THE BANKS
Public Partnership

REQUEST FOR QUALIFICATIONS AND PROPOSALS FOR DEVELOPER RELATED SERVICES

THE REDEVELOPMENT OF OHIO'S SOUTHERN GATEWAY

CINCINNATI, OHIO

ABOUT THE BANKS

PUBLIC PARTIES:	Hamilton County, Ohio, City of Cincinnati, Ohio County-City Joint Banks Steering Committee	
FUNDING PARTNERS:	State of Ohio, Ohio Departments of Transportation and Development, Federal Highway Administration, Federal Transit Administration, Economic Development Administration, OKI Regional Council of Governments	
DEVELOPMENT SITE:	±18.5 Acres of Prime Urban Riverfront Property	
PUBLIC INVESTMENT SINCE 1997:	$1.7 Billion by Hamilton County and City of Cincinnati	
PROJECTED ADDITIONAL PUBLIC INVESTMENT:	±$200 MILLION	
PROJECTED PRIVATE INVESTMENT:	±$800 MILLION - $1 BILLION	
MAJOR PUBLIC IMPROVEMENTS UNDER CONSTRUCTION OR TO BE CONSTRUCTED:	±$100 Million Parking Garage & Intermodal Facility Completion ±$120 Million Smale Riverfront Park	
MIXED-USE DEVELOPMENT:	Residential Square Footage: Retail Square Footage: Office Square Footage: Hotel Square Footage:	1 million – 1.8 million 200,000 – 400,000 500,000 – ±3 million 200,000 – 400,000
DEVELOPMENT TIMELINE:	April 2008 – April 2025	
PROJECTED JOBS CREATED:	More than 5,000	
PROJECTED NEW RESIDENTS:	±3,000	
ECONOMIC INCLUSION GOALS:	The Project has achieved a 36% Small Business Enterprise (SBE) participation for the Public Infrastructure. In addition, combined minority and female workforce participation is approximately 18% for the Public Infrastructure.	
DBE GOAL:	8% Construction; currently tracking at 9.4%.	
PUBLIC PARK GREEN INITIATIVES:	Solar, geothermal heating and cooling along with green roofs and sun-shading of interiors, LEED certified.	

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B 2008 Banks Master Plan, as Recommended by the JBSC, and Approved by the City and County

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D Form A: Request for Qualifications; Form B: Relevant Experience

SUMMARY

Overview

The purpose of this Request for Qualifications and Proposals ("RFQ") is to solicit qualifications and proposals with respect to the area remaining to be developed at The Banks Project, located on Cincinnati's riverfront.

The Joint Banks Steering Committee (the "JBSC"), on behalf of Hamilton County, Ohio (the "County") and the City of Cincinnati, Ohio (the "City") (referred to collectively as the "Public Parties"), is seeking qualifications and proposals from experienced Developers of mixed-use projects for the ongoing redevelopment of The Banks Project.

The response to this RFQ/RFP should include:

- Statement of Qualifications
- Proposal for the near-term development of a ±2.5-acre site *(Lot 24)*

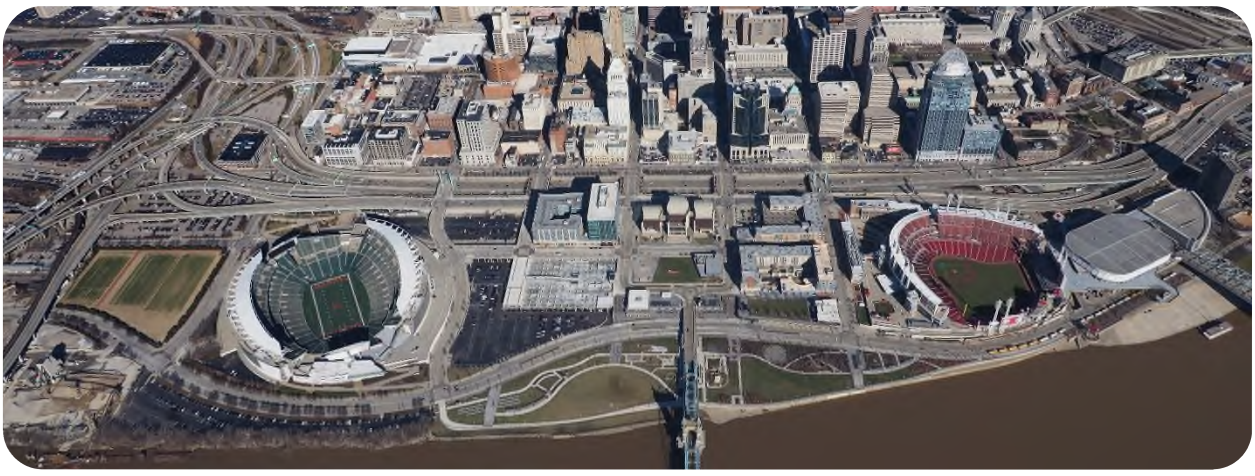
At the option of the Respondent, responses may also include:

- Proposals for any or all of the other remaining Development Lots or Areas within The Banks Project
- Respondent's Preliminary vision for the completion of The Banks Project as Master Developer

Developer Proposals and Statements of Qualifications Due: May 31, 2018
The complete Schedule is as set forth on page 19.

The Public Parties seek to retain a Developer, or development teams, with exceptional experience and capability to continue the transformation of The Banks Project into a thriving, innovative development that offers a unique mix of uses including major league sports, national and regional entertainment venues, academic, cultural, arts, residential, retail and commercial uses.

A potential Developer's demonstrated performance in urban waterfront development, and its stated approach to coordination and collaboration with public entities and community stakeholders in this region are important evaluation criteria for this RFQ/RFP.



ABOUT THE BANKS PROJECT

The Banks Project Overview

The Banks Project, including two professional sports stadia, is a 198-acre destination point and community for people across the region.

The Banks Project spans the width of Cincinnati's Central Business District and extends over more than eight city-size blocks along the Ohio River waterfront. The Banks Project, which is being developed in multiple phases, currently includes two professional sports stadia for the Cincinnati Reds and Bengals, the National Underground Railroad Freedom Center, the Cincinnati Reds Hall of Fame and Museum, a 17,500 seat arena, a 171 room AC Marriott "lifestyle" hotel, GE's US Global Operations Center, an award-winning 45-acre riverfront park, over 592 luxury apartment units, in excess of 8,600 public parking spaces, access to multiple modes of transportation and transit, cultural events, and numerous retail and dining options. In addition, The Banks sites remaining for development are essentially either pad-ready or greenfield sites with zoning, utilities, multi-modal transit and transportation readily accessible for development.

Please see pages 3, 4, and 5 for detailed information on current tenants, demographics, and other contextual information, and the following links:
www.thebankspublicpartnership.com
www.thebankscincy.com

ABOUT THE BANKS PROJECT

CURRENT TENANTS AT THE BANKS

DOWNTOWN CINCINNATI AND THE BANKS BY THE NUMBERS 2018

±6,000,000
RIVERFRONT PATRONS ANNUALLY

435,340
DAYTIME POPULATION

592
RESIDENCES CURRENTLY ON SITE

8,600
PUBLIC PARKING SPACES

14
RETAIL TENANTS

1,500
OFFICE EMPLOYEES

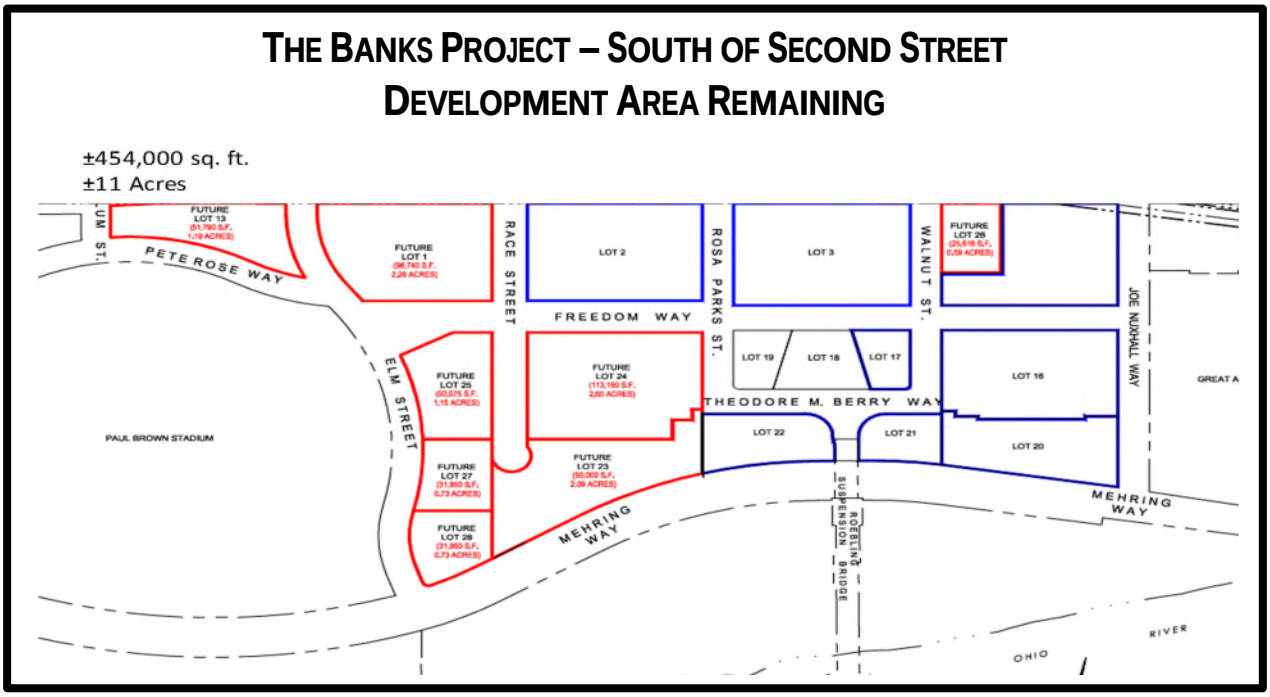
171
HOTEL ROOMS

216
SPORTS & ENTERTAINMENT EVENTS

DEVELOPMENT OPPORTUNITY

The Banks Project Opportunity

The JBSC, on behalf of the City and the County, is seeking Qualifications and Proposals from Developers with respect to the remaining development area depicted below:



Areas Remaining for Development as of Spring 2018

DEVELOPMENT OPPORTUNITY

Set forth below is a description of areas to be developed in accordance with The Banks Master Plan. *Please note, Lots as depicted, may be consolidated and developed contemporaneous with each other*. The total development area within The Banks is approximately 11 acres. Please note that the development areas depicted below within The Banks are zoned by the City of Cincinnati as Planned Development District and are governed by the 2008 Urban Design Master Plan, as amended, which may be accessed at www.thebankspublicpartnership.com

Please also note that certain Development Guidelines set forth in the Lease Agreement between Hamilton County and the Cincinnati Bengals are also applicable to certain of the development areas depicted below.

- Approximately 113,150 square feet area available for potential development.
- Construction is complete on the below-podium support structure and parking facilities.
- Lot 24 infrastructure has been designed to provide structural support for up to 500,000 – 900,000 square feet of mixed-use development.
- Lot 24 is also able to accommodate additional private above-podium parking facilities.

- Approximately 50,075 square feet area available for potential development.
- Development of Lot 25 in connection with the development of Lot 27 is anticipated.
- It is anticipated, although not required, that Lots 25 and 27 would be developed as part of Phase IIIB of The Banks Project contemporaneous or subsequent to construction of the private improvements on Lot 24.

DEVELOPMENT OPPORTUNITY

- Approximately 31,950 square feet area available for potential development
- Potential for development in connection with the development of Lot 25.

- Approximately 31,950 square feet area available for potential development.
- This lot is currently anticipated to be used as greenspace, but the Public parties are open to proposals which include the partial development of Lot 28 or the use of the Lot 28 greenspace in a matter complementary to the development of adjacent lots.

- Approximately 50,000 square feet area available for potential development.
- This lot is currently anticipated to be used as greenspace, and the Public Parties are open to plans that consider the use of portions or elements of Lot 23 greenspace in a matter complementary to the private development of adjacent lots that comprise Phase III of the development.

DEVELOPMENT OPPORTUNITY

- Lot 1: Approximately 98,740 square feet area available for potential development.
- Lot 13: Approximately 51,790 square feet area available for potential development

In addition to the Development Lots, the Public Parties will also welcome proposals which include the half-acre area within the northwest corner of Lot 26 that is "pad ready" for development.

- Lot 26B is "pad ready" with a podium designed for an approximately 12-20 story structure with approximately 25,000 square foot floor plates which will accommodate approximately 500,000 square feet of total development.
- The Site has been retained by the former developer of The Banks and is being marketed as an ideal site for class A office or residential space.

Additional Development Area: Fort Washington Way Opportunity

In addition to the Development Lots described herein, the Public Parties are seeking a funding and financing approach that would provide for construction of decks over Fort Washington Way ("FWW"), and potential development of the resulting four acres. The decks would be constructed above Fort Washington Way (Interstate 71) adjacent to The Banks and the Cincinnati CBD. The Fort Washington Way pedestrian decks (or plazas) will provide a linkage between the Cincinnati Central Business District and The Banks Development Area and will provide additional gathering spaces for public enjoyment and potential commercial development. This investment will provide attractively landscaped plazas or development podiums fully covering Fort Washington Way between Walnut and Race Streets and partially covering the blocks east of Walnut and west of Race.

These decks will encourage easy and safe pedestrian access to the CBD, better connect destinations within the riverfront development, extend appealing green space, and provide an additional amenity to attract private investment by way of development. By enhancing connectivity with the CBD, these new plazas are particularly important to the attractiveness of The Banks. A foundation is currently in place to support four to five stories of development, totaling over approximately 600,000-750,000 square feet of developable area. Incorporation of commercial uses and greenspace would be vital for this connective area. If the Development Team has a vision for this development area, the Public Parties would be interested in reviewing such proposals.

DEVELOPMENT OPPORTUNITY

BANKS DECKS – 160,157 SQUARE FEET OF DEVELOPMENT AREA

Total Development Area Within The Banks and Adjacent FWW Areas

APPROXIMATELY 15 ACRES REMAIN TO BE DEVELOPED IN THE BANKS AREA (INCLUDING THE FT. WASHINGTON WAY DECK AREA) AS DEPICTED ABOVE.

The Banks and Adjacent FWW Area could yield more than 3,000,000 square feet of development.

In addition, all of The Banks sites (excluding the "Banks Decks"), as depicted, are essentially either pad-ready or greenfield sites with zoning, utilities, multi-modal transit and transportation readily accessible for development.

DEVELOPMENT OPPORTUNITY

REMAINING DEVELOPABLE AREA DEPICTED IN RED - ±15 Acres

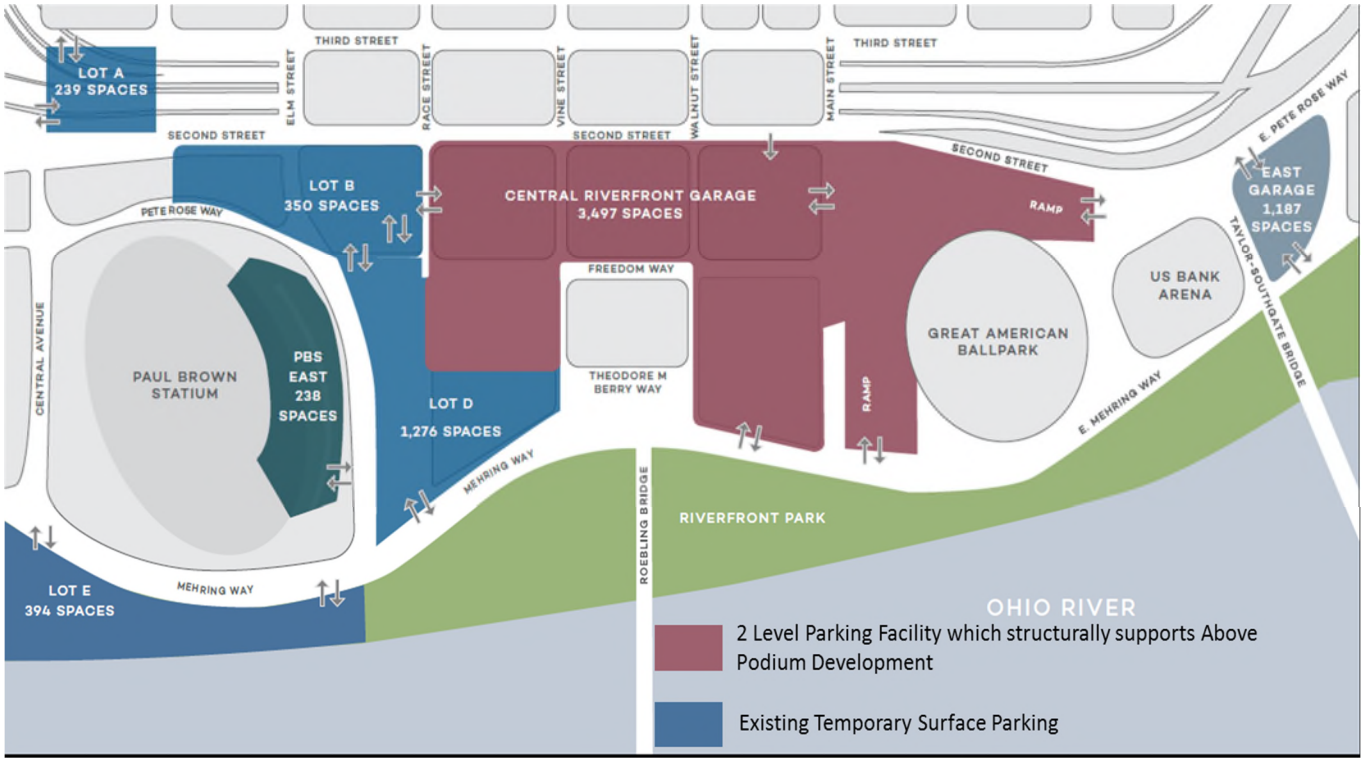
Depicted below is an early rendering of The Banks Project including new development along the Third Street corridor.

Early Rendering of The Banks Development Area and Third Street Development

EXISTING PUBLIC INFRASTRUCTURE IMPROVEMENTS

Public Infrastructure – Parks, Parking and More

Located directly above one of the nation's largest contiguous parking facilities, the Banks Project offers 8,600 parking spaces within and proximate to The Banks Intermodal Transit Facility, which includes access to buses, the streetcar and bicycles. Additional below-podium parking and support structure within The Banks Project parking system will be constructed in anticipation of the development of each future development lot. The Banks Parking Facility provides not only safe, convenient parking, but also structural support, lifting the entire 18-acre riverfront site out of the flood plain.



As a result of an investment in excess of $1.7 billion in stadia, park and public infrastructure improvements to date, the Public Parties have constructed Paul Brown Stadium, Great American Ball Park, The Banks Intermodal Transit Facility, Smale Riverfront Park, a new street grid within The Banks Project and the Riverfront Transit Center, and reconstructed and relocated Fort Washington Way. The City and the County have also jointly funded public infrastructure for the balance of the necessary street and utility infrastructure, which funding derives primarily from federal and state grants, local revenue and tax increment capture from the private development in The Banks. Public and private funding have created 45 acres of greenspace, proximately located to Sawyer Point Park, Yeatman's Cove, as well as Theodore M. Berry International Friendship Park - all of which includes walking and biking trails along the riverfront.

EXISTING PUBLIC INFRASTRUCTURE IMPROVEMENTS

The Banks mixed use development project utilizes the multi-level Intermodal Transit and Garage Facility and Development Podium, spanning eight city blocks, as Cincinnati's transportation/transit hub, linking people traveling by automobile to bus service, park-n-ride, carpool, vanpool, rideshare service and other transportation alternatives. The Banks Facility leverages public transportation improvements to stimulate substantial private investment by providing a podium structure above. The Banks mixed-use development contains residential, office, hotel and retail space on 18 acres on the riverfront adjacent to the Central Business District. The Banks Project has created a neighborhood on the Cincinnati riverfront that utilizes The Banks Facility as its foundation.

The Banks Facility is designed to integrate with the Central Riverfront Street grid network, as well as Greater Cincinnati's transit network. A well-lit and attractive east-west walkway within each level of The Banks Facility helps orient pedestrians and provide access to several elevator cores and stairs.

Parking is a critical feature in completing The Banks Project. It is also a major asset in retaining current commercial tenants and new commercial clients and attracting shoppers to downtown Cincinnati and the riverfront.

Depiction of Completed Banks Parking Facility with Over ±9,300 Riverfront Accessible Parking Spaces

DEVELOPMENT TEAM

The Developer

The Public Parties' goal is to work with a well-financed development partner or partners with experience and a proven record of developing not just single parcels but creating value in connection with development of an entire mixed-use district. The JBSC, the City and the County intend to utilize a public/private partnership framework that allows that partnership to implement a plan for continued development of The Banks, with a strong emphasis upon commercial uses as a walkable and thriving neighborhood.

Obligations of The Developer

Among the Agreements to be executed by a Developer or Developers will be a Development Agreement (an "Agreement") with respect to the designated Development Lots. Such Agreement will describe specifically the development to be constructed on Lot 24 and the development to be constructed each remaining Development Lots or areas, if applicable, and will contain safeguards, such as rights of reverter, ensuring that the Public Parties' expectations as to any proposed project are fully met and that the project is constructed substantially as proposed. The Agreement will define development rights, if any, with respect to a lot for which a development plan has not been proposed and accepted by the Public Parties, as well as other conditions precedent as determined by the Public Parties. Any Agreement will be subject to the approval and execution by the Public Parties.

Pursuant to Redevelopment Agreements between the City and the County, necessary property rights to the Development Lots will be conveyed to the Developer on a fee or lease basis, as determined necessary for development. Any such conveyance or lease shall be subject to conditions precedent and subsequent to protect the interests of the public in the Development Lots.

The Developer or Developers will work with appropriate Public Party departments and the JBSC to develop a site design plan, a phasing plan and schedule, and detailed financial plan that will help to realize the needs of the developer while meeting the project goals, and also present a plan for maintenance and operation, leasing, community relations and stakeholder engagement.

The JBSC and/or Public Parties staff will work with the Developer and/or Developers to ensure that the entire project is reviewed and approved in a manner consistent with the standards identified by the Public Parties, the City Urban Design Review Board and the City's Zoning Code.

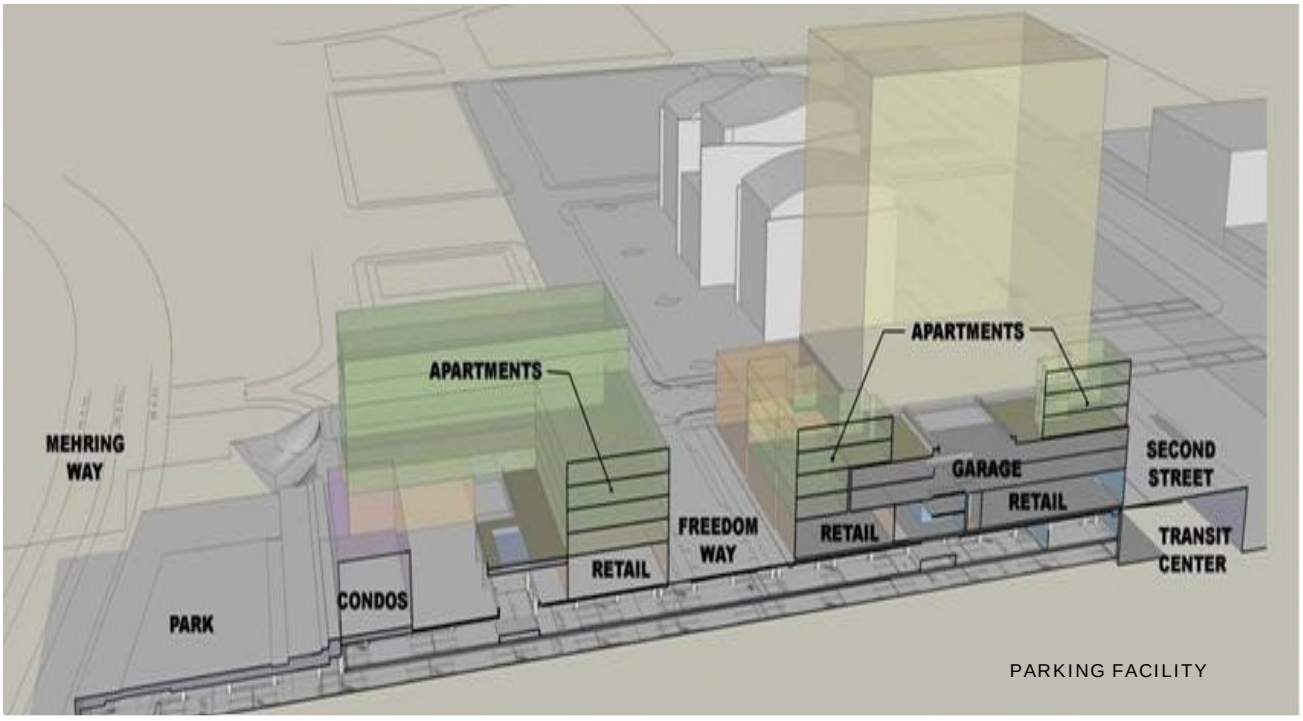
DEVELOPMENT TEAM

The Developer or Developers' designs shall be in compliance with the Urban Design Master Plan governing The Banks, as adopted by the Public Parties in 2008, as amended, the "General Declaration", any applicable "Specific Declaration", and the Development Guidelines set forth in the Lease Agreement between the County and the Bengals, as amended.

The 2008 Urban Master Plan is available at: http://thebankspublicpartnership.com

The selected Developer or Developers will be responsible for all development activities, including formulating a development program, preparing all architectural and engineering plans, undertaking any necessary private infrastructure improvements and completing vertical improvements.

Each Development Lot will remain subject to an existing General Declaration applicable to all real property within the entire Banks Project and the terms of which are available upon request. In addition to the zoning requirements, the Lease between Hamilton County and the Cincinnati Bengals sets forth certain Development Guidelines which are applicable to certain of the Development Lots referenced herein. The General Declaration includes parameters within which private improvements may be constructed and operated within the Project. In part because the Development Lots are located directly above and adjacent to the County-owned Banks Parking Facility, each Development Lot will be subject to a Specific Declaration, describing the rights and obligations of the applicable parties with respect to necessary parking and other easements, use of the Development Lot, and potentially other adjacent Development Lots.



Cross-Section Depicting Typical Banks Public/Private Development Elements

Project Goals

The JBSC, County and City seek to build upon the momentum created by The Banks Project by engaging an experienced Developer or Developers, to help achieve the following goals:

- Establish and implement a comprehensive development plan for Lot 24;
- Develop a comprehensive development plan or plans for the remaining Development Lots and the supporting public improvements;
- Continue to enhance economic vitality and quality of life within The Banks Project and Cincinnati's Central Business District generally;
- Perform all development pursuant to the implementation of The Banks Joint Policy for Small Business Enterprise, Economic Inclusion And Workforce Development and Responsible Bidder Policy.
- Strengthen the local tax base; and
- Enhance the development greenspace and implement a plan for activation and community programming.

The JBSC and the Public Parties expect that the Developer candidates' responses to this RFQ/RFP include proposed timelines for completing the portions of development of The Banks Project for which proposals are submitted, including (i) a proposed development timeline for the private improvements to be constructed within Lot 24, (ii) and as and if applicable, a proposed development timeline for development of the remaining lots within The Banks Project. As set forth herein, the lots as configured on pages 5-8, may be modified or consolidated. The Public Parties are cognizant of the complexities associated with incorporating unknown variables into such proposed timelines but appreciate any information that may assist the Public Parties in planning for their own responsibilities in connection with The Banks Project.

The Banks - Residential and Retail: Cincinnati Reds Opening Day Crowd

PROCESS AND SELECTION SCHEDULE

Specificity is expected with respect to the proposed timeline for the development of Lot 24. Such proposed timeline should include design, obtaining of acceptable debt and equity financing, commencement and completion of construction.

Process

Potential Developers for The Banks are asked to submit a detailed response to this RFQ/RFP outlining their proposal for development of Lot 24 and their proposed development approach for the remaining development lots, along with specific information on their experience in developing urban mixed-use projects and the expected components of their development team.

It is anticipated that upon receiving the RFQ/RFP responses, the City and County Banks Project Teams will review the submissions and the JBSC will determine a set of finalists for further review and an in-depth interview based upon the extent to which those submissions meet the standards and qualifications contained in the Qualifications Evaluation Criteria.

At the conclusion of that process, the JBSC will recommend one or more of the finalists as the Developer to the City and County. Over the longer term, it is expected that the JBSC, City and County will provide input toward strategic planning decisions and development for The Banks. The Developer or Developers will also be expected to work with local businesses and property owners to encourage their ongoing participation in shaping the future of The Banks.

The JBSC, City and County will also weigh any potential Developer's ability and willingness to provide broader public benefits beyond improvements that serve only the Development Lots. Contributions may include, by way of example only, a commitment to assist in the development of community facilities within the Project, infrastructure and transportation improvements serving the development, programming at The Banks and enhancement and maintenance of public areas within and/or adjacent to the development areas. A specific definition of potentially appropriate improvements which would benefit both the development and the public at large will be clarified prior to execution of any agreements with the Developer or Developers.

PROCESS AND SELECTION SCHEDULE

Initial Review

JBSC and members of The Banks City/County Project Team will conduct an initial review of all submittals received for completeness. Incomplete submittals will be rejected and the submitting Development Teams will be eliminated from further consideration.

Evaluation

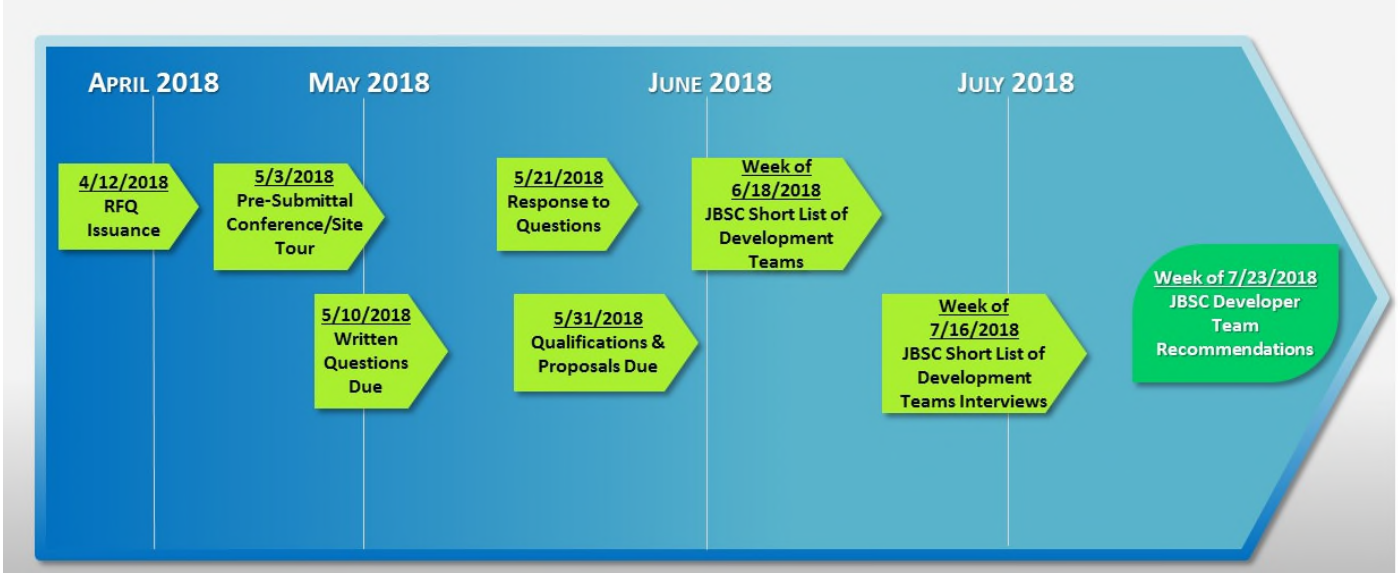
JBSC will evaluate complete submittals and select the highest ranked Development Teams to interview. The JBSC reserves the right to request additional information from Development Teams and may elect to visit Development Teams' completed projects.

Selection of Development Team

Following the interviews, JBSC will recommend to the Public Parties the Development Team or Teams that (1) best meet the needs as set forth in this RFQ/RFP, (2) are best qualified, and (3) are best able to complete the various elements of The Banks Project in a manner that meets the development objectives outlined herein. The selected Developer or Developer Teams will be expected to enter into an LOI for the purpose of entering into an Agreement or Agreements with respect to The Banks Project.

RFQ/RFP Process Schedule

The key dates for this development opportunity are as outlined herein. The Public Parties may revise these dates as it deems necessary or appropriate.



PROCESS AND SELECTION SCHEDULE

Issuance of RFQ: ..... April 12, 2018

Pre-Submittal Conference and Site Tour .....May 3, 2018

Great American Ball Park, Riverfront Club
100 Main Street
Cincinnati, OH 45202

Written Questions Due.....May 10, 2018

Responses to Written Questions.....May 21, 2018

Developer Statements of Qualifications and Proposals Due .....May 31, 2018

JBSC Short list of Development Teams .....Week of June 18, 2018

JBSC Short list of Development Teams Interviews .....Week of July 16, 2018

JBSC Recommendation of Development Team or Teams.....Week of July 23, 2018

Terms and Conditions

Discretion and Authority of the Public Parties:

Reserves the right to reject any and all respondents at any time, to waive minor irregularities, and to terminate any negotiations implied in this RFQ/RFP or initiated subsequent to it.

Reserves the right to request clarification of information submitted, and to request additional information from any Respondent.

Reserves the right to revise this RFQ/RFP and the RFQ/RFP evaluation process. Note: Such revisions will be announced in writing to all RFQ/RFP respondents depending upon the timing of the change.

Reserves the right to award to the next most qualified respondent, if the successful respondent does not execute within a specified deadline an LOI after selection.

PROCESS AND SELECTION SCHEDULE

Determine from the information submitted in the responses, the most qualified developer or development team to meet the stated duties as evaluated under the criteria set forth herein.

The issuance of the RFQ/RFP and the receipt and evaluation of submissions do not obligate the Public Parties to select a developer and/or enter into any agreement.

Any submission does not constitute business terms under any eventual agreement.

The Public Parties will not pay costs incurred in responding to this RFQ/RFP.

The Public Parties may cancel this process without liability at any time prior to the execution of any agreement.

The Public Parties may award a contract for developer services for each of the remaining lots to separate developers, depending on the proposals submitted and the qualifications of developer.

Firms responding to this RFQ/RFP shall disclose all existing client relationships which may impact the Public Parties and/or the JBSC's selection of a firm to represent it and/or any pending or existing litigation against the Public Parties. The Public Parties shall be the sole decision-maker about whether a conflict exists between its interests and those of the firm's other clients.

All responses will become the property of the Public Parties and will not be returned. Information of a confidential nature will be kept confidential during and after the selection process as permitted by law when respondents properly identify such information.

The Public Parties are equal opportunity employers and will select Developers without regard to age, handicap, religion, creed or belief, political affiliation, race, color, sex, or national origin.

PROCESS AND SELECTION SCHEDULE

QUESTIONS

Questions regarding this RFQ/RFP process must be directed in writing (e-mail or mail) to the below contact. The responses to all questions will be in writing. If questions are deemed substantive to the submittal and evaluation process, a list of questions and responses to all registered respondents will be distributed through an RFQ/RFP Addendum(s).

The deadline for submitting questions shall be May 10, 2018 at 5 p.m.

Contact

Questions and Inquiries regarding all aspects of this RFQ/RFP should be directed to:

Melissa E. Wideman
312 Elm Street, Suite 2600
Cincinnati, Ohio 45202
513-651-0206
mew@rhcholdings.com

EVALUATION CRITERIA

Development Teams will be evaluated based on their relevant experience, expertise, management team and structure, funding, financial resources and development vision.

Relevant Experience

Experience of the team serving a primary role in completing high-quality, mixed-use developments. Proven experience working with urban and waterfront projects are additional factors for consideration. Experience working closely with both public and private entities are additional considerations.

Management Team and Structure

Experienced and professional senior-level management team dedicated to contributing to the overall success of The Banks Project throughout its life, from design through completion. *References will be checked to evaluate the consistency, professionalism and responsiveness of teams*.

Financial Resources

Provide evidence of financial resources necessary to contribute to the planning and development of the remainder of The Banks Project, demonstration of a history of maintaining equity/cash positions throughout the lives of similar projects. Specific criteria evaluated include:

- Developed and completed projects similar in scale, complexity and nature;
- Demonstrated funding/financing capability;
- Positive support from lenders and joint venture partners;
- Public/Private Partnership experience and performance;
- Financing structures utilized for development and comparable projects; and
- Financing difficulties.

Development Vision

Development vision that reflects an understanding of and commitment to the objectives, standards, and land use parameters for The Banks Project and best demonstrates an understanding of the vision of the City/County. Ability to integrate the design, structure and programming of each of the Development Lots into the overall plan of The Banks, with the input of the JBSC, County, City and Urban Design Review Board.

The Banks Development @ Freedom and Joe Nuxhall Way

Describe the Development Team's vision to create a unique, high-quality project that reflects the Public Parties' development objectives. Architectural renderings of the vision are not required but may be helpful in the evaluation of proposals and/or the remaining Development Lots.

Economic Inclusion Implementation Plan/Responsible Bidder Requirements

Experience in complying with economic inclusion plans on past projects and implementation plan for The Banks Project. Developer shall submit a plan for compliance with the Public Parties' Joint Policy as described below, as well as the Responsible Bidder Requirements attached as Appendix A.

Reflecting the commitment of the JBSC, the City and the County to equal opportunity in public and private contracting, the selected Developer will be required to demonstrate its efforts to make significant contracting opportunities available to small businesses in connection with the ownership, financing, construction, management, operations, and employment after project completion.

EVALUATION CRITERIA

The Banks Joint City-County Policy for Small Business Enterprise, Economic Inclusion And Workforce Development and the Responsible Bidder Requirements ("The Banks Joint Policy") enacted by both the City and the County in 2008, promotes business opportunity for small business enterprises, including minority owned and women-owned firms, in the areas of contracting and business ownership by using strategies such as outreach, marketing and oversight.

The Banks Joint Policy also supports and encourages the participation of small business enterprises, including minorities and women, in the retail, hospitality and entertainment components of The Banks. This will be accomplished through active recruitment, facilitation of relationships and aggressive information sharing.

For the federally-funded portions of the development, the City and the County have established a Disadvantaged Business Enterprise ("DBE") program that is intended to ensure non-discrimination, to level the playing field and to help remove barriers for disadvantaged businesses. Specific DBE goals will be established by the Ohio Department of Transportation.

For all other portions of the development, the goal for The Banks Project is that small business enterprises will receive annually percentages of contracts and awards that will represent at least:

- 30 percent for construction
- 15 percent for commodities and general services
- 10 percent for professional services

EVALUATION CRITERIA

The Banks Joint Policy will also seek to facilitate the creation of jobs for unemployed and underemployed individuals. The policy requires that contractors use their good faith efforts to increase the utilization of minorities and women in the skilled construction trades and demonstrate their good faith efforts to achieve The Banks workforce participation goals of 11 percent minority and 6.9 percent women participation in each trade with a combined goal of 22 percent. The City, the County and an independent third-party project consultant will work in conjunction with various community-based workforce development programs to facilitate reaching such goals.

To facilitate the implementation and administration of The Banks Inclusion Policy, the Developer is required to engage an independent inclusion outreach consultant. This consultant will be responsible for conducting extensive outreach programs, tracking, monitoring and preparing monthly participation reports on inclusion goals, as well as implement and administer The Banks Joint Policy. The Developer will be responsible for the fees and costs charged by such consultant for such services.

Please see Appendix A for a complete copy of The Banks Joint City-County Policy for Small Business Enterprise, Economic Inclusion and Workforce Development and The Responsible Bidder Requirements.

General Response Package Requirements

Development Teams must submit complete packages including the following in the order indicated to be considered:

• Summary Statement

Include a summary statement highlighting the Development Team's respective key qualifications and experience.

Clearly identify the proposed Development Team members and their respective roles and the individual team members to be dedicated to The Banks Project. Identify the principal point of contact/project manager who will be authorized to make representations on behalf of the Development Team.

• Members of Developer Team

Identify the Developer entity, each member of the Developer entity, each member's percentage of ownership of the Developer entity, each member's respective roles and responsibilities, mission statements, and the individual who represents each member. Indicate the managing member of the Developer, the financial partner, etc. Provide an organizational chart that illustrates the members of the Developer entity.

• Development Team Resumes and Relevant Projects

Given the unique nature of The Banks project and its utmost importance to the region, it is essential to fully understand the experience and capabilities of all key members of the proposed development team. Resumes of all key project team members to be involved in the project are required and should include: education and professional qualifications, relevant experience, and details regarding the specific role proposed for the project.

• Development/Operations Philosophy

Describe the Developer's approach to developing and operating projects and how the Developer's approach translates into successful developments.

• On Site Project Manager

Identify the person who will represent the Development Team in meetings with the Public Parties,

Shareholders and the community, and provide description of position within the Development Team.

• Consulting Members of Development Team

Identify professional consultants collaborating with the Development Team including architects, land use planners, engineers, traffic consultants, etc.

In addition, please provide any relevant background data on all participating firms and entities, potentially including the disciplines below and others considered appropriate, who will play a role in the project:

- Architect/Urban Designer-Planner
- Civil Engineer
- Construction Manager/Contractor
- Cost Estimator
- Developer
- Equity Partners
- Landscape Architect
- Lender(s)
- Marketing Specialist/Broker

• Developer Relevant Projects

Provide a description of projects that highlight the Developer's experience serving in a developer role in comparable or analogous mixed-use commercial developments. Relevant Projects must be described using the form attached hereto as Form B. It is recommended that selected projects include visuals to best communicate the project vision. Please list references familiar with Developer's work.

• Funding/Financial Qualifications

Provide clear evidence of financial resources to plan, acquire and develop the property in accordance with the development vision, including:

- Members of the Developer Team who are responsible for securing funding/financing for the project;
- Copies of audited financial statements of responsible entities for the three (3) most recent calendar or fiscal years. Financial statements should include balance sheet, unencumbered liquid assets, income statement, and accompanying notes;
- Anticipated amount of debt and equity needed and to be secured by the Developer for completion of the project;
- Required rate of return, if any, for this development. Describe the requirement(s) if applicable.

SUBMISSION REQUIREMENTS

The JBSC and the Public Parties recognize the sensitive nature of the financial information requested in this RFQ. Such information may, therefore, be submitted under separate cover and labeled "Confidential." This information will be used solely for purposes of evaluation and will be kept confidential to the fullest extent allowed by law.

- ## Financial History

Indicate whether any member of the Developer (Development Team) or any partnership, joint venture, and/or LLC in which any member of the Developer (Development Team) was a member has ever declared bankruptcy or participated in a restructuring of debt commitments of a distressed property. If applicable, describe the project(s) and circumstance(s).

- ## Litigation

Describe all judgments and pending litigation against the Developer and members of the Development Team.

Proposals and Qualifications Due

In order to be considered for selection, prospective developers should submit a complete response to the RFQ/RFP. Each respondent must initially submit Fifteen (15) bound copies, one (1) unbound copy, and one (1) USB drive containing the proposal of each response to this RFQ. Additional copies may be required from the finalists. The prospective Developer shall make no other distribution of the responses.

Copies shall be submitted and must be received by 12 NOON Eastern Time on May 31, 2018 at the following address:

SUBMISSION REQUIREMENTS

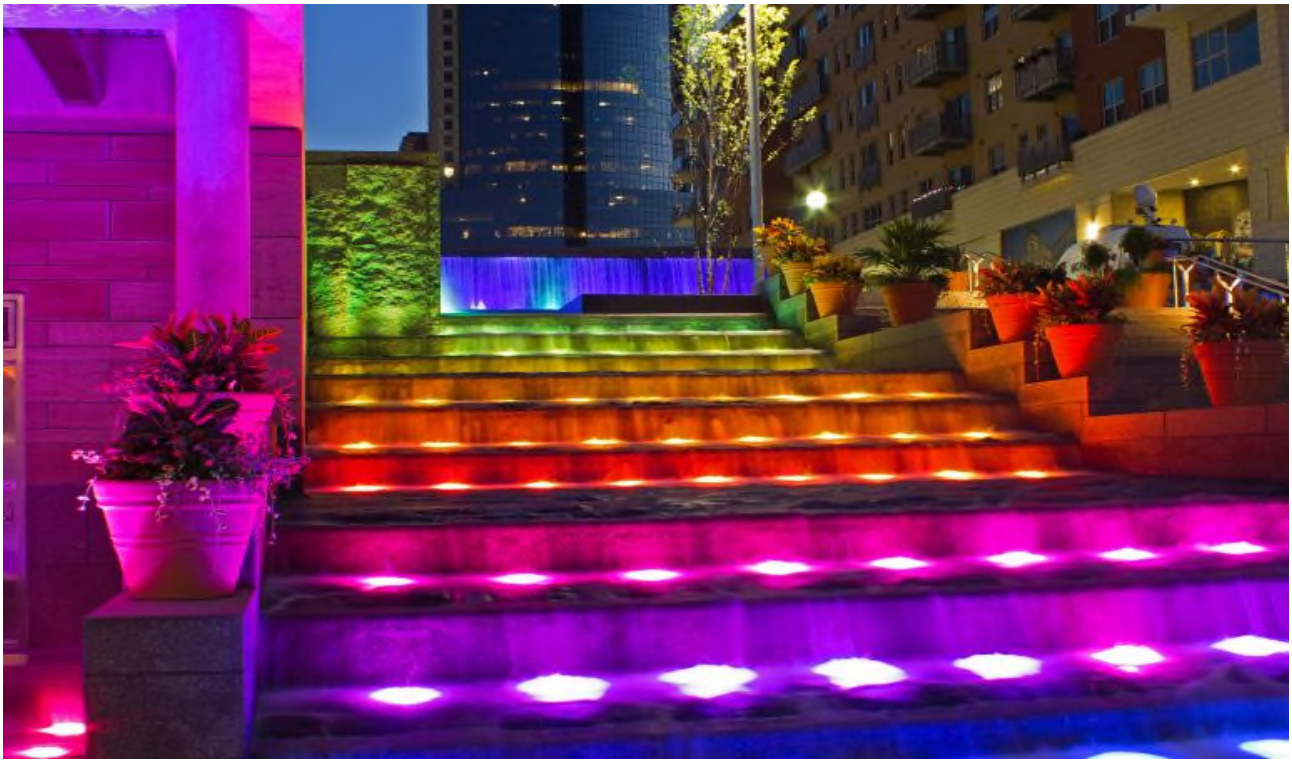
Melissa E. Wideman
312 Elm Street, Suite 2600
Cincinnati, Ohio 45202
513-651-0206

mew@rhcholdings.com

It is the responsibility solely of the respondent to see that its qualifications are received by the date and time stated in this RFQ. No oral submittals will be considered. Materials in response to the RFQ/RFP may not be submitted via facsimile or e-mail. Responses may be sent by mail or hand delivered; however, if sent by mail, the responsibility of their timely delivery is wholly upon the respondent. Late proposal responses are not accepted.

• General Response

The name of the Developer and title of the project must appear on the outside front cover of each binder. Each page of the response must be numbered consecutively from the beginning of the response through all appended material. The JBSC reserves the right to reject any unsolicited modifications or additions received between the submission date and selection of the finalists.



SITE TOUR AND PRE-SUBMISSION CONFERENCE

The JBSC, in conjunction with the City/County Banks Project Team, will schedule site inspection tours and host a pre-submission conference prior to the RFQ/RFP submission. The site inspection tours and pre-submission conference are strictly optional.

May 3, 2018 at 10:00 a.m. (Eastern Standard Time)
Great American Ball Park, Riverfront Club
100 Main Street
Cincinnati, OH 45202

The pre-submission conference will provide prospective respondents with the opportunity to ask questions or receive clarification from the JBSC and Public Party representatives of any requirements of the Request for Qualifications.

If you plan to attend the pre-submission conference, or would like to submit any questions, please contact:

Melissa E. Wideman
312 Elm Street, Suite 2600
Cincinnati, Ohio 45202
513-651-0206
mew@rhcholdings.com

RETAILER, SUPPLIER AND OTHER INTERESTED PARTIES

Recognizing that some parties may not be interested in developing all development lots located at The Banks, the Public Parties are compiling a list of entities interested in portions of the project. Whether you are a retailer interested in opening a store on the riverfront, a business interested in opening an office or service, or a small business interested in participating in the design, construction, or operation of The Banks, we want to hear from you.

While submitting your interest does not mean the Public Parties endorse your business, product or service, you will be on a list available to lead developers interested in The Banks. Please complete the attached Form A and **return it by 12 noon Eastern time, May 31, 2018 at the address noted herein.**

APPENDIX A

THE BANKS JOINT CITY-COUNTY POLICY FOR SMALL BUSINESS ENTERPRISE, ECONOMIC INCLUSION AND WORKFORCE DEVELOPMENT

AND

RESPONSIBLE BIDDER REQUIREMENTS

See: http://thebankspublicpartnership.com/

JOINT POLICY FOR SMALL BUSINESS ENTERPRISE, ECONOMIC INCLUSION AND WORKFORCE DEVELOPMENT FOR THE BANKS PROJECT

1. Banks Project Economic Inclusion Policy

1.1 Purpose. The Banks project is a joint property development project of Hamilton County, Ohio (the "County"), the City of Cincinnati, Ohio (the "City") and a master developer, Riverbanks Renaissance, LLC (the "Developer"). The Mayor of the City, Cincinnati City Council (the "Council") and the Commissioners of Hamilton County, Ohio (the "Commissioners") have established this Joint Policy for Small Business Enterprise, Economic Inclusion and Workforce Development (this "Banks Inclusion Policy") for the Banks development project (the "Banks Project") for the purpose of promoting equal business opportunity for small and disadvantaged businesses, including minority-owned and women-owned firms, and to ensure that such businesses receive or participate directly or indirectly in contracts and procurements related to the Banks Project awarded by the County and/or the City. Further, this Banks Inclusion Policy has been adopted to support and encourage the participation of small businesses and disadvantaged businesses, including, but not limited to, those owned by minorities and women, in the retail, hospitality and entertainment components of the Banks Project through active recruitment, facilitation of relationships and aggressive information-sharing. This Banks Inclusion Policy also has been established for the purposes of ensuring non-discrimination in the award and administration of such contracts and procurements and to promote the economic inclusion of qualified workers in the local region through employment opportunities related to the Banks Project.

2. Non-Discrimination Policy

2.1 Contracts and Procurements. The County and the City each is an equal business opportunity government which provides, and will continue to provide, equal access to contracting and procurement opportunities for all businesses. It is the policy of the County and the City that no contracts should be awarded, and no procurement decisions should be made, by or on behalf of the County and/or the City as the result of unlawful discrimination based upon race, color, religion, sex, sexual orientation, national origin, ancestry, disability, veteran status, age, political belief or place of birth.

2.2 Employment. The County and the City each has a long-standing commitment to ensuring non-discrimination and equal opportunity in employment. Under federal and state laws, the County and the City are obligated to avoid unlawful discrimination, to ensure that their respective contractors and suppliers avoid unlawful discrimination, and to ensure that contractors, subcontractors and suppliers for the Banks Project are selected by the County, the City and their respective contractors and suppliers without engaging in unlawful discrimination. Prior to being awarded a contract or procurement with the County or the City, each Contractor shall be required to certify in writing to the County or the City, as the case may be, that (a) the Contractor will comply with all of the requirements of this non-discrimination policy (the "Non-discrimination Policy") and (b) the Contractor, directly or indirectly, (i) has not engaged, is not

engaged and will not engage in any kind of unlawful discrimination involving race, color, religion, sex, sexual orientation, national origin, ancestry, disability, veteran status, age, political belief or place of birth, whether or not such unlawful discrimination is related to a contract or procurement activity involving the Banks Project, and (ii) will not, for any purpose related to the Contractor's engagement with respect to the Banks Project, employ or contract with any person or business which the Contractor knows or has reason to know has engaged, is engaged, or will engage in such unlawful discrimination, whether or not such unlawful discrimination is related to a contract or procurement activity or involving the Banks Project. As used herein, "**Contractor**" means any bidder, contractor, subcontractor, professional service provider, supplier, vendor or other person doing business with or soliciting business from the County and/or the City relating to the Banks Project, unless the context otherwise requires.

3. DBE Policy Statement and Objectives [49 CFR Part 26.23]

3.1 Policy and Objectives. The County and the City have received, or may receive, federal financial assistance from the U. S. Department of Transportation (the "DOT") to finance a portion of the Banks Project and, as a condition to receiving such assistance, must comply with DOT regulations under 49 CFR Part 26, "***Participation by Disadvantaged Business Enterprises in Department of Transportation Financial Assistance Programs***". In order to comply with DOT requirements and to give effect to this Banks Inclusion Policy, the County and the City have adopted this Disadvantaged Business Enterprise (as defined below) policy ("DBE Policy") and have established a Disadvantaged Business Enterprise program for DOT-assisted contracts related to the Banks Project (the "DBE Program") in accordance with applicable DOT regulations. It is the policy of the County and the City to ensure that DBEs as defined in 49 CFR Part 26 have an equal opportunity to receive and participate in DOT-assisted contracts ("DBE Policy"). It also is the policy and objectives of the County and the City:

(a) To ensure non-discrimination in the award and administration of DOT-assisted contracts;

(b) To create a level playing field on which DBEs can compete fairly for DOT-assisted contracts;

(c) To ensure that only firms that fully meet eligibility standards set forth in 49 CFR Part 26 are permitted to participate as DBEs in the DBE Program;

(d) To ensure that the DBE Program is narrowly tailored in accordance with applicable law;

(e) To help remove barriers to the participation of DBEs in DOT-assisted contracts; and

(f) To assist with the development of firms that can compete successfully in the marketplace outside of the DBE Program.

3.2 Liaison Officer. The Director of Hamilton County Small Business Development has been designated as the DBE liaison officer for the DBE Program (the "DBE Liaison Officer"). In that capacity, he/she is responsible for implementing all aspects of the DBE Program and ensuring that the County and the City comply with all provisions of 49 CFR Part 26 in connection with the award and performance of DOT-assisted contracts related to the Banks Project. Implementation of the DBE Program shall be accorded the same priority as compliance with all other legal obligations incurred by the County and the City in their financial assistance agreements with the DOT. The DBE Liaison Officer shall have direct and independent access to the Commissioners, the County Administrator of Hamilton County (the "County Administrator"), the Mayor of Cincinnati (the "Mayor") and the Council with respect to matters concerning the DBE Program. [49 CFR Part 26.25]

3.3 Dissemination of Policy. The County has disseminated or will disseminate this DBE Policy statement to the Commissioners and all departments and divisions of the County. The City has disseminated or will disseminate this DBE Policy statement to the Mayor and all departments and divisions of the City. This DBE Policy statement also shall be distributed to DBEs and non-DBE business communities that currently perform, or have performed, work for the County or the City on DOT-assisted contracts by publishing this statement in general circulation, minority-focused and trade association publications, by electronic or regular mail to local disadvantaged business development organizations and by posting a copy of this DBE Policy statement on the County's website and the City's website. [49 CFR Part 26.23]

3.4 No Quotas or Set-Asides. Neither the County nor the City will use quotas or will set aside contracts for DBEs on DOT-assisted contracts or in any way in the administration of the DBE Program, except as permitted under DOT regulations to address egregious instances of unlawful discrimination. [49 CFR Part 26.43]

3.5 Expiration. The County and the City shall continue to carry out the DBE Program until all funds from DOT financial assistance for the Banks Project have been expended. [49 CFR Part 26.21(c)]

4. DBE Program Requirements

4.1 Definitions. [49 CFR Part 26.5]

4.1.1 "**Disadvantaged Business Enterprise**" or "**DBE**" means a for-profit small business concern that is at least 51% owned by one or more individuals who are both socially and economically disadvantaged or, in the case of a corporation, in which 51% of the stock is owned by one or more such individuals; and whose management and daily business operations are controlled by one or more socially and economically disadvantaged individuals who own it. To be eligible for DBE certification under the DBE Program, (i) a firm (including its affiliates) must be an existing small business, as defined by the U. S. Small Business Administration ("SBA") standards, and must not have average annual gross receipts as defined by SBA regulations over the firm's previous three fiscal years in excess of $20.41 million (subject to adjustment from time to time for inflation); [49 CFR Part 26.65]

4.1.2 "**DOT-Assisted Contract**" means any contract between the County and/or the City and a contractor (at any tier), funded in whole or in part with DOT financial assistance, including letters of credit or loan guarantees, except a contract solely for the purchase of land;

4.1.3 **"Socially and economically disadvantaged individual**" means any individual who is a citizen (or lawfully admitted permanent resident) of the United States and who is:

(a) An individual who the County or the City finds to be a socially and economically disadvantaged individual on a case-by-case basis;

(b) An individual in one or more of the following groups, members of which are *rebuttably presumed* to be socially and economically disadvantaged:

(i) "Black Americans," which includes persons having origins in any of the Black racial groups of Africa;

(ii) "Hispanic Americans," which includes persons of Mexican, Puerto Rican, Cuban, Dominican, Central or South American, or other Spanish or Portuguese culture or origin, regardless of race;

(iii) "Native Americans," which includes persons who are American Indians, Eskimos, Aleuts, or Native Hawaiians;

(iv) "Asian-Pacific Americans," which includes persons whose origins are from Japan, China, Taiwan, Korea, Burma (Myanmar), Vietnam, Laos, Cambodia (Kampuchea), Thailand, Malaysia, Indonesia, the Philippines, Brunei, Samoa, Guam, the U.S. Trust Territories of the Pacific Islands (Republic of Palau), the Commonwealth of the Northern Marianas Islands, Macao, Fiji, Tonga, Kirbati, Juvalu, Nauru, Federated States of Micronesia, or Hong Kong;

(v) "Subcontinent Asian Americans," which includes persons whose origins are from India, Pakistan, Bangladesh, Bhutan, the Maldives Islands, Nepal or Sri Lanka;

(vi) Women; and

(vii) Any additional groups whose members are designated as socially and economically disadvantaged by the SBA, at such time as the SBA designation becomes effective.

An individual whose personal net worth exceeds $750,000 (excluding the individual's ownership interest in the firm applying for DBE certification, the individual's equity in his or her primary residence and any contingent liabilities) is deemed not to be economically disadvantaged. [49 CFR Part 26.67(d)]

All terms used in this DBE Policy statement which otherwise are not defined in this statement shall have the respective meanings assigned to them, if any, in 49 CFR Part 26.

4.2 Non-Discrimination. [49 CFR Part 26.7] Neither the County nor the City will exclude any person from participation in, deny any person the benefits of, or otherwise discriminate against anyone in connection with the award and performance of any contract covered by 49 CFR Part 26 on the basis of race, color, sex, or national origin. In administering the DBE Program, neither the County nor the City will, directly or through contractual or other arrangements, use criteria or methods of administration that have the effect of defeating or substantially impairing accomplishment of the objectives of the DBE Program with respect to individuals of a particular race, color, sex or national origin.

4.3 DBE Financial Institutions. [49 CFR Part 26.27] The County and the City will investigate thoroughly the full extent of services offered by financial institutions owned and controlled by socially and economically disadvantaged individuals in the County, if any, and shall make reasonable efforts to use these institutions and to encourage prime contractors for DOT-assisted contracts related to the Banks Project to use such institutions. Any information on the availability of such institutions shall be maintained by the DBE Liaison Officer.

4.4 DBE Directory. [49 CFR Part 26.31] The County and the City shall maintain and make available to interested persons a directory identifying all firms eligible to participate as DBEs in the DBE Program. For each firm, the directory will include its address, phone number, and types of work the firm has been certified to perform as a DBE. The directory will be made available on request to interested persons, including bidders, for work related to the Banks Project in connection with their efforts to meet the DBE goals established by the County and the City and made a part of bid specifications. The directory will serve as a primary source for locating potential contractors and suppliers. The directory will be revised at least annually and updated information included in the directory will be made available to contractors and the public on request.

4.5 Required Contract Clauses. Both the County and the City will require the following assurance to be included in every DOT-assisted contract between the County or the City, as the case may be, and a contractor, and in each subcontract the contractor signs with a subcontractor:

"The contractor or subcontractor shall not discriminate on the basis of race, color, national origin, or sex in the performance of this contract. The contractor shall carry out applicable requirements of 49 CFR Part 26 in the award and administration of DOT-assisted contracts. Failure by the contractor to carry out these requirements is a material breach of this contract, which may result in the termination of this contract or such other remedy as the County and/or the City deems appropriate." [49 CFR Part 26.13(b)]

The County and the City will include the following clause in each DBE-assisted prime contract:

"The prime contractor agrees to pay each subcontractor under this prime contract for satisfactory performance of its contract no later than ten (10) days from the receipt of each payment the prime contractor receives from the County and/or the City. If the County and/or the City require retainage from the prime contractor and incremental acceptances of portions, as determined by the County or the City, as the case may be, of the contract work are made by the County and/or the City, then the prime contractor agrees to return all related retainage from subcontractors, if any, within ten (10) days after receiving payment from the County and/or the City for the contract work satisfactorily completed and accepted by the County and/or the City, including such incremental acceptances of portions of such work. Any delay or postponement of payment over ten (10) days may occur only for good cause following written approval of the County and/or the City, as applicable, which approval shall not be unreasonably withheld, conditioned or delayed. This clause applies to both DBE and non-DBE subcontracts. Each subcontractor shall provide in all contracts with lower tier subcontractors or suppliers clauses requiring that the subcontractor shall pay the lower tier subcontractors and suppliers in accordance with the foregoing provisions. Any violation of these provisions by the prime contractor may be considered a breach of contract and may result in the suspension or termination of this contract or such other remedy as deemed appropriate by the County or the City, as the case may be, and DOT. The foregoing requirements shall not be construed to limit or impair any contractual, administrative or judicial remedies otherwise available to the prime contractor or any subcontractor in the event of a dispute involving late payment or nonpayment by the prime contractor, deficient subcontractor performance and/or noncompliance by a subcontractor." [49 CFR Part 26.29]

4.6 <u>Monitoring and Enforcement Mechanisms</u>. [49 CFR Part 26.37]The County and the City will monitor DBE contracts, DBE scheduled work and payments to contractors related to the Banks Project in order to ensure compliance with this DBE Program and that work committed to DBEs at contract award is actually performed by DBEs. Non-compliance with this DBE Policy by the offending party may be considered a breach of contract and may result in the suspension or termination of that party's contract or such other remedy as deemed appropriate by the County or the City, as the case may be, and the DOT. The County and the City will bring to the attention of the DOT any false, fraudulent, or dishonest conduct in connection with the DBE Program known to the County or the City, as the case may be, as provided in 49 CFR Part 26.109. [49 CFR Part 26.37] The County and the City also will consider similar action under the County's or the City's own legal authorities granted through the contract documents, including responsibility determinations in future contracts.

4.7 <u>Overall DBE Goals</u>. [49 CFR Part 26.45]

(a) The County and the City, together with the Ohio Department of Transportation ("ODOT"), are required to and have established an overall goal for DBE participation in DOT-assisted contracts related to the Banks Project in accordance with the provisions of 49 CFR Part 26.45. The overall DBE participation goal must be based on demonstrable evidence of the availability of DBEs in the County which are ready, willing and able to participate in the DOT-assisted contracts relative to all businesses in the County which are ready, willing and able to participate in such contracts. The goal also must reflect the determination of the County, the City and ODOT of the level of DBE participation expected

absent the effects of discrimination. The overall goal for utilization of DBEs in connection with the publicly-funded portion of the Banks Project with respect to DOT-assisted contracts is _____% (the "DBE Goal"). **[NOTE: DBE PARTICIPATION GOAL TO BE SET BY ODOT WITH RECOMMENDATION FROM THE COUNTY AND THE CITY.]**

The Developer for the Banks Project fully supports the DBE Policy and the DBE Goal for the publicly-funded portion of the Banks Project.

(b) The County and the City will meet the maximum feasible portion of the DBE Goal by using ***race-neutral*** means to facilitate DBE participation in the Banks Project. The County and the City will attempt to achieve increased DBE participation in DOT-assisted contracts through ***race-neutral*** means, including, but not limited to, encouraging prime contractors to subcontract portions of the work on the Banks Project to DBEs, including work that such prime contractors otherwise might perform with their own work forces; ensuring the inclusion of DBEs and other small businesses on the County's and/or the City's mailing lists for bidders; and advising prime contractors of the County's website and the City's website with DBE information. [49 CFR Part 26.51(a)]

(c) The County and the City will use ***contract goals*** to meet any portion of the DBE Goal that the County and the City project cannot be met using ***race-neutral*** means. ***Contract goals*** shall be established so that, over the period to which the overall goal applies, the ***contract goals*** cumulatively will result in meeting any portion of the DBE Goal that is not projected to be met through the use of ***race-neutral*** measures. The County and the City will establish ***contract goals*** only on those DOT-assisted contracts that have subcontracting possibilities. The County and the City will not be required to establish ***contract goals*** on every such contract, and the size of ***contract goals*** will be adapted to the circumstances of each such contract (e.g., type and location of work, availability of DBEs to perform the particular type of work, etc.). [49 CFR Parts 26.51(d) and (e)] The County and the City will express ***contract goals*** as a percentage of the total amount of a DOT-assisted contract**.**

4.8 <u>Good Faith Efforts</u>. [49 CFR Part 26.53] When the County and/or the City has established a DBE ***contract goal***, the County and/or the City will award the contract only to a bidder/offeror who makes good faith efforts to meet the goal as required under 49 CFR Part 26.53. Compliance with good faith efforts requirements will be treated as a matter of responsiveness to bid specifications. Each solicitation for which a **contract goal** has been established will require the bidders/offerors to submit the following information with each bid submitted:

(a) The names and business and e-mail addresses of DBE firms that will participate in the contract;

(b) A description of the work that each DBE firm will perform;

(c) The dollar amount of the participation of each DBE firm participating;

(d) Written and signed documentation of commitment to use DBE subcontractors whose participation it submits to meet a ***contract goal***;

(e) Written and signed confirmation from each DBE firm that it is participating in the contract as provided in the prime Contractor's commitment; and

(f) If the contract goal is not met, evidence of good faith efforts of the bidder/offeror to meet such goal.

4.9 Counting DBE Participation. [49 CFR Part 26.55] The County and the City will count DBE participation towards overall and ***contract goals*** under the DBE Program as provided in 49 CFR Part 26.55.

4.10 DBE Certification. [49 CFR Part 26.83] Only firms certified as eligible DBEs as described in 49 CFR Part 26.83 are eligible to participate in the DBE Program.

5. SBE Policy Statement and Objectives

5.1 Policy and Objectives. The County and the City recognize that small businesses contribute financially to the County and the City through the payment of local taxes and the employment of local residents, who themselves support the County and the City through the payment of local taxes. The County and the City also acknowledge that small businesses generally have an economic and competitive disadvantage with respect to County and City contract and procurement opportunities because of their size and economic status. The County and the City believe that the growth and development of these economically-disadvantaged small businesses will increase the number of qualified business competitors in the local community, will improve and strengthen the local tax base which supports the County and the City, and will have a positive impact on the local workforce. It is the policy of the County and the City to support and encourage the participation of economically-disadvantaged small businesses in their procurement and contracting activities, including such activities related to the Banks Project (the "SBE Policy"). Accordingly, as part of the Banks Inclusion Policy, the County and the City have established the Banks Small Business Program (the "SBE Program") to encourage the participation of small businesses, directly and indirectly, in the contracts and procurements awarded by the County and/or the City related to the Banks Project. As part of the SBE Program, the County and the City also will encourage Contractors awarded Banks Project contracts to engage or use small businesses as subcontractors and/or suppliers for work to be performed under such contracts. Further, the County and the City will collect data to measure the participation of small businesses and minority and women-owned businesses in contracting and procurement activities related to the Banks Project. On an annual basis during the completion of the Banks Project, the County and the City will review this SBE Policy and the SBE Program and, if appropriate, will modify the policy and/or the program to more effectively achieve the objective of including small businesses in the contracting and procurement activities of the County and/or the City relating to the Banks Project.

5.2 Definitions. For purposes of this SBE Policy and the SBE Program, as used herein, "**small business**", "**small business enterprise**" and "**SBE**" means a "**small business enterprise**" as defined under Section 323-1-S of the Municipal Code of the City of Cincinnati,

Ohio, except that any requirement for the maintenance of fixed offices within the geographical boundaries of the County or the City (or any other geographic area) contained in such definition will not be applicable for purposes of the SBE Program. As used herein, "**Contractor**" means any bidder, contractor, subcontractor, professional service provider, supplier, vendor or other person doing business with or soliciting business from the County and/or the City relating to the Banks Project, unless the context otherwise requires.

5.3. SBE Participation Goals.

(a) In furtherance of the SBE Policy, it is the goal of the County and the City to award to small businesses, directly or indirectly through contracting, subcontracting and/or procurement activities of Contractors, contracts and procurements which represent at least 30% for Construction, 15% for Commodities and General Services and 10% for Professional Services, respectively, of the aggregate dollars spent annually by the County and/or the City on the Banks Project (the "SBE Goal"). In order to achieve the SBE Goal, the County and the City will encourage Contractors to use small businesses in the performance of contracts awarded to them relating to the Banks Project.

The Developer for the Banks Project fully supports the SBE Policy and the SBE Goals for the publicly-funded portion of the Banks Project and, with respect to the privately-funded portion, it is the goal of the Developer to achieve percentage goals equal to the SBE Goals with respect to the use of small business enterprises.

(b) The following categories are hereby established to identify the contracting and procurement activities covered by this SBE Policy, which categories may be amended from time to time by the County and the City:

(i) **Category A. – Construction:** including, without limitations, any and all contracts relating to new construction and the construction, renovation and/or maintenance of buildings, facilities and other erected structures owned or leased by the County and/or the City and the rehabilitation, remodeling and repairs of roads and bridges.

(ii) **Category B. – Commodities:** including, without limitations, the purchase of all goods, equipment, office and other supplies, art, furniture, and other tangible personal property otherwise not covered by Categories A, C and D herein.

(iii) **Category C. - General Services:** including, without limitations, the procurement of advertising, printing, non-construction repairs, janitorial services, training seminars and workshops, computer and information systems security, shipping and mailing, microfiche and microfilm, courier, storage, travel, consulting and any other non-professional services.

(iv) **Category D**. **– Professional Services:** including, without limitations, the purchase of any and all services for which applicable selection criteria may require a bidder or Contractor to possess a license or other certificate of competency, such as in the areas of accounting and auditing, insurance, laboratory, legal, medical and transportation, or as otherwise described as consultants in the Ohio Revised Code.

(c) Each Contractor for the Banks Project will be required to submit to the County and/or the City, as the case may be, with the Contractor's bid a plan for the engagement of small businesses by the Contractor in connection with the Banks Project. A Contractor's failure to submit a small business utilization plan to the County and/or City with the Contractor's bid may result in a determination that the bid is non-responsive and rejection of the bid.

(d) The County and/or the City may establish goals for the utilization of SBEs for each contract awarded by the County or the City, as the case may be, in connection with the Banks Project, and the goal related to each contract may differ from the goals for other contracts because of the availability of SBEs or other factors.

(e) The County and the City are required to award all contracts for the Banks Project to the "**lowest and best**" bidder. Accordingly, inability of a Contractor to meet the established contract goal or any other goal set forth in this SBE Policy with respect to the utilization of SBEs will not exclude the Contractor from award of a contract if the Contractor's bid otherwise is deemed by the County and/or the City, as the case may be, to be the "**lowest and best**" bid.

(f) For purposes of determining whether the SBE Goal is reached, SBE participation in Banks Project contracts will be counted as follows:

(i) The total dollar value of the contract awarded to an eligible SBE will be counted toward the SBE Goal;

(ii) The County or the City may count toward the SBE Goal a portion of the total dollar value of a contract with an eligible joint venture equal to the percentage of the ownership and contract of the SBE in the joint venture;

(iii) The County or the City may count toward the SBE Goal only expenditures to SBEs that perform a "**commercially useful function**" in the work of a contract. An SBE is considered to perform a "**commercially useful function**" when it is responsible for execution of a distinct element of the work of a contract and carrying out its responsibilities by actually performing, managing, and supervising the work involved. A business which stocks sufficient quantities of supplies in direct inventory, held for sale or resale, to cover anticipated future demands for the supplies engages in a

"**commercially useful function"** for purposes of the SBE Program. SBEs that engage in the business of providing brokerage shall not be deemed to perform a "**commercially useful function**" unless the brokerage services are those required or sought by the County or the City, as the case may be. To determine whether an SBE is performing a commercially useful function, the County or the City, as the case may be, will evaluate the amount of work subcontracted, industry practices, and other relevant factors; and

(iv) Consistent with normal industry practices, an SBE may enter into subcontracts. If an SBE subcontracts a significantly greater portion of the work of the contract than would be expected on the basis of normal industry practices, the SBE will be presumed not to be performing a commercially useful function. The SBE may present evidence to rebut this presumption to the County or the City, whichever has awarded the relevant contract.

5.4 Program Support. To facilitate the use of small businesses by Contractors, the County and the City, working together with the Consultant (as hereinafter defined), will:

5.4.1 Sponsor and hold pre-bid meetings to inform potential bidders of the SBE Goal and the availability of small businesses to perform work related to or to serve as suppliers for the Banks Project;

5.4.2 Notify small businesses of contracting, subcontracting and procurement opportunities related to the Banks Project directly and by placing notices and specifications related to such opportunities in their respective government bulletins; and, as funding permits, in major local newspapers in general circulation, local trade and trade association publications, small business enterprise media and other periodicals;

5.4.3 Provide copies of bid notices to local trade associations, local small business chambers of commerce, technical assistance agencies and small business contractor associations;

5.4.4 Provide small businesses with information and list of resources relating to insurance, bonding and financing;

5.4.5 Encourage the formation of joint ventures among small businesses and between small businesses and prime Contractors which may provide an opportunity for small businesses to gain experience;

5.4.6 Make copies of specifications and requests for proposals available for review by any prospective bidder;

5.4.7 Conduct outreach events directed to small businesses regarding contracting procedures and specific contracting opportunities related to the Banks Project;

5.4.8 Make available a list of small business resources that may assist with the development and improvement of immediate and long-term business management, recordkeeping and financial and accounting capabilities; and

5.4.9 Develop and distribute to potential Contractors for the Banks Project through print and electronic means a current directory of small businesses which are certified in accordance with this SBE Policy and which are available to serve as subcontractors and suppliers for the Banks Project, categorized by types of firms to facilitate identifying SBEs with capabilities relevant to a particular specification. Each SBE listing will contain the business name, contact person, mailing and e-mail addresses, phone number, legal structure of the business, and details concerning the SBE's specialty(ies). The directory will be continuously updated and maintained electronically as well as in hard copy. In compiling the directory, the County and the City will seek to identify and certify as many SBEs as possible that have the potential of doing business related to the Banks Project.

5.5 <u>Monitoring SBE Participation</u>.

(a) The County and the City will monitor and track the participation of small businesses in the Banks Project to determine if the SBE Goal is being met and whether Contractors are in compliance with the Non-discrimination Policy. In order to assist the County and the City in that effort, each Contractor for the Banks Project will be required to:

(i) submit to the awarding government entity (the County or the City, as appropriate) with each contract bid related to the Banks Project information regarding any and all small businesses proposed to be used by the Contractor in connection with the performance of the contract, including, but not limited to, a list of the name, business and e-mail addresses and telephone number of, and a brief description of the services to be performed or procurements to be filled (including the amount to be paid for such services or procurements) by, each such small business, which list also shall identify specifically each minority and women-owned business to be utilized in performing the contract if awarded to the Contractor; and

(ii) upon award of a contract related to the Banks Project, compile and deliver to the County and the City ***monthly*** reports regarding the engagement of small businesses in connection with the Banks Project in sufficient detail so as to allow the County and the City to monitor and track the participation of small businesses in contract and procurement activities related to the Banks Project, including, but not limited to, a list of the name, business and e-mail addresses, telephone number and federal tax identification number of, and a brief description of the actual services performed or procurements filled by (including the amount paid or to be paid for such services or procurements), each small business during the period covered by the report in connection with the Banks Project contract or procurement awarded to such Contractor. In addition, for monitoring

purposes, each such report shall identify specifically each minority and women-owned business included in the list.

(b) A Contractor's non-compliance with the foregoing disclosure or reporting requirements may be considered a breach of contract and may result in the suspension or termination of the Contractor's contract related to the Banks Project or such other remedy as may be deemed appropriate by the County and/or the City.

(c) The County and the City at least annually will prepare or cause to be prepared a consolidated report based on a compilation and analysis of the reports submitted by the Developer and other information, if any, provided to the County and the City by Contractors, regarding the use of small businesses for contracts and procurements related to the Banks Project. The report also will discuss the use of minority-owned and women-owned businesses for services and procurements related to the Banks Project to the extent that such information is available to the County and/or the City. The report will be made available promptly to the general public on the County's and the City's websites as well as in hard copy upon request.

5.6 SBE Certification. For purposes of the Banks Project, only small businesses which are certified by the City pursuant to Section 323-1-S of the Municipal Code of the City of Cincinnati, Ohio will be eligible to participate in the SBE Program. Notwithstanding the foregoing, no requirement regarding the maintenance of fixed offices within the geographical boundaries of the County or the City (or any other geographic area) will be required for such certification.

5.7 Limitations. The provisions of this SBE Policy shall not apply to contracts or procurements valued at $5,000 or less. In addition, the provisions of this SBE Policy shall not apply to the publicly-funded portion of the Banks Project to the extent that applicable federal and/or state laws, regulations or policies prohibit the application of this SBE Policy to such portion.

5.8 Application of Other SBE Policies. This SBE Policy and the SBE Program established pursuant hereto shall be applied to all contracts and procurements of the County and/or the City awarded or to be awarded in connection with the Banks Project in lieu of any other existing small business enterprise policy, program or contracting and procurement requirements of the County and/or the City.

6. Workforce Development Policy Statement and Objective [41 CFR Part 60]

6.1 Policy and Objectives. The County and the City are equal opportunity employers. The County and the City believe that the reduction in unemployment among local residents, particularly minorities and women, constitutes a valid local government purpose. The County and the City also recognize their obligation to use contracting and procurement activities to facilitate the creation of jobs for unemployed and underemployed individuals. In addition, a portion of the Banks Project will be financed by the federal government through DOT, which requires compliance with Executive Order No. 11246, as amended (the "Executive Order"), and

regulations promulgated by the U. S. Department of Labor, Office of Federal Contract Compliance Programs ("OFCCP"), under 41 CFR Part 60 (the "DOL Regulations"). The Executive Order prohibits discrimination in employment and requires affirmative action by contractors and subcontractors to ensure equal employment opportunities without regard to race, color, sex, religion and/or national origin in performing non-exempt federally-assisted construction contracts and subcontracts. The Executive Order and the DOL Regulations apply to a construction contractor's or subcontractor's employees who are engaged in on-site construction, including those construction employees who work on a non-federally assisted construction site. It is the policy of the County and the City to comply, and to require all Contractors awarded contracts or subcontracts related to the Banks Project to comply, with the Executive Order and the DOL regulations ("Banks Workforce Policy") to the extent applicable. Therefore, in order to increase the capacity of minorities and women to participate in local construction projects, to promote the employment of minorities and women in connection with the Banks Project and to comply with the Executive Order and the DOL regulations, as part of the Banks Inclusion Policy, the County and the City have established the Banks Workforce Development Program (the "Banks Workforce Program"). Each Contractor working on the publicly-funded portion of the Banks Project shall comply with all applicable provisions of the Executive Order, the DOL Regulations and all other rules, regulations, and relevant orders of the U. S. Secretary of Labor. For purposes of this policy, "**Contractor**" means any bidder, contractor, subcontractor, professional service provider, supplier, vendor or other person doing business with or soliciting business from the County and/or the City relating to the Banks Project, unless the context otherwise requires.

All terms used in this Banks Workforce Policy statement which otherwise are not defined in this statement shall have the respective meanings assigned to them, if any, in the Executive Order and/or the DOL Regulations.

6.2 Required Contract Clauses.

(a) Pursuant to the DOL Regulations, the equal opportunity clause published at 41 CFR Part 60-1.4(b) (the "Equal Opportunity Clause") is required to be included in, and to be made a part of, all nonexempt federally-assisted construction contracts and subcontracts. Each Contractor working on the publicly-funded portion of the Banks Project shall include the Equal Opportunity Clause in each of its contracts and subcontracts. The Equal Opportunity Clause shall be considered to be part of each contract and subcontract related to the Banks Project required by the Executive Order or the DOL Regulations to include such a clause, whether or not such clause is physically incorporated in such contract. [41 CFR Part 60-4.3(a)]

(b) The Standard Federal Equal Employment Opportunity Construction Contract Specifications published at 41 CFR Part 60-4.3(a) (the "Specifications") are required to be included in, and to be made a part of, all federal and federally-assisted construction contracts in excess of $10,000 to be performed in geographical areas designated by the Director of OFCCP (the "Director") pursuant to 41 CFR Part 60-4.6 and in construction subcontracts in excess of $10,000 necessary in whole or in part to the performance of nonconstruction federal contracts and subcontracts covered under the Executive Order. Each Contractor working on the publicly-funded portion of the Banks Project shall include the Specifications in each of its contracts and

subcontracts as may be required under the Executive Order and/or the DOL Regulations. The Specifications shall be considered part of each contract and subcontract required by the DOL Regulations to include such a clause, whether or not such clause is physically incorporated in such contracts. [41 CFR Part 60-4.3(a)]

6.3 Affirmative Action Program. [41 CFR Part 60-1.40] Each nonconstruction Contractor awarded a contract by the County or the City related to the publicly-funded portion of the Banks Project, if the Contractor has 50 or more employees and a federally-assisted contract of $50,000 or more, or has United States bills of lading which in any 12-month period total, or can reasonably be expected to total, $50,000 or more, shall develop and maintain a written affirmative action program for each of its establishments. Each Contractor awarded a contract or subcontract related to the Banks Project shall require each of its nonconstruction subcontractors, if the nonconstruction subcontractor has 50 or more employees and a federally-assisted contract of $50,000 or more, or has United States bills of lading which in any 12-month period total, or can reasonably be expected to total, $50,000 or more, to develop and maintain a written affirmative action program for each of its establishments. An affirmative action program required by this section must comply with applicable DOL Regulations, must be developed within 120 days from the commencement of the awarded Banks Project related contract and must be updated annually. [41 CFR Part 60-1.40(a)] In order to comply with DOL Regulations, an affirmative action program must include the components specified in 41 CFR Parts 60-2.10(b) and 60-2.17, including placement goals for minorities and women. As part of its affirmative action program, a Contractor must conduct a workforce analysis of each job title, determine workforce availability of women and minorities for each job group, and conduct a utilization analysis to determine whether women or minority group persons are "underutilized" in any job group. Based on these analyses, the Contractor shall establish goals to overcome the underutilization of minorities and women and shall make a good faith effort to achieve those goals.

6.4 The Banks Project Workforce Participation Goals. [41 CFR Parts 60-4.3 and 60-4.6]

(a) Under the Executive Order and DOL Regulations, construction Contractors are not required to maintain a written affirmative action program, but must make ***good faith efforts*** to meet demographic goals related to geographic specific census data for minorities and a ***nationwide*** goal for women as determined by the Director or his designee. From time to time, the Director issues goals for minorities and women utilization based on appropriate workforce demographic or other relevant data, which covers construction projects or construction contracts performed in specific geographical areas. The goals for minority and women participation in construction projects are expressed in percentage terms for the covered Contractor's aggregate workforce in ***each*** construction trade on ***all*** construction sites. The current percentage goal for the utilization of women established by the Director is 6.9% of work hours and applies to all of a Contractor's construction sites regardless of where the federal or federally-assisted contract is being performed. Minority utilization goals are formulated in terms of work hours performed in a specific Standard Metropolitan Statistical Area ("SMSA") or Economic Area, and the specified goals apply to all of a Contractor's work in the SMSA, both federally-assisted and private construction work. Therefore, the current goals for minorities and women participation in the workforce for the Banks Project as established by the Director are as follows:

	Goal for minority participation in each trade	Goal for women participation in each trade
For Hamilton County:	11.0%	6.9%
For City of Cincinnati:	11.0%	6.9%

It is the aim of the County and the City to achieve the workforce participation goals with respect to the Banks Project as set forth above. In addition, based upon current labor force information, the County and the City have established a combined goal for the participation of minorities and women in the workforce for the Banks Project of 22% (the "Workforce Participation Goals").

The Developer for the Banks Project fully supports this Banks Project workforce policy (the "Banks Workforce Policy") and the Workforce Participation Goals for the publicly-funded portion of the Banks Project and, with respect to the privately-funded portion, it is the goal of the Developer to achieve significant participation of minorities and women as measured in labor hours.

(b) In accordance with the Executive Order and the DOL Regulations, the Workforce Participation Goals apply to a covered Banks Project construction Contractor's total construction workforce in the SMSA, even if some of the Contractor's employees perform work under non-federal or nonfederally-assisted construction contracts or subcontracts and even though such work may occur in geographical areas where the Contractor does not currently work on federal or federally-assisted construction projects. The goals applicable to other construction work performed by a Contractor outside of the SMSA (which includes the County and the City) are the goals established by the Director for those geographic areas where such other construction work is being performed.

6.5 Good Faith Efforts. [41 CFR Part 60-4.3]

(a) In order to achieve the Workforce Participation Goals, construction Contractors working on the publicly-funded portion of the Banks Project are required to use their ***good faith efforts*** to increase the utilization of minorities and women in the skilled construction trades. Further, pursuant to the Executive Order and DOL Regulations, construction Contractors working on the publicly-funded portion of the Banks Project must take certain action to demonstrate their ***good faith efforts*** to achieve the Workforce Participation Goals, including, but not limited to:

6.5.1 Maintaining a work environment free of harassment, intimidation, and coercion at all sites and in all facilities at which the Contractor's employees are assigned to work;

6.5.2 Establishing and maintaining current lists of minority and women recruitment sources; providing written notification to minority and women recruitment sources and to community organizations when the Contractor has employment opportunities available; and maintaining a record of the organizations' responses;

6.5.3 Maintaining current files containing the names, residence and e-mail addresses and telephone numbers of each minority or woman off-the-street applicant and minority or woman referral from a union, recruitment source or community organization and of what action was taken with respect to each such individual;

6.5.4 Developing on-the-job training opportunities and/or participating in training programs for the area which expressly include minorities and women, and providing notice of these training opportunities and job programs to recruitment sources, state employment offices and other referral sources compiled by the Contractor as required under DOL Regulations;

6.5.5 Disseminating the Contractor's equal employment opportunity policy to unions and training programs, requesting their cooperation and assistance in meeting equal employment opportunity obligations, and disseminating the Contractor's equal employment opportunity policy by including it in the Contractor's policy manual or collective bargaining agreement, by publicizing it in the Contractor's newspaper, annual report , etc. (if any), by specific review of the policy with all management personnel and with all minority and women employees at least once a year, and by posting the Contractor's equal employment opportunity policy on bulletin boards accessible to all employees at each location where the construction work is performed;

6.5.6 Disseminating the Contractor's equal employment opportunity policy in advertising and in the news media of general circulation (including minority and women news media);

6.5.7 Directing recruitment efforts, both oral and written, to minority, women and community organizations, to schools with minority and female students and to minority and women recruitment and training organizations serving the Contractor's recruitment area and employment needs;

6.5.8 Encouraging current minority and women employees to recruit other minorities and women; and

6.5.9 Documenting and maintaining records of all solicitations of offers for subcontracts from minority and women construction contractors and suppliers, including circulating solicitations to minority and women contractor associations and other business associations.

(b) Although Contractors are required to make ***good faith efforts*** to meet the Workforce Participation Goals, the goals are neither quotas, set-asides nor a device to achieve proportional representation or equal results. The Workforce Participation Goals are not intended to require a Contractor to hire a person who does not have the qualifications needed to perform the assigned job successfully, to hire an unqualified person in preference to another applicant who is qualified, or to hire a less qualified person in preference to a more qualified person. Rather the goals are used to target and measure the effectiveness of affirmative action efforts to eradicate and prevent barriers to equal employment opportunities related to the Banks Project,

and no sanctions will be imposed on a Contractor solely for failure to meet the Workforce Participation Goals.

(c) To promote and facilitate such employment, the County and the City, working together and through the Consultant (as hereinafter defined) and/or the Southwest Ohio Regional Workforce Investment Board (the "SWORWIB"), which is funded jointly by the County and the City, will:

6.5.10 Sponsor and hold pre-bid meetings to inform potential bidders of the Workforce Participation Goals and the availability of qualified minorities and women to work on the Banks Project;

6.5.11 Notify minorities and women of employment opportunities related to the Banks Project by placing notices of such opportunities in their respective government bulletins, on their respective websites and, as funding permits, in major local newspapers of general circulation, local trade and trade association publications, small business enterprise media and other periodicals;

6.5.12 Provide copies of notices of employment opportunities related to the Banks Project to local minority and women trade associations, local minority and women chambers of commerce, technical assistance agencies, employment agencies, community resource organizations and minority and women contractor associations;

6.5.13 Work with various community-based/workforce development programs that provide instruction and training opportunities for minorities and women interested in gaining experience in construction and related fields to establish a job readiness program for, and to increase the pool of minorities and women qualified to work on, the Banks Project;

6.5.14 Coordinate with local union and non-union pre-apprenticeship programs, career, and technical centers, universities, educational associations, and local community organizations who provide workforce development programs to identify minorities and women interested in pursuing careers or jobs in the construction industry; and

6.5.15 Implement pre-apprenticeship programs to develop the skill levels of minorities and women interested in pursuing jobs in the construction industry.

In addition, working together and through the SWORWIB, the County and the City will use their best efforts to develop and distribute to potential Contractors for the Banks Project through print and electronic means a current directory of qualified minority and women construction and other workers available for employment related to the Banks Project, categorized by types of experience and skills to facilitate identifying minorities and women with skills and capabilities relevant to particular job requirements. To the extent permissible by law, each listing will contain the name, residence and e-mail addresses, telephone number, and details concerning the job qualifications of each individual. The directory will be continuously updated and maintained electronically as well as in hard copy.

(d) The Workforce Participation Goals established herein are interim and designed to be reasonably attainable. The County and the City will review the Workforce Participation Goals at least annually and, if legally permissible and appropriate, based upon the relevant facts and circumstances, from time to time, the County and the City may modify or adjust the Workforce Participation Goals.

6.6 Monitoring the Banks Project Workforce Participation.

(a) The County and the City, working together and through the Consultant, will monitor and track the participation and employment of minorities and women as construction and other workers in connection with the Banks Project to determine if the Workforce Participation Goals are being met. In order to assist the County and the City in that effort, each Contractor awarded a contract for the Banks Project will be required to:

> (i) submit to the awarding government entity (the County or the City, as appropriate) promptly after such award information regarding the number of full and part-time employees of the Contractor who will work on the Banks Project, identifying such employees who are minorities and women, including, but not limited to, a list of the name, residence and e-mail addresses, and telephone number of, and a brief general description of the work to be performed by, each such employee, information regarding whether the Contractor expects to hire additional employees to work on the Banks Project and, if so, a brief general description of the skills and capabilities requirements for each such additional employee; and
>
> (ii) compile and deliver to the County and the City ***monthly*** reports regarding the employment, if any, of additional minorities and women to work on the Banks Project.

(b) A Contractor's non-compliance with the requirements of the Executive Order, the DOL Regulations, this Banks Workforce Policy or the Banks Workforce Program, as such provisions are applicable with respect to the publicly-funded portion of the Project, may be considered a breach of contract and may result in the suspension or termination of the Contractor's contract related to the Banks Project or such other remedy as may be deemed appropriate by the County and/or the City.

6. 7 Limitations. The provisions of this Banks Workforce Policy and the Banks Workforce Program shall not apply to a Contractor with a federally-assisted construction contract or subcontract valued at $10,000 or less**.** [40 CFR 60-4.1]

7. Employee Readiness Program

7.1 Establishment. In order to accomplish the Workforce Participation Goals, the County and the City, working together and with the SWORWIB, will cause to be established

an employee readiness program (the "ERP") to work in conjunction with various community-based workforce development programs to increase the construction skill levels of County and City residents and to help them reach the qualification levels needed to gain entry into union and open shop apprenticeship programs. Additional details regarding the role and make-up of the ERP are set forth in Schedule A attached. To facilitate this effort, the County and the City, working together and through the Consultant, will:

(a) Coordinate with various community-based workforce development programs that provide instruction and training opportunities for those interested in gaining experience in construction industry and related fields;

(b) Coordinate with local union and non-union pre-apprenticeship programs, career, and technical centers, universities, and educational associations and organizations to identify and engage those interested in pursuing careers in the construction industry and related fields; and

(c) Advertise and promote the availability of workforce project opportunities in a broad-based manner.

7.2 Employee Readiness Committee. The County and the City endorse the work and efforts of the SWORWIB and will encourage the SWORWIB to establish an employee readiness committee (the "ERC") to oversee implementation of the ERP. The purpose of the ERC will be to evaluate the effectiveness of the ERP and new and existing apprenticeship programs which are available to residents of the County and/or the City. The membership of the ERC should include an elected official, Contractors, union and non-union officials, a SWORWIB member, and apprenticeship representatives. The ERC should provide input and recommendations to the SWORWIB and, in turn, the SWORWIB should report quarterly to the County, the City and the Consultant about the progress and effectiveness of the ERP.

8. Inclusion Outreach Consultant

8. 1 Engagement of Consultant. In order to facilitate the implementation and administration of this Banks Inclusion Policy, including the DBE Program, the SBE Program and the Banks Workforce Program, the County, the City and the Developer will hire an inclusion outreach consultant (the "Consultant") to assist with the Banks Project. The Consultant will be responsible for conducting extensive outreach programs directed at DBEs, including minority and women-owned businesses, SBEs, and qualified minorities and women construction workers, during the preconstruction and construction phases of the Banks Project. The Consultant also will be responsible for tracking, monitoring and preparing monthly participation reports on the utilization of DBEs, including minority and women-owned businesses, SBEs and qualified minorities and women construction workers in connection with the Banks Project.

8.2 Other Duties of Consultant. The Consultant will work cooperatively with the Hamilton County Office of Small Business Development (the "Small Business Development Office"), and the City of Cincinnati Office of Contract Compliance (the "COCC") in connection with the implementation and administration of this Banks Inclusion Policy. In addition, the

Consultant will seek input and advice regarding effective outreach efforts as contemplated by this Banks Inclusion Policy from business leaders, DBEs, small business owners and representatives of trade associations and community organizations, including, but not limited to, the Greater Cincinnati & Northern Kentucky African American Chamber of Commerce, the Cincinnati USA Hispanic Chamber of Commerce, the Cincinnati USA Regional Chamber of Commerce, the Greater Cincinnati Building & Construction Trades Council, Allied Construction Industries (ACI), Ohio Valley Chapter of Associated Builders and Contractors, Inc., South Central Ohio Minority Business Council, Cincinnati Women In Construction, Cincinnati Business Incubator, the Cincinnati Minority Contractors Business Assistance Program, the Cincinnati-Hamilton County Community Action Agency, the Cincinnati Unit of the NAACP, the Hamilton County Department of Job and Family Services and the Cincinnati Workforce Development Center.

9. Socio-Economic Impact

9.1 Data Collection and Analysis. The County and the City anticipate that the Banks Project will have a significant and positive social and economic impact on the Greater Cincinnati and Hamilton County region. The County and the City also believe that it is important to measure such impact, particularly in the census tract areas within the SMSA that includes the County and the City (the "Hamilton County SMSA") which have been deemed to be economically distressed. For that purpose, the County and the City will collect and analyze social and economic data to monitor and measure the regional impact of the Banks Project. To assist the County and the City and to facilitate such efforts, each Contractor for the Banks Project will be required to:

(a) prepare and submit to the awarding government entity (the County or the City, as appropriate) quarterly reports regarding:

(i) the use of first-tier subcontractors, suppliers and vendors in connection with the Banks Project during the period covered by the report, including, but not limited to, (i) the name and principal business address of each subcontractor, supplier and vendor and (ii) the dollar value of each Banks Project related subcontract and procurement awarded by the Contractor to the first-tier subcontractor, supplier or vendor during the covered period; and

(ii) the number of persons employed by the Contractor to work on the Banks Project (or to perform any work directly or indirectly related to the Banks Project) during the covered period who reside in the SMSA which includes Hamilton County, together with the aggregate amount of salaries and gross wages paid to such persons, based upon each zip code included in such geographic area.

Each Banks Project related subcontract between a Contractor and a first-tier subcontractor, supplier or vendor shall require the subcontractor, supplier or vendor to prepare and submit to the government entity that awarded the prime contract or procurement to the Contractor (the County

or the City, as appropriate) quarterly reports containing information as described or otherwise required pursuant to this provision with respect to the subcontractor's first-tier subcontractor supplier or vendor contract, procurement and/or employment activities related to such awarded subcontract or procurement.

9.2 Limitations. The provisions of Section 9.01 shall not apply to individual Banks Project related contracts, subcontracts and/or procurements valued at $10,000 or less, unless or until the aggregate value of a series of such contracts, subcontracts and/or procurements awarded to the same Contractor, subcontractor, supplier or vendor exceeds $10,000. The information described under Section 9.01(a)(ii) shall not be required for a supplier or vendor that does not have any office, supply warehouse or distribution facility located within [50] miles of the County.

10. Rules and Guidelines

10.1 Authorization. The Small Business Development Office and the COCC are authorized to jointly prepare and issue rules and guidelines for the implementation and administration of this Banks Inclusion Policy consistent with the purposes and intent of such policy as set forth herein. Nothing set forth herein or in such rules and guidelines should be interpreted or applied in any manner that would be in violation of existing applicable state or federal law. **[Accordingly, the Banks Project Small Business Enterprise Program Rules and Guidelines dated _____, 2007 have been developed by the Small Business Development Office and the COCC and specifically apply to this Banks Inclusion Policy.]**

SCHEDULE A

Employee Readiness Program

[TO BE ATTACHED]

Responsible Bidder Requirements Applicable to Public Contracts

Contractors shall be required to satisfy all of the following pre-award responsibilities and agree to all of the following provisions which will be incorporated in the contracts for construction projects within the Banks Development. The City of Cincinnati ("City") and the Board of County Commissioners of Hamilton County, Ohio (the "County") (hereinafter the City and the County shall be collectively referred to as the "Public Parties") believe that these requirements are reasonably related to the successful performance of the Banks Development projects. These requirements shall also be set forth and integrated with the Bid Package Conditions.

1. Each bidder shall certify that it will require all contractors who bid or perform any work pursuant to the contract on which the bidder is bidding to satisfy all of these Responsible Bidder Requirements.

2. Each bidder shall certify that it will pay prevailing wages, in amounts determined according to Ohio's Prevailing Wage Law, R.C. 4115.03 through 4115.16, and O.A.C. 4101:9-4-01 through 4101:9-4-31, on all construction projects that are part of the Banks Development, except as otherwise provided herein. Notwithstanding the foregoing provision, the payment of prevailing wages shall not be required with respect to leasehold and/or tenant improvements and/or the fit out of interior spaces of the office, retail and condominium elements of the Banks Project.

3. As a condition precedent to the award of a contract or subcontract of Two Hundred and Fifty Thousand Dollars ($250,000) or more, the Public Parties may require the lowest bidder to engage in a review of the constructability and scope of the bid to verify that the contractor included all required work.

4. If the bid of the lowest bidder is more than twenty percent (20%) below the bid of the next lowest bidder, the Public Parties may request that the lowest bidder identify three (3) construction projects that it has successfully completed within the five (5) years before the submission of the bid. This information may be provided in the post-bid scope review to the Public Parties.

5. Each bidder shall certify that it will employ supervisory personnel on the project that (a) are qualified to perform in such supervisory capacity and (b) have any license or licenses required by applicable law to perform in such capacity.

6. Each bidder shall certify that it is not currently debarred from performing state or federal construction contracts (after all appeals), because of a violation of the Fair Labor Standards Act and/or any state or federal

prevailing wage law. Each bidder shall provide a list of every occasion on which it has been debarred from performing local, state or federal construction contracts (after all appeals), because of a violation of the Fair Labor Standards Act and/or any state of federal prevailing wage law, during the last ten years.

7. Each bidder shall certify that it, as well as each subcontractor it will utilize on the Project has implemented an OSHA-compliant Safety Program which includes: a) with respect to all supervisors, completion of OSHA's thirty (30) hour safety course; and b) with respect to all field employees, completion of OSHA's ten (10) hour safety program. Each bidder shall provide evidence of implementation of an OSHA-compliant safety program as set forth herein.

8. Each bidder shall certify that it has implemented a substance-abuse policy and that it is in compliance with Ohio's Drug Free Workplace Requirements; bidders will provide evidence of implementation of such policies upon written request of the Public Parties.

9. Each bidder shall certify that it has all licenses required by applicable state law and regulation to perform work required herein.

10. Each bidder shall list any professional license or licenses that have been revoked by Ohio or revoked by any other state within five (5) years prior to the date of the contractor's bid.

11. Each bidder shall certify that it has no final judgments against it which are not secured by payment bond or other surety at the time of award which are equal to or exceed fifty percent (50%) of the contractor's net worth.

12. Each bidder shall certify that it has complied with applicable unemployment and workers compensation laws for at least two (2) years preceding the date of bid submittal.

13. Each bidder shall certify that with respect to each a prime trade contract (e.g., plumbing, HVAC, electrical and fire safety) it will not subcontract more than seventy-five percent (75%) of the bid amount for that prime trade contract. A bidder may apply for a waiver of the foregoing requirement by the Public Parties, which waiver shall be subject to the review and approval of the Public Parties.

14. Each bidder shall certify that it does not have an Experience Modification Rating of more than 1.3 (a penalty rated employer) with respect to the Ohio Bureau of Workers' Compensation risk assessment rating.

15. Each bidder shall certify that it will have in place a meaningful Health Care Medical Plan, and provide, as part of its responsibility review, evidence of a Health Care Medical Plan list of eligible employees and the

bidder's share of the cost for those employees working on the Banks' Project. Notwithstanding the foregoing, a bidder with gross revenues of two million dollars ($2.0M) or less in any of the preceding three years shall be exempted from providing a Health Care Medical Plan as set forth herein. However, any such bidder exempted from this requirement shall certify that it will comply with the applicable prevailing wage requirements with respect to medical insurance.

16. Each bidder shall certify that it will have a meaningful pension or retirement program for its employees and provide, as part of its responsibility review, evidence that it contributes, on a regular basis to an employee pension or retirement program for its field employees and the list of employees for the employees with such coverage. Notwithstanding the foregoing, a bidder with gross revenues of two million dollars ($2.0M) or less in any of the preceding three years shall be exempted from providing a pension or retirement program as set forth herein. However, a bidder exempted from this requirement shall certify that it will comply with the applicable prevailing wage requirements with respect to a pension or retirement program.

17. Each bidder shall certify that it shall employ field employees on this project that will meet at least one of the following criteria:

    a. Completion of a state or federally approved apprenticeship program in the skilled trade craft such employee is performing as a journeyman; or

    b. Worked as a skilled trade person for at least three (3) years in the craft; or

    c. Currently enrolled in a state or federally approved apprenticeship program for the craft; or

    d. Completed the City/County Banks Employee Readiness Program.

    A bidder may request a waiver from the Public Parties of the foregoing requirements with respect to a field employee or a particular position. In requesting such waiver, a bidder shall be required to provide documentation of the skills and experience of such employee or the applicable position which form the basis for such request. Any waiver of the foregoing requirements shall be subject to the review and approval of the Public Parties.

18. Each bidder shall certify that it is not debarred from bidding on the construction project contract in question.

19. A bidder's falsification of any of the certifications herein or failure to comply with the requirements set forth herein, shall be the basis for a default termination of the contract.

10/02/2007 Cincinnati 661645

APPENDIX B

2008 BANKS MASTER PLAN AS ADOPTED BY JBSC, CITY AND COUNTY

See: http://thebankspublicpartnership.com/

APPENDIX C

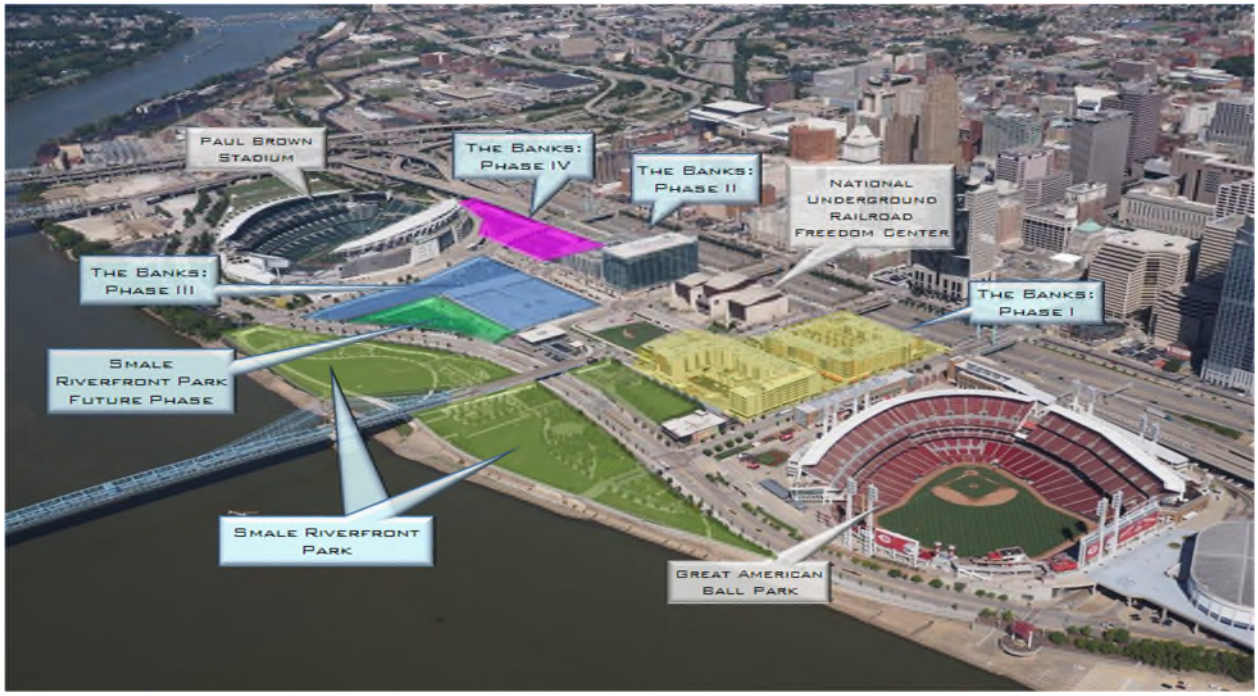
DEVELOPMENT OF GREATER CINCINNATI REGION INFORMATION

APPENDIX C

DEVELOPMENT IN THE BANKS AND GREATER CINCINNATI REGION

The Banks, is a $2.7 billion public-private transit oriented urban redevelopment project that serves as a destination point and livable community for people across the region, providing a lively atmosphere full of attractions that promote public enjoyment of the riverfront and economic opportunity.

Since 1998, Hamilton County and the City of Cincinnati as public partners have invested $1.7 billion in the riverfront area, a commitment that has already yielded $300 million in private development and in excess of 5,000 construction and 5,500 permanent jobs. Upon completion, The Banks and adjacent areas will consist of a potential combination of 2-3 million square feet of office development; 1-1.8 million square feet of residential development with over 3,000 residents; or 200,000 to 400,000 square feet of retail; and 200,000 to 400,000 square feet of hotel, all in low-rise, medium rise eco-friendly structures.



1.1. CORPORATE PRESENCE

The Banks is transforming Cincinnati's central riverfront into a vibrant and sustainable gateway to Southern Ohio and the entire Midwest.

The development is touchpoint for the historic Roebling Suspension Bridge and is anchored by stadiums for the region's two major sports franchises, the Cincinnati Reds and the Cincinnati Bengals. Great American Ball Park, Paul Brown Stadium, as well as US Bank Arena, the National Underground Railroad Freedom Center, and Smale Riverfront Park which combined, bring more than 6.5 million visitors annually to the riverfront. Millions of viewers will see the Banks development and its tenants during Reds and Bengals games.

The Bengals home games alone will expose the development and its tenants to almost 60 million viewers a year.

Combined with the mixed-use residential, retail, hotel and recreational facilities, there is no greater opportunity for development in the region.

Locally, The Banks Project also plays the critical role of reconnecting the City with its waterfront, generating unprecedented visibility to businesses located within the development area. Development at The Banks provides an immediate opportunity to be a signature feature of the Cincinnati skyline, which is viewed by over 175,000 vehicles a day by travelers on I-71, I-75, I-471 and within the City and Northern Kentucky.

1.2. PUBLIC/PRIVATE PARTNERSHIPS

1.2.1. THE BANKS

The Banks development is one of the most significant public-private developments undertaken regionally, and it is successfully leveraging public dollars to achieve a $2.7 billion capital investment in transforming the riverfront of the City of Cincinnati.

Hamilton County and the City have marshaled the resources and authority of the State of Ohio and the Federal government, including Federal Highway Administration, Federal Transit Administration, Ohio Department of Transportation, Ohio Development Services Agency, JobsOhio and others to implement a comprehensive urban master plan for the riverfront.

Public-private partnerships at this level have been proven to yield one of the highest returns on public investment dollars, and The Banks demonstrates City and County commitments to partnering with the corporate community to create successful outcomes for the region overall.

The City/County have also targeted all phases of The Banks Project for a number of sustainable development initiatives. Pursuant to Leadership in Energy and Environment Design (LEED) certification by the U.S. Green Building Council, the City/County aspire to integrate features like green roofs, grey water systems, solar PV and thermal heating, and reuse/recycled materials in the construction of project facilities. In

Phase I of The Banks @ Completion 2014

addition, The Banks qualifies as a "sustainable site," with features like bike racks, bike rental sites, alternative transportation, and existing and future multi-modal transit options, and mixed-use walkable development features.

1.2.2. CENTRAL BUSINESS DISTRICT AND OVER THE RHINE DEVELOPMENT

The Cincinnati Center City Development Corporation (3CDC), a private, non-profit 501(c)(3) tasked with developing catalytic projects to initiate commercial, retail and residential investment in the downtown and Over-the-Rhine core neighborhoods, blocks away from The Banks. To achieve its mission to strategically revitalize Cincinnati's downtown urban core, 3CDC has the flexibility to act as a developer, asset manager and lender on projects that will spur additional private development in the center city.

To date, over $1 Billion has been invested in the central business district and OTR by 3CDC, primarily funded through contributions by major corporate interests, including Proctor & Gamble, Kroger, GE, and Cintas, to the Cincinnati Equity Fund and the Cincinnati New Markets Fund. That investment includes both public assets such as the $49 million transformation of Fountain Square in the downtown core and the $48 million renovation of Washington Park in OTR, but also includes construction and renovation of commercial and residential buildings as well.

The projects focus on providing great civic spaces, creating high density mixed-use development, preserving historic structures and streetscapes, and building diverse mixed-income neighborhoods supported by local businesses. 3CDC's impact on creating communities for live, work and play has been enormous, and the organization continues to have immense impact on shaping Cincinnati into a world-class city.

1.2.3. REGIONAL DEVELOPMENT

REDI Cincinnati (short for Regional Economic Development Initiative) also serves an important critical role in catalyzing business development and retention. REDI Cincinnati is one of six partners with JobsOhio, the State of Ohio's private, non-profit economic development arm. REDI's Board of Directors is made up of top business and civic leaders from across the region and is structured to leverage more CEO engagement in recruiting efforts and cooperate with the Cincinnati Chamber of Commerce's marketing efforts.

1.3. ACCESSIBILITY

Cincinnati is a major hub for road transportation, and Interstates 71, 75 and 471 and US 50 and 52 are immediately accessible from the downtown core. In addition, the City is served by Interstates 74 and 275 and US Routes 22, 25, 27, and 42, as well as numerous state routes. I-75 is the principal north-south inland traffic conduit between the Mississippi River and the Atlantic Ocean which carries over $4 billion in freight each year.

The City of Cincinnati and Hamilton County have also made major transportation improvements including a $400 million investment in Fort Washington Way and the reconfiguration and expansion of Second Street and Third Street, which will provide safe, convenient access to The Banks.

The City has also recently seen a dramatic increase in high-tech transportation options, including various ride-sharing companies including ZipCar, Uber and Lyft. Taxi and private car services are also available from a number of providers locally.

Downtown Cincinnati has ready access to two international airports, with Cincinnati/Northern Kentucky International Airport (CVG) located approximately 20 minutes south of downtown, and Dayton International Airport (DAY) located approximately 1 hour north of downtown. CVG has been recognized by SkyTrax as the best regional airport in America for seven years in a row and DAY has received several honors for excellence, as well.

1.4. TRANSPORTATION AND PEDESTRIAN LINKAGES

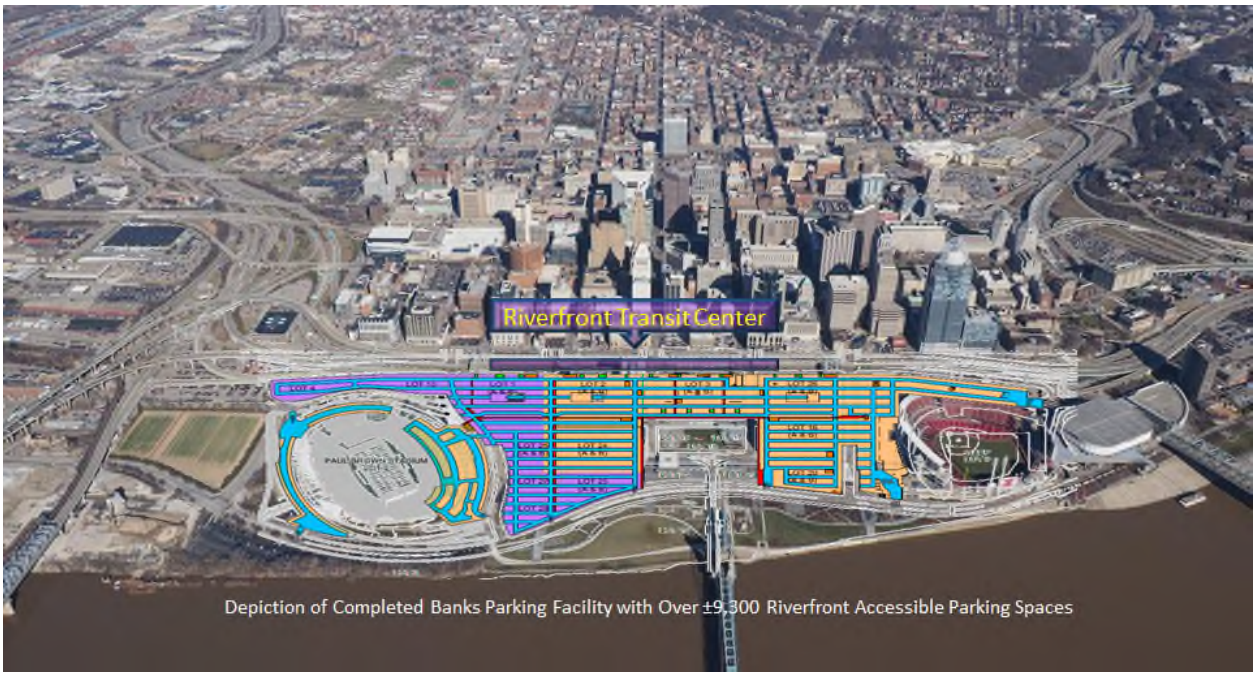
1.4.1. CENTRAL RIVERFRONT INTERMODAL TRANSIT FACILITY

The Banks Intermodal Transit and Parking Facility (the "Banks Facility") consists of a multi-level public parking structure that is capable of serving as Cincinnati's riverfront "intermodal transit facility", linking people traveling by automobile to frequent regional bus service in Ohio and Northern Kentucky as well as the streetcar, and potentially in the future, regional light rail, and commuter rail service.

At full build-out, there will be over 9,300 publicly owned available riverfront parking spaces at The Banks and in close proximity to the Central Business District. The Banks Facility provides public parking for office workers, residents, retail customers, as well as those attending events at the Great American Ball Park, Paul Brown Stadium, the National Underground Railroad Freedom Center, US Bank Arena and the Smale Riverfront Park. In addition, the Banks Facility provides multiple riverfront access points for Cincinnati's streetcar network linking the riverfront to the Central Business District and Over-The-Rhine.

The Banks Facility also integrates a pedestrian circulation network over an eight-city block area with a system of streets, squares and parks that provides 24/7 weather protected access within the Central Riverfront.

The Facility leverages public parking improvements to stimulate substantial private investment in the range of $1 billion by providing a podium structure that supports mixed-use development including residential, office, hotel and specialty retail and entertainment space.



Depiction of Completed Banks Parking Facility with Over ±9,300 Riverfront Accessible Parking Spaces

1.4.2. STREETCAR – CINCINNATI BELL CONNECTOR

The Cincinnati Bell Connector is a fast and convenient streetcar system that connects The Banks to the historic Over-the-Rhine Neighborhood. Completed in 2016, the streetcar is a 3.6 mile loop that connects businesses and residents in The Banks and OTR, and creates better circulation to historic Findlay Market, Music Hall and Washington Park.

1.4.3. BUS TRANSPORTATION

Southwest Ohio Regional Transit Authority (SORTA) operates the Hamilton County's METRO bus service and the Cincinnati Bell Connector. METRO has almost 350 fixed-route buses, two trolley buses and 44 Access paratransit vehicles that connect downtown Cincinnati with its suburbs and provide more than 17 million rides each year. Government Square serves as METRO's downtown transit hub, located just a few blocks north of The Banks Project, with more than 15,000 passengers utilizing the square each workday.

Connectivity with Northern Kentucky and its suburbs is provided by the Transit Authority of Northern Kentucky (TANK), which itself operates a fleet of 100 fixed route buses and 25 demand response vehicles, serving over 3.7 million passengers each year.

In addition to the pre-existing transit facilities for METRO and TANK, both systems service the Intermodal Transit Facility at The Banks, and further integration with that facility and the streetcar is anticipated over the next several years as more mass-transit options come online.

1.4.4. BIKE TRANSPORTATION

One unique feature of The Banks Project was the inclusion of bike rental facilities located immediately adjacent to Smale Park. The City is an active participant in the bicycling movement. It has implemented the City of Cincinnati Bicycle Transportation Program to make bicycling an integral part of daily life in Cincinnati, so that persons of all ages and abilities can utilize bicycles for all types of trips. The City is in the midst of projects to install bicycle lanes on several major thoroughfares, including a number of them downtown, and most recently implemented several phases of the Ohio River Trail which will span 23 miles of the Ohio River. The trail is enhancing quality of life, increasing mobility and recreational opportunities, and supporting economic development,

including at The Banks Project. The trail will ultimately connect the City's neighborhoods to Downtown and the world-class Cincinnati Riverfront Park at The Banks.

1.5. HOSPITALITY

The hospitality industry in Cincinnati is thriving, with 1,100 new hotel rooms having come on-line downtown in the last two years. The new Marriott AC Hotel at The Banks opened in the Fall of 2017. The Marriott Autograph in Lytle Park, also close to The Banks, will open in 2018. These new hotel facilities give the downtown total existing capacity of more than 3,900 rooms. There is also significant additional hotel supply regionally, with thousands of additional rooms in Northern Kentucky, uptown and in the more distant neighborhoods. This capacity puts Cincinnati in an extremely competitive position to host more and larger conventions and events, which will lead to increases in development, growth and visibility for the foreseeable future.

BANKS MARRIOTT AC HOTEL

Duke Energy Center is located downtown as well, and offers over 750,000 square feet of convention space and a full-service banquet kitchen that is capable of serving up to 5,000 meals in a single seating. The center can accommodate 75 percent of the existing convention, conference and meeting market.

In addition to simple volume, Cincinnati features unique hotels like the 21c Museum Hotel, a recently renovated landmark building in the downtown core that brands itself as a "museum first and a hotel second," located immediately adjacent to Zaha Hadid's Contemporary Arts Center.

The 21c Museum Hotel and the newly retrofitted Residence Hotel in the finance district, both feature world-class rooftop bars and dining areas and are on the cutting-edge of the City's hospitality revolution. Well known flags such as the Marriott, Hyatt Regency, Hilton Worldwide, Westin Hotels, AC, Renaissance Hotels, Hampton Inn & Suites, Homewood Suites and Holiday Inn & Suites are also all found in downtown Cincinnati, many newly under construction or recently renovated.

1.6. QUALITY OF LIFE

1.6.1. RESIDENTIAL

Downtown Cincinnati is experiencing a renaissance of residential interest, with 8,500 residential units in the CBD and OTR, with an average rent of $1.57 per square foot. Occupancy nears 100% and over 10 major projects are currently in development or in planning stages. A combination of retrofits of existing commercial buildings and new construction projects has resulted in over 1,200 new units of housing in the downtown core since 2014.

Over-the-Rhine (OTR) is one of the largest, most intact urban historic districts in the United States, featuring one of the greatest existing collections of Italianate-style architecture in the nation. OTR has been one of the largest beneficiaries of 3CDC's redevelopment efforts, with entire blocks being restored and renovated systematically. Redevelopment and new construction of housing continues in OTR as well, with well over 300 new units coming online in the next three years, and many more in planning stages. In addition, a 20,000 square foot grocery store is under development and scheduled for opening in 2019.

Condominiums, apartments and dining are the most predominant features of the newly rebuilt neighborhood, but the area also features numerous startup businesses, nightlife, and multiple major cultural resources, including Music Hall, Aronoff Center for Performing Arts, The Taft Theater, the Otto Budig Shakespeare Theater, The Taft Museum, Washington Park and a variety of smaller arts facilities like the Know Theater, the Ensemble Theater and the Cincinnati Arts Institute. The nationally-recognized School for Creative and Performing Arts, Cincinnati Public School, is also located in newly constructed facilities just south of Washington Park in OTR.

Cincinnati's downtown neighborhoods have been receiving national accolades as well. AOL Real Estate recently ranked Cincinnati among its top 10 cities for young people, citing the City's comparatively low cost

of living and significant career opportunities, and Partners for Livable Communities recognized Cincinnati as one of the "Most Livable Communities." Publications like Esquire Magazine and Mens Health Magazine have also recently recognized Cincinnati in top 10 lists for lifestyle features like a great music scene and healthy living. For all of these reasons and more, the population in the downtown/OTR core is expected to more than double in the next five years even without consideration of employees at HQ2, and a large majority of those new residents will be young, urban professionals that want to work and live downtown.

1.6.2. RESTAURANTS AND RETAIL

A major feature of the growth in Cincinnati has come in the form of locally owned and operated retail and restaurants. There are over 350 restaurants and bars in the downtown area. Several entertainment corridors have emerged throughout downtown Cincinnati, most significantly at The Banks, in the Theater District, and OTR. National attention is being paid to the City's dining and entertainment scene.

One of the more unique features of OTR is Findlay Market, Ohio's oldest continuously operated public market, located just blocks from downtown. The market is home year-round to approximately two dozen indoor merchants, and, from April to November, home to a thriving farmers market, dozens of outdoor vendors, street performers, and special events. Findlay Market is a signature stop on the Streetcar route that links the market to the Central Business District and The Banks.

National Geographic Traveler featured Cincinnati as a renaissance town with incredible heritage, innovative and unique dining and drinking establishments, and an "indie" character that competes with the trendiest neighborhoods in Brooklyn or San Francisco.

The momentum of growth and development inspired by the redevelopment of the waterfront with The Banks Project, Fountain Square district, and the reconstruction of OTR has quickly permeated the consumer scene, and self-described "foodies" abound, happily recounting their latest culinary experiences.

Dozens of new restaurants and bars have opened in The Banks,

downtown/Fountain Square, and OTR in the past three years, marking an incredible revolution in the City's entertainment scene that has been recognized in Bon-Appetit Magazine. The dining options in the City span high-end (and high-cost) Italian and French cuisine to street food served out of food trucks parked on Fountain Square.

Several restaurants downtown (including Boca, Nicola's, Orchids and the Palace Restaurant) have received Four Diamond Rating from AAA for multiple years in a row, with other restaurants like Sotto, Kaze and the Metropole receiving recognition as some of the hottest new restaurants in America.

1.6.3. ENTERTAINMENT

Cincinnati's downtown offers entertainment that only a major urban location can. The Banks Project is flanked by stadiums for the two major league sports franchises, the Cincinnati Reds (Great American Ball Park) and the Cincinnati Bengals (Paul Brown Stadium), in addition to US Bank Arena which is the home arena for the Cincinnati Cyclones, a minor league hockey team. Planning is underway for a new stadium for FC Cincinnati, our minor league soccer team that is applying for admission to the MLS. Multiple institutions of higher education in the City, including the University of Cincinnati and Xavier University, also offer college sporting events.

The Banks development itself is the region's predominant entertainment destination, with a full mixed-use roster of residential, commercial and office facilities. Current tenants already located in The Banks include Christian Moerlein Lager House, Yard House, Pies and Pints, Ruth's Chris Steakhouse, and Taste of Belgium. The National Underground Railroad Freedom Center provides additional educational experiences and the fully built-out Banks Project will include hotel space, additional entertainment options, and additional housing options for residents.

Paul Brown Stadium

Numerous festivals, parades and events also take place in the Central Business District and at The Banks, including the Reds Opening Day Parade, Taste of Cincinnati, Riverfest and the Flying Pig Marathon, and the largest Oktoberfest celebration west of Munich, Germany.

In addition, Cincinnati has a long history of offering world-class cultural experiences, including the Cincinnati Symphony Orchestra, the Cincinnati Opera, and the Cincinnati Ballet, which all count Music Hall in OTR as their home. The Theater District in the urban core hosts the Aronoff Center and Taft Theater, two performing arts centers surrounded by a restaurant and entertainment district.

Other entertainment options are prevalent in the City as well, with the Cincinnati Zoo, Playhouse in the Park, the Cincinnati Museum Center at Union Terminal, the Contemporary Arts Center, the Cincinnati Art Museum, and many others all located within 5 minutes of The Banks Project. One of Ohio's four casinos, the Horseshoe Casino Cincinnati, is also located in the urban core, providing a Las Vegas-style gaming establishment with gaming, food and an outdoor stage for a number of performances each year.

1.6.4. PARKS AND RECREATION

The Cincinnati Parks system constitutes more than 5,000 acres, which amounts to approximately 10 percent of the City's total land area. The Parks system is considered among the best in the nation, and there is ample evidence of the City's commitment to recreation opportunities for its citizens.

John G. and Phyllis W. Smale Riverfront Park has been conceived as the "front yard" of the City and the County, flanking the city's beloved Roebling Bridge and providing meaningful access to the riverfront for recreation and enjoyment. The Cincinnati Central Riverfront Park Master Plan conceived the creation of a grand civic space that will not only welcome visitors to the City but also complement the mixed-use development in The Banks. Smale Riverfront Park represents a $120 million investment in the Cincinnati Parks system and directly adjoins a 50 acre park adjacent to the east.

John G. and Phyllis W. Smale Riverfront Park

The nationally recognized Smale Riverfront Park features an event lawn, bikes and running trails, tree groves, a labyrinth, a plaza of interactive fountains, the "Walnut Street Steps" featuring a grand stairway with landings at water-filled and colorfully-lit basins, and a bike rental center. The Park also contains an adventure playground, the Women's Committee Garden, a carousel, and a future Boat Dock along the shores of the Ohio River. This world-class park facility fronts the entire Banks development and is a feature unmatched at any other development site in the region.

In addition, Washington Park in OTR has undergone a $48 million renovation that makes it a critical civic space in the heart of that neighborhood, and Friendship Park connects with Smale to continue the connectivity of the Ohio River Bike and Hiking Trail along the riverfront. There are dozens of other park facilities in the urban core that make downtown Cincinnati one of the most beautiful and unique cities in the country.

1.7. GREENSPACES – SMALE RIVERFRONT PARK

The Cincinnati Central Riverfront Park Master Plan, commissioned by the Cincinnati Park Board and the Cincinnati Recreation Commission, conceived the creation of a grand civic space, comprising approximately fifty acres that will include an expansive lawn, bike trails, water gardens and waterfalls, promenades, imaginative recreational space, floral gardens, a carousel and a river pier. The park will complement the mixed-use development anticipated in The Banks Plan. The Cincinnati Park Board has retained Sasaki & Associates as the park designers. The Park formally broke ground in September 2008 and construction commenced in January 2009.

The Project is a major component of the Corps. of Engineers' flood and erosion control program.

In the Spring of 2011, John G. Smale, former Chairman of Procter & Gamble, presented a gift of $20 million to the Cincinnati Parks Foundation for the construction of Phyllis W. Smale Riverfront Park. Mr. Smale's gift was given in tribute to his late wife, who spent decades working tirelessly to raise funds for the city's green spaces. Upon Mr. Smale's passing in the Fall of 2011, the park became The John G. and Phyllis W. Smale Riverfront Park.

Phase I of the Smale Riverfront Park includes the Moerlein Lager House restaurant and brewery, as well as a plaza of water jets with cascades of water that drop to pools along Mehring Way.

The Park also includes a stairway with landings at water-filled basins, a glass-floored walkway above a lower level loggia, a shade trellis, informational and interpretive displays, and public restrooms.

The Jacob G. Schmidlapp Stage & Event Lawn is part of this design and includes a promenade, tree grove, a monument to the Black Brigade, a floral garden and a labyrinth. The park features a bike center and welcome center, and a section of the Ohio River Bike Trail. The Schmidlapp Stage and Event Lawn was completed in May, 2011; the Walnut Street Fountain and Steps as well as the Bike, Mobility and Visitors Center opened late Spring 2012. The Labyrinth, Black Brigade Monument, and other Phase I features opened in the Spring of 2012.

The Park will accommodate major regional events such as Oktoberfest and Taste of Cincinnati, as well as provide an expanded venue for Riverfest, a Labor Day extravaganza. The Smale Riverfront Park will stretch from the Interstate 75 Brent Spence Bridge to Broadway. The Park will create a striking civic space emphasizing the Roebling Suspension Bridge as the gateway to Cincinnati. This 45-acre space will provide

access to the river with direct view corridors, pedestrian walks, and street connections. (Park plan details are available at www.mysmaleriverfrontpark.org)

Smale Riverfront Park Features:

The Heekin Family/PNC Grow Up Great Adventure Playground: The playground and its unique features will be built on a mound adjacent to the east side of the Roebling Suspension Bridge. The playground opened in Spring, 2015.

This fully accessible play area welcomes children of all ages, inviting them to play alongside one another and experience the unusual features of the playground in their own ways. From a rock canyon for climbing and a swinging rope bridge to play nooks for smaller children, giant side-by-side slides contoured to the land, a large sand box, climbing logs and stepping stones, the playground enables children to work their way up to more challenging play experiences while learning from others.

The P&G Vibrant Playscape is located south of Mehring Way, between the Roebling Suspension Bridge and Vine Street, along a promenade that was once Cincinnati's historic Water Street—part of the City's first grid of streets along the river.

The feature is a unique environment that encourages play by children, adults, groups and families. A series of outdoor play "rooms" are located along the Water Street Promenade, separated from one another by hedges and landscaping. Each "room" features unique play elements based on the concept of cause and effect. The spaces—called the Sound, Light, Water and Movement Playscapes—engage participants so that each of their actions causes a reaction.

The P&G Vibrant Playscape

Castellini Esplanade The esplanade is a setting for farmers' markets and other community activities. Its design reflects the historic character of the produce industry that used to be housed on the site. A picnic terrace flanks both sides of the Castellini Esplanade. The unique setting includes moveable picnic tables on wheels, set on rails in a tribute to the produce distribution center formerly on the site.

Carol Ann's Carousel The carousel is named for Carol Ann Haile, who, along with her husband Ralph, had a passion and commitment for communities on both banks of the Ohio River. Together, they had the desire to advance the quality of life for the Greater Cincinnati region. The Carousel showcases many areas of life, history and culture in the Greater Cincinnati area, and Cincinnati history and culture within a glass building set on a plaza fronting Ted Berry Way. Paintings on the carousel feature Cincinnati parks and landmarks. The figures themselves along with their trappings reflect river life, sports, Cincinnati cuisine, iconic places, transportation, history, business, the arts, the seasons and folklore.

2. TRANSFORMATIVE DEVELOPMENT

The City of Cincinnati and Hamilton County are actively creating a diverse, vibrant and affordable community for its residents and partners. The goal to provide a true “live, work, play, stay” environment is clearly evident in the way that the City and Hamilton County have leveraged over $5 billion in public and private resources over the last decade. In that time, downtown has been transformed by projects such as The Banks, Fountain Square, Washington Park, the revitalization of Over-the-Rhine, Duke Energy Convention Center, Horseshoe Casino Cincinnati, and hundreds of other projects where the City and County have partnered with public and private enterprises to unprecedented success. The City, the County and the JBSC, together with partners like REDI, JobsOhio and the Greater Cincinnati Redevelopment Authority, have envisioned a revitalized riverfront that will act as a true Gateway to Southwest Ohio and the region.

The Banks
Walnut Street Fountain

APPENDIX D - FORMS

THE BANKS – REQUEST FOR QUALIFICATIONS

FORM A

THE BANKS DEVELOPMENT

SMALL RETAILER, SUPPLIER, AND OTHER INTERESTED PARTIES

INFORMATION FORM

Please Note: Completion of this form does not guarantee participation in The Banks project. However, your information will be included in a database accessible by interested lead developers.

SECTION 1: GENERAL INFORMATION

BUSINESS NAME:

CONTACT NAME AND TITLE:

BUSINESS ADDRESS:

PHONE NUMBER:

FAX NUMBER:

FEDERAL TAX IDENTIFICATION NUMBER:

YEARS IN BUSINESS:

NO. OF EMPLOYEES:

STANDARD INDUSTRY CODE:

SECTION II: CLASSIFICATION OF BUSINESS

TYPE OF BUSINESS (Circle all categories that apply)

RETAILER RESTAURANT SUPPLIER DESIGN CONSTRUCTION OTHER

ARE YOU CERTIFIED BY HAMILTON COUNTY IN THE FOLLOWING CATEGORIES: (Circle)

SMALL BUSINESS MINORITY BUSINESS WOMEN OWNED BUSINESS

SECTION III: DESCRIBE YOUR INTEREST IN THE BANKS

The undersigned declares the foregoing statements are true and include all information necessary to identify and explain the operations and ownership of the company.

Signature	Name and Title	Date

Please return this form by 12 noon, _____ __, 20__ to:

Melissa E. Wideman
312 Elm Street, Suite 2600
Cincinnati, Ohio 45202
mew@rhcholdings.com

Response Form B

Exhibit B: Relevant Experience

Note: Limit the table to five pages total per project, including up to three pages for the table and two pages for project photographs, drawings, etc.

Project Title:	
County, State:	
Type of Development:	1) Mixed-use 2) Urban Infill 3) Redevelopment
Project Description Size, mix of land uses, location and entitlement process:	
Similarities to the Site:	
Size of Project/Number of Acres:	
Construction State Date:	
Construction Completion Date:	
Construction Cost (Hard Costs)	
Provider/Amount of Long Term Financing – both Debt and Equity:	
Contact for Equity Financing:	
Contact for Debt Financing: Project Manager:	 Name: Company: Phone:
Developer Members (if applicable)	Managing Members/Companies:
Project Team Members (Please identify all team members being proposed for the Site who also worked on this project. Please indicate any leading roles played by proposed team members.)	Name: Role/Company:
	Name: Role/Company:
	Name: Role/Company:
	Name: Role/Company:
	Name: Role/Company:
Local Government Reference:	Name/Title: Phone:

	E-Mail Address: Role of Agency/Local Government
Amount/Type of public investment in the project:	

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