

RESOLUTION NO. 2004-6

RESOLUTION AUTHORIZING THE PRESIDENT OF THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY TO EXECUTE THE MEMORANDUM OF UNDERSTANDING BETWEEN THE CINCINNATI CENTER CITY DEVELOPMENT CORPORATION AND THE PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY RELATED TO ORGANIZATIONAL COLLABORATION ON THE BANKS PROJECT.

WHEREAS, in the Agreement for the Creation of the Port of Greater Cincinnati Development Authority (the "Port Authority"), the City of Cincinnati, Ohio and the County of Hamilton, Ohio each determined that a basic responsibility of the Port Authority would be the implementation of The Banks Project ("The Banks"); and

WHEREAS, The Cincinnati Center City Development Corporation (3CDC), an Ohio nonprofit real estate development corporation, is working collaboratively with The Port Authority to maximize the success of The Banks project; and

WHEREAS, this Board has determined that it is necessary for the President to execute the Memorandum of Understanding setting forth such details of the collaborative agreement; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Port of Greater Cincinnati Development Authority:

Section 1. The Port Authority staff are hereby authorized for and in the name of the Port Authority and on its behalf and on behalf of this Board, to execute the Memorandum of Understanding.

Section 2. This Board finds and determines that all formal actions of this Board and any of its committees concerning and relating to the adoption of this Resolution was taken, and that all deliberations of this Board and of any of its committees that resulted in such formal action were held, in meetings open to the public, in compliance with the law.

Section 3. This Resolution shall be in full force and effect upon its adoption.

Adopted: February 26, 2004

Yeas: 12

Nays: 0

Chairperson

Attest: _____
Secretary

MEMORANDUM OF UNDERSTANDING

This **Memorandum of Understanding** is made as of February ____, 2004 by and between the **CINCINNATI CENTER CITY DEVELOPMENT CORPORATION**, an Ohio non-profit real estate development corporation (“3CDC”) and the **PORT OF GREATER CINCINNATI DEVELOPMENT AUTHORITY** (the “Port Authority”), a body corporate and politic organized and existing under Sections 4582.21 through 482.59 of the Ohio Revised Code (the “Act”).

RECITALS

Whereas, the Riverfront Advisors, on behalf of the City of Cincinnati and Hamilton County, developed a vision for the development of the Cincinnati Central Riverfront (the “Banks”) and that vision for the development of the Banks was intended by the City of Cincinnati and Hamilton County in the Agreement that they entered into in December of 2000 (the “Agreement”) creating the Port Authority to be implemented by the Port Authority in accordance with the Central Riverfront Urban Design Master Plan; and

Whereas, pursuant to the direction established by the Economic Development Task Force of the City of Cincinnati (the “EDTF”) in April 2003, and in order to efficiently and effectively implement the vision of the Banks as downtown’s next great neighborhood, the Port Authority and 3CDC seek to establish a structured working relationship under which the Port Authority and 3CDC will work collaboratively to maximize the success of the Banks project by taking full advantage of their respective resources and capabilities; and

Whereas, the Port Authority has been vested with a leadership role by Hamilton County and the City of Cincinnati in the Agreement and has been given significant powers by the Act and by the Agreement to issue revenue bonds, to receive funds from and enter into cooperative agreements with other governmental entities and to finance, own and lease property for authorized purposes prescribed by the Act; and

Whereas, 3CDC is building a center of expertise in the execution of large, complex real estate projects utilizing a substantial professional staff augmented by urban design, financial, legal and other professional resources; and

Whereas, 3CDC has assumed joint responsibility for advising The Cincinnati Equity Fund, LLC, which is a vital source of development capital; and

Whereas, the Board of the Port Authority and the Board of 3CDC have agreed that implementation of the Banks as a world class development can be best accomplished by a structured working relationship between the two organizations. Therefore, it is agreed that:

UNDERSTANDING

Port Authority Role. It is understood that the Port Authority is fully charged by the City of Cincinnati and Hamilton County for the development of the Banks. As such, the Port Authority will be the vehicle for the exercise of necessary public powers described in the recitals and as further set forth in the Act.

It is further understood that the Port Authority and 3CDC will work together to finalize The Banks plans, and the Port Authority will retain the right to review and approve any elements or changes to existing elements of the development program proposed by 3CDC, including but not limited to: developer selection, the character of the public financing required, the nature of the public open space, the phasing of development, design guidelines, and all other matters in order to prudently exercise its authorized governmental purposes and powers under the Agreement and the Act; and

It is also understood that important operating policies of the Port Authority including its Economic Inclusion policy will be followed in letter and in spirit in all matters pertaining to the Banks.

3CDC Role. As part of the combined development process, and in order to successfully develop the Banks in a timely and efficient manner, the parties agree that 3CDC will be assigned the role of "Development Manager". In this role, 3CDC shall serve as a development manager and strategic advisor to the Port Authority in connection with the implementation of the development program for the Banks as it exists and as it may be further refined over time. In this role, and on behalf of the Port Authority, 3CDC will be responsible for: (i) accelerating development of the Banks project by helping to lead intergovernmental communications, strategies, plans and assembling the professional team necessary to develop the Banks project; (ii) working with the Port Authority to accelerate optimal strategies for financing of the project; (iii) helping the Port Authority maximize its effectiveness and role within the project in full collaboration with other governmental entities. Staff of 3CDC and the Port will work together on a regular basis to accomplish these goals with 3CDC reporting to the Board of the Port Authority on at least a quarterly basis.

Statement of Intent. This Memorandum of Understanding is intended to provide a framework for a structured working relationship between the parties. It is anticipated by the parties hereto that a services agreement will be negotiated and executed by the Port Authority and 3CDC pursuant to which 3CDC and the Port Authority will be compensated for development services rendered by each in connection with the roles outlined above for the benefit of private developers and users of the Banks and consistent with marketplace practices. All parties to this Memorandum of Understanding shall act in accordance with the grant of authority provided by the City and the County in the Agreement.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date first written above.

PORT AUTHORITY:

PORT OF GREATER CINCINNATI
DEVELOPMENT AUTHORITY

By:

Its: _____

3CDC:

CINCINNATI CENTER CITY
DEVELOPMENT CORPORATION

By:

Its: _____