

RESOLUTION NO. R00-13 CMS

A RESOLUTION CONSENTING TO THE ASSUMPTION BY QUEBECOR WORLD, INC. OF THE BENEFITS AND OBLIGATIONS GRANTED TO ALDEN PRESS UNDER AN ENTERPRISE ZONE TAX ABATEMENT AGREEMENT AND DECLARING AN EMERGENCY

WHEREAS, the Council of the City of Oberlin by Resolution Number R94-8 CMS adopted on September 7, 1994, approved an Enterprise Zone Agreement (hereinafter "Agreement") with Alden Press for the construction of a new manufacturing facility located at 235 Arino Street in the City of Oberlin; and

WHEREAS, the Council of the City of Oberlin by Resolution Number R98-4 CMS adopted on February 18, 1998, approved an amendment (hereinafter the "Previous Amendment") which substitutes the name World Color Direct for Alden Press; and

WHEREAS, World Color Direct has met or exceeded the requirements set forth in the Enterprise Zone Agreement as determined by the 1999 Tax Incentive Review Council analysis of the same; and

WHEREAS, World Color Direct has been acquired by Quebecor World, Inc. who believes that this change in ownership is necessary and will foster further expansion and development at the company; and

WHEREAS, on March 3, 2000, the Tax Incentive Review Council was informed of and voiced no objections to the assumption by Quebecor World, Inc.; and

WHEREAS, on July 11, 2000, the Oberlin Tax Incentive Negotiating Committee was informed of and voiced no objections to the assumption by Quebecor World, Inc.; and

WHEREAS, the assumption will make no material changes in the terms and conditions of the Enterprise Zone Agreement or the aforementioned Previous Amendment; and

WHEREAS, World Color Direct and Quebecor World, Inc. desire the consent of the City and the Lorain County Commissioners to consummate the merger and have Quebecor World, Inc. assume the rights and obligations granted under the Enterprise Zone Agreement and Previous Amendment thereto; and

WHEREAS, without amendment, the Enterprise Zone Agreement, as currently constituted, will have the unintended consequence of denying abatement to Quebecor World, Inc.; and

WHEREAS, the Project Site is located in both the Oberlin City School District and the Lorain County Joint Vocational School District and their respective Boards of Education have been notified of this proposed Amendment in accordance with Section 5709.83 of the Ohio Revised Code.

NOW, THEREFORE BE IT RESOLVED by the Council of the City of Oberlin, Lorain County, State of Ohio:

SECTION 1. That the City Manager is hereby authorized to execute a Second Amendment to the Enterprise Zone Agreement (attached as Exhibit A) between World Color Direct and the City of Oberlin allowing the assumption by Quebecor World, Inc. of the benefits and obligations granted under the aforementioned Enterprise Zone Agreement.

SECTION 2. That the Clerk of Council is hereby directed to send a certified copy of this resolution and the Second Amendment to the Enterprise Zone Agreement to the Board of Lorain County Commissioners for further consideration.

SECTION 3. It is hereby found and determined that all formal actions of this Council concerning or relating to the passage of this Resolution were passed in an open meeting of this Council, and that all deliberations of the Council and of 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. That this Resolution is hereby declared to be an emergency measure necessary for the preservation of the public peace, health and safety of the citizens of the City of Oberlin to wit:

"to authorize an Enterprise Zone Agreement as soon as possible so as to assure the continuance of existing economic development" and shall take effect immediately upon passage.

PASSED: 1st Reading - July 17, 2000 (E)
2nd Reading -
3rd Reading -

ATTEST:


CLERK OF COUNCIL


CHAIR OF COUNCIL

POSTED: July 18, 2000

EFFECTIVE DATE: July 18, 2000

SECOND AMENDMENT TO ENTERPRISE ZONE AGREEMENT BETWEEN THE CITY OF OBERLIN AND WORLD COLOR DIRECT

THIS AMENDMENT, made and entered into this 3rd day of August, 2000 by and between the **CITY OF OBERLIN, OHIO**, with its main offices located at 85 South Main Street, Oberlin, Ohio 44074 (hereinafter "City"), and **WORLD COLOR DIRECT (formerly known as ALDEN PRESS), OBERLIN DIVISION**, with offices located at 235 Artino Street, Oberlin, Ohio 44074 (hereinafter "World" or "Company").

WHEREAS, the Council of the City of Oberlin by Resolution Number R94-8 CMS, adopted on September 7, 1994, approved an Enterprise Zone Agreement (hereinafter "Agreement") with the Company for the construction of a new manufacturing facility located at 235 Artino Street in the City of Oberlin (hereinafter "Project" or "Project Site"); and

WHEREAS, the Council of the City of Oberlin by Resolution Number R98-4 adopted February 18, 1998 approved an amendment (hereinafter the "Previous Amendment") which substitutes the name World Color Direct for Alden Press; and

WHEREAS, World has met or exceeded the requirements set forth in the Agreement as determined by the 1999 Tax Incentive Review Council analysis of the same; and

WHEREAS, World has been acquired by Quebecor World, Inc. (hereinafter "Quebecor") and Quebecor believes that this change in ownership is necessary and will foster further expansion and development at the Project Site; and

WHEREAS, on March 3, 2000, the Tax Incentive Review Council was informed of and voiced no objections to the changes contemplated by this Amendment; and

WHEREAS, this amendment will make no material changes in the terms and conditions of the Agreement or the aforementioned Previous Amendment; and

WHEREAS, World and Quebecor desire the consent of the City and the Lorain County Commissioners to consummate the merger and have Quebecor assume the rights and obligations granted under the Agreement and Previous Amendment thereto; and

WHEREAS, the Project Site is located in both the Oberlin City School District and the Lorain County Joint Vocation School District and their respective boards of education have been notified of this proposed Amendment in accordance with Section 5709.83 of the Ohio Revised Code.

NOW, THEREFORE, in consideration of the foregoing, the parties agree to amend said Agreement as follows:

1. **Name of Enterprise**. The Agreement and Previous Amendment are hereby amended to delete all references to Alden Press or World Color Direct and substitute Quebecor World, Inc.
2. **Assumption of Obligations**. For the benefit of the City, Quebecor hereby irrevocably and unconditionally assumes the obligations and agrees to perform and observe all of the agreements

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and obligations of Alden Press and World under the Agreement and Previous Amendment.

3. **Net Worth of Surviving Entity:** Quebecor has a net worth, determined in accordance with generally accepted accounting principals, consistently applied, equal to or greater than World immediately prior to the acquisition.

4. **Consent of City:** Subject to the conditions set forth above, and pursuant to ^{RESOLUTION} Ordinance number R00-13 (attached) adopted by the Council of the City of Oberlin on JULY 17, 2000, the City hereby consents to the consummation of the merger and agrees that neither World nor Quebecor will, as a result of the merger, be in default under the Agreement or Previous Amendment.

5. **Consent of County:** Subject to the conditions set forth above, and pursuant to Resolution number 00-640 (attached) adopted by the Board of County Commissioners on August 9th, 2000, the County hereby consents to the consummation of the merger and agrees that neither World nor Quebecor will, as a result of the merger, be in default under the Agreement or Previous Amendment.

IN WITNESS WHEREOF, the parties have caused this Second Amendment to the Agreement to be executed by their authorized representatives as of the date and year first above written.

WITNESSES:

THE CITY OF OBERLIN, OHIO

Sharon Pearson

Wendie A. Fleming

By: Robert DiSpirito
Robert DiSpirito
City Manager

WITNESSES:

THE BOARD OF COUNTY COMMISSIONERS
OF LORAIN COUNTY, OHIO

Stacy A. Roman

Rebecca Lester

By: MD Case Pres.
Name
Title

(signatures continue on the following page)

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QUEBECOR WORLD, Inc.

Franklin A. Andle - Controller
Karen Glass - CEO

By: Arthur J. Bahls
Authorized Representative
Title: V.P. Gen Mgr.

APPROVED AS TO FORM:

Eric R. Severs
Eric R. Severs
Oberlin City Solicitor

In the matter of approving the second amendment)
 to Enterprise Zone Agreement between the City of)
 Oberlin, Ohio and World Color Direct, to reflect a) August 3, 2000
 change in the name of World Color Direct to)
 Quebecor World, Inc., due to World Color Direct)
 being purchased by Quebecor World, Inc.)

WHEREAS, Ohio Revised Code Section 5709.61 through 5709.66 authorized counties with the consent and agreement of affected municipalities and townships therein, to designate as Enterprise Zone; and

WHEREAS, the City of Oberlin entered into an Enterprise Zone Agreement on September 7, 1994;

WHEREAS, World Color Direct has submitted an application for an amendment to the Enterprise Zone Agreement for its project located at 235 Artino, within the City of Oberlin, Ohio; and

WHEREAS, this Board has reviewed the information submitted and desires to authorize execution of this amendment to the Enterprise Zone Agreement; and

WHEREAS, the Oberlin School District has been officially notified of the Oberlin City Council meeting and the Board of Commissioners meeting with in fourteen (14) days of these meetings, as required by substitute Senate Bill 19 (SSB); and

NOW, THEREFORE BE IT RESOLVED, by the Lorain County Board of Commissioners that after reviewing said agreements between the City of Oberlin and World Color Direct we hereby approve the amendment to the Enterprise Zone Agreement which reads as follows:

**SECOND AMENDMENT TO ENTERPRISE ZONE AGREEMENT BETWEEN
 THE CITY OF OBERLIN AND WORLD COLOR DIRECT**

THIS AMENDMENT, made and entered into this 3rd day of August 2000 by and between the City of OBERLIN, OHIO, with its main offices located at 85 South Main Street, Oberlin, Ohio 44074 (hereinafter "City"), and WORLD COLOR DIRECT (formerly known as ALDEN PRESS), OBERLIN DIVISION, with offices located at 235 Artino Street, Oberlin, Ohio 44074 (hereinafter "World" or "Company").

WHEREAS, the Council of the City of Oberlin by Resolution Number R94-8 CMS, adopted on September 7, 1994, approved an Enterprise Zone Agreement (hereinafter "Agreement") with the Company for the construction of a new manufacturing facility located at 235 Artino Street in the City of Oberlin (hereinafter "Project" or "Project Site"), and

WHEREAS, the Council of the City of Oberlin by Resolution Number R98A adopted February 18, 1998 approved an amendment (hereinafter the "Previous Amendment") which substitutes the name World Color Direct for Alden Press; and

WHEREAS, World has met or exceeded the requirements set forth in the Agreement as determined by the 1999 Tax Incentive Review Council analysis of the same, and

WHEREAS, World has been acquired by Quebecor World, Inc. (hereinafter "Quebecor") and Quebecor believes that this change in ownership is necessary and will foster further expansion and development at the Project Site; and

WHEREAS, on March 3, 2000, the Tax Incentive Review Council was informed of and voiced no objections to the changes contemplated by this Amendment; and

WHEREAS, this amendment will make no material changes in the terms and conditions of the Agreement or the aforementioned Previous Amendment; and

WHEREAS, World and Quebecor desire the consent of the City and the Lorain County Commissioners to consummate the merger and have Quebecor assume the rights and obligations granted under the Agreement and Previous Amendment thereto; and

WHEREAS, the Project Site is located in both the Oberlin City School District and the Lorain County Joint Vocation School District and their respective boards of education have been notified of this proposed Amendment in accordance with Section 5709.83 of the Ohio Revised Code.

NOW, THEREFORE, in consideration of the foregoing, the parties agree to amend said Agreement as follows:

1. Name of Enterprise. The Agreement and Previous Amendment are hereby amended to delete all references to Alden Press or World Color Direct and substitute Quebecor World, Inc.

2. Assumption of Obligations. For the benefit of the City, Quebecor hereby irrevocably and unconditionally assumes the obligations and agrees to perform and observe all of the agreements and obligations of Alden Press and World under the Agreement and Previous Amendment.

3. Net Worth of Surviving Entity. Quebecor has a net worth, determined in accordance with generally accepted accounting principals, consistently applied, equal to or greater than World immediately prior to the acquisition.

4. Consent of City. Subject to the conditions set forth above, and pursuant to Resolution number R00-13 (attached) adopted by the Council of the City of Oberlin on July 17, 2000 the City hereby consents to the consummation of the merger and agrees that neither World nor Quebecor will, as a result of the merger, be in default under the Agreement or Previous Amendment.

5. Consent of County. Subject to the conditions set forth above, and pursuant to Resolution number 00-640 (attached) adopted by the Board of County Commissioners on August 3, 2000, the County hereby consents to the consummation of the merger and agrees that neither World nor Quebecor will, as a result of the merger, be in default under the Agreement or Previous Amendment.

IN WITNESS WHEREOF, the parties have caused this Second Amendment to the Agreement to be executed by their authorized representatives as of the date and year first above written.

WITNESSES: THE CITY OF OBERLIN, OHIO

S/Sharon Pearson

S/Wendie A. Fleming S/Robert DiSpirito, City Manager

WITNESSES: THE LORAIN COUNTY BOARD OF COMMISSIONERS

S/Stacy Poman

S/Theresa L. Upton S/Mary Jo Vasi, President

WITNESSES: QUEBECOR WORLD, INC.

S/Timothy A. Andel,
Controller

S/Karen Glass S/Arthur J. Balika

APPROVED TO AS FORM:

Eric R. Severs, Oberlin City Solicitor

FURTHER BE IT RESOLVED, the Tax Incentive Review Council (TIRC) was informed of this potential change at the March 3, 2000 annual meeting and recommended that the City pursue an amendment with Quebecor. The Community Development Department of Lorain County concurs with the recommendation of the TIRC.

BE IT FURTHER RESOLVED, we hereby authorize the President to execute on behalf of the board.

Motion by Blair, seconded by Vasi to adopt Resolution. Ayes: All.

Motion carried. _____ (discussion was held on the above)

I, Roxann Blair, Clerk to the Lorain County Board of Commissioners do hereby certify that the above Resolution No. 00-640 is a true copy as it appears in Journal No. 00 on date of August 3, 2000.


Roxann Blair, Clerk