

A RESOLUTION AUTHORIZING THE MAYOR AND DIRECTOR OF FINANCE TO ENTER INTO AMENDMENT TO INCOME TAX RETENTION AND CREATION INCENTIVE GRANT AGREEMENT WITH NAVIGATE 360, LLC, AND DECLARING AN EMERGENCY

WHEREAS, the Village Council passed Ordinance No. 12-2020 on February 18, 2021 authorizing the Mayor and Director of Finance to enter into an Income Tax Retention and Creation Incentive Grant Agreement with Navigate360, LLC's ("Company") in connection with Company's relocation of its operations and 77 existing full-time employees to 3900 Kinross Lakes Parkway located within the Village and its intent to create additional employment opportunities; and

WHEREAS, Company relocation to Village would result in the attraction of approximately 77 full-time employees with a current approximate payroll of \$6,230,000.00 and creation of approximately 93 full-time employees with an associated payroll of approximately \$6,510,000.00 in Richfield by year end 2023; and

WHEREAS, the purpose of the grant was to encourage and support economic development and job retention and creation within the Village and pursuant to the grant agreement, the Village agreed to provide a five (5) year job creation grant based upon the creation of payroll from new jobs in the Village above and beyond the payroll from the initial existing jobs relocated to the Village; and

WHEREAS, Grantee could not meet the job creation grant requirements because of the effects of the COVID-19 pandemic on its business, which has caused significant disruption to local, regional, and national businesses; and

WHEREAS, Company is not eligible to receive the job creation grant for year one of the job creation period; and

WHEREAS, Council determines that it is in the best interest of the Village to not penalize Grantee and to delay the performance years back by one (1) year to allow Company to meet the job creation and payroll goals required under the job creation agreement

NOW, THEREFORE, BE IT RESOLVED by the Council of the Village of Richfield, County of Summit, State of Ohio that:

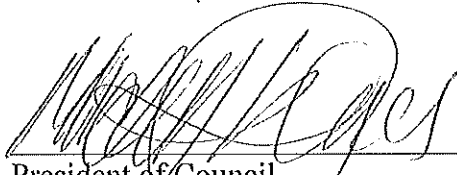
SECTION 1. The Mayor and Director of Finance are authorized and directed to enter into an Amendment to Income Tax Retention and Creation Incentive Grant Agreement with Navigate360, LLC substantially in accordance with the agreement attached hereto as Exhibit "A", and incorporated herein by reference.

SECTION 2. It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of this

Council, and that all deliberations of this Council and any of its committees that resulted in such formal action were in meetings open to the public, in compliance with all legal requirements including Section 121.22 of the Ohio Revised Code.

SECTION 4. This Resolution is hereby declared to be an emergency measure necessary for the immediate preservation of the public health, safety and welfare and for the further reason that it is immediately necessary in order to modify the grant agreement as soon as possible; wherefore, provided this Resolution receives the affirmative vote of two-thirds of the members of Council elected or appointed, it shall take effect immediately upon its passage and execution by the Mayor; otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

PASSED: 6-1-2021

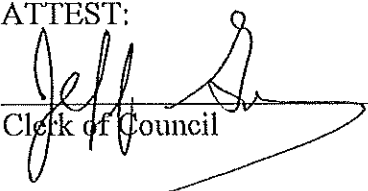


President of Council



Mayor

Dated: 6/2/2021

ATTEST:


Clerk of Council

**AMENDMENT TO INCOME TAX RETENTION AND CREATION INCENTIVE
GRANT AGREEMENT**

This Agreement is made and entered as of the date set forth below by and between the **VILLAGE OF RICHFIELD, OHIO**, an Ohio municipal corporation, 4410 West Streetsboro Road, Richfield, Ohio 44286 (“Village”), and Navigate360, LLC, a Nevada corporation, 3900 Kinross Lakes Parkway, 2nd Floor, Richfield, Ohio 44286 (“Company”).

RECITALS

WHEREAS, the Village Council passed Ordinance No. 12-2020 on February 18, 2021 authorizing the Mayor and Director of Finance to enter into an Income Tax Retention and Creation Incentive Grant Agreement with Company in connection with Company’s relocation of its operations and 77 existing full-time employees to 3900 Kinross Lakes Parkway located within the Village and its intent to create additional employment opportunities; and

WHEREAS, Company relocation to Village would result in the attraction of approximately 77 full-time employees with a current approximate payroll of \$6,230,000.00 and creation of approximately 93 full-time employees with an associated payroll of approximately \$6,510,000.00 in Richfield by year end 2023; and

WHEREAS, the purpose of the grant was to encourage and support economic development and job retention and creation within the Village and pursuant to the grant agreement, the Village agreed to provide a five (5) year job creation grant based upon the creation of payroll from new jobs in the Village above and beyond the payroll from the initial existing jobs relocated to the Village as of June 1, 2020; and

WHEREAS, Grantee could not meet the job creation grant requirements because of the effects of the COVID-19 pandemic on its business, which has caused significant disruption to local, regional, and national businesses; and

WHEREAS, Company is not eligible to receive the job creation grant for year one of the job creation period and the Parties desire to enter into this Amendment to delay the performance years back by one (1) year to allow Company to meet the job creation and payroll goals required under the job creation agreement.

NOW, THEREFORE, in consideration of the mutual covenants and promises of the parties contained herein, and other good and valuable consideration, the receipt of which is acknowledged, the Parties hereto hereby agree as follows:

1. The job creation period shall begin on January 1, 2021 and concluded five (5) years thereafter on December 31, 2025.
2. Except as specifically modified or amended by the terms of this Amendment, the Leasehold Reimbursements Grant Agreement and all provisions contained therein shall continue in full force and effect and are hereby ratified and confirmed.

3. This Amendment shall be attached to the Leasehold Reimbursements Grant Agreement and incorporated therein by reference.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the dates hereinafter shown.

VILLAGE OF RICHFIELD, OHIO

By: _____
Michael Wheeler, Mayor

And: _____
Sandy Turk, Finance Director

NAVIGATE360, LLC

By: _____

Title: _____
(Print Title)

Approved as to Legal Form

By: _____
Alejandro V. Cortes