

MEMORANDUM OF UNDERSTANDING

Cedar-Lee-Meadowbrook Development in Cleveland Heights, Ohio

THIS MEMORANDUM OF UNDERSTANDING (“MOU”) is entered into by and between the CITY OF CLEVELAND HEIGHTS, OHIO, a municipal corporation and political subdivision duly organized and existing under the laws of the State of Ohio (the “City”) and F&C DEVELOPMENT, INC., an Indiana corporation (the “Developer”) effective as of the last date set forth below their respective signatures hereto (the “Effective Date”) and sets forth the primary business terms pursuant to which the Developer proposes to build a multi-story mixed-use development known as the Cedar-Lee-Meadowbrook project on approximately 4.80 acres of City-owned real property located between Cedar Road and Meadowbrook Road in the City (the “Project Site”), including any additional adjacent property not owned by the City but incorporated into the Project (the “Added Property”). The Project Site includes land owned by the City that is currently vacant land or utilized for surface and structured parking, as generally described in Exhibit E attached hereto.

The following terms and conditions are subject to the execution of a formal development agreement (the “Development Agreement”) which will contain the primary terms and conditions herein, among other essential terms and conditions to be agreed to by the parties. The City and the Developer agree to negotiate diligently and in good faith during the period following the Effective Date in order to draft and execute the Development Agreement and all related documentation as is necessary or appropriate to implement the development project outlined in this MOU, all of which documentation shall be in form and substance acceptable to the Developer and the City and their respective counsel, and subject to approval of City Council, in their respective sole discretion. Except as otherwise provided in Section 17 and Section 18 of this MOU and the Access Agreement described in Section 6 and attached as to form as Exhibit C if and when fully executed and effective, no party shall have any liability or obligation, one to the other, unless or until the Development Agreement is executed.

1. The Project

The “Project” referred to in this MOU includes the development contemplated by the Request for Qualifications and Preliminary Development Proposals issued by the City on October 22, 2020 (the “RFQ/RFP”) and described in the proposal received on December 29, 2020 (the “Proposal”) and the proposal presentation provided to City Council by the Developer on February 8, 2021 (the “Presentation”) in response to the RFQ/RFP. The RFQ/RFP, the Proposal and the Presentation are attached hereto as Exhibit A. The development of the Project Site is described in more detail in the Project Summary which is attached hereto as Exhibit B. For purposes of this MOU and the Development Agreement, the Project shall include the Project Site and any Added Property.

The City owns a structured parking garage located within the Project Site, with ownership, management and maintenance thereof expected to be negotiated as part of the Development Agreement. The parking garage may be “wrapped” with multi-family housing units developed by Developer as part of the Project. The City and the Developer intend to enter into a parking agreement pursuant to the terms of which commercial and residential tenants of the Project will be

provided access to the parking structure, and finalizing such parking agreement, in a form acceptable to both the City and the Developer, shall be a condition to the Developer's execution and delivery of the Development Agreement. The Developer intends to provide any landscaping for the area surrounding the City's parking garage, even if such landscaping is on City-owned property.

2. Vision/Development Goals

The Developer and the City seek to collaboratively create a mixed-use project on the Project Site. The City's goal is that the development of the Project Site shall be completed in a manner which, at a minimum:

- a) Creates a dense, vibrant, pedestrian friendly and unique mixed-use development consisting of commercial and residential uses that leverages the placemaking opportunities of the site;
- b) Dovetails with the architecture and aesthetics of the surrounding Cedar Lee District;
- c) Complements and is harmonious with adjacent residential neighborhoods;
- d) Creates positive economic and fiscal benefits for the neighborhood and the City;
- e) Incorporates greenspace, and/or a strong landscaping plan into the design and construction of the development;
- f) Effectively incorporates community feedback into the design;
- g) Strongly encourages the use of commercially reasonable efforts to achieve inclusion of minority-owned and female-owned business enterprises in the construction of the development, as well as the use of commercially reasonable efforts to ensure that laborers and mechanics employed on the project shall be paid at a prevailing wage rate to an extent reasonably practicable at an acceptable aggregate level to be negotiated prior to the execution and delivery of the Development Agreement.
- h) Developer shall use commercially reasonable efforts to achieve the goal of local worker participation by having a majority of workers participating in the construction of this project being residents of Northeast Ohio; and
- i) Employs or utilizes sustainability best practices acceptable to the City that are consistent with sustainability best practices and standards outlined in Developer's Proposal attached as Exhibit A.

3. Proposed Scope

Subject to development of further conceptual designs, community feedback and further market studies and economic feasibility analysis, the development plan for the Project Site will include one or more 4 to 5 story buildings, including approximately 200 - 225 market-rate apartments (some of which may be in apartments that "wrap" the existing City parking garage and some of which shall have universal design and accessibility), approximately 5,000 to 9,000 square feet of first floor commercial, retail and restaurant space, and public gathering and green spaces. The total project cost is currently expected to be in excess of \$50 million. The Project is expected to be developed in one phase of construction.

4. Development Agreement

The City and the Developer will negotiate diligently and in good faith with the goal of entering into a Development Agreement within sixty (60) days of the Effective Date, setting forth the essential terms upon which the development will proceed on the Project Site. The Development Agreement will include such terms as the City and the Developer deem necessary to implement the development as currently envisioned, including, at a minimum to the extent reasonably able to be determined upon execution of the Development Agreement, the following:

- a. Detailed descriptions of the improvements to be constructed on the Project Site and any Added Property;
- b. A detailed plan of finance with respect to the Project, including the amount of Developer contribution and other sources and uses of funds necessary to complete the Project;
- c. Detailed timelines/schedules/deadlines for the development acceptable to the City and the Developer, including timelines and deadlines relating to community engagement, planning, diligence, financial underwriting, architectural design and review, City approvals, construction bidding and construction, and confirmation and agreement by the Developer to proceed in accordance with the agreed-upon schedule;
- d. Details relating to the City's process of zoning and planning approval and City assistance with financing of the Project using tax-increment financing (TIF), all as further described in Section 12 of this MOU;
- e. A detailed process and expected timeline relating to City review and approval of preliminary and final plans and specifications and any modifications to such plans and specifications as required by the City's zoning and plan approval process and City review and approval of preliminary and final architectural plans and drawings and any modification of such plans and drawings as required by the City's zoning and plan approval process;
- f. A requirement that traffic impact (including, but not limited to, vehicular, pedestrian, bicycle, etc.) and parking studies be completed at the Developer's expense and a requirement that the Developer deliver to the City detailed plans concerning parking and traffic related to the redevelopment of the Project Site based on those studies (including plans for accommodating parking needs for existing residential and commercial users in the Cedar-Lee District during construction). The City and the Developer shall agree to cooperate and coordinate to (1) minimize parking and traffic issues during construction, and (2) if requested by the City, have a district-wide parking study completed (in which case the City and the Developer will share the cost of such study equitably);
- g. A merchandising plan for retail and commercial tenants in compliance with the City's current zoning for the Project Site and generally consistent with the plan set forth in Exhibit D hereto;
- h. An agreement by the Developer that tenants of the retail and commercial portions of the Project will not be businesses that are relocated from an existing business location within the City without the prior written consent of the City Manager (the parties hereto acknowledge and agree that all references to the term "City Manager" herein shall be deemed to be references to the City Mayor from and after the date

the elected Mayor replaces the City Manager as the chief executive official of the City, which is expected occur on or about January 1, 2022), which shall not be unreasonably withheld, delayed or conditioned;

- i. Terms and conditions upon which the City will lease the Project Site to the Developer, as provided in Section 5 below;
- j. Terms and conditions relating to the ownership, management and maintenance of the existing parking structure on the Project Site, and terms and conditions upon which residential and commercial tenants of the Project will be provided access to parking spaces in the existing parking structure on the Project Site, as provided in Section 11 below, which terms and conditions shall be acceptable to the Developer and the City;
- k. A requirement that the Developer provide the City a detailed construction budget;
- l. A requirement that the Developer use commercially reasonable efforts to achieve MBE/FBE participation goals in connection with the Project as detailed in the Proposal;
- m. A detailed plan relating to security and avoidance of nuisances on the Project Site during construction;
- n. Provisions allowing the City to receive copies of periodic reports generated by any construction inspector retained by any lender or financing source in connection with any financing of the Project, if requested by the City;
- o. A requirement for delivery to the City of (i) a completion guaranty by the Developer and the Developer's principal owners and (ii) if required, a guaranty by the Developer's principal owners of the Developer's payment obligations relating to any TIF financing related to the Project, or in the alternative, one or more bonds issued by an acceptable surety, each in a form reasonably satisfactory to the City, as applicable;
- p. Detailed provisions requiring the Developer to maintain insurance in form and amount reasonably required by the City and to provide the City customary indemnity with respect to the Project;
- q. Detailed provisions requiring the Developer to provide the City with periodic reporting and reasonable access to books and records pertaining to the Project; and
- r. An affirmative agreement by the Developer that (i) consistent with the budget provided to the Developer by the City, it will pay or reimburse the City for specified costs and expenses incurred by the City in connection with the development of the Project at the time of execution of the lease of the Project Site to Developer, and (ii) it will pay all costs and expenses incurred by Developer in connection with the development of the Project, including, but not limited to, all costs and expenses incurred by Developer in connection with title searches and title insurance, environmental studies and reports, feasibility studies, traffic impact studies and parking studies, appraisals, surveys and plats, architectural and construction costs, financing costs, and all legal fees incurred by Developer.

Notwithstanding anything herein to the contrary, the parties acknowledge that all deliverables or other matters described above may not be available or completed upon execution of the Development Agreement and the parties shall work together diligently and in good faith after the execution of the Development Agreement with respect thereto.

5. Lease of Project Site to Developer

The City shall lease the Project Site to the Developer for a term of ninety-nine (99) years, and such lease shall have nominal rent and a mutually acceptable purchase option in favor of the Developer after the fortieth (40th) anniversary of the commencement date of such lease. The City agrees to cooperate with the Developer to enable Developer to obtain financing necessary to construct and complete the Project, including the following:

1. Improvements constructed by Developer on the Project Site are to be owned by the Developer; and

2. Casualty and condemnation proceeds shall be disbursed in accordance with pertinent loan documents.

If necessary for the financing of the Project, including the proposed TIF financing described in Section 12 of this MOU, the Developer and the City shall negotiate diligently and in good faith to structure the lease of the Project Site from the City to the Developer as a financeable ground lease. In addition, to the extent permitted by law, the lease of the Project Site (or a sublease) will be structured to allow for the exemption of state and local sales taxes on all materials purchased for the construction of the Project.

6. Due Diligence

The Developer or its designee shall have a period of time commencing on the date of full execution of the Development Agreement and continuing for ninety (90) days thereafter to conduct inspections of the Project Site. The Developer and its agents, representatives and contractors shall be granted full access to the land comprising the Project Site pursuant to an Access Agreement in a form substantially similar to the form attached to this MOU as Exhibit C for purposes of conducting such physical and environmental inspections, tests and surveys, including without limitation a Phase I environmental survey, soil borings, geotechnical testing, surveys and title searches (collectively, the “Inspections”) of the Project Site as the Developer deems necessary, in the Developer’s sole discretion, to determine the feasibility, costs and physical and other impediments to development of the Project.

The Developer shall provide copies to the City of any and all test results and reports relating to Inspection Work performed at the Project Site. The Developer shall be responsible for any damage to the Project Site caused by the Developer or the Developer’s inspectors or contractors during such Inspections, shall repair and restore the Project Site to its condition immediately prior to said Inspections, and shall indemnify and hold the City harmless from and against any and all costs, claims and liabilities arising therefrom except arising out of pre-existing conditions.

Additionally, the City shall furnish or make available to the Developer upon the Effective Date, all available information with respect to the history and physical and environmental condition of the Project Site which is in the City’s possession or control, including without limitation any environmental or geotechnical studies or tests, surveys, plats and title reports.

In the event that the Developer is dissatisfied with the results of the Inspections for any reason whatsoever, the Developer may give written notice to the City to such effect and thereafter

shall have no obligation or liability with respect to the Project other than (1) the reimbursement of expenses incurred by the City in connection with the Project not to exceed \$25,000; provided such expenses are consistent with the estimates provided to the Developer by the City in accordance with Section 17, and (2) the obligation of the Developer to deliver to the City the results of all Inspections and any studies conducted by Developer relating to the Project or the Project Site, including all deliverables relating to those Inspections or studies, at no cost to the City. Alternatively, the Developer may propose changes to the nature and scope (as set forth in the Development Agreement) of the proposed Project. If such changes are rejected by the City, the Developer may likewise give written notice to the City and thereafter shall have no obligation or liability with respect to the Project other than (1) the reimbursement of the City's expenses described above not to exceed \$25,000, and (2) the obligation of the Developer to deliver to the City the results of all Inspections and any studies conducted by Developer relating to the Project or the Project Site, and all work product relating to those Inspections and studies, at no cost to the City.

7. Community Engagement; Non-Discrimination

The Developer acknowledges that the City considers community engagement to be a critical component of the development process for the Project, and the Developer agrees to cooperate with the City to gather input concerning the Project from residents and businesses in the Cedar-Lee district and the greater Cleveland Heights community.

The Developer agrees that it shall meet personally with the Cedar-Lee Special Improvement District (the "SID") to review for potential incorporation into the Project the design elements set forth in the Cedar-Lee Streetscape Plan. Developer shall use reasonable efforts to enter into an agreement with the SID to participate in the SID Plan that is acceptable to both Developer and the SID.

The Developer agrees that as part of its Project review process it will make itself reasonably available to meet at convenient times and places with interested/inquiring task forces and community groups and to participate upon reasonable request in City Council meetings, public briefings and information sessions that are open to all interested parties. Developer agrees that, to the extent commercially reasonable, it will endeavor to incorporate into the Project, if and where appropriate, design suggestions made during the foregoing.

The Developer agrees that it will comply with all applicable federal, state and local laws with regard to housing opportunities and fair employment practices and will not discriminate on the basis of the protected classes identified in Section 749.01 of the Cleveland Heights Codified Ordinances (age, race, color, religion, sex, familial status, national origin, disability, sexual orientation, or gender identity or expression) in connection with the development of the Project Site or any related activities pursuant to this MOU or a subsequent Development Agreement concerning the same subject matter.

8. Communications/Coordination

The Development Agreement will include a mutually acceptable plan for communication and coordination between Developer and the City during the pre-construction planning period and

the construction period for the Project. The plan will include, at a minimum, designated representatives of the Developer and the City, a schedule of coordination/update/project status meetings between the Developer and the City and a plan for communicating development plans and project updates to stakeholders in the community.

9. Design and Construction of Improvements

The development of the Project shall create, to the extent commercially feasible, market-rate residential and commercial units consistent with the City's goal of creating a development that improves the vibrancy and livability of the surrounding neighborhood. The Project shall be completed using high quality materials in accordance with the agreed-upon plans and specifications approved by the Architectural Board of Review and in compliance with the City's existing guidelines and standards established for the Project. The Developer agrees to construct or cause construction to be completed in accordance with all applicable laws, ordinances, rules and regulations and safety standards.

Following the parties' execution of the Development Agreement, the Developer shall, at its sole cost and expense, prepare and submit to the City preliminary plans for the exterior configuration, appearance, orientation, size and permitted use of the improvements to be constructed as part of the Project and any signage to be placed thereon (the "Preliminary Plans"), upon which final construction plans will be based.

The Preliminary Plans and all final construction plans shall be subject to the City's zoning and planning approval process for residential/commercial developments.

10. Permitted Use

The Developer shall be entitled to sublet, license and allow use of portions of the Project as it deems appropriate, provided that retail and commercial use shall (1) be consistent with the merchandising plan attached as Exhibit D and (2) not include relocation of existing businesses within the City, unless, in the case of clause (2) above, the City Manager consents to such retail and commercial uses in writing, which shall not be unreasonably withheld, delayed or conditioned.

11. City Cooperation

The City intends to work collaboratively with the Developer to refine the Project and to assist the Developer as much as possible with streamlining City zoning, permitting and design review and approval processes.

The City will cooperate with the Developer in connection with any potential vacation of existing streets, dedication of new streets, re-platting/reconfiguration of the Project Site, changes in zoning (if applicable) and execution of reciprocal easement agreements or similar instruments with respect to the Project which may reasonably be necessary to facilitate ingress, egress, access to utilities and access and to other public improvements. The City will cooperate with Developer to enter into an agreement (the "Parking Agreement") that provides for the incorporation of the City's existing parking structure located on the Project Site into the Project on terms acceptable to both the City and the Developer. The Parking Agreement is intended, among other things, to provide details with respect to the ownership, management and maintenance of the parking

structure and to provide residential and commercial tenants of the project access to the parking garage on terms acceptable to both the City and the Developer. Further details of the Parking Agreement will be determined based on the results of the parking study described in Section 4 hereof.

The City will cooperate with the Developer with respect to requests that the Developer makes, from time to time, of other governmental or quasi-governmental entities providing resources or funding to the Project (*i.e.*, Federal, State, County, City, Port Authority, etc.).

12. Financing

The City will cooperate with the Developer to structure a Tax Increment Financing (“TIF”) for the Project under Section 5709.41 of the Ohio Revised Code. The City will provide the Developer assistance, if requested, with negotiations with the Cleveland Heights-University Heights School District (the “School District”) concerning the terms of the TIF transaction and will work with the Developer to structure the TIF in a manner that is consistent with other components of the Developer’s plan of finance for the Project. Notwithstanding anything in this MOU to the contrary, the City will cooperate with the Developer and take such actions and execute and deliver such documents as may be reasonably required to enable the City, or other acceptable entity, to issue bonds or otherwise be involved in the financing/structuring of the Project.

The City acknowledges that the Developer expects to create a multi-tiered plan of finance for the Project and that the Developer shall have the right to grant a security interest, mortgage or other encumbrance (in any event, an “Encumbrance”) to secure debt related thereto (“Developer Financing”) in the Developer’s leasehold interest in the Project Site and all of the Developer’s right, title and interest in the improvements and any fixtures, equipment and personal property located therein or thereon.

Except as described in Section 5 of this MOU, no such Encumbrance shall extend to, affect or be a lien upon the estate and interest of the City in the Project Site or any part thereof.

In connection with any Developer Financing, in addition to the provisions of Section 5 of this MOU, the City shall cooperate with the Developer in the giving of any estoppel certificates with respect to the Lease and the granting of any customary recognition and non-disturbance agreements with respect to the Lease as may be reasonably required with respect to the Developer’s financing.

13. Taxes and Impositions

After execution of a Development Agreement, if any, and upon expiration of any due diligence period, and after title to the Project Site is leased to Developer, the Developer shall pay all real property taxes and assessments (prorated on a lien basis) with respect to the Project Site directly to the taxing authority before the same become overdue. The City will cooperate with the Developer to cause all bills and statements for taxes and assessments to be delivered directly to the Developer and shall promptly deliver to the Developer any such bills and statements which the City receives. Except as otherwise provided in the Development Agreement or the terms of the proposed TIF financing described in Section 12 of this MOU, the Developer shall be permitted to contest any real property taxes or assessments with respect to the Project in accordance with

applicable law and procedures. The Developer may apply for and receive any and all other incentives available and applicable to the Project from any and all federal, state and local governmental authorities and the City will cooperate with the Developer to apply for such incentives.

Developer shall direct its general contractor to make all income tax payments associated with such work during construction of the Project and to direct its subcontractors to do the same.

14. No Contingencies; Economic Feasibility

The Developer acknowledges that its obligation under this MOU and to negotiate and implement the Development Agreement as contemplated herein is not subject to or contingent upon receipt of any award of new markets tax credits or historic tax credits. The City and the Developer acknowledge that (i) the economic feasibility of the Project requires additional market studies and analysis that will be completed, to the extent possible, during the inspection period described in Section 6 hereof, and (ii) the scope of the Project as currently contemplated may need to be adjusted pursuant to discussions between the Developer and the City to the extent one or more components of the Project as currently contemplated are determined by the Developer as a result of such market studies or analysis to not be economically feasible for the Project Site.

15. Exclusivity

In consideration of the expenses that the Developer has incurred and will incur in connection with the Project, the City agrees that until such time as this MOU has terminated in accordance with the provisions of Section 16, the City will not solicit or accept bids from any other party and will not furnish information with respect to the Project Site to any other party.

16. Termination

This MOU will automatically terminate and be of no further force and effect (except as provided in Section 17 and Section 18 below) upon the earlier of (i) the execution of the Development Agreement, (ii) mutual written agreement of the City and the Developer, and (iii) the failure of the City and Developer to execute a mutually agreeable Development Agreement within the time period stated in Section 4 of this MOU.

17. Fees and Expenses

The Developer agrees to reimburse the City for all out-of-pocket costs incurred by the City in connection with the preparation and negotiation of this MOU and any other documentation contemplated hereby upon the execution of the Lease of the Project Site to Developer; provided such expenses are consistent with the estimates provided by the City to the Developer. Developer acknowledges that the City has provided a good faith estimate of its expenses related to the Project based upon certain assumptions, and that such estimate may need to be adjusted by mutual agreement of the City and the Developer to the extent circumstances change as the Project progresses. In the event this MOU terminates for any reason prior to execution of the Development Agreement, other than the inability of the City and the Developer to finalize the terms of an agreement relating to the ownership, management and maintenance of the parking structure as

provided in Section 11, Developer's obligation under this Section 17 shall survive such termination but not to exceed \$25,000.

18. Indemnification

Developer agrees to defend, indemnify and hold harmless the City from and against any actions, suits, claims, losses, costs, demands, judgments, liabilities and damages asserted against the City to the extent such actions, suits, claims, losses, costs, demands, judgments, liabilities or damages are a result of or arise from the acts of Developer or its agents, employees, contractors, licensees, invitees or anyone else acting at Developer's request in connection with the Project. In the event this MOU terminates for any reason prior to the execution of the Development Agreement, Developer's obligation under this Section 18 shall survive such termination.

19. Press Releases

The Developer agrees not to issue any press releases or make other public announcements with respect to the Project without prior written approval of the City, which approval shall not be unreasonably withheld, conditioned, or delayed.

20. Governing Law

This MOU and the Development Agreement shall each be governed by and construed in accordance with the laws of the State of Ohio.

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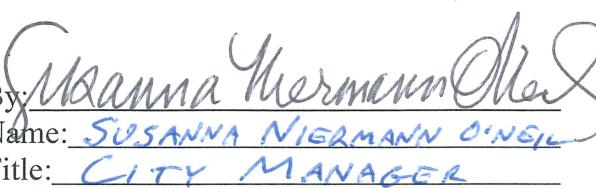
It is expressly acknowledged and agreed by the parties hereto that, except as provided in the Sections entitled "Fees and Expenses" and "Indemnification", this Memorandum of Understanding is not intended, nor shall this Memorandum of Understanding be deemed, to be a binding or enforceable agreement of the parties to enter into a Development Agreement with respect to the Project Site and that this Memorandum of Understanding does not purport to be inclusive of all of the material terms and conditions relating to such Development Agreement.

IN WITNESS WHEREOF, the parties have hereunto set their hands.

CITY OF CLEVELAND HEIGHTS, OHIO

F&C DEVELOPMENT, INC.

By:


Name: SUSANNA NIEMANN O'NEIL
Title: CITY MANAGER

By:


Name: David Flaherty
Title: CEO

Date: 13 July, 2021

Date: July 12, 2021

The legal form and correctness of this instrument is approved:

By:


Name: WILLIAM R. HANNA
Title: DIRECTOR OF LAW

Date: JULY 13, 2021

EXHIBIT A

DEVELOPER PROPOSAL; DEVELOPER PRESENTATION; CITY RFQ/RFP



**FLAHERTY & COLLINS
PROPERTIES**

**REQUEST FOR QUALIFICATIONS &
PRELIMINARY DEVELOPMENT PROPOSALS (RFQ/RFP)
CEDAR-LEE-MEADOWBROOK SITE
CLEVELAND HEIGHTS, OH**



PRESENTED TO:
THE CITY OF CLEVELAND HEIGHTS
ATTN: TIM BOLAND
DIRECTOR ECONOMIC DEVELOPMENT
40 SEVERANCE CIRCLE
CLEVELAND HEIGHTS, OH 44118

For More Information Contact:

**DERON KINTNER
GENERAL COUNSEL
FLAHERTY & COLLINS PROPERTIES
dkintner@flco.com
P: 317.816.9300
F: 317.816.9301**





December 30, 2020

The City of Cleveland Heights
ATTN: Tim Boland
Director Economic Development
40 Severance Circle
Cleveland Heights, OH 44118

Dear Tim,

Flaherty & Collins Properties (F&C) is pleased to submit our response to the Request for Qualifications and Preliminary Development Proposals (RFQ/RFP) for the Cedar-Lee-Meadowbrook Redevelopment site in Cleveland Heights. We look forward to the opportunity to work with the City of Cleveland Heights on this transformative Project.

We are excited to submit our thoughts on the potential for these sites. The opportunity afforded to Cleveland Heights by this site is tremendous, as well as the potential for growth and change; we would be honored to help Cleveland Heights achieve its goals for redevelopment. If selected, F&C commits to deliver a first-class and well executed development.

We believe we are the best and most qualified developer to execute and deliver upon this development. The materials to follow provide more detail to support each of these points.

- **Corporate Experience.** F&C, which has approximately 450+ employees, has developed 58 projects and more than 9,000 units in the past 15 years with a value in excess of \$1 billion, currently manages over 11,807 units in 7 states and has been involved with the construction of over 16,000 units in 20 states. In addition, F&C has developed, or is developing, over 400,000 square feet of retail space, 25,000 square feet of office space and 9,000 structured parking spaces. F&C is fully integrated with in-house development, construction and property management professionals and has the ability to structure, procure and close complicated, multi-layered financing.
- **Team Members.** The senior management team assigned to the Project has over 200 years of combined experience in real estate development. The project team has extensive experience and a proven track record with similar mixed-use urban-core oriented developments; four that are currently under development. We are especially thrilled to have **City Architecture** on our team as our Design Partner. Given their reputation and experience, as well as their familiarity with the Cedar Lee District, we feel their involvement is a benefit to both us and the City.



- **Financing Capacity.** F&C has proven its ability to raise debt and equity financing and structure complicated public-private partnerships. We have the financial strength to bring transactions to a successful closing; partially attributed to our strong, long-standing relationships with numerous banks and equity providers.
- **Partners.** We are professional partners; we've completed 30 projects valued at over \$2 billion and have good standing relationships with those communities in which we've worked. Creating a true public/private partnership is an integral component of achieving success in this project.
- **Top of the Hill.** Last but certainly not least, we have already proven to the City that we are great project partners through our experience on Top of the Hill. While that project had challenges, we demonstrated our commitment to collaboration, transparency, and flexibility, all necessary components to a successful partnership. The result is a first-class quality project that both the City and Flaherty & Collins can be proud of for years to come. There is no better illustration of partnership that we can provide.

For the foregoing reasons, and the reasons stated in this proposal, Flaherty & Collins Properties believes we are the best and most qualified developer to fulfill the City's goals and objectives for this project.

Thank you for allowing us the opportunity to provide this RFQ/RFP response and we are very excited about working with you.

Sincerely,

David Flaherty
CEO
Flaherty & Collins Properties
One Indiana Square
Suite 3000
Indianapolis, IN 46204
P:317.816.9300
F: 317.816.9301
dflaherty@flco.com

TABLE OF CONTENTS

A.	Development Team Information	5
B.	Relevant Development Experience	24
C.	Financial Capacity	50
D.	Proposed Development Vision	53
E.	Community Engagement	68
F.	Proposed Process & Timeline	71
G.	Economic Gap	73
H.	Resources Required From The City /Others	75
I.	Minority & Female Business Enterprise Inclusion, Prevailing Wage & Local Hiring	77
J.	Development & Use Agreement	79
K.	Project Summary	81
	Appendix A – Architect Information	83
	Appendix B – Additional F&C Project Portfolio	110

A.

DEVELOPMENT TEAM INFORMATION

History & Background

Flaherty & Collins Properties (F&C) is the most active mixed-use, multi-family developer in the Midwest, with over one-half billion dollars currently in development in Indianapolis, Cincinnati, Columbus, Cleveland Heights, Louisville, South Bend, Minneapolis/St. Paul, Chicago, Covington, Tulsa, Washington, D.C. and Kansas City.

A full-service, fully integrated company, Flaherty & Collins Properties consists of three main departments: Development, Construction and Management. The talented and experienced professionals at Flaherty & Collins Properties specialize in complex infill deals that have a public-private component.

Formed in 1993 by David. M. Flaherty and Jerry Collins, F&C has been consistently ranked as a Top 50 developer nationally for the past eight years for multi-family developments based on number of units built. Currently, Flaherty & Collins manages 11,807 units in 7 states.

Flaherty & Collins has earned Accredited Management Organization (AMO®) designation from the Institute of Real Estate Management (IREM®). This designation is given to an exclusive group of companies that meets rigorous standards.

With over 450 employees, Flaherty & Collins focuses on building trust, managing long-term partnerships and developing strong communication channels.



360 Market Square - Indianapolis, IN



Axis - Indianapolis, IN

Development

Flaherty & Collins Development has produced 50+ properties and over 10,000 units. These developments include multiple tax-credit, market rate, affordable housing, mixed-use and public-private projects, with a wide range of financing techniques, structures and capital sources. The F&C Development team will provide leadership from feasibility studies, site selection, financing, design, and leasing to project stabilization. Our results driven experts will work together to minimize challenges and facilitate the development process. Thorough research and market analysis, combined with custom project development, result in satisfied stakeholders, profitable projects and a pleasing array of lifestyle choices for residents, customers and the community as a whole.



Cosmopolitan on the Canal – Indianapolis, IN

Construction

Flaherty & Collins Construction has vast experience in all types of construction, including high-rise, mid-rise, commercial, mixed-use and wood-frame to concrete and steel construction. F&C is in the unique position of being able to use our internal construction team on any development. This bring tremendous value to the overall project.



Ninety7Fifty on the Park – Orland Park, IL

Management

Flaherty & Collins Management currently oversees 72 properties and 11,807 units in 7 states. We are an Accredited Management Organization (AMO), with three Certified Public Accountants (CPAs) on our staff. Our experience bridges all phases of property management, including: marketing, lease-up strategies, budgeting, forecasting, demographic studies, resident programs, relocation strategies and other facets of the property management business. F&C Management has tremendous experience marketing its own properties as well as working with owners on third-party management contracts.

A. DEVELOPMENT TEAM INFORMATION



Our Development team is guided by results-driven experts, who carefully review feasibility studies, research and market analysis, site selection, financing, design and leasing to project stabilization to provide a customized project development.

From multifamily-over-retail to affordable housing, we currently have projects in Illinois, Indiana, Kentucky, Michigan, Minnesota, Missouri, North Carolina, and Ohio. Each location is carefully evaluated for design, product-type and amenities.

We have extensive experience using a variety of products, including conventional construction loans, mezzanine debt, joint venture, private equity, tax-exempt bonds, 501 (c) 3 bonds, LIHTC, HOME, AHP, HOPE VI and other associated affordable housing.

Development Key Personnel

David Flaherty	CEO
Chris Kirles	Executive Vice President
Derek Hammond	CFO
Deron Kintner	General Counsel
Ryan Cronk	Vice President, Development
Jim Crossin	Vice President, Development
Austin Carmony	Vice President, Development
Julie Collier	Vice President, Development
Brian Prince	Vice President, Development
Brian Moore	Vice President, Marketing & Communications
Brandon Bogan	Vice President, Preconstruction & Design Services
Kathleen Desautels	Director of Development Services
Drew Rosenberger	Developer
Derek Newman	Design Manager, Design & Preconstruction Services

A. DEVELOPMENT TEAM INFORMATION



The Construction team at Flaherty & Collins has over 100 years of combined experience in all types of construction, including: high-rise, mid-rise, commercial, mixed-use, wood-frame, concrete and steel.

A licensed general contractor, the product offering covers the entire spectrum: multifamily-over-retail, market rate apartments, affordable housing communities, mid-rise apartments and renovations. We use a national base of subcontractors and the building process is managed to maximize efficiency while minimizing costs.

Our Construction experts also take a value engineering approach on every development, managing all construction supervision, scheduling, cost control and vendor / subcontractor selection.

Construction Key Personnel

	Communities	Units	Contract Value
Completed New Construction:	35	5,198	\$358 million
Properties Under Construction:	5	1,049	\$108.5 million
Planned New Construction:	3	640	\$165 million
Completed Rehabilitation:	8	1,228	\$47.5 million
TOTAL CONSTRUCTION:	51	8,115	\$679 million

Mike Fox	President
Jason Schoettle	Vice President
Ed Duda	Project Executive
John LaPorte	Project Executive
Jeff Hammersley	Project Manager
Jeff Delay	Project Manager
Brandon Bogan	VP, Design & Preconstruction
Rene Hart	Estimator
Alison Langebartels	Director, Construction Accounting
Angela Conners	Admin

A. DEVELOPMENT TEAM INFORMATION



The Flaherty & Collins Management team provides a focused and balanced approach to all phases of property management including: marketing, lease-up strategies, budgeting, forecasting, demographic studies, resident programs and relocation strategies.

An AMO®-designated company (awarded by the IREM®), our management team exceeds expectations of owners and residents with skill, experience and customer service.

Using targeted marketing programs, skilled maintenance technicians, a talented on-site staff and comprehensive accounting and reporting has managed 339 properties and more than 56,130 units since 1993.

Current Portfolio	Lease-Up Experience	Mixed-Use
Properties Managed: 72		
Units Managed: 11,807	44 Properties	25 Properties
Property Types:	7,643 Multifamily Units	4,873 Total Units
<ul style="list-style-type: none">Market Rate: 8,076Affordable: 2,229	239 Total Properties Managed	297,355 Retail Sq. Ft.
	40,027 Total Units Managed	131,535 Office Sq. Ft.
		6,282 Total Parking Spaces

Property Management Key Personnel

Michael Collins, CPM	President
Carrie Blastic	Senior Vice President, Property & Asset Mgmt.
Jerry Collins, CPM	Chairman Emeritus
Chris Guess	Vice President, Human Resources
Denise Caudill, CPA	Controller
Gavin Greene	Director, Business Technology Management
Kim Whitaker	Director of Compliance
Wendy Conner	Regional Property Manager
Lauren Miner	Regional Property Manager
Alma Slash	Regional Property Manager
Aggie Woods	Regional Property Manager
Sarah Dassylva	Regional Property Manager

A. DEVELOPMENT TEAM INFORMATION



FLAHERTY & COLLINS PROPERTIES

Location	One Indiana Square, Suite 3000 Indianapolis, IN 46204 P: 317.816.9300 F: 317.816.9310 www.flco.com
Founded	1993
Form of Organizations	F & C Development, Inc. Flaherty & Collins, Inc. Flaherty & Collins Management, Inc. Flaherty & Collins Construction, Inc.
Executive Leadership	David M. Flaherty – Chief Executive Officer Michael Collins, CPM – President, Property Management Derek Hammond, CPA – Chief Financial Officer
Number of Employees	450+
Product Types	Multifamily-over-retail, market rate, affordable housing, mid- and high-rise, historic rehab



Project Manager & Primary Contact

Deron Kintner
General Counsel
Flaherty & Collins Properties
One Indiana Square, Suite 3000
Indianapolis, IN 46204
Phone: 317.816.9300
E-mail: dkintner@flco.com



RESPONSIBILITIES

David, along with his partner Jerry Collins, is responsible for the strategic direction, operation, and profitability of Flaherty & Collins Properties. Working with his experienced development team, David is instrumental in seeking out real estate opportunities and leading the process that turns those opportunities into successful transactions for his clients and his company. He has been responsible for the completion of hundreds of real estate transactions including acquisitions, dispositions, development, and financing.

ACCREDITATIONS / ORGANIZATIONS

National Association of Home Builders Multifamily Division-Leadership Board
National Multi Housing Council
Board of Visitors/Indiana University School of Business, Indianapolis
Indianapolis Bar Association
Indiana Real Estate Broker
Vision Communities, Inc. - Board Member

DAVID FLAHERTY

Chief Executive Officer, Principal
36 Years of Experience

dflaherty@flco.com

"My vision for Flaherty & Collins Properties is continuing growth - and we have the right people in place to make that happen. We have a proven track record of performance, the experience required, and the drive to be successful in an ever changing real estate market."

PROFESSIONAL EXPERIENCE

After graduating from law school in 1984, David joined Revel Companies, an Indianapolis- based full service real estate company, until 1993, when he and Jerry Collins founded Flaherty & Collins Properties.

EDUCATION

BS Business, concentration in real estate, 1981
Indiana University - Bloomington, Indiana

JD, School of Law, 1984
Indiana University - Indianapolis, Indiana

PERSONAL

Dave is married with two children. Dave enjoys snow skiing, running, and coaching children's athletics.



RESPONSIBILITIES

As General Counsel, Deron reports directly to the CEO and leads corporate strategic and tactical legal initiatives, as well as serving as key legal advisor on all major business transactions. Deron advises on legal aspects of the company's financings and developments, including negotiating critical contracts. Deron oversees the selection and management of all outside counsel.

EDUCATION

Doctor of Jurisprudence,
Indiana University School of Law – Bloomington, IN

Bachelor of Science in Finance with distinction
Beta Gamma Sigma Honorary Business Fraternity
Indiana University – Bloomington, IN

ACCREDITATIONS

American Bar Association | Indiana Bar Association |
Indianapolis Bar Association
Indianapolis Downtown Inc. – Board Member
Indianapolis Business Journal/Forty Under 40 (2014)
Indianapolis Business Journal/Who's Who in Banking and
Finance (2011)
NCAA Men's Final Four Local Organizing Committee
Member (2010, 2015)
Big Ten Conference Basketball Tournament & Football
Championship Executive Committee Member (2011-2012)
Penrod Art Society – Member

DERON S. KINTNER

General Counsel
19 Years of Experience

dkintner@flco.com

"Flaherty & Collins Properties understands that the most important P in PPP (Public Private Partnerships) projects is Partnership."

PROFESSIONAL EXPERIENCE

Deron has worked throughout his career to help bridge partnerships and strategies that work efficiently for cities and industries. He has negotiated public incentive requests for economic development projects, and private investments from businesses of all sizes, including multiple Fortune 500 companies, international companies and tech start-ups. As Executive Director and General Counsel of the Bond Bank, Deron managed a \$5 billion debt portfolio for the City of Indianapolis as well as all municipal corporations.

Bingham McHale LLP (Indianapolis, IN)
Attorney

The Indianapolis Local Public Improvement
Bond Bank (Indianapolis, IN)

*Executive Director & General Counsel
Deputy Executive Director &
General Counsel*

City of Indianapolis (Indianapolis, IN)
*Deputy Mayor of Economic &
Workforce Development*

Flaherty & Collins Properties (Indianapolis, IN)
General Counsel

PERSONAL

Married with a son, Deron is an avid sports fan, and the former Deputy Mayor of City of Indianapolis.



RESPONSIBILITIES

Michael is responsible for strategic direction, operation and profitability of Flaherty & Collins Properties and the Property Management division. He is involved in all aspects of the company with specific focus on Property Management, working to address inefficiencies and find opportunity in the management process. Working closely with Owners, Property Managers and Regional Property Managers, Michael identifies areas where F&C can continue to lead the way in world-class Property Management. He also focuses on increasing ancillary income for F&C managed properties and works closely with Development, Management and Construction, IT and Marketing.

EDUCATION

B.S. Finance – Richard T. Farmer School of Business – Miami University – Oxford, OH

ACCREDITATIONS

Certified Property Manager (CPM)
Indiana Apartment Association – Committee Chair
Institute of Real Estate Management (IREM) –
Current President – Past Elect, Past Secretary,
Past Vice-President

MICHAEL COLLINS, CPM

President, Principal

12 Years of Experience

mcollins@flco.com

"We work closely with a large number of stakeholders at Flaherty & Collins Properties. From individual and institutional investors to municipalities and the community itself; our goal is to create an open environment that benefits all stakeholders at once. Our success is judged not only in the financial return seen by these stakeholders, but also by the personal relationships created with each of them."

PROFESSIONAL EXPERIENCE

Michael has worked with Flaherty & Collins Properties in a number of different roles over the past 12 years.

Flaherty & Collins Properties (Indianapolis, IN)

*Vice President, Property & Asset Mgmt.
Director, Business Operations
Regional Property Manager
Property Management Associate
Landscaping/Maintenance
CREW Leader*

PERSONAL

Michael enjoys spending time with his wife, Morgan, and their two dogs. He also enjoys skiing, playing golf, and traveling. Michael also spends his time giving back to the numerous charitable organizations, including the Boys & Girls Club of Noblesville, IN.



RESPONSIBILITIES

Jerry helped co-found Flaherty & Collins Properties in 1993, and for 27 years was responsible for the strategic direction, operation and profitability of Flaherty & Collins Properties and the Property Management division. He continues to provide strategic leadership at a corporate level and brings a common sense approach to a complicated business.

ACCREDITATIONS /

ORGANIZATIONS

Certified Property Manager (CPM)

Indiana Real Estate Broker

Indiana Apartment Association (IAA) -

Board Member since 1987

IAA Chairman of the Board of Directors - 2013

Indiana Commercial Board of Realtors - Charter Member

Vision Communities, Inc. - Board Member

JERRY K. COLLINS, CPM

**Chairman Emeritus, Principal
42 Years of Experience**

jcollins@flco.com

"What makes Flaherty & Collins Properties unique is our flexibility. We work hard at finding creative solutions to complex problems. We're enthusiastic about our business, and we bring that enthusiasm and flexibility to every assignment."

PROFESSIONAL EXPERIENCE

Jerry has worked in the real estate business more than 40 years, including construction, commercial brokerage and property management. Before co-founding Flaherty & Collins Properties in 1993, his experience included:

Revel Companies (Indianapolis, IN)

*Senior Vice President,
Property & Asset Management*

F.C. Tucker Commercial Real Estate Co.
(Indianapolis, IN)

Broker

EDUCATION

BS

Ball State University - Muncie, Indiana

PERSONAL

Jerry is married with two sons. He enjoys boating and outdoor activities. An avid reader, Jerry has spent many years exploring the Lewis & Clark Trail.



RESPONSIBILITIES

Chris is responsible for overseeing the Flaherty & Collins Properties ongoing operations to meet the objectives of the company, while establishing policies and procedures that promote the company culture and vision. This includes daily oversight of the company operations, including Marketing, Human Resources and IT, as well as assisting with overall direction of accounting functions.

EDUCATION

BS Business / Finance
Kelley School of Business
Indiana University - Bloomington, Indiana

ACCREDITATIONS/ORGANIZATIONS

Urban Land Institute (ULI) -
Indiana District Council Executive Committee
Member
Urban Land Institute (ULI)-
MF Bronze Council Member
The Penrod Society - Member
Sigma Chi Fraternity - Alumni Member

P. CHRISTOPHER KIRLES

Executive Vice President
14 Years of Experience

ckirles@flco.com

"My primary responsibility at Flaherty & Collins Properties is to provide leadership, management and vision to ensure that the various departments of the company have proper operational controls, reporting procedures and personnel in place to effectively grow the organization, mitigate risk and ensure financial strength and operating efficiency."

PROFESSIONAL EXPERIENCE

After graduating from Indiana University with a degree in finance, Chris immediately began his career as a development associate with Flaherty & Collins Properties. Chris is well versed in all aspects of the business, from development and construction to management. His experience includes the development and financing of market rate apartments and mixed-use projects, where he was heavily involved in the construction aspects of the projects. Additionally, he has experience in design trends and cost analysis.

Flaherty & Collins Properties (Indianapolis, IN)

Development Associate
Developer
Vice President, Development
President, Construction

PERSONAL

Chris enjoys spending time with his wife and young son. He enjoys all types of athletics; including tennis, boxing, basketball, soccer, and weightlifting. Chris is an avid Colts fan, collects vintage sports shoes, plays the guitar and piano, and enjoys traveling.



RESPONSIBILITIES

Derek oversees the financial operations of development, property management, and construction for Flaherty & Collins Properties. His responsibilities include budget preparation and monitoring, financial reporting and analysis, corporate performance/profit improvement, strategic refinancing and regulatory compliance.

EDUCATION

BS Accounting

Manchester College – North Manchester, Indiana

ACCREDITATIONS

American Institute of Certified Public Accountants

– Member

Indiana CPA Society – Member

PERSONAL

Derek is married with two children. He enjoys spending time with his family, basketball, tennis, exercising and investing in stocks.

DEREK HAMMOND

Chief Financial Officer
13 Years of Experience

dhammond@flco.com

"Flaherty & Collins Properties is a clear leader in the real estate market, with a team committed to growth and financial stability. Our clients are a top priority met with a dedicated team to exceed their needs and demands. My primary responsibility is to oversee the company's financial health to ensure maximum profitability."

PROFESSIONAL EXPERIENCE

Prior to joining Flaherty & Collins Properties, Derek worked in public accounting in the real estate tax industry. Derek has a wealth of knowledge and experience in real estate, including sales and refinances, tax projections, partnership structuring, credits, and acquisitions and dispositions of partnership interests.

Dauby, O'Connor & Zaleski, Carmel, IN
Tax Principal

KPMG, Chicago, IL
Tax Manager

Katz, Sapper & Miller, Indianapolis, IN
Tax Senior Associate



RESPONSIBILITIES

Brandon oversees all design and preconstruction services at Flaherty & Collins Properties as a key team member of our construction and development teams, collaborating with project partners, managers and developers to ensure the overall vision of a project is not only met, but exceeds expectations, while monitoring budget goals and quality aspects of selections.

EDUCATION

Bachelor of Architecture
Bachelor of Science, Environmental Design
Ball State University – Muncie, IN

ACCREDITATIONS

National Council of Architectural Registration Boards (NCARB)
American Institute of Architects (AIA)
LEED Accredited Professional

BRANDON D. BOGAN,

AIA, LEED AP

Vice President,
Preconstruction & Design Services
17 Years of Experience

bbogan@flco.com

"In order to achieve true success, the vision and strategies necessary for achievement must be established at the very onset of every project. Through collaboration and focus on these, we can achieve not only project success, but ultimately achievement of our mission to Create a Lasting Legacy. "

PROFESSIONAL EXPERIENCE

After graduating from Ball State University in 2002, Brandon spent over 10 years in the architectural industry developing and honing his design and management skills on a wide range of public and private sector projects. Brandon is well versed in all aspects of project delivery from initial concept through project implementation.

Flaherty & Collins Properties (Indianapolis, IN)
Director, Design & Preconstruction Services

CSO Architects (Indianapolis, IN)
Principal

PERSONAL

Brandon is married with two daughters. Brandon enjoys boating, kayaking, running and all types of outdoor activities.



RESPONSIBILITIES

As Corporate Counsel, Kyra works directly with the company's CEO, CFO, and the development team on all real estate and contractual matters.

ACCREDITATIONS / ORGANIZATIONS

Licensed Attorney in Indiana
U.S. District Court, Southern District of Indiana
IndyBar Association
LEED® Green Associate – United States Green Building Council
USGBC Indiana – Central Chapter
IndyCREW
Leadership Indianapolis
Stanley K. Lacy Executive Leadership Series – Class XXXVI
United Way of Central Indiana Executive Women's Leadership Series
Women's Fund of Central Indiana OPTIONS – Class XXIII
FBI Indianapolis Citizens' Academy
Starfish Initiative
Dress for Success
Butler University Young Alumni Board of Directors

PERSONAL

Kyra enjoys attending concerts, traveling, and hot air ballooning.

KYRA RIMSANS

Corporate Counsel
10 Years of Experience

krimsans@flco.com

"I enjoy devising creative solutions which facilitates a transaction and furthers the company's vision to continue to grow."

PROFESSIONAL EXPERIENCE

While in private practice, Kyra handled complex real estate transactions including acquisition and disposition of commercial real estate, development, financing, leasing, and land use. Prior to law school, Kyra worked as a bank examiner for the Indiana Department of Financial Institutions.

Barnes & Thornburg LLP (Indianapolis, IN)
Partner

Indiana Department of Financial Institutions
(Indianapolis, IN)
Bank Examiner

EDUCATION

Doctor of Jurisprudence
Indiana University School of Law – Indianapolis, IN
Graduated *magna cum laude*

Bachelor of Science – Business Administration
Butler University – Indianapolis, IN
Graduated *cum laude* and with High Honors in Finance

HONORS

The Best Lawyers in America – Real Estate Law – 2019
Junior Achievement Indy's Best and Brightest Finalist – Law – 2014
Indiana Lawyer's Leadership in Law Award, Up and Coming Lawyer – 2012



RESPONSIBILITIES

As Senior Vice President, Property & Asset Management, Carrie is responsible for the Flaherty & Collins Properties development portfolio. She specializes in new development lease-ups, marketing strategies, budgets, NOI and resident retention. In her role, Carrie also works with Flaherty & Collins Properties Developers, Construction and Asset Management teams to open and lease-up developed properties.

EDUCATION

Studied Business
IUPUI

PERSONAL

Carrie has a daughter and she enjoys traveling and reading in her spare time.

CARRIE BLASTIC

Senior Vice President,
Property & Asset Management
22 Years of Experience
cblastic@flco.com

"Teamwork, communication, and follow-up I believe are the keys to being successful in property management. Our supportive Flaherty & Collins Properties team is what stands out. Together, we will get the job done."

PROFESSIONAL EXPERIENCE

Carrie has been with Flaherty & Collins Properties for over a decade and began as a Property Manager. She has worked in a variety of different roles and project types including Student Housing, Tax Credit and Tax Credit lease-ups, HUD/Project-based Section 8 Housing, Rehabs and Market Rate housing. Her experience prior to joining Flaherty & Collins Properties includes:

Winn Residential (Indianapolis, IN)

Property Manager

Lend Lease - formerly Boston Financial-
(Indianapolis, IN)

Property Manager

ACCREDITATIONS /

ORGANIZATIONS

Certified Apartment Manager (CAM)
Certified Apartment Property Supervisor (CAPS)
Regional Supervisor of the Year - (IAA) - 2018
Property Manager of the Year - Flaherty & Collins Properties
Recovery Award - Flaherty & Collins Properties
CPM Candidate
Indiana Apartment Association Ambassador Chair
2015-Present



RESPONSIBILITIES

Michael oversees the Construction Operations of Flaherty & Collins Properties Construction Division. A proven leader in setting strategic direction, he shares project vision to drive team performance. Michael is a project management expert from process improvement and estimating (conceptual and hard bid) to preconstruction, planning and execution.

EDUCATION

B.A. - Economics

Indiana University - Bloomington, IN

ACCREDITATIONS

United States Green Building Council (USGBC)
National Home Builders Association (NAHB)
Coalition Construction Safety (CCS)
International Council of Shopping Centers (ICSC)
Indiana Construction Roundtable (ICR) Member
10-Hour OSHA Certification
CPR & First Aid Certification
Licensed Real Estate Salesperson
Board of Trustees - Brebeuf H.S.

PERSONAL

Michael is married to his wife, Krista, and they have three wonderful daughters. He enjoys family vacations, working out, scuba diving, skiing and volunteering his time with several charitable organizations. He also enjoys spending time with friends and a good bourbon.

MICHAEL J. FOX

President,
Construction
29 Years of Experience

mfox@flco.com

"At its core, construction is about the convergence of project vision, community, and people. Our team is dedicated to working together to build more than just what is seen, and creating projects that bolster the community."

PROFESSIONAL EXPERIENCE

Michael has worked in the construction field for more than 28 years, and has been critically involved in the construction and development of over \$800 million commercial, industrial, office, medical, multifamily, and student facilities throughout the Midwest.

Buckingham Construction Corporation
(Indianapolis, IN)
President

Paragon General Contractors (Indianapolis, IN)
Co-Founder - President

Paragon Development, Inc. (Indianapolis, IN)
Co-Founder - Vice President

Greenwalt Development, Inc. (Greenfield, IN)
Vice President

Greenfield Builders, Inc (Greenfield, IN)
*Superintendent, Project Management,
Estimating & Business Development*

Buckingham Realty & Development
(Indianapolis, IN)
Director of Construction



RESPONSIBILITIES

Brian is responsible for the marketing, public relations and branding of new developments at Flaherty & Collins Properties. He and his team work to ensure consistency across websites, marketing materials and project deliverables, such as proposals and presentations. Brian works closely with the developers and various members of the Flaherty & Collins Properties team to ensure quality and innovation in all areas of marketing new developments, from printed collateral and media outreach, to ground breakings, grand openings and other events. Additionally, Brian serves as the corporate brand manager, communications liaison with the media, and point of contact for internal communications with the company's 500+ employees.

EDUCATION

BA History / Minor Political Science
Indiana University - Indianapolis, Indiana

PERSONAL

Brian enjoys spending time with his wife, Christie, and their five active children. He enjoys basketball, baseball, running and watching surfing. He and his family are also Disney enthusiasts, traveling to Florida often to visit Walt Disney World.

BRIAN MOORE

Vice President,
Marketing & Communications
15 Years of Experience

bmoore@flco.com

"Flaherty & Collins Properties mission goes well beyond developments, properties and constructing buildings. We are committed to building lasting relationships and making a difference in various communities, while keeping innovation and new ideas at the forefront."

PROFESSIONAL EXPERIENCE

Brian has a unique background spread across several different industries. In 2006, he finished runner-up in the FoxSports.com national "Next Great Sportswriter II" contest, which led to a stint as an editor and writer. He gained valuable marketing and project management experience as a Communications Manager and Account Associate for a healthcare marketing firm.

DWA Healthcare Group (Carmel, IN)
*Communications Manager/
Project Manager*

High School Sports - The Magazine
(Indianapolis, IN)
Managing Editor

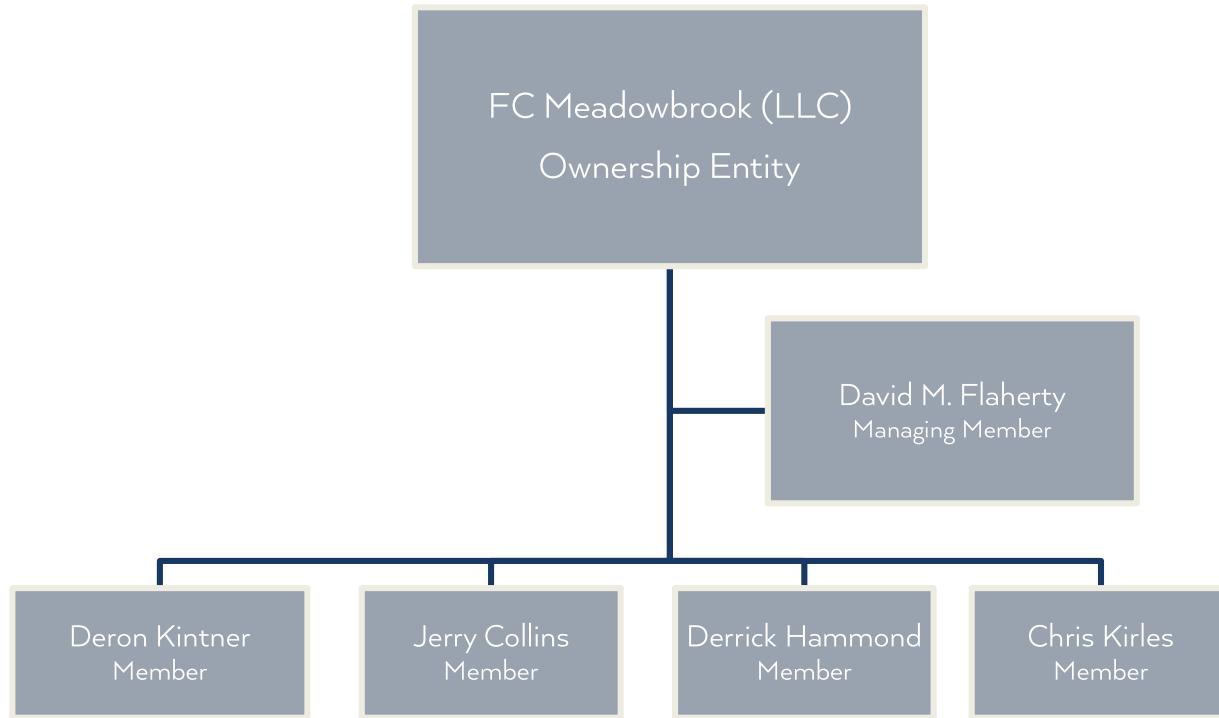
Daily Journal (Franklin, IN)
Online Sports Blog Columnist

Department of Insurance (Indianapolis, IN)
Policy Analyst

A. DEVELOPMENT TEAM INFORMATION

Proposed Development Structure

The controlling development organization is to-be-created LLC comprised of Flaherty & Collins Properties managing members, as outlined below.



Long Term Goals Related to Ownership of the Development

We view our relationships with the cities we develop in as long-term partnerships. We develop to hold on to our projects, rather than merchant developers who build-sell, build-sell. We would commit to not selling this property if the City would be interested in such an arrangement.

Design Partner

In addition, Flaherty & Collins Properties is pleased to be partnering with City Architecture as our Design Partner on this project. While this is our first collaboration with City Architecture, we did get to know them and their principals through the Top of the Hill design process. Not only does City Architecture have vast experience on similar projects and an outstanding reputation in the market, their company and many principals have specific and extensive experience in Cleveland Heights and the Cedar Lee District. No other design team will bring to the table more knowledge of what the City and the Cedar Lee District desire for this project, as evidenced in the thoroughness of the Design Vision in Section D. As a result, no team will be better equipped to turn those objectives into reality. Additional information on City Architecture can be found in the [Appendix](#).

B.

RELEVANT DEVELOPMENT EXPERIENCE

B. RELEVANT DEVELOPMENT EXPERIENCE

Development Projects

Flaherty & Collins Properties has completed 22 market rate projects since 2010, with six currently under construction and an additional three in our immediate pipeline. The following pages detail those projects more directly and individually, as well as F&C's involvement from a development, construction and management perspective, financing sources and project references.

Many of these projects are highlighted on the following pages.

Experience with Urban Projects

Flaherty & Collins Properties has vast experience working with cities and public officials across the nation on development projects of this nature. Public/Private Partnerships (PPP) are what we do. All of our projects listed within this RFQ are PPP and involve working closely with local governments. Because of this, we are uniquely qualified to work with the City to deliver a project that not only meets the City's goals, but exceeds them.

Flaherty & Collins Properties is fully committed to open and meaningful interface with the City and community. We have a strong history of being open and collaborative with stakeholders during each firm's history of developing, managing and owning thousands of multifamily units and commercial space in our community.

We recognize that these projects can be difficult. It is with this in mind, that we view the City as a long-term partner and wish to structure this partnership in a manner that creates a "win-win" situation for the City of Cleveland Heights and the development team.

PPP Company History

All of the Flaherty & Collins Properties project portfolio are public/private partnerships, as F&C specializes in this type of development with municipalities all over the United States.

Past Projects

<u>Name</u>	<u>Location</u>
Cosmopolitan on the Canal	Indianapolis, IN
The Residence at The COR	Ramsey, MN
Ninety7Fifty on the Park	Orland Park, IL
The Boulevard at Oakley Station	Cincinnati, OH
Axis	Indianapolis, IN

B. RELEVANT DEVELOPMENT EXPERIENCE

PPP Company History (cont'd)

All of the Flaherty & Collins Properties project portfolio are public/private partnerships, as F&C specializes in this type of development with municipalities all over the United States.

Past Projects (cont'd)

<u>Name</u>	<u>Location</u>
The Heights Linden Square	Gladstone, MO
The Depot at Nickel Plate	Fishers, IN
360 Market Square	Indianapolis, IN
2700 University	St. Paul, MN
The Breakwater	New Albany, IN
306 Riverfront District	Kokomo, IN
Union at Berkley Riverfront	Kansas City, MO
The Arbuckle	Brownsburg, IN
River Haus	Covington, KY
The Mill at Ironworks Plaza	Mishawaka, IN
Stonewater at the Riverwalk	Elkhart, IN
The Yards	Kansas City, MO

Current Projects Under Construction

<u>Name</u>	<u>Location</u>
4 th & Race	Cincinnati, OH
The Ascent at Top of the Hill	Cleveland Heights, OH
ONE at The Peninsula	Columbus, OH
The Banks	La Porte, IN
Whiskey River	Lawrenceburg, IN

PPP Company History (cont'd)

Projects Under Development

<u>Name</u>	<u>Location</u>
The Annex	Tulsa, OK
The Yards – Phase II	Kansas City, MO/ KS
Downtown Project	Columbus, IN
Downtown Project	Noblesville, IN
Downtown Project	Warren, MI
Downtown Project	East Peoria, IL

Successes & Challenges on Major Development Projects

Every project has challenges. Again, as public/private developers, the sites we typically develop are infill and part of an identified vision for a community. From environmental remediation, to saving long-abandoned historic resources, we come to the table ready to roll up our sleeves. Each of our projects is a success story of partnership in overcoming challenges to deliver on communities' visions.

Flaherty & Collins Properties project portfolio contains many public/private partnerships, as F&C specializes in this type of development with municipalities all over the United States.

30 **\$2**
Projects **Billion**



The Depot at Nickel Plate – Fishers, IN





FLAHERTY & COLLINS
PROPERTIES

Mixed-Use Overview

- **6,300 Total Units**
- **400,000 Retail Square Feet**
- **20,000 Office Square Feet**
- **9,000 Total Parking Spaces**





The Ascent

Cleveland Heights, OH



THE ASCENT
 TOP OF THE HILL

The Ascent is a mixed-use urban village development located on Cedar Road and Euclid Heights Boulevard, just up the hill from University Circle. City officials have described the project as a "gateway" to Cleveland Heights and a "catalyst" for further development. The project consists of 275 luxury apartment units, 550 parking spaces and 15,000 square feet of first floor retail, with 25,000 SF of green space. Amenities include a resort-style pool with sundeck on the 10th floor, co-working space, pet spa, bark park, terrace and common space. The project broke ground in May 2020, with estimated completion in April 2022.

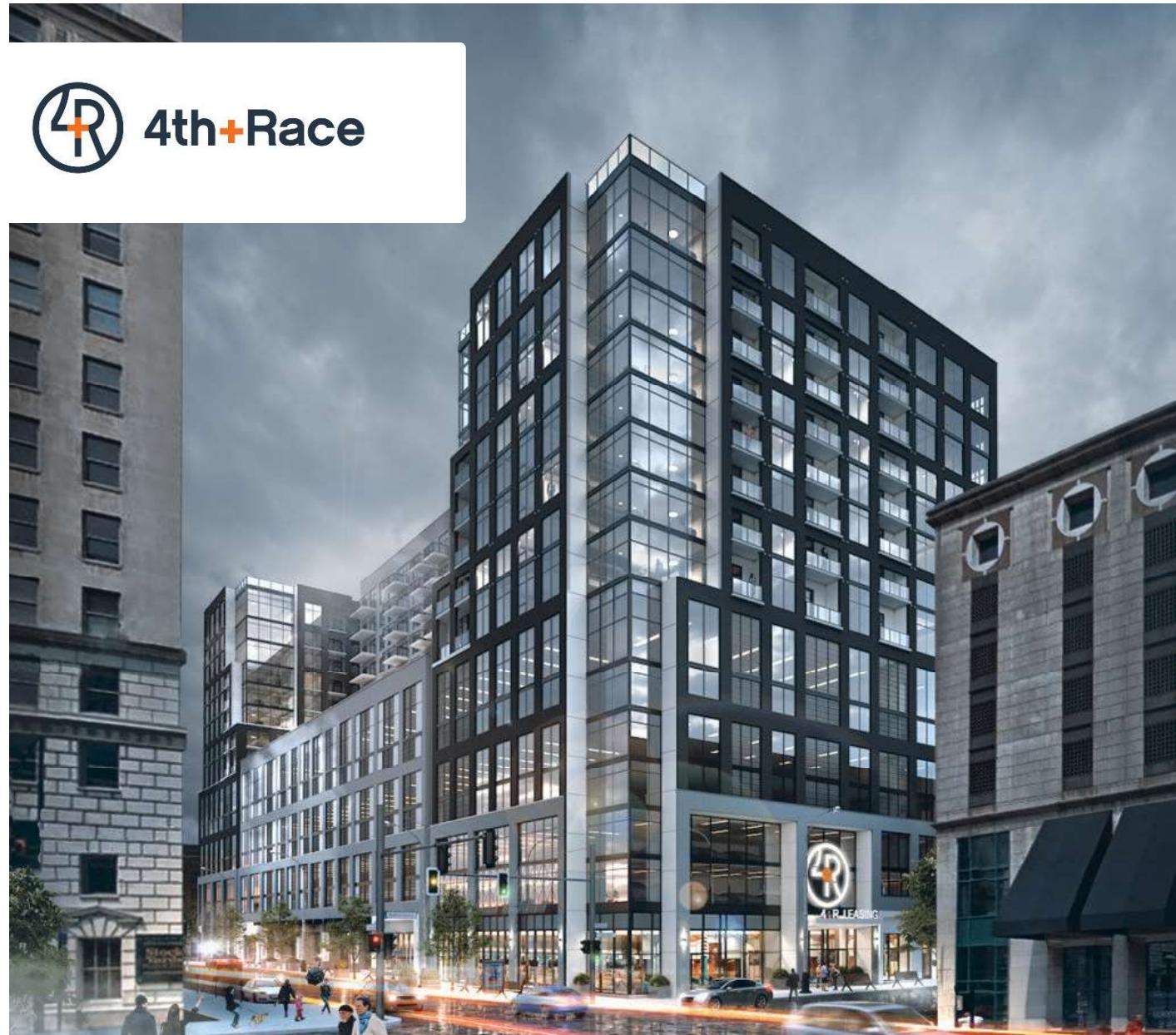




ONE at The Peninsula

Columbus, OH

ONE at The Peninsula is a \$50M project next to the Scioto River in Downtown Columbus, Ohio that will bring 300+ resort style, luxury apartments, hotel, grocery, and retail space to Scioto Peninsula. The project will break ground in September 2020.



4th & Race

Cincinnati, OH

Selected by the City of Cincinnati out of 12 submitted proposals, F&C will develop this highly sought-after public/private project. A total of 16-stories, 8-stories of 208 high-end, luxury apartment homes will sit atop 8 stories of a new city-owned, 925-space parking garage.

Project partners Cincinnati Center City Development Corp. (3CDC) will develop the parking garage and lease it from the city. 3CDC would also develop and own 25,000 square feet of street-level commercial space. The project will open in 2021.





RIVER HAUS



River Haus
 Covington, KY

A public/private partnership with the City of Covington, River Haus is the redevelopment of Mainstrasse and will consist of 187 one and two bedroom market rate luxury apartments, along with commercial space on the ground floor, and a 314-space parking garage. The project broke ground in December 2017, and first residents moved in August 2019. The project was completed in the fall of 2019.



360

M A R K E T
S Q U A R E



**360 E. Market Street
Indianapolis, IN 46204**

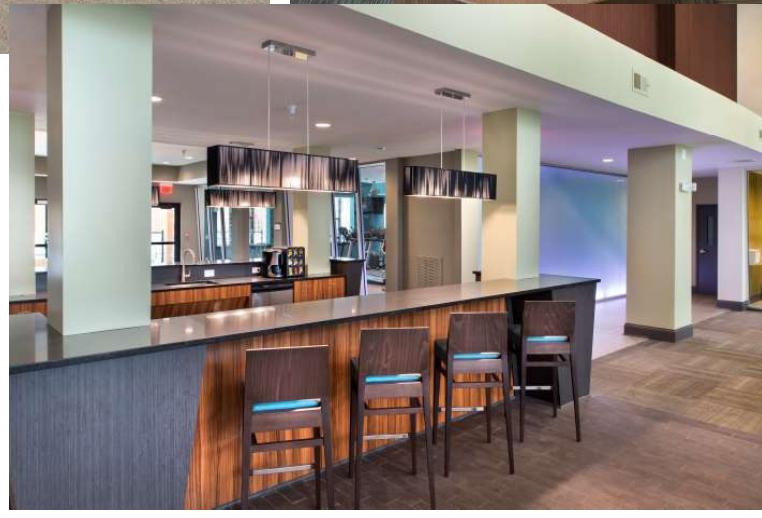
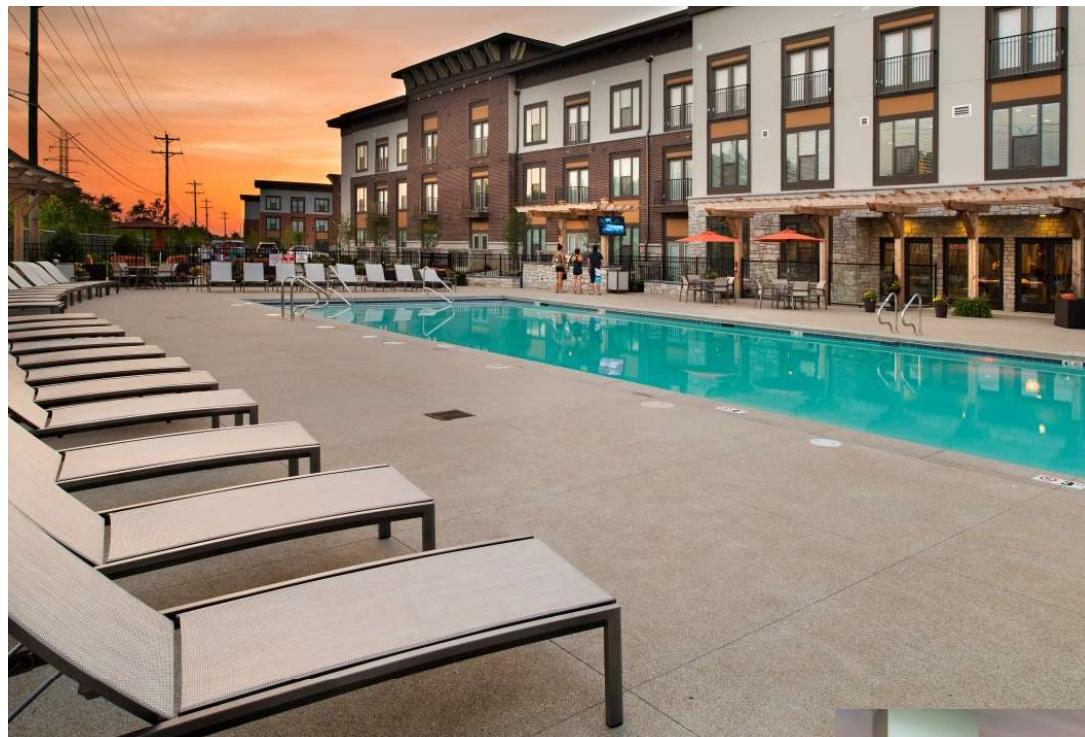
Located in the heart of Downtown Indianapolis, 360 Market Square is a 28-story mixed-use residential luxury apartment tower that features 292 luxury apartment one, two and three-bedroom apartment residences. The development, at nearly 300 feet tall, features a 40,000 SF Whole Foods Market® and Starbucks® occupies an additional 2,500 SF of retail. The project includes a 525-space parking garage.





Cincinnati, OH

Boulevard at Oakley Station includes two phases totaling 452 units in Cincinnati. The project is a public / private partnership involving tax abatement, TIF and Clean Ohio funds. It is Silver LEED certified.





THE YARDS

Kansas City, MO

Located in the Kansas City Stockyards District, The Yards is a mixed-use development featuring 236 market rate luxury apartment homes on a 2.5-acre parking lot next to the historic Livestock Exchange Building and also features 8,000 square feet of commercial retail space. The project broke ground in March 2018, and first residents moved in April 2020, with project completion in May 2020.

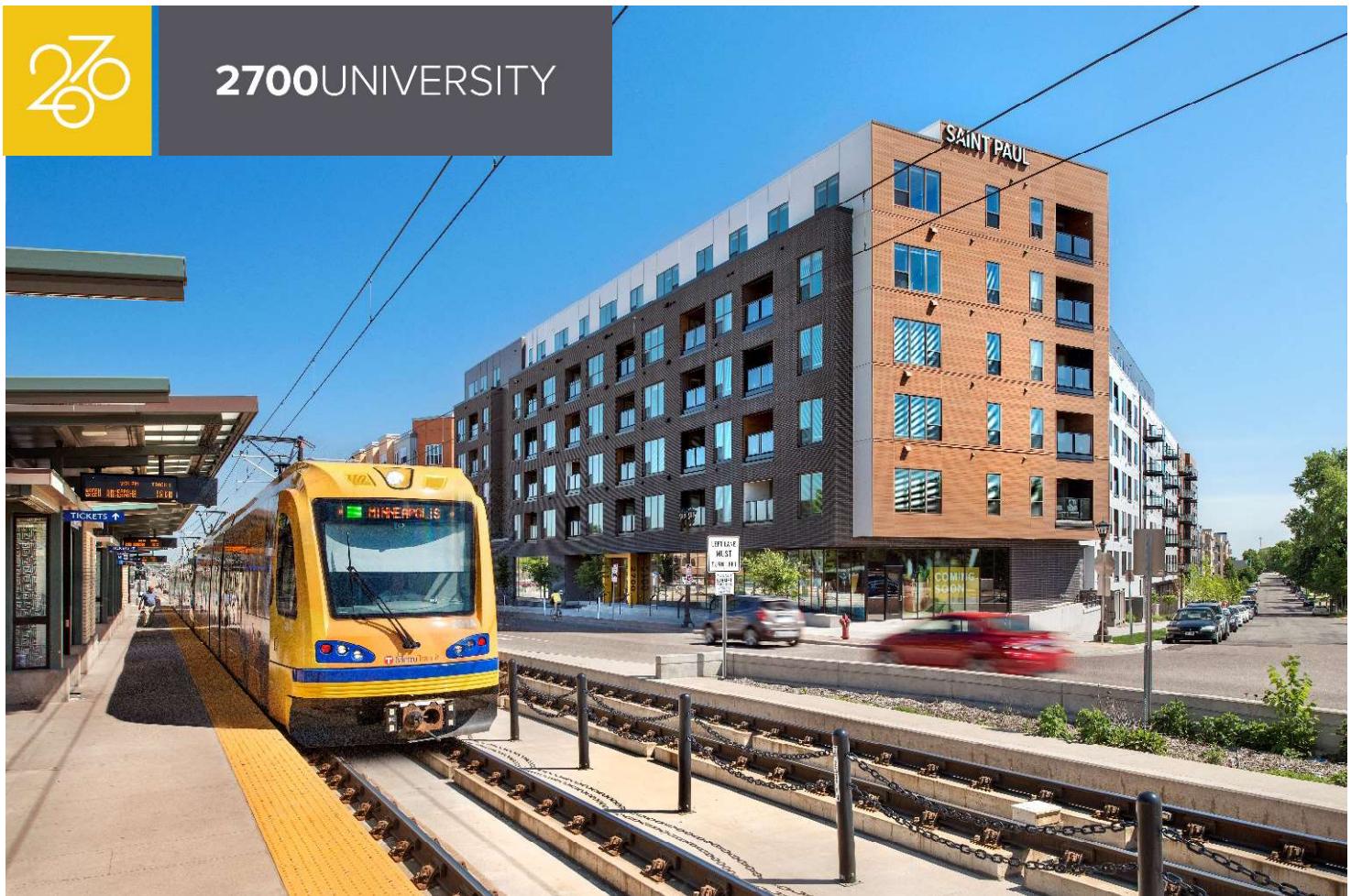




**401 N. Senate Ave.
 Indianapolis, IN 46204**

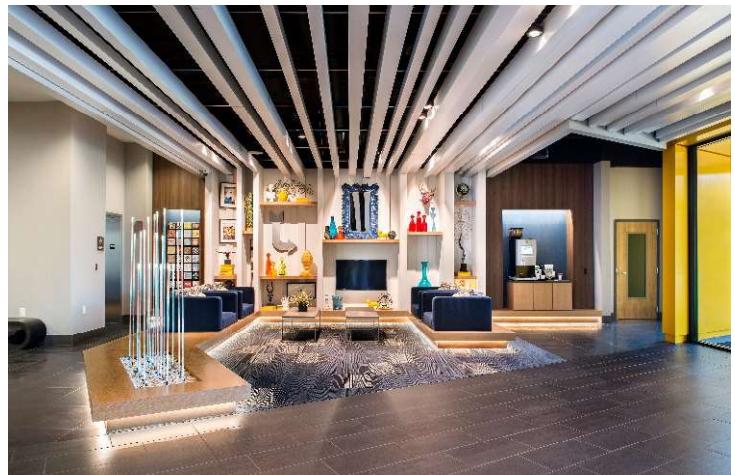
Axis is 336 units with 46,000 square feet of retail, including a 42,000 square foot Kroger grocery. The development, at 358,642 total square feet, includes a 436 space parking garage. Axis is a public / private partnership with the City of Indianapolis. After breaking ground in February 2013, it opened in the fall of 2014, and was completed in Spring 2015.





**2700 University Ave. W
St. Paul, MN 55114**

2700 University is a premium, mixed-use development in St. Paul, Minnesota. 2700 University consists of 248 luxury residential apartments, 5,000 square feet of retail space and a 224 underground parking. 20% of units are affordable; 50% AMI. 2700 University is 345,482 square feet.





8594 E. 116th Street
 Fishers, IN 46038

A premium, mixed-use development in the heart of downtown Fishers, Indiana, The Depot at Nickel Plate consists of 240 luxury residential apartments, 478,737 total square feet – including 17,410 square feet of retail space – and a 423 space parking garage. Construction began in October 2013; retail and first units were available in the fall of 2014, with construction completion in early 2015.





NINETY7FIFTY

ON THE PARK

9750 Crescent Park Circle
 Orland Park, IL 60462

Ninety7Fifty on the Park is a premium, urban, mixed-use development adjacent to the 143rd Street Metra Station in Orland Park, Illinois. The development consists of 295 luxury units and 4,200 square feet of retail. The project includes 389 parking spaces and is 486,445 total square feet. After breaking ground in 2012, it opened in August 2013.





COSMOPOLITAN

on the canal

310 W. Michigan St.
 Indianapolis, IN 46202

This first-class, mixed-use project consists of 218 rental units, 225,774 total square feet, 18,000 square feet of retail and a 345 space parking garage. The project was completed in 2010 and successfully leased-up in a record-breaking six months while achieving the highest rents in the City and exceeding rent projections.



PROJECT EXPERIENCE – GREEN AWARDS





Developer Experience

F&C Involvement

Project Name	Type of Development	Owned by F&C	CM / Construction	Developed by F&C	Managed by F&C
360 Market Square	Public / Private	YES	F&C / Lend Lease	YES	YES
4 th & Race	Public/ Private	YES	F&C / Turner	YES	YES
Ninety7Fifty	Public / Private TOD	YES	F&C / McHugh	YES	YES
Axis	Public / Private	YES	F&C	YES	YES
The Heights Linden Square	Public / Private	YES	F&C	YES	YES
The Depot at Nickel Plate	Public / Private	YES	F&C	YES	YES
The Boulevard at Oakley Station	Public / Private	YES	F&C	YES	YES
Cosmopolitan on the Canal	Public / Private	YES	F&C	YES	YES
The Residence at The COR	Public / Private TOD	YES	F&C	YES	YES
2700 University	Public / Private	YES	F&C/ Kraus Anderson	YES	YES
Union Berkley Riverfront Park	Public/Private	YES	F&C / MW Builders	YES	YES
The Breakwater (New Albany)	Public/Private	YES	F&C	YES	YES
306 Riverfront (Kokomo)	Public/Private	YES	F&C	YES	YES
The Arbuckle	Public/Private	YES	F&C	YES	YES



Developer Experience

F&C Involvement

Project Name	Type of Development	Owned by F&C	CM / Construction	Developed by F&C	Managed by F&C
Stonewater at the Riverwalk	Public/Private	YES	F&C	YES	YES
The Mill at Ironworks Plaza	Public/Private	YES	F&C	YES	YES
River Haus	Public/Private	YES	F&C / Wilhelm	YES	YES
The Yards	Public/Private	YES	F&C/ MW Builders	YES	YES
4 th & Race	Public/Private	YES	F&C/	YES	YES
The Ascent at Top of the Hill	Public/Private	YES	F&C / Cleveland Construction	YES	YES
The Banks	Public/Private	YES	F&C	YES	YES
Whiskey River	Public/Private	YES	F&C	YES	YES
ONE at The Peninsula	Public/Private	YES	F&C / Rusilli Construction	YES	YES



Financing Sources

Project Name	Total Development Cost	Owner	Municipality Partner	Municipality Subsidy
360 Market Square	\$121,000,000	\$96,600,000	City of Indianapolis	\$23,400,000
4 th & Race	\$80,000,000	\$62,500,000	City of Cincinnati	\$17,500,000
Ninety7Fifty	\$65,000,000	\$40,000,000	Village of Orland Park	\$25,000,000
Axis	\$74,483,000	\$59,483,000	City of Indianapolis	\$15,000,000
The Heights at Linden Square	\$26,333,000	\$14,333,000	City of Gladstone	\$12,000,000
The Depot at Nickel Plate	\$40,753,232	\$26,233,044	City of Fishers	\$14,520,188
The Boulevard at Oakley Station	\$39,200,000	\$36,200,000	City of Cincinnati	\$3,000,000
Cosmopolitan on the Canal	\$38,500,000	\$35,500,000	City of Indianapolis	\$3,000,000
The Residence at The COR	\$33,875,000	\$21,975,000	City of Ramsey	\$11,900,000
2700 University	\$53,671,846	\$20,038,979	City of St. Paul	\$14,993,897
Union Berkley Riverfront Park	\$80,000,000	\$53,000,000	City of Kansas City	\$27,000,000
The Breakwater (New Albany)	\$24,937,849	17,350,000	City of New Albany	\$7,587,849
306 Riverfront (Kokomo)	\$25,970,026	\$13,100,000	City of Kokomo	\$12,870,026
Stonewater at the Riverwalk	\$28,000,000	\$17,500,000	City of Elkhart	\$10,500,000
The Mill at Ironworks Plaza (Mishawaka)	\$42,000,000	\$27,000,000	City of Mishawaka	\$15,000,000
The Arbuckle	\$37,500,000	\$21,500,000	City of Brownsburg	\$16,000,000
River Haus	\$42,000,000	\$33,000,000	City of Covington	\$9,000,000



Financing Sources

Project Name	Total Development Cost	Owner	Municipality Partner	Municipality Subsidy
The Yards	\$41,000,000	\$33,000,000	City of Kansas City	\$8,000,000
The Banks	\$38,770,000	\$28,044,600	City of La Porte	\$10,725,400
ONE at The Peninsula	\$85,000,000	\$65,000,000	City of Columbus & Franklin County Finance	\$20,000,000
Whiskey River	\$31,500,000	\$15,650,000	City of Lawrenceburg	\$15,850,000

Financing Sources

Project Name	Subsidy Type	Construction Lender	Total Funds
360 Market Square	TIF / City Land	Bank of Ozarks	\$121,000,000
4 th & Race	Tax Abatement, Reduced Parking Rates, Free Air Rights, TIF	Merchants Bank	\$80,000,000
Ninety7Fifty	TIF / Land / Other / Impact Fees / Bonds	Village of Orland Park	\$65,000,000
Axis	TIF	PNC	\$74,483,000
The Heights at Linden Square	TIF / City Land / Sales Tax	Fifth / Third	\$26,333,000
The Depot at Nickel Plate	TIF / City Land / Impact Fees	BMO	\$40,753,232
The Boulevard at Oakley Station	Tax Abatement / TIF	BMO	\$39,200,000
Cosmopolitan on the Canal	Tax Abatement	Regions	\$38,500,000
The Residence at The COR	TIF / Land / Impact Fees / Mezz	PNC	\$33,875,000
2700 University	TIF / TOD Grant / HOME	BMO / Western / LISC	\$53,671,846
Union Berkley Riverfront Park	Property & Sales Tax Abatement / Tenant Lease	TCF	\$80,000,000
The Breakwater (New Albany)	TIF / DINO Tax Credit / Impact Fees	First Merchants Bank	\$24,937,849
306 Riverfront (Kokomo)	TIF / City Land / DINO Tax Credit / Other	BMO	\$25,970,026
Stonewater at the Riverwalk	Land / TIF / Economic Dev. Funds / Industrial Recovery Tax Credits	1 st Source	\$28,000,000
The Mill at Ironworks (Mishawaka)	Land / TIF / Regional Cities Funds	Centier Bank	\$42,000,000
The Arbuckle	Land / TIF / Waiver of Fees / EDIT	Busey Bank	\$37,500,000
River Haus	Land / Industrial Revenue Bond (IRB)	TCF / CORE / PACE	\$42,000,000



Financing Sources

Project Name	Subsidy Type	Construction Lender	Total Funds
The Yards	Property & Sales Tax Abatement	Citizen's Bank	\$41,000,000
The Ascent at Top of the Hill	TIF / Land	Goldman Sachs	\$80,000,000
The Banks	TIF / Land / Environmental Clean-up / Sidewalk Grant	Lake City Bank	\$38,770,000
Whiskey River	Land / Utility Grant / TIF	Busey Bank	\$31,500,000
ONE at The Peninsula	Property Tax Abatement / Sales Tax Exemption	First National Bank of Omaha	\$85,000,000

Project / Municipal References

Kirk Davis
City Manager
City of Gladstone, MO
70140 N. Holmes
Gladstone, MO
Phone: 1.816.436.2200
E-mail: citymanager@gladstone.mo.us
Project Reference: The Heights

Kurt Ulrich
City Administrator
City of Ramsey, MN
7550 Sunwood Dr. NW
Ramsey, MN 55303
Phone: 763.433.9845
E-mail: kulrich@cityoframsey.com
Project Reference: The Residence at The COR

Paul G. Grimes
City Manager
City of McKinney
222. N. Tennessee St.
McKinney, TX 75069
Phone: 972.547.7510
E-mail: pgrimes@mckinneytexas.org
Project Reference: Ninety7Fifty

Scott Fadness
Mayor
City Fishers, IN
One Municipal Drive
Fishers, IN 46038
Phone: 317-595-3111
E-mail: mayorfadness@fishers.in.us
Project Reference: The Depot at Nickel Plate

Joe Perry
Vice President
Port Authority of Kansas City, MO
300 Wyandotte Street, Suite 100
Kansas City, MO 64105
Phone: 816.559.3728
E-mail: jperry@kcportauthority.com
Project Reference: Union | Berkley Riverfront Park

Adam Collins
Former Deputy Mayor
of Economic Development
City of Indianapolis, IN

Phone: 317.502.4037
E-mail: awc@wshlaw.com
Project Reference: 360 Market Square

Marie Franchett
Principal Project Manager
City of St. Paul
25 W. Fourth Street, Suite 1000
St. Paul, MN 55102
Phone: 651.266.6702
E-mail: marie.franchett@ci.stpaul.mn.us
Project Reference: 2700 University

Gregory Roberson
Senior Development Analyst
City of Cincinnati
805 Central Avenue, #700
Cincinnati, OH 45202
Phone: 513.352.4535
E-mail: Gregory.Roberson@Cincinnati-oh.gov
Project Reference: 4th & Race

C.

FINANCIAL CAPACITY

Financial Capacity

Flaherty & Collins Properties has proven its ability to bring necessary capital to the table and structure complicated developments. F&C has the financial strength to bring transactions to a successful closing; partially attributed to our strong, long-standing relationships with numerous banks and equity providers and proven track record as evidenced in our extensive resume of successfully completed projects.

Additionally, Flaherty & Collins Properties has extensive experience not only working closely with municipalities, but we have a deep understanding of creative financing and of different ways to structure projects.

F&C approaches every project in the same way; we first analyze the market and determine what type of product would be the best fit for the community. We then estimate our costs and make assumptions on our rents and expenses based on market research and historical data. We have a required rate of return that we must be able to achieve to make a project economically viable.

As described above, F&C has broad experience in delivering catalytic projects. Please see the charts on pages 45-46 listing municipal and our financial partners from other mixed-use projects. We are very transparent developers and believe this is integral to successful public private partnerships. This is part of our “open book” approach, where we share our pro forma with the City to demonstrate project feasibility, sources used and needed gap financing. The most common tools we see used on the public private projects are land contribution, tax abatement, TIF, economic development bonds and a few others we’d be happy to discuss with Cleveland Heights.

The ability to attract capital to projects has never been more important and challenging as it is today during this COVID pandemic, the effects of which will be felt for years to come. Despite these challenges, we at F&C have closed 5 projects during the COVID period totaling over \$300,000,000 in new projects. Many of our peers have not been able to close any projects during COVID and have not closed on \$300,000,000 of projects during their existence. If selected for this project, the City of Cleveland Heights can take comfort in knowing that we will be able to attract capital, and we will complete the project.

Financial References

John Dietzen

Vice President

Lake City Bank

100 W 96th St.

Indianapolis, IN 46260

Phone: 317.706.9075

Project Reference: The Depot at Nickel Plate

Dan Holoch

Vice President – Commercial Real Estate

First National Bank of Omaha

601 Carlson Parkway, Suite 1050

Minnetonka, MN 55305

Phone: 952.449.5171

E-mail: dholoch@fnni.com

Project Reference: ONE at The Peninsula

Ross Mailloux

President, Northwest Arkansas

Bank of the Ozarks

P.O. Box 8811

Little Rock, AR 72231

Phone: 479.695.3784

E-mail: malloux@bankozarks.com

Project Reference: 360 Market Square

Brett Headley

Vice President

J.P. Morgan Chase

1 E. Ohio St. 17th Floor, IN1-0175

Indianapolis, IN 46227

Phone: 317.684.2611

E-mail: brett.r.headley@jpmorgan.com

Michael Dury

Vice President

Merchants Capital

11555 N. Meridian St., Suite 400

Carmel, IN 46032

Phone: 317.324.4721

E-mail: mdury@merchantscapital.com

Reference: Construction & Perm Lender

Shane Miller

Assistant Vice President

First Merchants Bank

10333 N. Meridian St.

Indianapolis, IN 46290

Phone: 317.566.7675

E-mail: shmiller@firstmerchants.com

Reference: Construction Lender

Paul Connolly

Executive Vice President

R4 Capital LLC

780 Third Avenue, 10th Floor

New York, NY 10017

Phone: 646.576.7664

E-mail: pconnelly@r4cap.com

Reference: LIHTC Investor & Lender

Joel Hauenstein

Vice President, Acquisitions

Alliant Asset Management Co., LLC

119 Fairfax Ct., Suite 1A

Granville, OH 43023

Phone: 740.927.1077

E-mail: joel.hauenstein@alliantcapital.com

Reference: LIHTC Investor

D.

PROPOSED DEVELOPMENT VISION

D. Proposed Development Vision

Our team's approach to the Cedar Lee Meadowbrook is influenced by our team's national experience in urban redevelopment and an unparalleled understanding of the site and Cleveland Heights.

Foundational to that understanding is our team's commitment to advancing previous public conversations about the site's future. City Architecture's Cleveland-based mission aims to "Create Space With Purpose", and their history proves their mission is long-standing. Outlined in our proposal is a collective approach to public engagement – recognizing that recent efforts can be improved upon to create an environment where the City and residents can work side-by-side to invigorate underutilized land in a beloved neighborhood. We recognize the design, guided by an inclusive process, must be contextual. This extends beyond its architecture and urban design. We anticipate that our team's commitment to building from context (which we anticipate being partially defined by the public process) can lead to an excellent design that reflects multiple voices. We are hopeful this process can also build from our team's Top of the Hill work.

We have a firm grasp on what the Cedar Lee Meadowbrook redevelopment must do – it must offer new housing options while ushering in new residents and customers to an existing district. We believe that the integration of upwards of 200 new addresses in the Cedar Lee District is a logical and exciting path forward. We see this development as an opportunity to be a spark for the District – an especially well-needed spark considering the impact of COVID-19 on our local business community. We recognize the importance of the overall District's health and want to be part of Cedar Lee's next chapter.

Beyond City Architecture's regional experience, there is an extreme personal connection to the Cedar Lee Meadowbrook site. Four of the firm's staff resides in Cleveland Heights, including two owners, a principal and lead architect. Each patronizes the Cedar Lee District regularly, and believes development is paramount for the District's healthy future. This underlying passion and familiarity has led to our team's site plan and massing ideas, submitted as part of this proposal. Below are some of our team's thoughts, inspirations and ideas for the site – all aimed at helping the City of Cleveland Heights capitalize on one of the region's best mixed-use districts, Cedar Lee.

Neighborhood Compatibility

The Cedar Lee District's built environment is as dynamic as is its myriad of uses. Restaurants, world-class art theater, live performance venues, multiple art galleries, Cain Park, Cleveland Heights Library Main Branch and a tapestry of commercial uses all encompass the neighborhood. The recently completed Lee Road Streetscape is a common thread that weaves the District together. Our team recognizes this, and fully takes advantage of these features. The newly renovated High School makes this a community hub as well as a commercial hub. Football game nights, homecoming parades, and the Music Hop bring the energy of the community. It's where the community gathers for vigils, celebrations and the Happy 5K. This is a place of memory and connection, and a successful new development will be sensitive and responsive to this.

D. Proposed Development Vision

Site & Streetscape Design

Our team recognizes the great importance of connecting to existing places. Our collective experience of urban redevelopment is founded on linking to the places and spaces of which the developments' new homes and businesses will be part. Simply stated, our approach ensures new investments bolster and improve their surroundings. The Cedar Lee Meadowbrook site must be stitched into the District and City.

We believe this starts with how buildings are positioned on the site and how they "meet the street". They cannot feel forced or out of place. For our team, this begins with streets and refined urban design. City Architecture has designed some of the region's most recognizable streetscapes, including Cleveland Heights' Coventry Road and the Cedar Fairmount District's recent streetscape. In each of these, the District's character is reflected, including Coventry's custom ironwork and Cedar Fairmount's paving patterns which reflect the district's Tudor style. Our approach here will emphasize Cedar Lee's character in the public spaces, streets and plazas that serve as the bond between the development and its neighborhood. Key to this approach is the evolution of the District's walkability (an incredible WalkScore 78, "very walkable"). We believe we will be able to enhance the pedestrian experience through intentional and thoughtful urban design. To accomplish this, our team will focus on the following:

- Reposition Parking Lot #5 as a New Street that connects Cedar Avenue and Tullamore Road
- Organize circulation to create intuitive pathways between open spaces, front doors and parking
- Consider the Cedar-Lee Mini-Park as an interface between new homes and the district
- Ensure new development has a presence along streets that adds to District's vitality

Greenspace & Placemaking

Cleveland Heights is home to some of the region's best public spaces – Cain Park, Coventry Peace Park and Forest Hill. While this initiative's greenspace scale is smaller, we recognize the utmost importance of creating quality spaces that add to the city's public spaces. Our team's understanding of the site and district has led to an intentional site layout. The site positions the Cedar Lee building's entrance and tower element on-axis with the Cedar Lee Mini-Park. This helps establish a visual link and terminus between Lee Road and the block's core. The tower element also punctuates a connection, along the New Street, from Cedar. The Meadowbrook building includes a corner plaza that provides relief as a transition and link to Tullamore and is purposely held-back from the right-of-way to create ample space for outdoor dining, sidewalk activities and other linkages between the building's ground floor and sidewalk. We believe these connections are critically important and add to the development's permanence in the district and leverage the site's placemaking potential. Building courtyards include entrance courts to ground floor / garden apartments, seating, grill areas, a pool, outdoor fireplace and other amenities that add value and marketability to the overall development.

D. Proposed Development Vision

Greenspace & Placemaking (cont'd)

Greenspaces around the parking garage will be enhanced to ensure a proper buffer (offering privacy) between new development and adjacent residences through fore-courts and open space.

Core to the site's development is the creation of a new 1/3rd acre park on the corner of Meadowbrook and Lee. We know there is community support for a park space along Lee Road. We also know that the park must be appropriately scaled. This is a place for an urban park that includes shade trees, seating, and a comfortable place to relax. We anticipate this approach to be supported by residents – directly responding to and anticipating “greenspace” to be mentioned in community forums and discussions. We have heard these points previously, and feel confident that this new park is appropriate, adds to the district's richness and does not attempt to recreate / compete with Cain Park, the Cedar Lee Mini-Park or the playground / park at the Fairfax school. This district is well-served by large greenspaces – it needs an urban space that is recognized as an extension of the streetscape, providing safe spaces to enjoy a cup of coffee, ice cream cones, or a meal. We anticipate conducting a public process where the name of the space can be determined by the community, as this is intended to be a shared space, activated by the diverse people who already love Cedar Lee.

Public spaces are important elements for our team, and we have considered the following:

- New Meadowbrook Park that provides a place of respite for district residents, visitors and businesses
- Inner courtyards that offer outdoor spaces that are private and friendly
- Areas for public art and wayfinding that reflect Cleveland Heights
- Plazas that are activated and connective between buildings and the district
- Curated series of “moments” that help people navigate and enjoy the spaces

D. Proposed Development Vision

Building Design

Our proposal's visuals illustrate a series of mixed-use buildings that relate to their immediate context, while adding a new aesthetic. This new aesthetic aims to advance the District's "feeling" – to unequivocally demonstrate that Cedar Lee and Cleveland Heights can simultaneously celebrate its heritage while infusing new investments that "look forward". We believe Cedar Lee's next chapter includes vivid architecture that dovetails with the District's context. We anticipate developing building massings that fit into the neighborhood. Our initial design thoughts are illustrated in our package and outlined below:

- 4-story buildings will help define street edges with active ground-floor uses that provide physical and visual connections
- Building massing will relate to the apartment buildings in the District (notably those along Meadowbrook)
- Building facades will be designed to create animation that speaks to the District's dynamism
- Masonry, storefront glass, and accent materials will be developed in a manner which connects "new and old" showing progression while still maintaining a connection with existing context
- Large windows will flood living units with natural light while providing visual linkages to the streets and public spaces
- Terraces can provide residences with outdoor space and incredible views of Cleveland Heights' tree canopy, the Cedar Lee District and Downtown Cleveland
- Amenity spaces will include fitness facility, pool and other supportive spaces that add value
- LEED or Nationally recognized green-building standards will be integrated to promote Cleveland Heights' long-standing commitment to sustainability
- Cedar Lee building is intended to connect to the existing parking garage (outlined in more detail below)

Existing Parking Garage Integration

We recognize this development offers an amazing opportunity to realize the City's vision. This vision was launched over 12 years ago with the construction of the Cedar Lee parking garage. This development, potentially adding over 200 new housing units to the district, leverages that substantial investment. Our team will help craft a narrative that repositions the structure from an underutilized parking garage to an incredibly valuable resource. We can help co-author that narrative, as we are incredibly aware of the situation. It is time for the City to "cash-in" on that investment, and our team is ready to help elevate the City's forethought as a main driver behind this investment opportunity. We believe new development can add value to City's ongoing efforts (special lighting, solar panels and landscape screening) to show the garage as a contributing structure to the district.

Our team's preliminary site plan fully integrates the garage, while using new buildings to effectively "hide in plain sight".

D. Proposed Development Vision

Existing Parking Garage Integration

We anticipate connecting to the garage to create a series of “liner buildings” that wrap the parking with new facades. This approach provides incredibly convenient parking, retains public access, and greatly improves the garage’s interface with the surrounding neighborhood. To us, the garage is an asset that must be maximized, and we anticipate we can accomplish this by:

- Ensuring public access to the garage is retained via the New Street
- Create secured resident parking through circulation and entrance studies
- Wrapping the concrete structure with new construction that adds color, interest and texture to the district
- Determining how garage enhancements can be incorporated while maintaining an open-air garage
- Studying parking supply (retaining some surface parking along the New Street) anticipating public questions and concerns with an aim to arrive with a balanced parking approach
- Design curated connections to and from the garage that improve the experience of parking and walking in the Cedar Lee District
- Coordinating parking throughout the district to ensure new development does not have a negative impact on businesses

Development Description

Our proposal consists of a mix of 4-story and 5-story buildings, containing **200-225** residential rental units, and approximately **10,000** square feet of potential commercial space. There will also be an addition 6,500 square feet of residential amenities on the first floor to further activate the street.

Based on our past experiences with similar projects, high-density housing in mixed-use environments is not as conducive to those with young children. The nature of this type of project caters more towards those that are extremely active, social and have a strong desire to be included in the action and constantly entertained. This type of resident, often referred to as a renter by choice, will pay a premium to live in this type of environment and when selecting an apartment is more concerned with the technological capabilities and onsite amenities as opposed to getting the most square footage for the best price. As a result, we anticipate offering smaller units (approximately 850 net square feet on average) that are very efficient and equipped with the latest technology and finishes.

The average salary of our residents is approximately \$100,000. Consistent with all projects by Flaherty & Collins Properties, this Project will be developed to the highest quality and individual apartment units will be designed with the potential of converting to for sale condominiums in the future.

The residential units will consist of a mix of studios, one bedroom one bath, one bedroom one bath den, two bedroom two baths and two-bedroom two baths den. All units will have 9' ceilings, upgraded cabinet packages, track and pendant lighting, upgraded hard surfaces in the kitchens and entries, patios/balconies, 2" blinds, soaking tubs with tile surrounds, Berber carpet, washer/dryer, upgraded appliances; including a stove with self-cleaning oven, microwave oven, dishwasher, garbage disposal and double door frost-free refrigerator. High-tech features and state-of-the-art technology will be a theme consistent throughout the project. All units will be separately metered for water and electricity.

Development Amenities

Amenities are highlighted by approximately 6,500 square feet of first floor “storefront” amenity space that is part of the retail space. The amenity area will be wireless throughout and will include a state-of-the-art fitness center, co-working areas, game room, aqua lounge and leasing office. Covered and secured garage parking will be available to the residents. There will be a considerable amount of hardscape; such as a courtyard, raised planting beds, decorative lighting, etc. to create an appealing urban environment. There will also be at least one landscaped plaza, an aqua lounge and a resort style pool. Additionally, because so many of our residents are active and own bikes, we include bike racks, bike repair room and bike storage facilities in our developments.

Apartment Features

- 9' Ceilings
- Upgraded Cabinets
- Upgraded Hard Surfaces
- Pendant Lighting in kitchen
- Soaking Tubs w/ tile tub surrounds
- Brushed Chrome Hardware
- In-unit Washer and Dryer
- Stainless Steel Appliances (including gas stove, microwave, oven, double door refrigerator)
 - Balconies
 - 2" Window Blinds

Community Amenities

- Secured Residential Lobby
 - Leasing Office
- State-of-the-Art Fitness Center
 - Co-Working Areas
 - Media & Gaming Lounge
- Club Room w/ kitchen, bar, and seating for groups
 - Game Room w/ Billiards
 - Aqua Lounge
 - Heated Saltwater Pool
 - Extensive Landscaping w/ decorative lighting features
 - Secured Parking Garage w/ public parking access
- Bike Storage & Bike Shop (repair equipment, Spinners and pumps)

Green Features

Flaherty & Collins Properties is experienced and familiar with various innovations and strategies regarding energy efficiency, including the National Green Building Standards of the National Association of Home Builders, as well as with LEED standards associated with the U.S. Green Building Council. Flaherty & Collins Properties' Construction Team employs a full-time project manager who specializes in green building and works closely with the development and construction team to ensure successful third-party certification upon project completion.

Our most recent projects have all achieved or will achieve either a LEED or NGBS rating, including the Top of the Hill project. In addition, The Boulevard at Oakley Station in Cincinnati, Ohio and 2700 University in St. Paul, Minnesota were both awarded Silver LEED status.

Below are common Green Features we employ in our developments and intend to do the same for this Project.

- Water saving faucets, shower heads, and toilets
- Energy efficient lighting
- White TPO Roofing
- Energy efficient furnaces & water heaters
- Energy Star-rated appliances
- Puron HVAC
- Bike racks, Bike repair & Bike storage
- Electric Car Charging Stations
- Low E Glass and energy efficient windows and doors
- Salt-water pool
- Low VOC paints and carpet
- Low VOC in sealants
- Recycling available on-site

Additional Parcels

As you will see, we have provided a site plan showing how the project can look if the additional parcels on Cedar Road are purchased, which we will attempt to do if selected, as we believe it will benefit the project. However, as you know, property acquisition can be difficult in circumstances like this, so our focus on the other slides is to demonstrate that we can deliver a quality, best-in-class project even without those parcels in the event they are unattainable.

Please Note: The following graphic and design concept is preliminary; the development team is looking forward to collaborating with the City and Community Stakeholders, as referenced previously.

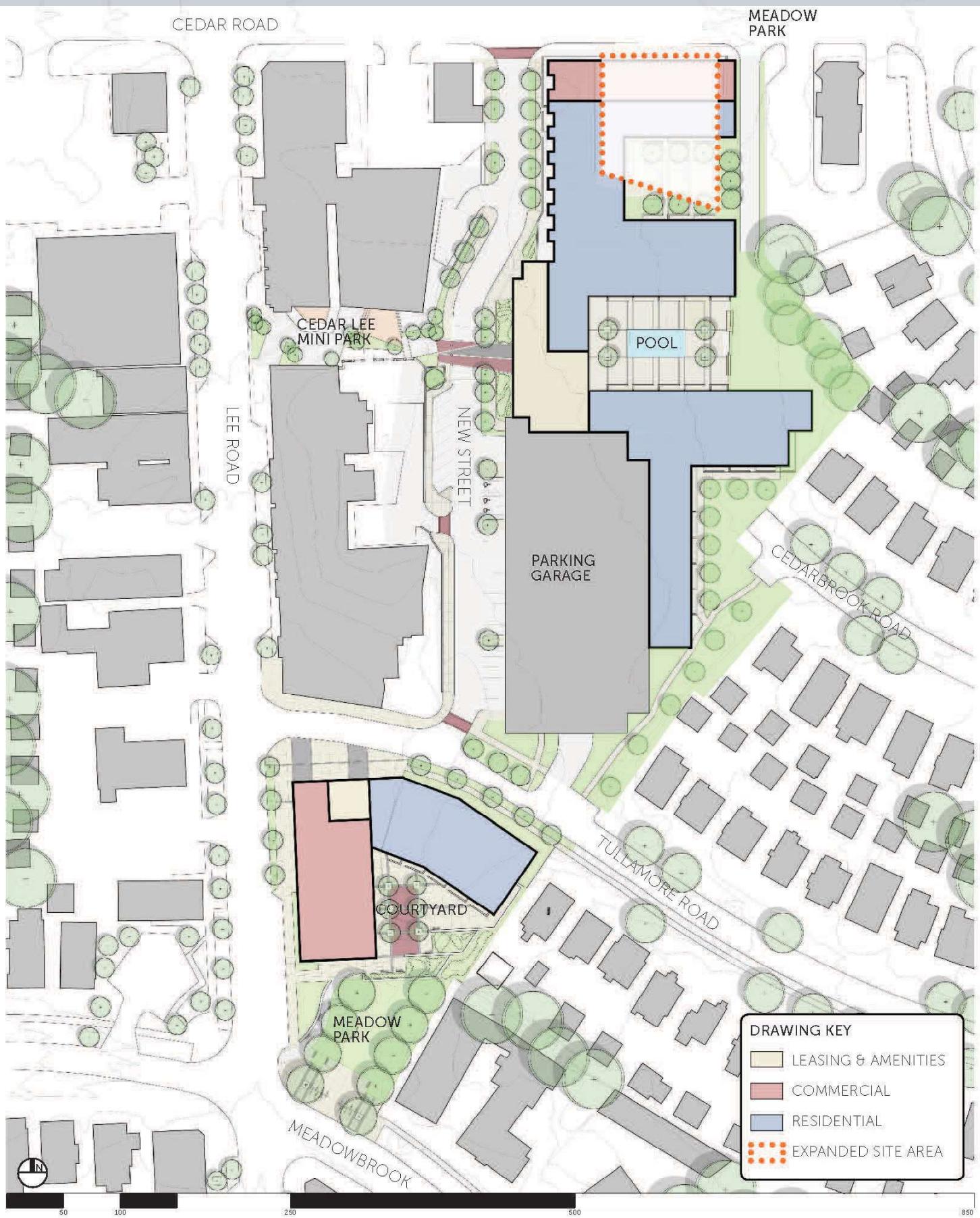
D. PROPOSED DEVELOPMENT VISION - SITE PLAN



CEDAR-LEE-MEADOWBROOK
CONCEPTUAL SITE PLAN

FLAHERTY & COLLINS PROPERTIES
CITY ARCHITECTURE

D. PROPOSED DEVELOPMENT VISION – SITE PLAN – EXPANDED OPTION



CEDAR-LEE-MEADOWBROOK

CONCEPTUAL EXPANDED SITE PLAN - 2 ADDITIONAL SITES (CUT BEAUTY SCHOOL & HEIGHTS ANIMAL HOSPITAL)

FLAHERTY & COLLINS PROPERTIES
CITY ARCHITECTURE

CONCEPTUAL RENDERING



CEDAR LEE MEADOWBROOK
CEDAR LEE INTERSECTION - AERIAL VIEW

ALL CITY PROPERTIES
CEDAR LEE ARCHITECTURE

CONCEPTUAL RENDERING



CEDAR-LEE-MEADOWBROOK
NEW ENTRANCE LANE & FORECOURTS

FARHERRY COLIN PROPERTIES
317 ARCH ST., PHA

CONCEPTUAL RENDERING



CEDAR-LEE MEADOWBROOK

MEADOWBROOK SITE 6 ACTIVATED, GROUND FLOOR

FLAHERTY & COLLINS PROPERTIES
CITY ARCHITECTURE

CONCEPTUAL RENDERING



CEDAR-LEE MEADOWBROOK

LINKAGE TO CEDAR-LEE MINI PARK & RESIDENT ENTRANCE

E.

COMMUNITY ENGAGEMENT

E. Community Engagement

Flaherty & Collins Properties is fully committed to open and meaningful interface with the City and community. As our portfolio indicates, we have a strong history of being open and collaborative with stakeholders throughout each stage of development.

Given our recent experience with the City on the Top of the Hill project and the extensive public engagement process that was a part of that project, it would be short-sighted to not account for that experience and apply it here at Cedar Lee Meadowbrook. We know that the Cleveland Heights citizenry is engaged and takes great pride in the community, including and especially significant projects such as Cedar Lee Meadowbrook. Accordingly, we would propose that the Community Engagement phase start as early as possible and ideally before our concept and design is finalized.

We anticipate this begins with community conversations, building from the last Cedar Lee Meadowbrook round of proposals. This way, the City's commitment to economic development is well-established by demonstrating this work is an extension of previous conversations. From there, we will activate an inclusive process around project parameters, design and intended district and city-wide impacts. We will work with you to ensure ideas are shared at appropriate times – all focused on a transparent process that is constantly progressing. City Architecture can help manage these processes with their direct connection to the site and Cleveland Heights and will work in-hand with our development team to ensure communications are shared. Core to this work will be the commitment to progression – a culminating engagement and public forum discourse that builds from decisions and does not allow for “backslide” to occur. Once decisions have been made (by the collective team, with the City of Cleveland Heights leading), we will clearly communicate them and frame conversations around making the next series of decisions centered on best outcomes, not challenging decisions that have already been made and effectively communicated. We believe this strategy is key to building community confidence and creating a project delivery that we all feel confident in.

That will not only allow us to not only incorporate appropriate feedback from the community, but also provide satisfaction to the community that their voice was heard on the front-end before anything was finalized. However, we also realize that you know your community best, and we will follow the City's lead on the optimal community engagement process. We believe our team's lessons learned during the Top of the Hill process, combined with City Architecture's experience and commitment to engagement (recognized as industry leaders) position this effort extremely well.

E. COMMUNITY ENGAGEMENT

At Flaherty & Collins Properties, we're committed to sharing our good fortune with the communities in which we live and work. We're active in supporting numerous civic and charitable organizations. We also encourage our employees to use their own talents in support of the causes most meaningful to them. Groups we support include, but not limited to:

- Boys & Girls Club
- Big Brothers Big Sisters
- Boy Scouts of America
- Girl Scouts of America
- Urban Land Institute
- March of Dimes
- American Heart Association
- Muscular Dystrophy Association
- American Cancer Society
- Wounded Warriors Project

If selected for the project, we would join and support the Cedar Lee Special Improvement District ("SID").

Additionally, our project partner City Arch is an ardent supporter of the Cleveland Heights Home Repair Resource Center.

F.

PROPOSED PROCESS & TIMELINES

F. PROPOSED PROCESS & TIMELINES

Proposed Timeline

This timeline includes assumptions about the selection and approval process that will ultimately determine the exact timeline for the project.

2021							
Estimated Timeline (Month)	Feb. '21	Mar. '21	April '21	May '21	June '21	July '21	Aug. '21
RFP Process Complete	★						
City/FC Development Agreement		★	→				
Public Approvals / Entitlements		★	→				
Due Diligence			★	→			
2021 - 2022							
Estimated Timeline (Month)	Aug '21	Sept '21	Oct. '21	Nov. '21	Dec. '21	Jan. '22	Feb. '22
Complete Design Process	→				★		
Closing							★
Construction: 2022-2023							
Estimated Timeline (Month)	Feb. '22						Dec. '23
Construction	★	→					

G.

ECONOMIC IMPACTS

G. Economic Impacts

The proposed project would have a significant economic impact on the City of Cleveland Heights and the Cedar Lee neighborhood, both directly and indirectly. Our project will not only transform the site, but also serve as a catalyst for additional development and redevelopment in the area. Here's how:

- First, our project will include the addition of first class-luxury apartment stock that does not currently exist in the Cleveland Heights market today and will be on par with the product that will be delivered next year with the Top of the Hill Project, a big attraction for employers bringing new jobs to the City and retention of existing residents who desire this product. This project will attract and serve as a home to professionals in Cleveland market looking for a luxury living experience, who become, if not already, Cleveland Heights residents.
- Based on our experience with similar projects, we anticipate approximately 300 new residents to the area with average annual incomes exceeding \$100,000. The resident profile would be primarily millennials, young professionals and empty nesters, both singles and couples, with few children – low service cost residents with high disposable income and tax revenues. These residents will live both an active and social lifestyle, providing much support to existing Cleveland Heights and specifically Cedar Lee businesses.
- Cedar Lee is a strong commercial node for the City, that like many other similar areas, has faced challenges in the changing retail climate, and most notably from the COVID-19 pandemic. Our project, with the injection of 300 residents with average incomes above \$100,000, will benefit these businesses and improve the vibrancy of the area, making it a destination that attracts visitors from all over the Cleveland metro.
- \$50,000,000 capital investment, producing over 500 construction jobs, which has a total economic impact of nearly \$100,000,000 and 700 jobs when factoring in the direct, indirect and induced impacts.
- Permanent job creation of approximately 50-100 new full-time employees and \$2,000,000-\$5,000,000 of new annual payroll (in addition to the construction jobs).
- New property taxes exceeding \$1,500,000 annually
- Because we view our commercial tenants as an amenity for our residents rather than an income stream, we select commercial tenants that our residents will want to live near, which will also serve to attract additional visitors to the area.
- The development and its first-class architectural design will complement the recently renovated Cleveland Heights High School and the rest of the Cedar Lee District.

H.

RESOURCES REQUIRED FROM THE CITY AND/OR OTHERS

H. Resources Required

Flaherty & Collins Properties understands the importance of open communication and transparency when it comes to public partnerships. In this regard, we have worked very closely on previous development projects with city officials and municipalities to ensure the key objectives and goals of all involved are met.

Open Book

We embrace an open book process for discussion of the financial incentives needed to the fund any project gap. We will share our project pro forma with you from the onset. Flaherty & Collins has the expertise and experience with these forms of financing and understands what is required to attract capital and bring the project to fruition. This “open book” approach to our development process is integral to our success as public-private infill developers, and we would welcome the City of Cleveland Heights to ask any of our current or previous City partners how we are to work with as project partners. Further, we understand the responsibility that comes with receiving City incentives.

Given the volatility and uncertain created by and resulting from COVID, making economic projections in today’s climate is not only challenging, but highly speculative. However, we certainly understand the need for that type of information in the RFQ/RFP process. Therefore, we would propose an economic structure on this project similar to the one used at Top of the Hill. Specifically:

- 99-year land lease for \$10 per year with an option to purchase at year 40.
- 30-year TIF bonds issued by the City but sold using the project and developer’s credit and guaranties, as needed.

We would not expect any additional City tools to be needed on this project, but we are flexible and will work with the City on what it deems to be the best tools to use here. Given our vast experience with public-private partnerships, we have familiarity with a number of different economic incentive tools (Please see the financial charts in Section B.) and will work collaboratively with the City to determine the most efficient method of filling the financial gap.

We view this potential structure as a starting point in our discussion, given that the collaboration stage with the City on the project scope and design has not yet occurred. As the project evolves and crystalizes, the resources needed to complete the project can continually be reevaluated.

Certainty of Execution

We recognize municipal budgets are tight, especially with all the damage imposed by COVID-19. Ideally, these projects could occur without any incentives, but that is just not the reality for urban infill projects throughout the Midwest. However, given our experience and relationships, the City can feel most comfortable that its investment in this project will lead to achieving the goals and objectives City not only desires, but deserves with this project.

I.

MBE/WBE INCLUSION PREVAILING WAGE & LOCAL HIRING

I. MBE/WBE, Prevailing Wage and Local Hiring

The Flaherty & Collins Properties team is fully committed to maximizing economic opportunities for residents and businesses in the communities in which we develop properties. Flaherty & Collins has extensive experience and involvement working with Local Construction Trades, Minority and Women Business Enterprise firms and local governments to ensure our projects promote a high level of diversity.. This includes specifically meeting Local Hiring, Prevailing Wage and MBE/WBE requirements across the country. Many of our market rate developments have these requirements.

No project better illustrates our commitment to these programs and meeting the goals established than the Top of the Hill project. You can expect the same commitment from the Flaherty & Collins Properties team on this Cedar Lee Meadowbrook project as well.

J.

DEVELOPMENT & USE AGREEMENT

J. Development & Use Agreement

Given our experience working with the City of Cleveland Heights, we are confident that the negotiation for the MOU and Development Agreement will be seamless and lead to a document that is fair and agreeable to both parties. We understand that a completion guaranty or functional equivalent is necessary for projects like this, and we are comfortable providing one here as well.

K.

PROJECT SUMMARY

K. PROJECT SUMMARY

Company Information	Flaherty & Collins Properties
Founded	1993
Employees	450+
Headquarters	Indianapolis, IN
Development Partner(s)	
Timeline	
Phases	1
Time from groundbreaking to completion	20-24 months
Financing	
Equity Source	Internal
Personal guarantee of debt financing from the firm's principal(s)	Yes
Tax Increment Financing (TIF) required for current concept	Yes
Guarantee of public infrastructure financing – can a corporate and personal guaranty be provided by the developer	Yes, if necessary
Tax Abatement Required	No, if TIF is provided
Development contingent on availability of County, State, Federal funding sources outside of City control	No
MBE and WBE Inclusion	
MBE and WBE Inclusion	Yes
Project Team	
Development Partner	Flaherty & Collins Properties
Architect	City Architecture, Inc.
MBE and WBE participation	Yes
Public Finance	TBD after collaboration with City
Construction	TBD – local General Contractor to be hired
Site Work	Local Civil Engineering firm will be hired
For-sale housing development partner	If applicable, likely Liberty Development
Residential sales	N/A
Parking	
Parking study to be completed	If desired by City
Project Examples	
Example	The Ascent at Top of the Hill
Example	ONE at The Peninsula (Columbus, OH)

APPENDIX A

ARCHITECT PROFILE

The information presented provides an overview of our firm's approach to providing planning and architectural services. With this, we hope to demonstrate and illustrate City Architecture's values, creativity, involvements and the credentials of our outstanding staff.



This is who we are. This is what we do.

Founded in 1989, City Architecture has been in practice for more than 30 years. We are a Cleveland firm providing integrated services in architecture, planning, and urban design. We are focused on creating places that are vibrant, responsive to their context, and reflective of the vision of the client and community. We believe in "meeting people where they are," bringing every voice to the table through authentic and meaningful community engagement. As a group of highly motivated professionals and staff, we strive to identify issues, solve problems, and create opportunities which go beyond the basic project requirements while respecting defined budgets.

Together, our three principals, along with our outstanding staff of 21, work as a cohesive and motivated group on a wide variety of projects. Our firm is composed of registered architects, certified planners, LEED accredited professionals, graduate architects, urban designers, interns and administrators. Our firm has a track record of working with public and private clients and we take significant pride in our ability to deliver projects that are well received and enthusiastically supported by the community.

The longstanding mission of City Architecture is to design buildings and places that complement their neighborhood, add to a city's vitality, and reflect our clients' values. We aspire to create the people-places that promote a sense of community. It has been our ongoing commitment to serve as neighborhood builders - often working within established places. At our core, we believe that inspired designs serve as economic catalysts, meeting current needs while positioning strategic investments for a healthy future.

We have an extensive reputation as the architects and planners of many of Northeast Ohio's most highly recognized projects. City Architecture's dedication to our work is best represented in over 200 awards and honors for excellence in planning, urban design, architecture, renovation, historic preservation and smart growth development. Our work has been recognized and highlighted in local, state and national publications. **We are honored to have been recognized with an AIA Ohio Gold Medal Firm Award, the highest honor the organization can bestow upon a firm, in recognition of consistent excellence in design and professional practice.**

Most importantly, we value our work and our relationships with the people and places with whom we are privileged to collaborate.

"We believe City Architecture possesses the necessary talent, and more importantly passion, to help guide processes that lead to long-term successes."

- Cynthia Leitson, Vice President, Capital, Construction and Facilities, Cuyahoga Community College



HOUSING INNOVATION

Dignified Housing for All

Our work at City Architecture covers a broad range of urban housing options within the Northeast Ohio market, creating impactful design for both market rate and affordable projects. Our residential work includes the design of over 16,500 new and renovated units in the Northeast Ohio region, with over 70% of those units having been constructed.

Throughout our 30 years of designing housing for Northeast Ohio communities, we have helped to provide more options for a variety of lifestyles while increasing the market for urban living. Our wide array of work covers new development, contextual infill design and the renovation and adaptive re-use of some of the area's historically significant structures. Aligning with our views on sustainability and preservation, we have a long history with giving new purpose to historic buildings through their restoration.

Paired with our dedication to revitalizing communities, we are committed to providing innovative design solutions to affordable housing projects. City Architecture has worked with many local and regional non-profits, municipalities, and community organizations to create solutions that are appropriate for the context and neighborhoods they serve. We have experience helping our clients procure funding for their projects, and have worked on CHOICE Neighborhoods and OHFA funded residences. We understand that public housing must be carefully developed to maximize both quality and value. With our extensive history designing affordable housing throughout Cleveland, we have learned how to create housing that is not only cost-effective but meaningful and vibrant.

Of particular importance is our belief that buildings, while they must meet the functional and budgetary requirements of the client, can also serve to inspire and generate a character reflective of the physical and emotional context of a community. We serve many diverse communities with our housing projects, which leads us to unique solutions and progressive projects. From Quay 55, the first apartment building on the Lakefront in Cleveland's history, to the revitalization of Heritage View Neighborhood, one of Cleveland's oldest public housing estates, City Architecture has a long history of creating ground-breaking work in the residential sector.

City Architecture has also completed numerous affordable senior housing developments throughout Northeast Ohio. These projects focus on efficient floor plans which create desirable living units, environmentally friendly designs, and dignified housing options. These projects generally exceed the Enterprise Green Community Program Standards, a national standard for green and environmentally healthy affordable housing. **From Fairview Gardens in Ohio City to Broadway Place in Slavic Village, with many more throughout our 31 years of business, we are experienced at providing dignified, accessible housing throughout the Cleveland area.**

"No other Cleveland firm comes close to City Architecture's record in housing design in prominence and visual impact on the city."

- Steven Litt, Cleveland Plain Dealer



SUSTAINABLE DESIGN

Green Building and Sustainable Design

At City Architecture, we believe in sustainability in many forms. We aim to design places that are economically, socially and environmentally sustainable. This approach is rooted in our belief that investments in core communities are inherently sustainable and equitable. We believe it is our duty to be respectful of our environment and to ensure a healthy future for subsequent generations. This commitment permeates our design process and informs all that we do - sustainability is an integral part of good design.

We are constantly exploring ways to increase value for our clients through creative design and innovative use of materials and systems. Combining these objectives, we have become a regional leader in the implementation of sustainable planning and green building design principles throughout our work.

Individual project characteristics and requirements necessitate unique strategies, and we strive to incorporate design features that are truly of value to our clients and their communities. We assist our clients in making informed decisions that consider durability and longevity, occupant comfort and productivity, energy efficiency, and long-term operational and maintenance needs.

City Architecture has designed several projects which have obtained LEED certification, including a Courtyard by Marriott hotel in Akron, the Kent State Institutional Advancement Building, and the Cleveland Third District Police Station, as well as the Cedar Extension Neighborhood which is seeking LEED for Neighborhood Development (LEED-ND) certification.

The most used green rating system in our office is Enterprise Green Communities. The program helps developers, investors, builders and policymakers make the transition to a green future for affordable housing. This program requires a holistic approach promoting energy efficiency, resource conservation, efficient operations, healthy living environments and neighborhood planning.

LEED PROJECTS

East 105th St. Development - Glenville CircleNorth (LEED Silver)
City of Cleveland Collinwood Recreation Center (LEED Gold)
Kent State University Institutional Advancement Building (LEED Silver)
NewBridge Cleveland Center for Arts and Technology (LEED Silver for Commercial Interiors)
Cotman Vistas Apartments (LEED Silver for Homes)
Cornerstone Senior Apartments (LEED Certified for Homes)
Courtyard Marriott at Akron Northside (LEED Certified)
Mercer Commons - Phase III Townhomes (LEED Certified)
City of Cleveland Third District Police Station
Cedar Extension Neighborhood (LEED for Neighborhood Development)
Cedar Extension Multifamily Building (LEED Silver)



“Our collaboration on the Opportunity Corridor Area-Wide Brownfield Plan, which was in the “pilot” round of USEPA planning awards...recognized the value of clean-up investments that reposition land and bring usefulness back to blighted and fallow property.”

- Stephanie Howse, State Representative, House District 11



CIVIC & MUNICIPAL EXPERTISE

A Commitment to Community

For more than three decades, City Architecture's work has demonstrated an expansive portfolio of civic and municipal projects. As leaders in providing professional services for municipalities, carrying out comprehensive citywide planning efforts, creating site plans for municipal developments and designing functional yet beautiful civic buildings, we have gained the trust and experience necessary to perform projects of all scales and budgets.

We strive to make long-lasting community impacts through the projects with which we are involved, whether it be construction of a new city hall or municipal fire station, maintenance of a historic assembly hall, construction of an improved transit station or planning future community connections and public space improvements. For a municipality to best serve its residents, we believe that design influences quality of life and the ability to provide essential services for the community. Therefore, we strive to meet all client expectations while engaging the public throughout the process and delivering a high quality project on time and on budget.

Recognizing that any civic project is an investment of taxpayer money and reflects back upon the municipality, our attention to detail and thoughtfulness is applied to each design decision and each step of the process. We believe that civic improvements and municipal developments should not only meet their functional needs, but be symbols of progress and beauty within the community.

Commitment to architectural, urban design and planning services for civic initiatives is a cornerstone of our practice. We recognize and value the importance of municipal investment, and our team of professionals is dedicated to serving the communities for whom we work.



"[The City Architecture] team's collective approach led to buy-in and support from multiple Advisory Committees and that recognized the value of investing in the city and bringing usefulness back to blighted and fallow property. I am confident in their ability to work with cities, residents, and businesses to ensure initiatives 'fit' and are reflective of their communities and futures."

- Eric Wobser, City Manager, City of Sandusky



PUBLIC ENGAGEMENT

Meeting People Where They Are

Extensive and inviting public outreach process is invaluable in creating plans that are visionary yet realistic, addressing needs while also setting the stage for a community's sustainable future. We believe that the essence of great planning begins and ends with an unflinching look at the environment. We embrace opportunities while acknowledging and taking challenges head on. We thrive on strategic planning and visioning that involves intense engagement and dialogue, and we relish the opportunity to take on projects that will demand wide-ranging and diverse input to achieve success.

To obtain the best possible results, we offer multiple methods of facilitating and eliciting authentic input, using multiple communication platforms to spread the word to the public about the process and the need to engage. We recognize the increasing value of virtual public engagement and have the ability to digitally adapt each of our methods to meet this growing need. Every plan and place is different, so we work with our clients to determine the most appropriate engagement methods, which can include:

Steering/Advisory Committees

Often, a community will choose to organize a steering or advisory committee to work with our team and channel information to the greater community. We keep the committee up-to-date and informed of the plan's development through email updates, meetings and review packages. We understand that convening a steering committee may be challenging and have developed several tools and strategies to keep people informed.

Broad Based Public Survey

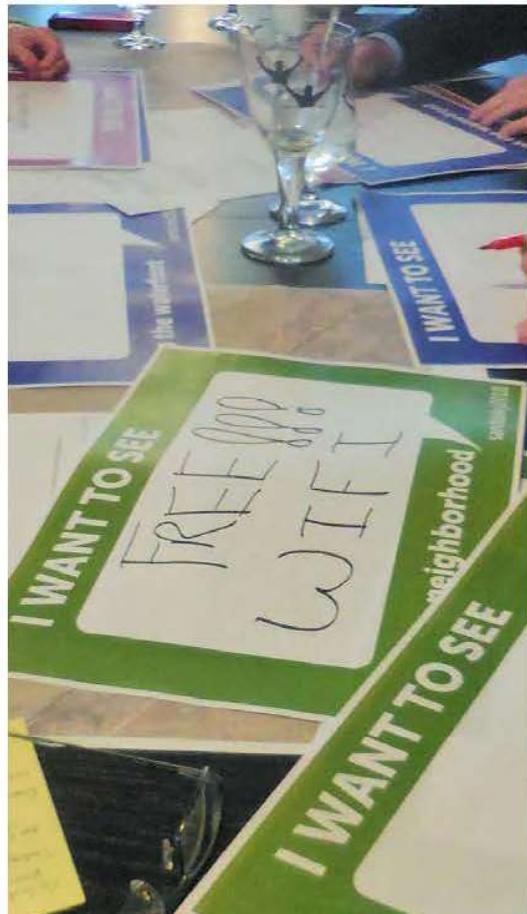
Working with the appropriate people, we draft a multi-question survey to produce larger scale input from a community's residents, its large business and non-profit sectors, its civic community, and other stakeholders, including visitors. Surveys are distributed through social media and e-mail, and a tactical social media outreach plan may be a part of the process.

Work Sessions

We love to plan together. Working sessions help us collect further input, gather ideas and build excitement for a plan. We believe planning should be fun, and we construct these sessions to be unique, enjoyable and productive. We have conducted a "floating public meeting," held on a chartered tour boat. This setting encouraged people to look back at their shoreline from an arrival perspective, while looking at their City differently, and perhaps more critically. The relaxed environment led to an open sharing of ideas that has continued throughout that plan's progression.

Individual Stakeholder Interviews

One-on-one or small focus group discussions help solicit specific feedback relative to individuals, agencies or organizations. We believe that everyone has a voice and that in some cases, they feel most comfortable sharing in smaller sessions. We work with our clients to determine who and how certain people are reached and included.



“The City of Rocky River values City Architecture’s ability to engage our community in building the thoughtful and important social infrastructure that is so important in creating a foundation for successful community improvements.”

- Pamela E. Bobst, Mayor, City of Rocky River

Community Design Workshop

In a community design workshop, ideas and concepts are shared, offering an additional opportunity to garner feedback and ensure concepts are reflective of a neighborhood's desires. Most importantly, this takes full advantage of the knowledge base of the people who live, work and learn in a specific place.



Internal City Communication and Collaboration

Partnering with city staff and officials may include collecting previous plans / reports, understanding policies and processes that may affect the plan, asking departments to assign a project representative or other inter-communications that will help guide and inform a process.

Social Media as an Outlet

Our recent planning efforts have benefited from an online presence and robust social media campaigns. Not only are these tools effective in reaching a broader audience, they can be utilized to share information and updates. Most impressively, they can also be utilized to engage people to actively participate in the process at their convenience. The use of Facebook, Twitter, and Instagram as well as hash-tagging provide multiple outlets that the project team can tap into, while utilizing webpages that ensure unified access to public information in a centralized location.



 **Eric Wobser** @ericwobser - 11 Aug 2015
Join us tomorrow evening at 6pm at the Sandusky State Theater to plan future of #DowntownSandusky. @CityArch @michaeljgraham #Sandusky2018

 **Sandusky Proud** @SanduskyProud - 5 Aug 2015
Very exciting time to live, do business, and play in #SanduskyOhio @sanduskymainst @ericwobser #sandusky2018

**WHAT ARE YOUR HOPES FOR DOWNTOWN SANDUSKY?
HELP CREATE SANDUSKY'S BICENTENNIAL VISION**

Participate in the Final Public Outreach Meeting

**AUGUST 12TH, 6PM-8PM
SANDUSKY STATE THEATRE**

107 Columbus Ave, Sandusky



 **City Architecture** @CityArch - 21 Jul 2015
Thank you Andy and the Register for your ongoing coverage of #Sandusky2018 and its outreach & inclusive process!

 **Andy Ouriel** @AndyOuriel
East-side Sanduskians share ideas to improve neighborhoods
sanduskyregister.com/news/governmen... @sanduskyregister @ericwobser



AWARDS & HONORS

Due to our genuine community dedication, thoughtful designs, and high quality results, we are thankful for and humbled by the awards and honors received since our inception. They represent the commitment and passion we pour into every project, and we are incredibly proud that our clients and collective work have been recognized by over 200 awards and honors. These awards include recognition for work in historic preservation, adaptive reuse, architectural design, urban design, multi-family residential, urban-infill, smart growth, urban infill and excellence in design.

In 2018 we were awarded the Fairfax Renaissance Development Corporation's 'Partner of the Year' award and Cleveland Metropolitan Housing Authority's 'Doris V. Jones Award of Excellence.' These honors exemplify the types of awards we are most proud to receive; ones from our clients and community partners that recognize our commitment to strengthening communities.

We are honored to have been recognized with an AIA Ohio Gold Medal Firm Award, the highest honor the organization can bestow upon a firm, in recognition of consistent excellence in design and professional practice. We look forward to continuing active collaborations and making genuine differences in the communities we serve that focus on creating places of unique character and quality.

American Planning Association - National Chapter Daniel Burnham Comprehensive Planning Excellence Award
Vibrant NEO 2040: A Vision and Framework for Our Future 2015

American Planning Association – Ohio Chapter Planning Awards
Sandusky Bicentennial Plan – Comprehensive Planning 2017
Gateway District – Re-Imagining the Public Realm 2011

Cleveland Chapter of the American Institute of Architects
Central Choice Neighborhood Transformation Plan 2014

Cleveland Restoration Society
Fenway Manor 2020

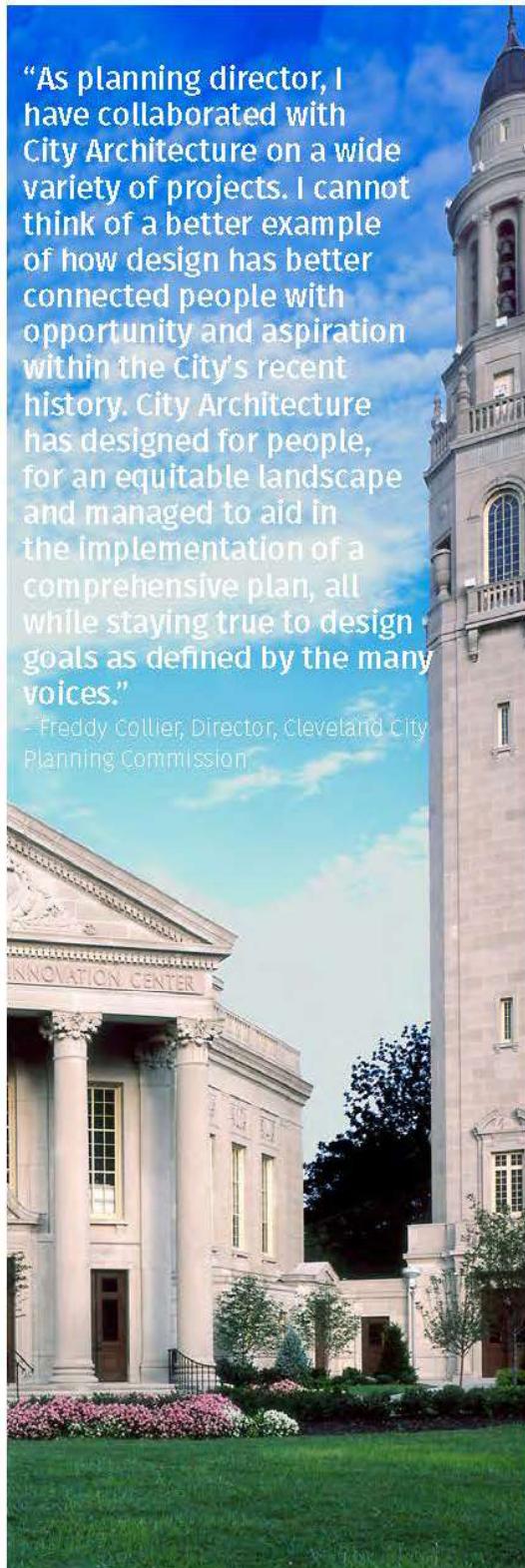
Downtown Cleveland Development Awards
Cuyahoga Community College Metro Campus Plaza Improvements 2019
The Statler Renovations 2019

Heritage Ohio - Best Residential Rehabilitation
The Madison 2019

NAIOP Northern Ohio Chapter Awards of Excellence
The Statler 2020
Glenville CircleNorth 2020

Ohio Chapter of the American Society of Landscape Architects – Merit Award
Cuyahoga Community College Metro Campus Plaza Improvements 2019
League Park Restoration 2015
Huron City-Wide Plan 2012

Ohio Chapter of the American Institute of Architects Architecture and Urban Design Awards
Ohio Gold Medal Firm 2018
The Avenue District 2007
Beachwood Municipal Center 2007
Cleveland Waterfront District Plan 2005



"As planning director, I have collaborated with City Architecture on a wide variety of projects. I cannot think of a better example of how design has better connected people with opportunity and aspiration within the City's recent history. City Architecture has designed for people, for an equitable landscape and managed to aid in the implementation of a comprehensive plan, all while staying true to design goals as defined by the many voices."

– Freddy Collier, Director, Cleveland City Planning Commission

Alex J. Pesta, AIA, AICP, LEED AP

Planning Principal

Alex believes great design enhances every project. Whether developing a city-wide master plan, a streetscape enhancement package or an architectural detail, his accuracy and appreciation of craft permeate his work. Alex's passion for place-making and sustainability has driven him to get involved in his own community through service on several boards and commissions.

Alex's wide array of efforts and experience has gained him a holistic understanding of design, project implementation, detailing and communication with consultants, city officials, and most importantly, the client. Alex's experience and passion for design led him to urban planning where he can practice his design beliefs at a neighborhood scale. As a project manager, urban designer and architect he has been involved with the creation of city master plans, mixed-use developments, redevelopment plans, large infrastructure projects and streetscape designs. He takes great pride in the relationships he has fostered with clients and his ability to earn a community's trust throughout planning and design processes.

His approach also considers and incorporates redevelopment yields, potential job creation and revenue generation through tactical planning strategies.

He believes that intelligent, effective and meaningful investments in public spaces and infrastructure have the ability to celebrate place, redefine a street or establish new identities. Many of the planning projects that Alex has facilitated have led to further investments in their communities. His approach centers on creating realizable initiatives that can be implemented immediately while building momentum and leading to change on larger scales.

Project Experience

- MetroHealth/Metro West Neighborhood Planning** - Cleveland, Ohio
- City of Sandusky Bicentennial Master Plan** - Sandusky, Ohio
- City of Huron City-Wide Plan** - Huron, Ohio
- West Bayfront Neighborhood Plan** - Erie, Pennsylvania
- Opportunity Corridor Brownfield Area-Wide Planning** - Cleveland, Ohio
- Middleburg Heights Bagley Road Redevelopment Plan** - Middleburg Heights, Ohio
- Central Choice Neighborhood Transformation Plan** - Cleveland, Ohio
- Battery Park Neighborhood** - Cleveland, Ohio
- Avenue District / East 12th Streetscape Plan** - Cleveland, Ohio
- West 73rd, West 76th & Lake Avenue Shoreway Tunnels** - Cleveland, Ohio
- Campus District Transportation and Redevelopment Plan** - Cleveland, Ohio
- Ohio City Neighborhood Design Guidelines** - Cleveland, Ohio



Honors and Involvements

- **Cleveland Heights Parks and Recreation Board Member** - 2018 to Present
- **City of Cleveland Heights Planning Commission** - 2010 to 2014
- **Home Repair Resource Center Board of Directors** - President – 2011 to 2014; Vice President - 2008 to 2010; board member – 2002 to 2016
- **APA / ULI Member**
- **AIA Member**

Education and Registration

- **University of Cincinnati**
 - Bachelor of Architecture (2002)
 - Certificate of Historic Preservation
- **Registered Architect** - State of Ohio
- **American Institute of Certified Planners**
- **LEED Accredited Professional**

John E.J. Wagner, AIA, NCARB, LEED AP

Design Principal

As a principal with City Architecture, John leads projects through all phases of development. His ability to consider building relationships at an urban design scale, combined with a passion for excellent design and understanding of construction detailing, results in innovative solutions that complement their context through a contemporary design language. John's project approach centers on interactions and collaboration with clients to ensure their needs, objectives and visions are realized throughout the design process, and ultimately, the initiative's implementation.

John's personal and professional beliefs are well represented in his work and have helped shape the firm's ongoing commitment of community development and neighborhood revitalization through exceptional planning, focused values and inspired architecture. As a registered architect and LEED accredited professional, he integrates sustainable practices, including high performance construction methods, into each project he works on. John believes these green practices are critical to each project, and understands how many decisions made throughout the design process can bring increased value while improving the health of the client, users and public without impacts to the construction budget. This holistic approach is a mainstay of City Architecture, and John works tirelessly to promote this process for the firm.

His experience with various scales of design at City Architecture has included neighborhood plans, mixed-use infill developments, and complex facility design. John's ability to solve problems and envision concepts at multiple scales has led to the development of award-winning projects, and he consistently challenges himself and his colleagues to provide every client with exceptional service and unique design solutions.

Project Experience

Kent State University Institutional Advancement Building - Kent, Ohio

Spry Personal Primary Care - Cleveland, Ohio

Detroit Shoreway Tiny House - Cleveland, Ohio

Heritage View Neighborhood - Cleveland, Ohio

Cedar Redevelopment - Cleveland, Ohio

345 Flats - Kent, Ohio

Mercer Commons - Cincinnati, Ohio

Confidential Corporate Headquarters East Campus Expansion - Wickliffe, Ohio

Cleveland Center for Arts & Technology - Cleveland, Ohio

Ronald McDonald House Expansion - Cleveland, Ohio

The Avenue District - Cleveland, Ohio

ZBT Fraternity House at CWRU - Cleveland, Ohio



Honors and Involvements

- Euclid Corridor Design Review Board - 2007 - present
- American Institute of Architects

Education and Registration

- University of Michigan
-Master of Architecture with Distinction (2001)
- Miami University
-Bachelor of Environmental Design (1996)
- Registered Architect - State of Ohio
- Registered Architect - Commonwealth of Virginia
- Registered Architect - State of Georgia
- Registered Architect - State of Alabama
- NCARB Certificate
- LEED Accredited Professional

Katie Veasey Gillette, AIA, NCARB

Architect

As an architect at City Architecture, Katie is involved in master planning, urban design, all phases of project development, presentation delivery, and marketing. Her level of involvement in various projects ranges from initial design concepts to project implementation, allowing her to bring a holistic grasp of design, organization and technical expertise to her work.

Prior to joining City Architecture, Katie gained extensive knowledge and experience at the University of Notre Dame's School of Architecture, where she focused on classical and traditional architecture, as well as vernacular building techniques. As a student at the University of Notre Dame, she studied art, urbanism, and architecture in Rome for a year and traveled to Agra, India for architectural and archaeological research. Upon graduation, Katie returned to her hometown of Cleveland, determined to make a positive impact on the city she grew up in.

Katie is committed to creating and supporting walkable, mixed-use communities in which residents can take pride in their surroundings. She is a licensed architect in the State of Ohio and holds an NCARB certificate as well, easily allowing reciprocal licensing in other states.

Project Experience

I Promise Housing – Akron, Ohio

Single Family Infill Housing (New Construction & Renovation)
– Cleveland, Ohio

The Avenue Townhomes – Cleveland, Ohio

The Statler Renovation - Cleveland, Ohio

Normandy Senior Living Campus Expansion – Rocky River, Ohio

Legacy at St. Luke's Townhomes – Cleveland, Ohio

Heritage Homes - New Construction and Rehabs – Cleveland, Ohio

Circle North Homes – Cleveland, Ohio

Affinity Baptist Church Renovation - Cleveland, Ohio

Spry Personal Primary Care - Cleveland, Ohio

Bluestone Community – Cleveland Heights, Ohio

Trumbull Family Fitness Renovation Study – Warren, Ohio

Mercer Commons, Phase 3 Townhomes – Cincinnati, Ohio

Avon Lake NRG Plant Planning – Avon Lake, Ohio



Honors and Involvements

- Crain's Cleveland Class of 2018: Twenty in Their 20s – 2018
- Burning River Soccer Club Board of Directors – 2016-Present, President – 2018-Present
- Home Repair Resource Center Board of Directors – Vice President – 2015-Present
- Notre Dame Club of Cleveland – Member – 2012-Present
- Leading Age Michigan – 2019 Leadership Institute – Speaker

Education and Registration

- University of Notre Dame
 - Bachelor of Architecture - 2012
 - Concentration in Historic Preservation
 - Rome Studies Program – 2009-2010
- Registered Architect - State of Ohio
- NCARB Certificate

Charles Hall, RA

Associate / Architect

As a project manager responsible for construction administration and the development of construction documents, Charles is actively involved in the technical development of City Architecture's projects. Utilizing his extensive understanding of construction technologies, materials and systems, he oversees the work in the field to maintain a high standard of construction quality. City Architecture's projects are consistently recognized for high quality construction craftsmanship. This is a testament to his experience, commitment and attention to detail.

Administrating construction in today's building industry is a challenging endeavor. The process starts with thorough, well-coordinated construction drawings and specifications. Charles performs quality control reviews of City Architecture documents prior to their release for construction. He administers the construction phase of projects for City Architecture starting with pre-construction activities through close-out and warranty periods. He has been in this role for over eight years and has instituted a computerized system for managing the submittal review process and contractor's requests for information. During construction the timely processing of information is critical, and Charles is consistently commended by clients and contractors for his responsiveness and professionalism.

Project Experience

East 105th Mixed-Use Development – Cleveland, Ohio
Commodore Apartments – Cleveland Ohio
Village Green Apartments – Cleveland Ohio
Friendship Terrace Apartments – Cuyahoga Falls, Ohio
Cedar Redevelopment – Cleveland, Ohio
Heritage View Phase IV – Cleveland, Ohio
West 25th Street Lofts – Cleveland, Ohio
Fairfax Intergenerational Housing – Cleveland, Ohio
Historic League Park Renovation and Restoration – Cleveland, Ohio
Tremont Pointe – Cleveland, Ohio
Arbor Park Village – Cleveland, Ohio
University Lofts – Cleveland, Ohio
University of Akron Administrative Services Building – Akron, Ohio
Hilton Garden Inn at Gateway – Cleveland, Ohio



Honors and Involvements

- Famicos Foundation - Board Member
- Math Proficiency Test Tutor Volunteer at John F. Kennedy High School
- Member of Alpha Phi Alpha Fraternity Inc.
 - Treasurer, Community Service
- Member of Dynasty Investment Club of Cleveland, Ohio - Treasurer

Education and Registration

- Kent State University
 - Bachelor of Science (1994)
 - Bachelor of Architecture (2000)
- Registered Architect - State of Ohio

Michelle Bandy-Zalatoris, AICP, LEED AP

Urban Designer / Planner

Michelle is an urban designer and planner with significant experience in the development of neighborhood and city master plans, corridor studies, streetscape designs, and the development of design standards.

Her work is characterized by projects that seek to rebuild the urban core and elevate the quality of life for our communities. She has worked in the architecture, planning and design field for more than 25 years, during which she has been involved with an impressive range of projects. A particular strength of Ms. Bandy-Zalatoris is the personal manner in which she conducts business. This has enabled her to work comfortably within diverse groups, gaining the trust of clients and communities who know that she is working in their interest.

Her work in the area of master plans, redevelopment plans and corridor plans has incorporated a significant amount of public process experience. This has included organizing and managing public meetings, ensuring that the ideas and concerns of participants are translated into design details and generating report materials that serve as real 'action' documents. Her experience in working with a wide range of public officials, non-profit organizations and private developers gives her a unique understanding of issues relevant to each group and ways to balance a range of priorities. When cities and neighborhoods undertake a planning process, it is important that the end result inspires and guides implementation.

Understanding and enhancing the unique sense of place of each of the projects with which she's involved is critical to her design approach. She believes that collaboration is key to the success of any project, and Michelle seeks to work with clients, the community and other design professionals in an open, respectful, empowering and interactive process.

Project Experience

East 66th Street Implementation Plan TLCI - Cleveland, Ohio
Woodhill Choice Neighborhood Plan - Cleveland, Ohio
Jackson Street Pier and Shoreline Drive - Sandusky, Ohio
Tri-C East Campus Master Plan - Highland Hills, Ohio
Front Street Downtown Transformation - Cuyahoga Falls, Ohio
Twinsburg First Mile / Last Mile Plan - Twinsburg, Ohio
East 79th Street TLCI - Cleveland, Ohio
Our West Bayfront Community Plan - Erie, Pennsylvania
Coventry Road Streetscape - Cleveland Heights, Ohio
Battery Park Redevelopment Plan - Cleveland, Ohio
Chagrin-Lee Streetscape - Shaker Heights, Ohio
Smoky Hollow Redevelopment Plan - Youngstown, Ohio
Rocky River Master Plan - Rocky River, Ohio
Broadway Neighborhood Redevelopment Plan - Cleveland, Ohio
Glenville Neighborhood Master Plan - Cleveland, Ohio



Honors and Involvements

- **Southeast Design Review Board** - Cleveland - 2020-present
- **Ohio Planning Conference Presenter** - 2019
- **American Planning Association** - 2001-2005, 2009-present
- **American Institute of Certified Planners** - 2001-2005, 2009-present
- **Ohio Planning Conference** - Presenter, LEED for Neighborhood Development - 2008
- **City of Cleveland Green Team** - LEED ND Educational Presentations - 2007
- **Midtown Cleveland Design Review Board** - 1999-2005

Education and Registration

- University of Cincinnati
- Bachelor of Architecture (1994)
- American Institute of Certified Planners
- LEED Accredited Professional
- American Planning Association Member

121 Larchmere

Cleveland, Ohio



First Interstate Properties



Architecture

A new four-story mixed-use building, 121 Larchmere will add 88 apartments and 6,500 square feet of office space to Cleveland's Larchmere neighborhood. With close proximity to the growing University Circle district, this development repositions vacant property while bringing new residents, investment and an active ground floor fronting Larchmere Boulevard.

Residential amenities include modern finishes, a fitness room, first floor conference rooms and coffee bar, and fourth floor lounge with views of Downtown Cleveland. The building is also in close proximity to Shaker Square and access to the Greater Cleveland Regional Transit Authority's Blue and Green Rapid Lines.

121 Larchmere will add to the neighborhood's vibrancy while demonstrating commitment to new housing options and economic investment on the city's east side.



Chester75

Cleveland, Ohio



 Famicos Foundation

Located on the corner of Chester Avenue and East 75th Street, Chester75 is positioned to provide new housing options for Cleveland's Hough neighborhood. Located only 2 miles from Downtown Cleveland, 2 miles from Case Western Reserve University, and less than one mile from the Cleveland Clinic campus, the development is poised to expand development from nearby University Circle out into neighboring communities.

 Architecture

The 56,700 square-foot multi-family apartment building will feature 57 new residential units as well as modern amenities and finishes. A resident rooftop deck provides views overlooking Downtown and the surrounding neighborhood. This residential development reflects continued investment in Cleveland's east side and is part of a larger vision to encourage future homeownership opportunities in Hough.



Avenue District Townhomes

Cleveland, Ohio



 Knez Homes

 Architecture

The Avenue District Townhomes will complete a vision - developed over a decade ago - for Downtown Cleveland housing along Superior Avenue. A 12-unit building at Superior Avenue and East 14th Street has been recently completed, and 27 units between East 14th and 15th Streets will begin rising soon. There are a variety of townhome sizes (ranging from 1,900 to 2,800 square feet) and configurations to provide diversity in pricing and lifestyle. Four stories tall, they include varying layouts of penthouses and rooftop decks, plus attached garages.

The proposed site configuration complements previous development phases and neighboring apartments while establishing a strong street presence on Superior Avenue, clearly delineating public and private areas. This type of development promotes a walkable urban neighborhood and will provide more inventory of sought-after for-sale housing in Downtown Cleveland.



Mercer Commons

Cincinnati, Ohio



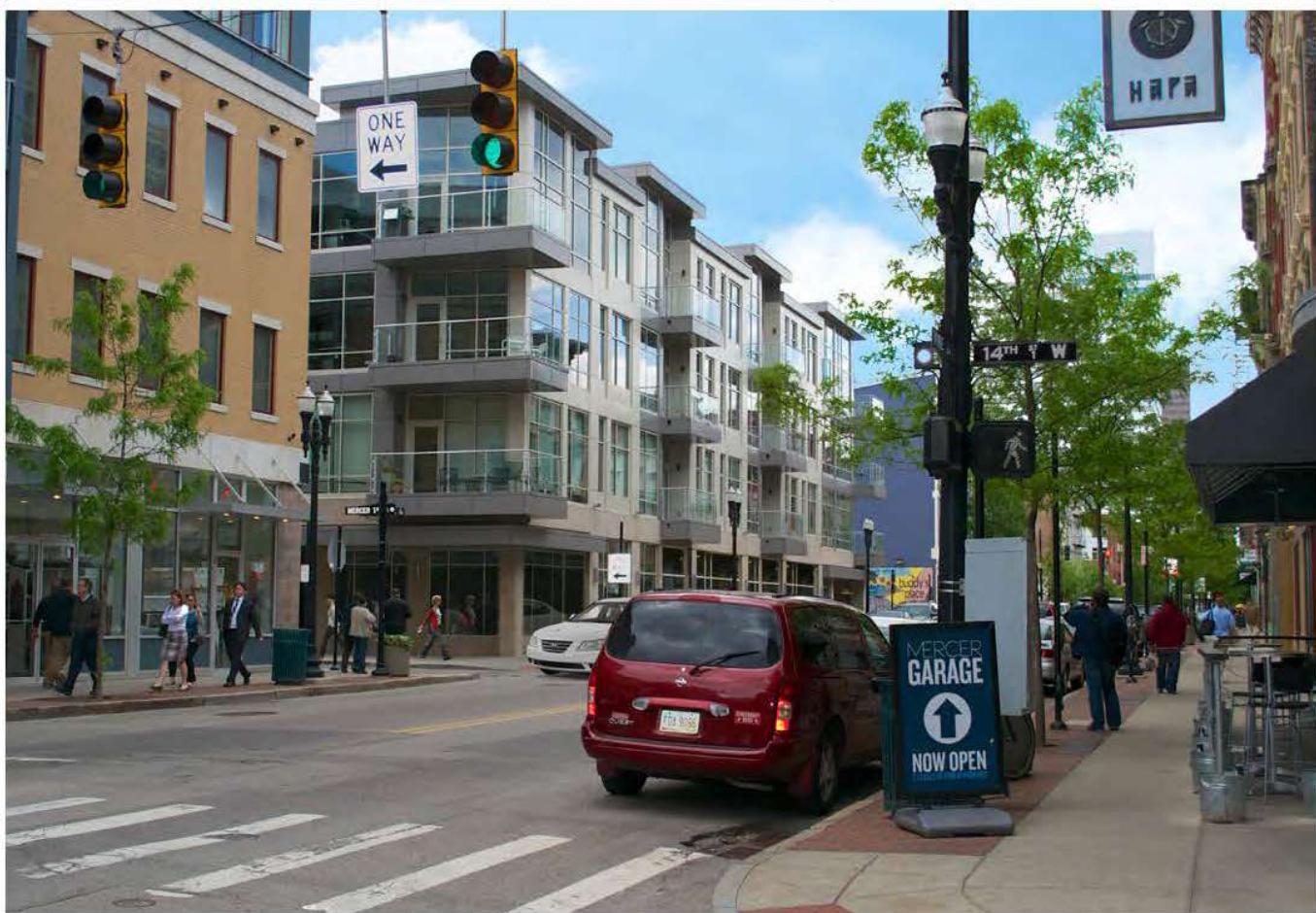
 Cincinnati Center City Development Corp. / McCormack Baron Salazar

 City Planning, Architecture

 Mixed-Use Architectural Design of the Year - NAIOP Northern Ohio

City Architecture created a two-block redevelopment plan focused on providing quality, mixed-income housing while contributing to the revitalization of the historic Over-the-Rhine neighborhood in Cincinnati. This urban mixed-use development involved historic renovation and new construction, residential and commercial uses, condominiums and apartments as well as the integration of a new 340-space parking garage.

The \$70 million project, of which constructed portions includes 126 apartments, 28 condominiums, and over 17,000 sf of commercial space, included infrastructure and public space investments throughout the site. The Mercer Commons community has been designed to promote a cohesive, connected, diverse, and vibrant neighborhood in the country's largest, most intact urban historic district.



Northside Mixed-Use Development

Akron, Ohio

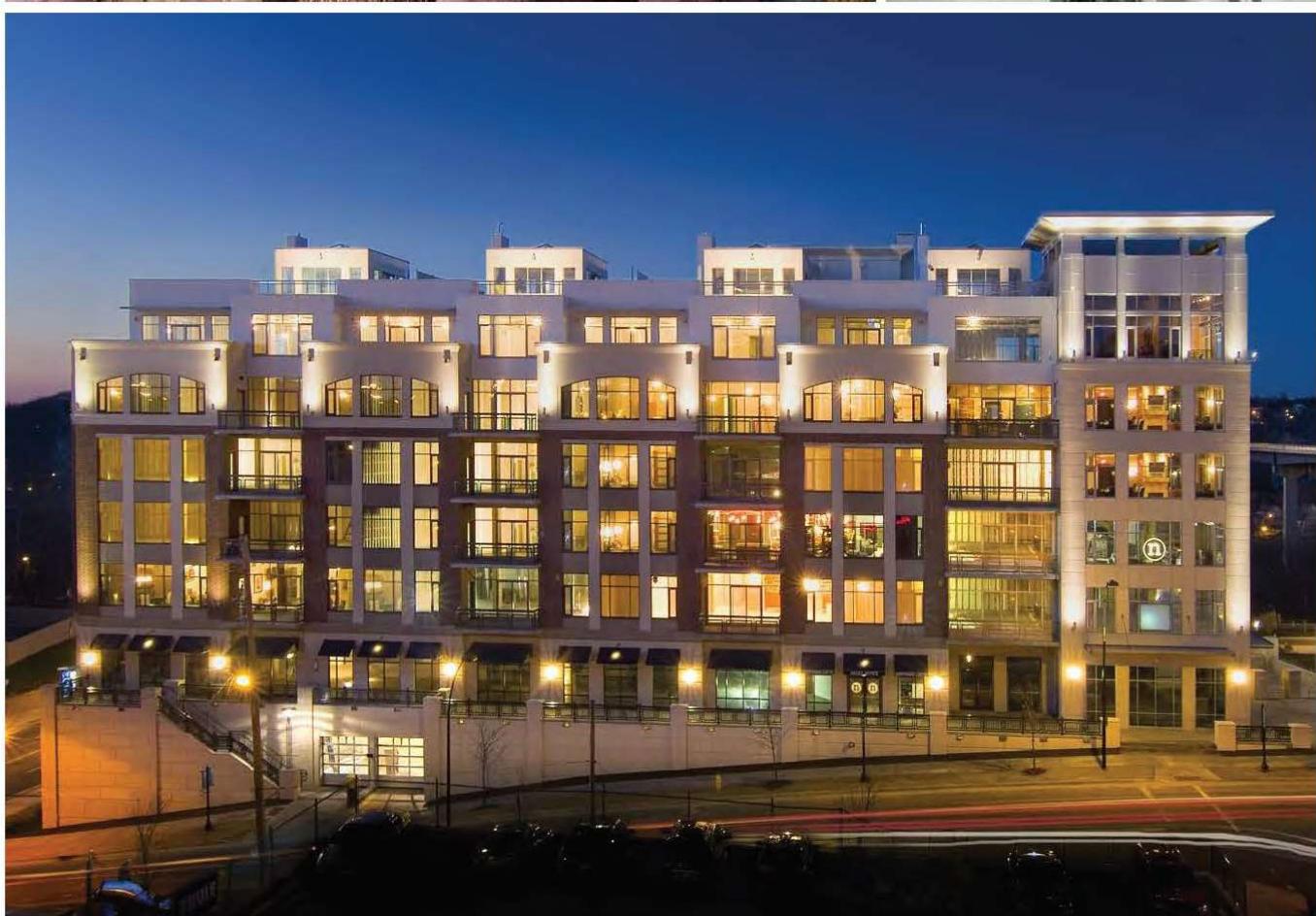


 **Testa Companies**

 **Urban Design, Architecture**

 **Smart Growth Community Excellence Award - Mixed-Use Development**

Northside is a mixed-use neighborhood on the northern edge of Downtown Akron, overlooking the scenic Cuyahoga Valley National Park and the Cuyahoga Valley Scenic Railroad. This unique urban development serves as an integral part of the Northside Arts and Entertainment District, which includes nightclubs, restaurants and art galleries defining Downtown's north side. The development consists of a 60-unit loft building, a 146-room hotel, and townhomes that provide a compelling new residential component for the emerging downtown. The loft building includes 3 levels of parking, 1 level of restaurant / retail space and 5 levels of Lofts. The geothermal system provides each unit with an economic energy solution, and the building is equipped with an integrated data solution that allows communication between residents and development amenities. The new 10-story hotel features enclosed parking, a restaurant, meeting space, pool, theater, and a fitness center that will serve the Northside District and City visitors.



Tri-C Metro Campus Public Space Redevelopment Plan

Cleveland, Ohio



Cuyahoga County Community College

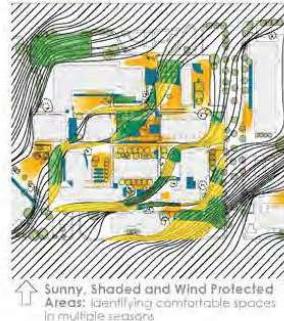
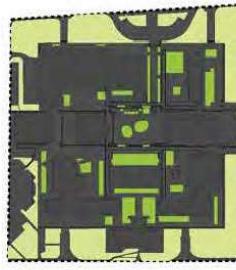
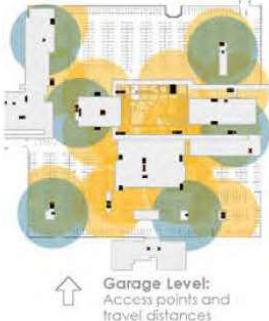


Planning, Urban Design, Landscape Architecture



Downtown Development Award -
Downtown Cleveland Alliance

City Architecture completed a master plan to re-envision the public space and plazas that make up the Tri-C Metropolitan Campus. The main goal was to unite and revitalize the system of plazas and internal and external connections to campus to create a unique and engaging place for students, faculty, staff and visitors to experience and enjoy. In a process that entailed a great amount of interaction and involvement with the campus community, the Plaza Feasibility Plan reaches beyond general visions to concrete design ideas that are economical, feasible and implementable. Initial goals that drove the plaza space design include greening the campus, reconnecting the campus to the street, creating continuous spaces, remodeling circulation, re-using stormwater, enhancing outdoor spaces with programming and signage, and promoting campus identity and pride.





Jackson Street Pier

Sandusky, Ohio



City of Sandusky



Urban Design

Sandusky's Jackson Street Pier is a nearly 4-acre space on the waterfront that provides scenic views of Sandusky Bay, opportunities for fishing and docking for ferry boats that take travelers to Canada and the Lake Erie Islands. Its primary use as a large surface parking lot was seen by the City and many residents as an underutilized asset and key piece to the downtown revitalization process, which was highlighted in the City's Bicentennial Plan. City Architecture and Osborn Engineering were engaged to lead a community-focused design process to create a new urban park on the pier that would accommodate current uses while providing new amenities and opportunities for programming. The resulting design includes a flexible pavilion space, reconfigured boardwalk along the perimeter, a great lawn that slopes up to create a set of seating terraces for lake viewing, improved fishing facilities and new picnic areas, along with the maintenance of parking and ferry access. The design creates an exciting new space for residents and visitors to enjoy Lake Erie.



APPENDIX B

ADDITIONAL F&C PROJECT PORFTOLIO



A public/private partnership with the Town of Brownsburg, The Arbuckle is a mixed-use development at Arbuckle Acres Park in downtown Brownsburg. The project consists of 208 studio, one and two bedroom luxury apartments, 7,500 square feet of retail space and 400 parking garage spaces. The project broke ground in August 2017 and opened in the Fall of 2018.



union



Union | Berkley Riverfront Park
 Kansas City, MO

Union is a mixed-use urban village development, a partnership with The Port Authority of Kansas City, and consists of 407 luxury apartment units, 400 parking spaces and 12,000 square feet of retail. Amenities include a resort-style pool with sundeck, sky bar with views of downtown Kansas City and the river, a gaming lounge, fitness club, indoor/outdoor yoga and Pilates studio, a pet wash and a bicycle bar. The project broke ground in November 2016 and opened in June 2018.





Kansas City, MO

The Heights at Linden Square is a 224 unit, mixed-use development with 10,000 square feet of retail space. Located in Kansas City, this public / private partnership opened in the Spring of 2015. A design partnership with Landform Professional Services.





306 Riverfront District

Kokomo, IN



A partnership with the City of Kokomo on a new project to redevelop the former Apperson Brothers factory and surrounding property in a luxury mixed-use apartment community. The conceptual plans call for approximately 200 luxury apartment homes with 4,8000 SF of retail and features resort style amenities that will support and activate the space around the new development. The project broke ground in October 2016 and opened in March 2018.





411 Spring St.
 New Albany, IN 47150



The project redevelops the former Coyle Chevrolet property on Spring Street in downtown New Albany and features 197 luxury apartments, high-end amenities and is the first apartment development in Southern Indiana to offer gigabit Internet. Community features include upscale, resort-style amenities attractive to young professionals, including a luxury swimming pool with cabanas, Dog Park, Fitness Center, Cyber Café and Outdoor Kitchen. The project includes the adaptive re-use of the former Coyle Chevrolet building. The Breakwater is 234,196 total square feet, including 5,000 square feet of retail and 272 surface parking spaces.





The Mill at Ironworks Plaza

Mishawaka, IN

A partnership with the City of Mishawaka, The Mill at Ironworks Plaza consists of 232 luxury apartment units with 16,500 square feet of retail in the heart of downtown in an effort to established a centralized core to “live, work, play.” The project broke ground in 2017, and first residents moved in September 2019, with completion in the fall of 2019.





Stonewater at The Riverwalk
Elkhart, IN

A \$32 million public/private partnership with the City of Elkhart and Indiana Economic Development Commission (IEDC), Stonewater at the Riverwalk will feature 205 luxury apartments, 6,300 square feet of retail, and 71 parking garage spaces. The project broke ground in September 2017 and first residents moved in October 2019 and the project was completed in late fall 2019.





The Banks

LaPorte, IN

The Strand is a \$35M project next to Clear Lake in LaPorte, Indiana that will bring 200-resort type luxury apartments and retail space to the NewPorte Landing area. The project will break ground in September 2020.



FLAHERTY & COLLINS
PROPERTIES

One Indiana Square
Suite 3000
Indianapolis, IN 46204
317.816.9300
www.flco.com



FLAHERTY & COLLINS
PROPERTIES



COMPANY OVERVIEW & PROJECT REVIEW



**CLEVELAND
HEIGHTS**

THE TEAM

FLAHERTY & COLLINS
PROPERTIES



City
Architecture





PROJECT TEAM



DAVID FLAHERTY
CEO
Vice President,
Property Management



MICHAEL COLLINS
Vice President,
Property Management



DERON KINTNER
General Counsel
Vice President,
Preconstruction & Design



BRANDON BOGAN
Vice President,
Preconstruction & Design



CARRIE BLASTIC
Senior Vice President,
Property Management

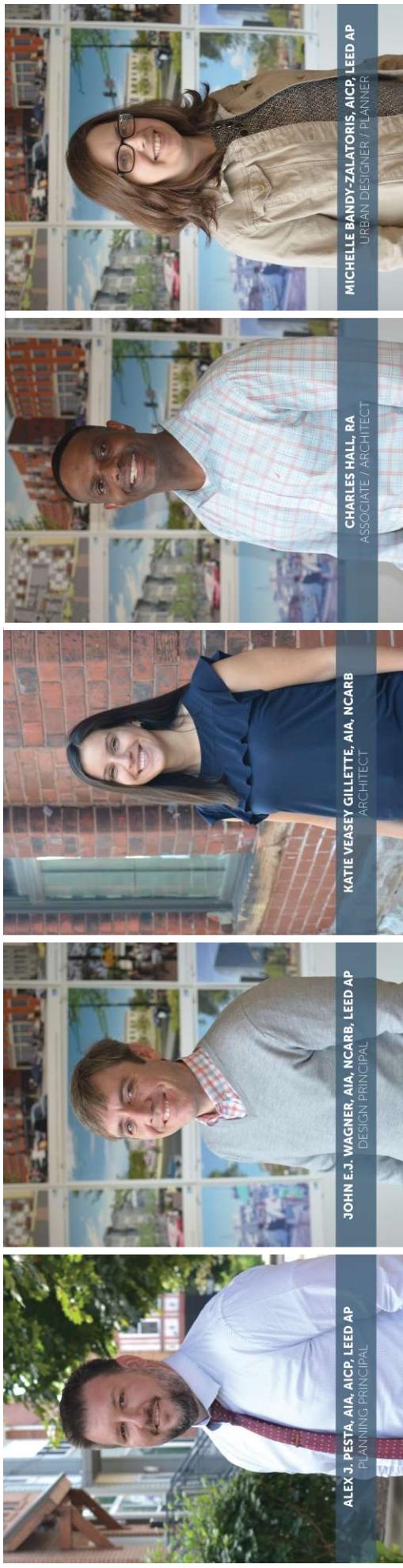
COMPANY HISTORY



FLAHERTY & COLLINS
PROPERTIES



City
Architecture

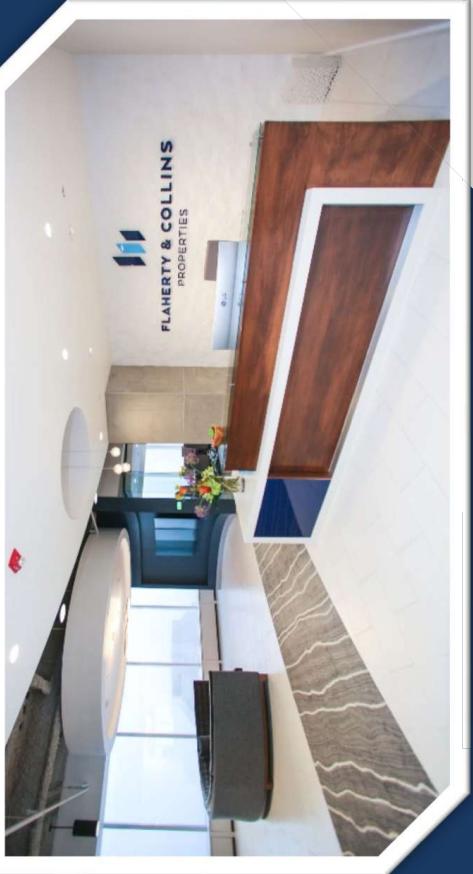




FOUNDED IN 1993

510+ EMPLOYEES

- Full-Service
- Award Winning
- Most Active, Mixed-Use Multifamily Developer in the Midwest
- Top 45 National Developer 2016 - Present



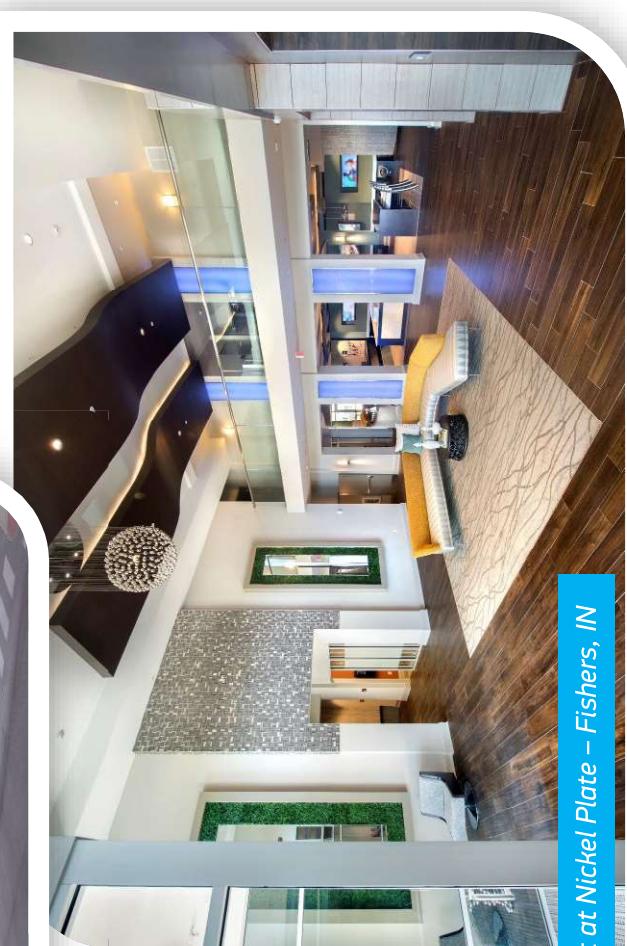
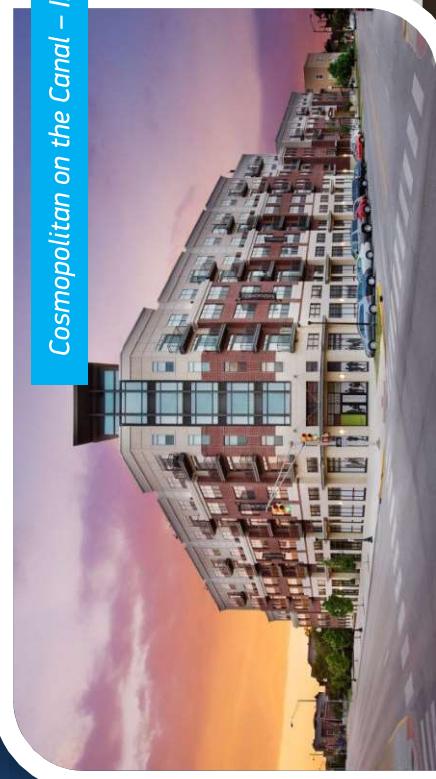


FLAHERTY & COLLINS PROPERTIES

- Properties Managed: **72**
- Units Managed: **11,807**
- 7** States
- AMO® Designated Company (IREM®)



- Properties Types
- Market Rate: **8,706**
- Affordable: **2,229**



SINCE 1993, WE HAVE DEVELOPED, CONSTRUCTED AND/OR MANAGED IN THE FOLLOWING STATES:

- ALABAMA
- GEORGIA
- ILLINOIS
- INDIANA
- IOWA
- KENTUCKY
- MARYLAND
- MICHIGAN
- MINNESOTA
- MISSISSIPPI
- MISSOURI
- NEBRASKA
- NORTH CAROLINA
- OHIO
- OKLAHOMA
- PENNSYLVANIA
- SOUTH CAROLINA
- TENNESSEE
- TEXAS
- VIRGINIA
- WASHINGTON, D.C.

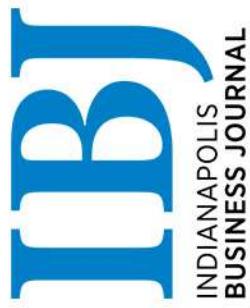


CURRENT PORTFOLIO:

72 PROPERTIES
11,807 MULTIFAMILY UNITS
256,229 SQ. FT. RETAIL ACROSS
15 SITES

28th

Largest
Indianapolis-Area
Private Companies
2020



FLAHERTY & COLLINS
PROPERTIES



 COMMERCIAL PROPERTY
EXECUTIVETM

14th

Top 30 National
Development Firms
2020

MHN
MULTI-HOUSING NEWS

6th

Midwest RE News
Best of the Best
Developers
2020



27th

Top 100 Affordable
Developers
2020



FLAHERTY & COLLINS
PROPERTIES



PUBLIC PRIVATE
PARTNERSHIPS

\$2.5
Billion
Projects

ABILITY TO CLOSE

5
Projects
\$300+
Million

SINCE MARCH 2020

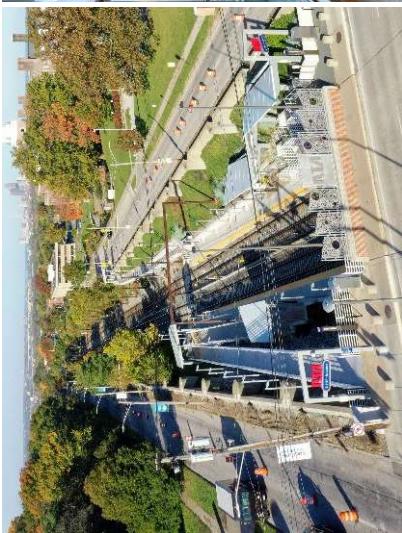
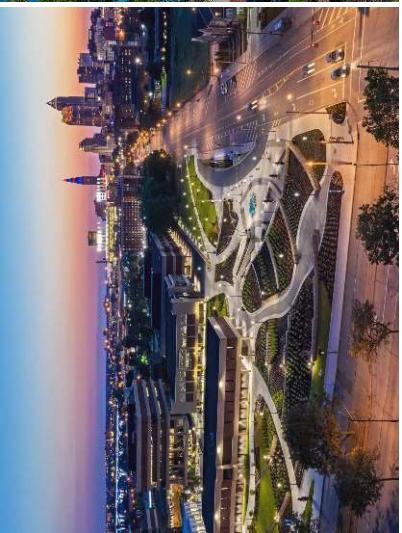
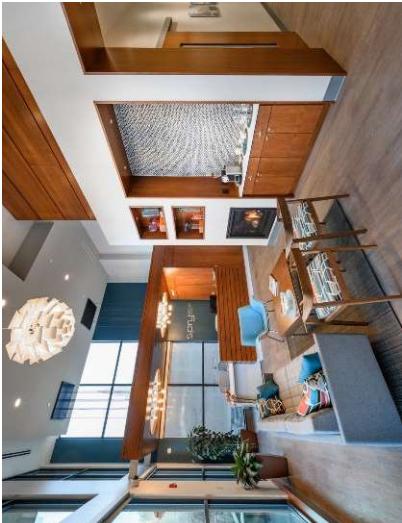
CLEVELAND, COLUMBUS, CINCINNATI - OH
LAWRENCEBURG, LAPORTE - IN

COMPANY HISTORY





Community Empowerment
Planning
Architecture
Urban Design
Historic Preservation & Reuse
Streetscapes & Parks



**RELEVANT
EXPERIENCE**



FLAHERTY & COLLINS
PROPERTIES

APPROACH TO DEVELOPMENT

- 1. Partnership**
- 2. Collaboration**
- 3. Not “One Size Fits All”**
- 4. Transparency**
- 5. Open Book**
- 6. Delivery of a Transformational & Catalytic Project**

COMPLETED PROJECTS

Name	Location	Total Development Cost	# of Units	Retail SF	Structured Parking Spaces
Cosmopolitan on the Canal	Indianapolis, IN	\$38.5 M	218	19,540	345
The Residence at The COR	Ramsey, MN	\$33.875 M	230	6,489 SF	N/A
Ninety7Fifty on the Park	Orland Park, IL	\$65 M	295	4,200 SF	---
The Boulevard at Oakley Station I & II	Cincinnati, OH	\$39.2 M	452	N/A	N/A
Axis	Indianapolis, IN	\$74.483 M	336	52,586 SF	482
The Heights Linden Square	Gladstone, MO	\$26.333 M	226	10,269 SF	N/A
The Depot at Nickel Plate	Fishers, IN	\$40.753 M	242	17,410 SF	430
2700 University	St. Paul, MN	\$55 M	248	2,095 SF	219
The Breakwater	New Albany, IN	\$26.6 M	197	1,644 SF	N/A
360 Market Square	Indianapolis, IN	\$121 M	292	42,000 SF	550
Union Berkley Riverfront	Kansas City, MO	\$80 M	410	7,025 SF	400
306 Riverfront District	Kokomo, IN	\$32 M	199	4,800 SF	N/A
The Arbuckle	Brownsville, IN	\$37.5 M	208	7,665 SF	400
The Mill at Ironworks Plaza	Mishawaka, IN	\$42 M	232	13,560 SF	398
Stonewater at the Riverwalk	Elkhart, IN	\$28 M	205	6,383 SF	71
RiverHaus	Covington, KY	\$42 M	192	3,127 SF	323
The Yards	Kansas City, MO	\$43 M	229	3,200 SF	225

PROJECTS UNDER CONSTRUCTION

Project Name	Location	Total Development Cost	# of Units	Retail SF	Structured Parking Spaces
The Residences at St. Elizabeths East	Washington, DC	\$102 M	252	N/A	N/A
4th & Race	Cincinnati, OH	\$80 M	264	23,000 SF	700
The Ascent Top of the Hill	Cleveland Heights, OH	\$84 M	261	11,414 SF	500
The Banks	LaPorte, IN	\$40 M	194	5,267 SF	N/A
ONE at The Peninsula	Columbus, OH	\$85 M	330	11,911	
Whiskey River	Lawrenceburg, IN	TBD	154	N/A	N/A

PROJECTS UNDER DEVELOPMENT

Name	Location	Total Development Cost	# of Units	Retail SF	Structured Parking Spaces
The Annex	Tulsa, OK	\$100 M	240	30,200 SF	500
KC River Market	Kansas City, MO	\$80 M	246	5,000 SF	475
Warren Master Development	Warren, MI	\$170 M	TBD	50,000 SF	TBD



THE ASCENT

TOP OF THE HILL

Cleveland Heights, OH

- 290 luxury apartments
- 550 Garage Parking Spaces
- 14,000 SF of Retail



SIGNAGE





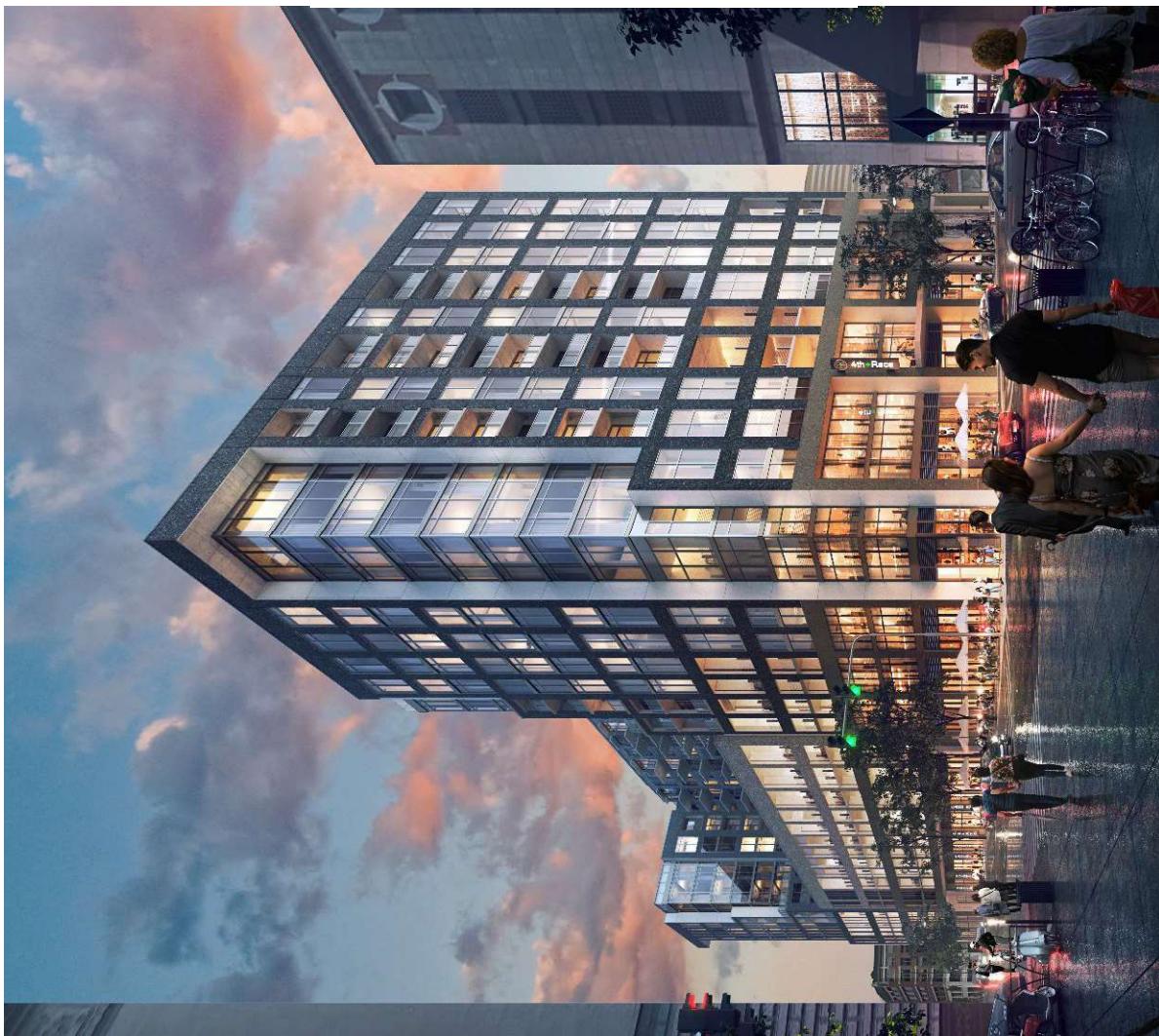
ONE AT THE PENINSULA

Columbus, OH

\$54M Mixed-Use Project
11-stories | 329 units
Retail | Hotel \ Grocery



4th+Race





The Boulevard at Oakley Station

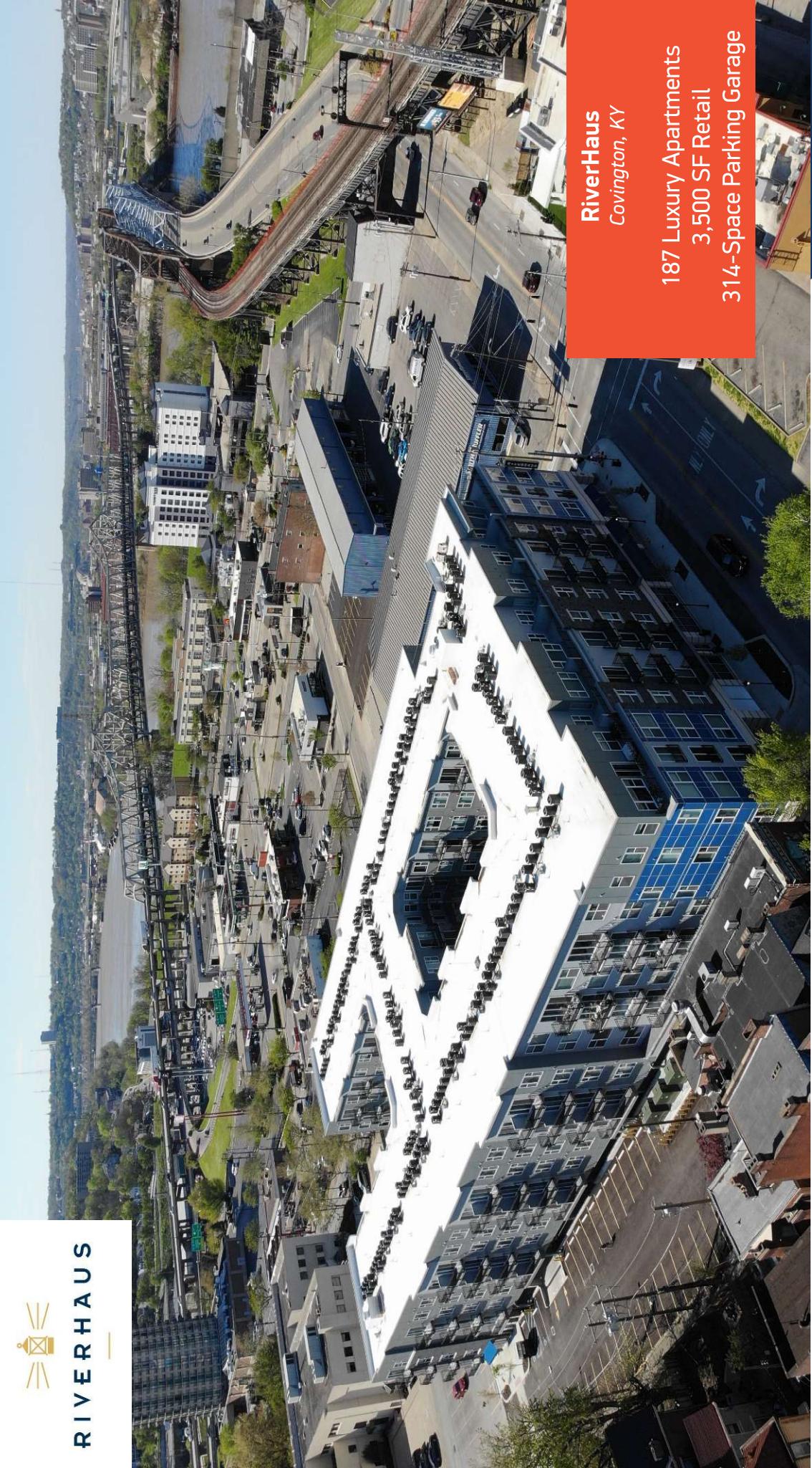
Cincinnati, OH

452 Luxury Apartments
LEED® Certified





RIVERHAUS

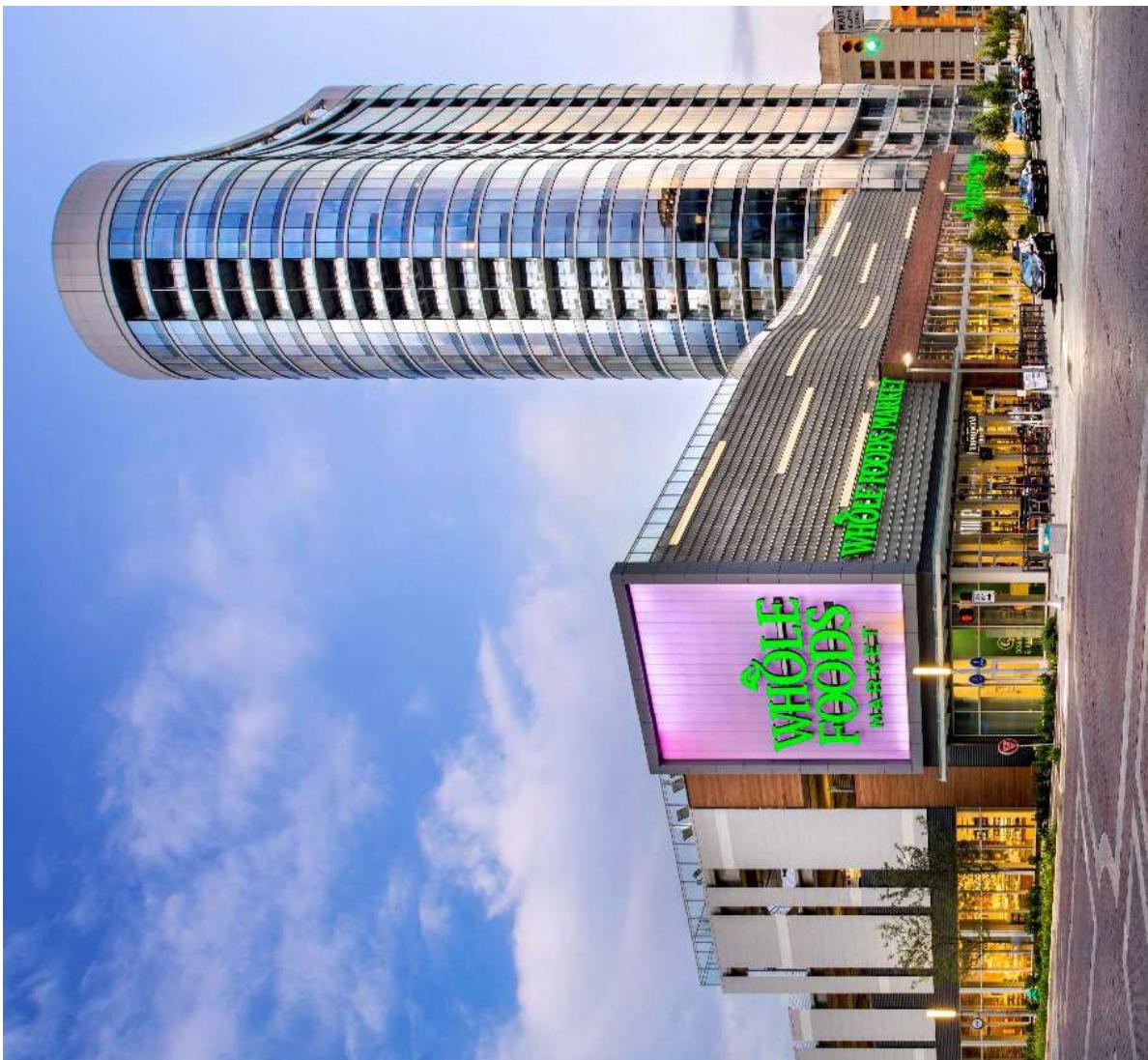


RiverHaus
Covington, KY

187 Luxury Apartments
3,500 SF Retail
314-Space Parking Garage

360

M A R K E T
S Q U A R E



RELEVANT
EXPERIENCE





MERCER COMMONS

Cincinnati, OH



MERCER COMMONS

Cincinnati, OH



MERCER COMMONS

Cincinnati, OH



MERCER COMMONS

Cincinnati, OH

121 LARCHMERE
Cleveland, OH



121 LARCHMERE
Cleveland, OH





121 LARCHMERE

Cleveland, OH



RECENT INITIATIVES

20 MIXED-USE BUILDINGS

1381 UNITS

\$199,062,946 IN CONSTRUCTION



PROPOSED PROJECT



ENGAGEMENT

One Development Team: Communicate as a singular team, rich with partnerships

Co-Develop Messaging

Let's figure this out together by working with key partners – supporting City of Cleveland Heights throughout the process

Communicate Early & Often

Share what decisions have been made and when

Start Slow to Build Momentum

Work with City of Cleveland Heights to develop a strategy that is founded on gaining and building understanding of the initiative

Tell A Big Story

Frame how this initiative can help support others – city-wide – and how this collective team will deliver

Adapt and Create Fun Engagement

Capitalize on COVID restrictions – virtual spaces – site walks and tours – partnering with events

APPROACH

Neighborhood Compatibility: Promote & enhance the Cedar Lee District

Site & Streetscape Design

Reposition Parking Lot #5 as a New Street that connects Cedar Avenue and Tullamore Road
Organize circulation to create intuitive pathways between open spaces, front doors and parking
Consider the Cedar-Lee Mini-Park as an interface between new homes and the district
Ensure new development has a presence along streets that adds to District's vitality

Greenspace & Placemaking

New Meadowbrook Park that provides a place of respite for district residents, visitors and businesses
Inner courtyards that offer outdoor spaces that are private and friendly
Areas for public art and wayfinding that reflect Cleveland Heights
Curated series of "moments" that help people navigate and enjoy the spaces

Existing Parking Garage Integration

Capitalize on previous City of Cleveland Heights investments
Integrate the garage into the overall District and further enhance its form

Building Design

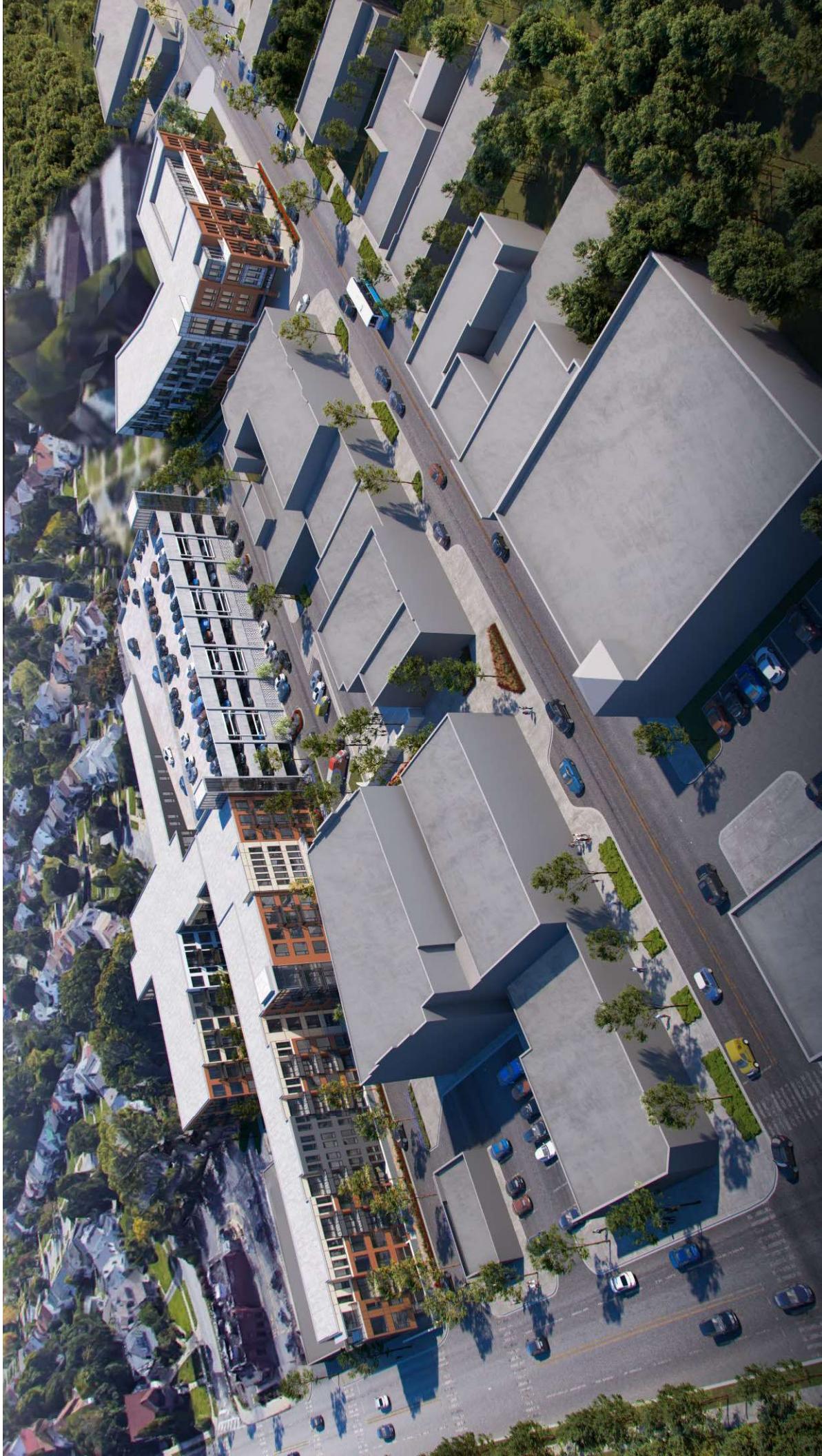
4 story buildings that define spaces and streets
Dynamic building elevations adding to the animation of Cedar Lee
Materials that reflect history while bringing an updated aesthetic

SITE PLAN



SITE PLAN

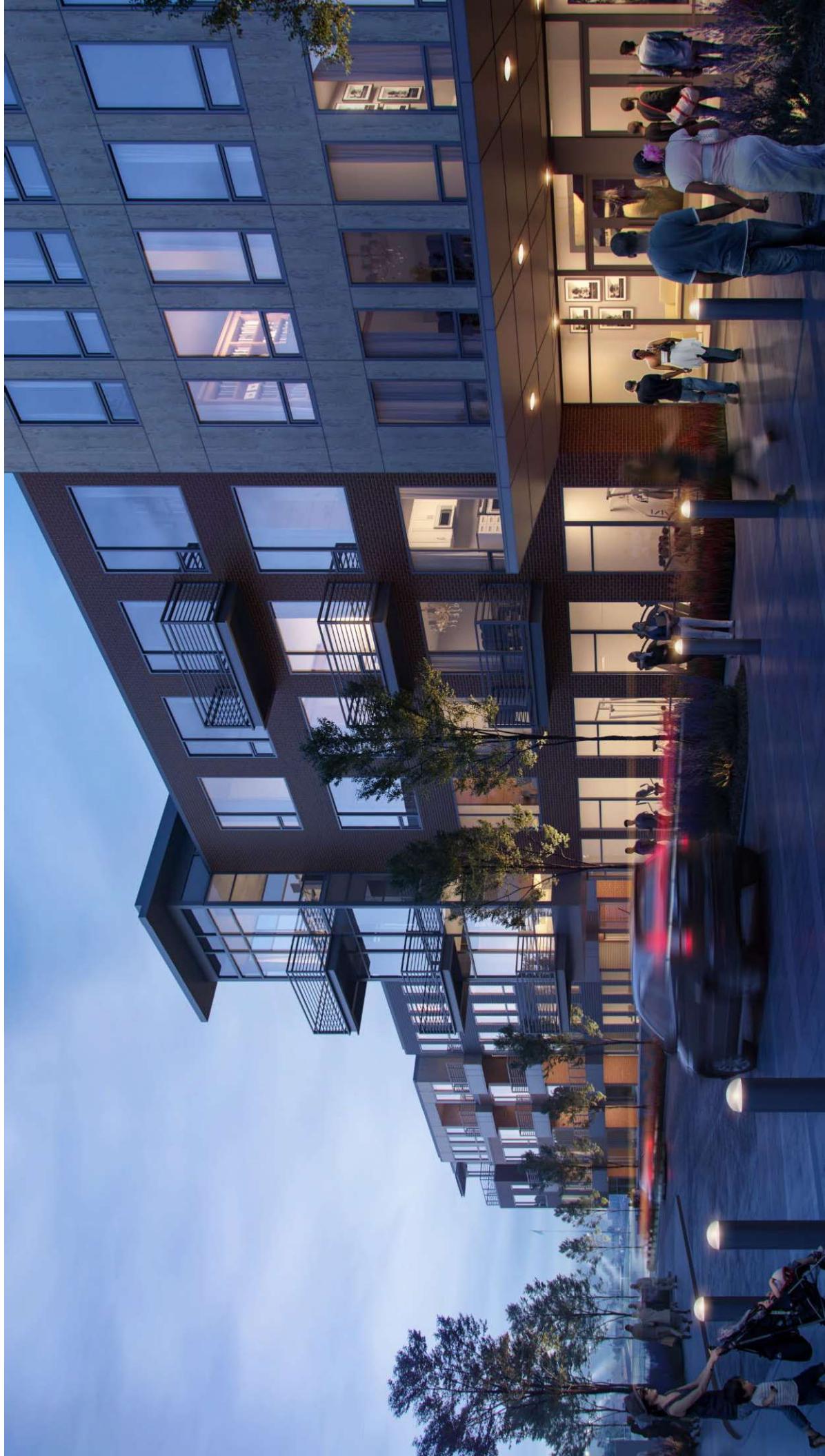




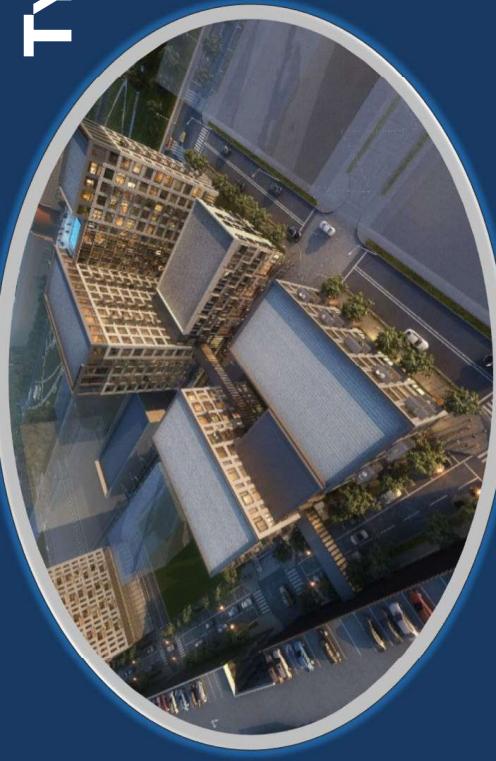




Merchant Manor Cheese



TYPICAL FEATURES & AMENITIES



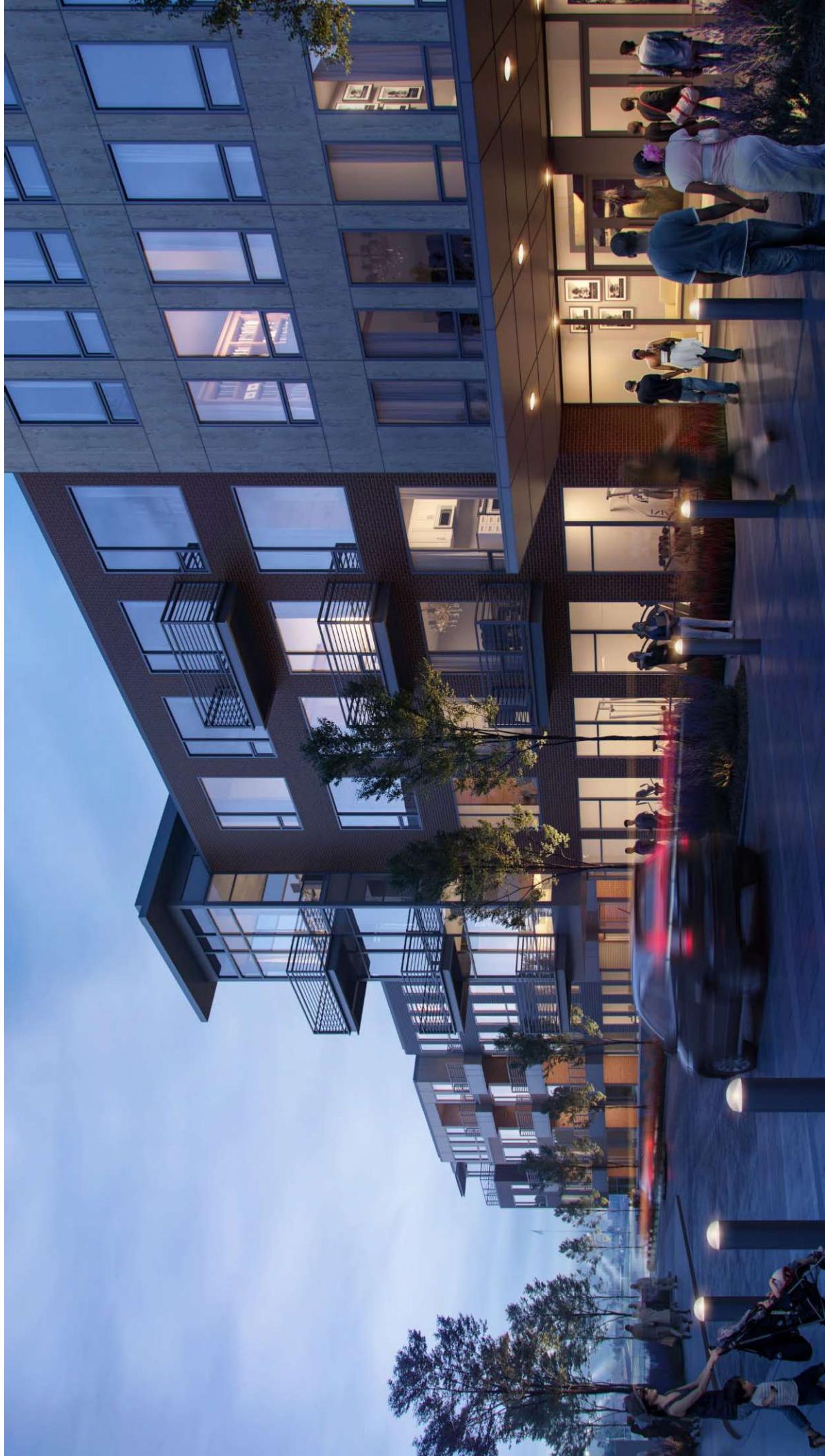
- RESORT-STYLE AMENITIES
- POOL w/ WET DECK
- BIKE SHOP / REPAIR TOOLS
- PET SPA / BARK PARK
- CO-WORKING SPACE
- MEDIA LOUNGE
- BILLIARDS
- FITNESS CLUB
- OUTDOOR COURTYARD
- GRILLING STATION
- FIRE PIT(s)
- SECURED PARKING
- SECURED RESIDENTIAL LOBBY
- DEMONSTRATION KITCHEN & DINING AREA
- CLUB ROOM
- LEASING OFFICE
- 9' CEILINGS
- 42" KITCHEN CABINETS
- GRANITE COUNTERTOPS
- PENDANT LIGHTING
- ROMAN SOAKING TUBS w/ TILE SURROUNDS
- BRUSHED CHROME HARDWARE
- FRONT LOAD WASHER / DRYER
- STAINLESS STEEL APPLIANCES
- BALCONIES
- 2" WINDOW BLINDS

Typical Demographics

- **70% Millennials, 25% Empty Nesters,**
- **5% Other**
- **2/3 New Residents to Each City**
 - **1.5x # of Residential Units**
- **Active & Social Lifestyle**

WHY CHOOSE US?

- Local Expertise & National Experience
- Familiarity
- Certainty of Execution
- Financial Strength
- Public / Private Partnership Experience
- Long Term Holders / Partners





FLAHERTY & COLLINS

PROPERTIES





CLEVELAND HEIGHTS

Request for Qualifications and Preliminary Development Proposals (RFQ/RFP)

For the **Cedar-Lee-Meadowbrook Site** in Cleveland Heights, Ohio

RFQ/RFP Issued: **Thursday, October 22, 2020**

Response Deadline: **Wednesday, December 30, 2020 (4:00 pm EST)**

10/20/2020

CONTENTS

I. INTRODUCTION	3
II. SITE INFORMATION	5
III. SUBMISSION REQUIREMENTS	14
IV. EVALUATION CRITERIA	19
V. EVALUATION PROCESS AND TIMELINE	20
VI. SUBMISSION INSTRUCTIONS	21
VII. ADDITIONAL RESOURCES	22

I. INTRODUCTION

A. RFQ/RFP OVERVIEW

The City of Cleveland Heights, Ohio seeks to identify a qualified developer or development team whom the City can work collaboratively with, to redevelop approximately 4.80 acres of City-owned property known as the **“Cedar-Lee-Meadowbrook Redevelopment Site”** (the “Site”). The Site currently consists of vacant land and an area used primarily to provide municipal surface and covered parking for the surrounding commercial district and neighborhood. The Site is roughly bounded by Cedar Road, Lee Road, and Meadowbrook Road, and is bisected by Tullamore Road, consisting of parcel numbers 687-06-009, 678-06-010, 687-06-013, 687-06-088, 687-06-089, 687-06-090, 687-06-091, 687-06-092, 687-06-093, 687-06-094, 687-06-095, 687-06-096, 687-06-159, and 687-08-001, in the heart of, and within easy walking distance to businesses in, one of the City’s most popular and vibrant commercial districts, the Cedar Lee District. This Request for Qualifications and Preliminary Development Proposals (“RFQ/RFP”) provides details about the Site and surrounding areas, establishes the redevelopment goals of the City, and outlines the information required from interested development partners, as well as the process by which a development partner will be selected. **Qualifications and supporting materials must be received by Wednesday, December 30, 2020 at 4:00 pm EST.**

In the interest of efficiency, rather than undertaking separate Request for Qualifications (“RFQ”) and Request for Proposals (“RFP”) processes, the City wishes to use this single process, which is a hybrid between a true RFQ and an RFP, to understand each developer’s or team’s qualifications as well as their proposed vision(s) of this Site’s redevelopment potential. Through this process, the City seeks to identify and select a development partner with whom to work collaboratively with to refine and implement the final redevelopment concept. A high degree of input from the City and the public is expected to shape the final development plan for this site. The City will require that conceptual drawings or renderings be submitted as part of the responses to this RFQ/RFP for consideration at this time. At the conclusion of the evaluation process, the City anticipates entering into a Memorandum of Understanding (MOU) followed by a Development Agreement with the selected development partner that will outline the roles and responsibilities of each party and establish timelines for completing the development. Upon commencement of this redevelopment, the City envisions consideration of several site control options such as selling the Site to the selected developer, entering into a long term ground lease, or other arrangements to be negotiated with the developer. It should be noted that the City’s preference at this time is for a long-term ground lease to be entered into for the redevelopment of the Site.

B. DEVELOPMENT GOALS

The City seeks to develop the Site in a way which, at a minimum:

1. Creates a dense, vibrant, pedestrian friendly and unique mixed-use development consisting of commercial, office, and/or residential uses that leverages the placemaking opportunities of the site;
2. Dovetails with the architecture and aesthetics of the surrounding Cedar Lee District;
3. Complements and is harmonious with adjacent residential neighborhoods;
4. Creates positive economic and fiscal benefits for the neighborhood and the City;
5. Incorporates greenspace, and/or a strong landscaping plan into the design and construction of the development;
6. Effectively incorporates community feedback into the design;
7. Strongly encourages the use of commercially reasonable efforts to achieve inclusion of minority-owned and female-owned business enterprises in the construction of the development, as well as the use of commercially reasonable efforts to ensure that laborers and mechanics employed on the project shall be paid at a prevailing wage rate to an extent reasonably practicable at an acceptable aggregate level to be negotiated;
8. Developer shall use commercially reasonable efforts to achieve the goal of local worker participation by having a majority of workers participating in the construction of this project being residents of Northeast Ohio; and
9. Strives to achieve LEED “Silver” certification or substantially equivalent rating system as determined by the City and, at a minimum, implements sustainability best practices.

C. USES

The City welcomes and encourages highly creative ideas and approaches from the development team regarding the redevelopment of the Site. Proposed uses should be consistent with the City’s development goals and Master Plan. The City believes this is an excellent opportunity to create an amenity-filled development that will add to the unique character of the surrounding Cedar Lee neighborhood and the City.

D. SURROUNDING AREA

Cleveland Heights is a diverse, progressive, inner-ring suburb of Cleveland, Ohio, with approximately 46,000 residents. The City’s homes have architectural styles ranging from Craftsman bungalows and front porch Colonial Revival homes to historic mansions, new townhouses and condominiums. The City has a thriving arts community that includes galleries, theatre and dance companies, and Cain Park, a municipally owned arts and

entertainment complex. The City is home to eleven (11) commercial districts, including the Cedar Lee District, and over 500 small businesses, with more than 150 of these businesses located in the Cedar Lee District.

The Site is located in the heart of the Cedar Lee commercial district, a vibrant, pedestrian-oriented commercial district encompassing a mile long corridor that is among the City's most active commercial districts, extending from Superior Road to Coleridge Road. Cedar Lee has an impressive variety of stores, restaurants, businesses and cultural assets including the Cedar Lee Theatre, the Cleveland Heights/University Heights Lee Road Library, Dobama Theater, and the City's own cultural gem, Cain Park, all within the Cedar Lee District. The District is truly one of the Cleveland area's most vibrant shopping and dining experiences.

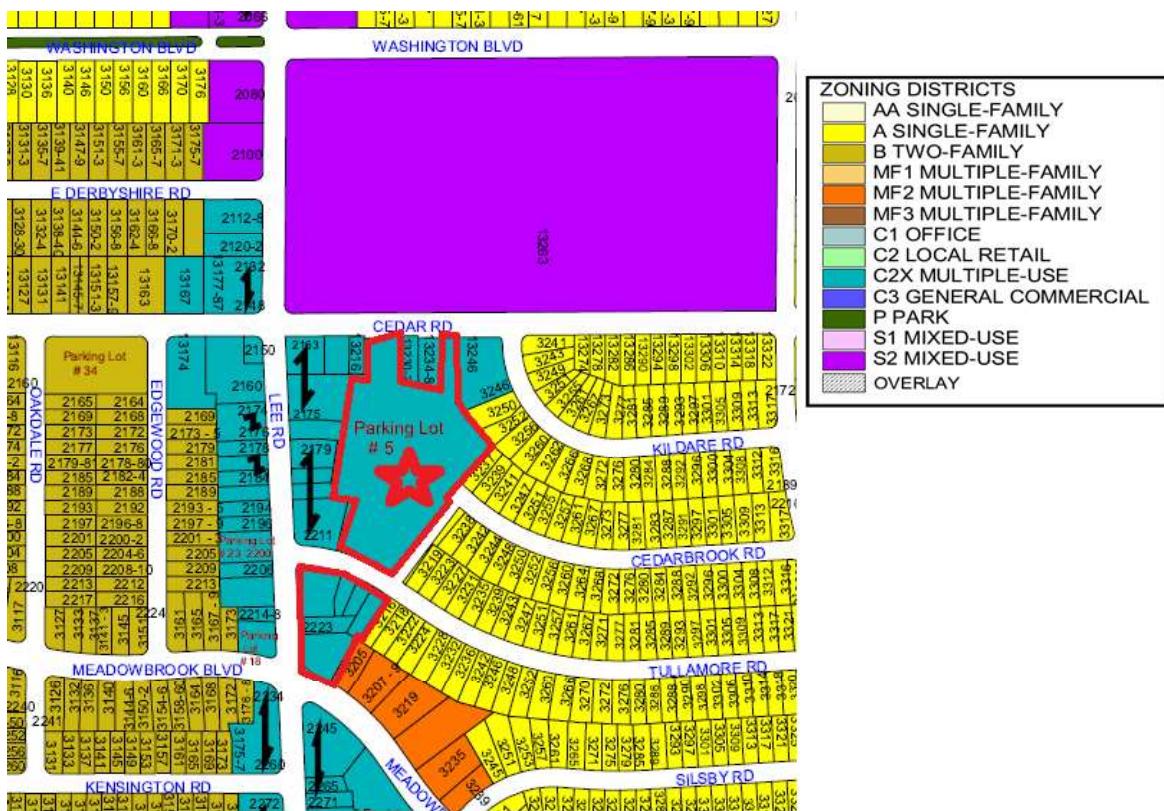
Transportation of all types provide patrons with easy access to this Site. A Cleveland Regional Transit Authority (RTA) bus stop is on the Site's frontage, providing convenient access to public transportation along Lee Road. Abundant bike parking attracts patrons to bicycle to the District on a regular basis. Many residents also walk to the District. The Site is also located on what is currently the City's Municipal Surface Parking Lot #5, comprised of 189 parking spaces. In addition, the City has built a 377 space structured parking facility on the Site, located directly across the street from the Meadowbrook Road portion of the Site off Tullamore Road. Eighty-two (82) spaces in this garage have been designed with a separate access entrance and intended to be available to help support redevelopment of the Meadowbrook Road portion of the Redevelopment Site. The District offers a wide array of foods, entertainment and retail opportunities including HeightsArts Gallery, Boss Dog Brewery, MOJO World Eats, Stone Oven, the Wine Spot, BottleHouse Brewery, Phoenix Coffee, Voodoo Brewery, Zagara's Marketplace, and Mitchell's Chocolates, as well as the Cedar Lee Theatre, which is adjacent to the site. The District also boasts two bank branches, and a drugstore. The Cedar Lee commercial area is a designated Special Improvement District (SID) with active property owners and merchants and a low vacancy rate. The Site is located less than three miles from University Circle, a world class center of education, medical, arts and cultural institutions including the Cleveland Clinic, Case Western Reserve University, University Hospitals Case Medical Center, the world-renowned Cleveland Orchestra, the Cleveland Museum of Art, and many more institutions and employers.

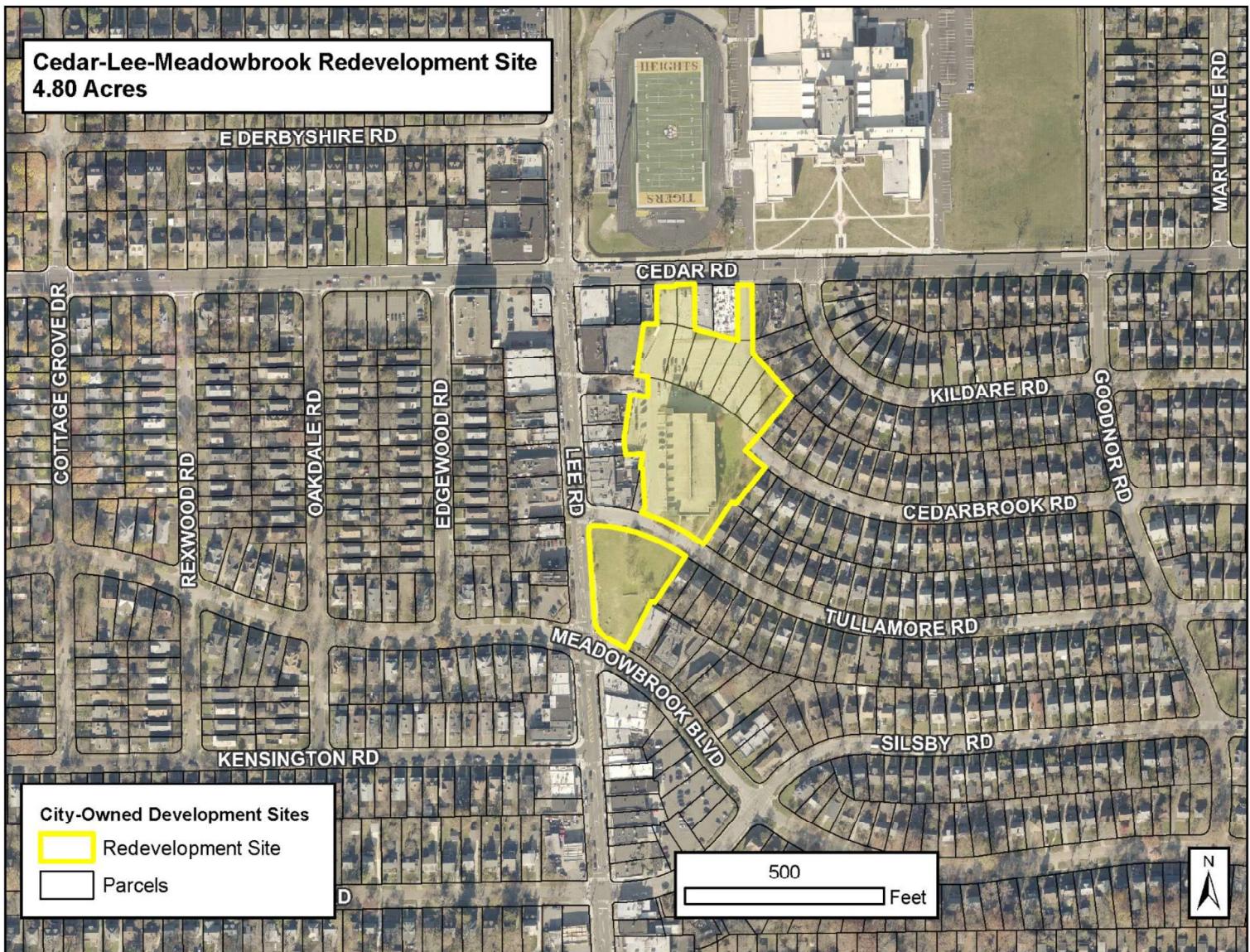
II. SITE INFORMATION

A. SITE DESCRIPTION

The Site is located on land situated between Cedar Road, Lee Road, and Meadowbrook Road, and is bisected by Tullamore Road. The approximately 4.80 acre Site consists of

parcel numbers: 687-06-009, 678-06-010, 687-06-013, 687-06-088, 687-06-089, 687-06-090, 687-06-091, 687-06-092, 687-06-093, 687-06-094, 687-06-095, 687-06-096, 687-06-159, and 687-08-001. The Site includes land currently used as the City's Municipal Surface Parking Lot #5, comprised of 189 parking spaces. In addition, the City has built a 377 space structured parking facility on the Site, located directly across the street from the Meadowbrook Road portion of this Redevelopment Site off Tullamore Road. Eighty-two (82) spaces in the garage have been designed with a separate access entrance and intended to be available to help support redevelopment of the Meadowbrook Road portion of the Site. The Meadowbrook portion of the site is bisected by an AT&T easement – please refer to the Site Survey and Easement document links provided in Section VII. Additional Resources. The following maps and table identify the Site as being zoned C2X Multiple-Use, and the applicable zoning in the immediate vicinity. In addition, recent photographs of the Site and surrounding Cedar Lee District are also provided below:

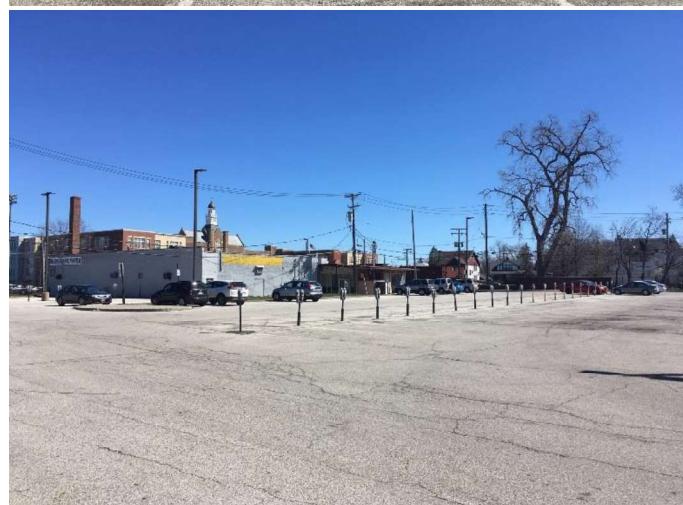




Cedar-Lee-Meadowbrook Redevelopment Site



Current Photos of the Cedar-Lee-Meadowbrook Redevelopment Site



Current Photos of Cedar-Lee-Meadowbrook Redevelopment Site



Examples of Existing Development on Lee Road



B. DEVELOPMENT HISTORY

Municipal Surface Parking Lot #5 was developed as public parking for the Cedar Lee area and has served that purpose going back decades. The 377 space parking deck on the Site was constructed and opened in 2008.

By the 1940's, the Meadowbrook portion of the Site housed two gas stations. In the 1950's or 1960's, the northernmost gas station was replaced with a bank building and parking lot. This building and parking improvements were removed from the Site in 2005. In October of 2007, the City received an NFA (no further action) letter from the Ohio Department of Commerce noting the resolution of this issue from the Bureau of Underground Storage Tank Regulations for this portion of the Site.

The Cedar Lee area has recently experienced a tremendous amount of improvement and new investment. The City recently completed significant streetscape improvements along Lee Road including new street lights, sidewalks and other improvements totaling roughly \$3.5 million in new infrastructure investment.

Since 2016, a number of new businesses have opened in the District including Boss Dog Brewing Company, CLE Urban Winery, Cleveland Running Shop, Zoma Ethiopian Restaurant, MOJO World Eats, Kensington Pub, and Voodoo Brewery, indicating strong private sector investment in the future of the District. Finally, the Cleveland Heights – University Heights School District recently completed its renovation and rehabilitation of the High School on Cedar Road representing a \$95 million investment in education and the future of our youth. All of these projects have created a tremendous amount of momentum throughout the District, with the Cedar-Lee-Meadowbrook Site located in the heart of the District.

The City's Community Development Corporation (CDC) FutureHeights has developed a plan for the redevelopment of the Cedar-Lee Mini-Park which is adjacent to the CLM development site. Please see **Section VII. Additional Resources** for more information.

C. ADDITIONAL INFORMATION

Links to additional information about the Site can be found in Section VII. Additional Resources section at the end of this document. Additional information that is available includes the following:

City of Cleveland Heights Master Plan – Land Use Plan: The Future Land Use Plan illustrated in the City's Master Plan, calls for the area along the Lee Road Corridor in the

Cedar Lee District to develop as a mixed-use commercial and retail area with walkable buildings having upper-floor residential or office uses. The Plan calls for the area where the current surface parking and parking garage are located to develop as attached or multi-family uses with a range of high density options including townhouses and apartment buildings.

Zoning: The Site is currently zoned “C2X Multiple Use” District, as outlined in Zoning Code Chapter 1131. The C2X District is established to provide standards for the continued operation of mixed-use neighborhoods and to provide for dense, mixed-uses along main thoroughfares and to concentrate mixed-use buildings to promote and encourage pedestrian activity. Parking and driveways are generally located so as not to disrupt the pedestrian activity.

At 4.80 acres, this development site is eligible for redevelopment under the City’s Planned Development Overlay (PDO) District requirements as established in Chapter 1147 of the City Zoning Code. The PDO District was established to provide greater opportunity for development or redevelopment in areas of the City that have shallow commercial or high density residential frontages which abut low density residential areas; to promote new commercial and residential development and, where appropriate, mixed-use development while assuring that any increased density or commercial development is compatible with the surrounding areas; to assure that a proposed Planned Development occurs in a unified manner in accordance with a conditionally approved Development Plan prepared by either the City or the property owner; and, to encourage sustainable development and practices in residential and commercial areas’

Incentives: The Site is currently located within an existing incentive area, known as a Community Reinvestment Area (CRA). This incentive allows for an exemption on the increased value created by new construction or remodeling of residential or commercial improvements.

The CRA program provides for levels of up to a 15-year term, and up to 100% for new mixed-use commercial development on a case-by-case basis. The City is open to negotiating incentives for redevelopment of this Site, subject to the developer providing a detailed financial analysis clearly illustrating the need for such incentives to achieve market success for the project.

For residential only development, the area of the site north of Tullamore Road is located in the highest target incentive level area (meeting 6 or more of the City’s reinvestment criteria), while the area of the site south of Tullamore is located in the mid target incentive level area (meeting 5 of the City’s target reinvestment criteria).

Additional information on the City's CRA program can be found on the City website at <https://www.clevelandheights.com/1075/Community-Reinvestment-Area-CRA>.

In the past, the City has also provided the opportunity for Tax Increment Financing (TIF), most recently with the Top of the Hill Redevelopment project, to assist City-owned land redevelopment projects. The City recognizes that Tax Increment Financing may be necessary to finance the construction of project improvements, and that this tool has the ability to provide strong and significant school compensation opportunities for our school district partners.

III. SUBMISSION REQUIREMENTS

All proposals submitted for consideration shall include, but not be limited to, the following components. If development teams consist of more than one company, please provide the requested qualifications for all companies.

A. DEVELOPMENT TEAM INFORMATION

Provide a narrative description of the proposed development team, including the following:

- Brief history and overview of your company and your experience with urban development projects having similar characteristics with the Site;
- Identification of key members of your development team, their proposed roles for this project, and their qualifications and experience;
- Summary of the team's past experience working together;
- Identification of the principal person who will speak for the development team and any other key participants who will be involved in negotiating the project terms;
- Specification of whether the development entity is or intends to form a corporation, a general or limited partnership, a joint venture, or other type of business association to carry out the proposed development; and
- Your firm's long-term goals related to ownership of the development.

B. RELEVANT DEVELOPMENT EXPERIENCE

Describe at least three recent urban development projects that your company has successfully completed or that are currently underway. Include a project summary, location, project cost, funding sources, development challenges and solutions, and municipal references. List development team members and their role in each project.

C. FINANCIAL CAPACITY

Present evidence of your company/team's ability to finance the development project including commitments of equity and debt capital and any public (city, county, state, or federal) financial assistance necessary for the project to proceed.

D. PROPOSED DEVELOPMENT VISION(S)

Provide a narrative description of the proposed development vision(s), including the following:

- Boundaries of the Site to be developed;
- Size of proposed project buildings in square feet with breakdown by use;
- Estimated capital investment;
- Description and evidence of how the vision(s) addresses existing market conditions;
- An indication of the level of quality of the materials to be used and the amenities to be provided in the new housing;
- Proposed ownership structure of new in-fill housing;
- Description and evidence of how the vision(s) addresses existing market conditions;
- Design approach and discussion of its compatibility with surrounding neighborhoods, activities, uses, architecture, and aesthetics, including how the existing parking garage will be integrated into the future site redevelopment;
- Plan for any new parking and traffic needs created by the redevelopment of this Site, and the potential impact of the proposed development on the existing and surrounding neighborhoods; and
- Discussion of pedestrian friendliness/walkability, sustainability, greenspace and other elements of the vision(s), including areas to be preserved and your firm's understanding of the significance of this site to the City and adjacent commercial district and neighborhoods;
- Explore the feasibility of wrapping the parking garage with residential uses;
- Explore the feasibility of an elevated pedestrian walkway connecting site north of Tullamore with the Meadowbrook (south of Tullamore) portion of the site;

The City requires a conceptual drawing or rendering of the Developer's proposed vision at this time. Such drawings or renderings will be considered as part of the Team's submission.

The future Developer of this site may acquire certain property in the vicinity of the project site (collectively, the "Added Property"), which, if acquired by Developer, will be incorporated into the project site, and if necessary, the Developer and City will enter into easements, leases or other mechanisms mutually agreed to by the Developer and the City with respect to such Added Property.

E. COMMUNITY ENGAGEMENT

The development process must be inclusive and involve input not only from the City administration and City Council, but adjacent residents, property and business owners, as well as the greater Cleveland Heights community. Please describe your approach to effective community engagement for this project and your experience successfully navigating this process with previous projects. The City strongly encourages collaboration between the Development Team selected and our City Community Development Corporation FutureHeights on this project.

F. PROPOSED PROCESS AND TIMELINES

Having the Site reach its full development potential quickly is a primary goal of the City. Please describe the anticipated specific timelines and critical path for fully developing the Site, specifically identifying dates for completing an MOU, site due diligence, entering into a Development Agreement, commencement and completion of key project activities including, but not limited to:

- Site, market, financial analysis and/or other due diligence;
- Securing financing commitments;
- Design development, pre-construction planning, etc.;
- Permitting and approvals (the City intends to assist, as much as possible, to facilitate approvals);
- Construction;
- Project completion; and
- Sales/Leasing.

If the proposed project involves phasing, please be specific regarding the above timelines for each phase.

G. ECONOMIC IMPACTS

At a high level, please describe the anticipated economic and fiscal benefits of the proposed development, including but not limited to:

- Projected capital investment;
- Number of proposed residential units, office and/or retail/commercial square footage and related property and income tax creation projected;
- Projected new employment and payroll anticipated to result from the project; and
- Discussion of how the project could catalyze additional nearby development.

H. RESOURCES REQUIRED FROM THE CITY AND OR OTHERS

It is the City's intent to work collaboratively with the chosen developer to refine the concept in a mutually beneficial way that streamlines the process of approvals and ultimately accelerates the timeline for commencing and completing the development. What support or resources will you require from the City to bring your concept to fruition and ensure an effective partnership between your company and the City? To the extent that the proposed development concept would require financial assistance from the City, County, State, or Federal Government, please be specific as to what would be required. What other contingencies exist that must be cleared in order for the development to proceed.

I. MINORITY AND FEMALE BUSINESS ENTERPRISES INCLUSION; PREVAILING WAGE, & LOCAL HIRING

The City strongly encourages the participation of minority-owned and female-owned business enterprises in the development of the Site. Please describe any efforts you have made on past projects to include minority-owned and female-owned businesses and any steps you intend to take to include minority-owned and female-owned businesses for this project. The City strongly encourages the use of commercially reasonable efforts to achieve inclusion of minority-owned and female-owned business enterprises in the construction of the development, as well as the use of commercially reasonable efforts to ensure that laborers and mechanics employed on the project shall be paid at a prevailing wage rate to an extent reasonably practicable at an acceptable aggregate level to be negotiated;

Developer shall use commercially reasonable efforts to achieve the goal of local worker participation by having a majority of workers participating in the construction of this project being residents of Northeast Ohio. In furtherance of this goal, the Developer will ensure that a suitable number of worker outreach events be held in Cleveland Heights to promote local worker participation in the project. The Developer shall agree to share with the City, and its agents, including but not limited to the Regional Income Tax Authority, all information necessary to facilitate tracking of project construction workers on a monthly basis to assure payment of the appropriate income taxes due to the City from such employment. All reporting requirements associated with the project will be subject to the conditions negotiated in a final project development agreement.

J. DEVELOPMENT AND USE AGREEMENT

At the conclusion of the evaluation process, the City anticipates entering into a non-binding Memorandum of Understanding (MOU) and a subsequent Development Agreement with the selected developer that would outline the roles and responsibilities of the City and developer

and establish timelines for completing the development. Please identify to the greatest extent possible, any development agreement terms that would not be acceptable or that the respondent would require. Please indicate whether or not there is any objection to providing a Personal Guaranty of Completion or equivalent guaranty or surety or similar approach that would protect the City from the potential of default and/or an incomplete project.

K. PROJECT SUMMARY

The following project summary should be completed and included in project submission:

Company Information	
Founded	
Employees	
Headquarters	
Development Partner(s)	
Timeline	
Phases	
Time from groundbreaking to completion	
Financing	
Equity source	
Personal guarantee of debt financing from the firm's principal(s)	
Tax Increment Financing (TIF) required for current concept?	
Guarantee of public infrastructure financing – can a corporate and personal guaranty be provided by the developer?	
Tax abatement required?	
Development contingent on availability of any County, State, Federal funding sources outside of City control?	
MBE and FBE Inclusion	
MBE and FBE Inclusion	
Project Team	
Development Partner	
Architect	
MBE and FBE participation	
Public finance	
Construction	

Site work	
For-sale housing development partner	
Residential sales	
Parking	
Parking study to be completed?	
Project Examples	
Example	
Example	

IV. Evaluation Criteria

The goal of this RFQ/RFP process is to identify the development partner or team possessing the vision, experience, and financial resources to carry out a development of this scope and which is best suited to work collaboratively with the City to create and execute a development plan for the Site that accomplishes the goals of the City and its residents.

It is anticipated that submittals will be evaluated by a review team composed primarily, if not entirely, of City staff and based upon, but not limited to, the criteria below. To facilitate review of your company's submission, we suggest that the following items be specifically addressed in your response:

Developer Qualifications

- Recent history of successful, high-impact urban development projects;
- Access to sufficient equity and debt capital;
- Commitment to long-term ownership, ground lease, or other site control arrangement; and
- Ability to successfully navigate development hurdles.

Development Concept

- Size of the development, number of dwelling units, office and/or retail/commercial square footage proposed, and investment levels anticipated;
- Size and type(s) of residential units and proposed amenities to be provided;
- Compatibility with surrounding uses, architecture and aesthetics;
- Architectural style, durability, use of high-quality materials, visual impact, and development standards anticipated;
- Impact on parking and traffic conditions, as well as Site ingress and egress;
- Incorporation of greenspace and landscaping into the project;
- Impact on neighborhood economic and demographic diversity;
- Pedestrian friendliness and walkability;
- Potential to catalyze nearby investment;
- Approach to addressing the potential development challenges of the AT&T Easement,

- Sustainability; and
- Ability for the project to “stand the test of time” and age well over time.

Development Approach

- Strategy for soliciting and incorporating neighborhood/stakeholder input; and
- Inclusion of minority-owned and female-owned business enterprises.

Economic & Fiscal Impact

- Maximization of the Site for residential (projected number of new residents), office and or retail/commercial uses;
- New job and payroll creation;
- Capital investment;
- Synergy with neighborhood businesses;
- Benefit to residents and/or employees and all users of the site (convenience, amenities, accessibility and similar site design considerations);
- Promotion of this development as a unique, high-end residential development and/or quality mixed use development;
- Potential to generate City income and property tax;
- Potential to build property value and generate property tax both on and off the Site; and
- Generation of other City revenue streams (fees, taxes, and other similar revenue streams).

Development Schedule

Projected timeline / critical path to accomplish the following milestones:

- Pre-Development activities including Memorandum of Understanding (MOU) and Development Agreement;
- Design and engineering of the project; and
- Commencing and completion of construction.

V. EVALUATION PROCESS AND TIMELINE

It is expected that the developers or development teams whose submissions best meet the evaluation criteria established above will be selected for an interview with the review team. Following the review team interviews, some or all of the developers or development teams may be invited to present their qualifications and preliminary development proposals to City Council. City Council will make the final selection of a developer. The following is the anticipated schedule for the evaluation and selection of a development team.

Milestone	Date
RFQ/RFP available	October 2020

Deadline for submissions	December 2020
Interviews with selected development teams	January 2021
City Council presentations by finalists	February 2021
Begin contract negotiations with selected development team	March 2021

The City intends to adhere to this selection process, but reserves the right to reject all submissions or deviate from the process, as necessary, to accomplish the goal of selecting the most qualified development partner for this important Site and to begin the development process as soon as is possible.

Confidentiality

The City of Cleveland Heights complies with all applicable laws regarding public meetings and public records. The City will endeavor to maintain, but cannot guarantee, the confidentiality during the selection and review process of financial information or disclosures of the developer or prospective users, provided that such confidential information shall be segregated into a separate volume in the original or any subsequent submission and shall be clearly marked "CONFIDENTIAL-TRADE SECRETS."

Rights Reserved by the City

The City of Cleveland Heights reserves the right to reject any and all submittals, to negotiate with parties interested in developing the site, to change, without notice, the RFQ/RFP and evaluation process, and to waive any formality in submissions whenever same is in the interest of the City of Cleveland Heights and its development objectives.

VI. SUBMISSION INSTRUCTIONS

To ensure that all potential respondents have access to the same information, all questions regarding this project shall be posed via e-mail to:

clm@clvhts.com

Questions and answers with general relevance will be posted on the following page of the City's website: www.clevelandheights.com/clm. Questions and answers will be posted weekly. Timothy M. Boland, Director of Economic Development, is the single point of contact for any questions related to this RFQ/RFP. Please do not contact anyone else at the City to discuss this RFQ/RFP.

Development teams shall submit an electronic copy of their submission via email (attachment or file-sharing link) to clm@clvhts.com or have a flash drive containing the submission delivered to the address below. As part of the review process, development teams may be asked to provide up to 15 hard copies of the submission. Packages must be clearly labeled "**Developer Qualifications for the City of Cleveland Heights Cedar-Lee-Meadowbrook Site.**" Any portions of a submittal containing confidential financial or trade secrets should be clearly labeled as such. The City will endeavor to maintain but cannot guarantee confidentiality of these documents.

Qualifications packages and supporting materials must be received by **Wednesday, December 30, 2020 by 4:00 pm EST** to be considered. Packages should be addressed to:

The City of Cleveland Heights
Attn: Timothy M. Boland, Director of Economic Development
40 Severance Circle
Cleveland Heights, OH 44118

P 216-291-4857
clm@clvhts.com

VII. ADDITIONAL RESOURCES

The following documents provide additional information about the Site and surrounding area and are accessible via the City of Cleveland Heights website: www.clevelandheights.com/clm.

- [The City's Master Plan](#)
- [Zoning Code](#) – Contact the Planning Department with specific questions at 216-291-4878
- Utility Maps – Maps are available upon request from interested parties
- Cedar Lee Mini-Park Redevelopment Plan
- [Site Survey / AT&T Easement](#) on Meadowbrook portion of the site

Relevant Websites

- www.clevelandheights.com
- www.cedarlee.org

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EXHIBIT B

PROJECT SUMMARY

Cedar-Lee-Meadowbrook Redevelopment Proposal Review	
<u>Proposed Project Elements</u>	<u>Flaherty & Collins/ City Architecture</u>
Phases	One Phase over the entire 4.80 acres
Capital Investment - Projected	\$50,000,000
Type of Development	Mixed-Use
Design Features	4-5 story buildings Integrate existing parking garage into the project Wrap certain elevations with new facades/residential uses Reposition Lot #5 as a new "street"
Green Space	1/3 acre park - green space at corner of Meadowbrook & Lee - courtyards & plazas
# of Apartment Units	200 - 225
Type of Units	Market Rate - "luxury" 300 new residents Average salary of Residents - \$100,000
Commercial Uses	10,000 square feet proposed
Proposed Schedule	Commence construction February of 2022 Complete the project by end of 2023 22 months

Cedar-Lee-Meadowbrook Redevelopment Proposal Review	
<u>Proposed Project Elements</u>	<u>Flaherty & Collins/ City Architecture</u>
Site Control	Open to Ground Lease
Past Experience with the City	The Ascent at Top of the Hill
Representative Projects	The Ascent at Top of the Hill One at the Peninsula - Columbus, OH 4th & Race - Cincinnati, OH River Haus - Covington, KY Information on eight other projects provided
Development Capacity	25 P3 projects - \$2,500,000,000 portfolio P3 = Public Private Partnerships

EXHIBIT C
ACCESS AGREEMENT

This Access Agreement (the "Agreement") is made by and between the CITY OF CLEVELAND HEIGHTS, OHIO, a municipal corporation and political subdivision duly organized and existing under the laws of the State of Ohio (the "City") and F&C DEVELOPMENT, INC., an Indiana corporation (the "Developer") effective as of the last date set forth below their respective signatures hereto (the "Effective Date") in connection with the possible lease and development by Developer of a mixed-use development known as the Cedar-Lee-Meadowbrook project on approximately _____ (____) acres of City-owned real property located in an area bounded by Cedar Road, Lee Road and Meadowbrook Boulevard in the City (the "Project Site"). As a condition to City's agreement to allow Developer access to the Project Site which the City hereby grants to the Developer and its Representatives, Developer agrees to be bound by the terms set forth in this Agreement (the "Agreement").

1. In connection with any entry by Developer or any of its officers, directors, employees, agents, advisors or representatives (collectively "Representatives") onto the Project Site, Developer shall give City reasonable advance notice of such entry, which shall not be less than twenty-four (24) hours, and shall conduct such entry and any inspections in connection therewith so as to reasonably minimize interference with (i) the business of City and (ii) the business of tenants, occupiers or licensees under any lease, license agreement or occupancy agreement affecting the Project Site, and otherwise in a manner reasonably acceptable to City. Notwithstanding the foregoing, Developer shall not perform any physically invasive testing of the Project Site, including, without limitation, performing any environmental testing, drilling or sampling, without first obtaining City's prior written consent thereto, which consent shall not be unreasonably withheld, delayed or conditioned. City may have a representative present to observe all testing, work, inspections or entries onto the Project Site (such testing and other work, inspections and entries onto the Project Site are referred to herein as the "Inspection Work"). The Inspection Work shall be at Developer's sole cost and expense and Developer agrees to keep the Project Site free and clear of any liens that may arise as a result thereof. All activities undertaken in connection with the Inspection Work shall fully comply with applicable law and regulations, including, without limitation, laws and regulations relating to worker safety, proper disposal of any disturbed or discarded materials, and noise and operating hour restrictions. Developer is solely responsible for the off-site disposal of any samples taken. Developer shall repair promptly any physical damage caused by the Inspection Work, and shall restore the Project Site to its condition immediately prior to entry by Developer on the Project Site. The Developer shall provide copies to the City of any test results and reports relating to the Inspection Work promptly after completion of such work on the Project Site. The Developer shall maintain parking and minimize traffic issues during all testing and inspection activities on the Project Site.
2. Developer shall maintain, and shall ensure that its contractors to maintain, public liability and property damage insurance reasonably satisfactory to the City insuring

Developer and its Representatives against any liability arising out of any entry or inspections of the Project Site pursuant to the provisions hereof. Such insurance maintained by Developer (and Developer's contractors) shall be in the amount of One Million Dollars (\$1,000,000) combined single limit for injury to or death of one or more persons in an occurrence, and for damage to tangible property (including loss of use) in an occurrence. The policy maintained by Developer shall insure the contractual liability of Developer covering the indemnities herein and shall (i) name the City (and its successors and assigns) as additional insureds, (ii) contain a cross-liability provision, and (iii) contain a provision that the insurance provided by Developer hereunder shall be primary and noncontributing with any other insurance available to such City. Developer shall provide City with evidence of such insurance coverage for City's review and approval prior to any entry or inspection of the Project Site. Developer shall indemnify and hold City and its respective affiliates, partners, trustees, shareholders, members, controlling persons, directors, officers, attorneys, employees and agents of each of them, and their respective heirs, successors, personal representatives and assigns, harmless from and against any and all suits, actions, proceedings, investigations, demands, claims, liabilities, fines, penalties, liens, judgments, losses, injuries, damages, expenses or costs whatsoever, including, without limitation, attorneys' and expert' fees and costs, costs of investigation and remediation costs arising out of or relating to any entry on the Project Site by Developer or any of its Representatives and/or the Inspection Work, except to the extent arising out of an existing condition of or on the Project Site or caused by the City or any person or party acting at the request, or on behalf, of the City. Notwithstanding any provision in this agreement to the contrary, except as may be required by law, neither Developer nor any of its Representatives shall contact any governmental official or representative regarding any hazardous or toxic materials on or the environmental condition of the Project Site, without City's prior written consent thereto, which consent may be withheld in City's sole discretion.

3. Notwithstanding anything to the contrary contained in this Agreement, City shall have the right to terminate Developer's access to the Project Site at any time upon the termination of the MOU between the parties regarding the Project Site.

IN WITNESS WHEREOF, the parties have hereunto set their hands.

CITY OF CLEVELAND HEIGHTS, OHIO

F&C DEVELOPMENT, INC.

By: _____
Name: _____
Title: _____

Date: _____, 20 ____

By: _____
Name: _____
Title: _____

Date: _____, 20 ____

The legal form and correctness of this
instrument is approved:

By: _____
Name: _____
Title: _____

Date: _____, 20 ____

EXHIBIT D
MERCHANDISING PLAN

In keeping with goals of the Developer's Proposal, specifically that the City is seeking for the Project to be a dense, vibrant, pedestrian friendly commercial district that dovetails with the architecture and aesthetics of the surrounding neighborhood, the Developer expects to propose a fully integrated, regional mixed-used experience. Developer will endeavor to attract retail tenants including, but not limited to, the following: apparel, home stores, chef-driven restaurants, and service providers such as a salon and spa. The Developer will agree that no retail or restaurant concepts will be inconsistent with existing zoning for the Project Site, and will further agree that no retail, commercial or service tenants will be relocated from anywhere within the City without prior written consent of the City Manager which shall not be unreasonably withheld, delayed or conditioned.

EXHIBIT E

SURFACE PARKING LOT INCLUDED IN PROJECT SITE

2223 LEE RD. PARCEL NOS. 687-08-001; 687-06-096; 687-06-0093; AND 687-06-009