

EMERGENCY

City of Cincinnati

TJL

An Ordinance No. _____

- 2021

AWB

AUTHORIZING the City Manager to execute an amendment to the *Property Sale and Development Agreement* between the City of Cincinnati and Uptown SEQ Holdings, LLC, an affiliate of Terrex, LLC, in order to extend the period of time during which the developer can exercise its option to purchase certain City-controlled property located at the southeast quadrant of the intersection of Martin Luther King Drive and Reading Road in the Avondale neighborhood of Cincinnati, as part of the developer's commercial redevelopment project.

WHEREAS, Uptown SEQ Holdings, LLC ("Developer") and the City are parties to a *Property Sale and Development Agreement* dated April 24, 2019 (the "Development Agreement"), pursuant to which the City agreed to sell to Developer certain City-controlled property located at the southeast quadrant of the intersection of Martin Luther King Jr. Drive and Reading Road in the Avondale neighborhood of Cincinnati (the "Project Site"), to facilitate the Developer's multi-phase mixed-use redevelopment of the property, as authorized by Ordinance No. 85-2019, passed by Council on March 13, 2019; and

WHEREAS, pursuant to the terms of the Development Agreement, the City granted to Developer the exclusive option to purchase additional City-controlled property located within the Project Site, as more particularly described on Attachment A to this ordinance (the "Phase II City Property"), for a period of up to 7 years through April 23, 2026, subject to the terms and conditions of the Development Agreement (the "Purchase Option"); and

WHEREAS, pursuant to the terms of the Development, if Developer exercises the Purchase Option, the purchase price for the Phase II City Property will be equal to the Initial Phase II Purchase Price (as defined in the Development Agreement), but is subject to re-appraisal and adjustment due to the passage of time during the option period in order to reflect fair market value at the time Developer actually exercises the Purchase Option; and

WHEREAS, if Developer exercises the Purchase Option, Developer anticipates constructing an approximately 100- to 400-unit multifamily building together with ancillary improvements on the Phase II Property, as more particularly described in the Development Agreement (the "Phase II Project"), which Phase II Project Developer would commence promptly following closing on the Phase II City Property; and

WHEREAS, Developer has represented to the City that it has been working in good faith toward completing the initial phase of the Project, but due to unforeseen delays, has requested that the City agree to amend the Development Agreement to extend the term of the Purchase Option on the Phase II City Property, by an additional 2 years, through April 23, 2028, so that Developer may have additional time before commencing the Phase II Project; and

WHEREAS, the City is amenable to extending the period during which Developer may exercise the Purchase Option as the Phase II Project represents the highest and best use of the Phase II City Property; and

WHEREAS, Section 13 of Article VIII of the Ohio Constitution provides that, to create or preserve jobs and employment opportunities and to improve the economic welfare of the people of the State, it is a public interest and proper public purpose for the State or its political subdivisions to sell, lease, exchange, or otherwise dispose of property within the State of Ohio for industry, commerce, distribution, and research; and

WHEREAS, Section 16 of Article VIII of the Ohio Constitution provides that it is in the public interest and a proper public purpose for the City to enhance the availability of adequate housing and to improve the economic and general well-being of the people of the City by providing or assisting in providing housing; and

WHEREAS, the City Planning Commission, having the authority to approve the change in use of City-controlled property, approved the conveyance of the Phase II City Property to Developer at its meeting on July 21, 2017; now, therefore,

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

Section 1. That the City Manager is hereby authorized to execute an amendment to the *Property Sale and Development Agreement* (the “Development Agreement”) with Uptown SEQ Holdings, LLC (“Developer”), pursuant to which the City of Cincinnati (the “City”) will extend the period of time during which Developer may exercise its exclusive option to purchase certain City-controlled property, as more particularly described on Attachment A to this ordinance (the “Phase II City Property”), by an additional 2 years beyond what was authorized in the Development Agreement, through April 23, 2028.

Section 2. That Council hereby authorizes the appropriate City officials to take all necessary and proper actions to fulfill the terms of this ordinance and the Development Agreement, as amended by the amendment contemplated hereby, including, without limitation, executing all ancillary agreements and other relevant documents.

Section 3. 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 the immediate need to enable the parties to execute an amendment to the Development Agreement so that Developer can meet certain project-imposed deadlines, thereby creating a significant economic benefit and enhancement to the City at the earliest possible time.

Passed: _____, 2021

John Cranley, Mayor

Attest: _____
Clerk

Attachment A

Parcel I:

Situated in Section 8, Town 3, Fractional Range 2, Between the Miamis, Millcreek Township, The City of Cincinnati, Hamilton County, Ohio and being part of Concordia Street formerly known as Morgan Street in Robert and Davies Subdivision as recorded in Plat Book 3, Page 206 of the Hamilton County, Ohio Recorder's Office, containing 0.1002 acres being further described as follows:

Begin at a point found by measuring from the southeast corner of Lot 6 of said Robert and Davies Subdivision, being referenced by a found 5/8" iron pin with cap "RTA 6021 SLC 7862 Abercrombie & Assoc. Inc" being North 52° 47' 09" West 0.14 feet, said corner being on the west right of way of said Concordia Street (30'R/W) and the northeast corner of Nidal Jebrill as recorded in Official Record 10712, Page 283 and Prior Registered Land Certificate #217955; thence, departing said Lot 6 and through said Concordia Street, South 84° 03' 13" East, 15.00 feet to a set MAG Nail in the centerline of said Concordia Street said nail being the True Point of Beginning;

thence, from the True Point of Beginning, thus found, departing said centerline, continuing through said Concordia Street, South 84° 03' 13" East, 15.00 feet to a set 5/8" iron pin on the east right of way of said Concordia Street and the west line of Uptown Transportation Authority, LLC as recorded in Official Record 12633, Page 1464;

thence, with the east right of way of said Concordia Street and said Uptown Transportation Authority, LLC, South 05° 56' 47" West, 276.80 feet to a found 5/8" iron pin with cap "BayerBecker" on a southeast corner of the same Uptown Transportation Authority, LLC as recorded in Official Record 13618, Page 1155;

thence, departing the east right of way of said Concordia Street and with said Uptown Transportation Authority, LLC as recorded in Official Record 13618, Page 1155, South 33° 24' 52" East, 14.83 feet to a found 5/8" iron pin with cap "BayerBecker" at the northeast intersection of the east right of way of said Concordia Street and the north right of way of Lincoln Avenue (R/W Varies);

thence, departing said Uptown Transportation Authority, LLC as recorded in Official Record 13618, Page 1155, and with the north right of way of said Lincoln Avenue, North 81° 30' 36" West, 24.43 feet to a set MAG Nail on the centerline of said Concordia Street;

thence, departing the north right of way of said Lincoln Avenue and with the centerline of said Concordia Street, North 05° 56' 47" East, 287.18 feet to the True Point of Beginning containing 0.1002 acres of land to be vacated and being subject to all legal highways, easements, restrictions and agreements of record.

Basis of Bearings: NAD83(2011) Ohio State Plane Coordinates, South Zone (3402).

All set iron pins are 5/8" x 30" iron pins in size with cap "BAYER BECKER".

The above description was prepared from a vacation plat made On February 6, 2018 under the direction of Jeffrey O. Lambert, Professional Surveyor #7568 in the State of Ohio.

Parcel II:

Situated in Section 8, Town 3, Fractional Range 2, Between the Miamis, Millcreek Township, The City of Cincinnati, Hamilton County, Ohio and being all of Uptown Transportation Authority, LLC in Official Record _____, Page _____, and shown on Plat Book _____, Page _____, of the Hamilton County, Ohio Recorder's Office containing 0.4721 acres being further described as follows:

Begin at a point found by measuring from a found 5/8" iron pin capped "BayerBecker" at the northeast corner of Lot 19 of Roberts and Davies Subdivision as recorded in Plat Book 3, Page 206 being the southeast corner of Uptown SEQ holdings, LLC as recorded in Official Record 13470, Page 2171, said pin being on the west right of way of Bathgate Street; thence, departing said Uptown SEQ holdings, LLC and with the west right of way of said Bathgate Street, South 05° 50' 17" West, 200.00 feet to a found 5/8" iron pin capped "BayerBecker" on the northeast corner of Uptown SEQ holdings, LLC as recorded in Official 13556, Page 2031; thence, departing the west right of way of Bathgate Street and with said Uptown SEQ holdings, LLC as recorded in Official 13556, Page 2031 the following two courses: North 84° 09' 44" West, 125.35 feet to a found 5/8" iron pin capped "BayerBecker"; thence, South 05° 50' 00" West, 121.10 feet to a found 5/8" iron pin capped "BayerBecker" on the north right of way of Lincoln Avenue; thence, departing said Uptown SEQ holdings, LLC as recorded in Official 13556, Page 2031, and with the north right of way of Lincoln Avenue the following two courses: North 84° 09' 17" West, 37.00 feet to a found 5/8" iron pin capped "BayerBecker"; thence, North 81° 09' 44" West, 122.58 feet to a set 5/8" iron pin, said pin being the True Point of Beginning;

thence, from the True Point of Beginning thus found and continuing with the north right of way of Lincoln Avenue, North 81° 09' 44" West, 46.27 feet to a found 5/8" iron pin capped "BayerBecker";

thence, departing the north right of way of said Lincoln Avenue, North 33° 24' 52" West, 14.83 feet to a found 5/8" iron pin capped "BayerBecker" on the east right of way of Concordia Street;

thence, with the east right of way of said Concordia Street, North 05° 56' 47" East, 265.78 feet to a set 5/8" iron pin;

thence, departing the east right of way of said Concordia Street and through the lands of said Uptown Transportation Authority, LLC with a new division line the following two courses: South 84° 09' 44" East, 92.39 feet to a set 5/8" iron pin;

thence, South 13° 26' 02" West, 282.16 feet to the True Point of Beginning containing 0.4721 acres of land and being subject to all legal highways, easements, restrictions and agreements of record.

The above description was prepared from a survey made on June 5, 2018 under the direction of Jeffrey O. Lambert, Professional Surveyor #7568 in the State of Ohio.

Basis of Bearings: NAD83(2011) Ohio State Plane Coordinates, South Zone (3402).

All set iron pins are 5/8" x 30" iron pins in size with cap "BAYER BECKER".