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**OHIO TAX CREDIT AUTHORITY MEETING
MEETING MINUTES
MEETING DATE: OCTOBER 28, 2019**

The regular meeting of the Ohio Job Creation Tax Credit Authority was called to order at 10:00 a.m. on October 28, 2019 in Columbus, Ohio by John Werkman

Roll Call:	John Werkman, Acting Chair	Present
	Darnita Bradley	Present
	Brian Cooper	Present
	Emmett Kelly	Present
	David Smith	Present

Staff Members Present: Rasheda Hansard, Daniel Strasser, Eric Lindner, and Lisa Colbert

Others Present: Frank LaRock, Matt Deptola, Matt McQuade, Tom Stipkovich, Andrea Blinkhorn, Sarah Custer, Amy Schrimpf, Ed Chatmon, and Shawn Starlin

Minutes Approval: Cooper made a motion to approve the minutes of the September 30, 2019 meeting. Bradley seconded. The vote was 4-0 yes. Voting Cooper, Bradley, Werkman, and Smith.

PROJECTS

eResearch Technology, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Cleveland, Cuyahoga County. Werkman made a motion to approve a tax credit of 2.170% for 8 years for eResearch Technology, Inc. in exchange for a commitment to create 100 new full-time equivalent employees generating \$7,000,000 in new annual payroll and retaining \$1,500,000 in existing payroll at the project location in the City of Cleveland, Cuyahoga County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2020 and end on 12/31/2027. Cooper seconded. The vote was 4-0. All present voted yes.

OnShift, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Cleveland, Cuyahoga County. Werkman made a motion to approve a tax credit of 1.289% for 7 years for OnShift, Inc. in exchange for a commitment to create 200 new full-time equivalent employees generating \$19,544,740 in new annual payroll and retaining \$18,782,974 in existing payroll at the project location in the City of Cleveland, Cuyahoga County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2021 and end on 12/31/2027. Bradley seconded. The vote was 5-0. All present voted yes.

Hagerty Insurance Agency, LLC appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Dublin, Franklin County. Werkman made a motion to approve a tax credit of 1.454% for 8 years for Hagerty Insurance Agency, LLC in exchange for a commitment to create 127 new full-time equivalent employees generating \$6,242,177 in new annual payroll at the project location in the City of Dublin, Franklin County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2020 and end on 12/31/2027. Smith seconded. The vote was 5-0. All present voted yes.

Essilor Laboratories of America, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Columbus, Franklin County. Werkman made a motion to approve a tax credit of 1.277% for 7 years for Essilor Laboratories of America, Inc. in exchange for a commitment to create 118 new full-time equivalent employees generating \$4,518,530 in new annual payroll and retaining \$12,465,089 in existing payroll at the project location in the City of Columbus, Franklin County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2020 and end on 12/31/2026. Cooper seconded; Kelly abstained. The vote was 4-0. All present voted yes.

Henny Penny Corporation appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Eaton, Preble County. Werkman made a motion to approve a tax credit of 1.294% for 7 years for Henny

Penny Corporation in exchange for a commitment to create 70 new full-time equivalent employees generating \$3,100,000 in new annual payroll and retaining \$41,714,668 in existing payroll at the project location in the City of Eaton, Preble County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2020 and end on 12/31/2026. Cooper seconded; Kelly abstained. The vote was 4-0. All present voted yes.

Cornerstone Research Group, Incorporated appeared before the Tax Credit Authority requesting a tax credit for a project in Miami Township and the City of Miamisburg, Montgomery County. Werkman made a motion to approve a tax credit of 2.101% for 9 years for Cornerstone Research Group, Incorporated in exchange for a commitment to create 250 new full-time equivalent employees generating \$15,000,000 in new annual payroll and retaining \$7,530,714 in existing payroll at the project location in Miami Township and the City of Miamisburg, Montgomery County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2020 and end on 12/31/2028. Kelly seconded. The vote was 5-0. All present voted yes.

Sugar Creek Packing Co. appeared before the Tax Credit Authority requesting a tax credit for a project in West Chester Township, Butler County. Werkman made a motion to approve a tax credit of 1.193% for 7 years for Sugar Creek Packing Co. in exchange for a commitment to create 120 new full-time equivalent employees generating \$4,243,200 in new annual payroll and retaining \$21,241,847 in existing payroll at the project location in West Chester Township, Butler County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2020 and end on 12/31/2026. Bradley seconded. The vote was 5-0. All present voted yes.

Amify, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Cincinnati, Hamilton County. Werkman made a motion to approve a tax credit of 1.916% for 6 years for Amify, Inc. in exchange for a commitment to create 90 new full-time equivalent employees generating \$8,100,000 in new annual payroll and retaining \$450,000 in existing payroll at the project location in the City of Cincinnati, Hamilton County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2020 and end on 12/31/2025. Smith seconded. The vote was 5-0. All present voted yes.

Brightedge Technologies, Inc. appeared before the Tax Credit Authority requesting a tax credit for a project in the City of Cleveland, Cuyahoga County. Werkman made a motion to approve a tax credit of 2.085% for 9 years for Brightedge Technologies, Inc. in exchange for a commitment to create 147 new full-time equivalent employees generating \$15,050,000 in new annual payroll and retaining \$7,000,000 in existing payroll at the project location in the City of Cleveland, Cuyahoga County. In addition, the company will claim the tax credit on Ohio employee payroll generated at the project location in excess of the company's baseline payroll at the project location. The tax credit would begin on 1/1/2020 and end on 12/31/2028. Kelly seconded. The vote was 5-0. All present voted yes.

OTHER BUSINESS

A-Brite LP (City of Cleveland/Cuyahoga County)

The staff recommends that the Authority reduce the rate and term of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the rate and term of the tax credit agreement. On 7/27/2015, the grantee was approved for a 0.937%/6 (2016-2021) year tax credit in exchange for a commitment to create 104 FTEs with \$2,700,000 in new payroll and to retain 165 FTEs with \$6,079,625 in existing payroll at the project location. The grantee's 2018 annual report showed 198 total FTEs, thus the report was 71 FTEs less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Based on this information, the staff recommends that the Authority reduce the rate of the tax credit agreement to 0.800% effective 1/1/2019 and reduce the term of the agreement to 5 years ending 12/31/2020. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2021 – 2023.

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

Barclays Services Ohio (City of Hamilton/Butler County)

The staff recommends that the Authority reduce the rate and term of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the rate and term of the tax credit agreement. On 7/27/2015, the grantee was approved for a 1.753%/7 (2016-2022) year tax credit in exchange for a commitment to create 1,500 FTEs with \$49,863,333 in new payroll at the project location. The grantee's 2018 annual report showed 444 total FTEs with \$19,444,391 in total payroll, thus the report was 1,056 FTEs and \$30,418,942 less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Based on this information, the staff recommends that the Authority reduce the rate of the tax credit agreement to 1.000% effective 1/1/2019 and reduce the term of the agreement to 6 years ending 12/31/2021. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2022 – 2024.

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

Bocchi Laboratories Ohio, LLC (City of New Albany/Franklin County)

The staff recommends that the Authority reduce the rate of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the rate of the tax credit agreement. On 7/27/2015, the grantee was approved for a 60%/6 (2016-2022) year tax credit in exchange for a commitment to create 300 FTEs with \$7,488,000 in new payroll at the project location. The grantee's 2018 annual report showed 120 total FTEs with \$6,516,873 in total payroll, thus the report was 180 FTEs and \$971,127 less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Based on this information, the staff recommends that the Authority reduce the rate of the tax credit agreement to 50% effective 1/1/2019. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2023 – 2025.

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

BrewDog Brewing Company LLC (City of Canal Winchester/Franklin County)

The staff recommends that the Authority reduce the rate and term of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the rate and term of the tax credit agreement. On 6/29/2015, the grantee was approved for a 1.669%/8 (2016-2023) year tax credit in exchange for a commitment to create 125 FTEs with \$5,250,000 in new payroll at the project location. The grantee's 2018 annual report showed 33 total FTEs with \$1,768,352 in total payroll, thus the report was 92 FTEs and \$3,481,648 less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Based on this information, the staff recommends that the Authority reduce the rate of the tax credit agreement to 1.350% effective 1/1/2019 and reduce the term of the agreement to 6 years ending 12/31/2021. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2022 – 2024.

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

CDK Global, LLC (City of Norwood/Hamilton County)

The staff recommends that the Authority reduce the rate of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the rate of the tax credit agreement. On 9/28/2015, the grantee was approved for a 2.319%/8 (2016-2023) year tax credit in exchange for a commitment to create 720 FTEs with \$32,000,000 in new payroll and to retain 80 FTEs with \$3,421,465 in existing payroll at the project location. The grantee's 2018 annual report showed 514 total FTEs and \$27,833,825 in total payroll, thus the report was 286 FTEs and \$7,587,640 less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Based on this information, the staff recommends that the Authority reduce the rate of the tax credit agreement to 1.800% effective 1/1/2019. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2024 – 2026.

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

FedEx Supply Chain, Inc. (City of Columbus/Franklin County)

The staff recommends that the Authority reduce the rate of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the rate of the tax credit agreement. On 4/25/2016, the grantee was approved for a 1.153%/6 (2016 -2021) year tax credit in exchange for a commitment to create 82 FTEs with \$2,996,739 in new payroll at the project location. The grantee's 2018 annual report showed 51 total FTEs with \$2,109,124 in total payroll, thus the report was 31 FTEs and \$887,615 less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Based on this information, the staff recommends that the Authority reduce the rate of the tax credit agreement to 1.000% effective 1/1/2020. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2022 – 2024.

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

iMFLUX, Inc. (West Chester Township/Butler County)

The staff recommends that the Authority reduce the rate of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the rate of the tax credit agreement. On 9/30/2013, the grantee was approved for a 60%/8 (2014-2021) year tax credit in exchange for a commitment to create 221 FTEs with \$17,500,000 in new payroll at the project location. The grantee's 2018 annual report showed 119 total FTEs, thus the report was 102 FTEs less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Based on this information, the staff recommends that the Authority reduce the rate of the tax credit agreement to 55% effective 1/1/2019. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2022 – 2024.

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

ODW LTS LLC (City of Hamilton/Butler County)

The staff recommends that the Authority reduce the rate of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the rate of the tax credit agreement. On 6/29/2015, the grantee was approved for a 1.271%/5 (2016-2020) year tax credit in exchange for a commitment to create 40 FTEs with \$2,000,000 in new payroll and to retain 40 FTEs with \$2,571,082 in existing payroll at the project location. The grantee's 2018 annual report showed 66 total FTEs, thus 14 FTEs less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Based on this information, the staff recommends that the Authority reduce the rate of the tax credit agreement to 1.100% effective 1/1/2020. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2021 – 2023.

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

Empower MediaMarketing, Inc. (City of Cincinnati/Hamilton County)

The staff recommends that the Authority reduce the term of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the term of the tax credit agreement. On 6/30/2014, the grantee was approved for a 1.383%/5 (2016-2020) year tax credit in exchange for a commitment to create 40 FTEs with \$2,800,000 in new payroll and to retain 157 FTEs with \$11,386,500 in existing payroll at the project location. The grantee's 2018 annual report showed 144 total FTEs, thus the report was 53 FTEs less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Additionally, the grantee is below the minimum created jobs threshold required to remain eligible for the JCTC program. Based on this information, the staff recommends that the Authority reduce the term of the tax credit agreement to 3 years, ending 12/31/2018. There will be no additional post-term reporting requirements.

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

iSqFt, Inc. (City of Cincinnati/Hamilton County)

The staff recommends that the Authority reduce the term of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the

term of the tax credit agreement. On 6/29/2015, the grantee was approved for a 1.986%/10 (2016-2025) year tax credit in exchange for a commitment to create 110 FTEs with \$2,921,000 in new payroll and to retain 300 FTEs with \$22,174,663 in existing payroll at the project location. The grantee's 2018 annual report showed 297 total FTEs with \$22,252,499 in total payroll, thus the report was 113 FTEs and \$2,843,164 less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Additionally, the grantee is below the minimum created jobs threshold required to remain eligible for the JCTC program. Based on this information, the staff recommends that the Authority reduce the term of the tax credit agreement to 3 years, ending 12/31/2018. There will be no additional post-term reporting requirements.

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

J.E. Grote Company, Inc. (City of Gahanna/Franklin County)

The staff recommends that the Authority reduce the term of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the term of the tax credit agreement. On 10/26/2015, the grantee was approved for a 0.872%/5 (2016-2020) year tax credit in exchange for a commitment to create 13 FTEs with \$700,000 in new payroll and to retain 100 FTEs with \$6,526,928 in existing payroll at the project location. The grantee's 2018 annual report showed 100 total FTEs, thus the report was 13 FTEs less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Additionally, the grantee is below the minimum created jobs threshold required to remain eligible for the JCTC program. Based on this information, the staff recommends that the Authority reduce the term of the tax credit agreement to 3 years, ending 12/31/2018. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2019 – 2022.

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

Tramec Sloan LLC (City of Galion/Crawford County)

The staff recommends that the Authority reduce the term of the tax credit for failure to create the required amount of jobs as set forth in the agreement. Due to this failure, the Authority has statutory authorization to reduce the term of the tax credit agreement. On 3/30/2015, the grantee was approved for a 0.969%/6 (2016-2021) year tax credit in exchange for a commitment to create 90 FTEs with \$2,106,000 in new payroll and to retain 147 FTEs with \$4,226,250 in existing payroll at the project location. The grantee's 2018 annual report showed 125 total FTEs with \$4,994,133 in total payroll, thus the report was 112 FTEs and \$1,338,116.64 less than the commitment thereby making the grantee non-compliant with the tax credit agreement. Additionally, the grantee is below the minimum created jobs threshold required to remain eligible for the JCTC program. Based on this information, the staff recommends that the Authority reduce the term of the tax credit agreement to 3 years, ending 12/31/2018. Post-term reporting requirements may be fulfilled by filing annual progress reports with Development for years 2019 – 2022.

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

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

The staff recommends that the Authority approve the following changes:

- (1) Extend the term of the 45%/8-year tax credit by 2 years ending 12/31/2022;
- (2) Increase the new job commitment from 216 to 449 FTEs, which includes both current overperformance and a commitment to create 100 new jobs.
- (3) Increase the new payroll commitment from \$10,045,714 to \$26,511,856 which includes both current overperformance and a commitment to create \$4,000,000 in additional new payroll;
- (4) Increase the fixed asset investment from \$15,000,000 to \$57,000,000, which includes a new commitment of \$10,000,000 in building costs and \$32,000,000 in machinery and equipment.

If Next Generation Films does not create the new jobs and associated payroll and complete the fixed asset investment by 12/31/2022, the JCTC-Extension will be cancelled. Next Generation Films must maintain operations at the project site until 12/31/2025.

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

CMG Strategy Co., LLC (City of Columbus/Franklin County)

The staff recommends that the Authority add the following project locations to the tax credit agreement: (1) Parcel #: 010-024120-00; (2) Parcel #: 010-066049-00; (3) Parcel #: 010-076770-00; and (4) Parcel #: 010-010967-00.

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

Quantum Health, Inc. (City of Columbus/Franklin County)

The staff recommends that the Authority add the project locations at 5260 Blazer Pkwy., Dublin, OH 43017 and 5240 Blazer Pkwy., Dublin OH 43017 to the tax credit agreement.

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

Satco Inc. (City of Loveland/Clermont County)

The staff recommends that the Authority add the project location at is 457 Wards Corner Rd., Loveland, Ohio 45140 to the tax credit agreement.

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

RoundTower Technologies, LLC (City of Cincinnati/Hamilton County)

The staff recommends that the Authority add the project location at 5905 E. Galbraith Rd., 3rd Fl., Cincinnati, Ohio 45236.

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

Everstream Solutions LLC (City of Cleveland/Cuyahoga County)

The staff recommends that the Authority add the project location at 1228 Euclid Ave. #250, Cleveland, OH 44115.

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

Vadata, Inc. (Three Sites in Central Ohio)

The staff recommends that the Authority change the name of the grantee on the agreements from Vadata, Inc. to Amazon Data Services, Inc. The FEIN remains unchanged.

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

International Business Machines Corporation (City of Cleveland/Cuyahoga County)

The staff recommends that the Authority change the project location from 1228 Euclid Ave., Cleveland, OH 44115 to 1111 Superior Ave., E. Cleveland, OH 44114.

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

Health Carousel LLC (City of Norwood/Hamilton County)

Per the company's request, the staff recommends that the Authority terminate the tax credit agreement. The company has repaid the state \$10,683.93 for issued and applied tax certificates. The company has agreed to waive any pending or unissued tax credit certificates.

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

MOTION TO AJOURN

The meeting was adjourned at 10:57 a.m. by John Werkman

The next meeting is scheduled December 9, 2019 at 10:00 a.m. on the 31st Floor.

Chair of Ohio Tax Credit Authority's Signature

A handwritten signature in blue ink is written over a solid horizontal line. The signature is stylized and appears to be 'John Werkman'.