

## OFFICE & INDUSTRIAL INCENTIVE AGREEMENT

This agreement made and entered into by and between the City of Gahanna, Ohio, a municipal government, with its main offices located at 200 S. Hamilton Road, Gahanna, OH, hereinafter referred to as the City, and Intermedix Corp. with its main offices located at 424 Church Street, Nashville, TN 37219, hereinafter referred to as Intermedix. Gahanna and Intermedix are collectively referred to herein as the "Parties."

WITNESSETH:

WHEREAS, the City encourages the creation of new job opportunities in the community; and

WHEREAS, Intermedix is desirous of relocating and expanding their business operations at 825 Tech Center Drive, Gahanna, Ohio, hereinafter referred to as Project Location; and

WHEREAS, Gahanna City Council, by Ordinance ORD-0212-2002, enabled the City to offer an "Office & Industrial Incentive"; and

WHEREAS, the City, having the appropriate authority for the stated type of project, is desirous of providing Intermedix with incentives for the development of the project; and

WHEREAS, the Director of Planning & Development has investigated the Application of Intermedix, which is attached as Exhibit A, and the Incentive Advisory Board has recommended the same to Gahanna City Council on the basis that Intermedix is qualified by financial responsibility and business experience to create new employment opportunities and improve the economic climate of Gahanna.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter contained and the benefit to be derived by the Parties from the execution hereof, the Parties herein agree as follows:

### SECTION 1. EMPLOYMENT AND PAYROLL

1. Intermedix intends to lease 34,310 square feet at the Project Location for a term of 124 months.
2. Intermedix intends to relocate one hundred sixty-one (161) existing jobs to Gahanna, with an annual payroll of \$5,265,740 hereinafter referred to as Relocated Jobs. The City of Gahanna will not be providing financial incentives to the Relocated Jobs.
3. Intermedix intends to create thirty-eight (38) new jobs in 2017; twenty-two (22) new jobs in 2018; twenty-five (25) new jobs in 2019; and twenty-three (23) new jobs in 2020 for a total of one hundred and eight (108) new employees at the Project Location, hereinafter referred to as New Jobs. The new full-time jobs will have an average annual salary range of \$33,688 - \$36,811. The New Jobs will be considered as those employees Intermedix hires at the Project Location as a result of this expansion project subsequent to the execution of this agreement.
4. The combination of Relocated Jobs and Net New Jobs will result in approximately nine million nine hundred thousand two hundred sixty-eight dollars (\$9,902,268) of annual payroll for the City by year 2020.

5. The City shall grant Intermedix a refundable credit worth 50% of the company's municipal income tax withholdings generated by the New Jobs, based upon the City's 1.5% municipal income tax rate, for a term of five (5) years.
6. Intermedix agrees to remain in Gahanna for ten (10) years from the beginning date of the incentive period. If Intermedix does not complete the entire ten (10) year term, any incentive funds must be paid to the City on a pro rata basis of the remaining term.
7. Intermedix must annually provide the City of Gahanna with information including, but not limited to, Tax Identification number(s) to verify wages paid and taxes withheld through the Regional Income Tax Agency (RITA) for the Retained Jobs and New Jobs created during the period outlined under this agreement. The Payroll Verification Form, as may be amended from time to time, is attached as Exhibit B.
8. Intermedix agrees to connect to GahannaNet, the City's fiber optic network, to be provided and serviced by Wow Business at the Project Location.
9. If Intermedix materially fails to fulfill its obligation under this agreement, the City may terminate or modify the provisions granted under this agreement.
10. This agreement is not transferable or assignable without the express, written approval of the City.
11. This agreement may be revised and/or amended throughout its term through the mutual agreement of the parties hereto. Such revisions and/or amendments are, and will be, subject to applicable federal, state and local laws or ordinances, and any applicable regulations and/or rules of federal, state and local department or agencies possessing authority to implement and/or administer such applicable federal, state and local laws or ordinances.

## **SECTION 2. PROGRAM COMPLIANCE**

1. Intermedix shall pay all federal, state and local taxes and shall file all tax reports and returns as required by law. If Intermedix fails to pay such taxes or file such returns and reports, all incentives granted under this agreement are rescinded beginning with the year for which such taxes are charged or such reports or returns are required to be filed and thereafter.
2. If for any reason the Office & Industrial Incentive Program expires or is rescinded by the City, entitlements granted under this agreement shall continue for the number of years specified under this agreement, unless Intermedix materially fails to fulfill its obligations under this agreement and the City terminates or modifies the incentives granted under this agreement.
3. If Intermedix materially fails to fulfill its obligations under this agreement, or if the City determines that the certification as to the delinquent taxes required by this agreement is fraudulent, the City may terminate or modify the incentives granted under this agreement and may require the repayment of the amount of taxes that would have been payable without this agreement.
4. Intermedix hereby certifies that at the time this agreement is executed, Intermedix does not owe any delinquent real or tangible personal property taxes to any taxing authority of the State of Ohio, and does not owe delinquent taxes for which Intermedix is liable under Chapters 5733, 5735, 5739, 5741, 5743, 5747, 5753 of the Ohio Revised Code, or, if such delinquent taxes are owed, Intermedix

is currently paying the delinquent taxes pursuant to an undertaking enforceable by the State of Ohio or an agent or instrumentality thereof, has filed a petition in bankruptcy under 11 U.S.C.A. 101, et seq., or such a petition has been filed against Intermedix. For the purposes of the certification, delinquent taxes are taxes that remain unpaid on the latest day prescribed for payment without penalty under the chapter of the Revised Code governing payment of those taxes.

5. Intermedix affirmatively covenants that it has made no false statements to the State of Ohio or City of Gahanna in the process of obtaining approval for an Office & Industrial Incentive. If any representative of Intermedix has knowingly made a false statement to the State of Ohio or City of Gahanna to obtain an Office & Industrial Incentive, Intermedix shall be required to immediately return all benefits received under the Office & Industrial Incentive Program pursuant to Ohio Revised Code Section 9.66(C)(2) and shall be ineligible for any future economic development assistance from the City of Gahanna. Any person who provides a false statement to secure economic development assistance may be guilty of falsification, a misdemeanor of the first degree, pursuant to Ohio Revised Code Section 2921.13(D)(1), which is punishable by a fine of not more than \$1,000 and/or a term of imprisonment of not more than six months.

IN WITNESS WHEREOF, the City of Gahanna, Ohio, by Thomas R. Kneeland, its Mayor, and pursuant to Ordinance No. \_\_\_\_\_, 2016, has caused this instrument to be executed this \_\_\_\_\_ day of \_\_\_\_\_, 2016 and Intermedix Corp., by its duly authorized signor, has caused this instrument to be executed on this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

City of Gahanna, Ohio

Intermedix Corp.

\_\_\_\_\_  
Thomas R. Kneeland, Mayor

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

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

Approved as to form:

\_\_\_\_\_  
Shane W. Ewald, City Attorney

**EXHIBIT A**

**Office & Industrial Incentive Application**

## Office & Industrial Incentive Program Application

Company Information	
<b>Company Name:</b> Intermedix Corp.	<b>Company Contact Name and Title:</b> Jack Donahue, Executive Vice President Enterprise Shared Services
<b>Company Address:</b> 424 Church Street Nashville, TN 37219	<b>Contact Phone Number and Email:</b> 954.308.8738; Jack.Donahue@intermedix.com
<b>Business Description / Industry Type:</b> Technology-enabled services and software solutions company that supports and connects healthcare providers, corporations, government agencies, and emergency management personnel across The United States.	
Project Information	
<b>Project Site / Address:</b> 825 Tech Center Dr, Gahanna, OH	<b>Square Footage:</b> 34,310
<b>Current Number of Employees at Site:</b> 0	<b>If Leasing Space, Proposed Term:</b> 124 months
<b>Proposed Number of New Employees at Site:</b> <b>Full-Time:</b> 269 by 2020  <b>Part-Time:</b> N/A	<b>Average Wage Rate of New Employees:</b> \$32,706 in 2016 increasing to \$36,811 by 2020  <b>Average Benefits of New Employees:</b> \$4,905 (15% of base salary)
<b>Estimated Annual Payroll at Project Site:</b> \$5,265,740 in 2016 increasing to \$9,902,268 by 2020	
Project Description including total investment amount	
<p>The total investment will be \$1,360,000 -- \$675,000 for FF&amp;E and \$685,000 for Tenant Improvements.</p> <p>The objective of this project is to determine the optimal growth plan for Intermedix, a Ft. Nashville, TN-based technology-enabled services and software solutions company that supports and connects healthcare providers, corporations, government agencies, and emergency management personnel across The United States. With a strong focus on innovation, partnership building and customer satisfaction, Intermedix serves approximately 15,000 healthcare providers and connects 95% of The United States with population management technologies. To promote their current growth phase, Intermedix is evaluating a potential relocation of its Columbus, OH operations to an existing facility in the city of Gahanna, OH, as well as the option to consolidate with a larger operation in Nashville, TN. The project will include significant new job creation and capital investment.</p>	

**Please include the following items upon submitting an application:**

- History and description of the business
- Resumes of owners and/or key managers
- Three years historical financial statements
- Three years projected financial statement
- Incentive offers from other communities being considered for this project
- Supporting documentation (*cost analysis*) for all locations being considered.
- Application Fee: **\$150.00** made out to:

City of Gahanna,  
200 S. Hamilton Rd.  
Gahanna, OH 43230

Application Acknowledgement

As an authorized agent of the applicant company, I hereby submit this application for consideration. I understand that any information on this application found to be false or misleading could result in the termination of this program.

*Brad Williams / SVF*

Signature/Title

*08/03/2016*

Date

**EXHIBIT B**

**Payroll Verification Form**

# 2015 Office & Industrial Incentive Annual Report



**Instructions:** Please complete and return this form to the Department of Planning & Development by **Friday, April 29, 2016**. Fill out all fields and **provide payroll documentation** to support your incentive request. Thank you in advance for your cooperation. Return all documents via mail to 200 S. Hamilton Road, Gahanna, OH 43230, fax (614) 342-4118 or email [emanuel.torres@gahanna.gov](mailto:emanuel.torres@gahanna.gov).

## Business Contact Information

<b>Name of Business</b>		<b>Industry</b>	
<b>Business Address</b>			
Contact Person		Title	
Address			
Email		Phone #	

## Performance Verification Information

<b>Business Federal Employer ID:</b>			
<b>TOTAL Number of Employees on Site:</b> (as of 12/31/2015)	<i>Full Time:</i> _____	<i>Part Time:</i> _____	
<b>TOTAL Annual Payroll:</b> \$ (as of 12/31/2015)	<b>Total City Income Tax:</b> \$ (as of 12/31/2015)		
<b>Number of Employees under Incentive:</b> (as of 12/31/2015)	<i>Full Time:</i> _____	<i>Part Time:</i> _____	
<b>Payroll Amount under Incentive:</b> (as of 12/31/2015)	\$ _____		
<b>Eligible Incentive Amount:</b> (as of 12/31/2015)	\$ _____		

Is your facility: <b>Owned</b> or <b>Leased</b> ? - If leased, when does the lease expire? : _____ <input type="checkbox"/> <input type="checkbox"/> MM / YYYY			
Employment trend: <input type="checkbox"/> <b>Growing</b> Is your company? <input type="checkbox"/> <b>Staying the same</b> <input type="checkbox"/> <b>Shrinking</b>	Does your facility meet your current and near term needs (12-24 months)? <input type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>		
If your company has locations elsewhere, is your company expanding or consolidating operations? _____	Rate your experience in Gahanna? (Circle one) <b>Great</b> <b>Poor</b> <b>1</b> <b>2</b> <b>3</b> <b>4</b>		
Where outside the United States do you sell your product or service? _____	What percent of your sales are? : <b>In the US:</b> _____ % <b>Outside the US:</b> _____ %		
Would you like to speak with someone about expanding your sales to other foreign markets? <b>Yes</b> <input type="checkbox"/> <b>No</b> <input type="checkbox"/>			
Challenges on local or state level, short and long term needs, action items: _____			

Are you a member of the Gahanna Area Chamber of Commerce? Yes  No   
 Are you interested in learning more about lowered cost broadband services through Gahanna's fiber network? Yes  No

**Contact Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_