

An Ordinance No. _____

- 2024

DECLARING improvements to certain parcels of real property located near the intersection of Red Bank Expressway and Madison Road in the Madisonville neighborhood of Cincinnati, which improvements are to be constructed pursuant to a Funding and Development Agreement between the City of Cincinnati and RBM Development Company, LLC, to be a public purpose and exempt from real property taxation for a period of thirty years pursuant to Ohio Revised Code Section 5709.40(B); and **AMENDING** Ordinance No. 414-2005, passed on November 2, 2005, as amended, to remove such real property from the operation of that ordinance.

WHEREAS, RBM Development Company, LLC (“Developer”) has, through its affiliate entities, undertaken a multi-phase redevelopment of certain real property located near the intersection of Red Bank Expressway and Madison Road in the Madisonville neighborhood of Cincinnati (the “Medpace Site”), which redevelopment has consisted of:

- (i) Phase 1, consisting primarily of the construction of several office buildings currently used by the medical research company, Medpace, Inc. (“Medpace”) as its operational headquarters;
- (ii) Phase 2A, consisting primarily of the construction of a 239-room hotel and various public infrastructure improvements; and
- (iii) Phase 2B, consisting primarily of the construction of a new building containing office and retail space and various public infrastructure improvements; and

WHEREAS, Developer is now moving forward with Phase 3 of the redevelopment, which will consist of redeveloping a portion of the Medpace Site, which property is more particularly described in Attachment A to this ordinance (the “Property”), including the construction of (i) a new approximately 75,000 square foot commercial facility; and (ii) a new approximately 579,000 square foot, seven-story office building with integrated parking garage (collectively, the “Private Project”); and

WHEREAS, to facilitate the Private Project, Developer will make certain public infrastructure improvements that will directly benefit the Property and the Private Project, including, without limitation, an off-street parking facility; and

WHEREAS, pursuant to Ohio Revised Code (“R.C.”) Sections 5709.40, et seq., Council may (i) declare any “Improvement” (as defined in R.C. Section 5709.40(A)(4)) to one or more parcels of real property located in the City of Cincinnati to be a public purpose, thereby exempting such Improvement from real property taxation for up to thirty years; (ii) designate public infrastructure improvements that directly benefit the parcels for which such Improvement is declared to be a public purpose; (iii) require the payment of service payments in lieu of real property taxes by the owner(s) of such parcel(s); and (iv) provide for the distribution of the applicable portion of those service payments to the overlapping city, local, or exempted village school district; and

WHEREAS, Council desires to declare the Improvement to the Property to be a public purpose and exempt 100 percent of such Improvement from real property taxation for a period of thirty years, all pursuant to R.C. Section 5709.40(B); and

WHEREAS, the Board of Education of the Cincinnati City School District (the “School Board”), pursuant to an agreement with the City entered into on April 28, 2020 (the “School Board Agreement”), has approved real property tax exemptions of up to 100 percent for periods not to exceed thirty years, waived advance notice and right to review such projects, and waived sharing or allocation of municipal income taxes in connection with such projects; and

WHEREAS, the City has determined that it is necessary and appropriate, and in the best interest of the City, to (i) exempt the Improvement to the Property from real property taxation under R.C. Sections 5709.40, et seq.; (ii) require the payment of semiannual service payments in lieu of real property taxes with respect to the Property under R.C. Section 5709.42 (“Service Payments”); and (iii) enter into a Service Agreement with the owner or owners of the Property to establish certain terms and conditions regarding the payment of the Service Payments as further described therein; and

WHEREAS, R.C. Section 5709.43 requires that the city council of a city that receives service payments in lieu of real property taxes under R.C. Section 5709.40, et seq., establish a municipal public improvement tax increment equivalent fund into which shall be deposited such service payments; and

WHEREAS, the City’s Department of Community and Economic Development estimates that the real property tax exemption for the Improvement to the Property will provide an annual net benefit to Developer in the amount of approximately \$3,471,233; and

WHEREAS, the Property is located within the boundaries of the District 19 – Madisonville Incentive District, which was created by Ordinance No. 414-2005, passed by Council on November 2, 2005, as subsequently amended (the “TIF District Ordinance”); and

WHEREAS, in order to effectuate the transactions described in these recitals and in accordance with R.C. Section 5709.916(E), the City desires to amend the TIF District Ordinance to exclude the Property therefrom, and to provide for an exemption for the Property pursuant to R.C. Section 5709.40(B); now, therefore,

BE IT ORDAINED by the Council of the City of Cincinnati, State of Ohio:

Section 1. That pursuant to and in accordance with Section 5709.40(B) of the Ohio Revised Code (“R.C.”), Council hereby finds and declares the Improvement (as defined in R.C. Section 5709.40(A)(4)) to the real property located near the southeast quadrant of the intersection of Red Bank Expressway and Madison Road, which property is more particularly described in Attachment A to this ordinance (the “Property”), and is located in the incorporated area of the City

of Cincinnati, to be a public purpose and exempt from real property taxation for the time and in the amount set forth in Section 4 below.

Section 2. That Council hereby finds and determines that (a) additional public infrastructure, including construction and maintenance of street improvements, water improvements, sewer improvements, parking facilities, and/or related improvements, is necessary as a result of and for the further development of the Property for creating jobs, increasing property values, providing adequate public services and to preserve the health, safety, and welfare of the citizens of Cincinnati; (b) the project(s) being, or to be, undertaken that will place additional demand on the public infrastructure improvements designated in this ordinance include a mixed-use development being undertaken by RBM Development Company, LLC (including any affiliates thereof, "Developer"); and (c) the proposed use of the Property includes office and other commercial uses.

Section 3. That pursuant to and in accordance with the provisions of R.C. Section 5709.40(B), Council hereby declares any Improvement made to the Property will place direct additional demand on the public infrastructure improvements described herein when such public infrastructure improvements are completed; therefore, such public infrastructure improvements will directly benefit the Property.

Section 4. That Council finds and determines that 100 percent of the Improvement to each parcel subsequent to the effective date of this ordinance is hereby declared to be a public purpose, and shall be exempt from real property taxes commencing, as to each parcel, on the first day of the tax year in which an Improvement of at least \$1,000,000.00 resulting from construction on that parcel, which is the result of redevelopment activities with respect to the parcel, first appears on the tax duplicate of real and public utility property and ending on the earlier to occur

of (a) thirty years after such date; or (b) the date on which the City can no longer require service payments in lieu of real property taxes to be paid with respect to the Improvement in accordance with R.C. Section 5709.40, et seq.

Section 5. That Council hereby designates the public infrastructure improvements identified in Attachment B to this ordinance as the “public infrastructure improvements” made (or to be made) that directly benefit the Property pursuant to R.C. Section 5709.40(B) (the “Public Infrastructure Improvements”).

Section 6. That Council hereby expresses its intention for the City, and authorizes the City Manager, to enter into such agreements as may be necessary or appropriate to construct such Public Infrastructure Improvements (including, without limitation, (a) service agreement(s) between the City and Developer or its successor(s)-in-interest as to the Property (the “Owner”), and (b) a cooperative agreement among the City, the Owner, and the Port of Greater Cincinnati Development Authority (the “Port”), and further hereby requires the Owner to make semiannual service payments in lieu of real property taxes (the “Service Payments”) to the Hamilton County Treasurer on or before the final dates for payment of real property taxes. Such requirements, along with such other provisions as are deemed appropriate by the City and as are agreed to by the owners of the Property, may be included in service agreements which may (but are not required to) be entered into between the City and the respective owners of the Property. To the extent necessary to secure such obligations, Council hereby pledges such Service Payments to secure any obligations of the City or the Port issued to finance the public infrastructure improvements described in Sections 2 and 5 hereof. As provided for in R.C. Section 5709.42, the Service Payments shall be paid to the Hamilton County Treasurer, for payment by the Hamilton County Treasurer to the City.

Section 7. That the City has established the Municipal Public Improvement Tax Increment Equivalent Fund (the “Fund”), into which Fund all Service Payments made by the Owner that the City receives pursuant to this ordinance shall be deposited.

Section 8. That moneys deposited in the Fund shall be used only for the purposes set forth in R.C. Section 5709.43, with respect to the Public Infrastructure Improvements, and for making compensation payments to the affected school districts as provided in R.C. Section 5709.40, et seq., and in the Tax Incentive Agreement between the City and the Board of Education of the Cincinnati City School District effective as of April 28, 2020.

Section 9. That the proper City officials are hereby authorized to do all things necessary and proper to carry out the actions contemplated herein, including, without limitation, the preparation (or cooperation in the preparation of), and filing of any required applications for tax exemption with the Hamilton County Auditor and State Tax Commissioner.

Section 10. That Ordinance No. 414-2005, passed on November 2, 2005, as subsequently amended (the “TIF District Ordinance”), is hereby amended to remove the Property from the property tax exemption area created thereby.

Section 11. That the TIF District Ordinance, except as amended herein, shall remain in full force and effect.

Section 12. That, pursuant to R.C. Section 5709.40(I), the Clerk of Council is hereby directed to deliver a copy of this ordinance to the Director of the State of Ohio Department of Development (“ODOD”), 77 South High Street, 29th Floor, Columbus, Ohio 43215, within fifteen days after its passage, and that, on or before March 31 of each year that the exemption set forth herein remains in effect, the Clerk of Council or other authorized officer of this City shall prepare and submit to the Director of ODOD the status report required under R.C. Section 5709.40(I).

Section 13. That it is hereby found and determined that all formal actions of Council concerning and relating to the passage of this ordinance were taken in an open meeting of Council, and that all deliberations of Council and of any of its committees that resulted in such formal action were taken in meetings open to the public, in compliance with all legal requirements, including R.C. Section 121.22.

Section 14. That this ordinance shall be an emergency measure necessary for the preservation of the public peace, health, safety, and general welfare and shall, subject to the terms of Article II, Section 6 of the Charter, be effective immediately. The reason for the emergency is to enable construction of the improvements described herein to commence at the earliest possible time in order to advance development of the Property in a timely and financially efficient manner, for the economic welfare of the people of the City.

Passed: _____, 2024

Aftab Pureval, Mayor

Attest: _____
Clerk

ATTACHMENT A

Legal Description – CPU Site

Auditor's Parcel No. 036-0001-0013-00

All the following described real estate, land and premises, situate, lying and being in Madisonville, Cincinnati, Hamilton County, Ohio and being all that lot of ground and premises is Section Sixteen (16), Township Four (4), Fractional Range Two (2), Miami Purchase.

Beginning at a stake in the center of a street fifty (50) feet wide, now known as Hetzell Street, a distance of $546 \frac{3}{10}$ feet East from the West line of said Section 16, and being 230 feet south of the South line of B.M. Stewart's tract, formerly owned by Edward N. Hidden; thence running South $87 \frac{1}{2}$ degrees East $324 \frac{7}{10}$ feet; thence South $2 \frac{1}{4}$ degrees West 235 feet to the North line of the Marietta and Cincinnati Railroad, (now known as The Baltimore and Ohio Railroad); thence westerly with said Railroad line 150 feet (148.33 feet per survey of Roger B. Ward, dated October 1968); thence North $8 \frac{1}{2}$ degrees West $32 \frac{1}{2}$ feet; thence westerly with said Railroad line $176 \frac{5}{10}$ feet; thence North $2 \frac{1}{4}$ degrees East $265 \frac{9}{10}$ feet to the place of beginning, containing $1 \frac{96}{100}$ acres of land, more or less, subject, however to all legal highways and an existing sewer line easement across the premises owned by the City of Cincinnati.

Legal Description – Office Site

3.5258 ACRES

Situated in Section 16, Town 4, Fractional Range 2, City of Cincinnati, County of Hamilton, State of Ohio, being located on the south side of Medpace Way, and on the north side of Hetzel Street, and being more particularly described as follows:

Commencing at the southwesterly most corner of Port of Greater Cincinnati Development Authority (Official Record 13213, Page 2422), in the northerly line of an existing 50-foot right-of-way of Hetzel Street, and in the easterly line of an existing 60-foot right-of-way of Old Red Bank Road, being a 5/8 iron pin with cap (set);

Thence continuing with the said northerly right-of-way of Hetzel Street, being the southerly line of Port of Greater Cincinnati Development Authority, South 85°22' 17" East for a distance of 250.00 feet to a point, being a 5/8 iron pin with cap (set);

Thence continuing with the said northerly right-of-way of Hetzel Street, South 85°22'17" East for a distance of 18.00 feet to a point, being a chiseled notch (set) in a concrete driveway being the true Point of Beginning for the property described herein;

Thence leaving the right-of-way and continuing, North 4°55'22" East for a distance of 205.00 feet to a point, being a 5/8 iron pin with cap (set) at a concrete wall footer;

Thence continuing South 85°22'17" East for a distance of 57.46 feet to a point, being a 5/8" iron pin with no cap (found);

Thence continuing with the common line of the Port Authority and 300 Medpace Way, LLC, North 4°11 '33" East for a distance of 161.37 feet to a point, being a 5/8" iron pin with no cap (found);

Thence continuing with the said common line, North 35°37'14" East for a total distance of 164.18 feet to a point in the southerly line of Medpace Way, being a chiseled notch in a sidewalk (set);

Thence continuing with the said southerly line of Medpace Way, South 70°04'36" East for a distance of 98.66 feet to a point, being a 5/8" iron pin with cap(set);

Thence leaving the easterly line of Medpace Way and continuing with the common line with 200 Medpace Way, LLC for the following five (5) courses;

South 54°31'38" East for a distance of 145.23 feet to a mag nail (set); South 04°26' 11" West for a distance of 201.62 feet to a mag nail (set); South 04°55'22" West for a distance of 151.93 feet to a mag nail (set); South 63°52'25" East for a distance of 71.44 feet to a mag nail (set); South 04°37'43" West for a distance of 26.89 feet to a point in the northerly right-of-way of Hetzel Street, being a 5/8" iron pin with cap (set);

Thence continuing with the said northerly right-of-way of Hetzel Street for the following two (2) courses:

North 85°22' 17" West for a distance of 106.44 feet to a point, being a 5/8" iron pin with cap (set);

North 85°22' 17" West for a distance of 321.60 feet to the said Point of Beginning.

The above-described parcel of land contains 3.5258 acres (153,582 .07 S.F.), and is subject to all easements and rights-of-way of record, and is graphically depicted on Exhibit B.

The original source of bearings for this survey are based on a plat of survey by Kleingers and Associates and a dedication plat of Medpace Way (P.B. 430, PG. 20-21) of the Hamilton County Recorder's Office).

The above description was prepared by Robert H. Roush, Jr., Ohio Professional Surveyor, No. 7999, for Surveying and Mapping, LLC, based upon a survey made by me or others under my direction, in August 2023, and that all monuments have been found or set as shown. Iron pins denoted as (set) are 5/8" diameter with a yellow plastic cap stamped "**SAM** LLC".

Legal Description – Garage Site

Auditor's Parcel No. 036-0001-0359-00

CONSOLIDATED LEGAL DESCRIPTION
2.3668 ACRES

Situated in Section 16, Town 4, Fractional Range 2, City of Cincinnati, County of Hamilton, Ohio, being a consolidation of the tracts of land conveyed to 200 Medpace Way, LLC in O.R. 15136, PG 882, and O.R. 15136, PG 887 of the Hamilton County, Ohio Recorder's Office, being more particularly described as follows:

- Beginning at a point in the northwest intersection of the rights-of-way of Covington Avenue and Stewart Avenue, being the southeasterly corner of the Grantor, and being a 5/8" iron pin with cap (set);
- Thence continuing with the northerly right-of-way of Covington Avenue and the Grantor's southerly line North 85°36'38" West for a distance of 570.99 feet to a point in the westerly right-of-way of Armada Place, being a 5/8" iron pin with cap (set);
- Thence leaving the said rights-of-way and continuing with the division line with 200 Medpace Way, LLC (Remainder Tract), North 85°36'38" West for a distance of 78.92 feet mag nail (set);
- Thence continuing with the said division line, North 04°25'22" East for a distance of 141.25 feet to a point, being a mag nail (set);
- Thence continuing North 04°25'22" East for a distance of 18.00 feet to a point, being a mag nail (set);
- Thence continuing with the Grantor's new northerly line, South 85°34'38" East for a distance of 646.36 feet to a point in the said westerly right-of-way of Stewart Avenue, being a cross notch set in sidewalk;
- Thence continuing with said westerly right-of-way, South 03°08'22" West for a distance of 18.00 feet to a point;
- Thence continuing with said westerly right-of-way, South 03°08'22" West for a distance of 140.91 feet to the said Point of Beginning.

The above-described consolidated parcel of land contains 2.3668 acres (103,096.70 S.F.), and is subject to all easements and rights-of-way of record.

The original source of bearings for this survey are based on a plat of survey by Kleingers and Associates and a dedication plat of Medpace Way (P.B. 430, PG. 20-21) of the Hamilton County Recorder's Office).

The above description was prepared by Robert H. Roush, Jr., Ohio Professional Surveyor, No. 7999, for Surveying and Mapping, LLC, based upon a survey made by me or others under my direction, in August 2023, and that all monuments have been found or set as shown. Iron pins denoted as (set) are 5/8" diameter with a yellow plastic cap stamped "SAM LLC".

ATTACHMENT B

- (i) The public infrastructure improvements that directly benefit the Property may include the construction of an approximately 343,000 square foot, 1,107-space standalone off-street parking garage that will directly benefit the property, and all work associated with the garage area, including the necessary foundation, footings, caissons, concrete floor, walls, steel, underground utilities, meter pit, fire main service, floor drains, elevators and stairs, garage level lobby finishes, electric heaters, masonry, plumbing, HVAC, sprinkler and electric.
- (ii) The public infrastructure improvements that directly benefit the Property may also include, without limitation, public roads and highways; water and sewer lines; the continued maintenance of those public roads and highways and water and sewer lines; environmental remediation; land acquisition, including acquisition in aid of industry, commerce, distribution, or research; demolition, including demolition on private property when determined to be necessary for economic development purposes; stormwater and flood remediation projects, including such projects on private property when determined to be necessary for public health, safety, and welfare; the provision of gas, electric, and communications service facilities, including the provision of gas or electric service facilities owned by nongovernmental entities when such improvements are determined to be necessary for economic development purposes; the enhancement of public waterways through improvements that allow for greater public access; and additional off-street parking facilities, including those in which all or a portion of the parking spaces are reserved for specific uses when determined to be necessary for economic development purposes.