "Compensation Payment" to the School District as that term is defined in the CRA Agreement; and

WHEREAS, in order for the City to grant the CRA Exemption to the Company, the approval of the Board of the School District is required; and

WHEREAS, in connection with obtaining such approval from the Board, the Company has agreed to compensate the School District in connection with the execution of the CRA Agreement for the Project, pursuant to the terms of a School District Compensation Agreement between the Company and the School District (the "School Compensation Agreement"); and

WHEREAS, this Board has determined to authorize the execution by the School District of the School Compensation Agreement; and

WHEREAS, this Board has determined to approve the CRA Agreement and waive any notices required by the Ohio Revised Code, provided that the continuing effectiveness of the approval and waiver is conditioned on the execution by the Company of the School Compensation Agreement and continued performance by the Company of the terms of the School Compensation Agreement;

NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE HAMILTON LOCAL SCHOOL DISTRICT, FRANKLIN COUNTY, OHIO, THAT:

Section 1. This Board has received a copy of the proposed CRA Agreement and hereby finds and determines that it has received adequate notice of the terms of the proposed CRA Agreement, including the CRA Exemption set forth therein.

Section 2. This Board hereby approves the CRA Agreement substantially in the form on file with the Treasurer, including, but not limited to, the CRA Exemption terms set forth therein. The Board shall have the right to revoke its approval if the Company does not execute the School Compensation Agreement in connection with its execution of the CRA Agreement or if there is an Event of Default under the School Compensation Agreement (as defined therein) by the Company.

Section 3. This Board hereby authorizes the School District to enter into the School Compensation Agreement.

Section 4. This Board hereby waives all notice requirements in connection with approval of the CRA Agreement, including but not limited to the 45-day notice and the 14-day notice pursuant to O.R.C. Sections 3735.67, 3735.671 and 5709.83, waives any statutory defects or irregularities relating to the CRA Agreement and notice provided to the Board with respect to the same, provided that the CRA Agreement is substantially in the form on file with the Treasurer, and requests that the City approve the CRA Agreement as soon as practicable. The Board shall have the right to revoke the foregoing waivers if the Company does not execute the School Compensation Agreement in connection with its execution of the CRA Agreement or if there is an Event of Default under the School Compensation Agreement (as defined therein) by the Company.

Section 5. This Board agrees that the only compensation the School District will receive under O.R.C. Section 5709.82 or otherwise in respect of tax revenues forgone by the School District due to the CRA Exemption is set forth in the School Compensation Agreement and that the School District shall not seek or be entitled to any other compensation from the City or the Company in respect of the CRA Exemption.

Section 6. The President and Treasurer of this Board and the Superintendent of the School District are each authorized to execute and deliver the School Compensation Agreement in substantially the form on file with the Treasurer, with such completions and changes therein and any amendments thereto which are not materially adverse to the School District and which shall be approved by any one or more of those officials authorized to execute the School Compensation Agreement. The President and Treasurer of this Board and the Superintendent of this School District are also authorized to execute and deliver any other agreements, documents or certificates, and take all other actions necessary to accomplish the purposes of this Resolution. Execution of any agreement or document on behalf of this Board shall constitute conclusive evidence of this Board's approval of the documentation in the absence of fraud, misrepresentation, or material mistake of fact.

Section 7. The Treasurer is authorized and directed to promptly certify a copy of this Resolution to the City.

Section 8. This Board hereby finds and determines that all formal actions of this Board concerning and relating to the adoption of this Resolution were taken in an open meeting of this Board and that all deliberation of this Board and of any of its committees that resulted in those formal actions were in meeting open to the public, in compliance with law.

Section 9. This Resolution shall be in full force and effect from and immediately upon its adoption.


M r. Obert seconded the motion and, after discussion, a roll call vote was taken and the results were:

Voting Aye: All Ayes


Voting Nay: _____

Passed: March 4, 2021

BOARD OF EDUCATION
HAMILTON LOCAL SCHOOL DISTRICT
FRANKLIN COUNTY, OHIO




Board President

Attest: 

Treasurer

CERTIFICATE

The undersigned Treasurer of the Board of Education of the Hamilton Local School District, Franklin County, Ohio, hereby certifies that the foregoing is a true copy of a Resolution duly adopted by said Board on March 4, 2021.



Treasurer, Board of Education
Hamilton Local School District
Franklin County, Ohio