

**RESOLUTION NO. 23-\_\_\_\_\_**

**APPROVING A COOPERATIVE AGREEMENT WITH  
BLANCHARD VALLEY PORT AUTHORITY PURSUANT TO  
OHIO REVISED CODE SECTIONS 9.482 AND 4582.431**

**WHEREAS**, the Board of County Commissioners of Geauga County ("Board") have received a request from Vision Development, Inc. and its affiliate Aurora Apartments I, LLC, an Ohio limited liability company, and the Blanchard Valley Port Authority, a body corporate and politic and a political subdivision of the State of Ohio (the "Port Authority"), for the Board to enter into a certain Cooperative Agreement which is on file with the Board, and

*ORC 79.181*

**WHEREAS**, pursuant to R.C. 715.72 and a Joint Economic Development District Agreement by and between Bainbridge Township, a township within Geauga County (the "Township"), and the City of Aurora, a city located in Portage County (the "City"), a Joint Economic Development District (the "JEDD District") has been created within the County, specifically, within Bainbridge Township, and the JEDD District includes the particular land referred to within the proposed Cooperative Agreement; and

**WHEREAS**, the JEDD District was created to facilitate economic development to create or preserve jobs and employment opportunities, to improve the economic welfare of the people in the JEDD District and the State of Ohio; and

**WHEREAS**, the purposes of an Ohio port authority include activities that enhance, foster, aid, provide, or promote transportation, economic development, housing, recreation, education, governmental operations, culture, or research within the jurisdiction of the port authority; and

**WHEREAS**, no port authority exists within Geauga County, however in lieu of creating a port authority, pursuant to Ohio Revised Code Sections 9.482 and 4582.431, the County is possessed of the power to enter into an agreement with an existing port authority, thereby authorizing the port authority to exercise any power, perform any function, or render any service on behalf of the County, which the County is authorized to exercise, perform, or render;

**WHEREAS**, pursuant to Ohio Revised Code Section 4582.43 and 4582.431, the Port Authority is possessed of the power to enter into an agreement with the County, to authorize the Port Authority to exercise any power, perform any function, or render any service on behalf of the County, which the County is authorized to exercise, perform, or render,

including the Port Authority's issuance of bonds, as may be set forth in a cooperative agreement; and

**WHEREAS**, Aurora Apartments I, LLC has proposed a plan for the development of housing within the JEDD District which is acceptable to the Bainbridge Township Trustees (the "Project"); and

**WHEREAS**, to facilitate economic development and housing in Geauga County, the Board wishes to collaborate with the Port Authority by entering into the Cooperative Agreement; and

**WHEREAS**, the Cooperative Agreement attached hereto as Exhibit A has been presented to the Board of Commissioners for approval, to facilitate the Project

**NOW, THEREFORE, BE IT RESOLVED** this Board of County Commissioners hereby approves the Cooperative Agreement between the Board and the Port Authority for immediate execution.

**BOARD OF COMMISSIONERS,  
COUNTY OF GEAUGA, OHIO**

By: \_\_\_\_\_  
James W. Dvorak  
Commissioner

By: \_\_\_\_\_  
Ralph Spidalieri  
Commissioner

By: \_\_\_\_\_  
Timothy C. Lennon  
Commissioner

## EXHIBIT A

### COOPERATIVE AGREEMENT

This Cooperative Agreement (the "Cooperative Agreement") dated as of \_\_\_\_\_, 2023 is entered into by and between the Blanchard Valley Port Authority, a body corporate and politic duly organized and validly existing under the laws of the State of Ohio (the "Authority"), and the Board of Commissioners of Geauga County, Ohio, duly organized and validly existing under the laws of the State of Ohio (the "County"), under the circumstances described below.

#### RECITALS:

WHEREAS, the County has determined that it shall enhance, foster, aid, provide, and promote economic development, housing, recreation, education, governmental operations, culture, research, industry and commerce within its geographic area by providing assistance in the development and construction of an approximately 331 unit apartment complex in multiple buildings by Aurora Apartments I, LLC (the "Company"), to be located in the County, specifically, the Authority will facilitate approximately \$71 million of construction of multiple buildings on approximately 19 acres with private drives, parking, utilities, landscaping and other amenities, all on parcels owned by the Company, to be financed in part by project revenue bonds issued by the Authority (the "Bonds") and to be ground leased to the Authority in order for the Authority to construct the buildings and lease them to the Company (the "Project"), which Project shall create and preserve jobs and employment opportunities within the same area;

WHEREAS, in lieu of creating a port authority, pursuant to Ohio Revised Code Sections 9.482 and 4582.431, the County is possessed of the power to enter into an agreement with an existing port authority, thereby authorizing the port authority to exercise any power, perform any function, or render any service on behalf of the County, which the County is authorized to exercise, perform, or render;

WHEREAS, pursuant to Ohio Revised Code Section 4582.43 and 4582.431, the Authority is possessed of the power to enter into an agreement with the County, thereby authorizing the Authority to exercise any power, perform any function, or render any service on behalf of the County, which the County is authorized to exercise, perform, or render, including the Authority's issuance of the Bonds;

WHEREAS, the Authority is possessed of broad powers relating to housing, recreation, economic development, and commerce and the creation and preservation of jobs and employment opportunities, including those granted pursuant to Ohio Revised Code Section 4582.21, *et seq.*, including the Authority's issuance of the Bonds;

WHEREAS, the location of the Project is outside the geographic area in which the Authority is otherwise authorized to exercise its powers, and in order to assist the County with

331  
19 acres

the Project, the Authority must obtain the County's authorization to exercise powers possessed by the County for such purposes;

WHEREAS, the Project constitutes a "port authority facility" under Ohio Revised Code Section 4582.21 and is in furtherance of the Authority's authorized purposes under Ohio Revised Code Section 4582.21 and its powers under Section 4582.31 and the Authority is willing to assist the County with the Project; and

WHEREAS, the County possesses legal authority to and the County is willing to authorize the Authority to exercise within the County, with respect to the Project, such legal authority as the County possesses, for the purposes of granting the Authority jurisdiction over the Project in exchange for the Authority's provision of services to the County for the Project, including the Authority's issuance of the Bonds.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements and covenants contained herein; and receipt of other good and valuable consideration, the County and the Authority hereby agree as follows:

Section 1. The County authorizes the Authority to exercise such powers as the County possesses to assist in the financing of the Project within the territorial jurisdiction of the County, including the Authority's issuance of the Bonds. In order for the Project to proceed, Authority and the County, which would otherwise have jurisdiction over the Project, each agree that the Project is being made subject to this Cooperative Agreement, and the Authority agrees that the Project constitutes a "port authority facility" under Ohio Revised Code Section 4582.21 in furtherance of the Authority's authorized purposes under Ohio Revised Code Section 4582.21.

Section 2. The Authority agrees to provide services relating to the Project on such terms as are further agreed upon between the parties hereto, including the Authority's issuance of the Bonds, with such services being limited to those powers and duties granted to the Authority pursuant to Ohio Revised Code Section 4582.21, et seq., including, without limitation, those powers and duties as stated in Ohio Revised Code Section 4582.31. The Authority may provide economic development services on behalf of the County for the Project and any other services to the County in connection with the Project as may be required in furtherance of the purposes of this Cooperative Agreement.

Section 3. As consideration for this Cooperative Agreement and the provision of the services for the Project, including the Authority's issuance of the Bonds, the parties agree that the Authority shall be entitled to receive fee income from the Company with respect to the Project.

Section 4. The Authority agrees that its representatives will communicate and work with the County's designated staff when conducting the Project. The County agrees that the Authority may contact the County's staff for purposes of seeking assistance with respect to consummating the Project. As consideration for this Cooperative Agreement and the provision of its services for the Project, the County shall be entitled to receive fee income with respect to

the Project in the amount of \$217,781.00, due and payable from the Company's funds upon the issuance of the Bonds.

Section 5. This Cooperative Agreement shall in all respects be governed by and construed and enforced in accordance with the laws of the State, without reference to principles of conflicts of laws.

Section 6. This Cooperative Agreement shall be binding upon and inure to the benefit of the County and Authority and their respective successors and permitted assigns. No party may assign this Cooperative Agreement or any of its rights or obligations hereunder in whole or in part without the prior written consent of each of the other parties hereto.

Section 7. This Cooperative Agreement may be executed in any number of counterparts as may be convenient or necessary and it shall not be necessary that the signatures of all of the parties hereto be contained on any one counterpart. Additionally, the parties hereto agree that for purposes of facilitating the execution of this Cooperative Agreement, (a) the signature pages taken from the separate individually executed counterparts of this Cooperative Agreement may be combined to form multiple fully executed counterparts and (b) a facsimile transmission shall be deemed to be an original signature for all purposes. All executed counterparts of this Cooperative Agreement shall be deemed to be originals, but all such counterparts taken individually or collectively, as the case may be, shall constitute one and the same agreement.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto have caused this Cooperative Agreement to be executed by their respective duly authorized officers as of the day and year first above written.

**BLANCHARD VALLEY  
PORT AUTHORITY:**

By: \_\_\_\_\_  
Paul Sears  
Chair, Board of Directors

**BOARD OF COMMISSIONERS,  
COUNTY OF GEAUGA, OHIO**

Approved as to form and correctness:

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

Print name: \_\_\_\_\_

Title: \_\_\_\_\_

By: \_\_\_\_\_  
James W. Dvorak  
Commissioner

By: \_\_\_\_\_  
Ralph Spidalieri  
Commissioner

By: \_\_\_\_\_  
Timothy C. Lennon  
Commissioner

FISCAL OFFICER'S CERTIFICATE  
Blanchard Valley Port Authority

The undersigned, Fiscal Officer of the Blanchard Valley Port Authority, hereby certifies that the moneys required to meet the obligations of the Blanchard Valley Port Authority during the year 2023 under this Cooperative Agreement have been lawfully appropriated by the board of directors of the Blanchard Valley Port Authority for such purpose and are in the treasury of the Blanchard Valley Port Authority or in the process of collection to the credit of an appropriate fund, free from any previous encumbrances. This Certificate is given in compliance with Sections 5705.41 and 5705.44, Ohio Revised Code.

Dated: \_\_\_\_\_, 2023

\_\_\_\_\_  
Kraig Kutschbach,  
Secretary and Fiscal Officer

FISCAL OFFICER'S CERTIFICATE  
Geauga County

The undersigned Auditor of Geauga County hereby certifies that the moneys required to meet the obligations of Geauga County during the year 2023 under the foregoing Cooperative Agreement have been lawfully appropriated by the Commissioners of Geauga County for such purpose and are in the treasury of Geauga County or in the process of collection to the credit of an appropriate fund, free from any previous encumbrances. This Certificate is given in compliance with Sections 5705.41 and 5705.44, Ohio Revised Code.

Dated: \_\_\_\_\_, 2023

\_\_\_\_\_  
Charles E. Walder  
Auditor