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## MIAMI TOWNSHIP

6101 MEIJER DRIVE • MILFORD, OH 45150-2189

### RESOLUTION 2025-20

The Board of Trustees of Miami Township, Clermont County, Ohio met in regular session at the Miami Township Civic Center on March 18, 2025, with the following members present: Mark Schulte, Ken Tracy and Mary Makley Wolff.

A motion was made to adopt the following Resolution:

**A RESOLUTION PROVIDING FOR THE ISSUANCE AND SALE OF NOT TO EXCEED \$1,400,000 OF TAX INCREMENT REVENUE BONDS (RISE PROJECT) OF MIAMI TOWNSHIP, COUNTY OF CLERMONT, STATE OF OHIO, UNDER SECTION 5709.73 ET SEQ. OF THE OHIO REVISED CODE FOR THE PURPOSE OF PAYING THE COST OF CERTAIN PUBLIC IMPROVEMENTS; AUTHORIZING A PLEDGE OF AND LIEN ON CERTAIN SERVICE PAYMENTS TO SECURE SUCH BONDS; AND AUTHORIZING A SERVICE AGREEMENT SECURING SUCH BONDS AND DISPENSING WITH A SECOND READING.**

**WHEREAS**, Section 5709.73 et seq. of the Ohio Revised Code (the “Act”) authorizes the issuance of revenue bonds payable from service payments in lieu of taxes to pay the costs of infrastructure improvements; and

**WHEREAS**, pursuant to the Act, Miami Township, Clermont County, Ohio (the “Township”) has declared the improvements to be constructed on the real property described on Exhibit D, attached to the Service Agreement, as defined herein (the “Property”), to be a public purpose and has exempted the improvements to be constructed on the Property from taxation; and

**WHEREAS**, the Township hereby determines it to be necessary to make certain road and related utility improvements (the “Project”) which directly benefit the Property and to issue tax increment financing revenue bonds in an amount not to exceed \$1,400,000 to finance the costs of the Project; and

**WHEREAS**, the Township intends to enter into a Service Agreement by and among the Township, and Wolfpen Farms LLC, RISE Miami Twp Oh LLC, and US 50 Properties, LLC expected to be dated on or before the date of issuance of the bonds authorized herein.; and

**NOW THEREFORE BE IT RESOLVED** by the Board of Township Trustees of Miami Township (the “Board”), Clermont County, State of Ohio:

**SECTION 1: Definitions.** When used in this resolution:

“Act” means Section 5709.73 et seq. of the Ohio Revised Code.

“Additional Bonds” means the bonds issued for the purposes and under the terms and conditions set forth in Section 9 hereof.

“Bonds” means the Tax Increment Financing Revenue Bonds (RISE Project) Series 2025 authorized by this resolution and any Additional Bonds as provided herein.

“Bond Account” means the account established in Section 7 hereof.

“Bond Legislation” means, with respect to the Bonds, this resolution, and with respect to any series of Additional Bonds, the resolution authorizing the issuance of such Additional Bonds.

“Bond Service Charges” means the principal, interest and any premium required to be paid on any Bonds, whether due at maturity, redemption or otherwise.

“Certificate of Award” means the certificate awarding the Bonds to the Original Purchaser and setting forth the final terms of the Bonds.

“Company” means RISE Miami Twp Oh LLC, an Indiana limited liability company, and its successors and assigns.

“Developer” means Wolfpen Farms LLC, an Ohio limited liability company, and its successors and assigns.

“Eligible Investments” means the investments defined in Section 8 hereof.

“Federal Tax Certificate” means the Certificate Regarding Issuance, Use of Proceeds, and Arbitrage Compliance delivered to the Township at the time of issuance of the Bonds, as the same may be amended or supplemented in accordance with its terms.

“Fiscal Officer” means the Fiscal Officer of the Township.

“Government Obligations” means direct obligations of, or obligations the principal of and the interest on which are unconditionally guaranteed by, the United States of America.

“Interest Payment Date” means each June 1 and December 1, commencing December 1, 2025.

“Original Purchaser” means, as to the Bonds, LCNB National Bank, (“LCNB”), Wolfpen Farms, LLC, or such other related party as is agreed to by the Township as set forth in and evidenced by the Township Trustees’ execution of the Bond, and as to the Additional Bonds, the

person or persons identified in the legislation providing for the issuance and sale of such Bonds.

“Owner” or “Owners” means anyone who may at any time prior to the termination of the Service Agreement, own any part of the property described in Exhibit D of the Service Agreement and their successors and assigns.

“Project” means the construction of road improvements and related utility improvements which will benefit the Property as described on Exhibit C of the Service Agreement.

“Project Account” means the account by that name established in Section 6 hereof.

“Property” means the parcel of real estate described on Exhibit D attached to the Service Agreement.

“Revenues” means (a) the Service Payments, (b) the money and investments held in the Bond Account, and (c) all income and profit from the investment of the foregoing moneys.

“Service Agreement” means the Service Agreement, expected to be dated on or before the date of issuance of the bonds authorized herein, among the Township, the Developer, and the Company.

“Service Payments” means the service payments payable by the Owner(s), the Company and the Developer pursuant to the provisions of the Service Agreement.

“Township” means Miami Township, County of Clermont, Ohio.

“Township Administrator” means the Administrator of the Township.

**SECTION 2:** That it is necessary to issue and sell not to exceed \$1,400,000 of tax increment financing revenue bonds of the Township for the purpose of financing the cost of the Project, together with the payment of costs related to the issuance of the Bonds, secured by a pledge of the Service Payments; provided, however, that nothing in this resolution shall be construed as pledging the general credit or the full faith and credit of the Township to the payment of said Bonds or any part thereof, or the interest thereon.

**SECTION 3.** That bonds (hereinafter sometimes called the “Bonds”) of the Township be issued in the principal sum of not to exceed \$1,400,000, for the purposes aforesaid. The Bonds shall be dated their date of issuance. The Bond shall be issued as a fully registered Bond in the denomination of their issue amount. The Bond shall bear interest at a rate of five and thirty-five hundredths percent (5.35%) per annum and be payable semi-annually on each June 1 and December 1, commencing December 1, 2025, and shall mature on December 1, 2047, subject to mandatory sinking fund redemption on the 1st day of December, of such years and in such principal amounts, as are negotiated by the Township Administrator and the Fiscal Officer with the Original Purchaser. Such principal amounts, including mandatory sinking fund provisions, as

are agreed upon, shall be set forth in the Bond and the Township's approval shall be evidenced by the signature of the Township Trustees on the Bond, without further action by this Board.

The Bonds shall be subject to optional redemption prior to maturity in whole or in part on any date upon thirty days written notice, at a price of the par value of the Bonds to be redeemed plus accrued interest to the date of redemption.

The Bonds shall initially be numbered from R-1; provided, however, that in the event of the exchange or transfer of any Bond, any new Bonds issued by the Township as a result of such exchange or transfer shall be numbered in a manner which will assure that such new Bonds retain the same terms with respect to redemption as were possessed by the exchanged or transferred Bonds.

The Bonds are transferable only in whole in authorized denominations of \$100,000 or integral multiples of \$1.00 in excess thereof and only to Wolfpen Farms, LLC or persons who have a majority ownership interest in Wolfpen Farms, LLC or with the Township's written permission, to a qualified sophisticated investor, as defined in the Securities and Exchange Commission Rule 15(c) 2-12.

The principal of, and interest on, the Bonds shall be payable to the registered holders thereof by check or draft of the Township Fiscal Officer as paying agent, and such payment shall be made without deduction for the services of such paying agent. At the written request of the registered owner of the Bonds received by the Township at least one business day prior to the corresponding record date, interest accrued on the Bonds will be payable by wire transfer within the continental United States in immediately available funds to the bank account number of such owner specified in such request and entered by the Township on the registration records; provided that interest payable at maturity or upon final maturity shall be paid only upon presentation and surrender of such owner's Bonds.

The Bonds shall be designated "Tax Increment Financing Revenue Bonds (RISE Project) Series 2025".

**SECTION 4:** The Bonds are special obligations of the Township. Upon the face of each of the Bonds shall be recited a reference to the Act and the resolution under which issued. Each of the Bonds shall express upon its face the purpose for which the same is issued; that the Bond is payable solely from the Revenues, which are hereby pledged for the repayment of the Bonds. The Bonds are not secured by the full faith and credit of the Township. The Bonds shall bear the manual signature of the Township Trustees. The Bonds shall be prepared, issued, and delivered to the Original Purchaser, as defined in Section 1 hereof, under the direction of the Township Administrator and the Fiscal Officer as hereinafter provided.

Wolfpen Farms, LLC and RISE Miami Twp Oh LLC have committed in the Service Agreement to make Minimum Service Payments to the Township for the benefit of the bondholder, which provides that Wolfpen Farms, LLC and RISE Miami Twp Oh LLC will make any necessary payments to ensure debt service payments on the bonds are made should the statutory service payments be insufficient or delinquent.

The Service Payments including the statutory service payments and the minimum service payments are the Revenues pledged to the repayment of the bonds.

**SECTION 5:** The Bonds are hereby awarded at the purchase price of 100% of the principal amount of the Bonds and shall be delivered to the Original Purchaser, upon payment for the Bonds. The Township Administrator is hereby authorized and directed in the name of and on behalf of the Township to make, execute and deliver to the Original Purchaser the Certificate of Award setting forth the final terms of the Bonds which terms are hereby approved (the "Certificate of Award").

**SECTION 6:** The proceeds of the sale of the Bonds, plus other lawfully available funds of the Township and except for accrued interest, shall first be deposited into the Bond Account in the amount of \$150,000 to be used to pay capitalized interest on the Bonds for up to three years, and then the remainder of the bond proceeds shall be deposited into the Project Account, which is hereby established, and shall be used to pay the cost of acquiring and constructing the Project, including paying the cost of issuance of the Bonds.

Any accrued interest on the Bonds shall be applied only to the payment of the interest and principal of the Bonds and for no other purpose.

**SECTION 7:** From and after the date of issuance and delivery of the Bonds the Service Payments shall be set aside and deposited by the Township in a special and separate fund designated as the "RISE Tax Increment Equivalent Fund" (the "Tax Increment Equivalent Fund"). The Tax Increment Equivalent Fund shall be administered as follows with the following payments being made in the following order:

FIRST: There shall be paid on the day of closing the amount of \$150,000 from bond proceeds into the Bond Account, which is hereby established, to be used to pay interest on the Bonds through December 1, 2027;

SECOND: There shall be paid semiannually, from the Revenues, to the Clermont Northeastern Local School District amounts the Township is contractually obligated to pay to the Clermont Northeastern Local School District pursuant to the Tax Incentive Agreement entered into among the Township, and the Clermont Northeastern Local School District, pursuant to Section 5709.73 of the Ohio Revised Code and amounts to be paid to Great Oaks Career Campuses pursuant to the Act and Resolution No. \_\_\_\_ of the Board;

THIRD: There shall be paid, from Revenues, semi-annually into the Bond Account on the fifth business day immediately preceding each Interest Payment Date, commencing the fifth business day immediately preceding the June 1, 2027 Interest Payment Date, an amount equal to the interest due on all outstanding Bonds on the next ensuing Interest Payment Date, less amounts in the Bond Account plus, commencing the fifth business day immediately preceding December 1, of the year in which the first principal payment or sinking fund payment is due and on the fifth business immediately day preceding each December 1 thereafter, an amount equal to the principal or sinking fund amount due on the next ensuing December 1. Moneys in the Bond Account shall be used to pay principal, premium, if any, and interest on the Bonds, on either regularly scheduled maturity dates or on dates scheduled for either mandatory or optional redemption;

FOURTH: Money in the Tax Increment Equivalent Fund may be used to reimburse the Township for (i) all amounts it has advanced (if any) to make payments of principal and/or interest on Bonds (as defined in Section 5 hereof); (ii) all amounts it has expended for unforeseen project costs associated with the Public Improvements; and (iii) amounts to reimburse Minimum Service Payments and contributions from the Developer to pay Project Costs;

FIFTH: As provided in the Service Agreement, money in the Tax Increment Equivalent Fund may be used to optionally redeem Bonds pursuant to the provisions of Section 3 hereof.

The Bond Account shall be maintained in the custody of the Township. The Bond Account may be used for the payment of the principal of and interest on the Bonds and, to the extent provided in this resolution, for the redemption and the purchase or retirement of Bonds.

Any Bonds purchased for cancellation shall be purchased at a price not exceeding their then prevailing call price, if any, nor exceeding their fair market value.

**SECTION 8:** Moneys in the Tax Increment Equivalent Fund, and the Bond Account may be invested in accordance with the Township's Investment Policy, maturing or redeemable by the holder not later than the times and to the extent such moneys are required for the purpose of paying interest payments or principal or sinking fund payments on the Bonds.

Unless otherwise provided above, interest on any moneys or investments in each of the funds and accounts established under the Resolution shall be credited to that fund or account.

All amounts representing accrued interest shall be held by the Township, pledged solely to the payment of interest on the Bonds and invested in accordance with the Township's Investment Policy maturing at such times and in such amounts as are necessary to match the interest payments to which they are pledged.

**SECTION 9:** The Township shall have the right from time to time to issue Additional Bonds (hereinabove and hereinafter called the "Additional Bonds") for the purpose only of (a) making additional public improvements which directly benefit the Property; and (b) refunding for any

lawful purpose any outstanding Bonds, which such Additional Bonds shall be payable from the Bond Account and other special funds set forth in Section 7 hereof and shall be secured by a lien upon the Revenues on a parity with the Bonds, but only to the extent that the total of (i) Bond Service Charges on the Bonds, plus (ii) Bond Service Charges on such Additional Bonds, for the year in which such total is the highest, does not exceed the Minimum Service Payments provided for in the Service Agreement and any additional or supplemental service agreement entered into by the Township or Service Payments as provided for by Section 5709.74 of the Ohio Revised Code pursuant to an exemption of real estate taxes being levied with respect to the Property. The Township shall issue such Additional Bonds; provided that, prior to such Additional Bonds being issued; the Township shall have furnished to the Bondholder the following:

(a) A certificate of the Law Director and the Fiscal Officer certifying that, to the best of their knowledge, the Township is not, on the date of issuance of such Additional Bonds, in default in the performance of any of its covenants provided in this resolution, or in the Bonds;

(b) A certificate of the Fiscal Officer setting forth (i) the year in which the Bond Service Charges for all outstanding Bonds plus the Additional Bonds is the highest; (ii) the total amount of such Bond Service Charges; and (iii) the amount of Bond Service Charges, separately stated, for outstanding Bonds and Additional Bonds, in such year. Such certificate shall be accompanied by amortization schedules for all outstanding Bond issues and for such Additional Bonds;

(c) A certified copy of the resolution of the Township authorizing the issuance of the Additional Bonds; and

(d) In the case of Additional Bonds to be issued for the purpose of refunding any outstanding Bonds, evidence (1) that provision has been made to assure that moneys sufficient to retire the Bonds to be refunded will be available in the possession of the Township at the time provided for retirement thereof under the plan for refunding and are committed to such purpose, and (2) that moneys sufficient to pay interest accrued and to accrue and principal, if any, payable on such Additional Bonds prior to such retirement of the Bonds thereby to be refunded have been deposited in the Bond Account without impairment of any provision or covenant of this resolution and from sources other than the Bond Account for the Bonds thereby to be refunded, except to the extent of any moneys in the special funds set forth in Section 7 hereof in excess of the balances required to be maintained therein under the provisions of this resolution, the transfer of which excess moneys for such purpose is hereby authorized, or will be deposited directly in the Bond Account from appropriate portions of the proceeds from the sale of such Additional Bonds pursuant to the resolution described in Section 9(c) hereof.

In making the calculation for purposes of the certificate of the Fiscal Officer provided for in paragraph (b) above, in the case of issuance of Additional Bonds for refunding any outstanding Bonds, annual debt service requirements on account of interest and/or principal maturities of such

Additional Bonds shall be used in lieu of and to the exclusion of such annual debt service requirements on account of interest and principal maturities of the Bonds being refunded thereby.

**SECTION 10:** Board of Township Trustees hereby authorizes the execution and delivery of a Service Agreement in the form on file with the Fiscal Officer by the Township Administrator with such changes as are approved by the Township Administrator and legal counsel to the Township.

**SECTION 11:** Should it be judicially determined by a court having jurisdiction to pass upon the validity of this resolution, or bonds herein authorized, that any provision of the resolution is beyond the powers of this board or the Township, or is otherwise invalid, then such decision shall in no way affect the validity of the Bonds, or any proceeds related thereto, except as to the particular matters found by such decision to be invalid.

**SECTION 12:** The funds derived from the sale of the Bonds authorized by this resolution become and they are hereby set aside and appropriated for the payments as described in this resolution.

**SECTION 13:** That sums which are expended from the above appropriations and which are proper charges against and are repaid by any other department, any firm, person or corporation, shall be considered reappropriated for such original purpose; provided that the total appropriation as increased by any such repayment shall not be exceeded.

**SECTION 14:** That the Fiscal Officer of Miami Township be and he is hereby authorized to draw his warrants of the Township Treasury and Depository for payments from any of the foregoing appropriations upon receiving proper approval in accordance with the resolutions of Miami Township.

**SECTION 15:** This Board, for the Township, hereby covenants that it will restrict the use of the proceeds of the Bonds hereby authorized in such manner and to such extent, if any, and take such other action as may be necessary, after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation or "arbitrage bonds" under Section 103 (b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations prescribed thereunder. The Fiscal Officer or any other officer having responsibility with respect to the issuance of the Bonds is authorized and directed to give an appropriate certificate on behalf of the Township, on the date of delivery of the Bonds, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder.

These Bonds are hereby designated as "qualified tax-exempt obligations" to the extent permitted by Section 265(b) of the Code.



**SECTION 16:** The Township Administrator, the Trustees, and the Fiscal Officer, or any of them, are hereby authorized and directed to execute and deliver, on behalf of the Township, such additional instruments, documents, agreements, certificates, and other papers as may be in their discretion necessary or appropriate in order to carry out the intent of this Resolution in such forms as the official executing the same may approve.

**SECTION 17:** This Board hereby finds and determines that all formal actions relative to the passage of this resolution were taken in an open meeting of this Board, and that all deliberations of this Board and of its committees, if any, which resulted in formal action, were taken in meetings open to the public, in full compliance with applicable legal requirements, including Section 121.22 of the Revised Code.

**SECTION 18:** The Board does hereby dispense with the requirement that this Resolution be read on two separate days, pursuant to Section 504.10 of the Ohio Revised Code, and authorizes the adoption of this Resolution upon its first reading.

**SECTION 19:** That this resolution shall take effect and be in force from and after the earliest period allowed by law.

First Reading:           March 18, 2025  
Second Reading:       Dispensed with  
Effective:               March 18, 2025

Trustee WOLFF made the Motion and it was seconded by TRACY. On the roll call being called the vote resulted as follows:

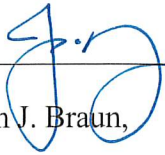
Mr. Schulte	<u>X</u>
Mr. Tracy	<u>X</u>
Ms. Wolff	<u>X</u>

Resolution 2025-20 was adopted March 18, 2025.

**ATTEST:**

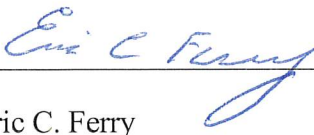
  
\_\_\_\_\_  
Eric C. Ferry, Fiscal Officer

**APPROVED AS TO FORM:**

  
\_\_\_\_\_  
Joseph J. Braun,  
Township Law Director

**CERTIFICATION OF FUNDS**

I hereby certify that at the time of making of this certification the amount required to meet the obligations set forth in this Resolution has been lawfully appropriated for such purpose and is in the treasury or in the process of collection to the credit of an appropriate fund free from any previous encumbrance.

  
\_\_\_\_\_  
Eric C. Ferry  
Fiscal Officer, Miami Township