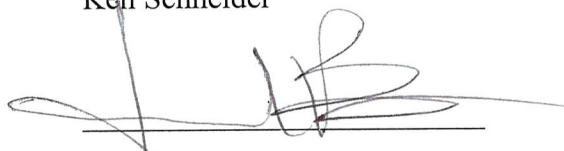


CERTIFICATE OF MEMBERSHIP

The undersigned, Finance Director of the City of Mason, Ohio, hereby certifies that the following were the officers and members of council during the period proceedings were taken authorizing the creation of a tax increment district and a tax increment equivalent fund:

Mayor	Betty Davis
City Manager	Scot Lahrmer
Finance Director	Jennifer Bauer
Member of Council	Dick Staten
Member of Council	John McCurley
Member of Council	Pete Beck
Member of Council	Tom Muennich
Member of Council	James Fox
Member of Council	Bill Kidder
Clerk of Council	Terry Schulte
Law Director	Ken Schneider


Finance Director

TRANSCRIPT CERTIFICATE

The undersigned, Clerk of Council of said municipality, hereby certifies that the following is a true and complete transcript of all proceedings relating to the authorization and creation of a tax increment district and a tax increment equivalent fund.


Clerk of Council

ORDINANCE NO. 99-35

DECLARING IMPROVEMENTS TO PARCELS OF REAL PROPERTY LOCATED IN THE CITY OF MASON, OHIO TO BE A PUBLIC PURPOSE UNDER SECTION 5709.40 OF THE OHIO REVISED CODE, EXEMPTING SUCH IMPROVEMENTS FROM REAL PROPERTY TAXATION, AUTHORIZING THE EXECUTION OF A SERVICE AGREEMENT AND SUCH OTHER DOCUMENTS AS MAY BE NECESSARY, ESTABLISHING A TAX INCREMENT EQUIVALENT FUND AND DECLARING AN EMERGENCY.

WHEREAS, Section 5709.40 et seq. of the Ohio Revised Code authorizes municipal corporations to participate in a financing technique commonly known as tax increment financing; and

WHEREAS, this Council wishes to use the authority granted pursuant to such Sections in connection with certain improvements in the City in order to meet the public health, safety, welfare and convenience needs of the area, including new development and traffic capacity;

WHEREAS, notice has been given to the Mason City School District of the consideration of a resolution providing for tax increment financing, as required by Section 5709.40 of the Ohio Revised Code, and this Council and the Mason City School District have agreed to enter into Tax Incentive Agreements with respect to each individual property which is exempted under Section 5709.40; and

WHEREAS, the Mason City School District has by resolution adopted February 23, 1999 approved the tax increment financing and exemption from real property taxes for twenty (20) years up to 100% of the further improvements on the property described in Exhibit A attached hereto and waived their right to the forty-five (45) days notice prior to the adoption of this Resolution;

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Mason, Warren County, State of Ohio, 7 members elected thereto concurring:

SECTION 1. That this Council hereby finds and declares that certain public improvements in the City, to wit: the planning, design and construction of public street improvements including pavements, walkways, bike paths, traffic control devices and alterations to existing streets; the planning, design and construction of utilities including but not limited to water, sanitary sewers, gas mains, electric facilities, communication facilities, storm water sewers and detention facilities; the preparation of plans for land use in the area; the creation or enhancement of buffer areas, recreation facilities and open areas necessary for ensuring the compatibility of adjacent land uses; the creation and/or enhancement of public service facilities and operations; and, the purchase of property rights of way and easements or other rights in property necessary for the completion of the Public Improvements listed above, are a public purpose and that those Public Improvements are necessary for the further development of the parcels of land described in Exhibit A attached to this Ordinance (such parcels are hereinafter collectively referred to as the "City of Mason TIF District"), but excluding any and all residential property located within Exhibit A, which parcels are located in the incorporated area of the City; for the creation of jobs; increasing property values, and the provision of adequate public services in the City of Mason. The further development of the parcels in the City of Mason TIF District will place direct additional demand on the Public Improvements.

SECTION 2. That, pursuant to Section 5709.40 of the Ohio Revised Code, further improvements to the parcels in the City of Mason TIF District occurring after the date of this Resolution are exempt from real property taxation commencing on the effective date of this Resolution and ending on the earlier of (1) December 31, 2018 or (2) the date on which the specific public improvements as described in Section 1 above

(the "Public Improvements") that will benefit the City of Mason TIF District are paid in full from the Tax Increment Equivalent Fund, as defined in Section 4 hereof, but in no case shall the Public Improvements be exempted from taxation for more than twenty (20) years. It is hereby determined that (I) a portion of the Improvements shall be exempt from real property taxation, (ii) such portion shall be 100% of the assessed value of the Improvements, and (iii) the Public Improvements directly benefit, or once made will directly benefit, the City of Mason TIF District.

SECTION 3. That pursuant to Section 5709.42 of the Ohio Revised Code, the owner or the owners of the Improvements shall be required to make annual service payments in lieu of taxes (the "Service Payments") to the Warren County Treasurer on or before the final dates for payment of real property taxes. This Council hereby expresses its intention and authorizes the City Manager to enter into such agreements as may be necessary and appropriate to assure the payment of such Service Payments.

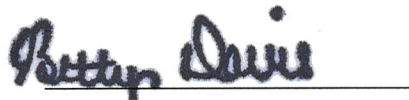
SECTION 4. That pursuant to Section 5709.43 of the Ohio Revised Code, there is hereby established the City of Mason Public Improvement Tax Increment Equivalent Fund (the "Tax Increment Equivalent Fund"), into which the Service Payments shall be deposited. Money in the Tax Increment Equivalent Fund shall be used to finance the Public Improvement and to make payments to the Mason City School District if said School District and the City should enter into a Tax Incentive Agreement with respect to the City of Mason TIF District.

SECTION 5. That the Clerk is hereby directed to forward a copy of this Ordinance to the County Auditor of Warren County.

SECTION 6. That it is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were taken in an open meeting of this Council, and that all deliberations of this Council and of any of its committees that resulted in such formal action were taken in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code.

SECTION 7. That this Ordinance is hereby declared to be an emergency measure and shall take effect immediately upon its adoption for the immediate preservation of the public peace, health, safety and welfare of the inhabitants of the City for the reason that the City must proceed with the construction of certain of the improvements at the earliest possible date.

PASSED: March 8, 1999.



Mayor

Attest:


Clerk of Council

CERTIFICATE

The undersigned hereby certifies that the foregoing is a true and correct copy of Ordinance No. 99-35.



Clerk of Council

CERTIFICATE

The undersigned hereby certifies that a copy of the foregoing ordinance was certified this day to the county auditor.



Clerk of Council

Dated: March 24, 1999

RECEIPT

The undersigned hereby acknowledges receipt of a certified copy of the foregoing ordinance.



County Auditor

Dated: 3/25, 1999

EXHIBIT A

Properties To Comprise
Mason Montgomery Road Tax Increment Financing District
City of Mason

Established March 8, 1999

16-34-200-031	56.8164	Mason Church of Christ	future church site
16-34-200-030	25.7443	Mason Church of Christ	selling to CUC
16-34-200-029	41.653	Small Brothers	west parcel
16-34-200-028	7.188	Small Brothers	small HT south parcel
16-34-200-004	2.884	Small Brothers	north outlot - selling
16-34-200-005	1.49	Small Brothers	middle outlot - selling
16-34-200-008	1.971	Small Brothers	south outlot - selling
16-34-400-005	21.673	Jewish Federation	Cedar Village site
16-34-400-006	10.09	Jewish Federation	southwest parcel
16-34-400-007	45.412	Jewish Federation	east office parcel
16-34-400-004	80.0154	Max and Thelma Luttrell	industrial zoning
16-28-370-058	1.1407	CNG Financial	CNG facility
16-28-370-062	1.3758	CNG Financial	vacant back lot
16-28-370-063	2.5165	Respiratory Care Resources	RCR facility
16-28-370-065	2.4835	Cincinnati United Contractors	HT vacant west lot
16-28-370-066	3.6408	Cincinnati United Contractors	HT vacant east lot
16-28-365-007	1.75	Cincinnati United Contractors	daycare facility
16-28-365-008	4.1998	Frank Fu	retail zone MMRd
16-28-365-009	1.4217	United Dairy Farmers	convenience store
16-28-365-010	1.8	Cincinnati United Contractors	lot west of CNG lots
16-28-301-005	5.713110	Hanover Builders/M. Carney	MMRd frontage
16-28-301-007	9.49599	Hanover Builders/M. Carney	rear lot both sides of road
16-28-152-008	7 est	Manor House/Kinane Inc.	banquet facility
16-28-152-009	5 est	Icon Construction	Mercy Mason Health Park
16-28-152-006	4.9814	John Zopff	lot east of Manor House