

**OHIO TAX CREDIT AUTHORITY MEETING
MEETING MINUTES
MEETING DATE: JUNE 1, 2015**

The regular meeting of the Ohio Job Creation Tax Credit Authority was called to order at 10:02 a.m. on June 1, 2015 in Columbus, Ohio by David Goodman.

Roll Call:	David Goodman, Chair	Present
	David Smith	Present
	Emmett Kelly	Present
	Rod Crider	Present
	Brian Cooper	Present

Staff Members Present: John Werkman, Daniel Strasser, Eric Lindner, and Lisa Colbert

Others present: Chris Strayer, Stephanie Mercado, Katie Hamilton, John Recker, Matt Deptola, Thomas Seward, Archit Dhir, Dave Burrows, Kimm Coyner, Tammy Riddle, Ian Smith, Lisa Wagner, and Walt Good

Minutes Approval: Goodman made a motion to approve the minutes of the April 27, 2015 meeting. Kelly seconded. The vote was 3-0 yes. Voting Goodman, Cooper, and Kelly.

PROJECTS

Milacron LLC; Milacron Plastics Technologies Group LLC; Milacron Marketing Company LLC; and Cimcool Industrial Products LLC appeared before the Tax Credit Authority requesting a tax credit for a project in the Cities of Cincinnati and Blue Ash, Hamilton County; the Village of Batavia, Clermont County; and the Village of Mount Orab, Brown County. Goodman made a motion to approve a tax credit of 75% for 10 years for Milacron LLC; Milacron Plastics Technologies Group LLC; Milacron Marketing Company LLC; and Cimcool Industrial Products LLC in exchange for a commitment to create 294 new full-time equivalent employees generating \$13,836,960 in new annual payroll and retaining \$62,315,667 in existing payroll in the Cities of Cincinnati and Blue Ash, Hamilton County; the Village of Batavia, Clermont County; and the Village of Mount Orab, Brown County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2025. Cooper seconded; Kelly abstained. The vote was 4-0. All present voted yes.

The Kroger Co.; Kroger Limited Partnership I; and Kroger G.O., LLC appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Blue Ash, Hamilton County. Goodman made a motion to approve a tax credit of 65% for 10 years for The Kroger Co.; Kroger Limited Partnership I; and Kroger G.O., LLC in exchange for a commitment to create 649 new full-time equivalent employees generating \$25,396,620 in new annual payroll and retaining \$1,218,880 in existing payroll at the project location in the City of Blue Ash, Hamilton County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2015 and end on 12/31/2024. Crider seconded; Kelly abstained. The vote was 4-0. All present voted yes.

Arlington Contact Lens Service, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Columbus, Franklin County. Goodman made a motion to approve a tax credit of 45% for 6 years for Arlington Contact Lens Service, Inc. in exchange for a commitment to create 50 new full-time equivalent employees generating \$2,500,000 in new annual payroll and retaining \$5,372,432 in existing payroll at the project location in the City of Columbus, Franklin County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2015 and end on 12/31/2020. Smith seconded. The vote was 5-0. All present voted yes.

BarkBox, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Columbus, Franklin County. Goodman made a motion to approve a tax credit of 45% for 7 years for BarkBox, Inc. in exchange for a commitment to create 120 new full-time equivalent employees generating \$2,500,000 in new

annual payroll at the project location in the City of Columbus, Franklin County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2022. Smith seconded. The vote was 5-0. All present voted yes.

Union Tank Car Company appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Marion, Marion County. Goodman made a motion to approve a tax credit of 55% for 5 years for Union Tank Car Company in exchange for a commitment to create 200 new full-time equivalent employees generating \$8,272,000 in new annual payroll and retaining \$4,627,241 in existing payroll at the project location in the City of Marion, Marion County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2015 and end on 12/31/2019. Cooper seconded. The vote was 5-0. All present voted yes.

Mindset Digital, LLC appeared before the Tax Credit Authority requesting a tax credit for a project at a to-be-determined project location. Goodman made a motion to approve a tax credit of 45% for 5 years for Mindset Digital, LLC in exchange for a commitment to create 25 new full-time equivalent employees generating \$2,000,000 in new annual payroll and retaining \$664,906 in existing payroll at the to-be-determined project location. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2020. Smith seconded. The vote was 5-0. All present voted yes.

Tooling Technology, LLC appeared before the Tax Credit Authority requesting a tax credit for a project in the Village of Fort Lorainie, Shelby County. Goodman made a motion to approve a tax credit of 40% for 5 years for Tooling Technology, LLC in exchange for a commitment to create 25 new full-time equivalent employees generating \$1,050,000 in new annual payroll and retaining \$6,230,831 in existing payroll at the project location in the Village of Fort Lorainie, Shelby County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2020. Kelly seconded. The vote was 5-0. All present voted yes.

Airtech, LLC appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Cincinnati, Hamilton County. Goodman made a motion to approve a tax credit of 45% for 6 years for Airtech, LLC in exchange for a commitment to create 40 new full-time equivalent employees generating \$2,548,659 in new annual payroll and retaining \$242,790 in existing payroll at the project location in the City of Cincinnati, Hamilton County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2021. Cooper seconded; Kelly abstained. The vote was 4-0. All present voted yes.

CTL-Aerospace, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in West Chester Township, Butler County. Goodman made a motion to approve a tax credit of 50% for 7 years for CTL-Aerospace, Inc. in exchange for a commitment to create 46 new full-time equivalent employees generating \$1,800,000 in new annual payroll and retaining \$9,900,000 in existing payroll at the project location in West Chester Township, Butler County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2015 and end on 12/31/2021. Smith seconded; Kelly abstained. The vote was 4-0. All present voted yes.

The Business Backer, LLC appeared before the Tax Credit Authority requesting a tax credit for a project at a to-be-determined project location. Goodman made a motion to approve a tax credit of 55% for 6 years for The Business Backer, LLC in exchange for a commitment to create 125 new full-time equivalent employees generating \$7,280,000 in new annual payroll and retaining \$4,071,448 in existing payroll at the to-be-determined project location. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2021. Crider seconded; Kelly abstained. The vote was 4-0. All present voted yes.

Kingsgate Transportation Services, LLC appeared before the Tax Credit Authority requesting a tax credit for a project in West Chester Township, Butler County. Goodman made a motion to approve a tax credit of 40% for 5 years for Kingsgate Transportation Services, LLC in exchange for a commitment to create 30 new full-time equivalent employees generating \$1,494,910 in new annual payroll and retaining \$964,458 in existing payroll at the project location in West Chester Township, Butler County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2015 and end on 12/31/2019. Cooper seconded; Kelly abstained. The vote was 4-0. All present voted yes.

Alkon Corporation appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Fremont, Sandusky County. Goodman made a motion to approve a tax credit of 40% for 6 years for Alkon Corporation in exchange for a commitment to create 20 new full-time equivalent employees generating \$837,200 in new annual payroll and retaining \$5,209,687 in existing payroll at the project location in the City of Fremont, Sandusky County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2021. Cooper seconded. The vote was 5-0. All present voted yes.

Freudenberg-NOK General Partnership dba Freudenberg-NOK Sealing appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Findlay, Hancock County. Goodman made a motion to approve a tax credit of 45% for 8 years for Freudenberg-NOK General Partnership dba Freudenberg-NOK Sealing in exchange for a commitment to create 25 new full-time equivalent employees generating \$966,000 in new annual payroll and retaining \$6,600,000 in existing payroll at the project location in the City of Findlay, Hancock County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2023. Kelly seconded. The vote was 5-0. All present voted yes.

Nelson Packaging Company, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in Bath Township, Allen County. Goodman made a motion to approve a tax credit of 45% for 7 years for Nelson Packaging Company, Inc. in exchange for a commitment to create 140 new full-time equivalent employees generating \$3,680,000 in new annual payroll and retaining \$7,250,000 in existing payroll at the project location in Bath Township, Allen County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2022. Kelly seconded. The vote was 5-0. All present voted yes.

GCA Services Group, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Cleveland, Cuyahoga County. Goodman made a motion to approve a tax credit of 40% for 6 years for GCA Services Group, Inc. in exchange for a commitment to create 30 new full-time equivalent employees generating \$1,800,000 in new annual payroll and retaining \$5,400,000 in existing payroll at the project location in the City of Cleveland, Cuyahoga County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2015 and end on 12/31/2020. Cooper seconded. The vote was 5-0. All present voted yes.

GOJO Industries, Inc. and RS&B Industries, LLC appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Wooster, Wayne County. Goodman made a motion to approve a tax credit of 60% for 6 years for GOJO Industries, Inc. and RS&B Industries, LLC in exchange for a commitment to create 244 new full-time equivalent employees generating \$12,045,000 in new annual payroll at the project location in the City of Wooster, Wayne County. In addition, the company will claim the tax credit on income tax revenue generated at the project location in excess of the company's baseline income tax revenue at the project location. The tax credit would begin on 1/1/2016 and end on 12/31/2021. Cooper seconded; Crider abstained. The vote was 4-0. All present voted yes.

OTHER BUSINESS

Next Generation Films, Inc. (City of Lexington/ Richland County)

The staff recommends that the Authority approve the following changes to the tax credit agreement:

- (1) Extend the term of the 45%/6 year JCTC by 2 years, for a total of 8 years ending on 12/31/2020;
- (2) Increase the capital investment commitment from \$15,000,000 to \$31,000,000 (\$25,000,000 in

machinery/equipment and \$6,000,000 in building costs);

(3) Increase the new job commitment from 100 to 216 FTEs. The associated new payroll commitment will increase from \$3,000,000 to \$10,045,714.

The total number of jobs at the project location will be 473 FTEs with an associated payroll of \$19,445,714 by 12/31/2017. If these commitments are not met by 12/31/2017, the JCTC-Extension will be cancelled. The JCTC baseline set in 2013 at 257 retained jobs will remain.

Goodman made a motion to accept staff recommendation and Smith seconded. The vote was 5-0. All present voted yes.

International Paper Company (Miami Township/ Clermont County)

The staff recommends that the Authority terminate the tax credit agreement with clawback for failure to maintain operations during the post-term reporting period. On 1/26/2004, the grantee was approved for a 65%/10 year tax credit in exchange for a commitment to create 70 jobs at the project location. DSA has learned that the grantee vacated one of the project locations identified in the agreement effective 7/1/2014. Due to this failure, the Authority has statutory authorization to require clawback of 50% of the credits issued, which totaled \$1,023,537. The grantee provided DSA with feedback regarding this proposed clawback. Based on this information, the staff recommends a clawback of \$85,000.

Goodman made a motion to accept staff recommendation and Smith seconded. The vote was 4-0. All present voted yes.

Max-Wellness, LLC (City of Warrensville Heights/ Cuyahoga County)

The staff recommends that the Authority terminate the tax credit agreement with clawback for failure to maintain operations during the active term of the agreement. On 4/27/2009, the grantee was approved for a 55%/7 year tax credit in exchange for a commitment to create 150 jobs and retain 9 existing jobs at the project location. DSA learned that the grantee ceased operations in September 2014. Due to this failure, the Authority has statutory authorization to require clawback of 100% of the credits issued, which totaled \$16,516. Based on this information, the staff recommends a clawback of \$16,516.

Goodman made a motion to accept staff recommendation and Crider seconded. The vote was 4-0. All present voted yes.

Voith Hydro, Inc. (Village of Hannibal/ Monroe County)

The staff recommends that the Authority terminate the tax credit agreement with clawback for failure to maintain operations during the active term of the agreement. On 1/22/2010, the grantee was approved for a 60%/7 year tax credit in exchange for a commitment to create 40 FTEs at the project location. In April 2015, DSA was notified that the grantee would be closing operations at the project location in May 2015. Due to this failure, the Authority has statutory authorization to require clawback of 100% of the credits issued, which totaled \$5,993.57. Due to the grantee's notice that it will be ceasing operations and based on addition conversations with the grantee regarding the project, the staff recommends a clawback of \$3,000.

Goodman made a motion to accept staff recommendation and Cooper seconded. The vote was 4-0. All present voted yes.

Xunlight Corporation (City of Toledo/ Lucas County)

The staff recommends that the Authority terminate the tax credit agreement with clawback for failure to maintain operations during the post-term reporting period. On 3/31/2008, the grantee was approved for a 55%/7 year tax credit in exchange for a commitment to create 280 jobs and retain 32 existing jobs at the project location. DSA learned that the grantee ceased operations in July 2014. Due to this failure, the Authority has statutory authorization to require clawback of 50% of the credits issued, which totaled \$140,915. Based on this information, the staff recommends a clawback of \$70,457.

Goodman made a motion to accept staff recommendation and Smith seconded. The vote was 4-0. All present voted yes.

CE Power Solutions, LLC (City of Cincinnati/ Hamilton County)

The staff recommends that the Authority make the following changes:

- (1) Add the project location at 8490 Seward Rd., Fairfield, OH 45011;
- (2) Increase the retained job commitment from 36 to 77 FTEs;
- (3) Increase the retained payroll commitment from \$3,776,188 to \$7,287,237;
- (4) Change the original retained withholdings to \$168,456, which changes the year 1 BITR to \$43,394.27 and year 2 BITR to \$175,949.60.

Goodman made a motion to accept staff recommendation and Crider seconded. The vote was 4-0. All present voted yes.

Custom Molded Products LLC (City of Wilmington/ Clinton County)

The staff recommends that the Authority make the following changes:

- (1) Change the retained job commitment from 97 to 75 FTEs;
- (2) Change the retained payroll commitment from \$4,001,575 to \$2,190,969.
- (3) Change the original retained withholdings to \$91,235, which changes the year 1 BITR to \$93,242.17 and year 2 BITR to \$95,293.50.

The original figures contained temporary employees.

Goodman made a motion to accept staff recommendation and Cooper seconded. The vote was 4-0. All present voted yes.

PC Mall, Inc. (Orange Township/ Delaware County)

The staff recommends that the Authority make the following changes:

- (1) Reassign the tax credit from PC Mall, Inc. (and associated FEIN) to PCM OH, Inc. (and associated FEIN);
- (2) Add the grantees, PCM OH, Inc. (and associated FEIN) and PCM Sales, Inc. (and associated FEIN) to the tax credit agreement;
- (3) Remove Sarcom, Inc. (and associated FEIN), PC Mall Gov, Inc. (and associated FEIN), and PC Mall Services, Inc. (and associated FEIN) from the tax credit agreement.

Goodman made a motion to accept staff recommendation and Smith seconded. The vote was 4-0. All present voted yes.

Oxford Consulting Group, Inc. (Cities of Columbus & Westerville/ Franklin County)

The staff recommends that the Authority make the following changes:

- (1) Change the name of the grantee on the tax credit agreement from Oxford Consulting Group, Inc. to Lightwell Inc. (no change in FEIN);
- (2) Change the project location to 565 Metro Place South, Ste. 220, Dublin, OH 43017;
- (3) Remove the project locations from the tax credit agreement of 1500 W 3rd Ave, Columbus, OH 43212-2810 & 385 County Line Road West, Suite 210, Westerville, OH 43082.

The grantee formally changed its name during 2014. In addition, two project locations were combined into one, new project location.

Goodman made a motion to accept staff recommendation and Cooper seconded. The vote was 4-0. All present voted yes.

Chris Hamrick, DBA Basecraft (City of Columbus/ Franklin County)

The staff recommends that the Authority make the following changes:

- (1) Reassign the tax credit from Chris Hamrick, DBA Basecraft to Basecraft, Inc. (and associated FEIN);
- (2) Change the project location from 21 E State St., Ste. 1850, Columbus, OH 43215 to 10 N. High St., Ste. 300, Columbus, OH 43215.

Goodman made a motion to accept staff recommendation and Smith seconded. The vote was 4-0. All present voted yes.

The E.W.Scripps Company (City of Cincinnati/ Hamilton County)

The staff recommends that the Authority make the following changes:

- (1) Change the retained payroll commitment from \$18,265,650 to \$41,434,088;
- (2) Change the baseline income tax revenue to: Year 1: \$550,185.23 and Year 2: \$1,088,877.70

Goodman made a motion to accept staff recommendation and Crider seconded. The vote was 4-0. All present voted yes.

Ecommerce, Inc. (City of Columbus/ Franklin County)

The staff recommends that the Authority change the project location from 1717 Dividend Drive, Columbus, OH 43229 to 1774 Dividend Dr. Columbus, OH 43228.

Goodman made a motion to accept staff recommendation and Cooper seconded. The vote was 4-0. All present voted yes.

iQor Holdings US Inc. (City of Columbus/ Franklin County)

The staff recommends that the Authority change the project location from 3000 Corporate Exchange, Columbus, OH 43231 to 7525 W. Campus Rd., New Albany, OH. 43054.

Goodman made a motion to accept staff recommendation and Crider seconded. The vote was 4-0. All present voted yes.

Amylin Ohio LLC (City of Hamilton/ Butler County)

The staff recommends that the Authority cancel the tax credit. The company never executed the tax credit agreement and has not received any tax credit certificates.

Goodman made a motion to accept staff recommendation and Cooper seconded. The vote was 4-0. All present voted yes.

BioRx, LLC (City of Cincinnati/ Hamilton County)

The staff recommends that the Authority cancel the tax credit. The company never executed the tax credit agreement and has not received any tax credit certificates.

Goodman made a motion to accept staff recommendation and Cooper seconded. The vote was 4-0. All present voted yes.

GOJO Industries, Inc. (City of Brecksville/ Cuyahoga County)

The staff recommends that the Authority cancel the tax credit. The company never executed the tax credit agreement and has not received any tax credit certificates.

Goodman made a motion to accept staff recommendation and Cooper seconded. The vote was 4-0. All present voted yes.

Southern Air, Inc. (City of Cincinnati/ Hamilton County)

The staff recommends that the Authority cancel the tax credit. The company never executed the tax credit agreement and has not received any tax credit certificates.

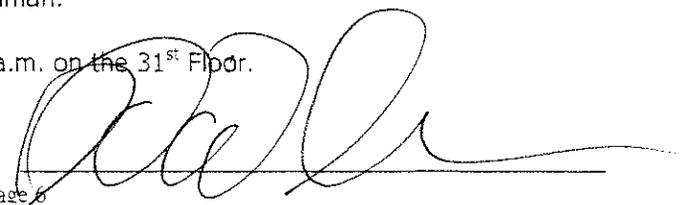
Goodman made a motion to accept staff recommendation and Cooper seconded. The vote was 4-0. All present voted yes.

MOTION TO AJGURN

The meeting was adjourned at 11:31 pm by David Goodman.

The next meeting is scheduled June 29, 2015 at 10:00 a.m. on the 31st Floor.

Chair of Ohio Tax Credit Authority's Signature



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