

May 30, 2024

**SERVICE COMMITTEE**

June 3, 2024

*Committee and Council Meetings can be viewed by accessing YouTube  
Following Finance Committee*

Council Chambers

**AGENDA**

1. Consider **Ordinance No. 24-21** AN ORDINANCE APPROVING THE AMENDMENT OF THE PETITION TO CREATE THE NEWARK DOWNTOWN NEW COMMUNITY AUTHORITY; DETERMINING THAT THE ESTABLISHMENT OF THE NEWARK DOWNTOWN NEW COMMUNITY AUTHORITY WILL BE CONDUCIVE TO THE PUBLIC SAFETY, CONVENIENCE, AND WELFARE AND IS INTENDED TO RESULT IN THE DEVELOPMENT OF A NEW COMMUNITY; DECLARING THE NEW COMMUNITY AUTHORITY TO BE ORGANIZED AND A BODY POLITIC AND CORPORATE; DEFINING THE BOUNDARY OF THE NEW COMMUNITY DISTRICT; PROVIDING THE METHOD OF SELECTING THE NEW COMMUNITY AUTHORITY'S BOARD OF TRUSTEES; FIXING THE SURETY FOR THOSE TRUSTEES' BONDS; APPOINTING THE INITIAL CITIZEN MEMBERS AND LOCAL GOVERNMENT REPRESENTATIVES TO THE BOARD OF TRUSTEES; AUTHORIZING RELATED MATTERS; AND DECLARING AN EMERGENCY.
2. Other items at the discretion of the Chair

ORDINANCE NO. 24-21

AN ORDINANCE APPROVING THE AMENDMENT OF THE PETITION TO CREATE THE NEWARK DOWNTOWN NEW COMMUNITY AUTHORITY; DETERMINING THAT THE ESTABLISHMENT OF THE NEWARK DOWNTOWN NEW COMMUNITY AUTHORITY WILL BE CONDUCTIVE TO THE PUBLIC SAFETY, CONVENIENCE, AND WELFARE AND IS INTENDED TO RESULT IN THE DEVELOPMENT OF A NEW COMMUNITY; DECLARING THE NEW COMMUNITY AUTHORITY TO BE ORGANIZED AND A BODY POLITIC AND CORPORATE; DEFINING THE BOUNDARY OF THE NEW COMMUNITY DISTRICT; PROVIDING THE METHOD OF SELECTING THE NEW COMMUNITY AUTHORITY'S BOARD OF TRUSTEES; FIXING THE SURETY FOR THOSE TRUSTEES' BONDS; APPOINTING THE INITIAL CITIZEN MEMBERS AND LOCAL GOVERNMENT REPRESENTATIVES TO THE BOARD OF TRUSTEES; AUTHORIZING RELATED MATTERS; AND DECLARING AN EMERGENCY.

WHEREAS, the City of Newark (the "City"), in its capacity as the "Developer" within the meaning of Ohio Revised Code (R.C.) Section 349.01(E), plans to establish a new community development program for the purposes of encouraging and supporting well-balanced and diversified land use patterns within the territory of the City, including facilities for the conduct of industrial, commercial, residential, cultural, educational, and recreational activities, all as described in R.C. Chapter 349; and

WHEREAS, on May 6, 2024, the City Council of the City of Newark, Ohio (the "City Council"), adopted Resolution 2024-52, which authorized the Director of Public Service, on behalf of the City, to execute options contracts for the purchase of real property with Newark Development Partners and NDP-West Church, LLC and to execute and submit a petition to establish a new community authority to City Council;

WHEREAS, on May 16, 2024, the City, as Developer, submitted to the City Council pursuant to R.C. Section 349.03, a Petition for Establishment of the Newark Downtown New Community Authority under Chapter 349 of the Ohio Revised Code (the "Petition"), a copy of which Petition is on file with the Clerk of Council; and

WHEREAS, the proposed Newark Downtown New Community Authority is located entirely within the municipal corporate boundaries of the City, a municipal corporation, and this City Council, as the legislative authority of the City, is therefore the organizational board of commissioners for the Newark Downtown New Community Authority; and

WHEREAS, on May 20, 2024, pursuant to R.C. Section 349.03, this City Council adopted its Resolution No. 2024-51, which resolution determined that the Petition is sufficient and complies with the requirements of R.C. Section 349.03 in form and substance; and

WHEREAS, since the adoption of Resolution No. 2024-51, this City Council has decided to enter into a Real Estate Purchase Option Contract with Newark Development Partners (the "NDP Option Contract", a copy of which is attached as Exhibit B) to provide the City with an option to purchase certain parcels of real property within the City owned by Newark Development Partners in order

to include those parcels within the Newark Downtown New Community Authority upon its formation; and

WHEREAS, since the adoption of Resolution No. 2024-51, this City Council has decided to enter into a Real Estate Purchase Option Contract with NDP-West Church, LLC (the “NDP-West Church Option Contract”, a copy of which is attached as Exhibit C) to provide the City with an option to purchase a certain parcel of real property within the City owned by NDP-West Church LLC in order to include the parcel within the Newark Downtown New Community Authority upon its formation; and

WHEREAS, on May 30, 2024, the City and Newark Development Partners executed the NDP Option Contract; and

WHEREAS, on May 30, 2024, the City and NDP-West Church, LLC executed the NDP-West Church Option Contract; and

WHEREAS, prior to occurrence of the public hearing, all real property to be included in the Newark Downtown New Community Authority was owned by or was under the control of the Developer in accordance with R.C. Section 349.01(E); and

WHEREAS, on June 17, 2024, prior to the public hearing on the Petition and during a subsequent proceeding pursuant to R.C. Section 349.03(A), this City Council has permitted the City, at the request of the City as the Developer, to submit an amendment to its Petition that corrects the description of the lands to be included in the initial formation of the Newark Downtown New Community Authority (the “Amended Petition” a copy of which is attached as Exhibit A);

WHEREAS, pursuant to R.C. Section 349.03, this City Council held a public hearing on the Amended Petition on June 17, 2024, notice of which was published as required in R.C. Section 349.03, and the date of which public hearing was not less than thirty (30) days nor more than forty-five (45) days after the filing date of the Petition; and

WHEREAS, this City Council has determined that the Amended Petition will be conducive to the public health, safety, convenience, and welfare, and is intended to result in the development of a new community.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF NEWARK, COUNTY OF LICKING, AND STATE OF OHIO, THAT:

Section 1. Amendment of Petition. In accordance with R.C. Section 349.03(A), this City Council permitted the City, as the Developer, to submit the Amended Petition, in order to correct the description of the lands to be included in the Newark Downtown New Community Authority upon its formation.

Section 2. Sufficiency of Amended Petition. On May 20, 2024, this City Council determined via Resolution No. 24-51 that the Petition, as submitted, was sufficient and complied with the requirements of R.C. Section 349.03(A) in form and substance. Subsequently, the City, as

Developer, submitted the Amended Petition. This City Council now determines that the Newark Downtown New Community Authority, as described in the Amended Petition, remains located entirely within the municipal corporate boundaries of the City, a municipal corporation, and this City Council, as the legislative authority of the City, remains the organizational board of commissioners for the purposes of the Amended Petition. This City Council determines that the Amended Petition, as submitted, is also sufficient and complies with the requirements of R.C. Section 349.03(A) in form and substance. This Council determines that the Amended Petition properly amends the original Petition in accordance with R.C. Section 349.03.

Section 3. Hearing on Amended Petition. On June 17, 2024, this City Council held a public hearing on the Amended Petition for the establishment of the Newark Downtown New Community Authority in accordance with R.C. Section 349.03(A).

Section 4. Approval of Amended Petition. The Amended Petition is hereby accepted and shall be recorded, along with this Ordinance, in the journal of this City Council as the organizational board of commissioners for the purpose of R.C. Chapter 349. The City Council hereby determines that the Newark Downtown New Community Authority will be conducive to the public health, safety, convenience, and welfare, and is intended to result in the development of a “new community” as defined in R.C. Section 349.01(A). Pursuant to the Petition, the Newark Downtown New Community Authority is hereby organized as a body politic and corporate with the corporate name designated in the Amended Petition (such name being the “Newark Downtown New Community Authority”), and the boundaries of the Newark Downtown New Community Authority are consistent with the boundaries described in the Amended Petition.

Section 5. Board of Trustees of Newark Downtown New Community Authority. The Board of Trustees of the Newark Downtown New Community Authority (the “Board”) shall be comprised of seven (7) members selected and shall initially be appointed as provided in the Amended Petition. Pursuant to R.C. Section 349.04, there shall be posted for each member of the Board of Trustees a bond in the amount of \$10,000.00 for the faithful performance of his or her duties. The bond shall be with a company authorized to conduct business within the State of Ohio as a surety and shall be deposited with and preserved by the Clerk of Council.

- (a) As provided in the Amended Petition, the City Council, as the organizational board of commissioners, shall appoint the initial three citizen members and the one local government representative to the Board.
- (b) As provided in the Amended Petition, the Mayor, as the representative of the City, shall appoint the initial three developer members to the Board.
- (c) Pursuant to R.C. Section 349.04, this City Council appoints those individuals listed below, and memorialized in Exhibit D, to hold the offices of the initial citizen members and the initial local government representative of Board of the Newark Downtown New Community Authority.
  - a. Citizen Member #1 shall be Dan DeLawder, who will serve an initial two-year term.

- b. Citizen Member #2 shall be Brandon Hess, who will serve an initial one-year term.
  - c. Citizen Member #3 shall be Kori Caughenbaugh, who will serve an initial one-year term.
  - d. Local Government Representative #1 shall be Fred Ernest, who will serve an initial two-year term.
- (d) Pursuant to R.C. Section 349.04 and the letter appointing the City’s initial developer representatives, dated June 13, 2024, the Mayor appoints those individuals listed below, and memorialized in Exhibit D, to hold the offices of the initial developer representatives of the Board of the Newark Downtown New Community Authority.
- a. Developer Representative #1 shall be David Rhodes, who will serve an initial two-year term.
  - b. Developer Representative #2 shall be Tim Hickman, who will serve an initial one-year term.
  - c. Developer Representative #3 shall be Mark Mauter, who will serve an initial one-year term.
- (e) Alternative Method of Selection. Pursuant to R.C. Section 349.04, this City Council may adopt an alternative method of selection to choose successor members of the Board. This City Council determines that successor members of the Board will be selected in the same manner as the initial members of the Board, as described in the Petition, until such a time as this City Council designates another alternative method of selection in accordance with R.C. Section 349.04.

Section 6. Dissolution of the Newark Downtown New Community Authority. The Newark Downtown New Community Authority may only be dissolved in accordance with the procedures set forth in R.C. Section 349.14, and any successor provision of law.

Section 7. Authorizations. This City Council determines that the Mayor, the Director of Public Service, or Mayor’s or the Director of Public Service’s designees shall have the authority to take such action as is not adverse to this Council in order to carry out the terms of this Ordinance pursuant to the Petition and R.C. Chapter 349.

Section 8. Open Meetings. This City Council finds and determines that all formal actions of this City Council and any of its committees concerning and relating to the passage of this Ordinance were taken in an open meeting of this City Council, and that all deliberations of this City Council and any of its committees that resulted in those formal actions were in meetings open to the public, all in compliance with the law including R.C. Section 121.22.

Section 9. Emergency Measure. This Ordinance shall become effective immediately for the reasons as set forth herein and to protect the public peace, health, safety, or welfare pursuant to Article 4.07 of the Charter of the City of Newark, Ohio.

[Signature Page Follows]

Passed this 17<sup>th</sup> day of June, 2024.

\_\_\_\_\_  
PRESIDENT OF COUNCIL

ATTEST: \_\_\_\_\_  
Clerk of Council

DATE FILED WITH MAYOR: \_\_\_\_\_

DATE APPROVED BY MAYOR: \_\_\_\_\_

MAYOR: \_\_\_\_\_

FORM APPROVED: \_\_\_\_\_  
Director of Law

CERTIFICATE

The undersigned, Clerk of Council of the City of Newark, Ohio, hereby certifies that the foregoing is a true and correct copy of Ordinance No. 2024-\_\_, passed by the City Council of the City of Newark, Ohio on the 17th day of June, 2024.

\_\_\_\_\_  
Clerk of Council

**Exhibit A**

Amended Petition

[See Attached]

**Exhibit B**

NDP Option Contract

[See Attached]



**Exhibit C**

NDP-West Church Option Contract

[See Attached]

**Exhibit D**

Initial NCA Board

[See Next Page]

**NEWARK DOWNTOWN NEW COMMUNITY AUTHORITY  
MEMBERS OF THE BOARD OF TRUSTEES**

<p style="text-align: center;"><b>Kori Caughenbaugh</b></p> <p style="text-align: center;">Appointed Citizen Member Appointed June 17, 2024 to a one-year term expiring June 16, 2025</p>	<p style="text-align: center;"><b>Mark Mauter</b></p> <p style="text-align: center;">Appointed Developer Member Appointed June 17, 2024 to a one-year term expiring June 16, 2025</p>
<p style="text-align: center;"><b>Brandon Hess</b></p> <p style="text-align: center;">Appointed Citizen Member Appointed June 17, 2024 to a one-year term expiring June 16, 2025</p>	<p style="text-align: center;"><b>Tim Hickman</b></p> <p style="text-align: center;">Appointed Developer Member Appointed June 17, 2024 to a one-year term expiring June 16, 2025</p>
<p style="text-align: center;"><b>Dan DeLawder</b></p> <p style="text-align: center;">Appointed Citizen Member Appointed June 17, 2024 to a two-year term expiring June 16, 2026</p>	<p style="text-align: center;"><b>David Rhodes</b></p> <p style="text-align: center;">Appointed Developer Member Appointed June 17, 2024 to a two-year term expiring June 16, 2026</p>
<p style="text-align: center;"><b>Fred Ernest</b></p> <p style="text-align: center;">Appointed Local Government Representative Appointed June 17, 2024 to a two-year term expiring June 16, 2026</p>	

BEFORE THE CITY COUNCIL OF THE CITY OF NEWARK, OHIO

PETITION FOR ESTABLISHMENT OF THE  
NEWARK DOWNTOWN NEW COMMUNITY  
AUTHORITY AS A NEW COMMUNITY  
AUTHORITY UNDER OHIO REVISED CODE  
CHAPTER 349

Submitted by:

CITY OF NEWARK, OHIO

As the developer pursuant to  
Ohio Revised Code Section 349.01(E)

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**BEFORE THE CITY COUNCIL OF THE CITY OF NEWARK, OHIO**

**PETITION FOR ESTABLISHMENT OF**  
**THE NEWARK DOWNTOWN NEW COMMUNITY**  
**AUTHORITY**  
**AS A NEW COMMUNITY AUTHORITY UNDER**  
**OHIO REVISED CODE CHAPTER 349**

Pursuant to Ohio Revised Code Chapter 349 (the “Act”), the City of Newark, Ohio (the “City”), in its capacity as a “developer” as defined in Ohio Revised Code Section (“R.C.”) 349.01(E), hereby makes and files this petition (the “Petition”) with the City Council (the “City Council”) of the City of Newark, Ohio (the “City”), as the organizational board of commissioners under R.C. 349.01(F), in order to initiate proceedings for the establishment of a new community authority (the “Authority”) and the new community district described in Section 3 below (the “District”).

The City further states as follows:

Section 1. Name of the Proposed Authority

The Authority shall be named the “Newark Downtown New Community Authority.”

Section 2. Principal Office of the Proposed Authority

The principal office of the Authority shall be located at 40 West Main Street, Newark, Ohio 43055, Attention: Mayor until such time as the board of trustees of the Authority determines another location for the principal office of the Authority.

Section 3. Map; Full and Accurate Description of the Proposed District

A full and accurate description of the initial boundaries of the District is attached hereto in the form of a map as Exhibit A (the “Initial Property”), and the description for the parcel comprising the District is attached hereto as Exhibit B. The territory of the District is wholly located within the municipal boundaries of the City. As indicated in the map, because of the location of the District within the central business district of the City, all of the real property comprising the District is developable as one functionally interrelated community. All of the real property comprising the Initial Property is owned by or under control through leases of at least seventy-five years’ duration, options, or contracts to purchase by the City.

This Petition seeks the establishment of the Authority and the District with respect to the Initial Property. Pursuant to R.C. 349.03(B), the City intends that the District will from time to time add additional territory (collectively, the “Additional Properties”) to further the purposes of the Authority as set forth in this Petition.

Section 4. Zoning for the Proposed District

The District lies within the zoning jurisdiction of the City. The current plans for the development of the proposed District comply with the City's Zoning Code, as adopted by Ordinance No. 08-33, adopted by the City Council on May 4, 2009, and as the same may be amended from time to time, a copy of which is attached hereto as Exhibit C. The City will pursue, from time to time, the addition of Additional Properties to the District, subject to City Council approval, so long as such Additional Properties are consistent with the development standards and other requirements established by the City with respect to the District, including the terms hereof.

Section 5. Current Plans for the Development of the Proposed District

The current plans for the development of the proposed District, indicating the proposed "new community development program," as defined in the Act, are provided below and in certain Exhibits attached to this Petition (collectively, the "Development Program").

The Development Program outlines the general program for the development of the District, and includes (a) the land acquisition and land development activities to be undertaken within the area including the District, (b) the acquisition, construction, operation, and maintenance of community facilities and other public infrastructure improvements for the District (the "Community Facilities"), (c) the provision of District services to be undertaken by, or on behalf of, the Authority, which services may be provided in cooperation with one or more other governmental entities or agencies, (d) the proposed method of financing such Community Facilities and District services, (e) the projected total employment within the District, and (f) the projected total population of the District.

Projected development of the District, including the Additional Properties, is set forth in Exhibit E attached hereto. Development will assist the City with diversifying and densifying the downtown area by adding commercial, residential and retail options to make the District a destination location within the City. Additionally, projected development within the District will be utilized to enhance the quality of roadways, infrastructure, and other City-provided amenities for the benefit of all residents and users of real property within the District.

- a. Development Program, Including Land Acquisition and Land Development. The Development Program contemplates that the Authority may undertake plans for the acquisition of real property and interests in real property and the direct development of the District in accordance with the Development Program, including, without limitation (i) the acquisition of fee interests, easements, rights-of-way, licenses, leases and similar property interests necessary to complete the Community Facilities, including such interests which may be provided to the City or other governmental entities or agencies in support of the Development Program; and (ii) the acquisition of real property and interests in real property to be provided to the City or other governmental entities or agencies in support of the Development Program.

- b. Plan for Community Facilities. The Community Development Charge, as defined in this Petition and as may be further defined in subsequent amendments to this Petition, will be used to pay (i) costs of acquiring, constructing, and improving Community Facilities, (ii) costs of land acquisition, and (iii) costs of land development, all in order to support the anticipated rapid growth of the District, including the Additional Properties. The Community Facilities shall include all real property, buildings, structures, or other facilities, including related fixtures, equipment, and furnishings, to be owned, operated, financed, constructed, and maintained under the Act. As provided in the Act, the Community Facilities consist generally of (a) any real property, buildings, structures, or other facilities, including related fixtures, equipment, and furnishings, to be owned, operated, financed, constructed, and maintained, including public, community, City, neighborhood, or town buildings, centers and plazas, auditoriums, day care centers, recreation halls, educational facilities, health care facilities including hospital facilities as defined in the Act, telecommunications facilities, including all facilities necessary to provide telecommunications service as defined in the Act, recreational facilities, natural resource facilities, including parks and other open space land, lakes and streams, cultural facilities, community streets and off-street parking facilities, pathway and bikeway systems, pedestrian underpasses and overpasses, lighting facilities, design amenities, or other community facilities, and buildings needed in connection with water supply or sewage disposal installations, or energy facilities including those for renewable or sustainable energy sources, and steam, gas, or electric lines or installation; and (b) any community facilities that are owned, operated, financed, constructed, or maintained for, relating to, or in furtherance of community activities.

Specifically, it is presently anticipated that the Community Facilities will include the facilities described in Exhibit D attached hereto. The City anticipates that all Community Facilities will be owned by the City, the Authority, or another governmental entity.

- c. Provision of District Services. Pursuant to the Act, the Authority is authorized to provide services within the District, including, but not limited to, landscaping, street and sidewalk cleaning and maintenance, maintenance of parking facilities, and any other community improvement services. The Authority may determine from time to time to allocate a portion of its budget to the costs of such services. The Authority may cooperate with other governmental entities and agencies as provided in the Act for the provision of District services or otherwise.
- d. Method of Financing. The City proposes to finance the construction of certain of the Community Facilities, the costs of land acquisition, and the costs of land development through the issuance of one or more series of bonds, notes issued in anticipation of the issuance of bonds, or bonds issued to refund such bonds or notes (the "Bonds"), either by the Authority, by the City, by an Ohio port authority, or by one or more governmental entities or agencies in cooperation with the Authority, the City or an Ohio port authority. The Bonds will be secured through the levy and



collection by the Authority of “community development charges,” as defined in the Act (the “Community Development Charges”), that the Authority expects to levy on certain parcels within the District or expects to collect with respect to certain properties or certain activities within the District. The Community Development Charges may be used by the Authority as a source of security for the payment of the annual debt service charges on the Bonds (“Bond Debt Service”). Notwithstanding the foregoing, the City reserves the right, to the extent feasible from time to time, to cause the Authority to pay costs of Community Facilities, land acquisition, land development or District services on a current expense or operating expense basis with user fees, governmental contributions, or other revenue available to the Authority.

- e. Projected Total Employment within the District. The Initial Property does not currently include any employers. However, the City is actively pursuing additional employers as part of the economic development strategies outlined in Exhibit E.
- f. Projected Total Population of the District. The Initial Property is not expected to include any residents; however, the development plan specifically intends to diversify and densify the downtown to add residential development to make the District a destination location within the City.

The 2020 U.S. Bureau of the Census Report estimated a City population of 49,934. The City currently projects that the City will experience sustained population growth during the next decade, to approximately 54,000 residents. The District currently has a population of 0. The projected total population of the District, upon the inclusion of the Additional Properties, is over 250 over the next decade. Depending on annexation patterns, and as is more fully described in Exhibit E, the total population of the District could be as large as 1,000 or more residents. The Community Facilities will be designed to benefit all of these new residents.

#### Section 6. Board of Trustees of the Proposed Authority

The City recommends that the members of the board of trustees of the Authority (the “Board”) be comprised of seven members selected as provided in R.C. 349.04 and as described below:

- a. Appointment of Members of the Board. Initially, the City will appoint all Members of the Board, as follows.
  - i. The City Council, as the organizational board of commissioners under R.C. 349.01(F), shall appoint three citizen members of the Board to represent the interests of present and future residents and employers within the District.
  - ii. The City Council, as the organizational board of commissioners under R.C. 349.01(F), shall appoint one member of the Board to serve as a representative of local government.

- iii. The Mayor, in his or her capacity as the representative of the City as the developer of the District within the meaning of R.C. 349.01(E), shall appoint three members to serve on the Board to represent the City, in its capacity as the developer.
  
- b. Replacement of Members of the Board. As described in Section 5, the projected total population of the District, including any Additional Properties, is somewhat variable as the City grows during the next decade. Therefore, the City in its capacity as developer recommends that the City Council establish an alternative Board replacement process, pursuant to R.C. 349.04, to continue the selection by appointment of Board members, as described in Section 6(a) hereof, until such time as City Council shall determine that the development of the District, including any Additional Properties, is substantially complete.

#### Section 7. Preliminary Economic Feasibility Analysis for the Proposed Authority

The preliminary economic feasibility analysis is provided below and in certain Exhibits attached to this Petition. The preliminary economic feasibility analysis examines (a) development patterns and demand factors of the area including the District, (b) the location and size for the proposed District, (c) the present and future socio-economic conditions of the area including the District, (d) a description of the public services to be provided with respect to the area including the District, (e) a financial plan with respect to the area including the District, and (f) a description of the City's management capability.

- a. Development Patterns and Demand Factors of District. The current land use of the area within the District includes a parking lot. The proposed future land use of the District will include commercial, residential, retail, and lodging facilities. In addition, the City expects rapid development of the Additional Properties during the next decade, including for residential, commercial, and mixed-use purposes. Demographic and development information related to certain areas within and without the District are attached hereto in Exhibit E.
  
- b. Location and Size of Proposed District. The District is located in the City as more fully shown in Exhibit A and described in Exhibit B. The size of the proposed District is approximately 0.49 acres.
  
- c. Public Services Provision. With respect to the Initial Property: (i) all law enforcement services within the District shall be provided by the Newark Police Department; (ii) all fire and emergency medical services shall be provided by the Newark Fire Department; (iii) roadways and utilities will be provided by the applicable public or utility entities; and (iv) public education services shall be provided by the Newark City School District or the C-TEC of Licking County.
  
- d. Preliminary Economic Feasibility Analysis. A preliminary economic feasibility analysis for development of the District, including the area development pattern

and demand, and present and future socio-economic conditions of the area including the District is attached hereto as Exhibit E.

- e. Financial Plan. A preliminary financial plan for the development and the District is attached hereto as Exhibit F.
- f. Developer's Management Capability. A description of the management capability of the City, in the form of the most recent audit of the City, is attached hereto as Exhibit G.

#### Section 8. Environmental Statement

The Authority and the City shall comply with all applicable environmental laws and regulations with respect to the District. To the knowledge of the City, the District does not include any conditions qualifying as a recognized environmental condition and no evidence of actual or potential releases of hazardous substances or petroleum products in conjunction with the District.

#### Section 9. Provisions Regarding This Petition

For the purposes of the establishment of the Authority, the City is the only municipal corporation that can be defined as a "proximate city" with respect to the Authority as that term is defined in R.C. 349.01(M).

Exhibits A, B, C, D, E, F, G, and H attached hereto, are hereby incorporated as part of this Petition.

Words and terms not defined herein shall have the meanings given in R.C. 349.01 unless the context requires a different meaning.

The City, as statutory developer under R.C. 349.01(E), hereby requests the City Council, as the organizational board of commissioners under R.C. 349.01(F), to determine that this Petition complies as to form and substance with the requirements of R.C. 349.03 and further requests that the members of the City Council fix the time and place of a hearing on this Petition for the establishment of the Authority. Pursuant to R.C. 349.03(A), and because the Petition has been executed by the sole "proximate city" within the meaning of that section, such hearing must be held not less than thirty (30) nor more than forty-five (45) days after the filing of this Petition with the Clerk of the City Council.

[Signature Page Follows on Next Page]

This Petition was initially filed with the Clerk of the City Council of the City of Newark, Ohio on May 16, 2024. This Petition was amended in accordance with R.C. 349.03 to update the description of the boundaries of the proposed new community authority on this 13<sup>th</sup> day of June, 2024.

Respectfully submitted,

**CITY OF NEWARK, OHIO**

By: \_\_\_\_\_

Name: David Rhodes

Title: Director of Public Service

Approved as to form and correctness:

\_\_\_\_\_  
Tricia Moore, Director of Law

[Signature Page of Petition]

EXHIBIT A

MAP OF DISTRICT

The District appears as the parcels in the City of Newark outlined in red, identified by the Licking County Auditor parcel numbers for tax year 2023, including as the parcels may be split or combined from time to time, listed in Exhibit B:



**EXHIBIT B**

**DESCRIPTION OF REAL PROPERTY COMPRISING DISTRICT**

The District shall include the following parcels in the City of Newark identified by the Licking County Auditor for tax year 2023, including as the parcels may be split or combined from time to time:

054-202986-00.000	054-201900-00.000
054-202992-00.000	054-202032-00.000

**EXHIBIT C**

**ZONING FOR DISTRICT**

I hereby certify that the following presents the applicable zoning regulations with respect to the Initial Property, as set forth in the City of Newark Zoning Code, adopted by City Council via Ordinance No. 08-33 on May 4, 2009.

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Clerk of Council  
City of Newark, Ohio

[SEE ATTACHED]

## **EXHIBIT D**

### **PROPOSED COMMUNITY FACILITIES**

The proposed community facilities, as defined in R.C. 349.01(I), may include the following:

- Biking and hiking trails and sidewalks designed to make the entire City easily accessible by foot or bike;
- Roadway construction and improvements necessary to support the District;
- Construction of sanitary sewer, storm sewer, and water improvements;
- Water, storm water, and sewer improvement costs;
- Land acquisition necessary in connection with the Community Facilities;
- Street lighting;
- Park and recreational improvement costs;
- Municipal facilities;
- Landscaping of public property; and
- Other costs of the new community development program within the meaning of R.C. 349.01(J), as the same may be amended, from time to time, including inspection costs, testing, water, storm water, and waste water connection fees, contractor fees, general contractor fees, legal fees, property taxes, appraisals and market studies, civil engineering and staking fees, development fees, environmental engineering, geotechnical engineering, and permitting; and costs of issuance of, debt service reserve funding of, and capitalized interest relating to any bonds, notes or other obligations issued pursuant to R.C. 349.08, and necessary contingency amounts.



## EXHIBIT E

### PRELIMINARY ECONOMIC FEASIBILITY ANALYSIS

#### **A. Area Development Pattern and Demand**

The primary uses of land in and near the District are industrial, residential and commercial. The Developer anticipates the increased demand for residential housing will continue to rise and the development plan for the District, as it is expanded from time to time, will continue to evolve in perpetuity.

#### **B. Location and Proposed District Size**

The new community district of the Newark Downtown New Community Authority (the “District”) is located entirely within the City of Newark (the “City”) and Licking County, Ohio, as shown on the map attached as Exhibit A. The District is approximately 0.49 acres in size.

#### **C. Present and Future Socio-Economic Conditions**

##### (a) Employment Centers

Major employment in the Newark area is concentrated in the manufacturing sector with Owens Corning, Holophane, THK, Boeing, Kaiser Aluminum, Ariel Corporation, and numerous others operating facilities within the City. The City is also the corporate home of Park National Corporation, a \$7.5 billion regional bank.

##### (b) Area Amenities

Located near State Route 16, the District will be in close proximity to key residential, retail, and commercial developments within the City. It also is close to commercial/industrial developments. The proposed District will provide additional housing, retail, professional, and commercial options to people employed in that area and other City residents.

##### (c) Economic Patterns

Insight 2050, a study recently led by Calthorpe and Associates, and sponsored by Columbus 2020, MORPC, and the Urban Land Institute, projects that total population growth in Central Ohio will total over 500,000 people and will create nearly 300,000 new jobs by 2040. This study further projects that a significant portion of the individuals creating the demand for new housing and jobs associated with this private development, will be seeking the types of mixed-use, walkable environments planned for the District. The unemployment rate for Central Ohio was (3.8%) as of March 2024, which equaled the unemployment rates of Ohio (3.8%) and the national average (3.8%). These trends are expected to continue in the near future as evidenced by the Licking County Framework Study Final Report that was issued in September 2023. Both studies are attached to this Exhibit E.

**D. Public Services Provision**

The City will provide the District with fire and EMS, police, refuse, water, sanitary sewer and storm sewer services. The Authority is not expected to directly provide any public services or utilities. The District is served by the Newark City School District. Gas and communications services are available from various providers.

**E. Financial Plan**

The City intends to utilize debt and equity to fund the construction of the District. The Authority will not provide financing for the private improvements within the District. The City expects that revenues from the operations of the District will be sufficient to repay any debt borrowed to fund its developments and provide an adequate return to attract equity investment for its development.

**F. Developer's Management Capability**

The City, the Authority, an Ohio port authority, or a private developer might construct District improvements. The management capability of the City is described on Exhibit G hereto.

**EXHIBIT F**  
**FINANCIAL PLAN**

The City seeks to create the Authority to promote and coordinate the financing and construction of Community Facilities that are necessary from time to time to support development in the District. Initial plans for these Community Facilities are detailed in Exhibit D. The City may pay costs of Community Facilities directly or may consider financing the Community Facilities through the issuance, whether directly or on a conduit basis, of bonds secured by the Community Development Charges.

**Determination of Community Development Charges**

The Authority will impose one or more Community Development Charges on portions of the Initial Property or on Additional Properties (together, the “District Properties”) determined as generally described in this Exhibit F, and specifically upon the filing of a declaration of covenants and restrictions filed on real property within the District, as the same may be amended, modified, or supplemented from time to time (the “Declaration”).

The Community Development Charges applicable to the District Properties are anticipated to equal the following, provided that the District Properties are not otherwise exempt real property because of their use:

(1) For District Properties located within any of the City’s Community Reinvestment Areas:

(a) a Community Development Charge amount equal to the total effective millage of real property taxes attributable to the increase in assessed valuation of real property that would have been payable upon such property but for any applicable Community Reinvestment Area abatement (the “Abatement Replacement Charge”);

(b) an additional Community Development Charge amount to exceed the Replacement Charge (the “Additional Charge”), but in no event shall the Additional Charge amount exceed ten (10) mills; provided, that the Additional Charge shall be determined upon approval of the City and shall be implemented by filing a declaration or supplemental declaration applicable to such property; and

(c) the amounts, as applicable, to any Retail Charge (defined below), any Lodging Charge (defined below), and/or any ; and

(2) For District Properties that are not located within any of the City’s Community Reinvestment Areas and that are devoted to commercial, commercial hotel, commercial retail, multi-family, office space, or industrial purposes:

(a) a Community Development Charge of five (5) mills; and

(b) the amounts, as applicable, to any Retail Charge (defined below) and/or any Lodging Charge (defined below); and

(3) For District Properties that are not located within any of the City's Community Reinvestment Areas and that are devoted to single-family (and not multi-family) residential purposes:

(a) a Community Development Charge amount equal to five (5) mills (the "Minimum Residential Charge"); and

(b) an additional Community Development Charge amount to exceed the Minimum Residential Charge (the "Additional Residential Charge"), but in no event shall the Additional Residential Charge exceed ten (10) mills; provided, that the Additional Residential Charge shall be determined upon approval of the City and shall be implemented by filing a declaration or supplemental declaration applicable to such property; and

(4) For District Properties that are devoted to commercial retail purposes, a charge consisting of an amount equal to a certain percentage of the gross receipts from the operations of any retail business in the District, as agreed upon by the owner of such real property and the Board (the "Retail Charge"); provided, that any Retail Charge shall be determined upon approval of the City and shall be implemented by filing a declaration or supplemental declaration applicable to such property; and

(5) For District Properties that are devoted to lodging for commercial hotel purposes, short-term rentals for non-residential use purposes (including, but not limited to, bed and breakfasts, boarding houses, and rooming houses), or long-term rentals for non-residential use purposes (including, but not limited to, bed and breakfasts, boarding houses, and rooming houses), a charge consisting of an amount equal to a certain percentage of the gross receipts from transactions by which lodging is, or is to be, furnished within the District, as agreed upon by the owner of such real property and the Board (the "Lodging Charge"); provided, that any Lodging Charge shall be determined upon approval of the City and shall be implemented by filing a declaration or supplemental declaration applicable to such property;

(6) Such other Community Development Charges as may be requested by the Developer or a property owner, to be further determined upon approval of the City and implemented by filing a declaration or supplemental declaration applicable to the affected property.

### **Allocation of Community Development Charges**

The Community Development Charges shall be allocated and applied as follows:

(1) To the Authority, for payment of Authority administrative costs, including costs of the City in support of the Authority, in an amount not to exceed \$5,000 annually that are invoiced by the City to the Authority;

- (2) To the Authority, to pay costs of Community Facilities, including but not limited to acquisition, construction, maintenance, and operation thereof; and
- (3) The balance, after deduction of Authority administrative costs, to the City to pay costs of Community Facilities selected by the City.

In addition, District Properties may be subject to additional or increased Community Development Charges upon request of the affected property and approval of the City with respect to the same.

**Timing and Collection of the Community Development Charges**

The Community Development Charge will be imposed on the District Properties upon approval thereby of the Board.

As permitted by R.C. 349.07, the Authority may certify the Community Development Charges to the Licking County Auditor, who will enter the Community Development Charges on the tax list and duplicate of real property and certify the Community Development Charges to the Licking County Treasurer for collection with the tax bills.

**Illustrative Example of Impact of Community Development Charge for Tax Year 2023**

The below table demonstrates the evaluation of each mill for different property classifications and at different assessed valuations using tax year 2023 effective rates. The below chart is for illustration purposes only and actual Community Development Charges for each of the District Properties shall be subject to official certification by the Authority:

**Tax Millage Evaluation - City of Newark / Newark CSD**

<b>\$100,000 of Assessed Valuation - Residential</b>				
Effective Tax Res/Ag Rate	Real Property Tax	NCA Millage	NCA Charge	Total Tax Charge
40.28	\$4,028	1.00	\$100	\$4,128
40.28	\$4,028	2.00	\$200	\$4,228
40.28	\$4,028	3.00	\$300	\$4,328
40.28	\$4,028	4.00	\$400	\$4,428
40.28	\$4,028	5.00	\$500	\$4,528

<b>\$100,000 of Assessed Valuation - Commercial</b>				
Effective Tax Com/Ind Rate	Real Property Tax	NCA Millage	NCA Charge	Total Tax Charge
41.08	\$4,108	1.00	\$100	\$4,208
41.08	\$4,108	2.00	\$200	\$4,308
41.08	\$4,108	3.00	\$300	\$4,408
41.08	\$4,108	4.00	\$400	\$4,508
41.08	\$4,108	5.00	\$500	\$4,608

<b>\$150,000 of Assessed Valuation - Residential</b>				
Effective Tax Res/Ag Rate	Real Property Tax	NCA Millage	NCA Charge	Total Tax Charge
40.28	\$6,041	1.00	\$150	\$6,191
40.28	\$6,041	2.00	\$300	\$6,341
40.28	\$6,041	3.00	\$450	\$6,491
40.28	\$6,041	4.00	\$600	\$6,641
40.28	\$6,041	5.00	\$750	\$6,791

<b>\$150,000 of Assessed Valuation - Commercial</b>				
Effective Tax Com/Ind Rate	Real Property Tax	NCA Millage	NCA Charge	Total Tax Charge
41.08	\$10,270	1.00	\$250	\$10,520
41.08	\$10,270	2.00	\$500	\$10,770
41.08	\$10,270	3.00	\$750	\$11,020
41.08	\$10,270	4.00	\$1,000	\$11,270
41.08	\$10,270	5.00	\$1,250	\$11,520

<b>\$200,000 of Assessed Valuation - Residential</b>				
Effective Tax Res/Ag Rate	Real Property Tax	NCA Millage	NCA Charge	Total Tax Charge
40.28	\$8,055	1.00	\$200	\$8,255
40.28	\$8,055	2.00	\$400	\$8,455
40.28	\$8,055	3.00	\$600	\$8,655
40.28	\$8,055	4.00	\$800	\$8,855
40.28	\$8,055	5.00	\$1,000	\$9,055

<b>\$200,000 of Assessed Valuation - Commercial</b>				
Effective Tax Com/Ind Rate	Real Property Tax	NCA Millage	NCA Charge	Total Tax Charge
41.08	\$20,540	1.00	\$500	\$21,040
41.08	\$20,540	2.00	\$1,000	\$21,540
41.08	\$20,540	3.00	\$1,500	\$22,040
41.08	\$20,540	4.00	\$2,000	\$22,540
41.08	\$20,540	5.00	\$2,500	\$23,040

<b>\$250,000 of Assessed Valuation - Residential</b>				
Effective Tax Res/Ag Rate	Real Property Tax	NCA Millage	NCA Charge	Total Tax Charge
40.28	\$10,069	1.00	\$250	\$10,319
40.28	\$10,069	2.00	\$500	\$10,569
40.28	\$10,069	3.00	\$750	\$10,819
40.28	\$10,069	4.00	\$1,000	\$11,069
40.28	\$10,069	5.00	\$1,250	\$11,319

<b>\$1,000,000 of Assessed Valuation - Commercial</b>				
Effective Tax Com/Ind Rate	Real Property Tax	NCA Millage	NCA Charge	Total Tax Charge
41.08	\$41,081	1.00	\$1,000	\$42,081
41.08	\$41,081	2.00	\$2,000	\$43,081
41.08	\$41,081	3.00	\$3,000	\$44,081
41.08	\$41,081	4.00	\$4,000	\$45,081
41.08	\$41,081	5.00	\$5,000	\$46,081

\* Tax Year 2023 Effective Tax Rates

**EXHIBIT G**

**THE CITY'S MANAGEMENT CAPABILITY**

The City's 2022 audit follows.

[SEE ATTACHED]

**EXHIBIT H**

**ADDITIONAL PROPERTIES**

Additional Properties are expected to include certain parcels and new developments within the boundaries of the City.



## REAL ESTATE PURCHASE OPTION CONTRACT

This Option Contract (the "Option") is entered into as of the 30<sup>th</sup> day of May, 2024, (the "Effective Date") by and between the City of Newark, Ohio, an Ohio municipal corporation (the "Buyer"), as the developer of the intended Newark Downtown New Community Authority pursuant to Ohio Revised Code Chapter 349, and Newark Development Partners, an Ohio non-profit community improvement corporation, (the "Seller").

### WITNESSETH THAT:

In consideration of the sum of the goods and services provided by the Buyer to assist the Seller with forming a new community authority, the receipt and sufficiency of which are hereby acknowledged, Seller hereby gives and grants to Buyer the exclusive and irrevocable right and option to purchase that certain real property, Parcels No. 054-202986-00.000 and 054-202992-00.000, consisting of 0.90± acres together with all appurtenances thereunto belonging, located in the City of Newark, Ohio as more fully described in Exhibit A attached hereto and incorporated herein by reference (the "Real Estate"), at any time after the Effective Date of this Option until the earlier of (a) one hundred eighty (180) calendar days after the Effective Date of this Option, (b) one hundred eighty (180) calendar days after the date that the City Council of the City of Newark, Ohio approves the creation of the Newark Downtown New Community Authority (the "Authority"), or (c) the date on which the Buyer elects to terminate this Option in a writing signed by the Buyer (the foregoing period is hereinafter referred to as the "Term of this Option"), upon the following terms and conditions:

1. PURCHASE PRICE: The total purchase price for the Real Estate shall be One Hundred Dollars (\$100.00) (the "Purchase Price").
2. EXERCISE OF OPTION: The Option granted herein may be exercised by Buyer by giving Seller written notice of such exercise at any time during the Term of this Option (the "Exercise").
3. DEED: Seller shall convey to Buyer a good and marketable title in fee simple to the Real Estate by transferable and recordable general warranty deed.
4. CLOSING AND POSSESSION: The purchase and sale of the Real Estate as provided in this Option shall be closed within ninety (90) days of the date of the Exercise of this Option by Buyer at such time and place as Buyer shall designate (the "Closing").
5. TAXES AND ASSESSMENTS: Seller shall pay all delinquent real estate taxes, including penalties and interest, and shall pay or credit on the Purchase Price all special assessments now a lien, both current and reassessed and whether due, or to become due and not yet payable, and all agricultural use tax recoupment for years through the year of closing. Seller shall pay or credit on the Purchase Price all real estate taxes for years prior to the closing, and a portion of such taxes for the year of closing, prorated through the date of Closing. Proration of undetermined taxes shall be based on a 365-day year and on the most recent available tax rate and valuation giving effect to applicable exemptions, recently voted millage, change in valuation, etc.,

whether or not officially certified to the appropriate County Officials as of that date, and the amounts so computed shall be adjusted within thirty (30) days after the actual tax amounts are available for the year of the Closing.

6. SELLER'S REPRESENTATIONS AND WARRANTIES: Seller makes the following representations and warranties to the best of Seller's knowledge and belief for the purpose of inducing Buyer to enter into this Option:

(a) Seller has no knowledge of any off-record or undisclosed legal or equitable interest in the Real Estate owned or claimed by any other person, firm, corporation, partnership, trust, individual or business entity, other than any such interests previously disclosed to Buyer.

(b) Seller and the individual signing this Option on behalf of Seller have full power and authority to enter into this Option and to perform the transaction contemplated hereby.

(c) Seller has no knowledge of any encroachments on the Real Estate, except any encroachments previously disclosed in writing to Buyer.

(d) There are no actions, suits, or proceedings pending or threatened against Seller with relation to the Real Estate or affecting any of Seller's rights with relation to the Real Estate, at law or in equity or before any federal, state, municipal, or other governmental agency or instrumentality, nor is Seller aware of any facts which to its knowledge would be likely to result in any such action, suit, or proceeding.

All representations and warranties of Seller contained in this Option, whether in this paragraph 6 or elsewhere, shall be true at the date of Closing as though such representations and warranties were made at such time, and Seller shall execute and deliver to Buyer an affidavit upon Closing certifying that all of the representations and warranties made in this Option are true and accurate as of that date.

7. NO BROKER'S COMMISSIONS: Seller and Buyer each represent to the other that they have no knowledge of any agreement, understanding or fact which would entitle any person, firm or corporation to a real estate fee or commission.

8. CONVEYANCE FEE: On the date of Closing, Buyer shall pay all local or state transfer taxes and conveyance fees, if any, required for the transfer of the Real Estate by Seller to Buyer.

9. ACKNOWLEDGMENT OF NEW COMMUNITY AUTHORITY; OBLIGATION TO RECORD DECLARATION: Seller acknowledges that the Real Estate is to be included in Buyer's Petition for Establishment of the Newark Downtown New Community Authority as a New Community Authority under Chapter 349 of the Ohio Revised Code. Seller further acknowledges that the Real Estate, as of the Effective Date of this Contract, is "under the

control” of the Buyer as that term is used in Chapter 349 of the Ohio Revised Code and agrees to subject the Real Estate to any community development charges in the amounts to be set forth in a certain declaration of covenants and restrictions with respect to the property within the boundaries of the Authority, including the Real Estate, and as determined by the Authority from time to time, which Seller agrees, regardless of whether this Option is exercised by Buyer, to record on the Real Estate at the request of the Buyer.

10. NOTICES: Whenever in this Option it shall be required or permitted that notice be given or served by either party hereto on the other, such notice shall be in writing and shall be deemed served when either delivered in person by the serving party or by courier to the following designated agents for that purpose, or deposited in the United States Mail, by certified or registered mail, postage prepaid, addressed to the party to be notified, with return receipt requested. Any notice to be served on Seller shall be addressed as follows:

Newark Development Partners  
P.O. Box 4532  
Newark, Ohio 43058  
Attention: Executive Director

or such other address as Seller may hereinafter designate by written notice to Buyer. Any notice to be served on Buyer shall be addressed as follows:

City of Newark, Ohio  
40 West Main Street  
Newark, Ohio 43055  
Attention: Law Director

With a Copy To:

Bricker Graydon LLP  
100 South Third Street  
Columbus, Ohio 43215  
Attention: J. Caleb Bell, Esq.

or such other address as Buyer may hereinafter designate by written notice to Seller.

11. NO MERGER: All warranties, representations and covenants contained herein shall survive the Closing of the purchase and sale of the Real Estate, and shall not be deemed to have merged with the deed of conveyance in this transaction.

12. SUCCESSORS AND ASSIGNS: The terms of this Option shall inure to the benefit of and be binding upon the respective successors and assigns of the parties hereto.

13. ENTIRE AGREEMENT: This Option embodies the entire agreement between Seller and Buyer and shall not be modified, changed or altered in any respect, except in writing, executed in the same manner as this Option by Buyer and Seller.

14. DUPLICATE ORIGINALS: This Option may be executed in one or more counterparts, each of which shall be deemed a duplicate original and all of them shall constitute one and the same Option; provided, that, it shall only be necessary to produce one duplicate of such Option for proof.

15. RECORDATION: Neither Seller nor Buyer shall record a copy of this Option in the Licking County Recorder's Office.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Buyer and Seller have executed or caused this Option to be executed as of the Effective Date written above.

BUYER:

CITY OF NEWARK, OHIO,  
an Ohio municipal corporation

By: \_\_\_\_\_

Name: David Rhodes

Title: Director of Public Service

SELLER:

NEWARK DEVELOPMENT PARTNERS,  
an Ohio non-profit community improvement corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Executive Director

[Signature Page to NDP Option Contract]

**EXHIBIT A**

The District shall include the following parcels in the City of Newark, outlined in red below and identified by the Licking County Auditor for tax year 2023, including as the parcels may be split or combined from time to time:

Parcels No. 054-202986-00.000 and 054-202992-00.000



## REAL ESTATE PURCHASE OPTION CONTRACT

This Option Contract (the "Option") is entered into as of the 30<sup>th</sup> day of May, 2024, (the "Effective Date") by and between the City of Newark, Ohio, an Ohio municipal corporation (the "Buyer"), as the developer of the intended Newark Downtown New Community Authority pursuant to Ohio Revised Code Chapter 349, and NDP-West Church, LLC, a domestic limited liability company (the "Seller").

### WITNESSETH THAT:

In consideration of the sum of the goods and services provided by the Buyer to assist the Seller with forming a new community authority, the receipt and sufficiency of which are hereby acknowledged, Seller hereby gives and grants to Buyer the exclusive and irrevocable right and option to purchase that certain real property, Parcel No. 054-201900-00.000, consisting of 0.05± acres together with all appurtenances thereunto belonging, located in the City of Newark, Ohio as more fully described in Exhibit A attached hereto and incorporated herein by reference (the "Real Estate"), at any time after the Effective Date of this Option until the earlier of (a) one hundred eighty (180) calendar days after the Effective Date of this Option, (b) one hundred eighty (180) calendar days after the date that the City Council of the City of Newark, Ohio approves the creation of the Newark Downtown New Community Authority (the "Authority"), or (c) the date on which the Buyer elects to terminate this Option in a writing signed by the Buyer (the foregoing period is hereinafter referred to as the "Term of this Option"), upon the following terms and conditions:

1. PURCHASE PRICE: The total purchase price for the Real Estate shall be One Hundred Dollars (\$100.00) (the "Purchase Price").
2. EXERCISE OF OPTION: The Option granted herein may be exercised by Buyer by giving Seller written notice of such exercise at any time during the Term of this Option (the "Exercise").
3. DEED: Seller shall convey to Buyer a good and marketable title in fee simple to the Real Estate by transferable and recordable general warranty deed.
4. CLOSING AND POSSESSION: The purchase and sale of the Real Estate as provided in this Option shall be closed within ninety (90) days of the date of the Exercise of this Option by Buyer at such time and place as Buyer shall designate (the "Closing").
5. TAXES AND ASSESSMENTS: Seller shall pay all delinquent real estate taxes, including penalties and interest, and shall pay or credit on the Purchase Price all special assessments now a lien, both current and reassessed and whether due, or to become due and not yet payable, and all agricultural use tax recoupment for years through the year of closing. Seller shall pay or credit on the Purchase Price all real estate taxes for years prior to the closing, and a portion of such taxes for the year of closing, prorated through the date of Closing. Proration of undetermined taxes shall be based on a 365-day year and on the most recent available tax rate and valuation giving effect to applicable exemptions, recently voted millage, change in valuation, etc., whether or not officially certified to the appropriate County Officials as of that date, and the

amounts so computed shall be adjusted within thirty (30) days after the actual tax amounts are available for the year of the Closing.

6. SELLER'S REPRESENTATIONS AND WARRANTIES: Seller makes the following representations and warranties to the best of Seller's knowledge and belief for the purpose of inducing Buyer to enter into this Option:

(a) Seller has no knowledge of any off-record or undisclosed legal or equitable interest in the Real Estate owned or claimed by any other person, firm, corporation, partnership, trust, individual or business entity, other than any such interests previously disclosed to Buyer.

(b) Seller and the individual signing this Option on behalf of Seller have full power and authority to enter into this Option and to perform the transaction contemplated hereby.

(c) Seller has no knowledge of any encroachments on the Real Estate, except any encroachments previously disclosed in writing to Buyer.

(d) There are no actions, suits, or proceedings pending or threatened against Seller with relation to the Real Estate or affecting any of Seller's rights with relation to the Real Estate, at law or in equity or before any federal, state, municipal, or other governmental agency or instrumentality, nor is Seller aware of any facts which to its knowledge would be likely to result in any such action, suit, or proceeding.

All representations and warranties of Seller contained in this Option, whether in this paragraph 6 or elsewhere, shall be true at the date of Closing as though such representations and warranties were made at such time, and Seller shall execute and deliver to Buyer an affidavit upon Closing certifying that all of the representations and warranties made in this Option are true and accurate as of that date.

7. NO BROKER'S COMMISSIONS: Seller and Buyer each represent to the other that they have no knowledge of any agreement, understanding or fact which would entitle any person, firm or corporation to a real estate fee or commission.

8. CONVEYANCE FEE: On the date of Closing, Buyer shall pay all local or state transfer taxes and conveyance fees, if any, required for the transfer of the Real Estate by Seller to Buyer.

9. ACKNOWLEDGMENT OF NEW COMMUNITY AUTHORITY; OBLIGATION TO RECORD DECLARATION: Seller acknowledges that the Real Estate is to be included in Buyer's Petition for Establishment of the Newark Downtown New Community Authority as a New Community Authority under Chapter 349 of the Ohio Revised Code. Seller further acknowledges that the Real Estate, as of the Effective Date of this Contract, is "under the control" of the Buyer as that term is used in Chapter 349 of the Ohio Revised Code and agrees to



subject the Real Estate to any community development charges in the amounts to be set forth in a certain declaration of covenants and restrictions with respect to the property within the boundaries of the Authority, including the Real Estate, and as determined by the Authority from time to time, which Seller agrees, regardless of whether this Option is exercised by Buyer, to record on the Real Estate at the request of the Buyer.

10. NOTICES: Whenever in this Option it shall be required or permitted that notice be given or served by either party hereto on the other, such notice shall be in writing and shall be deemed served when either delivered in person by the serving party or by courier to the following designated agents for that purpose, or deposited in the United States Mail, by certified or registered mail, postage prepaid, addressed to the party to be notified, with return receipt requested. Any notice to be served on Seller shall be addressed as follows:

NDP-West Church, LLC  
P.O. Box 4532  
Newark, Ohio 43058  
Attention: Newark Development Partners

or such other address as Seller may hereinafter designate by written notice to Buyer. Any notice to be served on Buyer shall be addressed as follows:

City of Newark, Ohio  
40 West Main Street  
Newark, Ohio 43055  
Attention: Law Director

With a Copy To:

Bricker Graydon LLP  
100 South Third Street  
Columbus, Ohio 43215  
Attention: J. Caleb Bell, Esq.

or such other address as Buyer may hereinafter designate by written notice to Seller.

11. NO MERGER: All warranties, representations and covenants contained herein shall survive the Closing of the purchase and sale of the Real Estate, and shall not be deemed to have merged with the deed of conveyance in this transaction.

12. SUCCESSORS AND ASSIGNS: The terms of this Option shall inure to the benefit of and be binding upon the respective successors and assigns of the parties hereto.

13. ENTIRE AGREEMENT: This Option embodies the entire agreement between Seller and Buyer and shall not be modified, changed or altered in any respect, except in writing, executed in the same manner as this Option by Buyer and Seller.

14. DUPLICATE ORIGINALS: This Option may be executed in one or more counterparts, each of which shall be deemed a duplicate original and all of them shall constitute one and the same Option; provided, that, it shall only be necessary to produce one duplicate of such Option for proof.

15. RECORDATION: Neither Seller nor Buyer shall record a copy of this Option in the Licking County Recorder's Office.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Buyer and Seller have executed or caused this Option to be executed as of the Effective Date written above.

BUYER:

CITY OF NEWARK, OHIO,  
an Ohio municipal corporation

By: \_\_\_\_\_

Name: David Rhodes

Title: Director of Public Service

SELLER:

NDP-WEST CHURCH, LLC,  
a domestic limited liability company

By: Newark Development Partners, as the sole  
Member of NDP-West Church, LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Executive Director of Newark Development  
Partners

[Signature Page to NDP-West Church, LLC Option Contract]

**EXHIBIT A**

The District shall include the following Parcel in the City of Newark, outlined in yellow below and identified by the Licking County Auditor for tax year 2023, including as the parcel may be split or combined from time to time:

Parcel No. 054-201900-00.000

