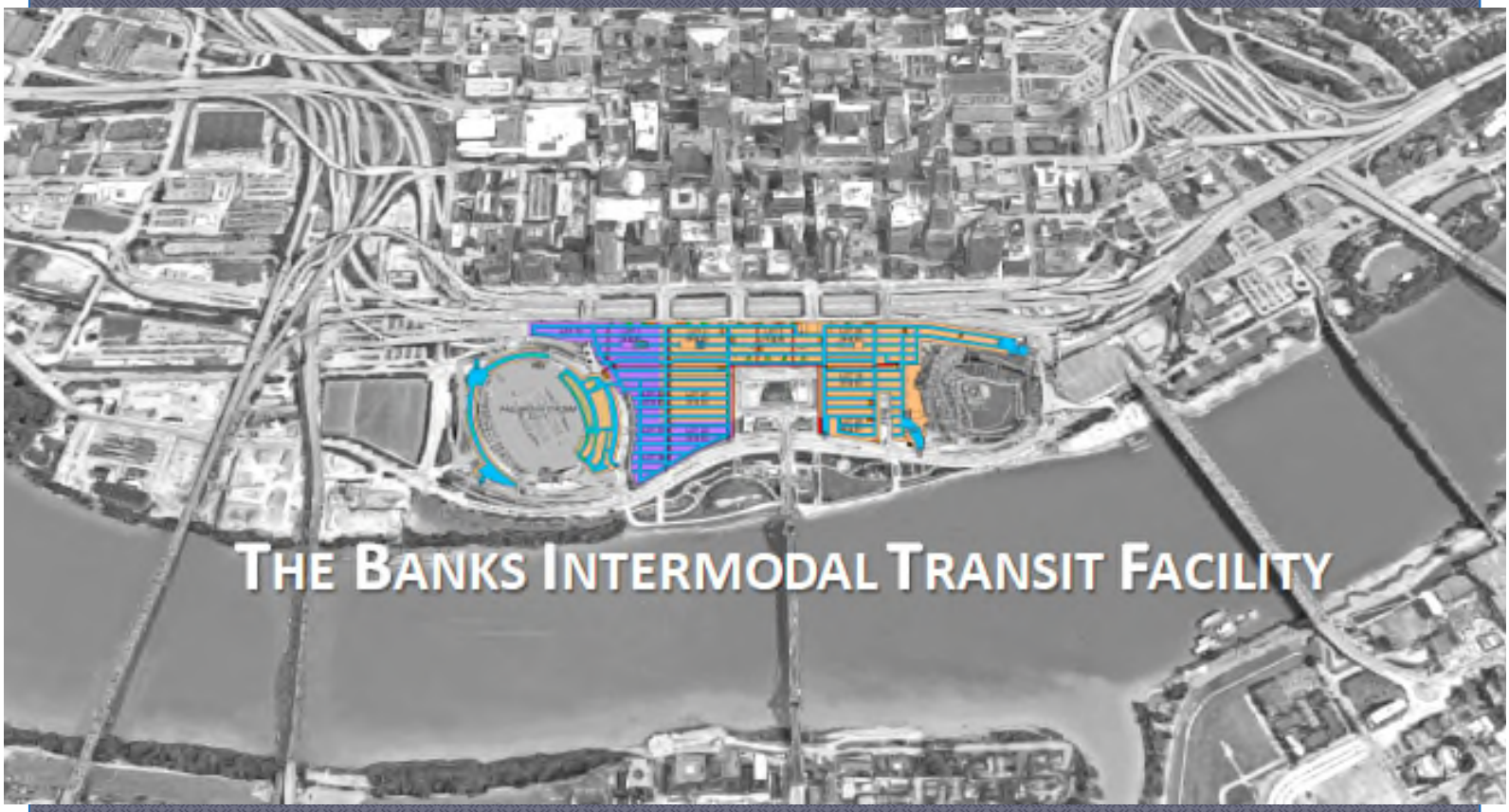
Attachment 6

Planning Documents



THE BANKS INTERMODAL TRANSIT FACILITY

BUILD GRANT SUBMISSION OF JULY 19, 2018

Urban Design Guidelines

- April 2000 Central Riverfront Urban Design Master Plan
- July 20, 2007 Concept Plan and Development Program Statement Amendment
- August 16, 2007 City Planning Commission Adoption of Amended Concept Plan and Development Program Statement
- December 2011 Concept Plan and Development Program Statement, as Amended

- April 2000 Central Riverfront Urban Design Master Plan

Hamilton County/Cincinnati

Central Riverfront Urban Design Master Plan

Prepared by URBAN DESIGN ASSOCIATES

Prepared for
Hamilton County *and*
The City of Cincinnati

APRIL 2000



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Acknowledgements

Steering Committee

City of Cincinnati

Charlie Luken
Mayor, City of Cincinnati

Minette Cooper
Vice Mayor, City of Cincinnati

Paul Booth
City Council Member

Pat DeWine
City Council Member

Phil Heimlich
City Council Member

Todd Portune
City Council Member

Alicia Reece
City Council Member

James R. Tarbell
City Council Member

Charles Winburn
City Council Member

John Shirey
City Manager

Hamilton County

Bob Bedinghaus
Hamilton County Commissioner

John S. Dowlin
Hamilton County Commissioner

Tom Neyer Jr.
Hamilton County Commissioner

David J. Krings
Hamilton County Administrator

Former City Council Members

Roxanne Qualls

Tyronne K. Yates

Jeanette Cissell

Bobbie Sterne

Dwight Tillery

Former County Commissioners

Guy C. Guckenberger

Riverfront Advisors Commission

Jack Rouse
Chairman

David Anderson
Clifford A. Bailey
Otto M. Budig, Jr.
J. Joseph Hale, Jr.
Thomas H. Humes, Jr.
Eric H. Kearney, Esq.
Ronald B. Kull
Laura L. Long
Steven R. Love
Norman Miller
Paul Muller
Charlotte R. Otto
Jeanne H. Schroer
Nicholas J. Vehr
Frank Wood

Consultant Team

Urban Design Associates

ZHA, Inc.

Glatting Jackson Kercher Anglin Lopez Rinehart, Inc.

Eric Doepke Associates

Balke Engineers

Economics Research Associates

County & City Staff

Susanne Burke
Director, Administrative Services

Terry Evans
Assistant Manager, Administrative Services

Gary Van Hart
Director, Public Works

Ronald P. Miller, AICP
Secretary/Executive Director, Hamilton County Regional Planning Commission

Richard Mendes
Deputy City Manager

John Deatrick
Director, Transportation & Engineering

Toni Selvey Maddox
Acting Director, Economic Development

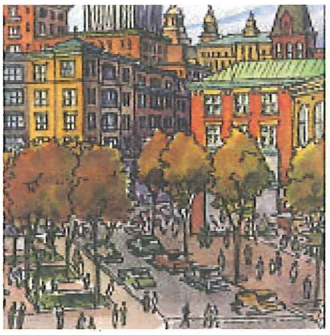
Elizabeth Blume
Director, City Planning

Robert H. Richardson, AIA
City Architect, Transportation & Engineering

Mark McKillip,
Principal Architect, Transportation & Engineering

Cheri Rekow
City Planning

Executive Summary



1 Summary of the Plan

THE CINCINNATI CENTRAL RIVERFRONT MASTER PLAN is the result of a public participation planning process begun in October 1996. Hamilton County and the City of Cincinnati engaged Urban Design Associates to prepare a plan to give direction in two public policy areas:

- to site the two new stadiums for the Reds and the Bengals
- to develop an overall urban design framework for the development of the central riverfront which would capitalize on the major public investment in the stadiums and structured parking

A Riverfront Steering Committee made up of City and County elected officials and staff was formed as a joint policy board for the Central Riverfront Plan. Focus groups, interviews, and public meetings were held throughout the planning process.

A Concept Plan was published in April 1997 which identified three possible scenarios for the siting of the stadiums and the development of the riverfront. The preparation of a final Master Plan was delayed due to a November 1998 public referendum on the siting of the Reds Ballpark.

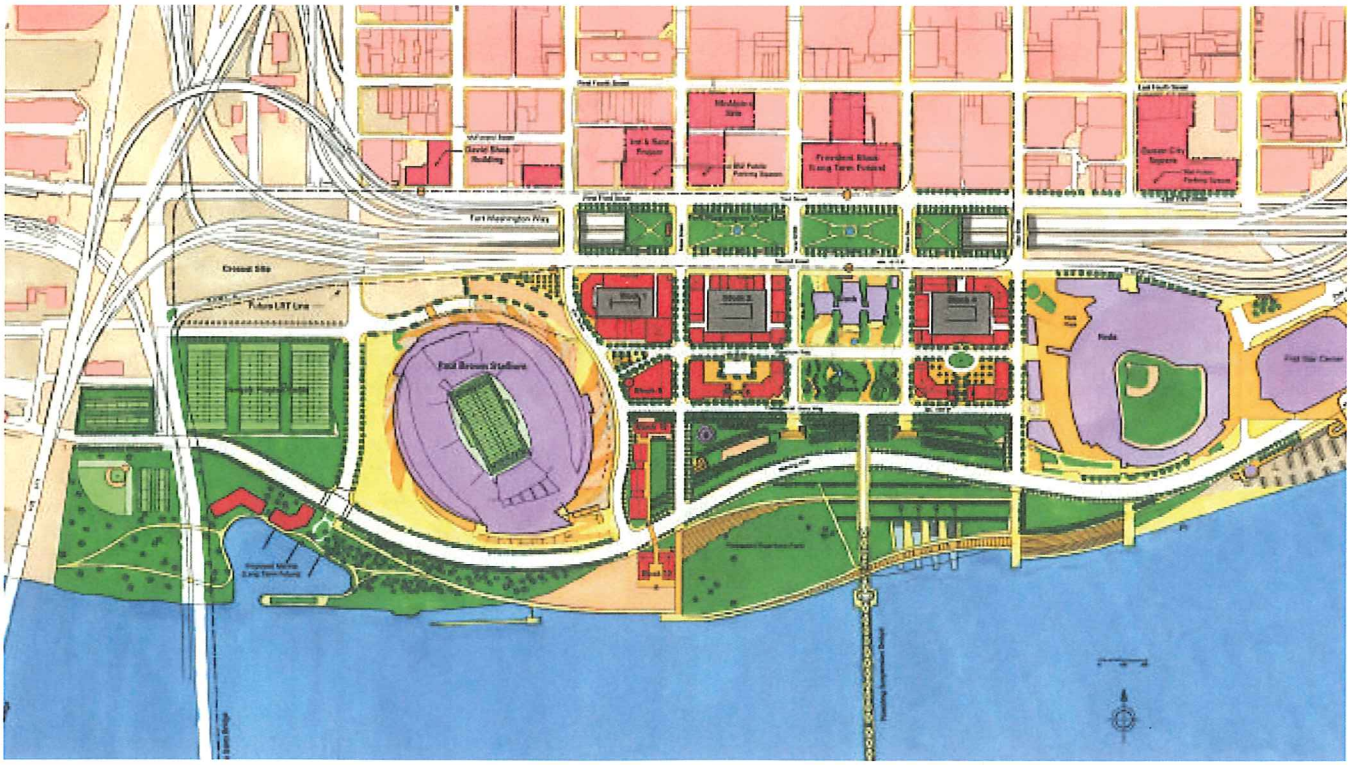


Once the decision on the Reds Ballpark was made by the voters in favor of a riverfront site, Hamilton County and the City of Cincinnati in January 1999 appointed sixteen prominent citizens to the Riverfront Advisors Commission who were charged to "recommend mixed usage for the Riverfront that guarantees public investment will create sustainable development on the site most valued by our community." The result of that effort was *The Banks*, a September 1999 report from the Advisors which contained recommendations on land use, parking, finance, phasing, and developer selection for the Central Riverfront.

The Advisors and the UDA team also worked closely with the Park Board and their consultants to integrate the master planning for the riverfront park into the overall Master Plan.

The final Master Plan, which includes The Banks recommendations from the Advisors, has the following major elements:

1. Four anchor attractions (three new: Paul Brown Stadium, Reds Ballpark, and the National Underground Railroad Freedom Center; and one existing—Firstar Center).
2. Parking for over 6000 cars to serve commuters, sports fans, and festival attendees.
3. The Banks, a vibrant mixed use district with: 900 to 1300 housing units; 400,000 to 500,000 sq. ft. of retail and entertainment; 100,000 to 200,000 sq. ft. of offices; and a hotel of 200 to 400 rooms.
4. A new, 70-acre riverfront park as a signature front door for the City and as a location for major festivals.



5 A narrowed, redesigned, and partially decked Fort Washington Way, the sunken interstate highway which runs east-west through the City between Downtown and the riverfront.

6 An Intermodal Transit Center below grade on the south side of Fort Washington Way for buses, service, future on-grade light rail, and future commuter rail.

7 A redeveloped Third Street with new commercial office buildings and supporting retail and parking

Next Steps

Construction

Four projects are under construction: Paul Brown Stadium, Fort Washington Way, and the East Parking Garage will open in August 2000; the Intermodal Transit Center will be completed in 2001, a monumental achievement.

Design

Four projects are in design: Reds Ballpark; National Underground Railroad Freedom Center; underground parking; and the riverfront park. These four projects are scheduled for completion after 2002.

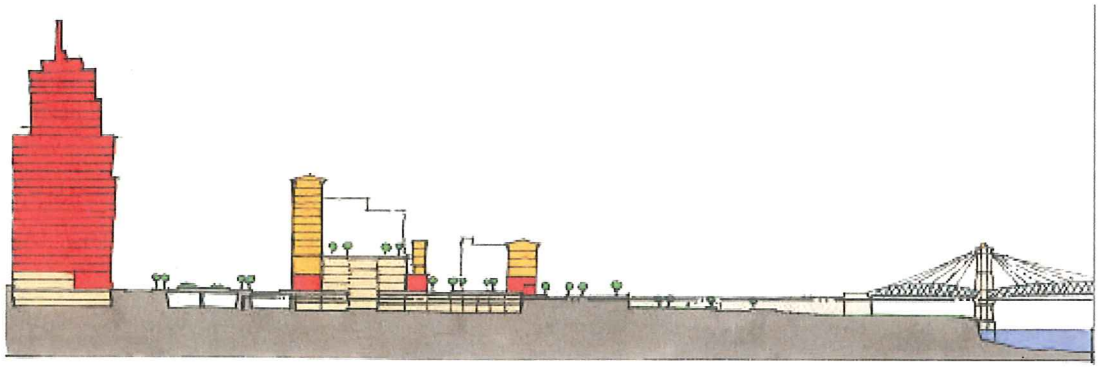
Development

The City and the County will jointly create a Riverfront Development Commission which will oversee and ensure implementation of The Banks. The first task of the Commission will be to issue a national Request for Proposals for developers in summer 2000 for Phase One of The Banks project between Paul Brown Stadium and the Freedom Center. Phase One could be completed in 2003 to 2004.

The City and County will work with property owners and developers to facilitate commercial office development and parking on the north side of Third Street.

Transit

The City and the County will support the regional development of light rail transit linking the airport, Northern Kentucky, the Central Riverfront, Downtown Cincinnati, and the University of Cincinnati by way of split tracks on eastbound Second Street and westbound Third Street.



II Planning Process

THE DEVELOPMENT OF THE PLAN for the Central Riverfront was divided into two distinct phases: The Central Riverfront Urban Design and Stadium Concept Plan which was published in April 1997; and the current volume, the Central Riverfront Urban Design Master Plan, dated April 2000.

Background

Voters of Hamilton County passed an initiative in May 1996 which provided an increase in the sales tax of ½ percent to finance the construction of two sports stadiums—the Bengals and the Reds—and related infrastructure and parking. Hamilton County and the City of Cincinnati jointly funded a planning study to site the two stadiums. The planning process had three goals:

1. The construction of the two stadiums must be seen as an economic development project which will spin-off other private development.
2. The urban design quality of the Cincinnati Central Riverfront must be enhanced to reflect the historic importance of the riverfront as the front door to the City, including the reconnection of the Downtown to the Ohio River.
3. The public must be involved in the planning process.

Urban Design Associates (UDA) was selected as the lead consultant, with ZHA, Inc. (market study), Glatting Jackson Kercher Anglin Lopez Rinehart, Inc. (traffic and parking consultants), Eric Doepke Associates (landscape design), and Balke Engineers (civil engineering).

Steering Committee

A Steering Committee made up of the County Commissioners, the Mayor, City Council, and County and City senior staff was formed to be the policy board for the planning process. The Steering Committee met on a monthly basis in public session for much of the time as the plan evolved.

Concept Plan
(October 1996 to April 1997)

The Concept Plan was a highly concentrated planning process from October 1996 to April 1997. There were three phases:

Phase I: Data and Analysis

The team collected data on land use, transportation, zoning, historic resources, and development plans. An important task was to conduct interviews and focus group meetings with elected officials, team owners, downtown groups, resident groups, agencies, and citizens.

Phase II: Alternatives

This phase was centered around a week long design charrette in November 1996, in which the Urban Design Associates team set up a design studio at the Cincinnati Convention Center. Design principles, frameworks, and illustrative urban design plans were developed. The charrette culminated in a public presentation on 17 November 1996, attended by 300 citizens. Small group discussions that evening allowed for citizen input and feedback.

Phase III: Final Concept Plan

The Urban Design Associates team, using input from the Public Forum and from working sessions with the Steering Committee, prepared the Concept Plan for the Central Riverfront, including locations for the two stadiums and a framework plan for the development blocks between the stadiums.

Central Riverfront Master Plan
(May 1997 to March 2000)

The development of the plan after the publication of the Concept Plan was dominated initially by the debate over the final location of the Reds Ballpark. The Concept Plan had shown three possible locations for the ballpark, two on the riverfront and one at Broadway Commons. The issue was finally resolved by a voter referendum in November 1998 in favor of a riverfront location.

During that debate period on the Reds Ballpark site from May 1997 to November 1998, significant work was done, however, on all other aspects of the plan, including the final site plan for Paul Brown Stadium, the street framework, underground parking, Fort Washington Way urban design and landscaping plan, Intermodal Transit Center, National Underground Railroad Freedom Center, light rail transit, the central private development blocks, and the riverfront park. Phasing plans and construction cost estimates for this complicated set of interrelated projects were also prepared.

From November 1997 to March 1998, a private developer was given designated status by the City to present an urban design and financing plan for the proposed private development blocks between the two stadiums. Urban Design Associates, the Steering Committee, and the City reviewed the proposal. Ultimately the development agreement was not renewed or extended by the City Council.

Once the voters decided the Reds Ballpark siting issue in November 1998, the Steering Committee determined that the private development between the stadiums required a more detailed and inclusive examination. In January 1999, the City and the County continued their unprecedented collaboration and formed a sixteen person Riverfront Advisors Commission, who were charged to "recommend mixed usage for the riverfront that guarantees public investment will create sustainable development on the site most valued by our community." Urban Design Associates was assigned to assist the Advisors with urban design analysis, studies, designs, and drawings. Economic Research Associates was hired to assist the Advisors with market analysis and financial pro formas.

The Advisors worked very intensely from February 1999 to September 1999, beginning with a series of community forums and interviews throughout the region, ultimately involving hundreds of citizens. The result of that enormous volunteer effort was The Banks, a remarkable consensus vision for the riverfront. The Advisors presented their plan to the Steering Committee at a public meeting on September 30, 1999, including an illustrated book and a multi-media presentation. The Banks Report is listed as an Appendix to this Master Plan.

The final phase of the Master Plan was to incorporate The Banks Plan into the Central Riverfront Plan, to update the plan with the most recent plans for the Reds Ballpark, Freedom Center, Fort Washington Way, parking, and riverfront park. A major new task was to develop urban design guidelines for the Central Riverfront which reflect The Banks Plan.

Planning Process



1 Concept Plan

(October 1996 to April 1997)

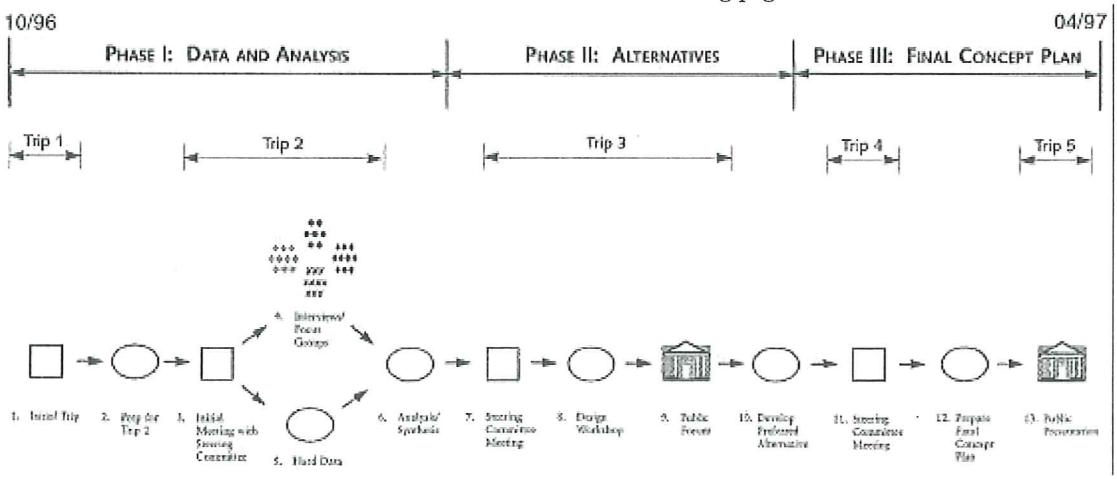
VOTERS OF HAMILTON COUNTY passed an initiative in May 1996 which provided an increase in the sales tax of ½ cent per dollar to finance the construction of two new sports stadiums for the Cincinnati Reds baseball team and the Cincinnati Bengals football team. Hamilton County and the City of Cincinnati jointly funded a planning study to site the two stadiums.

The Planning Process for the Hamilton County/Cincinnati Central Riverfront Urban Design and Stadium Plan was guided by three goals.

1. The construction of the two stadiums must be seen as an economic development project which will spin-off other private development.
2. The urban design quality of the Cincinnati Central Riverfront must be enhanced to reflect the historic importance of the riverfront as the front door to the City, including the reconnection of the Downtown to the Ohio River.
3. The public must be involved in the planning process.

The Plan was divided into two parts: The Concept Plan and the final Urban Design Master Plan . The Concept Plan was completed in four months and was organized around two major multi-day working trips to Cincinnati by the consultant team. A Steering Committee was formed, which included the President of the Board of County Commissioners, the Mayor, three City Council members, and key County and City staff, to direct the work of the consultants. The flow chart below shows the major steps of the Concept Plan, which had three phases, described on the following page.

Concept Plan Flow Chart



Phase I Data and Analysis

In this phase, the first major working trip was in October 1996. The team collected data on land use, transportation, and program and interviewed numerous stockholders and stakeholders, including elected officials, team owners, downtown groups, neighborhood groups, agencies, and citizens.

Phase II Alternatives

In this phase, the second major working trip occurred. The consultant team set up a design studio in the Cincinnati Convention Center for four days and developed urban design principles, frameworks, and illustrative schemes. These were presented on November 14, 1996 at the Convention Center in a Public Forum attended by over 300 citizens. Small group meetings that evening also allowed for citizen input and feedback.

Phase III Final Concept Plan

In this phase, the consultant team, using input from the Public Forum and from working sessions with the Steering Committee, prepared the Concept Plan for the central riverfront and the siting of the stadiums. Two open working meetings with the Steering Committee were held on December 19, 1996 and January 16, 1997.



II Final Urban Design Master Plan

(May 1997 to March 2000)

SUBSEQUENT TO THE PUBLICATION of the Concept Plan in April 1997, the planning efforts of Urban Design Associates were concentrated in two categories:

- detailed urban design studies of the major riverfront projects and initiatives (Paul Brown Stadium, Reds Ballpark, Firstar Center, National Underground Railroad Freedom Center, street grid, Fort Washington Way, parking, transit, and the riverfront park)
- support of the Riverfront Advisors, a citizen group appointed by the City and County to prepare a development plan for the blocks of the central riverfront between the two stadiums.

The development of the plan after the publication of the Concept Plan was dominated initially by the debate over the final location of the Reds Ballpark. The Concept Plan had shown three possible locations for the ballpark, two on the riverfront and one at Broadway Commons. The issue was finally resolved by a voter referendum in November 1998 in favor of a riverfront location.

During that debate period on the Reds Ballpark site from May 1997 to November 1998, significant work was done, however, on all other aspects of the plan, including the final site plan for Paul Brown Stadium, the street grid, underground parking, Fort Washington Way urban design and landscaping plan, Intermodal Transit Center, National Underground Railroad Freedom Center, light rail transit, and the riverfront park. Phasing plans and construction cost estimates for this complicated set of interrelated projects were also prepared.

From November 1997 to March 1998, a private developer was given designated status by the City to present an urban design and financing plan for the proposed private development blocks between the two stadiums. Urban Design Associates, the Steering Committee, and the City reviewed the proposal. Ultimately the development agreement was not renewed or extended by the City Council.

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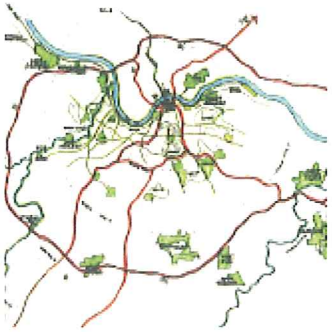
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The final phase of the Master Plan was to incorporate The Banks plan into the Central Riverfront Plan, and to update the plan with the most recent plans for the Reds Ballpark, Freedom Center, Fort Washington Way, parking, and riverfront park. A major new task was to develop urban design guidelines for The Banks plan.

Riverfront Advisors Commission



Urban Design Analysis



1 Concept Plan Focus Groups

IN OCTOBER AND NOVEMBER 1996, UDA conducted 39 individual interviews and focus group meetings which involved over 150 citizens, including the three Hamilton County Commissioners, the Mayor of Cincinnati, three members of City Council, team owners of the Reds and Bengals, representatives of the Over-the-Rhine neighborhood, downtown business owners and business groups, riverfront property owners, state and local planning and transportation agencies, cultural and recreational groups, Northern Kentucky groups, and economic development agencies.

All individuals and groups were asked the same series of open-ended questions: What do you like best and least about downtown Cincinnati, the riverfront, and the Broadway Commons site?; What infrastructure improvements are needed?; What uses belong on the riverfront and at Broadway Commons?; and What should be avoided? A summary of the answers to these questions is in the separate Appendix. Following are some highlights of that summary:

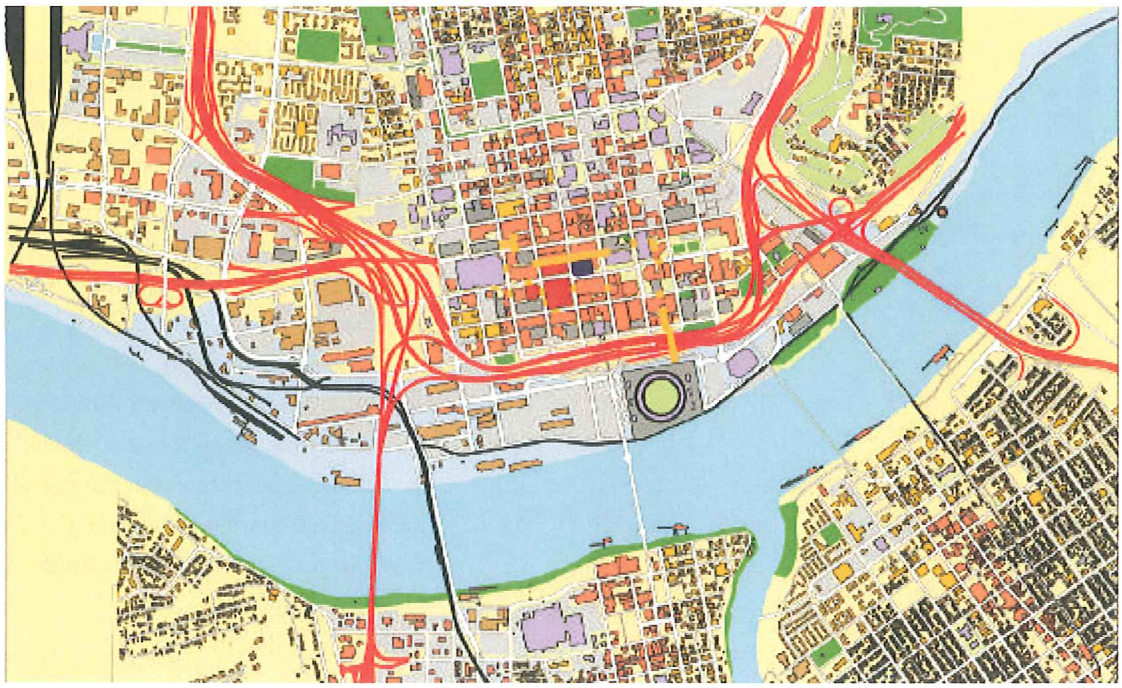
Like best: downtown (Aronoff Center, clean and safe downtown, restaurants, and shopping); riverfront (eastern riverfront parks, beauty of the river, and festivals); Broadway Commons site (economic development potential, proximity to Main Street/Over-the-Rhine, and closeness to downtown). Like least: downtown (weak retail, not enough entertainment, parking supply, and isolation from the river); riverfront (Fort Washington Way, central riverfront, and poor access); Broadway Commons site (too far from hotels, surface parking lots, and adjacency to Over-the-Rhine).

What should be avoided: riverboat gambling; blocking views from and to downtown with large stadiums or buildings; and diluting the strength of downtown.

A few general themes ran through all the interviews and meetings: reconnect downtown to the riverfront; create a new riverfront park; and develop the riverfront right this time.

11 Urban Design X-Rays®

DURING THE CONCEPT PLAN PLANNING PROCESS, Urban Design Associates prepared a series of analysis drawings, called UDA X-Rays® focusing on downtown Cincinnati and the Northern Kentucky riverfront. The X-Rays extract layers of information from the typical existing land use plan. Each layer of information (streets, residential uses, open space, parking, etc.) reveals a historic pattern with both opportunities and constraints. These became important determinants of the design. On the page following are four typical examples of the X-Rays from the Concept Plan.



Portrait
Existing conditions plan
Downtown Cincinnati
(October 1996)



Top Left
Streets and highways in downtown Cincinnati, Covington, and Newport

Top Right
Parking areas

Bottom Left
Commercial areas including retail, offices, and hotels.

Bottom Right
Residential areas

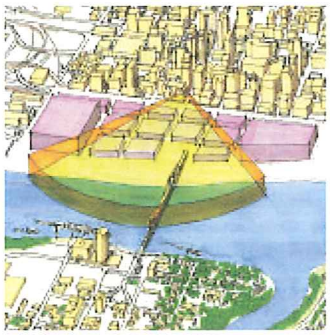
The streets X-Ray illustrates that the downtown Cincinnati street grid does not extend to the riverfront, unlike the Covington and Newport downtowns across the Ohio River. Fort Washington Way expressway (in red) presents an obvious barrier for pedestrians and cars to the riverfront. Note the absence of a street network on the Cincinnati riverfront.

The parking X-Ray (surface lots in light gray and parking garages in dark gray) shows that the predominant land use on the riverfront in 1996 was parking. The concentration of parking garages in the downtown represents a resource for the two new stadiums and riverfront festivals.

The commercial X-Ray illustrates how retail and office development completely stops at Fort Washington Way, which is in contrast to the busy working waterfront of merchants and businesses which existed on the waterfront at the turn of the century.

The residential X-Ray underscores the lack of residential development in the downtown in general, and particularly on the riverfront.

Urban Design Principles

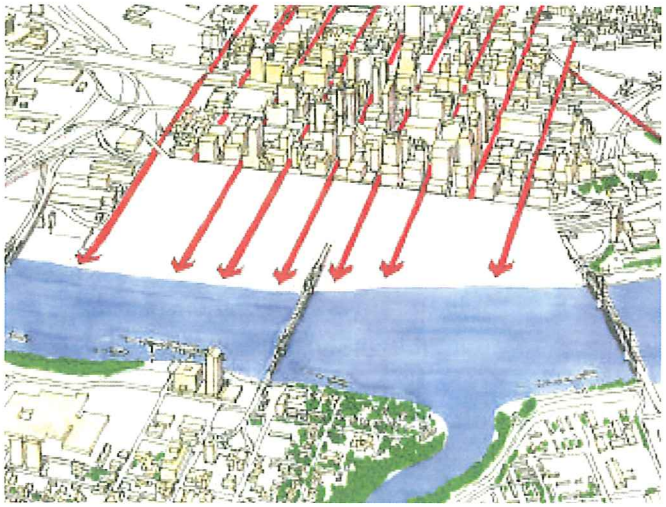


1 Streets

Re-establish the city grid to the river.

The existing riverfront road system is a fragment of the historic downtown street grid. The original street network extended from Central Parkway on the northern edge of downtown to the Public Landing on the river. The heart of the city was thus connected to the river. The construction of Fort Washington Way in the 1950s effectively broke this link by severing virtually all of the north/south street connections. The waterfront was further isolated in the early 1970s by the erection of Cinergy Field and its parking decks.

In order to reconnect the City to its Ohio River address, north/south street connections to the River must be re-established. Central, Elm, Race, Vine, Main, and Walnut Streets should all be extended to the waterfront to complement the lone existing connection at Broadway. Pedestrian-friendly streetscapes must accompany the rebuilt streets to invite residents back to the water's edge. This principle of re-establishing the street grid will not only relink downtown to the waterfront, but will also remove one of the major obstacles to riverfront redevelopment.

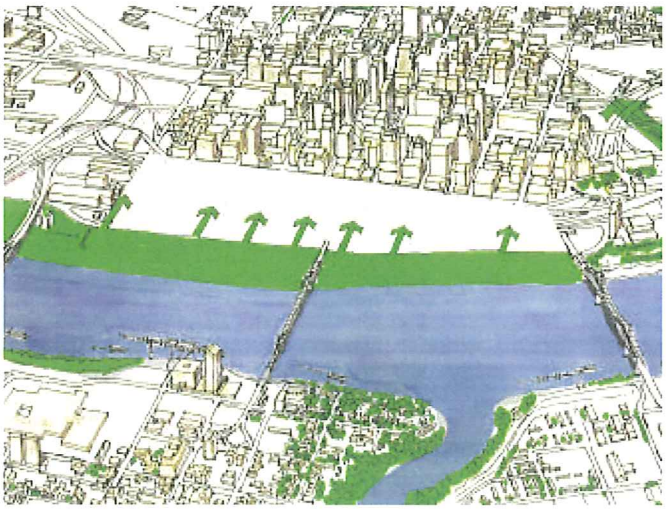


2 Parks and Open Space

Transform existing isolated parks into a riverfront park system

The existing parks to the east of the central riverfront form one of the world's most inviting riverfront greenspaces. Yeatman's Cove, Bicentennial Commons at Sawyer Point, and International Friendship Park each reflect the correct pattern of riverfront development, in which a park acts as a mediator between the City and the river. The only criticisms which can be made of these parks are that they are disconnected from downtown and neighborhood pedestrian networks and isolated from residential and commercial development.

Redevelopment of the area between the Clay Wade Bailey and Taylor Southgate Bridges will transform the isolated parks into a riverfront park system. Approximately 50 acres of parking lots and warehouses can be remade into a public open space as a new front door for downtown. Mehring Way will be reconfigured to create a defined northern edge to the park. Only by reclaiming the riverfront for public use will the City have an opportunity to establish the proper urban relationship at the river.

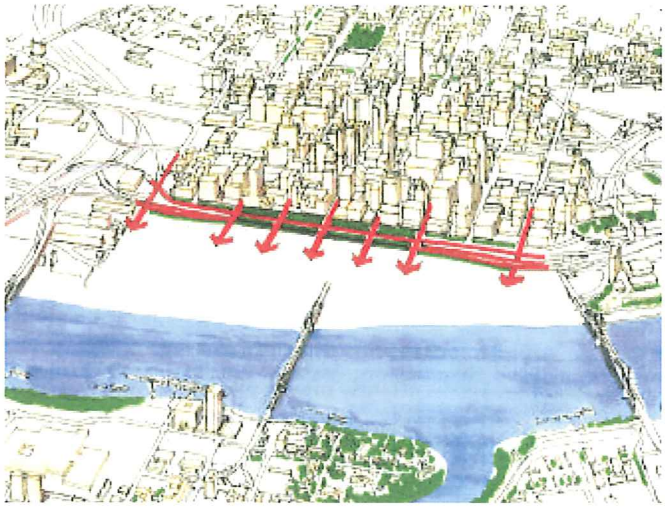


3 Highway Barriers

Seize the opportunity to remove Fort Washington Way as a barrier to the riverfront

Fort Washington Way was built at the height of interstate highway construction in the 1950s to connect I-75 to I-71 and to provide direct interstate access to downtown Cincinnati. Although the concept seemed correct at the time, the execution of the highway design resulted in a tangled system of ramps, bridges and intersections. It also had the unplanned effect of cutting off the physical and perceptual links between downtown and the riverfront.

An opportunity exists today to remove the elements of Fort Washington Way's design which make it a barrier to the riverfront. The proposed reconstruction is designed to facilitate below-grade east/west through movements and to restore the historic surface street pattern. Sidewalks and street trees will replace the existing maze of highway exits and unclaimed spaces and the highway corridor will be narrowed to be in scale with typical city blocks. Removing Fort Washington Way as a barrier is a key principal for the successful redevelopment of the central riverfront.

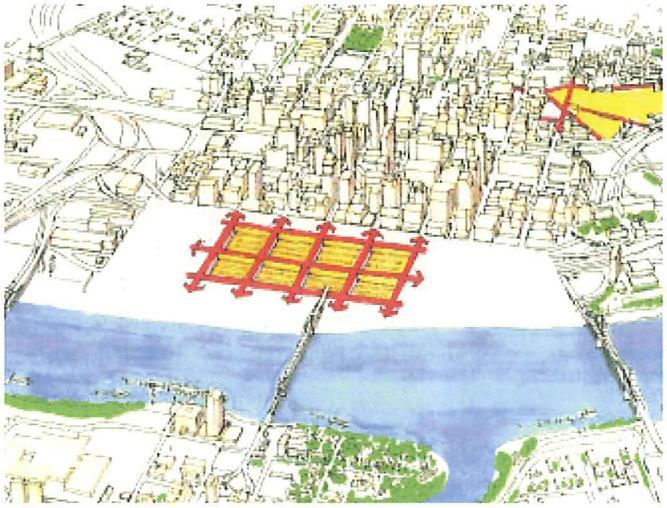


4 Parking

Create centrally-located, multipurpose parking

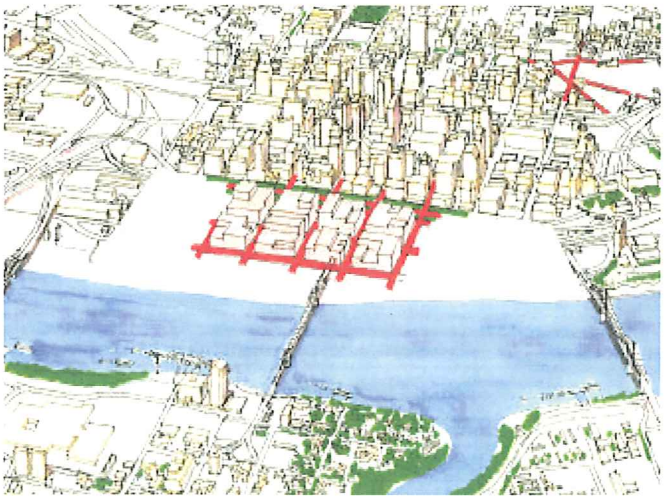
A 1993 study of Cincinnati's downtown parking resources revealed that although the City has an abundance of parking spaces, many of them are located far from where they are most needed. Excess capacity at the perimeter of downtown currently offsets a severe shortage of parking in the Central Business District. The riverfront, with its over 8000 spaces, is a key part of this excess capacity and an essential resource.

To preserve the balanced parking supply, new structured parking must be built to serve both downtown office and stadium users. Since office workers will typically only walk a quarter of a mile or less, new structured spaces should be concentrated in the central riverfront and/or west of Broadway Commons. The creation of a new shared parking reservoir is the best insurance against downtown parking shortages and uneconomical remote garages.



5 Economic Development Sites

Preserve sites which are linked to downtown, the stadiums, and parking for economic development



The riverfront and Broadway Commons are the two likely sites for stadium and economic development. Within these two sites, the central riverfront between Elm and Walnut Streets and the western tip of Broadway Commons have the unique feature of being simultaneously linked to downtown, the riverfront, the stadium sites, and parking. This characteristic makes these two areas the best sites to preserve for future development opportunities.

Removing Fort Washington Way as a barrier to riverfront development is a critical supporting initiative for the riverfront strategy. Creating a multi-modal transit and parking facility in the Fort Washington Way corridor is also a key to attracting new investment.

Development on the Broadway Commons site will not only benefit from supporting uses, but will in turn fuel residential revitalization in the Over-the-Rhine neighborhood.

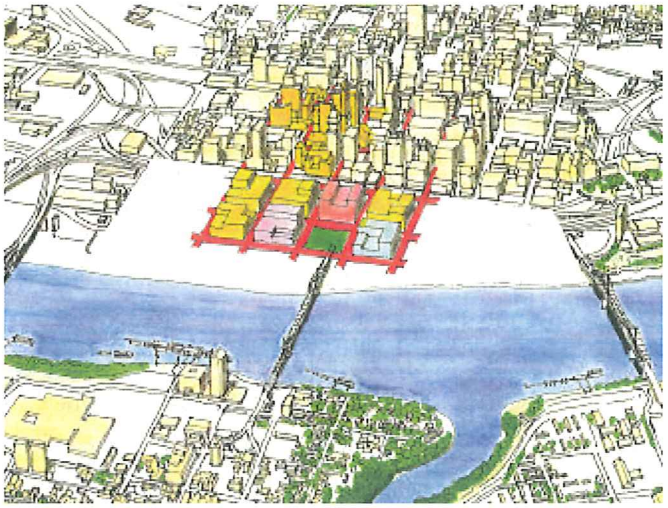
By preserving the central riverfront between Elm and Walnut Streets and the western tip of Broadway Commons for future economic development, Cincinnati will be establishing the foundation for the only opportunity to extend the downtown core.

6 Attractions

Link attractions to the downtown retail and office core

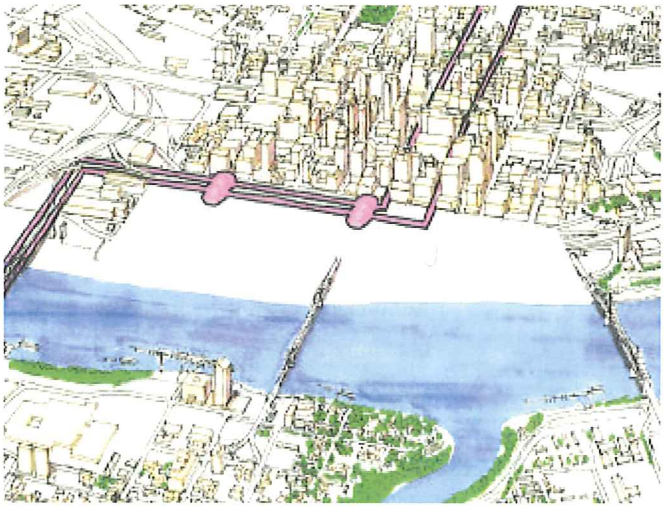
A major goal of the public investment in the two sports stadiums is to strengthen downtown retail, entertainment, and cultural businesses and organizations. If cultural attractions, residential development, and/or commercial development are located on the central riverfront, they should be linked to the Fourth Street retail core, Fifth Street hotels, Fountain Square, and the Backstage cultural district.

The new riverfront attractions can be seen as a 'string of pearls,' a collection of valuable cultural assets. This 'string of pearls' runs from the riverfront, across the reconstructed Fort Washington Way, and into the downtown. Thus the developed riverfront becomes just one part of a vibrant and seamless downtown with a variety of uses, including stadiums, cultural attractions, retail, hotels, entertainment, housing, offices, and parks—a true 24-hour city.



7 Public Transportation

Construct an LRT or parking shuttle to link neighborhoods and parking with downtown Cincinnati and Kentucky



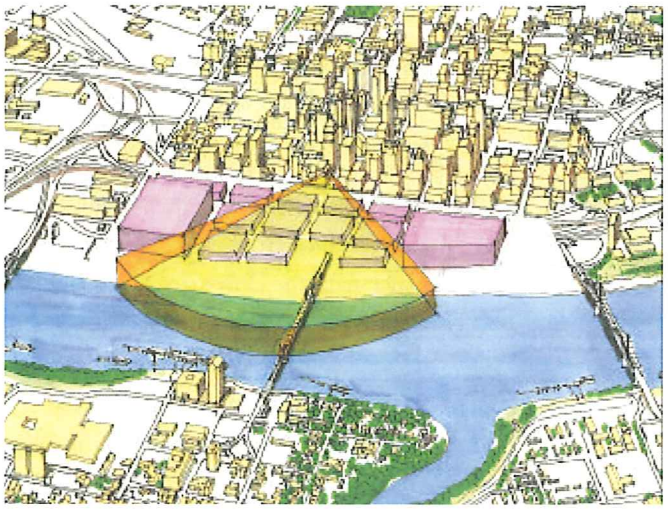
A new light rail transit line to link the airport, Northern Kentucky, downtown Cincinnati, the University of Cincinnati, and northern neighborhoods has been in the conceptual planning stages for some time. The preferred alignment would include a new bridge parallel to the Clay Wade Bailey Bridge on the upriver side. An 'intermodal' hub below Second Street is planned as the line's key transfer point to bus and inter-urban rail networks.

Although the region's transportation plan has many other important projects, the option of light rail (or an equivalent parking shuttle system) should be part of the revitalization of the Cincinnati riverfront. One key argument for the LRT is that it would link remote parking reservoirs with stadium and Central Business District parking needs, thereby reducing the requirement for new downtown structured parking spaces. Not only would the city have to build fewer parking garages, but additional land would remain available for future economic development.

8 Scale of Development

Preserve the view from downtown to the river and from the river to downtown

Among Cincinnati's greatest assets are the views from the Central Business District to the Roebling Bridge and Ohio River, and from the Ohio River and the Kentucky riverfront back to downtown Cincinnati. Many citizens said that the City skyline as viewed from the south is Cincinnati's signature image. In order to preserve this asset, new buildings in the central riverfront should be scaled to support existing sight lines. Building heights should step down from Fort Washington Way to Mehring Way, with stadiums pushed as far to the east and west as possible. This approach will guarantee that the maximum number of existing and future downtown buildings will share the City's most prestigious riverfront address.



Frameworks



1 Frameworks

THE URBAN DESIGN ANALYSIS and the urban design principles were the basis for the development of alternative development frameworks for the central riverfront. The big puzzle pieces were clearly the two new stadiums. Much time was spent exploring the potential sites for the stadiums in relationship to the extended street grid of downtown and the development of a major riverfront park.

The first step in the Concept Plan was to devise an ideal framework (shown below) which would best exemplify the urban design principles. The major elements include four blocks of the city grid extended to the river, stadium sites at the east and west ends of the riverfront, a narrowed Fort Washington Way, a landing park for the Roebling Bridge, and a riverfront park.

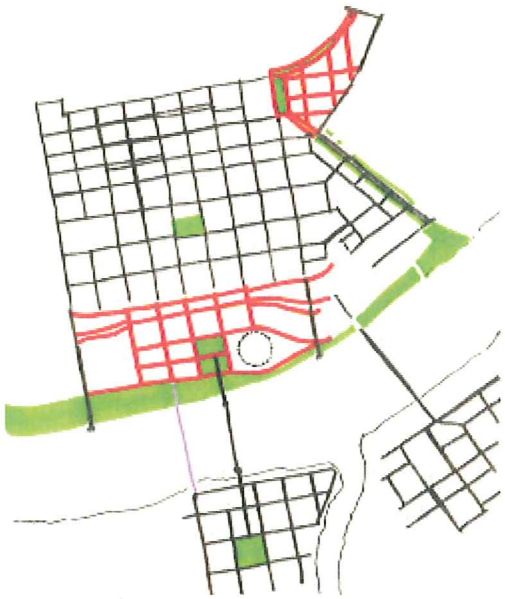
An alternate stadium location was also shown at Broadway Commons to the northeast of downtown. A non-baseball urban design plan for mixed-use development was developed by the owner of the Broadway Commons site, which is illustrated in the Appendix.

Ideal Framework Plan

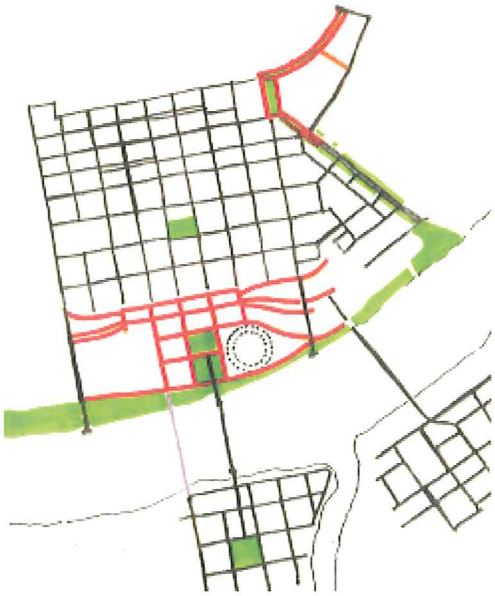


Four alternate schemes were studied in the Concept Plan, primarily to investigate stadium sites closer to the Roebling Bridge, including the possible re-use of a reconfigured Cinergy Field for baseball. Each of the four schemes progressively reduced the number of street grid connections to the riverfront. These studies were instrumental in understanding the effect of stadium locations on private development potential for the central riverfront.

Top Left
Alternative Framework Plan 1



Top Right
Alternative Framework Plan 2



Bottom Left
Alternative Framework Plan 3



Bottom Right
Alternative Framework Plan 4

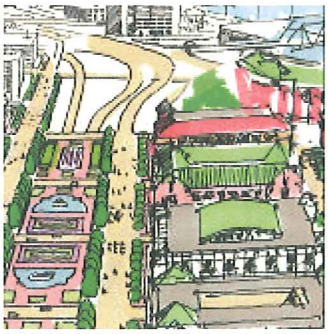


The selected framework for the Urban Design Master Plan shown on this page comes very close to the ideal framework with three exceptions: Elm Street is realigned to the east to accommodate Paul Brown Stadium and its plaza; Mehring Way is located further north, both to provide a larger area for the riverfront park and to pass under the Roebling Bridge north of the bridge piers; and Vine Street and Walnut Street do not connect with Mehring Way, stopping at Theodore M. Berry Way instead.

Selected Framework



Development Program



1 Development Program

When the Concept Plan was produced in 1997, the development program for the central riverfront included a 45,000-seat Reds Ballpark, a 65,000-seat Bengals Stadium, an aquarium, an I-Max Theater and Planetarium, the National Underground Railroad Freedom Center, a Reds Hall of Fame, and an urban entertainment district (UED) of 360,000 sq. ft., including a 24-screen cineplex, 62,000 sq. ft. of retail, 110,000 sq. ft. of entertainment, and 85,000 sq. ft. of restaurants and nightclubs. It was anticipated by the market sub-consultant, ZHA, Inc., that 10,900,000 people would visit annually (2,500,000 for baseball; 800,000 for football and stadium events; 2,700,000 for the Freedom Center, Aquarium, I- Max/Planetarium, and Reds Hall of Fame; and 4,900,000 for the urban entertainment district).

The Riverfront Advisors plan for the central riverfront included a new market study by Economics Research Associates as well as seasoned input from the Advisors themselves and from the Cincinnati development and real estate community. Some program elements, such as the aquarium and I-Max theater, had moved to Newport and were no longer possible in the project. Also, the public process that the Advisors conducted indicated a very clear preference for housing and Cincinnati-based retail rather than an urban entertainment district on the central riverfront.



The Banks development program includes a mix of uses to create a diverse, 24-hour, seven-day-a-week pedestrian-friendly urban neighborhood. It includes the major anchor visitor attractions: Paul Brown Stadium (66,000 seats); National Underground Railroad Freedom Center 150,000 sq.ft.); Reds Ballpark (42,500 seats); Firstar Center; and the 70-acre riverfront park. New private development includes residential apartments with supporting retail, boutique-type office space, and a small hotel. The private development program is discussed in block by block detail later in this report (Urban Design Guidelines for The Banks). In summary however, the recommended private development program includes:

Residential
600 to 800 units
Retail and Entertainment
250,000 to 300,000 sq. ft.
Office
100,000 to 200,000 sq. ft.
Hotel
200 to 400 rooms

The Riverfront Advisors also looked at the development spin-off potential for the blocks north of the riverfront between Third Street and Fourth Street. They have estimated that demand and sites for additional private development exist for: 300 to 500 housing units; 150,000 to 250,000 sq. ft. of retail and entertainment, and 1,000,000 to 2,000,000 sq. ft. of office.

Urban Design Master Plan



1 Urban Design Master Plan

THE CINCINNATI CENTRAL RIVERFRONT Urban Design Master Plan is the result of a public participation planning process begun in October 1996. Hamilton County and the City of Cincinnati engaged Urban Design Associates to prepare a plan to give direction in two public policy areas:

- to site the two new stadiums for the Reds and the Bengals
- to develop an overall urban design framework for the development of the central riverfront which would capitalize on the major public investment in the stadiums and parking

A Riverfront Steering Committee made up of City and County elected officials and staff was formed as a joint policy board for the Central Riverfront Plan. Focus groups, interviews, and public meetings were held throughout the planning process.

A Concept Plan was published in April 1997 which identified three possible scenarios for the siting of the stadiums and the development of the riverfront. The preparation of a final Master Plan was delayed due to a 1998 public referendum on the siting of the Reds Ballpark.

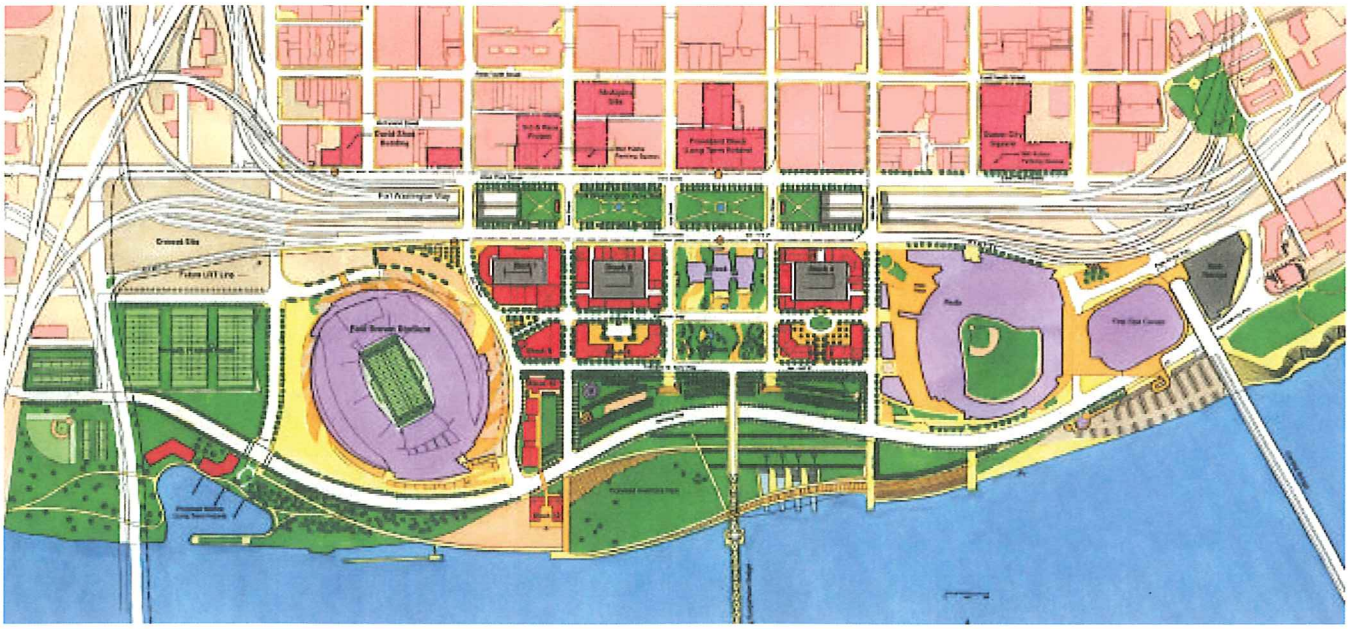
Once the decision on the Reds Ballpark was made by the voters in favor of a riverfront site, Hamilton County and the City of Cincinnati in February 1999 appointed sixteen prominent citizens to the Riverfront Advisors Commission who were charged to "recommend mixed usage for the Riverfront that guarantees public investment will create sustainable development on the site most valued by our community." The result of that effort was *The Banks*, a September 1999 report from the Advisors which contained recommendations on land use, parking, finance, phasing, and developer selection for the Central Riverfront.

The final plan for the Central Riverfront has the following major elements:

1. Four anchor attractions (three new: Paul Brown Stadium, Reds Ballpark, and the National Underground Railroad Freedom Center; and one existing: Firstar Center).
2. Parking for approximately 6000 cars to serve commuters, sports fans, and festival attendees.
3. The Banks, a vibrant mixed use district with: 900 to 1300 housing units; 400,000 to 500,000 sq. ft. of retail and entertainment; and a hotel of 200 to 400 rooms.
4. A new, 70-acre riverfront park as a signature front door for the City and as a location for major festivals.
5. A narrowed, redesigned, and partially decked Fort Washington Way, the sunken interstate highway which runs east-west through the City between Downtown and the riverfront.
6. An intermodal transportation center below grade on the south side of Fort Washington Way for buses, service, future on-grade light rail, and future commuter rail.
7. A redeveloped Third Street with new commercial office buildings and supporting retail and parking.
8. A potential mixed-use development and marina south of Mehring Way and west of Paul Brown Stadium.

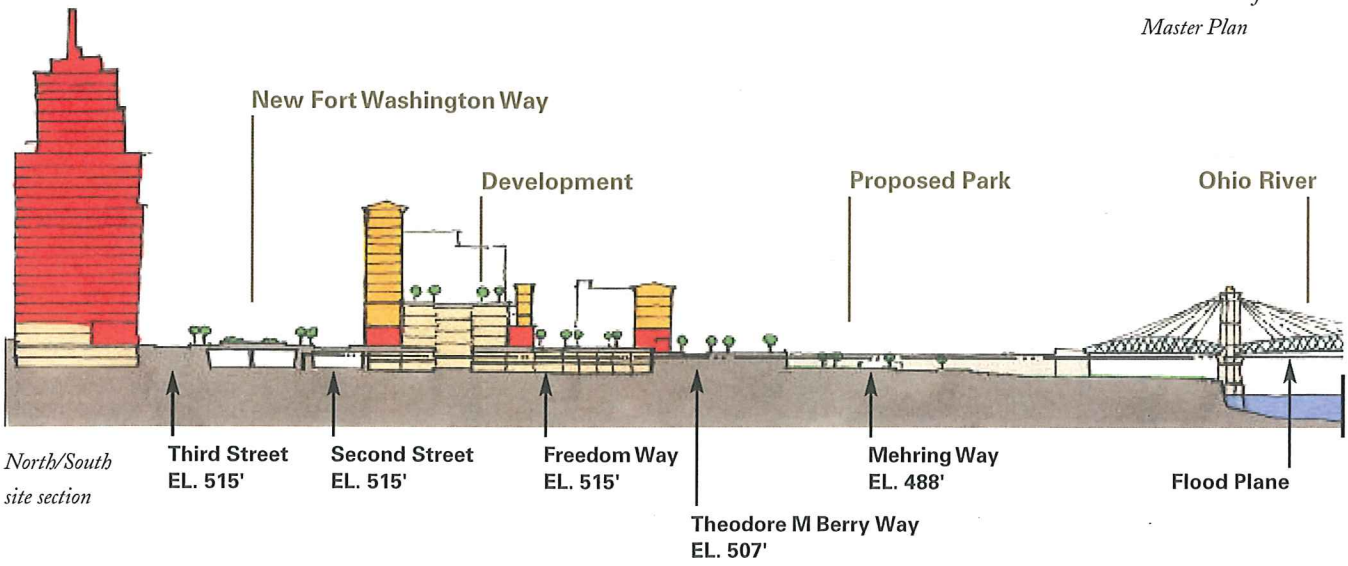
In the pages which follow, the urban design aspects of several of these major elements will be described in more detail. In addition, separate documents are available which go into even more detail for each of the projects. These documents are listed in the Appendix chapter at the end of this report.

Below
Overall Master Plan





Aerial view of the Master Plan



North/South site section

II Urban Design Initiatives

THE ELEMENTS OF THE Urban Design Master Plan were developed in an integrated interactive design process in which overlapping and often competing ideas were accommodated in the final plan. However, in the following pages, each of these now complementary major elements will be described separately to illustrate its unique aspects. The initiatives will be presented in the following order:

Infrastructure

- Street grid
- Fort Washington Way
- Intermodal Transit Center
- Light rail transit
- Parking

Development

- Paul Brown Stadium
- Reds Ballpark
- National Underground Freedom Center
- Firstar Center
- Riverfront Park
- The Banks
- Third Street Development

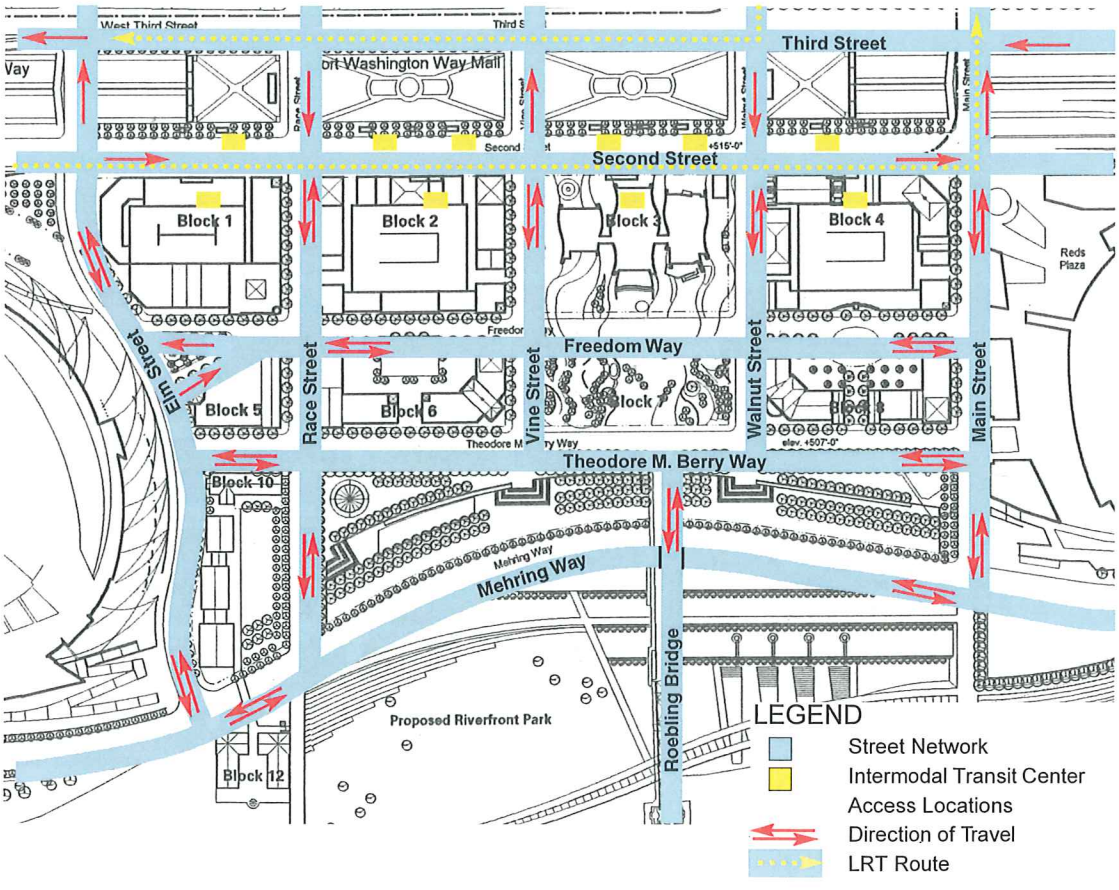
Street Grid

The street grid provides the basic framework for development of the new central riverfront. In the urban design guidelines section later in this report, the street grid is described in greater detail. However, the essence of the new street grid is a continuation of the downtown Cincinnati street grid to the riverfront.

Elm Street, Race Street, and Main Street are extended south from Third Street across Fort Washington Way to Mehring Way. Vine Street and Walnut Street are extended south as far as Theodore M. Berry Way. A new east/west street, to be known as Freedom Way, is located between Second Street and Theodore M. Berry Way. In order to achieve this grid (and also provide the underground parking on the riverfront) the new streets are on structure between Second Street and Freedom Way at the elevation of Second Street. Between Freedom Way and Theodore M. Berry Way the streets slope down to meet grade, which is on fill at that point.

The Roebling Bridge entrance to Cincinnati from Kentucky is a newly configured T-intersection which will permit free flow right turns off the bridge to prevent back-ups on the bridge central suspension span.

South of Second Street all streets will be two way, four lanes wide, with on-street parking permitted during non-peak and non-event hours.



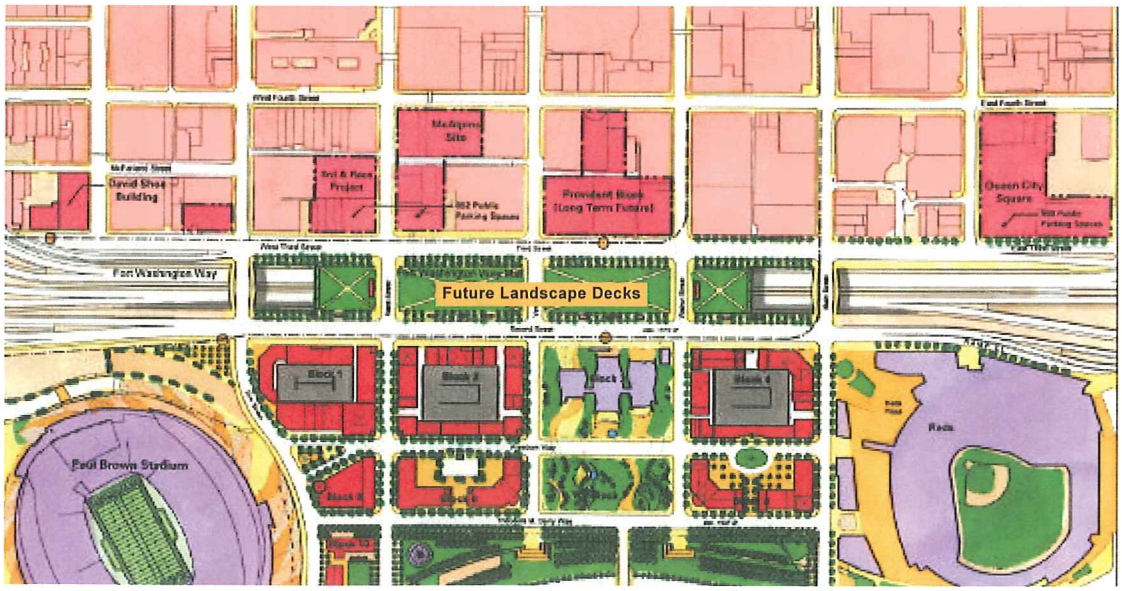
Plan showing direction of travel, transit routes and intermodal transit center access locations.

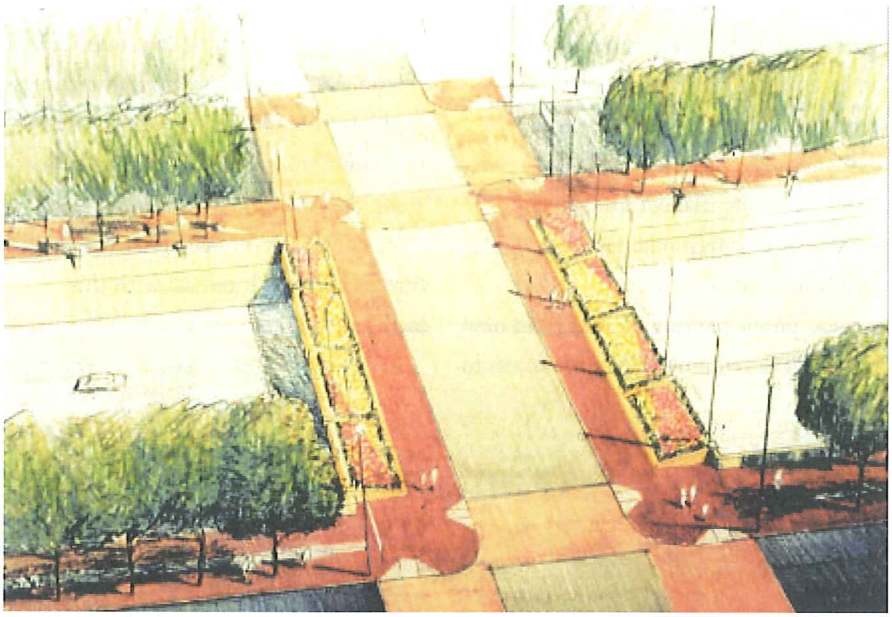
Fort Washington Way

Fort Washington Way is a major highway reconstruction project that will improve access to downtown Cincinnati from the interstate system and reconnect the north/south city street network to the riverfront. The reconstruction will create safer traveling conditions for both motorists and pedestrians. Access to the city from the interstate network will be simplified with the use of Second Street and Third Street as collector distributors to feed traffic to the city street grid. Attractive bridges, generous sidewalks and conventional street crossings will accommodate pedestrians as they move between the CBD and the riverfront.

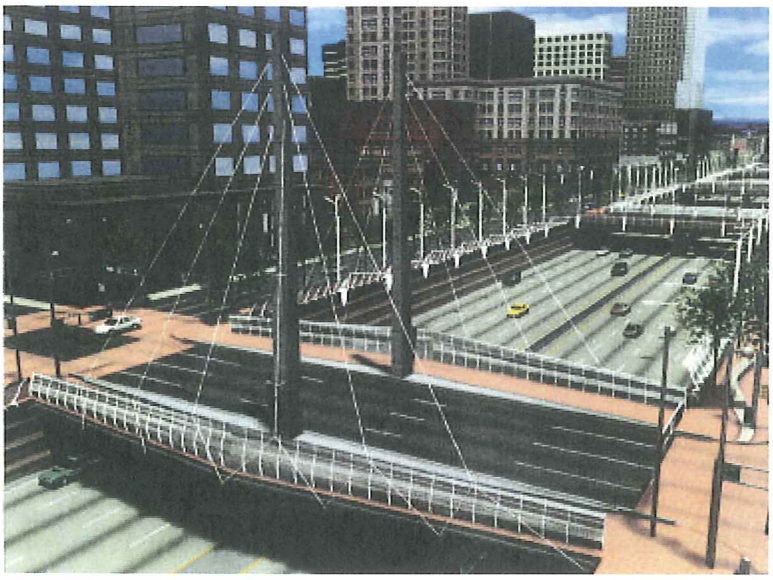
Additional structural piles were driven to support the future decking of up to three blocks of Fort Washington Way between Elm Street and Main Street to create park areas.

Plan of proposed Fort Washington Way showing future landscaped decks





Above
Aerial view of Vine Street bridge



Below
Aerial view of Elm Street bridge

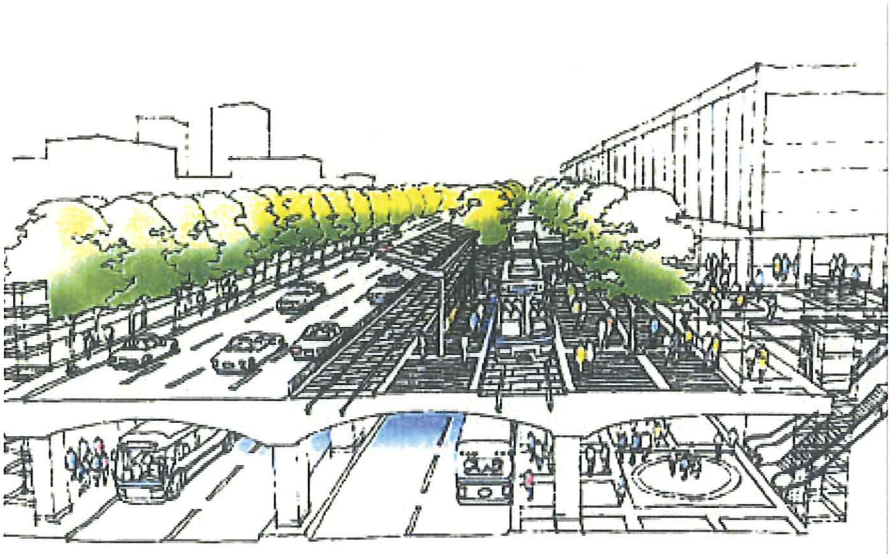
Fort Washington Way illustrations this page courtesy Chan Kreiger & Associates and Parsons Brinckerhoff, Inc.

Intermodal Transit Center

Fort Washington Way is designed with an intermodal transit center below newly constructed Second Street to accommodate increased bus service, special event buses, and potential commuter rail service. This intermodal facility is strategically located close to major public venues, public parking facilities and new riverfront development. Transit access to the facility will be provided from Central Avenue and Broadway. Pedestrian access to the facility will be accommodated from numerous street level entry points along Second Street. Future on-grade light rail transit on Second and Third Streets will also interface with this facility.

Eye-level view of Transit Center portal







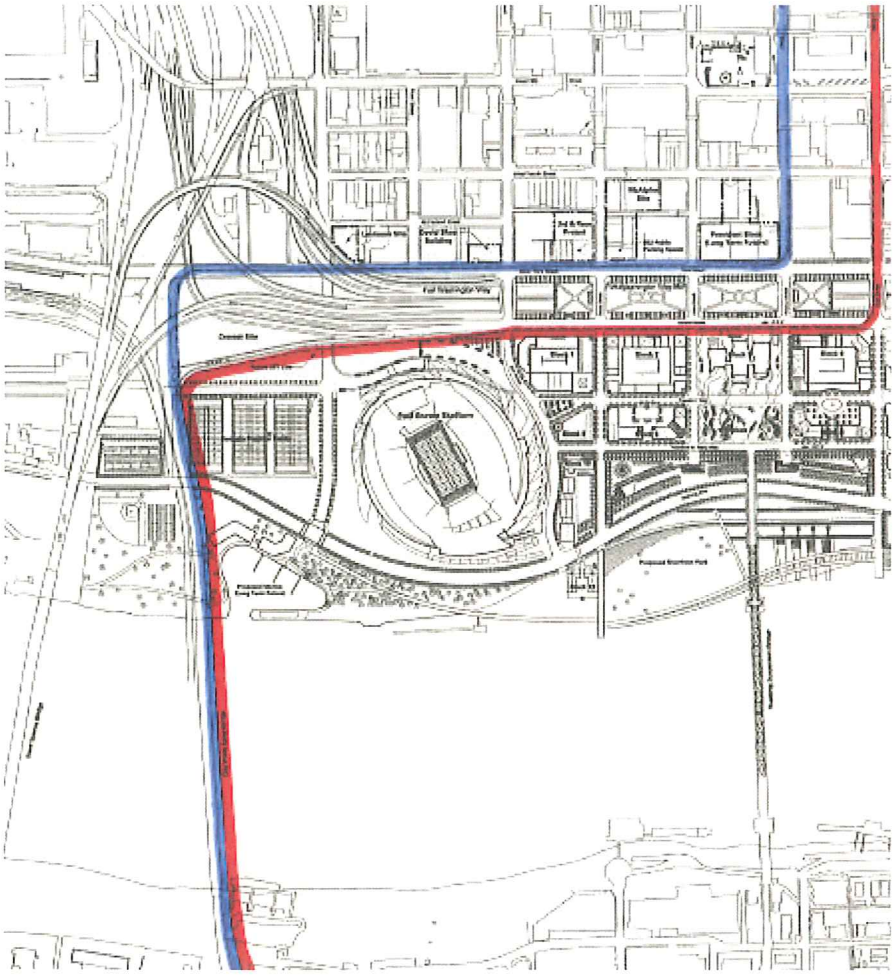
Above
Cross-section of Second Street and the Intermodal Transit Center

Below
Eye-level view inside the Transit Center

Intermodal Transit Center illustrations courtesy Wallace, Floyd, Associates, Inc. and Parsons Brinckerhoff, Inc.

Light Rail Transit

A light rail transit (LRT) system in the I-71 corridor is being planned between Cincinnati/Northern Kentucky International Airport in the south and Blue Ash to the north. The alignment will pass through the Fort Washington Way corridor to provide light rail access to the stadiums and river front attractions. The alignment will run north on Main Street and south along Walnut Street to serve the downtown. The preferred alignment in the Fort Washington Way corridor is eastbound along Second Street and westbound along Third Street. This alignment is less intrusive than pairing the track on the southern curb of Second Street and will allow the light rail vehicles to operate in the streets with the flow of traffic. LRT in the preferred alignment will add value to new development sites in the central riverfront and north of Third Street.



Plan of the preferred LRT alignment





Above

Second Street looking east illustrating both LRT tracks south of Second Street

Below

Second street looking east illustrating the preferred alternative: eastbound LRT tracks on Second Street

Parking

New parking for the central riverfront will total approximately 13,000 spaces shown on the diagram below.

Central Riverfront

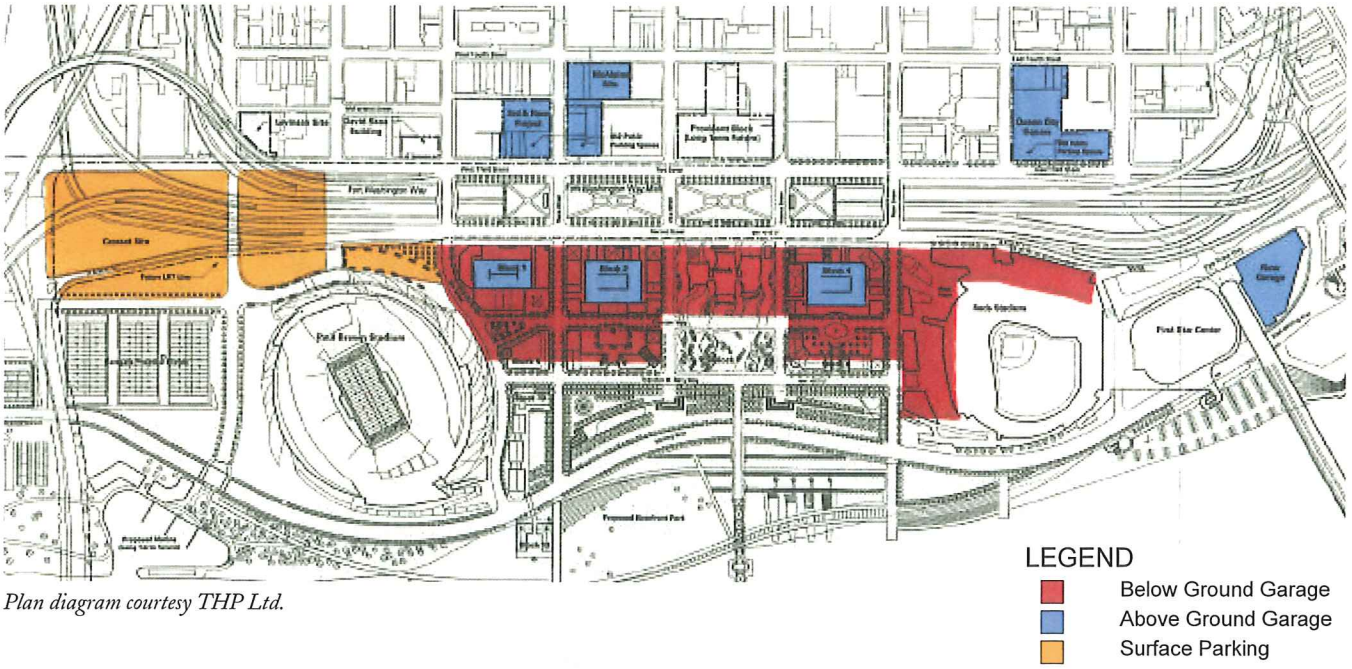
(Between Elm and Main, south of Second and north of Theodore M. Berry Way)

- 4530 spaces in an underground garage
- 460 spaces under Paul Brown Stadium
- 1300 spaces in three mid-block above ground garages
- 900 on-street parking spaces (all streets south of Second between the stadium and ballpark)

Other locations

- 1200 net new spaces in an above-ground garage east of Firstar Center
- 3500 spaces in above-ground garages along Third Street
- 1400 surface lots north and west of Paul Brown Stadium

Other than the 1300 spaces in the three mid-block above ground garages, which will be dedicated to residents of the new apartments, all the other spaces will be shared with week-day commuters, event attendees, and shoppers.



Plan diagram courtesy THP Ltd.

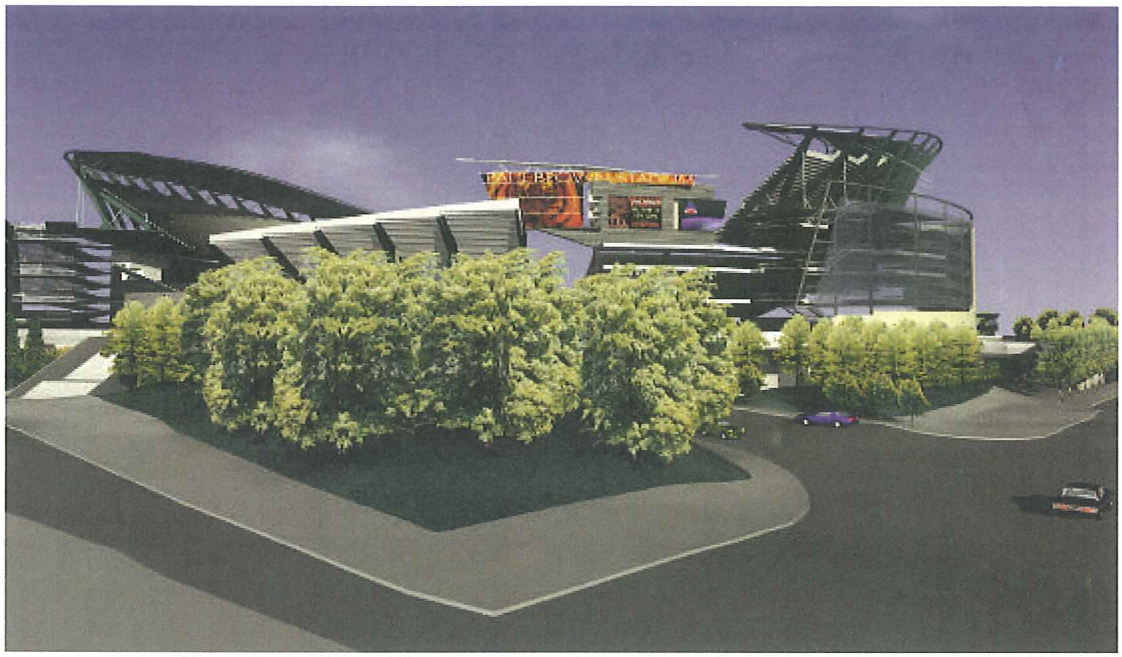
Paul Brown Stadium

Paul Brown Stadium will anchor the western end of the central riverfront as the new home for the Cincinnati Bengals. Located between Central and Elm, Second and Mehring, the dramatic new stadium will be a prominent feature of Cincinnati's riverfront. The stadium is well situated to provide excellent access for motorists and pedestrians and is adjacent to the new Intermodal Transit Center and future LRT stations. The stadium is located to take advantage of numerous nearby parking facilities in the downtown and will be adjacent to the new 5000-car, below-grade parking garage in the riverfront. Street access will provide many approaches for fans on all sides of the facility. The Elm Street entrance will face a public square at Freedom Way. Fans will enjoy easy access into the new riverfront district for restaurants and entertainment. The riverfront park will accommodate pre and post game activities. The open ends of the stadium will provide great view corridors of the river and the downtown skyline.





Above & Below
Eye-level views of Paul Brown Stadium

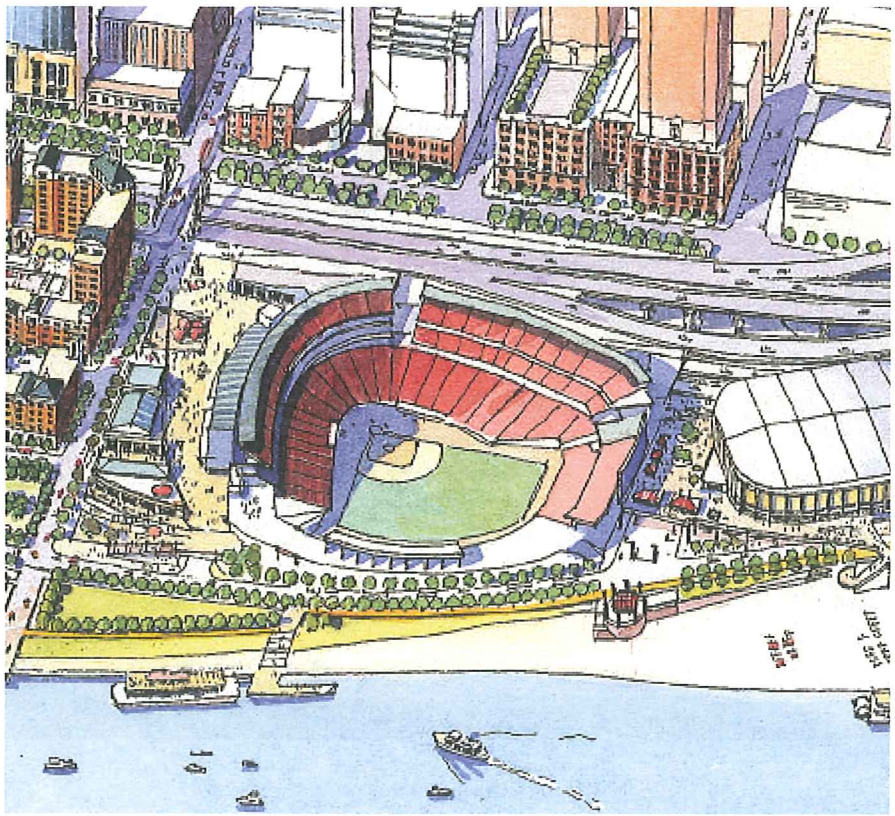


Aerial view of Paul Brown Stadium

Paul Brown Stadium illustrations courtesy Glaser Associates and NBBJ

Cincinnati Reds Ballpark

The new Reds Ballpark will anchor the eastern end of the central riverfront and will be located between Main and Broadway, Second and Mehring. The ballpark is well situated to provide excellent access for motorists and fans to take advantage of numerous nearby parking facilities in the downtown. The ballpark design will incorporate below grade parking as part of the new 5000-car, below-grade parking garage beneath the adjacent riverfront development blocks. Street access will provide many approaches for fans on all sides of the facility. The Main Street address will feature a generous public plaza for game time assembly and portions of the plaza will be open on non-game days. Pedestrian access is accommodated around the whole facility with new walkways to link the central riverfront blocks and parking facilities to the Firstar Center. The ballpark entrance on Broadway will also provide direct access to the Firstar Center and upper level walkways will link both venues to the new East Parking Garage. The seating bowl of the ballpark will be oriented southeast to capture views of the Ohio River and Northern Kentucky.



Aerial view of the Reds Ballpark

National Underground Railroad Freedom Center

Located in the center of Cincinnati's riverfront at the head of the Roebling Bridge, the National Underground Railroad Freedom Center is a national educational center that will commemorate the historic efforts of the underground railroad and raise the awareness of the ongoing struggle for freedom among people around the world.

The 170,000 sq.ft. facility will include exhibition galleries, an auditorium, welcome center and cafe and extensive support areas. Underground parking for approximately 800 cars will be provided on two levels and building service access will be provided below street level. A public park at the head of the bridge will be an integral component of the Freedom Center and will serve as a major public space which other development blocks will face. The National Underground Railroad Freedom Center and the park are conceived as events along a path and can with temporary closure to Freedom Way, be joined as one large block for special events.

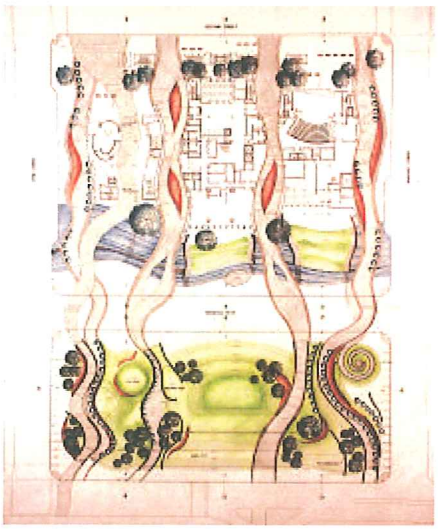




Above
View of the NURFC model

Left
Aerial view of the NURFC looking north







Above
Plan view of the NURFC

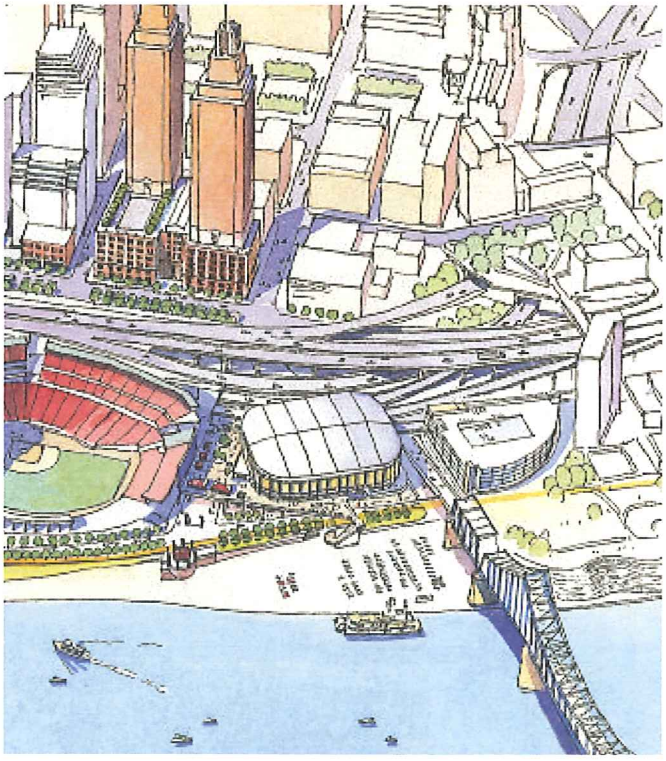
Below Left
NURFC site plan

Below Right
Eye-level view of the NURFC looking northeast

National Underground Railroad Freedom Center illustrations courtesy Boora Architects

Firstar Center

Firstar Center, as an important existing year round important anchor attraction, will be impacted both by the construction of the Reds Ballpark and the new parking
configuration. The design of the Reds Ballpark creates new pedestrian access points from the east at the elevated plaza level of Firstar Center. In addition, a new stair and elevator structure at Broadway and Pete Rose Way will serve both the Reds Ballpark and Firstar Center. A 1200-car parking garage will be built east of Firstar Center and will be connected by pedestrian bridge directly to the plaza level of Firstar Center. Other new parking facilities within one or two blocks of Firstar Center will be the 1200-car garage at Third and Broadway and the 5000 spaces in the central riverfront underground garage. A new staging area for event trucks (and circus animals) will be located across Pete Rose Way and under the new Fort Washington Way ramps.



Aerial view of Firstar Center

Riverfront Park

A centerpiece of the central riverfront redevelopment will be a large new park stretching from Paul Brown Stadium to Yeatman's Cove. The riverfront park will create a grand civic space or great lawn, acknowledging the Roebling Bridge as the gateway to Cincinnati. The park will provide access to the river with direct view corridors, pedestrian walks and street connections in a variety of settings. The park is designed to accommodate festivals and events in a series of terraces and lawns. Mehring Way, designed as a graceful parkway will provide important east/west access but may also be closed for major festivities. The park will also include an interactive fountain, carousel and playground, continuous bike path, and a cobbled Wharf west of Race. A pier and boardwalk at Race Street will draw visitors from the city to riverside restaurants and shopping.

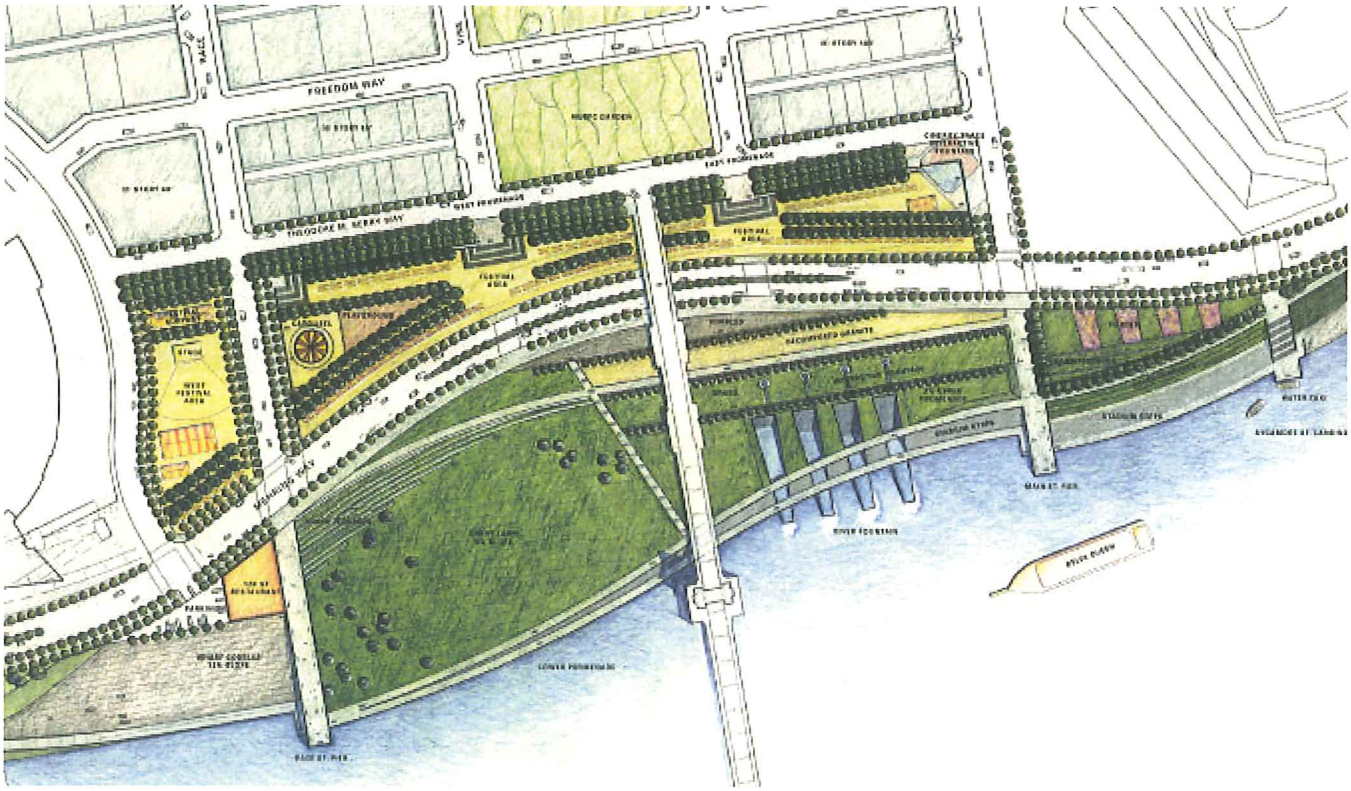


The riverfront park and new street grid will connect to the regional trail network and will support and accommodate recreational and commuter cyclists.

Above
Eye-level view in the park

Right
Aerial view of an early concept for the park







Above
Plan view of an early concept for the park

Left
Eye-level view in the park looking along the river

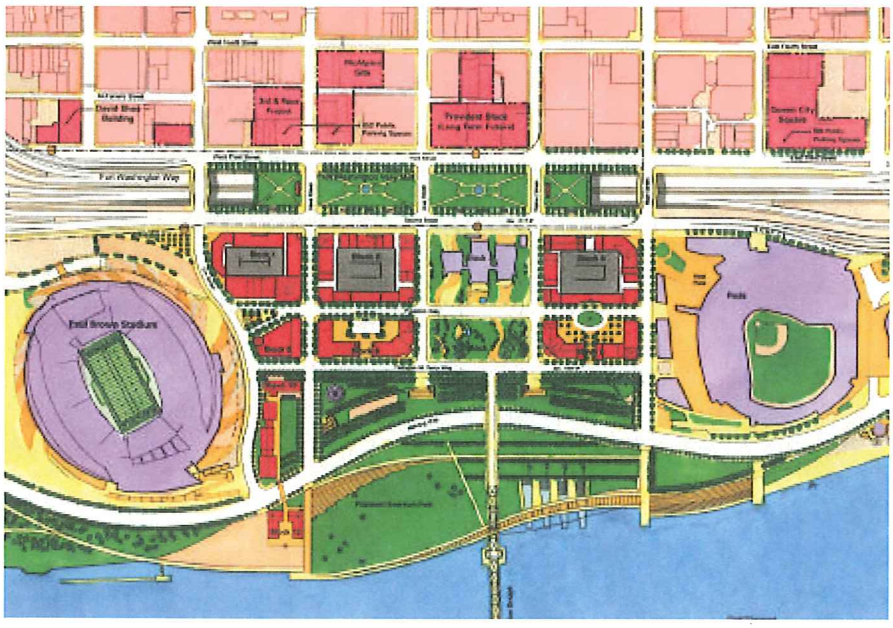
Riverfront Park illustrations courtesy Hargreaves Associates

The Banks

The urban design and development program for The Banks, the private development blocks between the stadiums, were completed under the guidance of the Riverfront Advisors in 1999. This process and the program are discussed earlier in this report (*Planning Process* and *Development Program*). A block-by-block description of the Banks plan and urban design guidelines for The Banks are in the last section of this Master Plan (*Urban Design Guidelines for The Banks*). The plan for The Banks built upon the April 1997 Concept Plan. Below is a summary of the recommendations of the Riverfront Advisors Commission:

1. The Banks should create a 24-hour, seven-day-a-week, diverse, pedestrian-friendly urban neighborhood.
2. The Banks should fully integrate Central Riverfront and Third Street development.
3. The Banks development should be enhanced and better-connected to the Central Business District by adding three infrastructure and amenity improvements:

- pedestrian plazas covering most of Fort Washington Way
- a major new anchor attraction—the Boardwalk at the Banks—on the west side of the development
- exciting, usable green spaces and amenities, particularly in the center of the development



4 The design of the Banks neighborhood should foster a diverse, welcoming, pedestrian- friendly urban character.

5 The County-funded above-ground parking garages currently planned for the Central Riverfront Area should be shifted to sites north of Third Street.

6 The City and the County and private sector should collaborate to fund the public infrastructure and amenities required to attract and support private development.

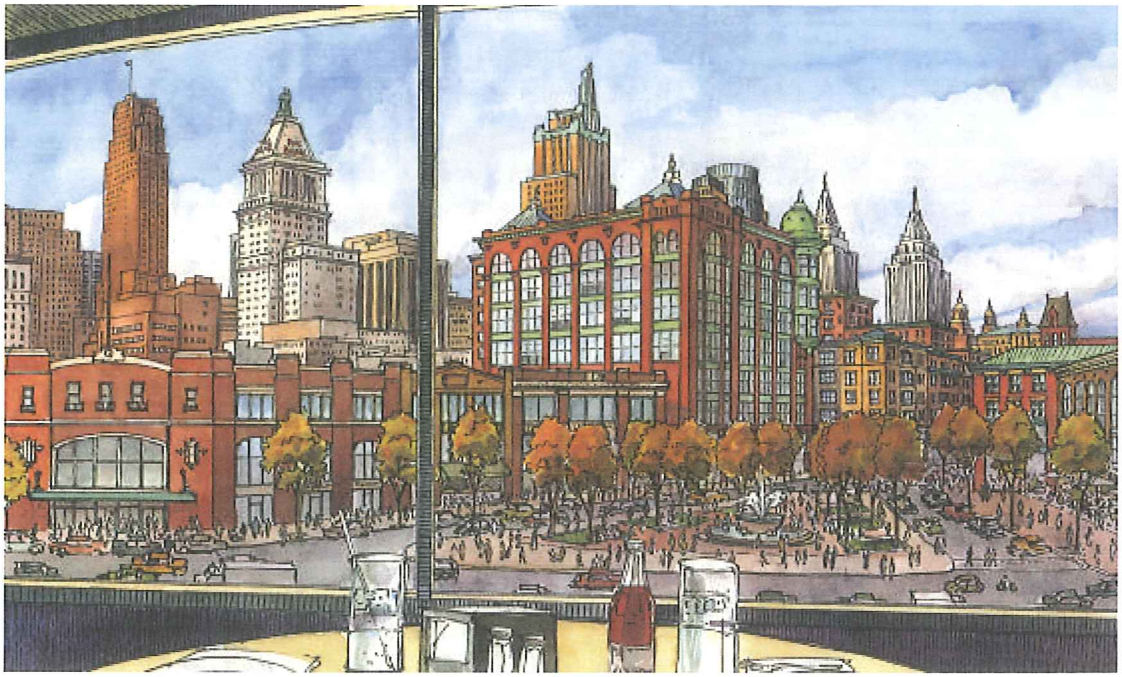
7 The City, County, and private sector (through Downtown Cincinnati, Inc) should jointly create and interim parking and shuttle program.

8 The Banks development should stimulate economic inclusion among all ages, races, and genders.

9 The Central Riverfront Area should be developed in phases with Phase I to be completed in 2003 and Phase II in 2006 (see diagram).

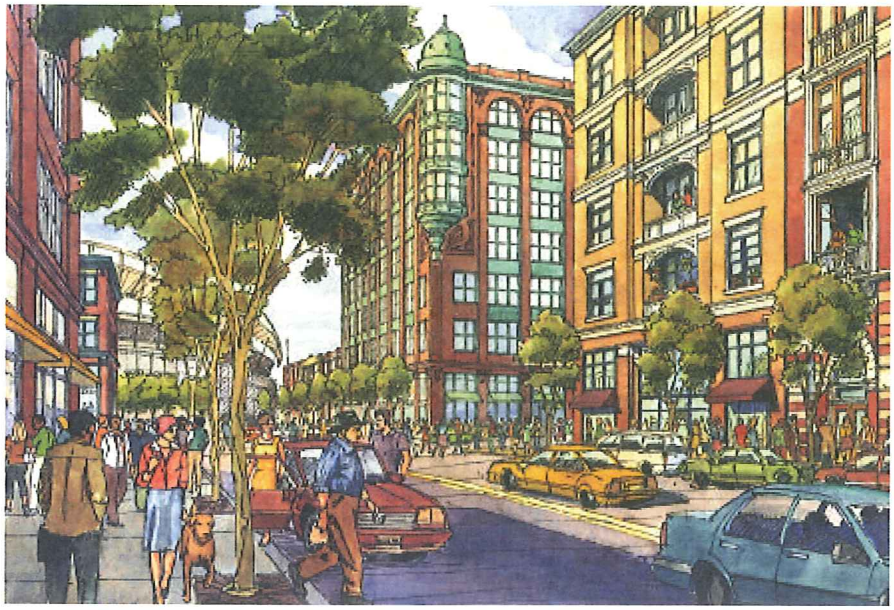
10 The City and County should jointly create a Riverfront Development Commission (RDC).

Looking northeast at the downtown skyline and The Banks from the club restaurant in Paul Brown Stadium





Above
Looking southwest from an apartment balcony on the north side of Freedom Way with Paul Brown Stadium in the distance

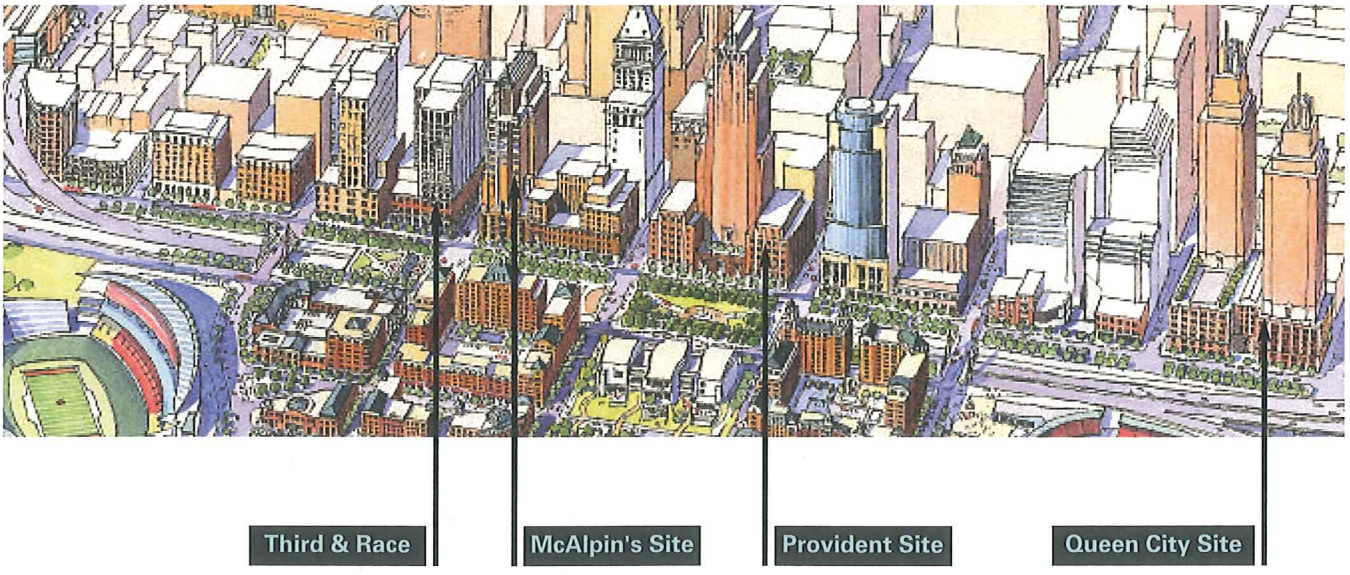


Below
Looking west along Freedom Way toward Paul Brown Stadium



Third Street Development

One of the most creative ideas which came out of the Riverfront Advisors process was the recommendation to move the proposed above ground County funded parking garages north of Third Street to stimulate private development. By doing this, the Advisors estimate that private development potential will be increased from $159,000,000 to $600,000,000. Several potential new development sites have been identified (Third and Race; McAlpin's site; Provident site; and Queen City site).



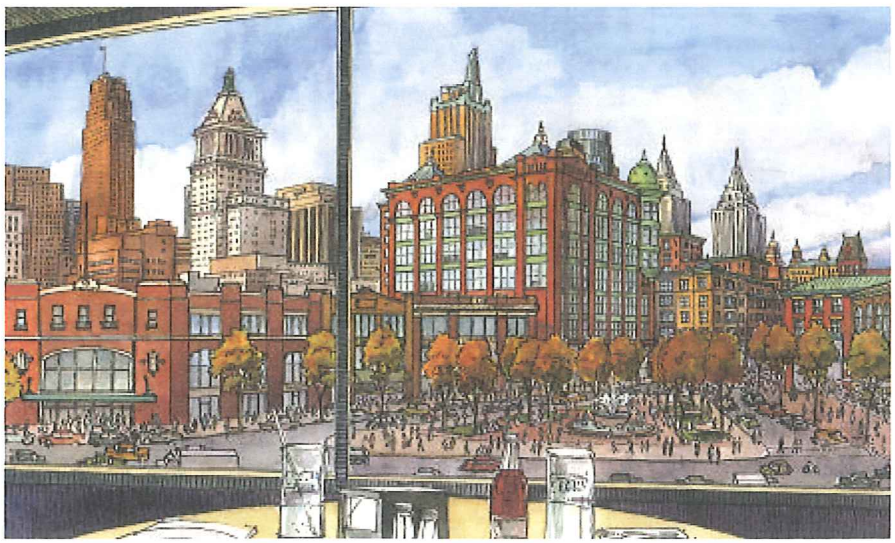
Urban Design Guidelines for The Banks



1 Urban Design Guidelines

THE URBAN DESIGN GUIDELINES for The Banks described in this section were developed for Hamilton County, the City of Cincinnati, and the Riverfront Advisors Commission by Urban Design Associates and are intended to be attached to the national *Request for Proposals* (RFP) for developers to be sent out in Spring 2000. These guidelines delineate urban design and architectural standards for The Banks which are consistent with the four-year public planning process which preceded the development of the RFP. They include broadly accepted recommendations for: land use; building massing, heights, and setbacks; materials; color; streets, sidewalks, parks, and landscaping; parking; and servicing.

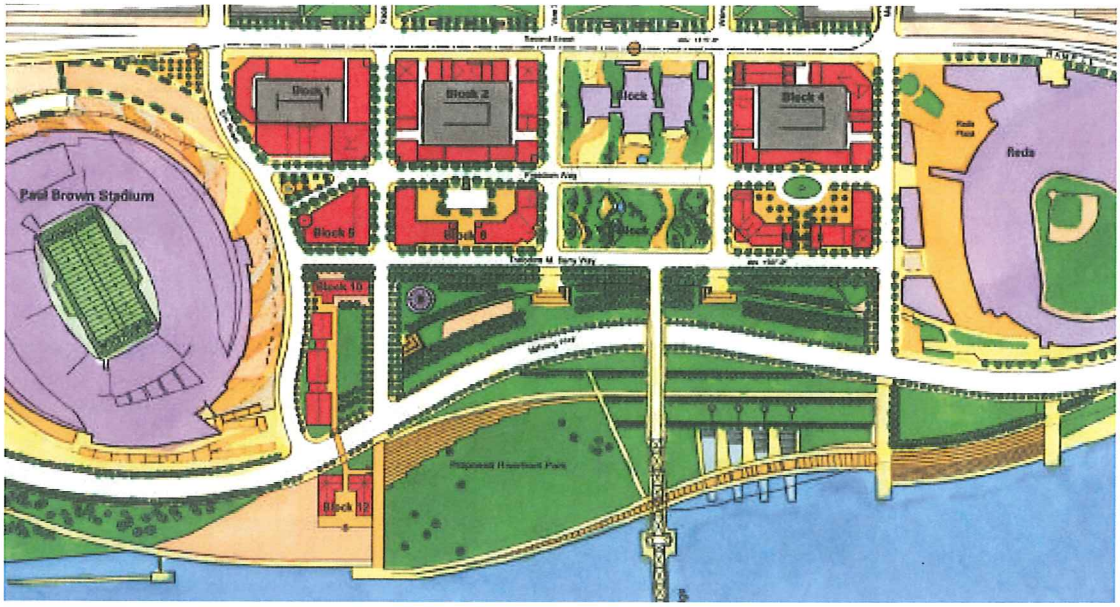
Developers making proposals for The Banks will be strongly encouraged to follow these guidelines. However, the County and the City recognize that changing market conditions and other special requirements of a particular developer may require minor modifications to these published urban design guidelines. Developers may propose minor modifications to the guidelines with their submissions, if the developers can demonstrate that the modifications are consistent with the overall intent of both the guidelines and The Banks master plan, and that they improve the viability of the project.

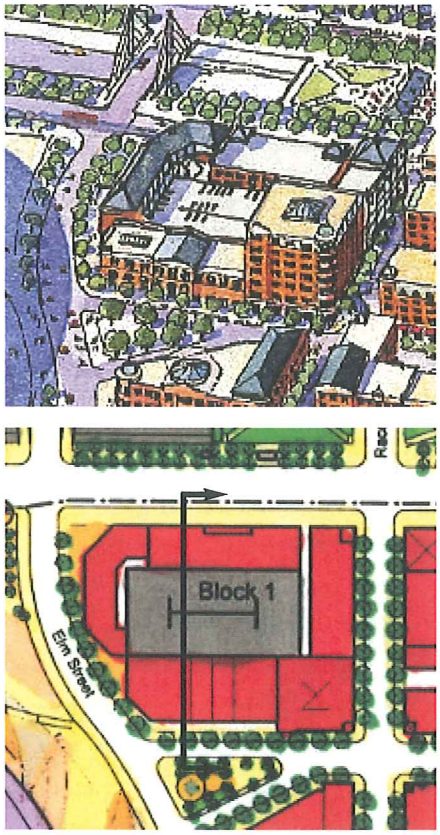


The Riverfront Advisors Commission report of September 30, 1999 entitled *The Banks*, recommended a diverse, pedestrian-friendly urban neighborhood with a mix of uses, including residential housing, specialty-retail stores, restaurants and entertainment, office and boutique hotel spaces. The primary focus of the Advisors study was on the newly created development blocks south of Second Street between the two new stadium sites. The Advisors demonstrated that by expanding the vision to incorporate areas north, east and west of the central development blocks and leveraging public investment in new streets, parks and garages, the city could attract substantial private investment. The Advisors recommended additional public investment in landscaped decks to cover part of Fort Washington Way, the construction of a riverfront boardwalk and construction of additional public open space along Freedom Way. They also recommended that above grade public parking garages originally planned for blocks 2 and 4 be relocated north of Third Street. The plan is to be implemented in two phases, however, the construction can occur incrementally since each block is composed of independent buildings. The purpose of the Design Guidelines is to describe the development program, block by block, and the infrastructure required to accomplish the goals as outlined in *The Banks*.

The recommendations of the Advisors are based on extensive discussions with all parties involved in the Central Riverfront, however, continuing discussions with the sports teams and other stakeholders will continue as more details emerge for individual projects.

The Riverfront Advisors Plan for the central riverfront development blocks



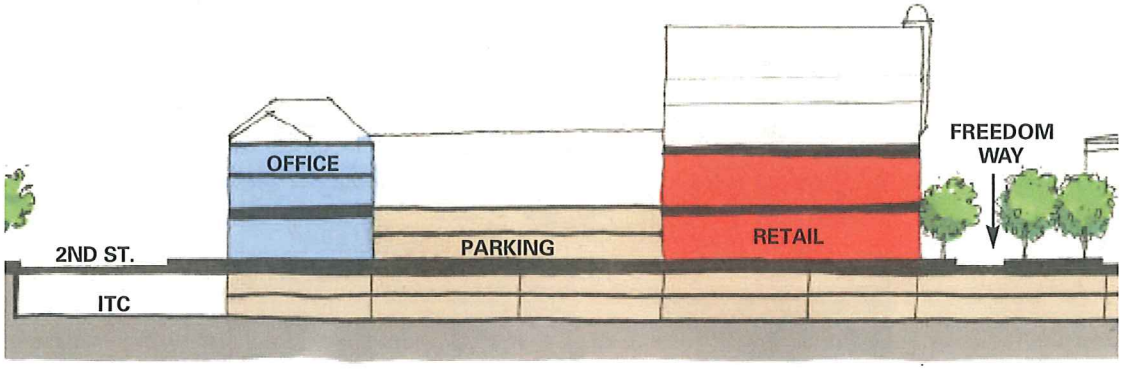


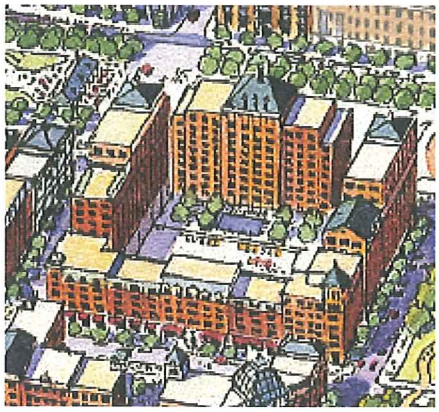
Block I

Block 1, adjacent to Paul Brown Stadium, will feature mid-rise buildings fronting Race Street, Freedom Way, Elm Street and Second Street. The corner of Race and Freedom Way will be anchored by a seven-story building and a five-story building on the east side of the block. The rest of the block will be restricted in height to 40 feet, to protect view corridors of the Cincinnati skyline from the club level of Paul Brown Stadium. Residential and office uses are planned over street level retail and office space. An above grade mid-block parking garage is planned to accommodate the parking demand created by the housing and office space uses.

Block I Building Program

	No. of Units	Sq. Ft.
Retail		40,000-49,000 SF
Housing	50-65	50,000-65,000 SF
Office		100,000-140,000 SF
Parking		240 Dedicated Spaces
Total		190,000-254,000 SF



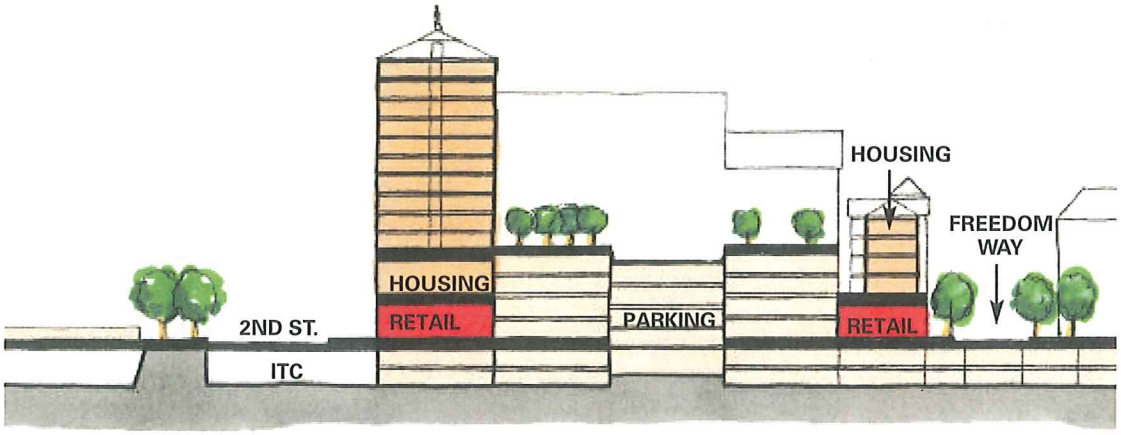


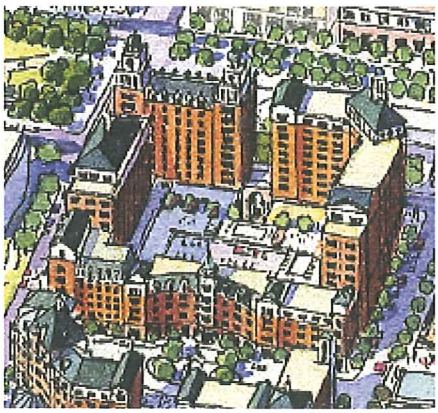
Block 2

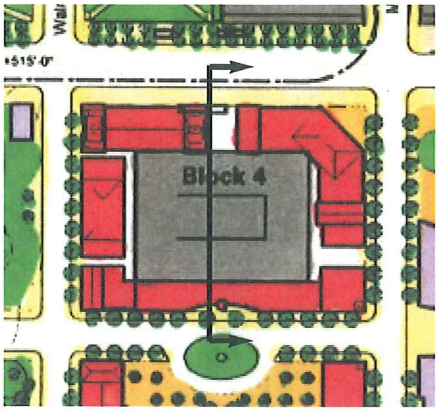
Block 2 is planned to accommodate a large number of residential units in a series of buildings fronting Race, Second, Vine and Freedom Way. Street level uses will include retail, restaurants and office space. An above grade mid-block parking garage will accommodate residential parking needs and will be topped with recreational facilities for the residents. Buildings as tall as 160 feet will front Second Street, Race and Vine and five-story buildings will front Freedom Way. The buildings are located to maximize views of the riverfront and the Freedom Center.

Block 2 Building Program

	No. of Units	Sq. Ft.
Retail		24,000-30,000 SF
Housing	300-365	300,000-365,000 SF
Parking		549 Dedicated Spaces
Total		324,000-395,000 SF





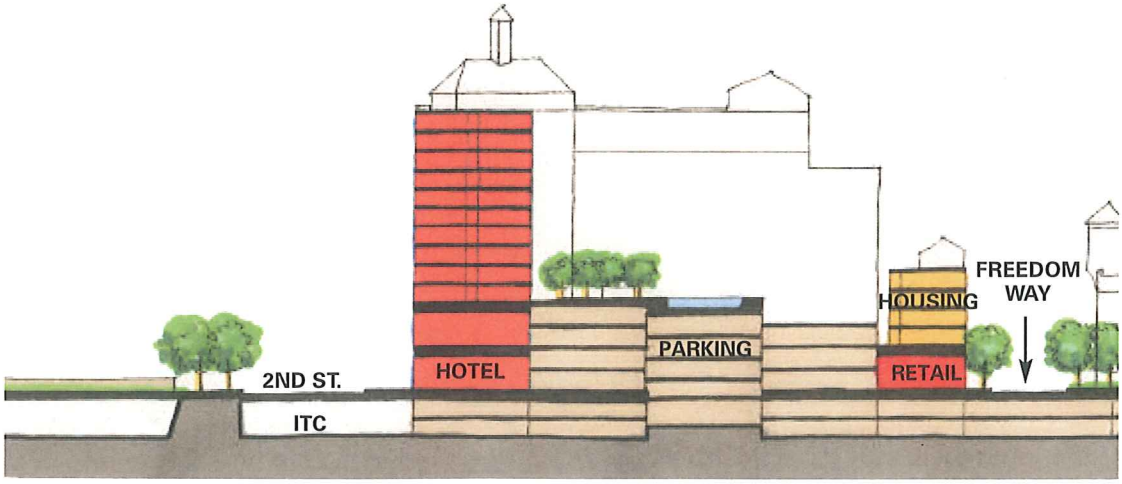


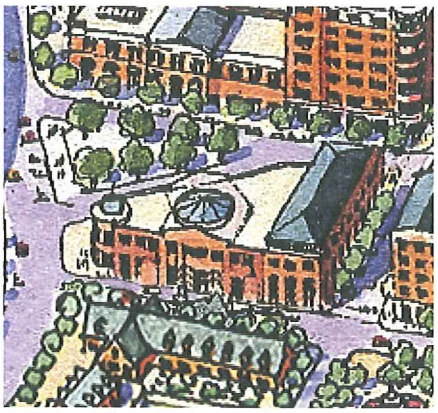
Block 4

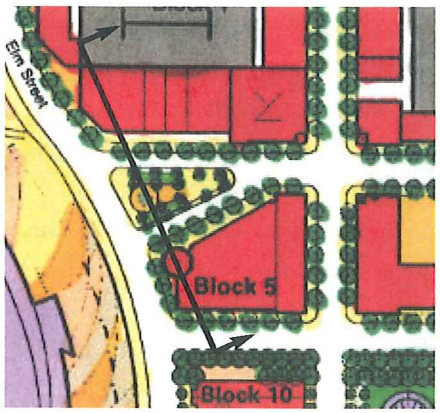
Block 4 will provide a mix of uses including a boutique hotel at the corner of Main and Second, and office space and residential units in buildings along Walnut and Freedom Way. Similar in form to Block 2, the buildings will step in height from five stories on Freedom Way to twelve stories on Second Street. An above-grade mid-block garage will provide parking for the hotel and residential units and will be topped with common amenities for the hotel and residents. The first two floors of the hotel will be dedicated to lobbies, restaurants, meeting rooms and hotel services. Retail and restaurant space at street level is planned for Freedom Way.

Block 4 Building Program

	No. of Units	Sq. Ft.
Retail		18,000-22,000 SF
Housing	140-180	140,000-180,000 SF
Hotel	200-250	160,000-200,000 SF
Office		40,000-60,000 SF
Parking		520 Dedicated Spaces
Total		358,000-462,000 SF





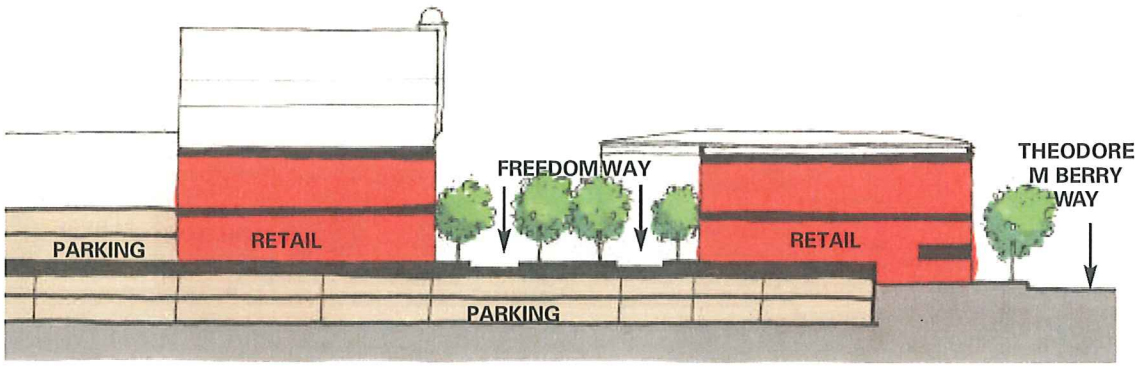


Block 5

Block 5 will be a two-story commercial building providing retail and restaurant space. Located between the triangular park space on Freedom Way and the riverfront park, Block 5 is situated to take advantage of great views and provide street level activities to activate the public spaces surrounding it. Because Block 5 is restricted in height to 40 feet, it is ideally suited for two commercial floor plates of approximately 20 feet in height. The activities in this building should not have an inward focus but should be designed to animate Race Street, Freedom Way and Theodore M. Berry Way.

Block 5 Building Program

	Sq. Ft.
Retail	38,000-45,000 SF
Total	38,000-45,000 SF



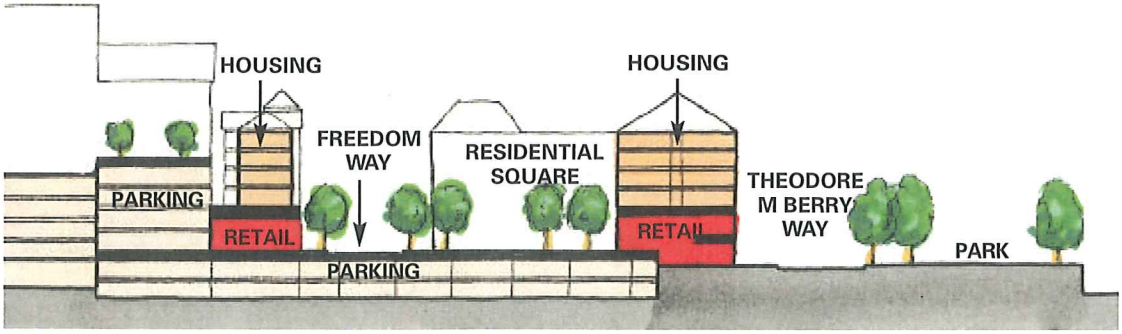


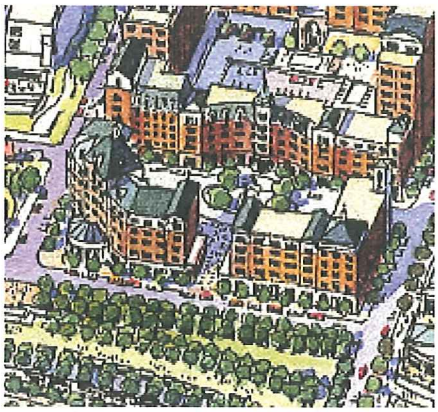
Block 6

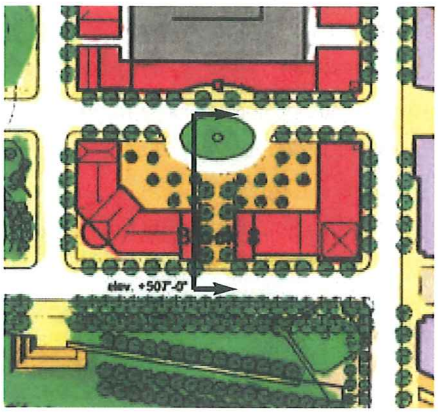
Block 6 will offer four stories of prime residential units above ground floor restaurants and shops. The buildings are formed to create a residential square along Freedom Way for both blocks 6 and 2. Residents will have spectacular views in all directions. Outdoor dining and entertainment uses on Freedom Way and Theodore M. Berry Way will make use of the plaza and park space and provide street level activities in all directions. Because of the grade change between the two streets, ground floor uses can take advantage of increased building volume with a mezzanine and high ceiling heights. A winter garden for year-round interior public uses is planned for the corner of Vine and Theodore M. Berry Way. The winter garden can be used for private events and also as an indoor extension of public riverfront events.

Block 6 Building Program

	No. of Units	Sq. Ft.
Retail		30,000-36,000 SF
Housing	70-100	70,000-100,000 SF
Total		100,000-136,000 SF





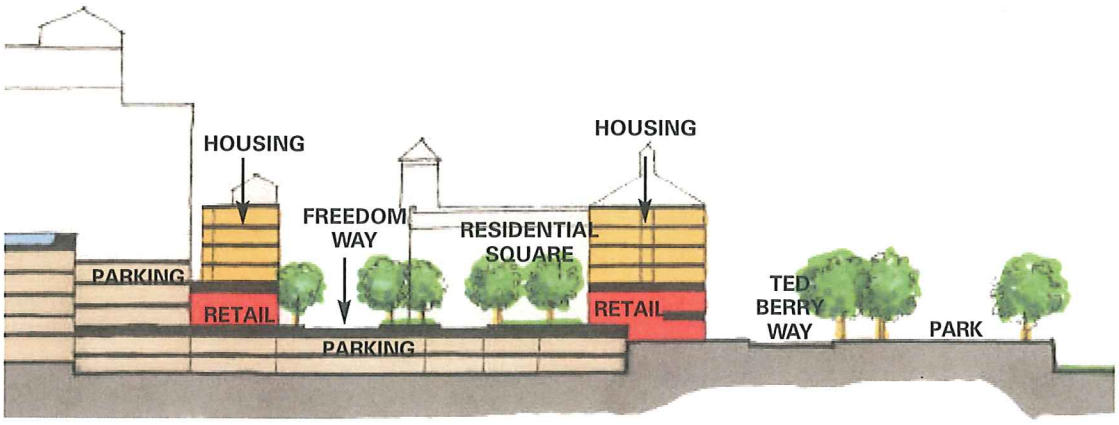


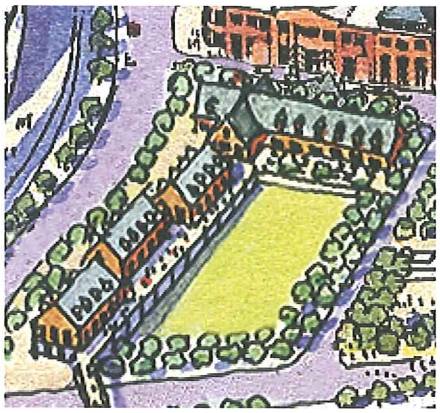
Block 8

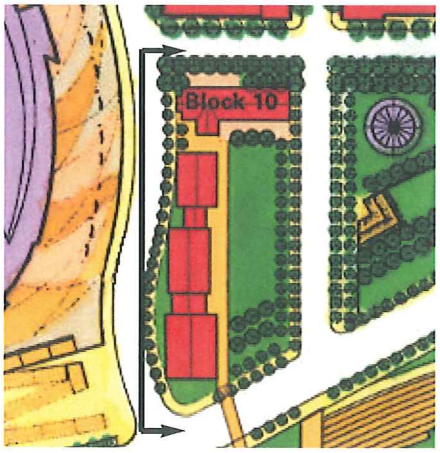
Block 8 is similar to Block 6, offering prime residential units above ground-floor restaurants and shops. Formed to create a residential square along Freedom Way, Block 8 residents will enjoy great views in all directions. The ground floor uses should feature dining and entertainment with plenty of space for outdoor activities in the adjacent plazas and park. Block 8 will take advantage of events held at the adjacent Reds Ballpark and is ideally situated for sports oriented dining and entertainment.

Block 8 Building Program

	No. of Units	Sq. Ft.
Retail		30,000-37,000 SF
Housing	70-100	70,000-100,000 SF
Total		100,000-137,000 SF







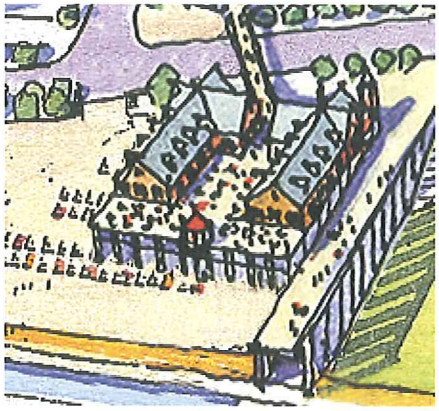
Block I0

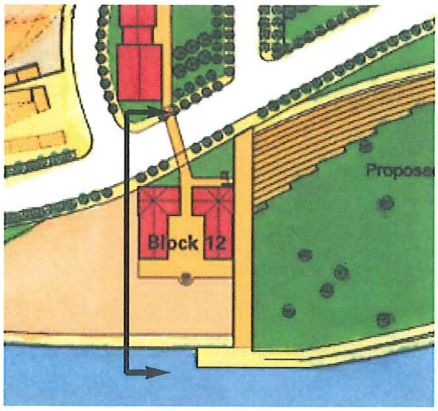
Block 10 is planned to accommodate a restaurant with prime views of both the Ohio River and a riverfront park. A public park will occupy the majority of the block bounded by Elm Street, Theodore M. Berry Way, Race Street and Mehring Way. The restaurant, designed as a two-story pavilion in the park, will be a major anchor for the Race Street retail corridor and should be planned with outdoor dining terraces and courtyards. It will be set back from Theodore M. Berry Way to allow the promenade and double tree row to extend uninterrupted from Elm to Main. The Boardwalk will originate in this block and proceed south to the riverfront.

Block 10 Building Program

	Sq. Ft.
Retail	56,000 SF
Total	56,000 SF





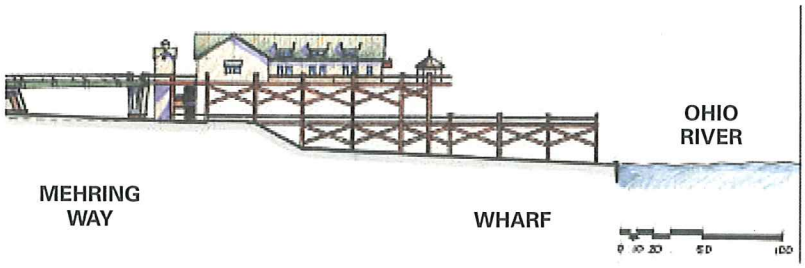


Block I2

The Boardwalk will provide restaurants, shops, and entertainment on the river's edge. Connected to Race Street at Theodore M. Berry Way, the Boardwalk could be designed in a traditional waterfront style incorporating the imagery of wharf buildings with an open metal structure and will be lined with shops and eateries with views of the park and river below. Access for people with disabilities, and services such as loading and waste removal, will be accommodated. The open structure of the Boardwalk will be maximized to preserve views. The wharf space below could also provide some event-staging area. Elevated above the flood plane, the Boardwalk and the Race Street park pier below will allow visitors to enjoy the river in all seasons. Numerous connections to grade will link the Boardwalk to the Race Street Pier, wharf, park festival spaces, Mehring Way and Race Street.

Block 12 Building Program

	Sq. Ft.
Retail	24,000 SF
Total	24,000 SF



11 Architectural Guidelines

Building Design

The buildings should form a rich texture which contains surprises, dynamic contrasts, and varied profiles. For instance, Block 12 with its unique mix of restaurants and shops on the Boardwalk, and its waterfront location, will recall the imagery of wharf buildings.

The buildings must also maintain a pedestrian scale at street level. A great deal of emphasis will be placed on the view of the streetscape from pedestrian eye level.

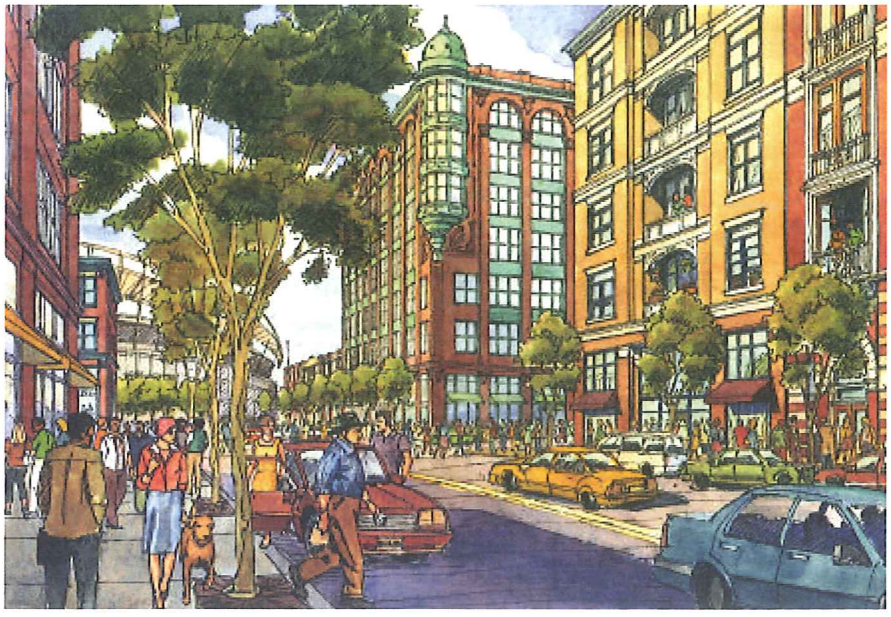
Massing

Buildings should be simple, well-proportioned volumes. Building walls facing public streets and parks shall be terminated at the top floor with a rich and varied roof scape including sloped roofs, cornices and attic expressions. Flat roofs shall be enclosed by parapets no less than 42 inches high or as required to conceal equipment.

Exterior Materials

The exterior wall finish material on all facades shall be limited to brick, stone or cast stone designed to resemble stone masonry construction. The roof material shall be limited to slate, tile or metal.

Perspective showing buildings designed to enhance round-the-clock street level activity at the corner of Race Street and Freedom Way.





Perspective of a residential square showing buildings that form a rich texture which contains surprises, dynamic contrasts, and varied profiles.

Facade Treatment: Windows, Doors, Storefronts, Awnings

Windows (other than ground-level storefront windows) shall be vertical in proportion, 1.5 to 2.5 times as tall as they are wide. The glazed area of a facade (excluding the ground level storefront) shall not exceed 35% of the total facade area. Doors and windows should be set-back a minimum of three inches from the facade.

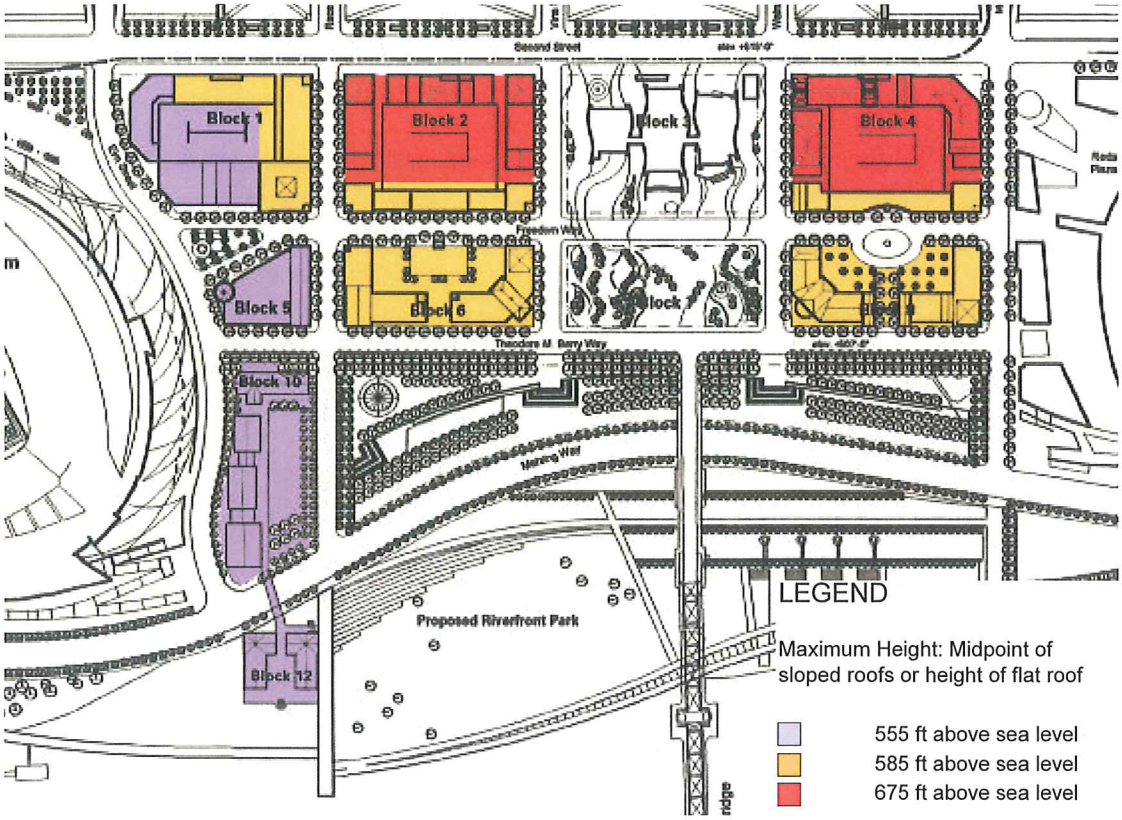
Doors shall be vertical in proportion. Windows and doors should appear in a consistent and repeated pattern across the principal facades.

Ground floor commercial uses shall have storefronts with glazed areas equal to at least 65% of the ground-level proportion of the facade.

Color Palette

Exterior Color: The masonry colors of buildings can range between creamy buff colors to deep terra-cotta. Trim colors should be contrasting tones that complement the masonry. Roofing material should be either the natural finish of the material or if coated, should resemble a natural color in the palette that would complement the exterior wall finish color.

Doors, shopfronts, window frames, shutters, balcony rails and awnings shall be any color, any saturation. Glass shall be clear or lightly tinted only. Balcony railings and porch structures shall be metal, stone or cast concrete.



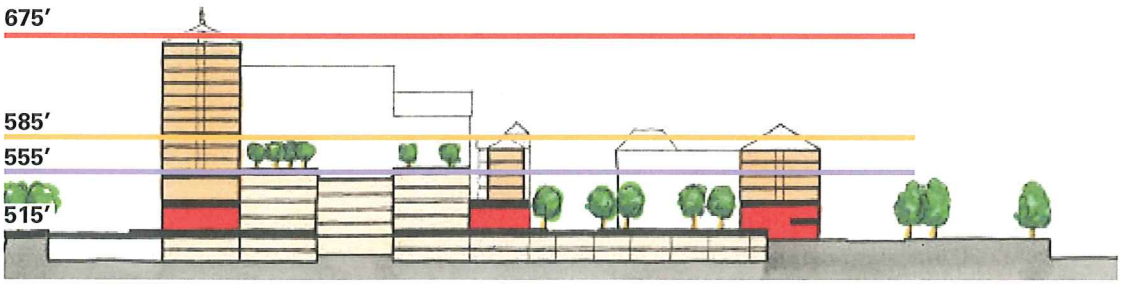
Building Heights

Plan shows maximum building heights by zone.

Building Heights

The development massing will build up from the river to the CBD, and from the eastern and western edges of the central riverfront as measured from the 515-foot elevation. Permitted building heights along the park will be 70 feet and will climb to 160 feet along Second Street. Blocks 1 and 5 are restricted in areas to 40 feet in height to protect view corridors from Paul Brown Stadium in accordance with lease provisions with the exception of the east side of Block 1 which has seven-story and five-story buildings.



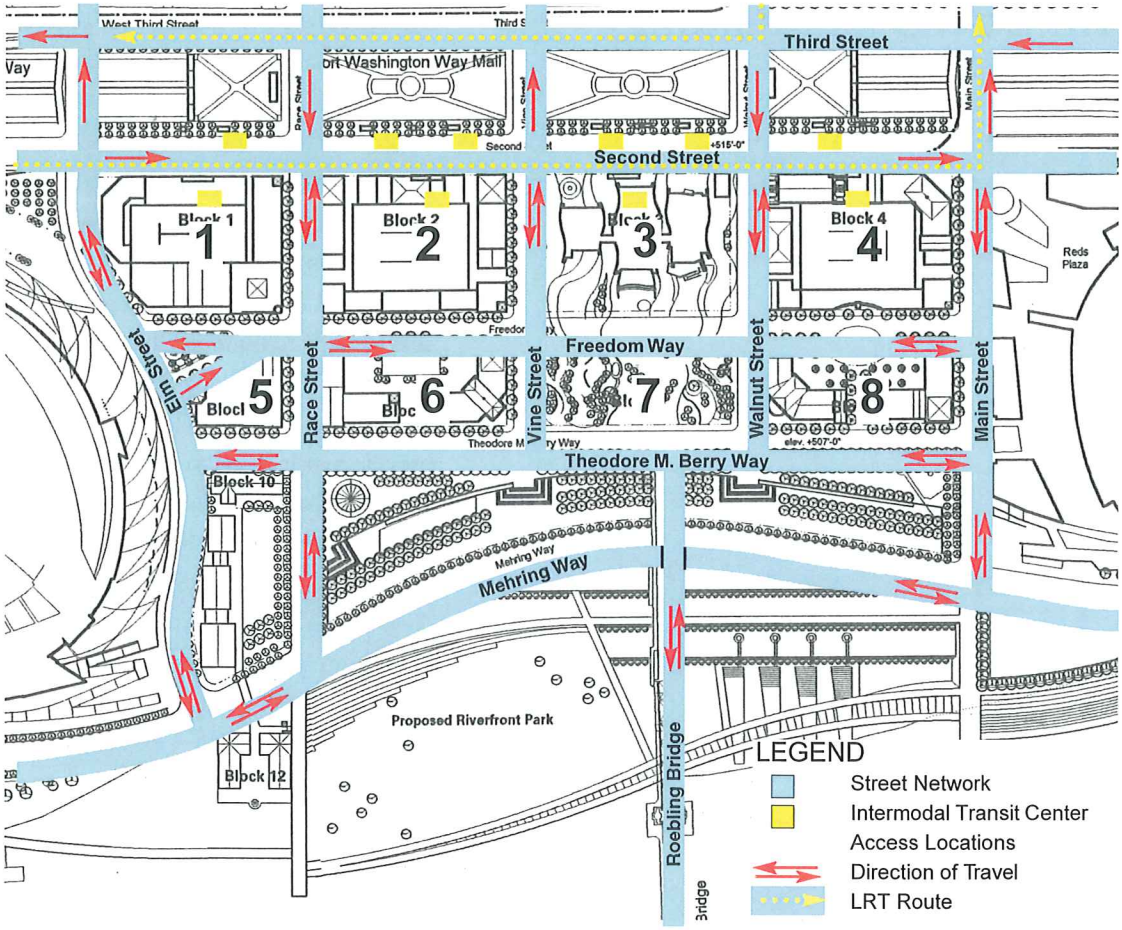


III Streets and Parking

THE NORTH/SOUTH STREETS of the central business district will be extended south across Fort Washington Way to form a new network of city streets between the two stadium sites. The streets south of Second Street will accommodate two-way traffic providing maximum flexibility and convenience for motorists and pedestrians. The new street network will also accommodate other transit modes. The Advisors are in support of the OKI Light Rail Planning Initiative, however, the Advisors strongly recommend the 'split' LRT alignment with eastbound LRT stops along Second Street and westbound stops along Third Street. Trolley bus shuttles and water taxis will also provide transit access to the central riverfront. An intermodal transit facility will be built underneath Second Street to accommodate bus and future commuter rail service. This facility will be fed from an exclusive cartway between Central Avenue and Broadway. The new Roebling Bridge landing will become an important gateway into Cincinnati and provide a direct connection to city streets for vehicular traffic and bus service from Kentucky.



Light rail transit on Second Street



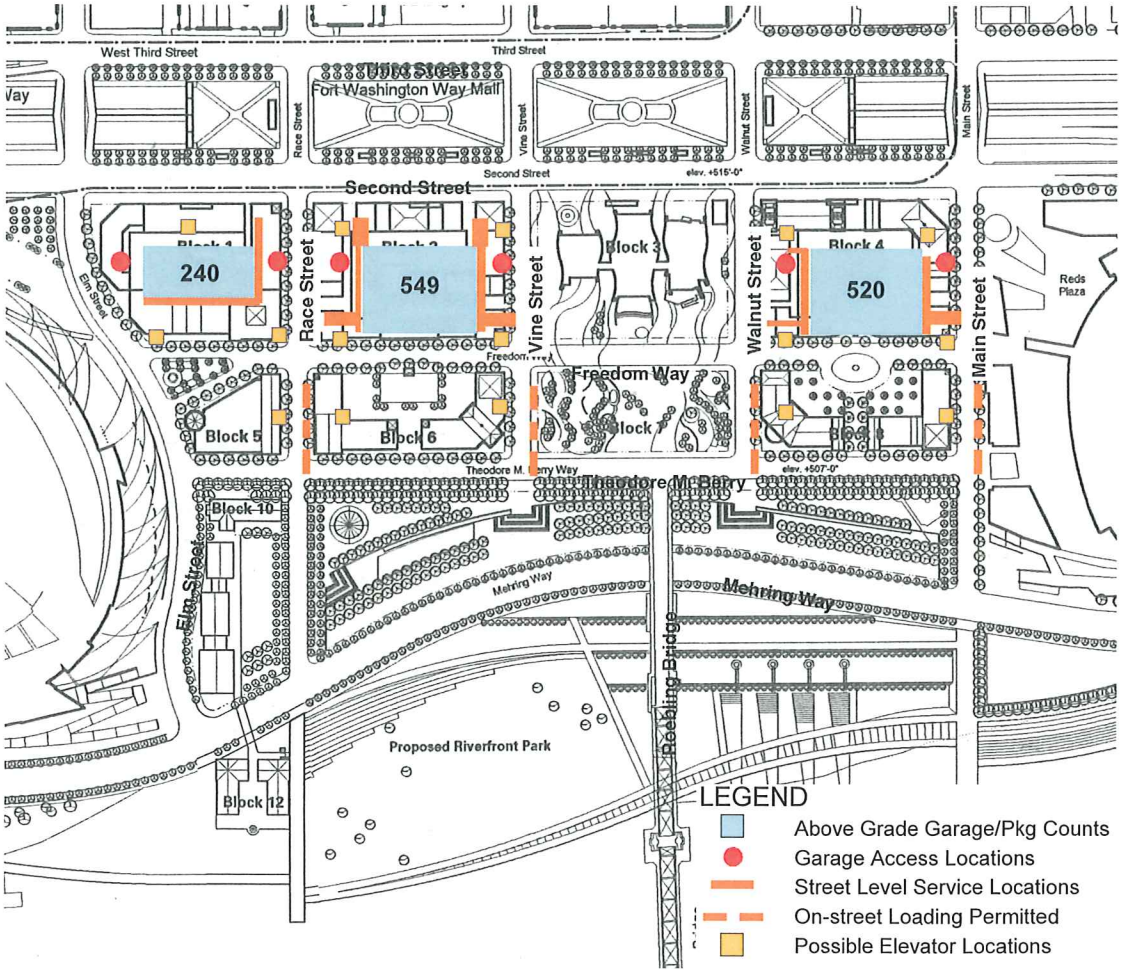
Street Network

Plan showing direction of travel, transit routes and intermodal transit center access locations.

Above Grade Parking and Servicing

The mid-block parking garages will be located in Blocks 1, 2 and 4. These garages will be sized to accommodate the needs of the residential development blocks and are not intended for commuters or stadium-related events. However, the street entrances and ramping for these garages and the below grade parking system should be coordinated to provide maximum parking efficiency and operational flexibility. Midblock parking structures should be interior to the blocks and lined on four sides with buildings.

Frequent entrances to both the upper and lower garages are planned for the north/south street frontage to give motorists several options to choose from and to take full advantage of the flexibility offered by the street grid. Pedestrian access to the upper-level garages will be convenient, safe, and well lit. Blocks 1, 2, 3 & 4 will be serviced underground from the Intermodal Transit Center. Blocks 5, 6, 8, 10 & 12 will be serviced on-grade from the streets. All dumpsters must be located within development blocks and out of sight.



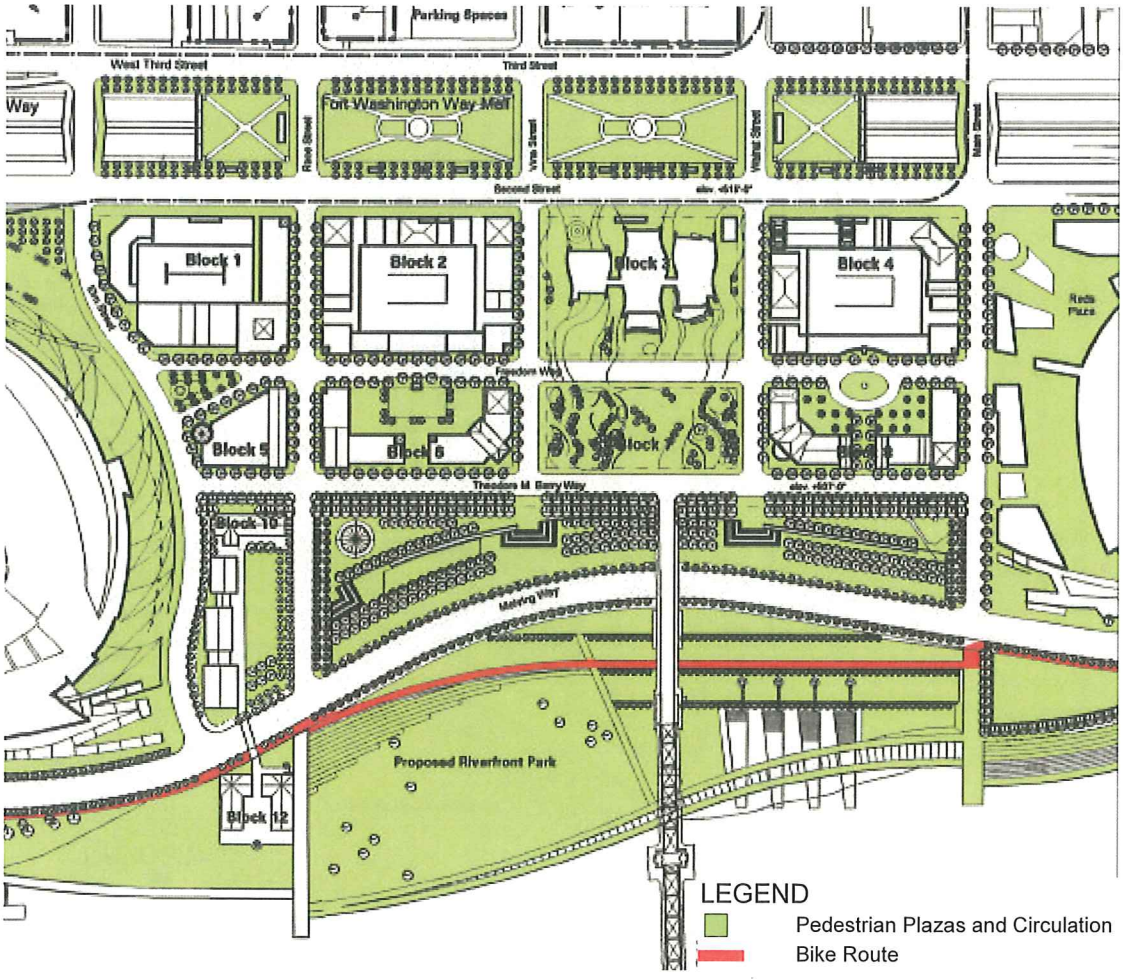
Above-Grade Parking and Servicing

Locations of above grade garages, service areas and garage access locations.

Pedestrian Network

The central riverfront development plan integrates pedestrian circulation into a system of streets, squares and parks. The Fort Washington Way project will connect the CBD to the riverfront with new pedestrian friendly bridges, extending the street grid to the riverfront. The Advisors recommend decking over certain blocks of the interstate to create landscaped parks, providing diagonal links between blocks and transforming a noisy highway zone into a highly attractive area for redevelopment. All blocks will provide sidewalks with a minimum dimension of 13 feet on all streets. Pedestrian areas will broaden out to provide outdoor activity areas for cafés and special events. Where sidewalk cafés are desired, sidewalk widths should be deepened to accommodate outdoor seating.

Plan of Pedestrian Sidewalks, Squares, and Parks



Parking Levels 490 and 500

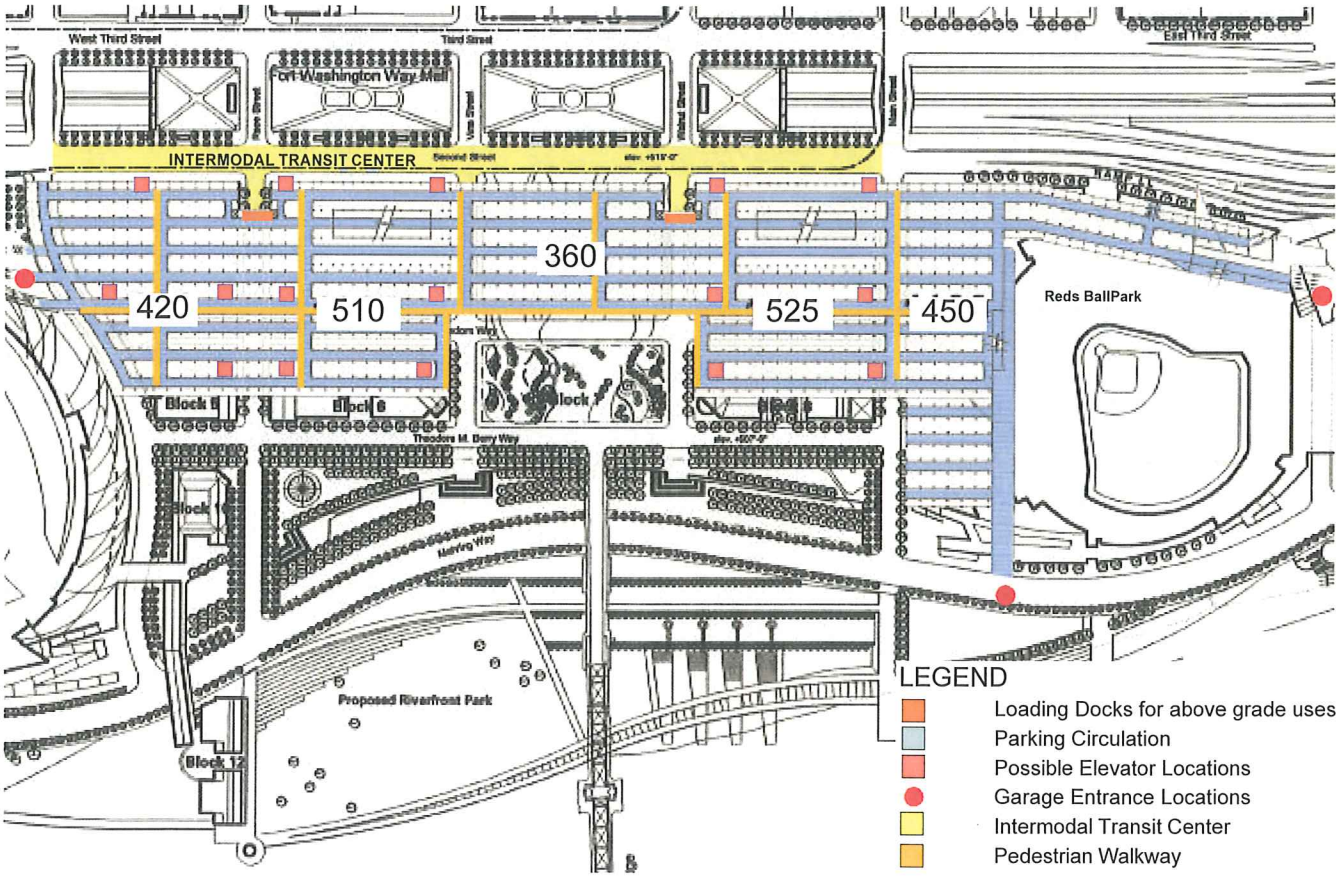
Two continuous parking levels below the central riverfront streets and development blocks will provide a major parking reservoir for commuters, stadium events and central riverfront commercial activities. Vehicular access to the two parking levels will be at major entrance locations on Central Avenue, Broadway and Mehring Way as well as street level entrances above on Elm, Race, Vine, Walnut and Main. Both parking levels will be organized with straight uninterrupted parking bays and drive aisles, preserving open views and simple traffic patterns. Column layouts and vertical elements such as cores and stair towers should be located to preserve a clear and well organized parking system.

Parking Count by Blocks (Above and Below Grade)

	Total Count
Blocks 1 & 5	1080
Blocks 2 & 6	1569
Blocks 3 & 7	720
Blocks 4 & 8	1570
Reds Ballpark	900
Total	5839

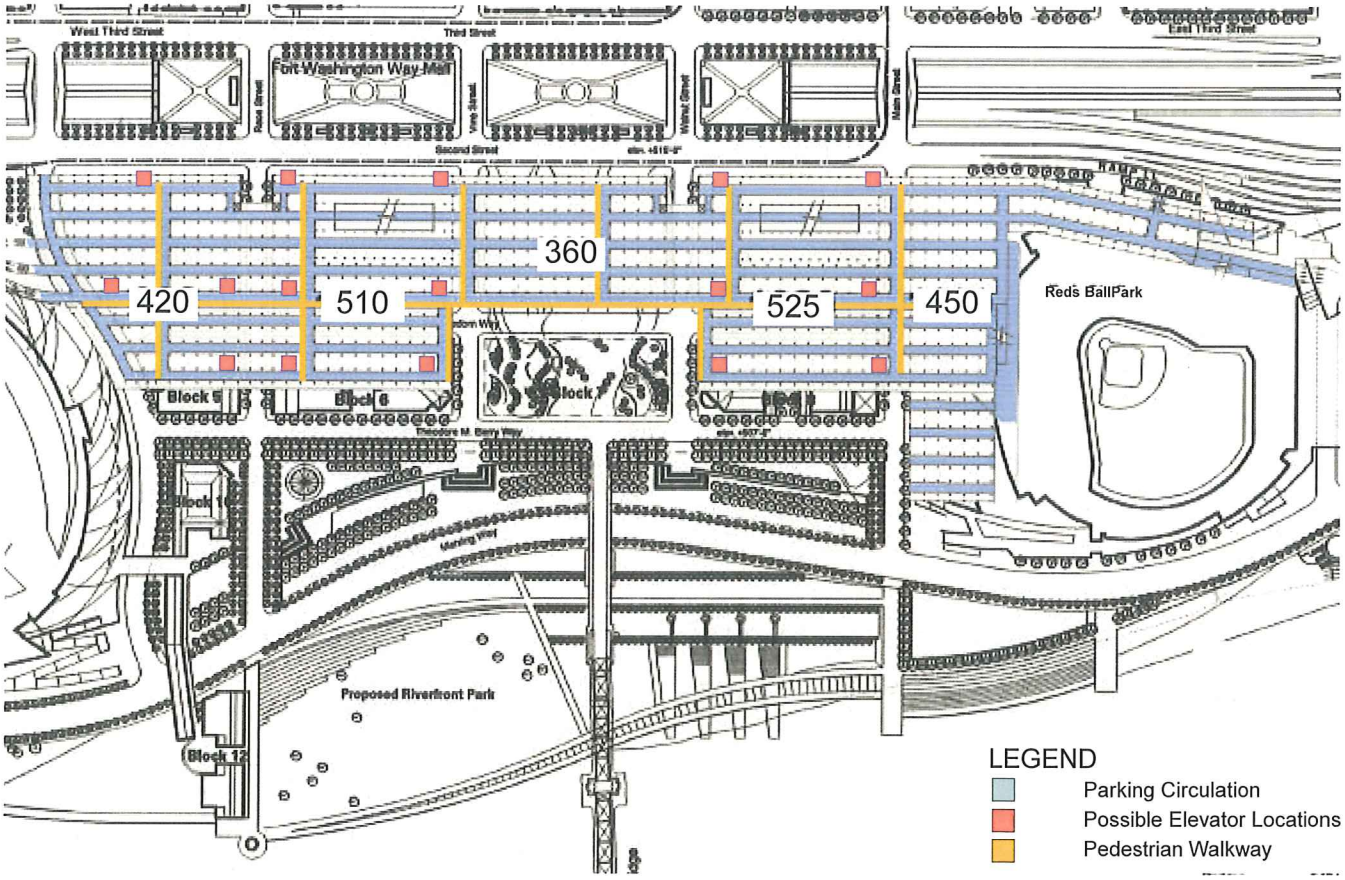
Parking Level 490

Parking level showing parking counts, parking bays, pedestrian aisles, pedestrian access and garage entrances.



A well-lit and attractive east/west walkway within the garage will help orient pedestrians and provide access to several elevator cores and stairs. Frequent lobbies at street level should be provided for pedestrian access to the parking levels. Buildings in each development block will be designed with parking below.

North of the garage beneath Second Street is the underground Intermodal Transit Center. Two loading dock facilities are shown, servicing development Blocks 1, 2, 4, and the Freedom Center. Trucks will use the intermodal center cartway to gain access to the two loading bays.

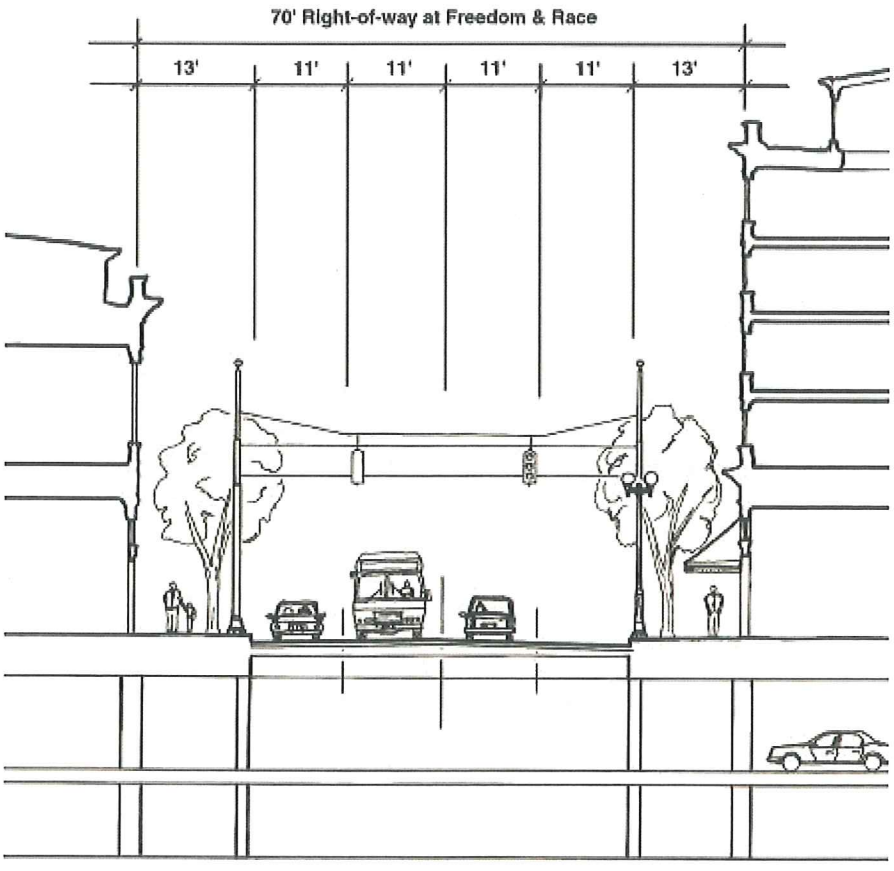


Parking Level 500

Parking level showing parking counts, parking bays, and pedestrian aisles.

Typical Street

A typical city street in the Central Riverfront will accommodate two way traffic flow with four 11-foot lanes which can accommodate two lanes of travel in each direction for rush hour and special events. On-street parking will be permitted during off peak hours with one travel lane in each direction. The typical sidewalk depth will be 13 feet from curb to building front. Pavers will be used in the street and sidewalks at intersections to help define pedestrian crossings. Pavers will also be used behind the curb as a collector strip. Concrete will be used for sidewalks and streets on structure and will require a waterproof membrane to protect the structure and parking below. Streets on grade will be paved in asphalt. Street trees will be planted in boxes below pavement level. The planter boxes should be as large as feasible to provide adequate soil area for root growth.



Typical street cross-section

City streetscape drawing courtesy City of Cincinnati

Freedom Way

Freedom Way will be a unique street in the central riverfront because it will provide a sequence of public squares lined with street-oriented activities. Defined by mid-rise buildings and the National Underground Railroad Freedom Center, the squares will offer a variety of outdoor activities including pre- and post-game celebrations, outdoor markets, ice skating and outdoor dining. Each square should have a unique character and offer a variety of spaces from soft shady areas to plazas with rich textures and color. The residential squares in Blocks 6 and 8 are within the development blocks and are the responsibility of

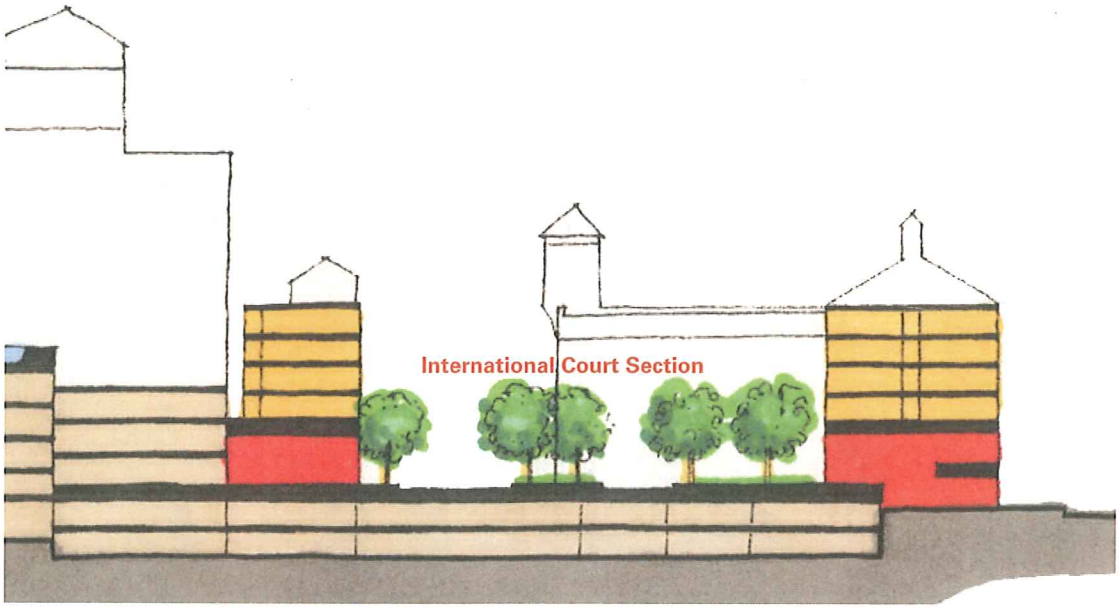




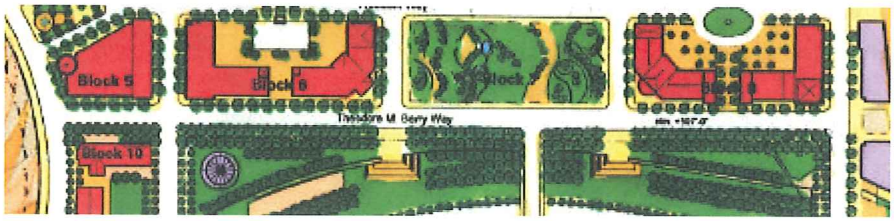


the developer to program, design and build. The street in these squares may be diverted around monuments and pavilions if desired. Block 7 is a public park developed by the National Underground Railroad Freedom Center which will function as an extension of the Freedom Center programs, but also as part of the open space network of the central riverfront. The design of Freedom Way will be similar to the typical street in cross section however between Vine and Walnut the street design will be influenced by the Freedom Center to respond to unique opportunities for outdoor activities and links to the Riverfront Park. This street may be closed to traffic on occasion for special events.





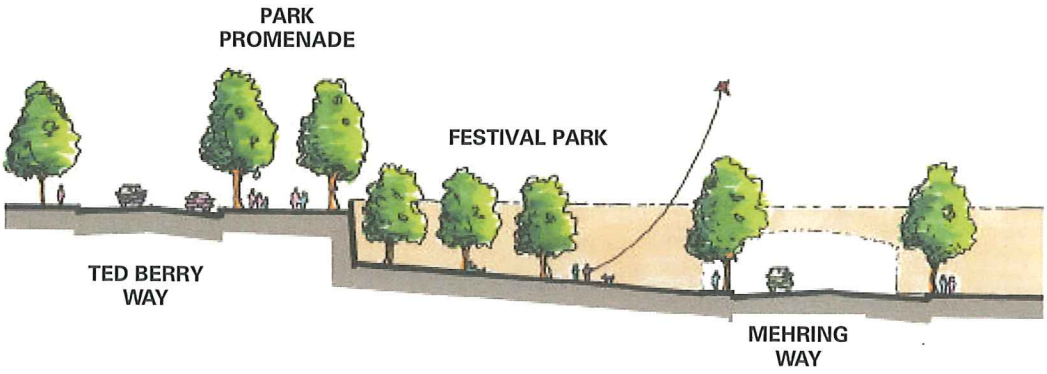




Theodore M. Berry Way

Theodore M. Berry Way will become the new riverfront street for Cincinnati, lined with shops and restaurants to capture views of the riverfront park and Ohio River. A promenade will run the entire length of the southern side of the street from Elm to Main. The 40-foot wide promenade will be shaded by a double row of trees and provide a continuous overlook of the river and park.

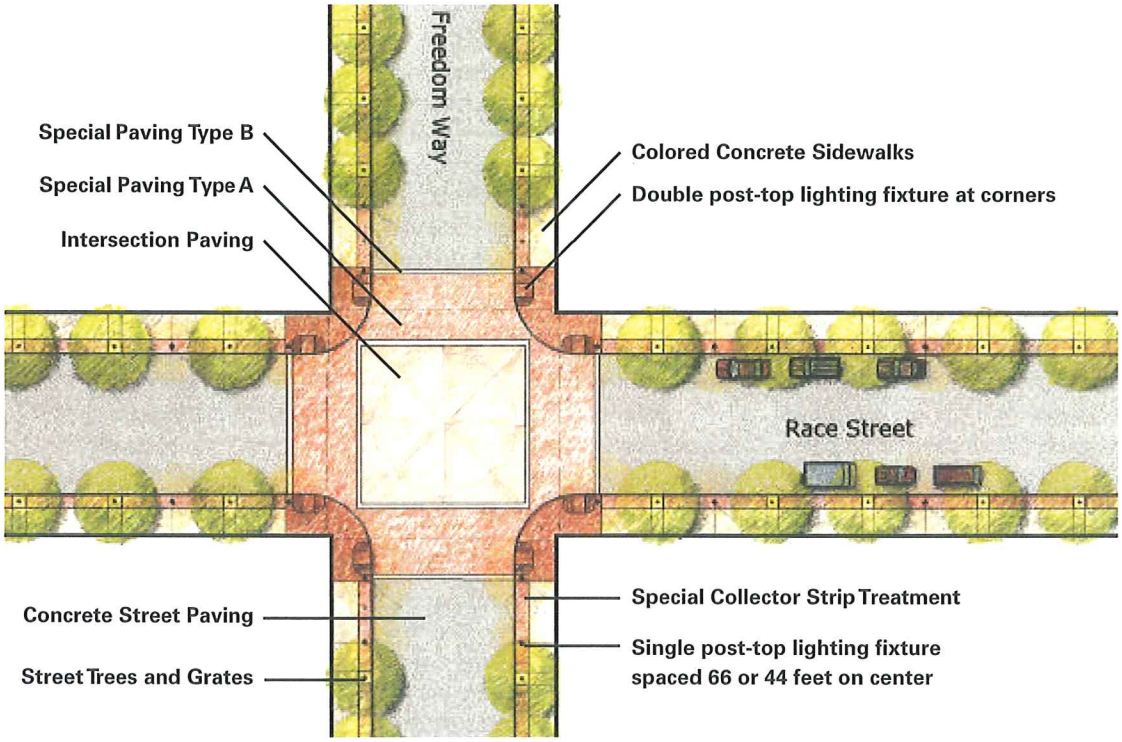
Theodore M. Berry Way will be designed to provide a dignified landing for the Roebling Bridge and to accommodate important vehicular movements as traffic transitions from the bridge to the city street network. The street section of Theodore M. Berry Way will be the standard four 11-foot lanes but will be modified east of Vine to provide safe turning movements at the bridge.

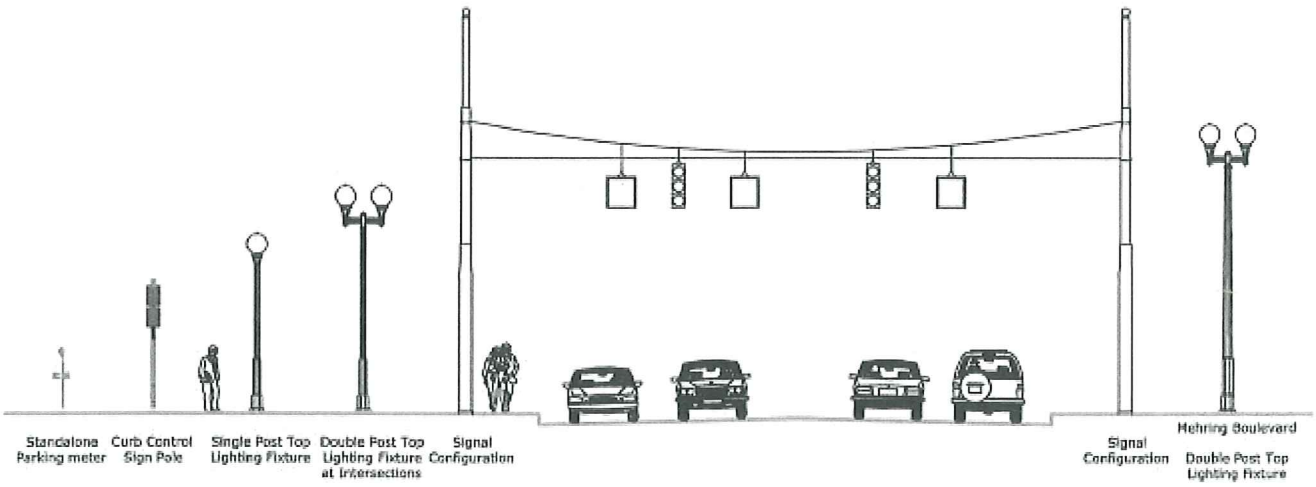


IV City Streetscape Standards

View of typical downtown streetscape







City Streetscape Standards Drawings courtesy City of Cincinnati

- August 16, 2007 City Planning Commission Adoption of Amended Concept Plan and Development Program Statement

City of Cincinnati

Interdepartment
Correspondence Sheet

Date: August 17, 2007

To: Kathy Calloway

From: Margaret Wuerstle, Chief Planner MW

Copies to:

Subject: **Public Hearing for Amendment to PD-43 for The Banks Project**

The attached Ordinance for an amendment to PD-43 for The Banks project is ready to be scheduled for a public hearing before the Economic Development Committee. This item must be advertised for 14 days prior to the public hearing. Therefore, I am requesting that these items be placed on the September 11, 2007 agenda of the Economic Development Committee.

Included in this submission are the following items:

1) The transmittal letter for the Ordinance to the Economic Development Committee,
2) An Ordinance amending Ordinance 141-2006 by rezoning Block 13 of "The Banks" from DD-D, Downtown Development District, Subdistrict D-Riverfront, to PD No. 43, Planned Development District and adopting an amended concept plan and development program statement for PD No. 43, Planned Development District in the Central Business District, commonly known as "The Banks."
3) A set of mailing labels for the Community Councils
4) A set of mailing labels for property owners located with 400 feet of PD-43
5) A copy of both sets of mailing labels for your files

Should you require any additional information please call me at 352-4889. Thank you for your attention to this matter.

City of Cincinnati

Department of Community Development and Planning

Two Centennial Plaza
Suite 700
805 Central Avenue
Cincinnati, Ohio 45202
Phone (513) 352-6146
Fax (513) 352-6113

Michael L. Cervay
Director

August 17, 2007

Economic Development Committee
Council Chambers, City Hall
Cincinnati, Ohio 45202

Dear Members of Council:

I am transmitting herewith an ordinance captioned as follows:

AMENDING Ordinance 141-2006 by rezoning Block 13 of "The Banks" from DD-D, Downtown Development District, Subdistrict D-Riverfront, to PD No. 43, Planned Development District and adopting an amended concept plan and development program statement for PD No. 43, Planned Development District in the Central Business District, commonly known as "The Banks."

Summary: At a special meeting on August 16, 2007, the City Planning Commission approved an amendment to Planned Development No. 43 (PD-43) commonly known as "The Banks" in order to include lot 13 in the boundary of PD-43 and to amend certain provision of the Hamilton County/City of Cincinnati Central Riverfront Urban Design Master Plan as requested by the Developer of The Banks project. A copy of the staff report is attached which outlines all of the requested amendments and compares the proposed changes to the approved Concept Plan and Development Program Statement.

THE CITY PLANNING COMMISSION

Margaret A. Wuerstle, AICP, Chief Planner
Department of Community Development and Planning

MAW:maw
Encl.: Ordinance
Staff Report
Mailing Labels

City of Cincinnati

Interdepartmental
Correspondence Sheet

Date: August 17, 2007

To: Michael L. Cervay, Director, Community Development & Planning

From: J. Rita McNeil, City Solicitor

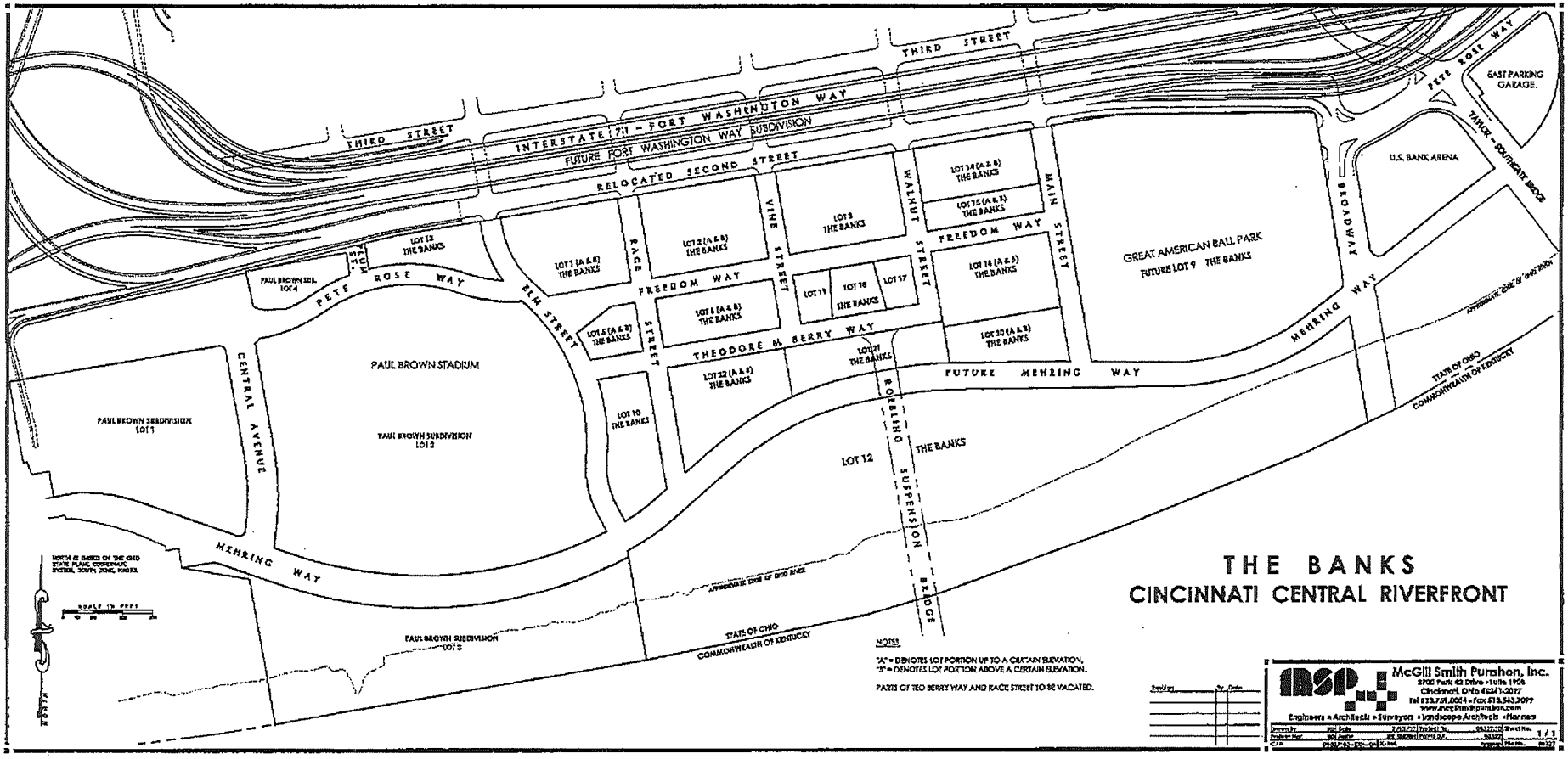
Copies to: Margaret Wuerstle, Chief Planner, Community Development and Planning

Subject: **EMERGENCY ORDINANCE – PLANNED DEVELOPMENT DISTRICT 43, THE BANKS(2)**

Attached for your submission to Council is an emergency ordinance captioned as follows:

> AMENDING Ordinance 141-2006 by rezoning Block 13 of "The Banks" from DD-D, Downtown Development District, Subdistrict D-Riverfront, to PD No. 43, Planned Development District and adopting an amended concept plan and development program statement for PD No. 43, Planned Development District in the Central Business District, commonly known as "The Banks", notwithstanding Section 1429-11(c) of the Cincinnati Zoning Code.

JRM/JBC/(chs)
Attachment
(ComDev/Zoning) PD 43 The Banks(2) 0807-JBC



THE BANKS
CINCINNATI CENTRAL RIVERFRONT

McGill Smith Punshon, Inc.
3700 Park 42 Drive • Suite 190B
Cincinnati, Ohio 45241-2097
Tel 513.759.0004 • Fax 513.563.3099
www.mcgillsmithpunshon.com
Engineers • Architects • Surveyors • Landscape Architects • Planners

EXHIBIT A

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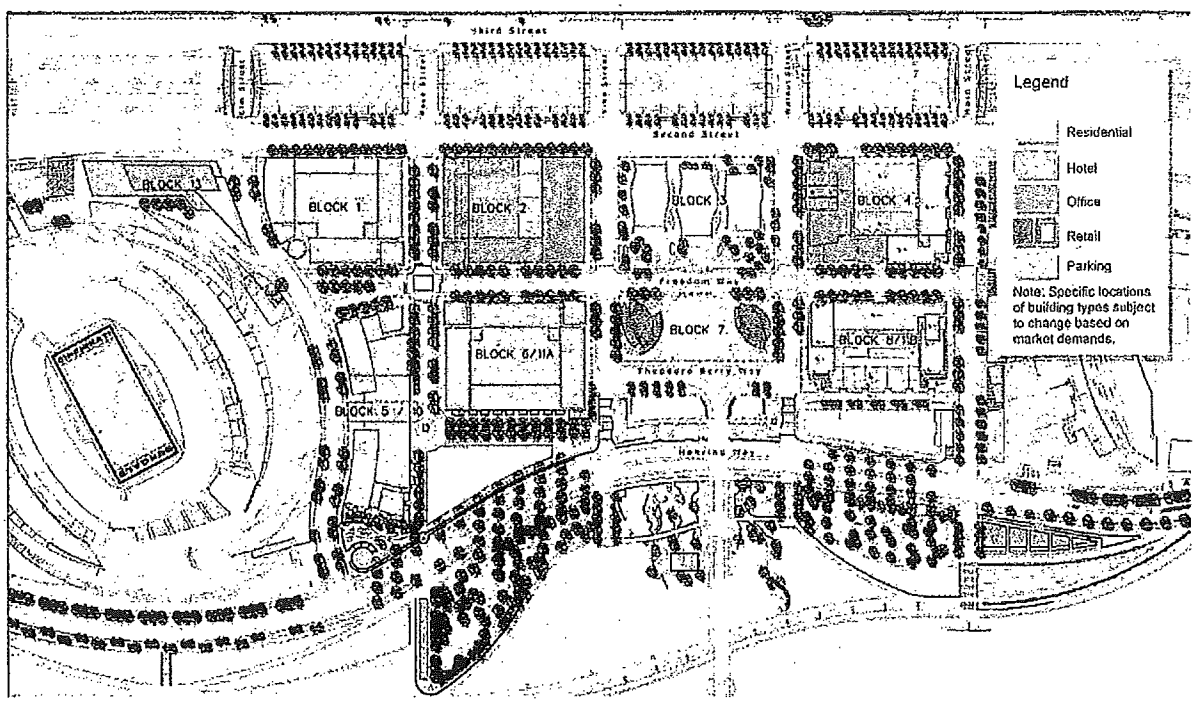
EXHIBIT
tabbies
B

CARTER
REAL ESTATE

DAWSON
Company

The Banks

Cincinnati, Ohio



Concept Plan and Development Program Statement
Amendment – July 20, 2007

CARTER
REAL ESTATE

DAWSON
Company

The Banks

Cincinnati, Ohio

Concept Plan and Development Program Statement

Table of Contents

I. Development Program Statement

II. Area Calculations

III. Schedule

IV. Legal Description of Property

V. Site Plan

VI. Survey

VII. Supplement

THE BANKS
CINCINNATI, OHIO

DEVELOPMENT PROGRAM STATEMENT

The Banks is approximately 18 acres of riverfront property currently designated as Blocks 1, 2, 3 (The existing Freedom Center), 4, 5/10, 6/11A, 7, 8/11B and 13 of the Central Riverfront Development Area located generally between Second Street and Mehring Way and between Main Street and Elm Street in Cincinnati, Ohio. The Master Plan will incorporate appropriate aspects of the previous planning efforts of the Joint City/County Riverfront Advisors Commission, Urban Design Associates and the Joint City/County Banks Working Group. The Master Plan will coordinate with planning efforts that provide vehicular and pedestrian circulation, structured parking, and infrastructure improvements, all adjacent and integrated with Paul Brown Stadium, the National Underground Railroad Freedom Center, the Great American Ball Park, U.S. Bank Arena and the Cincinnati Reds' Hall of Fame. The Master Plan will also be coordinated with the design of the Central Riverfront Park currently under design and development by the Cincinnati Park Board and the Army Corps. of Engineers.

The Banks Development is easily accessed through a regional transportation network that has been substantially modified over the last ten (10) years. Within the Banks Development, two-way traffic will be permitted on Freedom Way. Freedom Way will serve as a principle retail corridor within the Banks and will be comprised of three lanes (one lane in each direction and a turn lane) plus parallel parking on either side. Retail will line both sides of Freedom Way to activate the street, and residential and office will be located above with varying building heights. The Banks Development Team, consisting of Carter and The Dawson Company, anticipates the retail uses will include limited and full service restaurants, soft good stores, pubs and similar types of establishments and will encourage the incorporation of outdoor dining throughout the development as appropriate. The Banks Development Team has included a list of restricted retail uses in the Master Plan that will apply to all retail within the Banks.

The Master Plan includes approximately 200,000-1,000,000 sf of office, 200,000-400,000 sf of retail, 200,000-400,000 sf of hotel, and 1,000,000-1,800,000 sf of residential. In order to maintain flexibility within the development plan to adjust to the market demand, we have proposed ranges within each product type. The anticipated total development will not exceed 2,800,000 sf. The Banks Development Team currently proposes a portion of the office development to be located on Blocks 1, 2 and 4. The hotel component may be located in Blocks 1, 2, 4 and/or 13. Retail and Residential components may be located in all development blocks. The Banks Development Team anticipates that market will dictate the phasing of elements within the blocks of The Banks.

The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

It is critical to provide flexibility within the Plan to allow for various product types to be relocated based on market demand. While block designations are shown for various uses, the Master Plan must provide for all uses on all blocks within the above stated square footage allotments of the overall Project. All buildings shall be between one (1) and thirty (30) stories in height. Hotel, office, retail and residential parking shall be provided below the podium level and some parking may be above podium level. The first phase of construction shall consist of a portion of Blocks 4 and 8/11B. Development and open space areas shall be as described in the attached Area Calculations table.



The restaurants on Block 7 shall be signature restaurants of a quality commensurate with their prominent location with a height restriction of 35 feet. The delivery docks and trash receptacles shall not be visible from the Freedom Center and site lines from the Freedom Center across Block 7 (as shown) to the Ohio River shall be maintained. Restaurant exhaust vents shall be located and integrated into the architectural design of the structures so as not to detract from the experience of the Freedom Center. Parking for these restaurants will be located below the development podium level. However, valet parking will be provided at the street level in a number of locations.

Attached please find a Preliminary Project Schedule for the Banks Project. The development effort shall be phased over a period of years and the Banks Development Team anticipates beginning site work in the Winter of 2007, with an estimated completion date of Phase I in late Summer 2009. While the current Master Development Schedule reflects the terms of the Master Development Agreement, we anticipate the total build out to occur in a substantially shorter time frame, approximately 10-15 years. Phase I will include 70,000 sf of retail and at minimum 300 residential units.

Project Development
Area Calculations

THE BANKS
Cincinnati, Ohio

July 20, 2007



COOPER CARRY

Example of Potential Product Mix

Block 1	***SF***	***Acres***
	103,419.75	***2.37***
Residential SF		419,000
Retail SF		25,000
Total:		***444,000***

Block 2	***SF***	***Acres***
	112,978.68	***2.59***
Retail SF		25,000
Office SF		316,000
Hotel SF		180,200
Total:		***521,200***

Block 3	***SF***	***Acres***
	112,925.37	***2.59***
Freedom Center Foot Print		42,816
Freedom Center Open Space		65,720

Block 4	***SF***	***Acres***
	112,502.69	***2.58***
Residential SF		159,418
Retail SF		24,167
Office SF		327,300
Total:		***510,885***

Block 5/10	***SF***	***Acres***
	117,284.64	***2.69***
Residential SF		502,400
Retail SF		25,000
Total:		***527,400***

Project Development
Area Calculations

THE BANKS
Cincinnati, Ohio

July 20, 2007

Example of Potential Product Mix

Block 6/11A	*SF*	*Acres*
	114,293.61	*2.62*
Residential SF		460,300
Retail SF		30,000
Total:		*490,300*

Block 7	*SF*	*Acres*
	65,377.77	*1.50*
Retail SF		20,000
Open Space SF		26,581
Total:		*20,000*

Block 8/11B	*SF*	*Acres*
	92,359.71	*2.12*
Residential SF		184,607
Retail SF		26,335
Total:		*210,942*

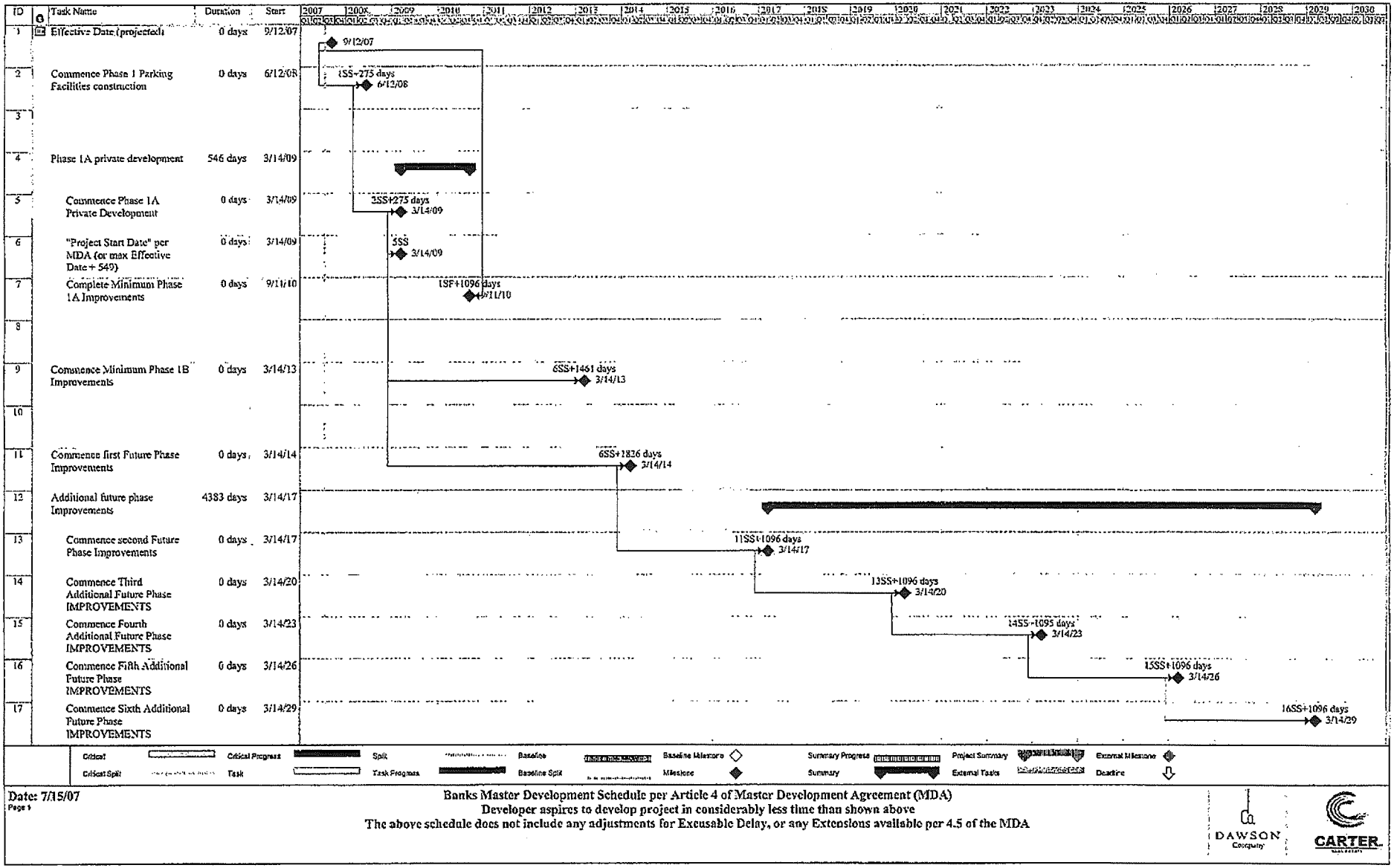
Block 13	*SF*	*Acres*
	65,786.98	*1.51*
Hotel SF		43,000
Total:		*43,000*

Totals:		*SF*	*Acres*
		831,142.22	*19.08*
Residential SF	1,000,000 - 1,800,000	(1,725,725 currently shown on plan)	
Retail SF	200,000 - 400,000	(175,502 currently shown on plan)	
Office SF	200,000 - 1,000,000	(643,300 currently shown on plan)	
Hotel SF	200,000 - 400,000	(223,200 currently shown on plan)	
Total:			-

Open Space Areas

Sidewalks SF (current plan)	321,574 *
Streets SF (current plan)	372,306 *
Open Space SF (current plan)	30,329 *
Freedom Center Open Space SF (current plan)	65,720 *
Riverfront Park Podium SF (current plan)	221,620 *
Total:	*1,011,549* *

** - Subject to change per traffic department approval*



Date: 7/15/07
Page 1

Banks Master Development Schedule per Article 4 of Master Development Agreement (MDA)
Developer aspires to develop project in considerably less time than shown above
The above schedule does not include any adjustments for Excusable Delay, or any Extensions available per 4.5 of the MDA

DAWSON Company

CARTER

THE BANKS
CINCINNATI, OHIO

LEGAL DESCRIPTION

The property is expected to be described substantially as follows upon recordation of the record plat:

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 1(A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 2 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 5(A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 6 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 14 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 15 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 19 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 18 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 16 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 17 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

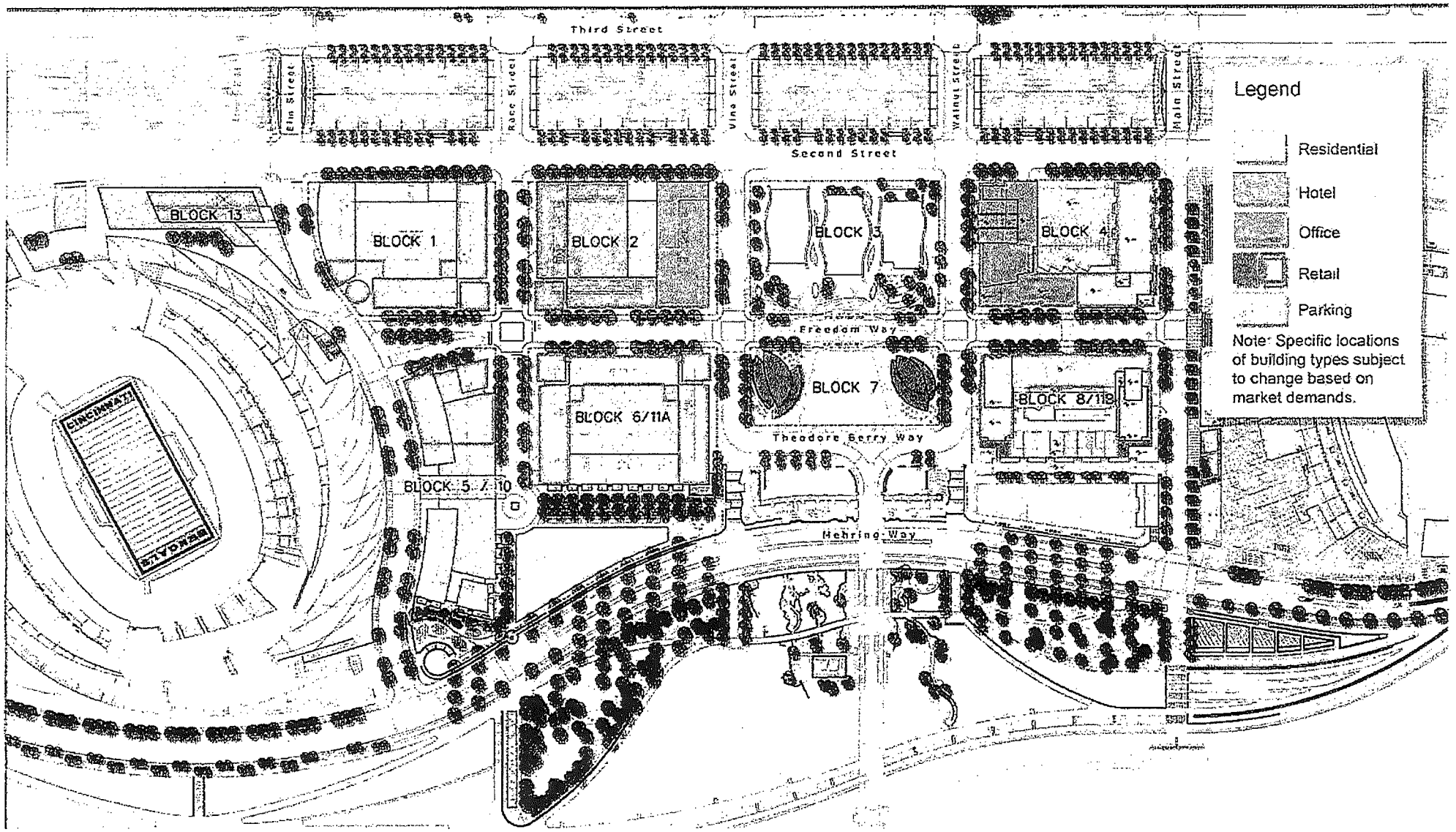
THE BANKS
CINCINNATI, OHIO

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 10 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

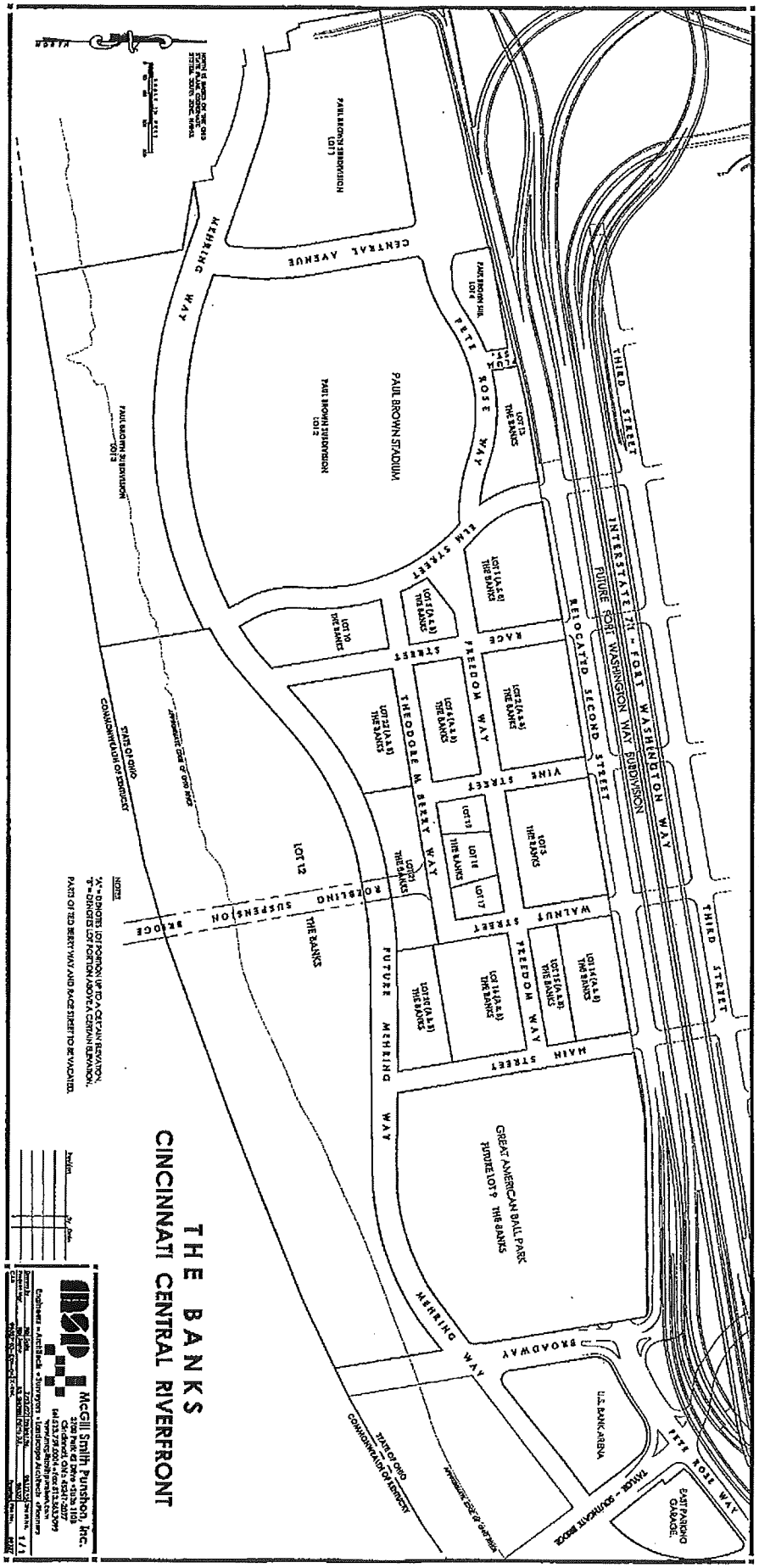
Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 22 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 21 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 20 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

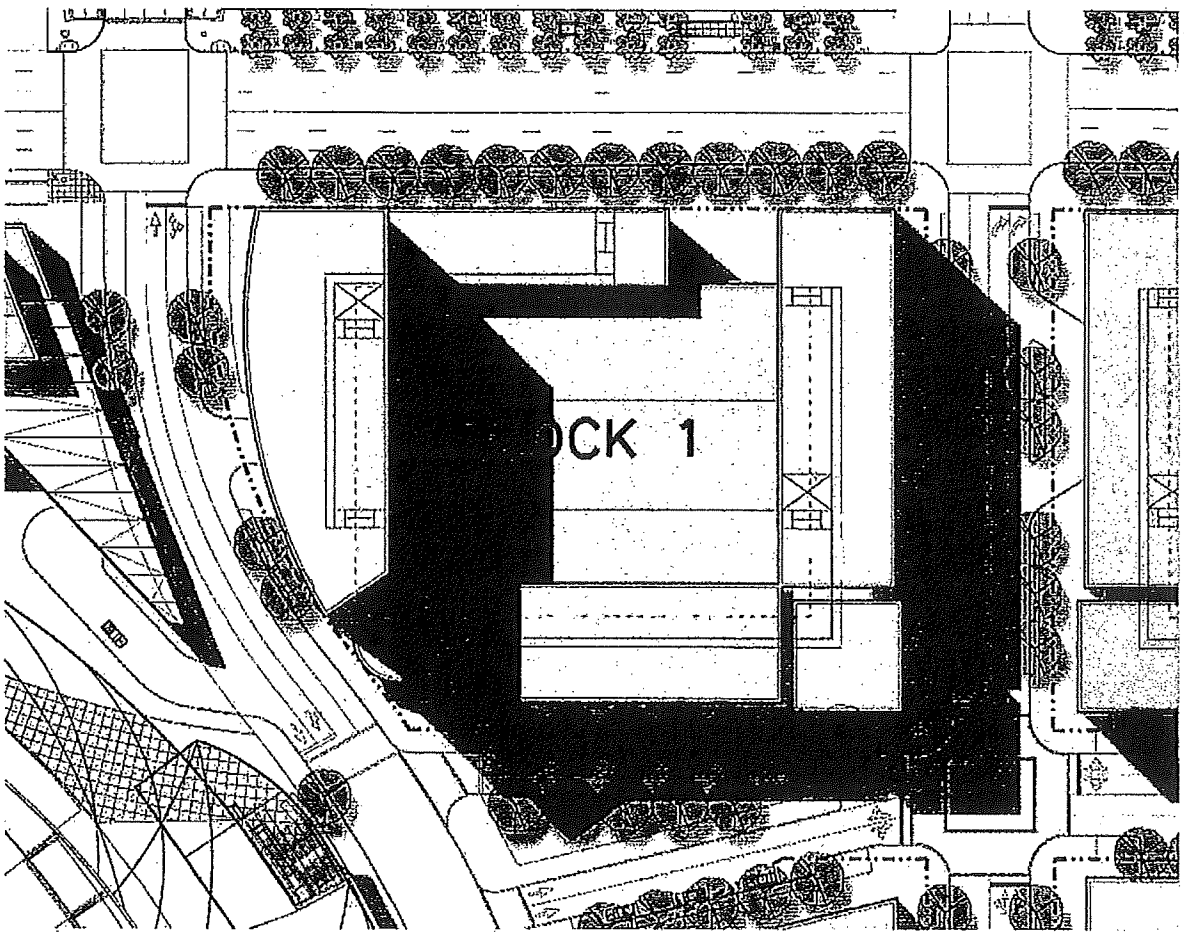

Third Street
Second Street
Elm Street
Race Street
Vine Street
Walnut Street
Main Street
BLOCK 13
BLOCK 1
BLOCK 2
BLOCK 3
BLOCK 4
Freedom Way
BLOCK 7
BLOCK 8/11B
BLOCK 6/11A
BLOCK 5 / 10
Theodore Berry Way
Hehring Way
CINCINNATI
REDS
Legend
Residential
Hotel
Office
Retail
Parking
Note: Specific locations of building types subject to change based on market demands.

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Block 1 Current Proposal

Block 1, adjacent to Paul Brown Stadium, will feature high-rise residential buildings fronting Race, Elm, Freedom Way and Second Street. A portion of the block will be restricted in height to protect view corridors of the Cincinnati skyline from the Club Level of Paul Brown Stadium. Residential uses are planned over retail. An above grade mid-block parking garage is planned to accommodate the demand created by the housing.



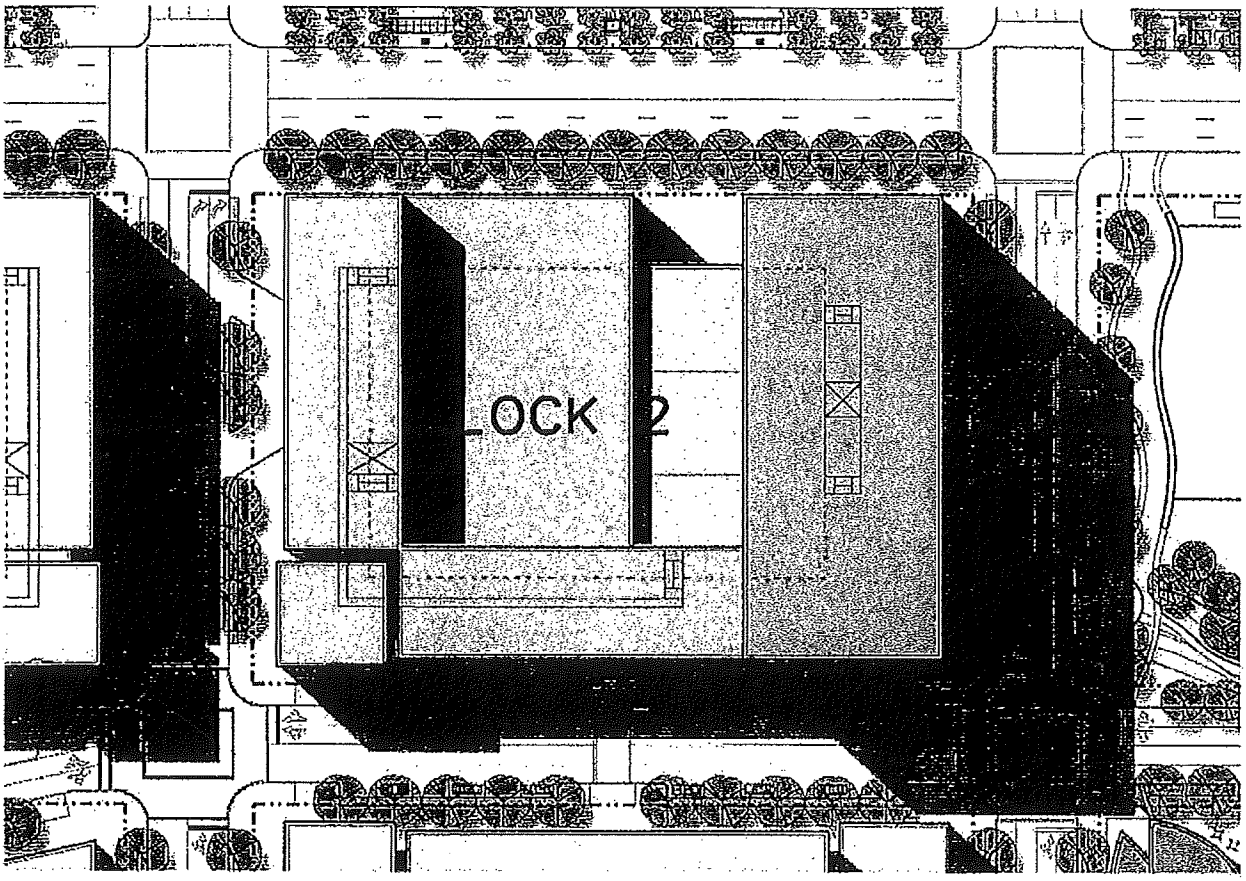
Block 1 Building Program

Block 1			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*103,419.75*	*(2.37Ac)*				
Residential SF			50-65	*50,000-65,000*	380 –00	380,000 – 400,000
Retail SF				*40,000-49,000*		20,000 – 28,000
Office				*100,000-140,000*		0
Parking				*240 Dedicated Spaces*		1.43 – 1.6 / DU
Total:				*190,000-254,000*	380 – 400	*400,000 – 428,000*

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 2 Current Proposal

Block 2 is planned to accommodate a class A office building, a full service hotel and retail fronting on Freedom Way. The hotel is currently planned to front Race Street, Freedom Way and Second Street. We anticipate a guest drop off located on Race Street. The office building will front on Vine Street with a portion of the lower lobby being retail fronting on Freedom Way. The retail lining Freedom Way will be similar to Block 4 and Block 8/11B including restaurants, soft goods and entertainment. The buildings are located to maximize views of the riverfront and the Freedom Center.



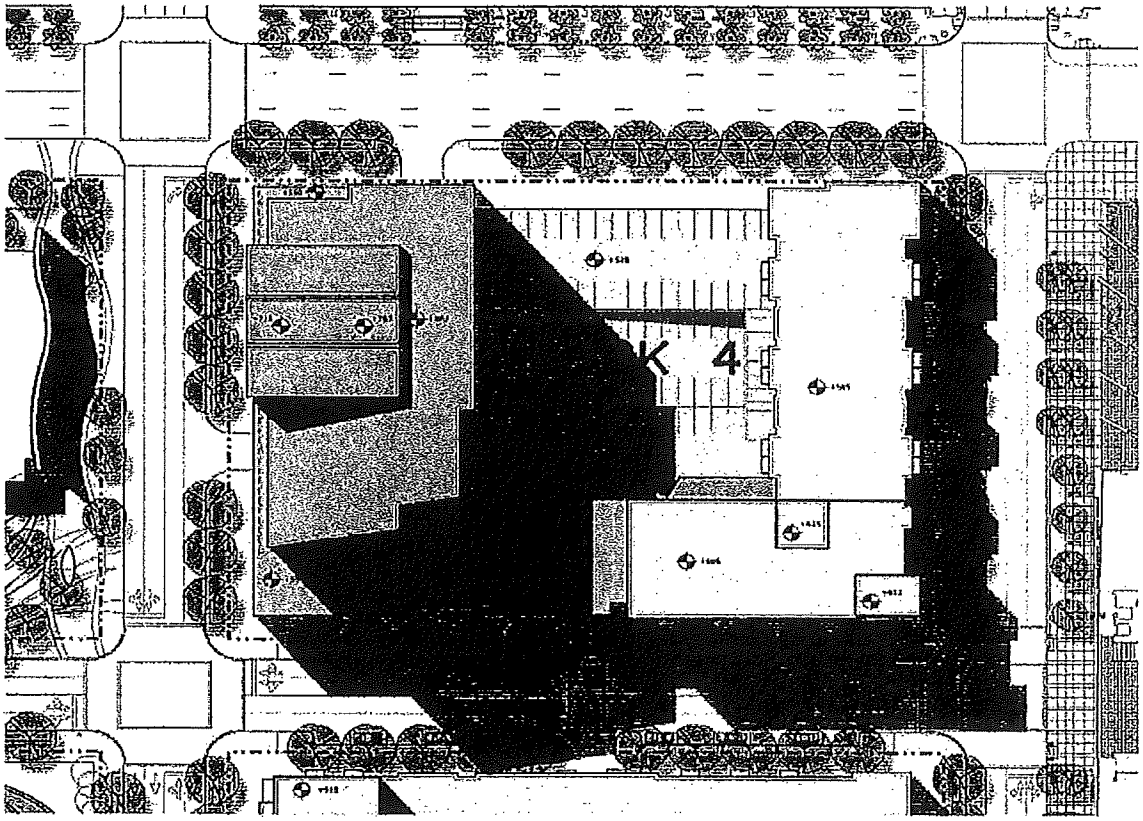
Block 2 Building Program

Block 2			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*112,978.68*	*(2.59 Ac.)*				
Retail SF				*24,000-30,000*		*25,000-40,000*
Office SF				0		*300,000-350,000*
Hotel SF				*0*		*160,000-200,000*
Residential SF			*300-365*	*300,000-365,000*	0	0
Parking				*549 Dedicated Spaces*		
Total:				*324,000-395,000*	0	*485,000-590,000*

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 4 Current Proposal

Block 4 will provide a mix of uses including a class A office building at the corner of Walnut and Second, and retail and residential units in buildings running the length of Freedom Way between Walnut and Main as well as fronting on Main. The buildings lining Freedom Way will be approximately six stories and will step up in height between ten and twelve stories on Main Street. We anticipate an above grade mid-block parking garage that will provide parking for the residents. Parking access and service drives will enter the block from both Walnut and Main. The office building will have a gracious lobby located on Walnut Street and lobby entrances to the residential units will be located along Main and Freedom Way.



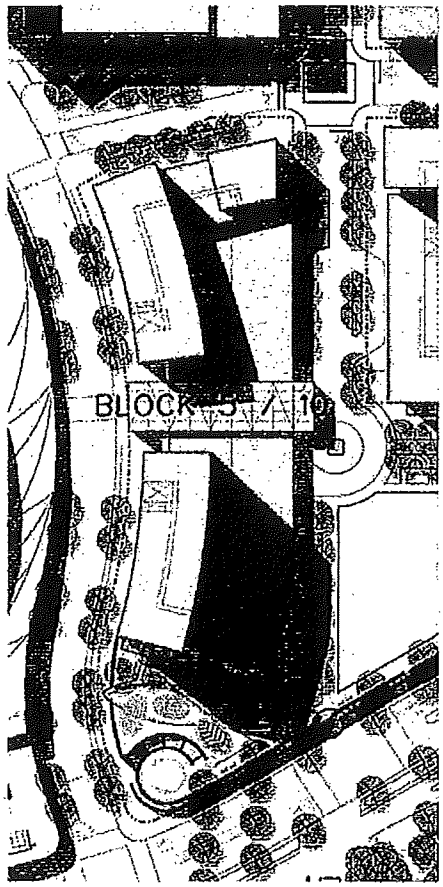
Block 4 Building Program

Block 4			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*112,502.69*	*(2.58 Ac.)*				
Residential SF			*140-180*	140,000-180,000	*160-200*	160,000-200,000
Retail SF				*18,000-22,000*		24,000-32,000
Office SF				40,000-60,000		300,000-340,000
Hotel SF			*200-250*	*160,000-200,000*		0
Parking				*520 Dedicated Spaces*		*1.43 – 1.6 / DU*
Total:				*358,000-462,000*	*160-200*	*484,000-572,000*

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Blocks 5 and 10 Current Proposal

Blocks 5 and 10 will be a high rise residential tower providing retail, restaurant and café space at street level. Located between a small triangular island park in Freedom Way and the Riverfront Park, Blocks 5 and 10 are situated to take advantage of great views of both the downtown skyline and the riverfront. The location of the buildings provides residents and shoppers excellent access to the upper level park on 11WP. Race Street terminates into a cul-de-sac to allow for an uncongested drop off area and parking deck entrance for the residential tower. We anticipate that the height restrictions imposed by the Bengals will be relieved to accommodate the higher density proposed for the Banks site.



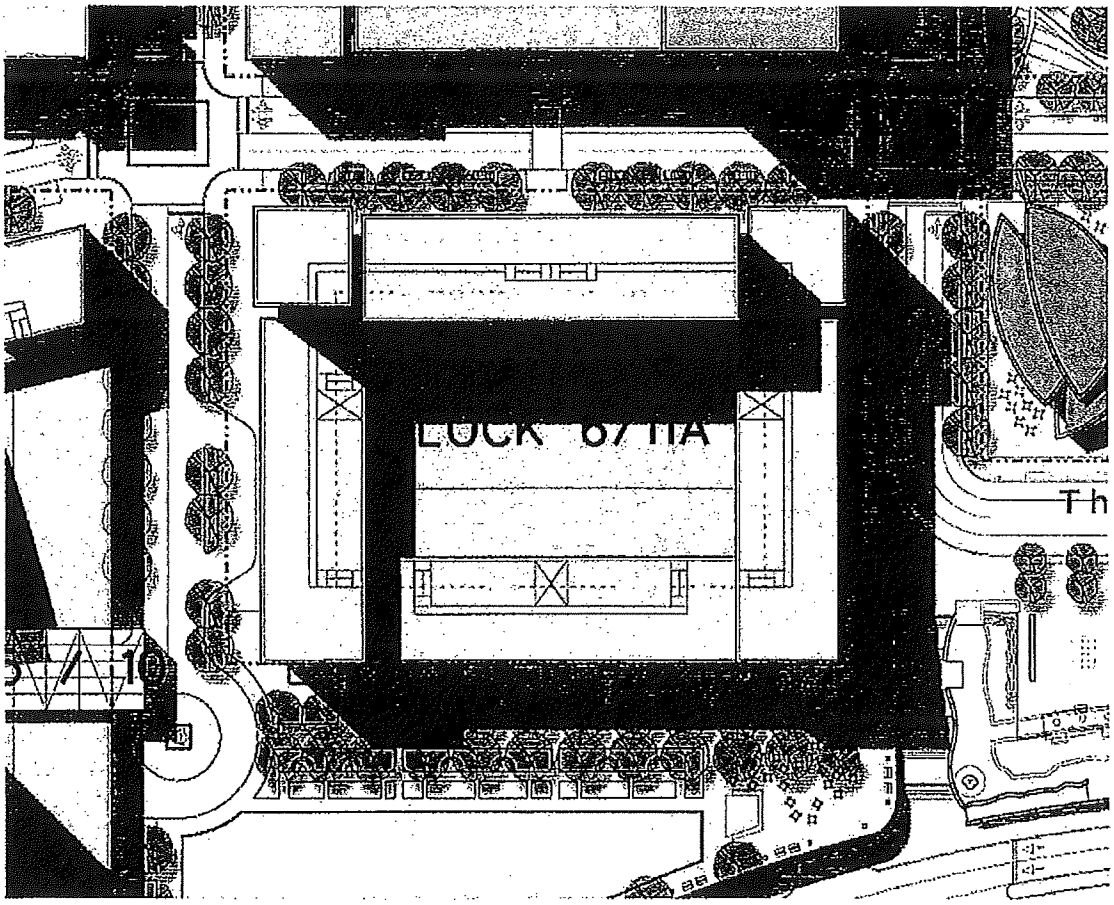
Block 5/10 Building Program

Block 5/10			**Previous No. of Units**	**Previous Square Footage**	***Proposed No. of Units***	***Proposed Square Footage***
Block Area:	*117,284.64*	*(2.69 Ac)*				
Residential SF			*0*	*0*	*490-530*	*490,000-530,000*
Retail SF				*94,000-101,000*		*20,000-30,000*
Parking SF						*1.43 – 1.6 / DU*
Total:				*94,000-101,000*	*490-530*	*510,000-560,000*

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 6/11A Current Proposal

Block 6 will offer prime residential units above ground floor restaurants and shops. The buildings are formed to create a continuous retail street along Freedom Way for both Blocks 6 and 2. Residents will have spectacular views in all directions. Parking access and service will be located on or near the Race Street cul-de-sac to maintain the pedestrian focus on the other streets. Outdoor dining, entertainment and shopping uses on Freedom Way and Vine will activate the streets and draw patrons into the park space located on Block 11A. We anticipate some of the retail uses will be driven by the Park activities such as bike rental and a sporting goods store. Ground floor residential units on the south side, facing Riverfront Park, may have stoops to give the appearance of traditional row houses to that critical and highly visible frontage.



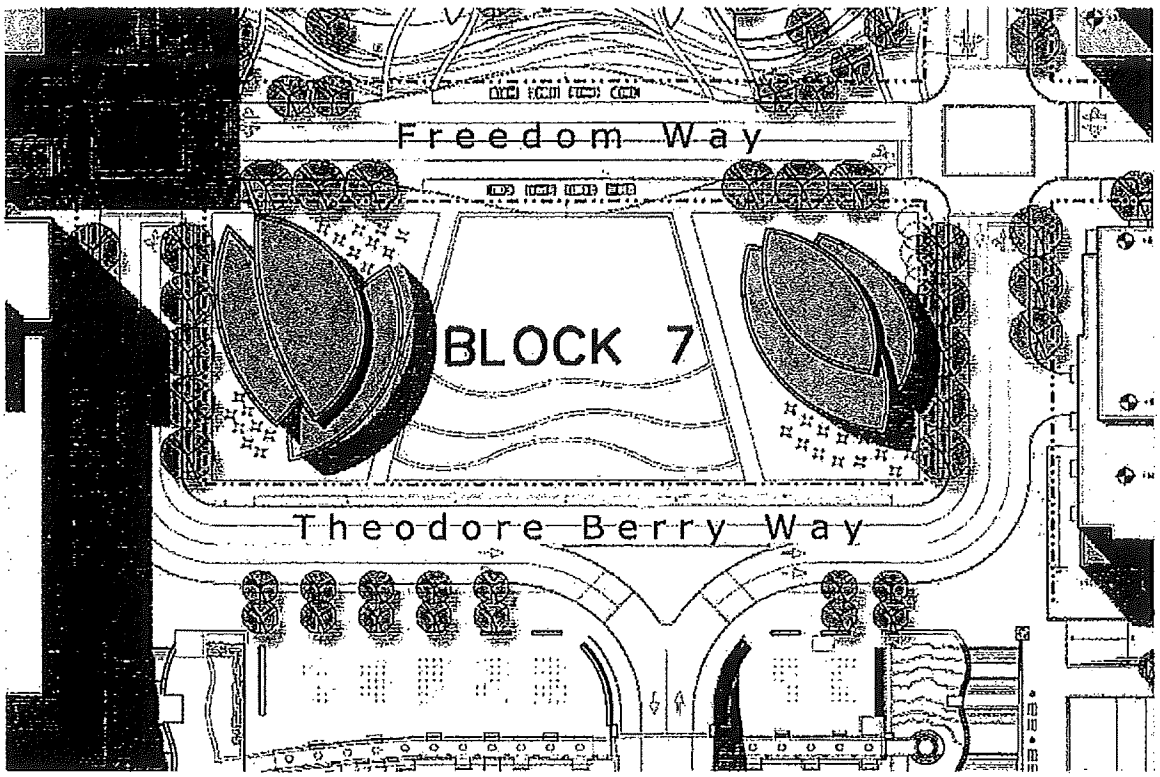
Block 6/11A Building Program

Block 6/11A			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*114,293.61*	*2.62*				
Residential SF			*70-100*	*70,000-100,000*	*440-470*	*440,000-470,000*
Retail SF				*30,000-36,000*		*25,000-35,000*
Parking						*1.43 – 1.6 / DU*
Total:			*70-100*	*100,000-136,000*	*440-470*	*465,000-505,000*

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 7 Current Proposal

Block 7 is planned to accommodate two signature restaurants with expansive outdoor dining capability to take advantage of the great views of both the Ohio River, the Freedom Center and the riverfront park. The restaurant sites will flank a public green space occupying the majority of the block bound by Freedom Way, Theodore M. Berry Way, Walnut Street, and Vine Street. This green space is anticipated to provide a venue for outdoor events for the Freedom Center and for the general public. The restaurants, will be limited to 35' in height to protect the view corridors from the second level of the Freedom Center. The location of restaurants is designed to serve as a continuation of the retail corridor along Freedom Way. We anticipate there will be valet drop off for both restaurants with the parking located in the below grade garages accessed through other blocks. All service functions will be concealed from the Freedom Center.



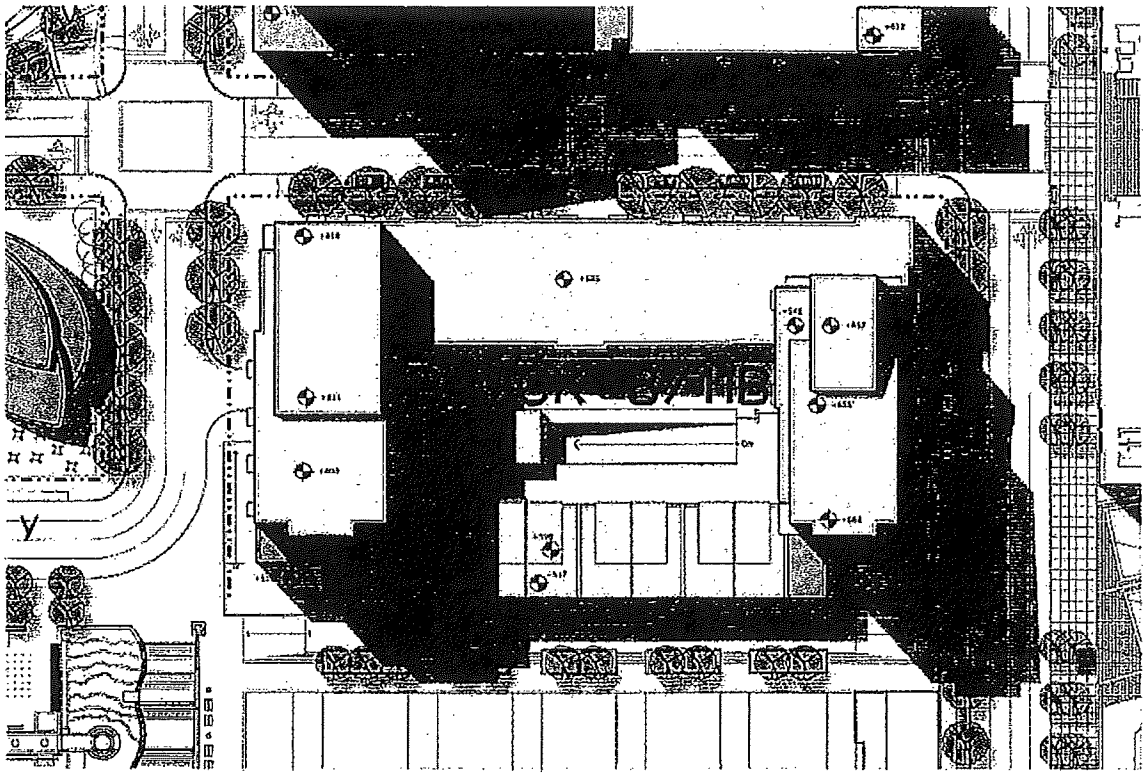
Block 7 Building Program

Block 7			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*65,377.77*	*1.50 (Ac.)*				
Retail SF				*0*		*20,000*
Open Space SF						*26,581*
Total:						*20,000*

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 8/11B Current Proposal

Block 8 is similar to Block 4, offering prime residential units above ground floor restaurants and shops. Formed to complete the residential row along Freedom Way, Block 8 residents will enjoy great views in all directions. The ground floor uses will feature dining, shops, and entertainment with plenty of space for outdoor activities in the adjacent plazas and park. The structures will vary in height; the current proposal includes a high-rise condominium with river and park views in each direction. Block 8 may include eight townhomes located along 11/B that will front on the upper park with traditional stoops. By pulling the development to the edge of the park, there will be a constant stream of activity to serve as a draw for patrons to utilize the park. Block 8 will take advantage of events held at the adjacent Reds Ball Park and is ideally suited to sports oriented dining and entertainment. Theodore M. Berry way has been terminated at Walnut Street to allow for a more buildable block dimension but the park promenade will be preserved.



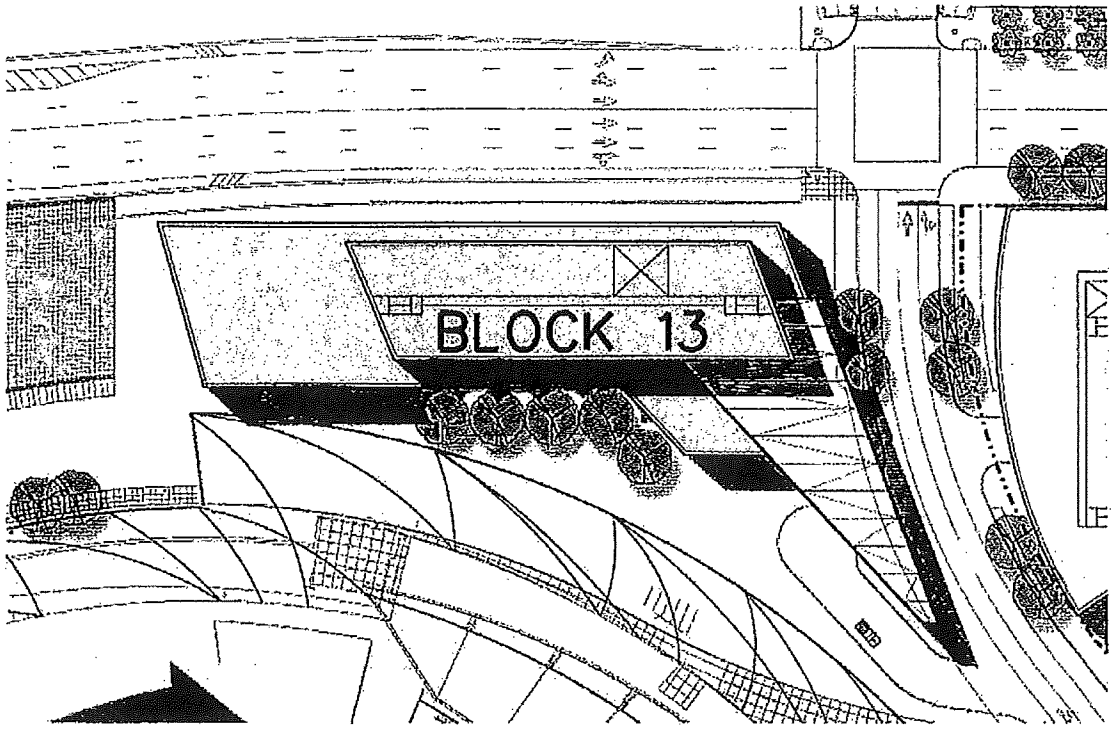
Block 8/11B Building Program

Block 8/11B			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*92,359.71*	*2.12*				
Residential SF			*70-100*	*70,000-100,000*	*160-200*	*160,000-200,000*
Retail SF				*30,000-37,000*		*24,000-28,000*
Parking SF						*1.43 – 1.6 / DU*
Total:			*70-100*	*100,000-137,000*	*160-200*	*184,000-228,000*

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 13 Current Proposal

The current proposal for Block 13 includes a limited service hotel on fronting on Race Street. This hotel will be an excellent amenity to both stadiums. Parking for the hotel will be located in the below grade garage. The hotel will cater to the sporting enthusiasts coming to visit their favorite teams and family tourists.



Block 13 Building Program

Block 13			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*65,786.98*	*1.51*				
Hotel SF				*0*		*40,000-50,000*
Total:						*40,000-50,000*

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Building Heights
There will be variety in the massing of the buildings within the development. The individual blocks shall be articulated with different façade types and rooflines so as to avoid a monolithic appearance and promote the impression of a city developed over time. The orientation of buildings shall be such that view corridors from the city to the river are maintained and that view corridors from Paul Brown Stadium are maintained in accordance with revised lease provisions.

Above Grade Parking and Street Level Servicing
Most blocks will include mid-block parking garages. These garages will be sized to accommodate the needs of the residential development blocks and are not intended for commuters or stadium-related events. Any residential parking to be located in the below grade garages will be nested and secured. All retail, office, hotel and general public parking will be located in the below grade garage and is on a first come, first serve basis with the exception of some dedicated parking for the office users. The street entrances and ramping for the above grade garages and the below grade parking system should be coordinated to provide maximum parking efficiency and operational flexibility without parking entrances on the east/west streets. Frequent entrances to both the upper and lower garages are planned for the north/south street frontage to give motorists several options to choose from and to take full advantage of the flexibility offered by the street grid.

Vertical pedestrian circulation to the below grade garage will provided via headhouses located within the wide sidewalk areas, similar to the current condition at the Freedom Center along Second Avenue. Residents will have direct access from any nested parking in the below grade garage to the lobbies within their buildings. Pedestrian access to the upper-level garages will be convenient, safe, and well lit with controlled access points entering directly into the residential buildings. Street level service areas are permitted in the interior of most blocks. On-street loading is permitted for all blocks. All dumpsters must be located within development blocks and out of sight.

Parking Levels 490 and 500
Two continuous parking levels below the central riverfront streets and development blocks will provide a major parking reservoir for commuters, stadium events, and central riverfront commercial activities. Vehicular access to the two parking levels will be at major entrance locations on Central Avenue, Broadway, and Mehring Way, as well as street level entrances above on Elm, Race, Vine, Walnut and Main.

A well-lit and attractive east/west walkway within the garage will help orient pedestrians and provide access to several elevator cores and stairways up to street level. Frequent headhouses at street level will be provided for pedestrian access to the parking levels. Buildings in each development block will be connected to the parking below. North of the garage beneath Second Street is the underground Intermodal Transit Center. Two loading dock facilities are shown, servicing development Blocks 1, 2, 4, and the Freedom Center. Trucks will use the intermodal cartway to gain access to the two loading bays.

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Honorable City Planning Commission **August 16, 2007**
Cincinnati, Ohio

SUBJECT: A report and recommendation on proposed amendments to Planned Development District No. 43, which is located in the Cincinnati Central Riverfront and known as The Banks project area.

GENERAL INFORMATION:

Petitioner:

City of Cincinnati
801 Plum Street
Cincinnati, Ohio 45202

Carter Real Estate
171 17th Street
Suite 1200
Atlanta, Georgia 30363

Hamilton County
Room 603
138 East Court Street
Cincinnati, Ohio 45202

The Dawson Company
191 Peachtree Street
Suite 805
Atlanta, Georgia 30303

Location of Planned Development No. 43 (PD-43):
The Banks project area is located on the Cincinnati Central Riverfront on the property that is generally Bounded by Second Street on the North, the Ohio River on the South, Elm Street on the West and Main Street on the East.

Purpose:
To review the amendments proposed by The Banks Development Team (Developer) and ensure that current and future development on The Banks project site is consistent with the concepts and principles of the Hamilton County/Cincinnati **Central Riverfront Urban Design Master Plan** prepared by Urban Design Associates, and dated April 2000.

BACKGROUND AND EXISTING CONDITIONS:

On February 17, 2006, the Planning Commission approved a zone change on The Banks property from a DD-D (Downtown Development-Riverfront) zoning district to a PD – Planned Development district (See Exhibit A). The Hamilton County/Cincinnati **Central Riverfront Urban Design Master Plan** was to serve as the Concept Plan and Development Program Statement for The Banks Planned Development District. This plan would provide the conceptual baseline on which future development plans for The Banks would be reviewed and approved.

On April 21, 2006 the Planning Commission approved an update to the Hamilton County/Cincinnati **Central Riverfront Urban Design Master Plan** that would replace the 1999 Central Riverfront Park Plan with the 2006 revised Central Riverfront Plan adopted by the Park Board on March 16, 2006 (See Exhibit B). The City Planning Commission also approved an amendment to PD-43 on April 21, 2006 that adopted the revised Hamilton County/Cincinnati Central Riverfront Urban Design Master Plan, which included the 2006 Central Riverfront Park Plan, as the Concept Plan and Development Program Statement for the Banks Planned Development District. City Council adopted Ordinance #141-2006 rezoning The Banks property to PD-43 on May 17, 2006.

The under-developed portions of the Cincinnati Central Riverfront, The Banks, are located south of Second Street, west of the Great American Ball Park, north of the Ohio River and east of Paul Brown Stadium. The National Underground Railroad Freedom Center is located within PD #43 in the block bounded by Second Street, Walnut Street, Freedom Way and Vine Street. The remaining land use is either surface parking lots or undeveloped open space.

REQUESTED AMENDMENT

The terms "Block" and "Lot" are used interchangeably in this report. The Hamilton County/Cincinnati Central Riverfront Urban Design Master Plan (Master Plan) uses the term "Block" to identify areas within the development site. The amended Concept Plan and Program Development Statement submitted by the Developer also uses the term "Block". However, technically the correct term is "Lot".

The uses within PD-43 will not change. However, the Developer is proposing a material change in the density of the development and the product mix as presented in the Master Plan. Section 1429-21 - **Final Development Plan Amendments** of the Zoning Code states:

> "Amendments that change the uses allowed or materially change the density of the development require approval of Council as a zoning map amendment".

Accordingly, a major amendment is being requested to allow a total project development of 2,800,000 square feet consisting of retail uses, office uses, residential uses and hotel uses with a maximum height of 30 stories and a maximum phasing schedule of 22 years. This is an increase in the total square footage of all uses of 1,355,000 square feet. The developer is also requesting flexibility in the product mix on each block with the uses for each individual block of the development area to be approved at the Final Development Plan stage. This will allow the market to play into the determination of how and when each block is developed and will ensure the greatest success for the overall development.

Finally, the amendment includes a request for Lot 13 to be added to PD-43 (See Exhibit C). Lot 13 was always considered part of The Banks development area and part of the Master Plan. However, it was inadvertently left out of the PD when it was adopted on May 17, 2006. This amendment will remedy the oversight.

DISCUSSION

In October 1996, the Central Riverfront Urban Design Master Plan was initiated "to site the two new stadiums for the Reds and the Bengals and to develop an overall urban design framework for the development of the Central Riverfront which would capitalize on the major public investments in the stadiums and structured parking." In 1999, the Riverfront Advisory Commission was charged to "recommend mixed usage for the Riverfront that guarantees public investment will create sustainable development on the site most valued by our community." Their recommendations included land use, parking, finance, phasing and developer selection for the Central Riverfront. In part, the Riverfront Advisory Commission recommended:

1) The Banks should create a 24-hour, seven-day-a-week diverse pedestrian-friendly urban neighborhood.
2) The design of the Banks should foster a diverse welcoming, pedestrian friendly urban character.
3) A diverse, pedestrian friendly urban neighborhood with a mix of uses, including residential housing, specialty-retail stores, restaurants and entertainment, office and boutique hotel space.

The new private development, which is the subject of PD-43, was to include residential units with supporting retail, boutique-type office space and a small hotel. In summary, the recommended private development program included:

- Residential: 600-800 units
- Retail and Entertainment: 250,000 to 300,000 SF
- Office: 100,000 to 200,000 SF
- Hotel: 200 to 400 rooms

Urban design guidelines, which delineated urban design and architectural standards, were an important component of the Plan. The guidelines included recommendations for land use, building massing, heights and setbacks, materials, color, streets, sidewalks, parks and landscaping, parking and servicing. Developers making proposals were to be strongly encouraged to follow these guidelines. However, the County and City recognized that changing market conditions and other special requirements of a particular developer may require minor modifications to these published urban guidelines. Therefore, the Master Plan specifically stated "the developers may propose minor modifications to the guidelines with their submissions if the developer can demonstrate that the modifications are consistent with the overall intent of both the guidelines and The Banks Master plan, and that they improve the viability of the project."

PROPOSED MODIFICATIONS TO THE URBAN DESIGN GUIDELINES

The Urban Design Guidelines describe the development program block by block (See Exhibit D). Therefore, this amendment request will present the modifications to the Concept Plan block by block (See Exhibit E). It should be noted that the amendment request is only to increase the density and heights allowed by the approved Concept Plan, change the mix of uses on each block, extend the phasing schedule, revise the street grid and add Lot 13 to PD-43. The approved uses will not change. The retail uses will include limited and full service restaurants, soft good stores, pubs and similar types of establishments and will encourage the incorporation of outdoor dining throughout the development as appropriate. Concerns were raised by the National Underground Railroad Freedom Center (Freedom Center) about the entertainment and retail uses in the proposed development. The administrators wanted to ensure that the uses surrounding the Freedom Center would be family-oriented and compatible with the image of the Freedom Center and would complement the mission and programs of the Freedom Center. To accommodate this request, a list of restricted retail uses has been included in the Master Development Agreement (See Exhibit F). The issues of setbacks, materials, color, streets, sidewalks, parks and landscaping, parking and servicing will be addressed at the Final Development Plan stage.

Block Comparison

Block 1

Approved Concept Plan

Block 1, adjacent to Paul Brown Stadium, will feature mid-rise buildings fronting Race, Elm, Freedom Way and Second Street. A seven-story building and a five-story building on the east side of the block will anchor the corner of Race and Freedom Way. The rest of the block will be restricted in height to forty feet to protect view corridors of the Cincinnati skyline from the Club Level of Paul Brown Stadium. Residential and office uses are planned over street level retail and office space. An above grade mid-block parking garage is planned to accommodate the public demand created by the housing and office uses.

Proposed Changes

Block 1, adjacent to Paul Brown Stadium, will feature high-rise residential buildings fronting Race, Elm, Freedom Way and Second Street. A portion of the block will be restricted in height to protect view corridors of the Cincinnati skyline from the Club Level of Paul Brown Stadium. Residential uses are planned over retail. An above grade mid-block parking garage is planned to accommodate the demand created by the housing.

Block 1 Building Program

	Approved Concept Plan		*Proposed Changes*	
	# of Units	**Square Feet**	**# of Units**	**Square Feet**
Retail		40,000-49,000 SF		20,000–28,000 SF
Residential	50-65	50,000-65,000 SF	380-400	380,000–400,000 SF
Office		100,000-140,000SF		0 SF
Total	50-65	190,000-254,000 SF	380-400	400,000-428,000 SF

	Approved Concept Plan	*Proposed Changes*
Building Height	40-70 feet	Max. 30 Stories
Parking	240 Dedicated Spaces	240 Dedicated Spaces (1.43-1.6/DU)

Block 2

Approved Concept Plan

Block 2 is planned to accommodate a large number of residential units in a series of buildings fronting Race, Second, Vine, and Freedom Way. Street level uses include retail, restaurant, and office space. An above grade mid-block parking garage is planned to accommodate residential parking needs and will be topped with recreational facilities for the residents. Buildings as tall as 160 feet will front Second, Race and Vine streets, and five story buildings will front Freedom Way. The buildings are located to maximize views of the riverfront and the Freedom Center.

Proposed Changes

Block 2 is planned to accommodate a class A office building, a full service hotel and retail fronting on Freedom Way. The hotel is currently planned to front Race Street, Freedom Way and Second Street. A guest drop off is to be located on Race Street. The office building will front on Vine Street with a portion of the lower lobby being retail fronting on Freedom Way. The retail lining Freedom Way will be similar to Block 4 and Block 8/11B including restaurants, soft goods and entertainment. The buildings are located to maximize views of the riverfront and the Freedom Center.

Block 2 Building Program

	Approved Concept Plan		*Proposed Changes*	
	# of Units	**Square Feet**	**# of Units**	**Square Feet**
Retail		24,000-30,000 SF		25,000-40,000 SF
Residential	300-365	300,000-365,000 SF	0	0 SF
Office				300,000-350,000 SF
Hotel				160,000-200,000 SF
Total	300-365	324,000-395,000 SF	0	485,000-590,000 SF

	Approved Concept Plan	*Proposed Changes*
Building Height	50-160 Feet	Max. 30 Stories
Parking	549 Dedicated Spaces	549 Dedicated Spaces
Recreational Facilities	Top of Parking Garage	Not Determined

Block 3

Approved Concept Plan

Block 3 is the location of the National Underground Railroad Freedom Center.

Proposed Changes

No changes are proposed for Block 3.

Block 3 Building Program

	Approved Concept Plan	*Proposed Changes*
Freedom Center Foot Print	42,816 SF	No Change Proposed
Freedom Center Open Space	65,720 SF	No Change Proposed
Total	108,536 SF	

Block 4

Approved Concept Plan

Block 4 will provide a mix of uses including a boutique hotel at the corner of Main and Second, and office space and residential units in buildings along Walnut and Freedom Way. Similar in form to Block 2, the buildings will step in height from five stories on Freedom Way to twelve stories on Second Street. An above grade mid-block parking garage will provide parking for the hotel and residents. The first two floors of the hotel will be dedicated to lobbies, restaurants, meeting rooms, and hotel services. Retail and restaurant space at street level is planned for Freedom Way.

Proposed Changes

Block 4 will provide a mix of uses including a class A office building at the corner of Walnut and Second Streets, and retail and residential units in buildings running the length of Freedom Way between Walnut and Main as well as fronting on Main Street. The buildings lining Freedom Way will be approximately six stories and will step up in height between ten and twelve stories on Main Street. We anticipate an above grade mid-block parking garage that will provide parking for the residents. Parking access and service drives will enter the block from both Walnut and Main Streets. The office building will have a gracious lobby located on Walnut Street and lobby entrances to the residential units will be located along Main Street and Freedom Way.

Block 4 Building Program

	Approved Concept Plan		*Proposed Changes*	
	# of Units	**Square Feet**	**# of Units**	**Square Feet**
Retail		18,000-22,000 SF		24,000-32,000 SF
Residential	140-180	140,000-180,000 SF	160-200	160,000-200,000 SF
Hotel	200-250	160,000-200,000 SF	0	0 SF
Office		40,000- 60,000 SF		300,000-340,000 SF
Total		358,000-462,000 SF	160-200	484,000-572,000 SF

	Approved Concept Plan	*Proposed Changes*
Building Height	50-120 Feet	6-12 Stories
Parking	520 Dedicated Spaces	1.43-1.6/DU
Recreational Facilities	Top of Parking Garage	Not Determined

Block 5 (Proposed as Combined Block 5/10)

Approved Concept Plan – Block 5

Block 5 will be a two-story commercial building providing retail and restaurant space. Located between the triangular park space on Freedom Way and the Riverfront Park, Block 5 is situated to take advantage of great views and provide street level activities to activate the public spaces surrounding it. Because Block 5 is restricted to 40 feet in height, it is ideally suited for two commercial floor plates of approximately 20 feet in height. The activities in this building should not have an inward focus but should be designed to animate Race Street, Freedom Way, and Theodore M. Berry Way.

Block 5 Building Program

	Approved Concept Plan	*Proposed Changes*
	Square Feet	**Square Feet**
Retail	38,000-45,000 SF	See combined Block 5/10 below
Total	38,000-45,000 SF	See combined Block 5/10 below

	Approved Concept Plan	*Proposed Changes*
Building Height	Max. 40 Feet	See combined Block 5/10 below

Approved Concept Plan – Block 10

Block 10 is planned to accommodate a restaurant with great views of both the Ohio River and a riverfront park. A public park will occupy the majority of the block bound by Elm Street, Theodore M. Berry Way, Race Street, and Mehring Way. The restaurant, designed as a two-story pavilion in the park will be a major anchor for the Race Street retail corridor and should be planned with outdoor dining terraces and courtyards. It will be set back from Theodore M. Berry Way to allow the promenade and double tree row to extend uninterrupted from Elm to Main Street. The Boardwalk will originate in this block and proceed south to the riverfront. Block 10 can become available for development if approximately two acres on the stadium plazas can serve as event staging areas fully accessible to the Festival Event Area.

Block 10 was modified when PD-43 was created. On April 21, 2006 the Planning Commission approved an update to the Hamilton County/Cincinnati **Central Riverfront Urban Design Master Plan** that would replace the 1999 Central Riverfront Park Plan with the 2006 revised Central Riverfront Park Plan adopted by the Park Board on March 16, 2006 (See Exhibit B). The 2006 revised Central Riverfront Park Plan removed the retail and Boardwalk component from Block 10 and Block 12. The City Planning Commission also approved an amendment to PD-43 on April 21, 2006 that adopted the revised Hamilton County/Cincinnati Central Riverfront Urban Design Master Plan as the Concept Plan and Development Program Statement for the Banks Planned Development District.

Block 10 Building Program

	Approved Concept Plan	*Proposed Changes*
	Square Feet	**Square Feet**
Retail	56,000 SF	See combined Block 5/10 below
Total	56,000 SF	See combined Block 5/10 below
Total Block 5 and 10	94,000-101,000 SF	

Proposed Changes

Blocks 5 and 10 will be a high-rise residential tower providing retail, restaurant and cafe space at street level. Located between a small triangular island park in Freedom Way and the Riverfront Park, Blocks 5 and 10 are situated to take advantage of great views of both the downtown skyline and the riverfront. The location of the buildings provides residents and shoppers excellent access to the upper level park on Block 11A. Race Street terminates into a cul-de-sac to allow for an uncongested drop off area and parking deck entrance for the residential tower. We anticipate that the height restrictions imposed by the Bengals lease will be relieved to accommodate the higher density proposed for this Block.

Combined Block 5/10 Building Program

	Approved Concept Plan		*Proposed Changes*	
	# of Units	**Square Feet**	**# of Units**	**Square Feet**
Retail		94,000-101,000 SF		20,000-30,000 SF
Residential	0	0 SF	490-530	490,000-530,000 SF
Total	0	94,000-101,000 SF	490-530	510,000-560,000 SF

	Approved Concept Plan	*Proposed Changes*
Building Height	40 Feet	Max. 30 Stories
Parking		1.43-1.6/DU

Block 6 (Proposed as Combined Block 6/11A)

Approved Concept Plan – Block 6

Block 6 will offer four stories of prime residential units above ground floor restaurants and shops. The buildings are formed to create a residential square along Freedom Way for both Blocks 6 and 2. Residents will have spectacular views in all directions. Outdoor dining and entertainment uses on Freedom Way and Theodore M. Berry Way will make use of the plaza and park space and provide street level activities in all directions. Because of the grade change between the two streets, ground floor uses can take advantage of increased building volume with a mezzanine and high ceiling heights. A winter garden for year-round interior public uses is planned for the corner of Vine and Theodore M. Berry Way. The winter garden can be used for private events and also as an extension of public riverfront events.

Block 6 Building Program

	Approved Concept Plan		*Proposed Changes*
	# of Units	**Square Feet**	
Retail		30,000-36,000 SF	See combined Block 6/11A below
Residential	70-100	70,000-100,000 SF	See combined Block 6/11A below
Total	70-100	100,000-136,000 SF	See combined Block 6/11A below

Approved Concept Plan – Block 11

Block 11 is shown as open space in the approved Concept Plan (See Exhibits A and D).

Proposed Changes

Block 6 will offer prime residential units above ground floor restaurants and shops. The buildings are formed to create a continuous retail street along Freedom Way for both Blocks 6 and 2. Residents will have spectacular views in all directions. Parking access and service will be located on or near the Race Street cul-de-sac to maintain the pedestrian focus on the other streets. Outdoor dining, entertainment and

shopping uses on Freedom Way and Vine Street will activate the streets and draw patrons into the park space located on Block 11A. We anticipate some of the retail uses will be driven by the Park activities such as bike rental and a sporting goods store. Ground floor residential units on the south side, facing Riverfront Park, may have stoops to give the appearance of traditional rowhouses to that critical and highly visible frontage.

Combined Block 6/11A Building Program

	Approved Concept Plan		*Proposed Changes*	
	# of Units	**Square Feet**	**# of Units**	**Square Feet**
Retail		30,000-36,000 SF		25,000-35,000 SF
Residential	70-100	70,000-100,000 SF	440-470	440,000-470,000 SF
Total	70-100	100,000-136,000 SF	440-470	465,000-505,000 SF

	Approved Concept Plan	*Proposed Changes*
Building Height	4 Stories	Max. 30 Stories
Parking		1.43-1.6/DU

Block 7

Approved Concept Plan

Block 7 is a public park to be developed by the National Underground Railroad Freedom Center, which will function as an extension of the Freedom Center programs, but also as part of the open space network of the Central Riverfront.

Proposed Changes

Block 7 is planned to accommodate two signature restaurants with expansive outdoor dining capability to take advantage of the great views of the Ohio River, the Freedom Center and the Riverfront Park. The restaurant sites will flank a public green space occupying the majority of the block bound by Freedom Way, Theodore M. Berry Way, Walnut Street, and Vine Street. This green space is anticipated to be owned by Hamilton County, but developed and operated by the Developer as a venue for outdoor events for the Freedom Center and for the general public. The restaurants will be limited to 35 feet in height to protect the view corridors from the second level of the Freedom Center. The location of restaurants is designed to serve as a continuation of the retail corridor along Freedom Way. The Developer anticipates that there will be valet drop off for both restaurants with the parking located in the below grade garages accessed through other blocks. All service functions will be concealed from the Freedom Center.

The Freedom Center had concerns about the entertainment and retail uses that would be permitted in The Banks development. The administrators wanted to ensure that the uses surrounding the Freedom Center would be family-oriented and compatible with the image of the Freedom Center and would complement the mission and programs of the Freedom Center. To accommodate this request, a list of restricted retail uses has been included in the Master Development Agreement (See Exhibit F).

Block 7 Building Program

	Approved Concept Plan		*Proposed Changes*	
	# of Units	**Square Feet**	**# of Units**	**Square Feet**
Open Space		0 SF		26,581 SF
Retail		0 SF		20,000 SF
Total		0 SF		*(retail)* 20,000 SF

Block 8 (Proposed as Combined Block 8/11B)

Approved Concept Plan – Block 8

Block 8 is similar to Block 6, offering prime residential units above ground floor restaurants and shops. Formed to create a residential square along Freedom Way, Block 8 residents will enjoy great views in all directions. The ground floor uses should feature dining and entertainment with plenty of space for outdoor activities in the adjacent plazas and park. Block 8 will take advantage of events held at the adjacent Great American Ball Park and is ideally suited to sports oriented dining and entertainment.

Block 8 Building Program

	Approved Concept Plan		*Proposed Changes*
	# of Units	**Square Feet**	
Retail		30,000-37,000 SF	See combined Block 8/11B below
Residential	70-100	70,000-100,000 SF	See combined Block 8/11B below
Total	70-100	100,000-137,000 SF	See combined Block 8/11B below

	Approved Concept Plan	*Proposed Changes*
Building Height	5 Stories	See combined Block 8/11B below

Approved Concept Plan – Block 11

Block 11 is shown as open space in the approved Concept Plan (See Exhibits A and D).

Proposed Changes

Block 8 is similar to Block 4, offering prime residential units above ground floor restaurants and shops. Formed to complete the residential row along Freedom Way, Block 8 residents will enjoy great views in all directions. The ground floor uses will feature dining, shops, and entertainment with plenty of space for outdoor activities in the adjacent plazas and park. The structures will vary in height; the current proposal includes a high-rise condominium with river and park views in each direction. Block 8 may include eight townhomes with traditional stoops located along the boundary line of Block11B that will front on the upper park. By pulling the development to the edge of the park, there will be a constant stream of activity to serve as a draw for patrons to utilize the park. Block 8 will take advantage of events held at the adjacent Reds Ball Park and is ideally suited to sports oriented dining and entertainment. Theodore M. Berry Way has been terminated at Walnut Street to allow for a more buildable block dimension and preserve the park promenade.

Block 8/11B Building Program

	Approved Concept Plan		*Proposed Changes*	
	# of Units	**Square Feet**	**# of Units**	**Square Feet**
Retail		30,000-37,000 SF		24,000-28,000 SF
Residential	70-100	70,000-100,000 SF	160-200	160,000-200,000 SF
Total	70-100	100,000-137,000 SF	160-200	184,000-228,000 SF

	Approved Concept Plan	*Proposed Changes*
Building Height	5 Stories	Max. 30 Stories
Parking		To be Determined

Block 12

Approved Concept Plan

The Boardwalk will provide restaurants, shops, and entertainment on the river's edge. Connected to Race Street at Theodore M. Berry Way, the Boardwalk could be designed in a traditional waterfront style incorporating the imagery of wharf buildings with an open metal structure and will be lined with shops and eateries with views of the park and river below. Access for people with disabilities, and services such as loading and waste removal, will be accommodated. The open structure of the Boardwalk will be maximized to preserve views. The wharf space below could also provide an event staging area. Elevated above the flood plain, the Boardwalk and the Race Street Park Pier below will allow visitors to enjoy the river in all seasons. Numerous connections to grade will link the Boardwalk to the Race Street Park Pier, wharf, park festival spaces, Mehring Way and Race Street.

Block 12 was modified when PD-43 was created. On April 21, 2006 the Planning Commission approved an update to the Hamilton County/Cincinnati **Central Riverfront Urban Design Master Plan** that would replace the 1999 Central Riverfront Park Plan with the 2006 revised Central Riverfront Park Plan adopted by the Park Board on March 16, 2006 (See Exhibit B). The 2006 revised Central Riverfront Park Plan removed the retail and Boardwalk component from Block 10 and Block 12. The City Planning Commission also approved an amendment to PD-43 on April 21, 2006 that adopted the revised Hamilton County/Cincinnati Central Riverfront Urban Design Master Plan as the Concept Plan and Development Program Statement for the Banks Planned Development District.

Proposed Changes

The proposed development plan is one that was created with input from Park staff and Park's design team. Numerous meeting were held with the Developer and the Developer's architect to integrate the development plan with the Park Plan. Major changes to the street grid proposed by the developer actually strengthen the Park Plan. The two biggest changes are the elimination of Race Street south of Theodore M Berry Way, and the elimination of Theodore M. Berry Way between Race and Vine Streets and Walnut and Main Streets.

The elimination of the segment of Race Street that would have connected Theodore M. Berry Way to Mehring Way allows for the park to expand all the way to Elm Street just north of Mehring Way, making the park larger. This will provide an even better setting for the carousel and adventure play area planned for this part of the park. The elimination of the two segments of Theodore M. Berry Way enables the park to come up to the "front door" of The Banks and removes the street as the north edge of these two parts of the park, while keeping intact the park plan of having a public walkway along the entire north edge of the park.

The Park Board staff has reviewed the amended Concept Plan and Development Program Statement and has determined that The Banks development plan appears to be conceptually consistent with the Central Riverfront Park Plan and its program elements. The changes not only work with the approved plan but also enlarge the park slightly. These changes have been presented to the Park Board. The Park Board will be asked to approve The Banks development plan as it relates to the Central Riverfront park Plan at their August meeting.

Block 12 Building Program

	Approved Concept Plan	*Proposed Changes*
	Square Feet	**Square Feet**
Retail	0 SF*	0 SF -- No Changes Proposed
Total	0 SF	0 SF -- No Changes Proposed

** As amended by the 2006 Central Riverfront Park Plan*

Block 13

Approved Concept Plan

This parcel of land is included in The Hamilton County /City of Cincinnati Central Riverfront Urban Design Master Plan. However, the Central Riverfront Urban Design Master Plan did not outline specific uses for this block. Site Plans in the Master Plan show Block 13 as a landscaped peripheral lot.

Proposed Changes

The current proposal for Block 13 includes a limited service hotel fronting on Race Street. This hotel will be an excellent amenity to both stadiums. Parking for the hotel will be located in the below podium garage. The hotel will cater to the sporting enthusiasts coming to visit their favorite teams and family tourists. Block 13 was overlooked when PD #43 was created. This amendment will include Lot 13 in the PD#43 boundary.

Block 13 Building Program

	Approved Concept Plan	*Proposed Changes*
	Square Feet	**Square Feet**
Hotel	0 SF	40,000-50,000 SF
Total	0 SF	40,000-50,000 SF

SUMMARY OF PROJECT TOTALS

	Approved Concept Plan		*Proposed Changes*	
	# of Units	**Square Feet**	**# of Units**	**Square Feet**
Retail		250,000-300,000 SF		200,000 - 400,000 SF
Residential	600-800	580,000-745,000 SF	1630-1800	1,000,000-1,800,000 SF
Office		100,000-200,000 SF		200,000 - 1,000,000 SF
Hotel	200-400	160,000-200,000 SF		200,000 - 400,000 SF
Total		**1,090,000-1,445,000 SF**	**1630-1800**	**1,600,000-3,600,000 SF (To be capped at 2,800,000 SF)**

The Developer is requesting an increase in the total square footage of 1,355,000 square feet with the number of residential units increasing from 600-800 units to 1630 –1800 units. The amendment includes approximately 200,000-1,000,000 square feet of office, 200,000-400,000 square feet of retail, 200,000-400,000 square feet of hotel, and 1,000,000-1,800,000 square feet of residential. In order to maintain flexibility for adjustment to the market demand, the developer has proposed ranges within each product

type. The anticipated total development will not exceed 2,800,000 square feet. The Developer proposes a portion of the office development to be located on Blocks 1, 2 and 4. The hotel component may be located in Blocks 1,2,4 and/or 13. Retail and Residential components may be located in all development blocks. The developer anticipates that the market will dictate the phasing of elements within the blocks of The Banks project area. The amended Concept Plan and Development Program Statement require that the program have flexibility of use, location and square footage within the overall project area. The proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions. The developer feels that it is critical to provide flexibility within the Concept Plan to allow for various product types to be relocated based on market demand. While block designations are shown for various uses, the Concept Plan must provide for all uses on all blocks within the above stated square footage allotments of the overall project. Hotel, office, retail and residential parking shall be provided below the podium level and some parking may be located above podium level. The first phase of construction shall consist of a portion of Blocks 4 and 8/11B. Phase I will include 70,000 square feet of retail and at minimum 300 residential units.

The development effort will be phased over a period of years and the Banks Development Team anticipates beginning site work in the Winter of 2007, with an estimated completion date of Phase I in late Summer 2009. While the attached Concept Plan Phasing Schedule reflects the 22-year term of the Master Development Agreement, the Developer anticipates the total build out to occur in a substantially shorter time frame, approximately 10-15 years.

Building Heights

Approved Concept Plan

The development massing will build up from the river to the CBD, and from the eastern and western edges of the central riverfront as measured from the 515-foot elevation. Permitted building heights along the park will be 70 feet and will climb to 160 feet along Second Street. Blocks 1 and 5 are restricted in areas to 40 feet to protect view corridors from Paul Brown Stadium in accordance with lease provisions with the exception of the east side of Block 1 which has seven and five-story buildings.

The urban design quality of the Cincinnati Central Riverfront must be enhanced to reflect the historic importance of the riverfront as the front door to the City, including the reconnection of the Downtown to the Ohio River. The City skyline as viewed from the south is Cincinnati's signature image. In order to preserve this asset, new buildings in the Central Riverfront should be scaled to support existing sight lines. Building heights should step down from Fort Washington Way to Mehring Way.

Proposed Changes

The developer is requesting that building heights vary from one to thirty stories. The approved Concept Plan limits building heights to 16 stories. The major change requested is a deviation from the building heights stepping down from Fort Washington Way to Mehring Way. The new vision for this development is that of a city built over time with varying heights and architectural styles as opposed to an artificially created part of a traditional city. There will be variety in the massing of the buildings within the development. The individual blocks will be articulated with different facade types and rooflines so as to avoid a monolithic appearance and promote the impression of an evolving city. The orientation of buildings shall be such that view corridors from the City to the River are maintained and that view corridors from Paul Brown Stadium are maintained in accordance with the anticipated revised Bengal's lease provisions. The developer feels that a traditional urban atmosphere can be created while complementing the existing spectacular city skyline. Therefore, the developer is requesting that the City Planning Commission approve the specific building heights for each Lot at the Final Development Plan stage.

URBAN DESIGN INITIATIVES

Parking

Approved Concept Plan

Above Grade Parking and Street Level Servicing

The mid-block parking garages will be located in Blocks 1, 2, and 4. These garages will be sized to accommodate the needs of the residential development blocks and are not intended for commuters or stadium-related events. However, the street entrances and ramping for these garages and the below grade parking system should be coordinated to provide maximum parking efficiency and operational flexibility. Frequent entrances to both the upper and lower garages are planned for the north/south street frontage to give motorists several options to choose from and to take full advantage of the flexibility offered by the street grid. Pedestrian access to the upper-level garages will be convenient, safe, and well lit. Street level service areas are permitted in the interior of Blocks 1, 2, 4, and 10. On-street loading is permitted for Blocks 5, 6, and 8. All dumpsters must be located within development blocks and out of sight.

Parking Levels 490 and 500

Two continuous parking levels below the central riverfront streets and development blocks will provide a major parking reservoir for commuters, stadium events, and central riverfront commercial activities. Vehicular access to the two parking levels will be at major entrance locations on Central Avenue, Broadway, and Mehring Way, as well as street level entrances above on Elm, Race, Vine, Walnut and Main. Both parking levels will be organized with straight uninterrupted parking bays and drive aisles, preserving open views and simple traffic patterns. Column layouts and vertical elements such as cores and stair towers should be located to preserve a clear and well-organized parking system.

A well-lit and attractive east/west walkway within the garage will help orient pedestrians and provide access to several elevator cores and stairs. Frequent lobbies at street level should be provided for pedestrian access to the parking levels. Buildings in each development block will be designed with parking below. North of the garage beneath Second Street is the underground Intermodal Transit Center. Two loading dock facilities are shown, servicing development Blocks 1, 2, 4, and the Freedom Center. Trucks will use the intermodal cartway to gain access to the two loading bays.

Parking Counts by Blocks (Above and Below Grade)

Block	Total Count
Blocks 1 & 5	1162
Blocks 2 & 6	1569
Block 3 (Freedom Center)	360
Blocks 4 & 8	600

Proposed Changes

Hotel, office, retail and residential parking shall be provided below the podium level and some parking may be above podium level. The exact use, location and square footage within each block will be approved at the Final Development Plan stage and for that reason the breakdown by block of the parking has not yet been determined. However, appropriate parking for each use will be provided for within the development area.

Above Grade Parking and Street Level Servicing

Most blocks will include mid-block parking garages. These garages will be sized to accommodate the needs of the residential development blocks and are not intended for commuters or stadium-related

events. Any residential parking to be located in the below grade garages will be nested and secured. All retail, office, hotel and general public parking will be located in the below grade garage and is on a first come, first serve basis with the exception of some dedicated parking for the office users. The street entrances and ramping for the above grade garages and the below grade parking system will be coordinated to provide maximum parking efficiency and operational flexibility without parking entrances on the east/west streets. Frequent entrances to both the upper and lower garages are planned for the north/south street frontage to give motorists several options to choose from and to take full advantage of the flexibility offered by the street grid. Vertical pedestrian circulation to the below grade garage will be provided via headhouses located within the wide sidewalk areas, similar to the current condition at the Freedom Center along Second Street. Residents will have direct access from any nested parking in the below grade garage to the lobbies within their buildings. Pedestrian access to the upper-level garages will be convenient, safe, and well lit with controlled access points entering directly into the residential buildings. Street level service areas are permitted in the interior of most blocks. On-street loading is permitted for all blocks. All dumpsters will be located within development blocks and out of sight.

Parking Levels 490 and 500

Two continuous parking levels below the central riverfront streets and development blocks will provide a major parking reservoir for commuters, stadium events, and central riverfront commercial activities. Vehicular access to the two parking levels will be at major entrance locations on Central Avenue, Broadway, and Mehring Way, as well as street level entrances above on Elm, Race, Vine, Walnut and Main Streets. A well-lit and attractive east/west walkway within the garage will help orient pedestrians and provide access to several elevator cores and stairways up to street level. Frequent headhouses at street level will be provided for pedestrian access to the parking levels. Buildings in each development block will be connected to the parking below. North of the garage beneath Second Street is the underground Intermodal Transit Center. Two loading dock facilities are shown, servicing development Blocks 1, 2, 4, and the Freedom Center. Trucks will use the intermodal cartway to gain access to the two loading bays.

The Street Grid

Approved Concept Plan

Elm Street, Race Street and Main Street are extended south from Third Street across Fort Washington Way to Mehring Way. Vine Street and Walnut Street are extended south as far as Theodore M. Berry Way. A new east/west street, to be known as Freedom Way, is located between Second Street and Theodore M. Berry Way. South of Second Street all streets will be two way, four lanes wide with on-street parking permitted during non-peak hours and non-event hours.

Proposed Changes

The Banks Development is easily accessed through a regional transportation network that has been substantially modified over the last ten (10) years. Within the Banks Development, two-way traffic will be permitted on Freedom Way. Freedom Way will serve as a principle retail corridor within the Banks and will be comprised of three lanes (one lane in each direction and a turn lane) plus parallel parking on either side. Retail uses will line both sides of Freedom Way to activate the street. Theodore M. Berry Way will be vacated between Elm Street and Vine Street and also between Main and Walnut Streets. Race Street will terminate in a cul-de-sac at Theodore M. Berry Way. See Exhibit E for the proposed street grid layout.

Pedestrian Network

Approved Concept Plan

The Central Riverfront Development Plan integrates pedestrian circulation into a system of street, squares and parks. All blocks will provide sidewalks with a minimum dimension of 13 feet on all streets.

Pedestrian areas will broaden out to provide outdoor activity areas for cafes and special events. Where sidewalks cafes are desired, sidewalk widths should be deepened to accommodate outdoor seating

Proposed Changes
The Banks project will integrate pedestrian circulation into the street and park system. Outdoor activity areas will be provided on all blocks. The details of each Block have not been determined at this time. The sidewalk widths and internal open space will be presented to the Planning Commission at the Final Development Plan stage.

Typical Street
Approved Concept Plan
A typical city street in the Central Riverfront will accommodate two-way traffic flow with four 11-foot lanes that can accommodate two lanes of travel in each direction for rush hour and special events. On-street parking will be permitted during off-peak hours with one travel lane in each direction. The typical sidewalk depth will be 134 feet from curb to building front.

- **Freedom Way**
  Freedom Way will be a unique street in the Central Riverfront because it will provide a sequence of public squares lined with street-oriented activities. Defined by mid-rise buildings and the National Underground Railroad Freedom Center, the squares will offer a variety of outdoor activity including pre and post-game celebrations, outdoor markets, ice skating and outdoor dining. Each square should have a unique character and offer a variety of spaces from soft shady areas to plazas with rich textures and color.

  The design of Freedom Way will be similar to the typical street in cross section however between Vine and Walnut streets the street design will be influenced by the Freedom Center to respond to unique opportunities for outdoor activities and links to the Riverfront Park.

- **Theodore M. Berry Way**
  Theodore M. Berry Way will become the new riverfront street for Cincinnati, lined with shops and restaurants to capture views of the Riverfront Park and Ohio River.

Proposed Changes
Freedom Way will serve as a principle retail corridor within the Banks and will be comprised of three lanes (one lane in each direction and a turn lane) plus parallel parking on either side. Retail will line both sides of Freedom Way to activate the street. The details of each Block have not been determined at this time. The sidewalk widths and open space will be presented to the Planning Commission at the Final Development Plan stage.

Theodore M. Berry Way will be vacated between Elm Street and Vine Street and also between Main and Walnut Streets. Race Street will terminate in a cul-de-sac at Theodore M. Berry Way. See Exhibit E for the proposed street grid layout.

Basic Requirements of a Planned Development District:

Section 1429-11(a) of the Zoning Code states: The City Planning Commission may recommend approval or conditional approval, with restrictions on the establishment of a PD District as the Commission deems necessary for the protection of the public interest and to secure compliance with the development program statement, on finding that all of the following circumstances apply:

1) The PD concept plan and development program statement are consistent with applicable plans and policies and is compatible with surrounding development;
2) The PD concept plan and development program statement enhance the potential for superior urban design in comparison with the development under the base district regulations that would apply if the plan were not approved;
3) Deviations from the base district regulations applicable to the property at the time of the PD application are justified by compensating benefits of the PD concept plan and development program statement; and
4) The PD concept plan and development program statement includes adequate provisions for utility services, refuse collection, open space, landscaping, buffering, pedestrian circulation, traffic circulation, building design and building location.

The PD District regulations, Chapter 1429 of the Cincinnati Zoning Code, allows for significant flexibility in development based upon an initial concept plan approved by the City Planning Commission and City Council in establishing the PD District. Once a PD District is established the City Planning Commission approves the Final Development Plans.

A Final Development Plan must be filed for any portion of an approved Concept Plan and Development Program Statement that an applicant wishes to develop. The final development must conform substantially to the approved Concept Plan and Development Program Statement. Section 1429-13 of the Zoning Code lists the submission requirements for the final development plan including site plans, engineering plans, schematic building plans, landscape plans, phase schedule and ownership control.

City Planning Commission's approval of the Final Development Plan must occur prior to the issuance of applicable building permits. After Final Development Plan approval, building permit applications are routed to Department of Community Development and Planning staff as a part of the permit review by Department of Buildings and Inspections for compliance with the approved Final Development Plans.

PUBLIC COMMENT:

A public staff conference was held on August 2, 2007 at 5:30 PM to present the proposed amendments to the public, answer questions and document any comments and concerns. Notices were sent out to property owners within 600 feet of PD #43, all Community Council Presidents and the standard "interested parties" list. Besides the The Banks Development Team, only six individuals from the public attended the conference. There were no questions or comments regarding the proposed amendments.

ZONE CHANGE ANALYSIS:

City Planning Commission Action:

According to Section 1429-11(a) of the Cincinnati Zoning Code, City Planning Commission may recommend approval or conditional approval, with restrictions on the establishment of a PD District on finding that all of the following circumstances apply:

1. **The PD Concept Plan and Development Program Statement are consistent with applicable plans and policies and is compatible with surrounding development;**

   The Banks is a unique project. A PD district was established on this site in 2006. The developer for the project is requesting an amendment to the approved Concept Plan and Development Program Statement for a material change in the density of the development and the product mix. Section 1429-21 - **Final Development Plan Amendments** of the Zoning Code states:

"Amendments that change the uses allowed or materially change the density of the development require approval of Council as a zoning map amendment."

The uses allowed by the approved Concept Plan and Development Program Statement will not change. Actually, a list of restricted retail uses has been added to the Master Development Agreement (See Exhibit F) to ensure that the proposed development will be compatible with the existing surrounding development. The amendment is requested because of the proposed increase in the density of the development and to add Lot 13, which was previously overlooked when PD #43 was created.

This major amendment is being requested to allow a total project development of 2,800,000 square feet consisting of retail uses, residential uses and hotel uses with a maximum building height of 30 stories and a maximum phasing schedule of 22 years. This is an increase in the total square footage of all uses by 1,355,000 square feet. The developer is also requesting flexibility in the product mix on each block with the uses for each individual block of the development area to be approved at the Final Development Plan stage. This will allow the market to play into the determination of how and when each block is developed. The flexibility of use, location and square footage within each block of the Concept Plan is critical to ensuring success for the overall development.

The maximum height is increasing from 16 stories to 30 stories. This will allow the increased density while still retaining the views of the Riverfront Park and Ohio River. In addition, the developer is requesting that The Banks be designed to promote the impression of a city developed over time. This is not in keeping with the approved Concept Plan, which recommended that the heights in The Banks development be stepped up from Mehring Way to Fort Washington Way. The developer feels that the view corridors from the City to the River can be maintained while creating a traditional neighborhood of various articulated façade types and rooflines and avoiding the monolithic appearance of the stepped height approach.

The Banks Development Team is also requesting that PD #43 be phased over a 22-year time frame. This is consistent with the Master Development Agreement. However, The Banks Development Team anticipates that site work will begin in the Winter of 2007, with an estimated completion date of Phase I in late Summer 2009 and the total build out to occur in a substantially shorter time frame of 10-15 years. The extended phasing schedule is requested for consistency with the Master Development Agreement.

Due to the realignment of certain streets, the configuration of some blocks has changed. This can be seen on the project site plan attached as Exhibit E. The actual replatting of each lot will be submitted to the Planning Commission as each lot is needed for construction of the improvements. The developer is, however, requesting conceptual approval of the overall street layout since it is slightly different from the approved Concept Plan.

The changes requested by the Developer are consistent with the Approved Concept Plan and Development Program Statement. In The Hamilton County/Cincinnati **Central Riverfront Urban Design Master Plan**, the Riverfront Advisory Commission recommended that:

1) The Banks should create a 24-hour, seven-day-a-week diverse pedestrian-friendly urban neighborhood.
2) The design of the Banks should foster a diverse welcoming, pedestrian friendly urban character

3) A diverse, pedestrian friendly urban neighborhood with a mix of uses, including residential housing, specialty-retail stores, restaurants and entertainment, office and boutique hotel space.

However, even when the Master Plan was being written, the County and City recognized that changing market conditions and other special requirements of a particular developer may require minor modifications to these published urban guidelines. Although the Master plan stated that developers should be strongly encouraged to follow the guidelines it also stated "the developers may propose minor modifications to the guidelines with their submissions if the developer can demonstrate that the modifications are consistent with the overall intent of both the guidelines and the banks master plan, and that they improve the viability of the project."

The Master Plan is not entirely being replaced. Only those portions of the Master Plan that deal with density, heights, product mix, street grids and phasing are being modified. It is the intention of the developer to ensure that the overall goals of The Hamilton County/Cincinnati Central Riverfront Urban Design Master Plan are met. The details for each lot will be presented at the Final Development Plan stage.

2. **The PD Concept Plan and Development Program Statement enhances the potential for superior urban design in comparison with the development under the base district regulations that would apply if the plan were not approved;**

This issue was addressed and decided when the original PD #43 was approved by the Planning Commission and adopted by City Council. At this time the base district does not exist. The current request is simply to modify certain provisions of the approved Concept Plan and Development Program Statement.

3. **Deviations from the base district regulations applicable to the property at the time of the PD application are justified by compensating benefits of the PD concept plan and development program statement; and**

Again, this issue was addressed and decided when the original PD#43 was approved by the Planning Commission and adopted by City Council. At this time the base district does not exist. The current request is simply to modify certain provisions of the approved Concept Plan and Development Program Statement. The compensating benefits of the modifications to the approved Concept Plan and Development Program Statement are justified. Market conditions will determine the how and when each block is developed. The modifications have been requested to improve the viability of the project thereby ensuring success for the overall development.

4. **The PD Concept plan and Development Program Statement includes adequate provisions for utility services, refuse collection, open space, landscaping, buffering, pedestrian circulation, traffic circulation, building design and building location.**

The modifications to the PD Concept Plan and Development Program Statement include adequate provisions for utility services, refuse collection, open space, landscaping, buffering, pedestrian circulation, traffic circulation, building design and building location. The Urban Design Review Board and the Planning Commission will review all of these issues at the Final Development Plan stage.

CONCLUSIONS:

Members of the Planning Commission have repeatedly emphasized their support of The Banks project moving forward with implementation of the Central Riverfront Urban Design Master Plan. Additionally, the Planning Commission has expressed its concern that development, now and in the future, be consistent with the concept and principles of the central riverfront Urban Design Master Plan. The Master Plan is not entirely being replaced. Only those portions of the Master Plan that deal with density, heights, product mix, street grids and phasing are being modified. It is the intention of the Developer to ensure that the overall concepts and principles of The Hamilton County/Cincinnati Central Riverfront Urban Design Master Plan are met.

RECOMMENDATION:

Based on the above discussions and conclusions, the staff of the Department of Community Development and Planning recommends that the City Planning Commission take the following action:

1. Approve the addition of Block 13 into PD-43,
2. Approve the increase in the total project density to a maximum of 2,800,000 square feet,
3. Approve a maximum building height of 30 stories and remove the requirement that building heights be stepped down from Fort Washington Way to Mehring Way,
4. Approve the flexibility in the product mix on each block with the of use, location and square footage within each block of the Concept Plan to be approved at the Final Development Plan stage,
5. Approve the phasing schedule for up to 22 years to be consistent with the Master Development Agreement,
6. Approve the amended street grid and typical street layouts as shown in Exhibit E to replace the selected framework in the Master Plan/Concept Plan,
7. Approve the amendments to Central Riverfront Park Plan as shown on Exhibit E,
8. Approve the revised pedestrian network as shown on Exhibit E with final approval to occur at the Final Development Plan stage,
9. Approved the revised parking allocation with final approval to occur at the Final Development Plan stage,
10. Approve Exhibit F as the list of prohibited uses in PD-43,
11. Recommend that the City Council adopt the Hamilton County/Cincinnati **Central Riverfront Urban Design Master Plan** as amended by The Banks Concept Plan and Development Program Statement prepared by Carter Real Estate and The Dawson Company dated July 20, 2007 and the 2006 revised Central Riverfront Park Plan adopted by the Park Board on March 16, 2006 to be the new Concept Plan and Development Program Statement for PD-43.

Respectfully Submitted,

Margaret Wuerstle

Margaret Wuerstle, AICP
Chief Planner

List of Exhibits

Exhibit A – The Banks Area and Lot Numbers ..... Page 21

Exhibit B – 2006 Central Riverfront Park Plan ..... Page 22

Exhibit C – Fee Ownership as of June 2005 ..... Page 23

Exhibit D – Central Riverfront Urban Design Master Plan - Overall Master Plan ..... Page 24

Exhibit E – Concept Plan & Development Program Statement Overall Site Plan ..... Page 25

Exhibit F – Prohibited Property Uses ..... Page 26

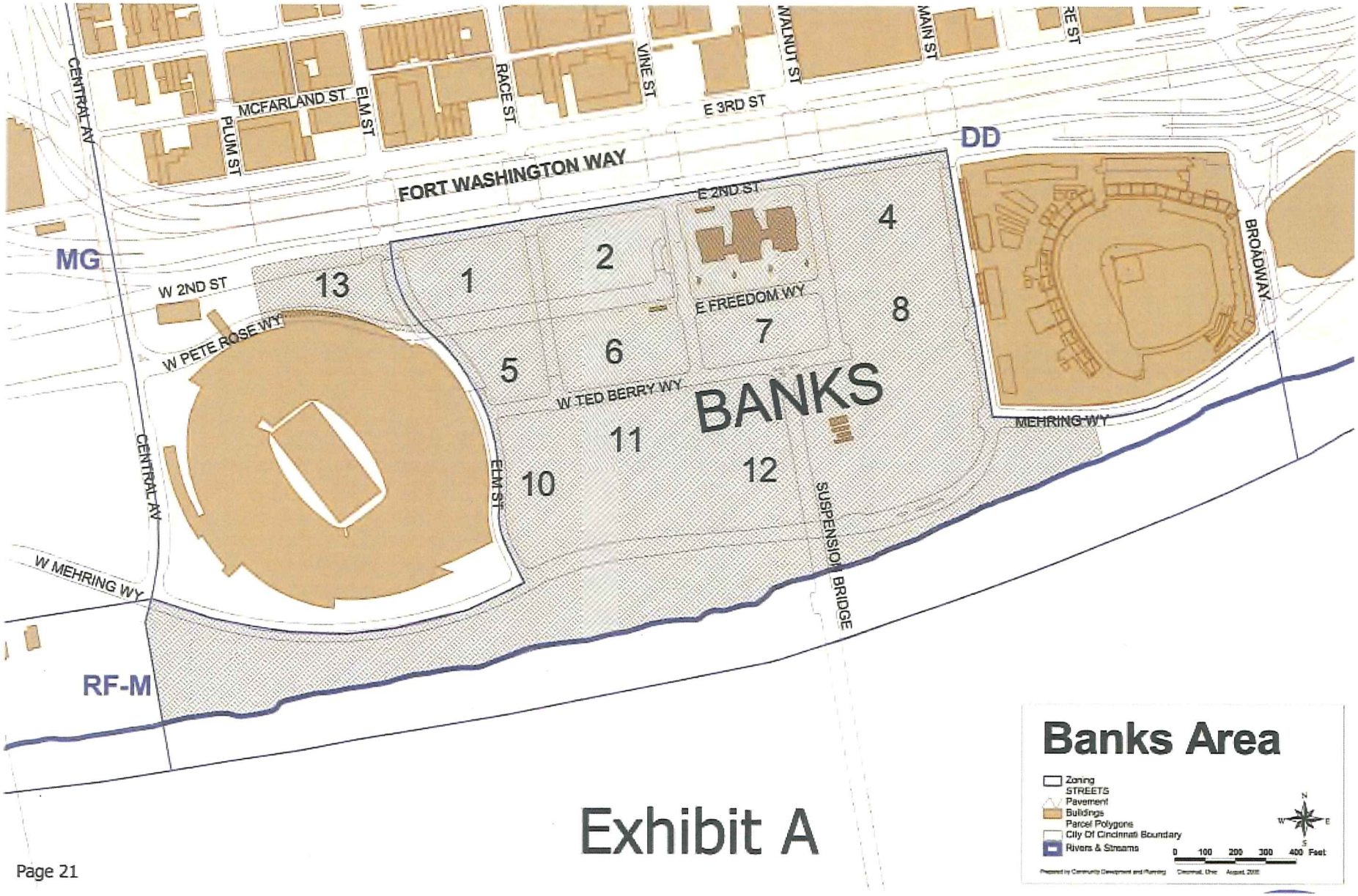
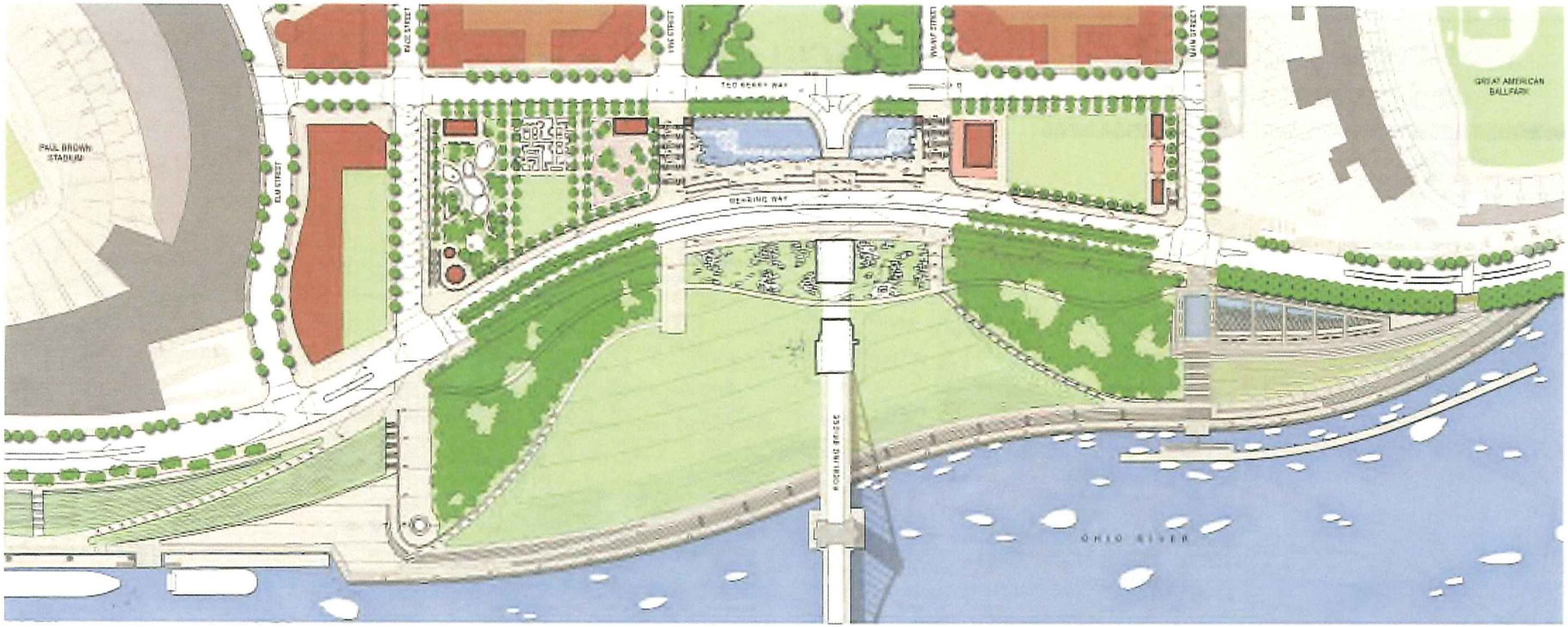

CENTRAL AV
MCFARLAND ST
PLUM ST
ELM ST
RACE ST
VINE ST
E 3RD ST
WALNUT ST
MAIN ST
RE ST
FORT WASHINGTON WAY
DD
MG
W 2ND ST
13
1
2
E 2ND ST
4
BROADWAY
W PETE ROSE WY
E FREEDOM WY
7
8
5
6
W TED BERRY WY
BANKS
MEHRING WY
11
CENTRAL AV
ELM ST
10
12
SUSPENSION BRIDGE
W MEHRING WY
RF-M
Banks Area
Zoning
STREETS
Pavement
Buildings
Parcel Polygons
City Of Cincinnati Boundary
Rivers & Streams
0 100 200 300 400 Feet

Exhibit A



CINCINNATI PARK BOARD

SASAKI

Exhibit B

CINCINNATI RIVERFRONT PARK
Schematic Design Study

2006 Central Riverfront Park Plan
Approved by Park Board - March 16, 2006

0 40 80 160

January 20, 2006

77

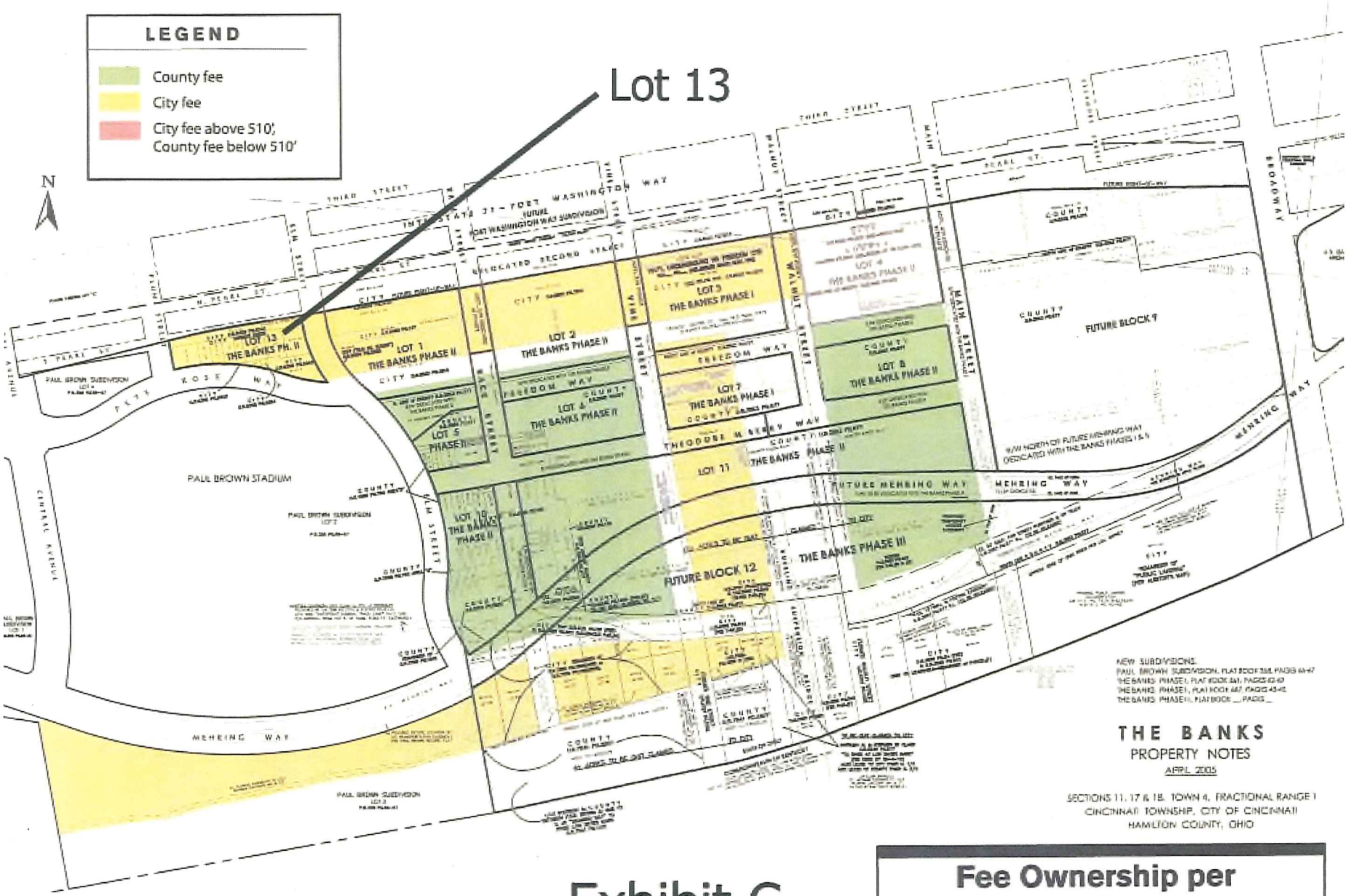


Exhibit C

Fee Ownership per City/County Agreements

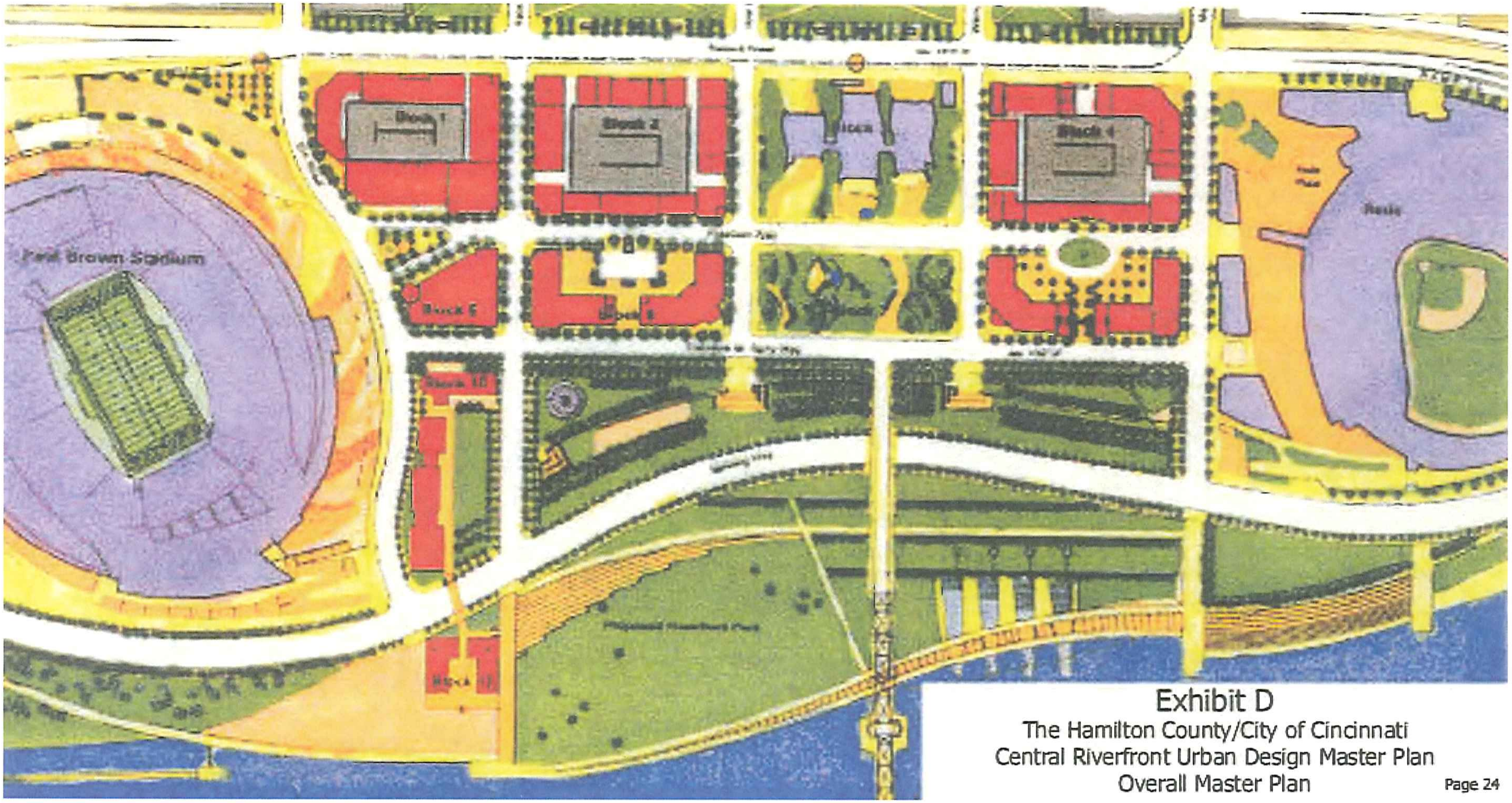
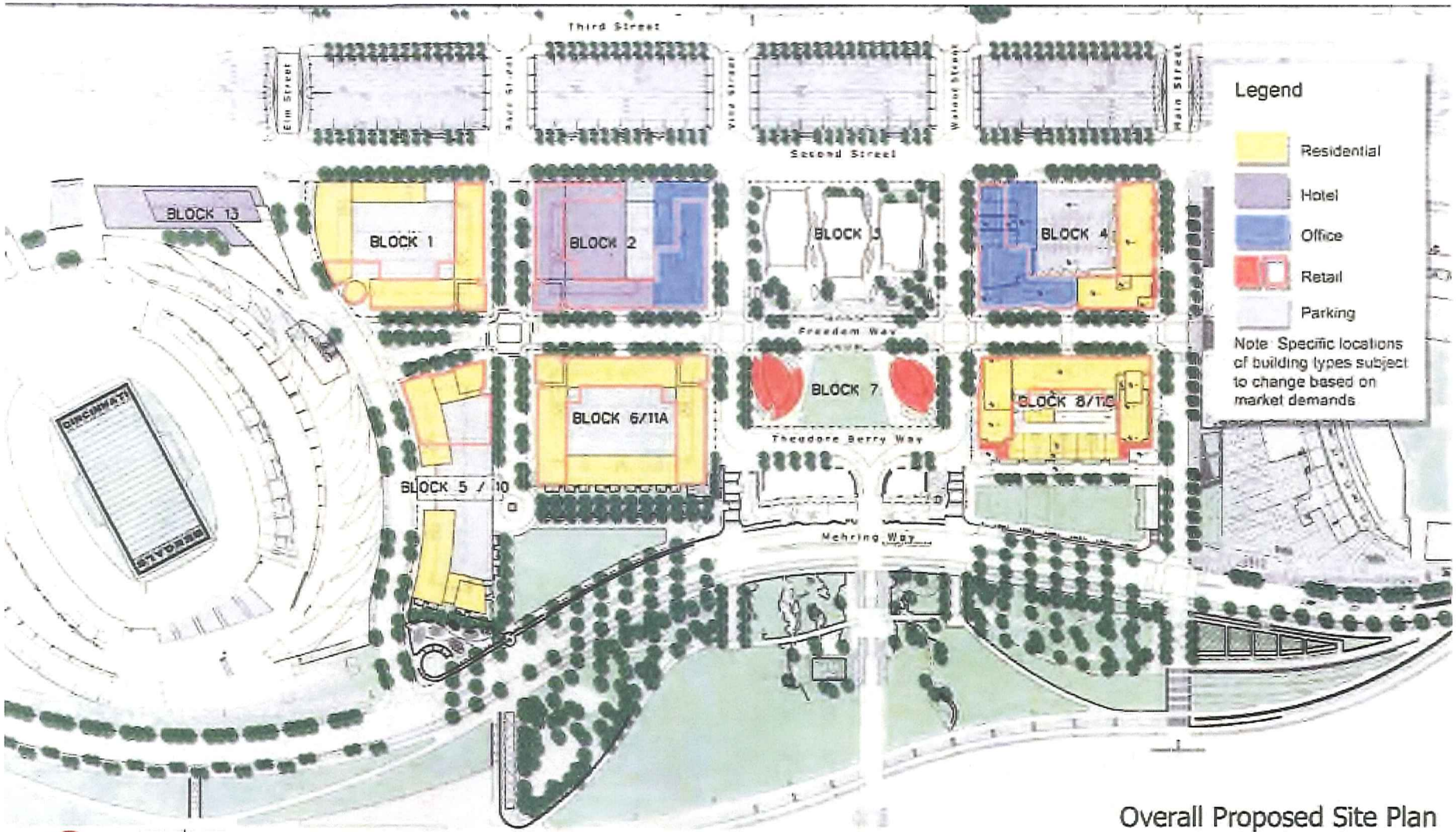


Exhibit D
The Hamilton County/City of Cincinnati
Central Riverfront Urban Design Master Plan
Overall Master Plan

Page 24



CARTER DAWSON

Exhibit E

Overall Proposed Site Plan
Amendment - July 20, 2007
Concept Plan and Development Program Statement

EXHIBIT F

Prohibited Property Uses. The following Property Uses are prohibited on the Property.

(a) Fire Hazard. Any use which produces or is accompanied by any unusual fire, explosive or other damaging or dangerous hazards, including the storage, display or sale of explosives or fire works other than professional fireworks shows for special events, provided that ordinary use of heating implements in accordance with all applicable Governmental Requirements (including ordinary use of grills and ovens and similar cooking appliances or structures in accordance with all applicable Governmental Requirements in restaurants, grocery stores or other retail facilities), shall not violate this provision;

(b) Gun Related Uses. Any shooting gallery, gun range, or gun shop provided, however, that a gun department that is part of but not the primary use of a sporting goods sore, outdoor recreation store, department store, or other retail operation is permitted;

(c) Amusement Gallery. Any amusement gallery, video game arcade, or "virtual reality" establishment (an "Amusement Use") except that the following Amusement Uses shall be permitted:

(i) Any Amusement Use which is an ancillary use within a restaurant, movie theatre, or other retail operation;
(ii) Any Amusement Use which is marketed for use by persons eighteen years of age and older and is used primarily by persons eighteen years of age and older;
(iii) Any Amusement Use which is marketed for use by persons younger then eighteen years of age, provided that:

(A) there is sufficient adult personnel in attendance at the establishment at all times when the establishment is open for business in order to maintain order and proper decorum;
(B) if required by any governmental authority, the Association or the operator (Space Tenant) shall provide additional security for its establishment in the form of an off-duty police officer
(C) the Association shall have the right to impose, and the operator shall comply with, such rules and regulations as the Association may reasonably impose to maintain order and proper decorum in and/or about the amusement establishment.

(d) Nuisance; Flashing Lights. Any use that (i) constitutes a public or private nuisance; or (ii) emits or generates an obnoxious odor, noise, litter, dust or dirt, or the foregoing items in this section can be heard, smelled or seen outside of any Improvements. For the purposes of this provision: (A) ordinary odors of food and beverage preparation emanating from restaurants and other retail establishments shall not be considered obnoxious; (B) grease trap odors, dumpster odors and the like that are perceptible from a Common Area or inside a Building shall be considered obnoxious; and (C) must that cannot be heard inside a Building on a floor above Storefront level shall not be considered obnoxious;

(e) "Fire Sales". Any "fire sale", "going out of business" sale or bankruptcy sale (except as may be required by court order) or auction sale except for auctions of fine art, fine jewelry, fine books, fine furnishings, and the like;

(f) Funeral Parlors. Any funeral parlor, mortuary or funeral home;

(g) Massage Parlors. Any massage parlor; provided, however, that massage facilities in First Class health clubs, First Class spas and the like are permitted;

(h) Nude Entertainment. Any establishment featuring strip tease, nude, "topless," or similar adult entertainment; provided, however, that the foregoing restriction shall not prohibit the showing, sale, or rental of movies or similar media that are being shown, offered for sale, or rented nationally to general audiences or in nationally recognized stores or live theatrical performance, that contain incidental nudity or similar adult entertainment,

and provided further, however, that nothing in this Section shall apply to ent4ertainment within private residences;

(i) Pornographic Materials. Any establishment that devotes more than a minor or incidental portion of its floor area to sexually explicit or pornographic materials or receives more than a minor or incidental portion of its gross revenues from the sale of such materials;

(j) Paraphernalia for Illegal Drug Use. Any establishment that sells paraphernalia for illegal drug use;

(k) Certain Clubs and Bars. Any nightclub, discotheque, dance hall or barroom whose sales of food do not constitute at least thirty percent (30%) of its gross sales; provided, however, that any barroom within a hotel, any barroom devoted primarily to sales of wine, and any Brewpub is allowed;

(l) Industrial Uses. Any operation primarily used as a storage warehouse operation and any assembling, manufacturing, refining, smelting, industrial, drilling or mining operation and any distilling operation except for a distilling operation incidental to a restaurant or a Brewpub.

(m) Agricultural Uses. Any agricultural use; provided, however, that a greenhouse operation or the sale of food or agricultural products grown elsewhere shall be permitted;

(n) Flea Markets. A flea market, pawn shop or thrift store;

(o) Stockyards. Any stockyard, slaughterhouse or livestock sales pavilion; provided, however, that pet shops with or without ancillary kennel and veterinary facilities and operations are permitted;

(p) Junkyard. Any junkyard, dumping, disposal, incineration or reduction of garbage, sewerage, dead animals or refuse except for disposal, incineration or reduction of garbage, sewerage, or refuse generated on the Property to the extent permitted by applicable law, rules and regulations;

(q) Dry Cleaning Plants; Certain Laundry Facilities. Any commercial laundry, dry cleaning plant, or laundromat, unless the Association in its reasonable discretion, in its absolute discretion, provides written approval; provided, however, that the prohibition against a commercial laundry, or Laundromat shall not be applicable to (i) facilities for on-site drop-off and pick-up service for dry-cleaning performed off-site; (ii) laundry facilities provided in a residential building for the residents of such building; (iii) laundry facilities within a hotel or temporary lodging facility;

(r) Gambling. Except to the extent customary in a First Class mixed use retail/residential/office real estate project, any gambling facility or operation, including but not limited to off-track or sports betting parlor, table games such as black-jack or poker, slot machines, video poker/black,-jack machines or similar devises or a bingo hall; provided, however, that this prohibition shall not apply to keno or the sale of governmental sponsored lottery tickets which are incidental to any business operation or bingo or other operations carried on by a religious or charitable organization; and

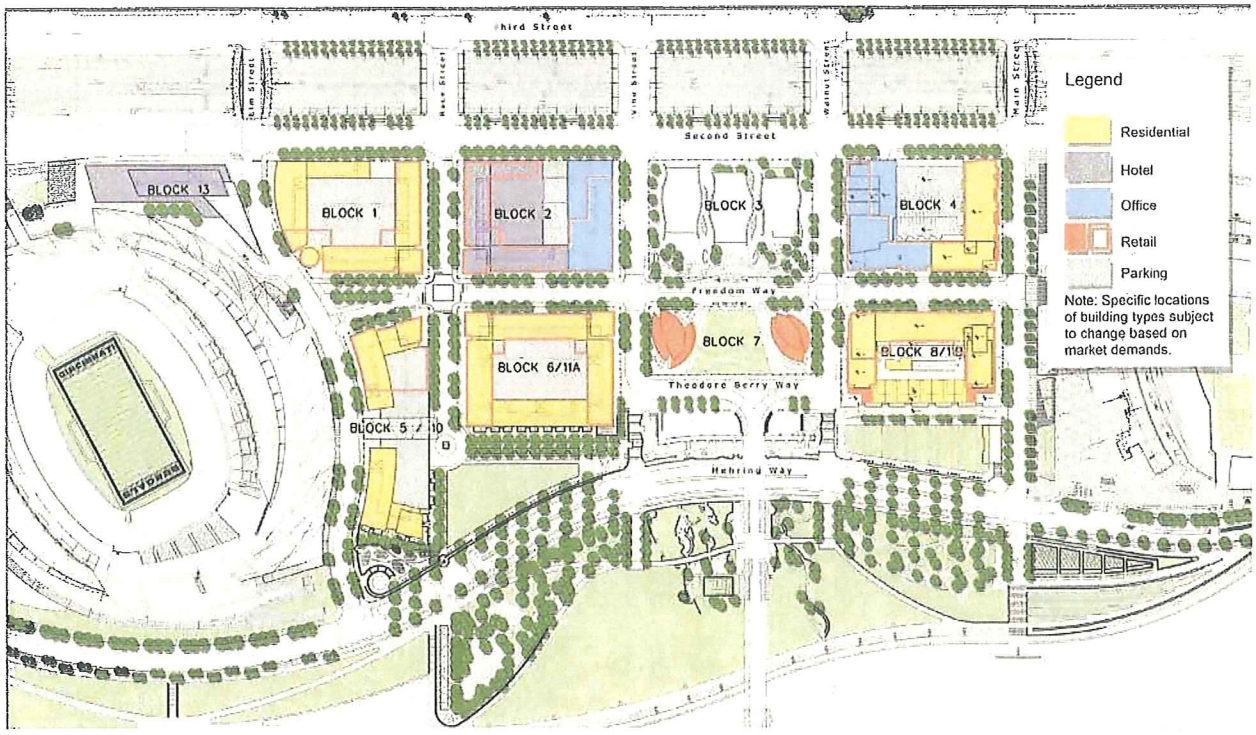
- December 2011 Concept Plan and Development Program Statement, as Amended

CARTER
REAL ESTATE

DAWSON
Company

The Banks

Cincinnati, Ohio



Concept Plan and Development Program Statement
Amendment – July 20, 2007

CARTER
REAL ESTATE

DAWSON
Company

The Banks

Cincinnati, Ohio

Concept Plan and Development Program Statement

Table of Contents

I. Development Program Statement

II. Area Calculations

III. Schedule

IV. Legal Description of Property

V. Site Plan

VI. Survey

VII. Supplement

DEVELOPMENT PROGRAM STATEMENT

The Banks is approximately 18 acres of riverfront property currently designated as Blocks 1, 2, 3 (The existing Freedom Center), 4, 5/10, 6/11A, 7, 8/11B and 13 of the Central Riverfront Development Area located generally between Second Street and Mehring Way and between Main Street and Elm Street in Cincinnati, Ohio. The Master Plan will incorporate appropriate aspects of the previous planning efforts of the Joint City/County Riverfront Advisors Commission, Urban Design Associates and the Joint City/County Banks Working Group. The Master Plan will coordinate with planning efforts that provide vehicular and pedestrian circulation, structured parking, and infrastructure improvements, all adjacent and integrated with Paul Brown Stadium, the National Underground Railroad Freedom Center, the Great American Ball Park, U.S. Bank Arena and the Cincinnati Reds' Hall of Fame. The Master Plan will also be coordinated with the design of the Central Riverfront Park currently under design and development by the Cincinnati Park Board and the Army Corps. of Engineers.

The Banks Development is easily accessed through a regional transportation network that has been substantially modified over the last ten (10) years. Within the Banks Development, two-way traffic will be permitted on Freedom Way. Freedom Way will serve as a principle retail corridor within the Banks and will be comprised of three lanes (one lane in each direction and a turn lane) plus parallel parking on either side. Retail will line both sides of Freedom Way to activate the street, and residential and office will be located above with varying building heights. The Banks Development Team, consisting of Carter and The Dawson Company, anticipates the retail uses will include limited and full service restaurants, soft good stores, pubs and similar types of establishments and will encourage the incorporation of outdoor dining throughout the development as appropriate. The Banks Development Team has included a list of restricted retail uses in the Master Plan that will apply to all retail within the Banks.

The Master Plan includes approximately 200,000-1,000,000 sf of office, 200,000-400,000 sf of retail, 200,000-400,000 sf of hotel, and 1,000,000-1,800,000 sf of residential. In order to maintain flexibility within the development plan to adjust to the market demand, we have proposed ranges within each product type. The anticipated total development will not exceed 2,800,000 sf. The Banks Development Team currently proposes a portion of the office development to be located on Blocks 1, 2 and 4. The hotel component may be located in Blocks 1, 2, 4 and/or 13. Retail and Residential components may be located in all development blocks. The Banks Development Team anticipates that market will dictate the phasing of elements within the blocks of The Banks.

The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

It is critical to provide flexibility within the Plan to allow for various product types to be relocated based on market demand. While block designations are shown for various uses, the Master Plan must provide for all uses on all blocks within the above stated square footage allotments of the overall Project. All buildings shall be between one (1) and thirty (30) stories in height. Hotel, office, retail and residential parking shall be provided below the podium level and some parking may be above podium level. The first phase of construction shall consist of a portion of Blocks 4 and 8/11B. Development and open space areas shall be as described in the attached Area Calculations table.

The restaurants on Block 7 shall be signature restaurants of a quality commensurate with their prominent location with a height restriction of 35 feet. The delivery docks and trash receptacles shall not be visible from the Freedom Center and site lines from the Freedom Center across Block 7 (as shown) to the Ohio River shall be maintained. Restaurant exhaust vents shall be located and integrated into the architectural design of the structures so as not to detract from the experience of the Freedom Center. Parking for these restaurants will be located below the development podium level. However, valet parking will be provided at the street level in a number of locations.

Attached please find a Preliminary Project Schedule for the Banks Project. The development effort shall be phased over a period of years and the Banks Development Team anticipates beginning site work in the Winter of 2007, with an estimated completion date of Phase I in late Summer 2009. While the current Master Development Schedule reflects the terms of the Master Development Agreement, we anticipate the total build out to occur in a substantially shorter time frame, approximately 10-15 years. Phase I will include 70,000 sf of retail and at minimum 300 residential units.

Project Development
Area Calculations

THE BANKS
Cincinnati, Ohio

July 20, 2007



COOPER CARRY

Example of Potential Product Mix

Block 1	***SF***	***Acres***
	103,419.75	***2.37***
Residential SF		419,000
Retail SF		25,000
Total:		***444,000***

Block 2	***SF***	***Acres***
	112,978.68	***2.59***
Retail SF		25,000
Office SF		316,000
Hotel SF		180,200
Total:		***521,200***

Block 3	***SF***	***Acres***
	112,925.37	***2.59***
Freedom Center Foot Print		42,816
Freedom Center Open Space		65,720

Block 4	***SF***	***Acres***
	112,502.69	***2.58***
Residential SF		159,418
Retail SF		24,167
Office SF		327,300
Total:		***510,885***

Block 5/10	***SF***	***Acres***
	117,284.64	***2.69***
Residential SF		502,400
Retail SF		25,000
Total:		***527,400***

Project Development
Area Calculations

THE BANKS
Cincinnati, Ohio

July 20, 2007

Example of Potential Product Mix

Block 6/11A	***SF***	***Acres***
	114,293.61	***2.62***
Residential SF		460,300
Retail SF		30,000
Total:		***490,300***

Block 7	***SF***	***Acres***
	65,377.77	***1.50***
Retail SF		20,000
Open Space SF		26,581
Total:		***20,000***

Block 8/11B	***SF***	***Acres***
	92,359.71	***2.12***
Residential SF		184,607
Retail SF		26,335
Total:		***210,942***

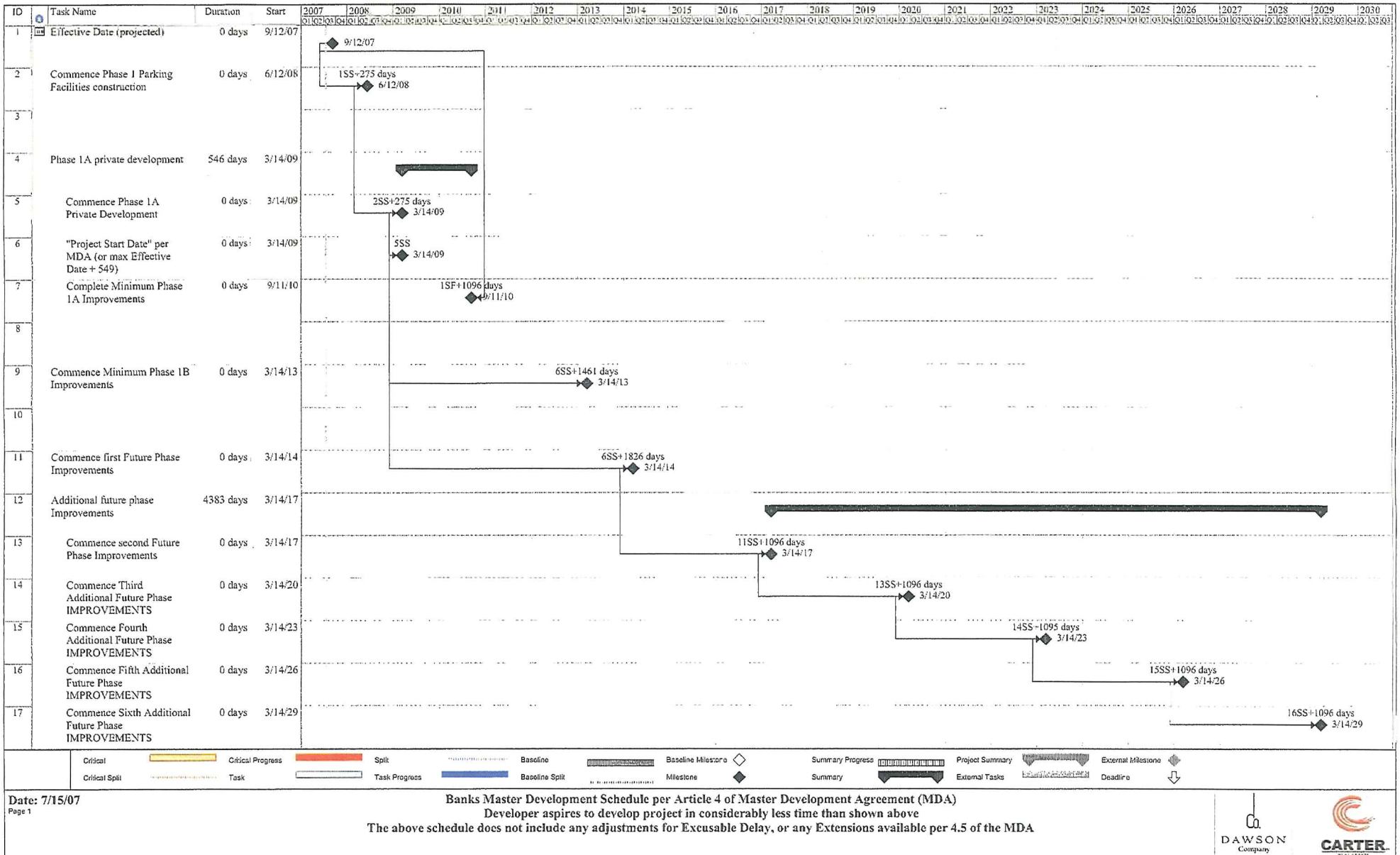
Block 13	***SF***	***Acres***
	65,786.98	***1.51***
Hotel SF		43,000
Total:		***43,000***

Totals:		***SF***	***Acres***
		831,142.22	***19.08***
Residential SF	1,000,000 - 1,800,000	(1,725,725 currently shown on plan)	
Retail SF	200,000 - 400,000	(175,502 currently shown on plan)	
Office SF	200,000 - 1,000,000	(643,300 currently shown on plan)	
Hotel SF	200,000 - 400,000	(223,200 currently shown on plan)	
Total:			-

Open Space Areas

Sidewalks SF (current plan)	321,574 *
Streets SF (current plan)	372,306 *
Open Space SF (current plan)	30,329 *
Freedom Center Open Space SF (current plan)	65,720 *
Riverfront Park Podium SF (current plan)	221,620 *
Total:	***1,011,549*** *

** - Subject to change per traffic department approval*



Date: 7/15/07

Banks Master Development Schedule per Article 4 of Master Development Agreement (MDA)
Developer aspires to develop project in considerably less time than shown above
The above schedule does not include any adjustments for Excusable Delay, or any Extensions available per 4.5 of the MDA

DAWSON Company

CARTER

THE BANKS
CINCINNATI, OHIO

LEGAL DESCRIPTION

The property is expected to be described substantially as follows upon recordation of the record plat:

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 1(A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 2 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 5(A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 6 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 14 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 15 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 19 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 18 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 16 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 17 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

THE BANKS
CINCINNATI, OHIO

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 10 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

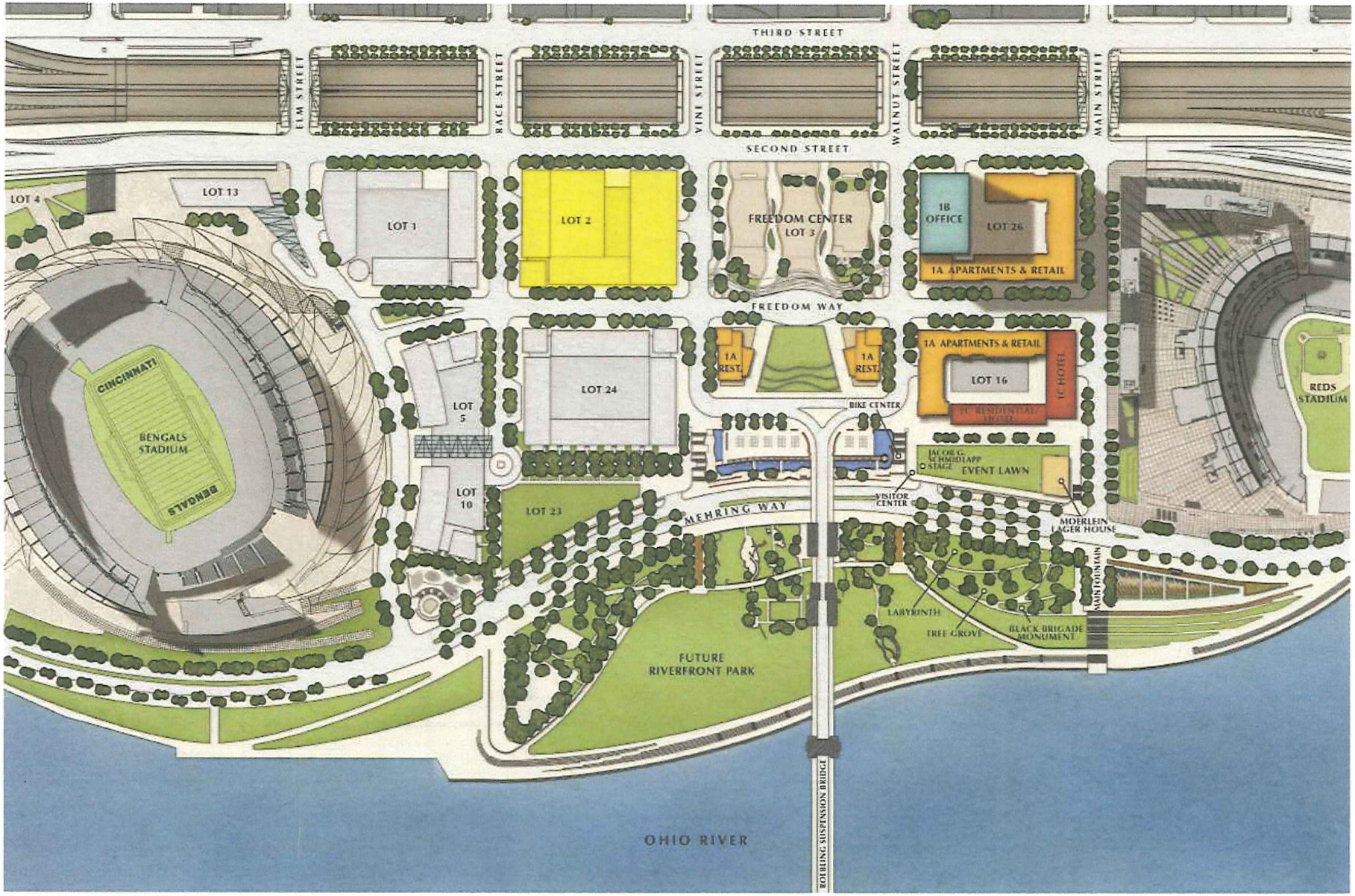
Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 22 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 21 of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

Situate in Section 17, Town 4, Fractional Range 1, Cincinnati Township, City of Cincinnati, Hamilton County, Ohio and being Lot 20 (A&B) of The Banks Phase __, as recorded in Plat Book __, Page__ of the Hamilton County Ohio Recorder's Office.

MASTERPLAN

THE BANKS



PHASE 1A
- 300 Apartments
- 80,000 sf Retail
- Restaurant Pads

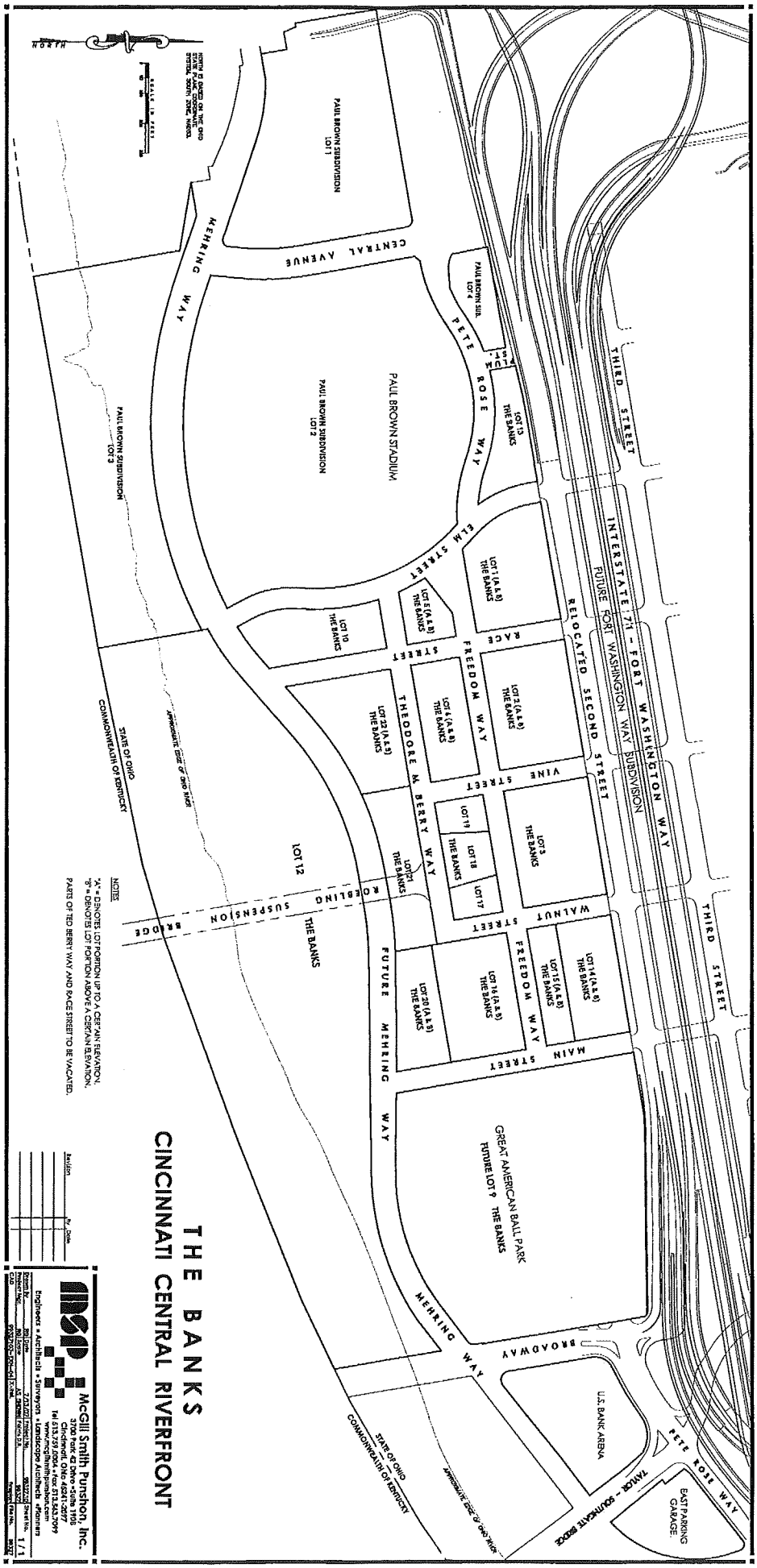
PHASE 1C & 1D
- Residential & Hotel

PHASE 1B
- 300,000 SF Office

FUTURE DEVELOPMENT
- 2,000,000 SF in Remaining Entitlements

PHASE 2

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NOTES:
"A" = DENOTES LOT PORTION UP TO A CERTAIN ELEVATION.
"B" = DENOTES LOT PORTION ABOVE A CERTAIN ELEVATION.
PARTS OF TED BERRY WAY AND RACE STREET TO BE VACATED.

THE BANKS
CINCINNATI CENTRAL RIVERFRONT

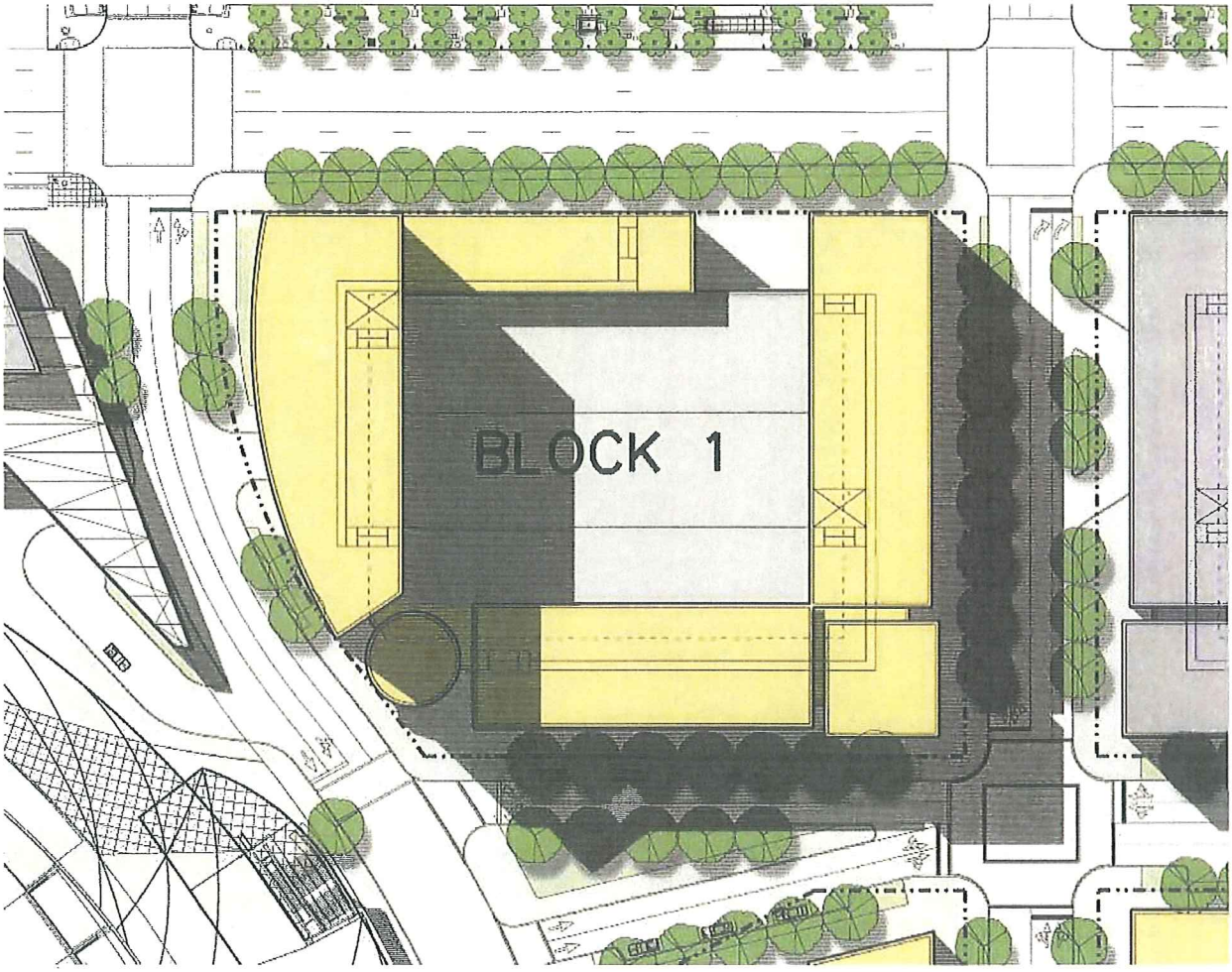
McGill Smith Punshon, Inc.
3700 Park 42 Drive • Suite 190B
Cincinnati, Ohio 45241-2077
Tel (513) 759-0004 Fax (513) 759-0009
www.mcgillsmithpunshon.com
Engineers • Architects • Surveyors • Landscape Architects • Planners

Revision	By	Date

Drawn By: RDJ
Project Mgr.: RDJ
Date: 7/13/2007
Project No.: 99327103
Sheet No.: 1 / 1

Block 1 Current Proposal

Block 1, adjacent to Paul Brown Stadium, will feature high-rise residential buildings fronting Race, Elm, Freedom Way and Second Street. A portion of the block will be restricted in height to protect view corridors of the Cincinnati skyline from the Club Level of Paul Brown Stadium. Residential uses are planned over retail. An above grade mid-block parking garage is planned to accommodate the demand created by the housing.



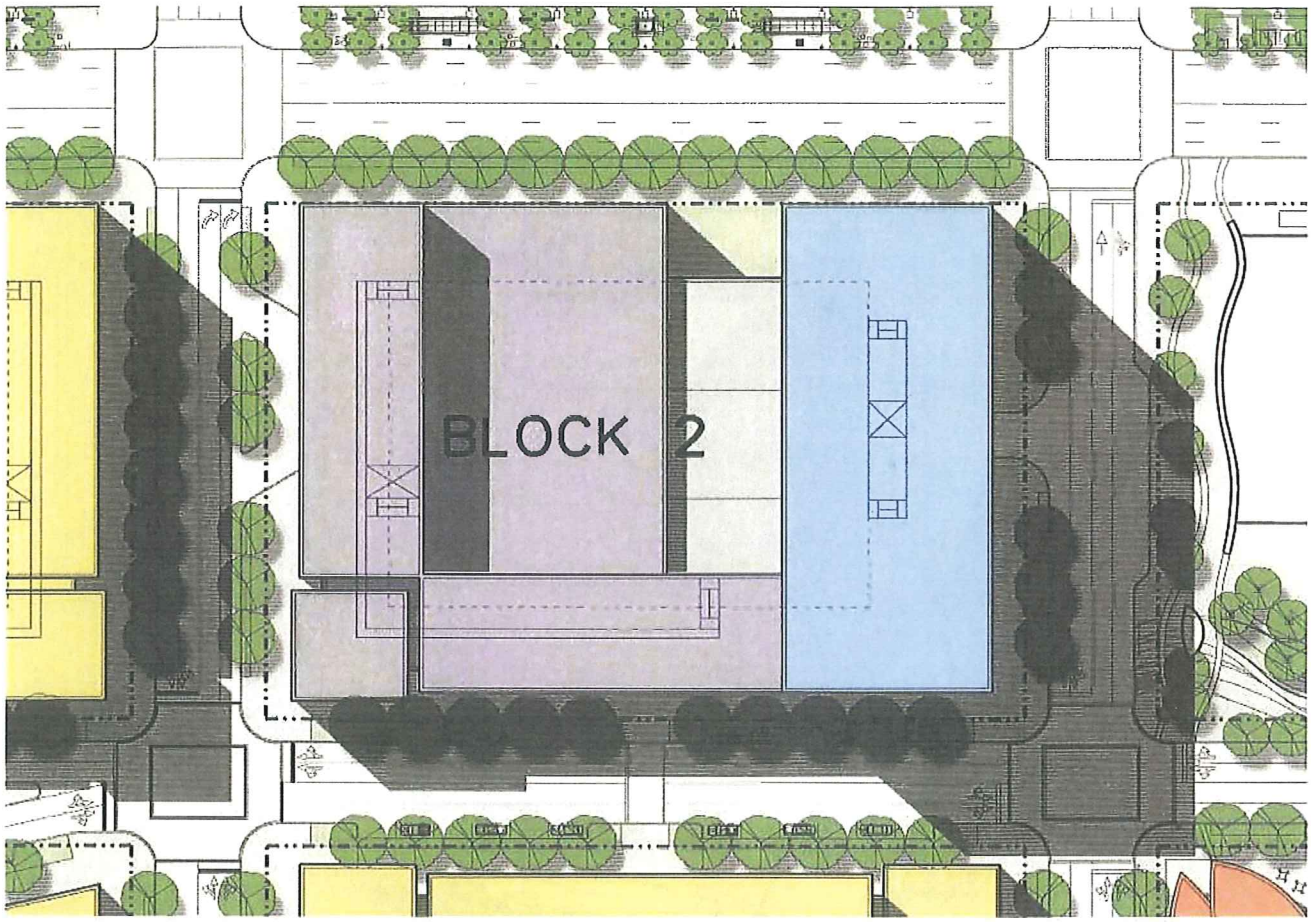
Block 1 Building Program

Block 1			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*103,419.75*	*(2.37Ac)*				
Residential SF			50-65	*50,000-65,000*	380 –00	380,000 – 400,000
Retail SF				*40,000-49,000*		20,000 – 28,000
Office				*100,000-140,000*		0
Parking				*240 Dedicated Spaces*		1.43 – 1.6 / DU
Total:				***190,000-254,000***	**380 – 400**	***400,000 – 428,000***

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 2 Current Proposal

Block 2 is planned to accommodate a class A office building, a full service hotel and retail fronting on Freedom Way. The hotel is currently planned to front Race Street, Freedom Way and Second Street. We anticipate a guest drop off located on Race Street. The office building will front on Vine Street with a portion of the lower lobby being retail fronting on Freedom Way. The retail lining Freedom Way will be similar to Block 4 and Block 8/11B including restaurants, soft goods and entertainment. The buildings are located to maximize views of the riverfront and the Freedom Center.



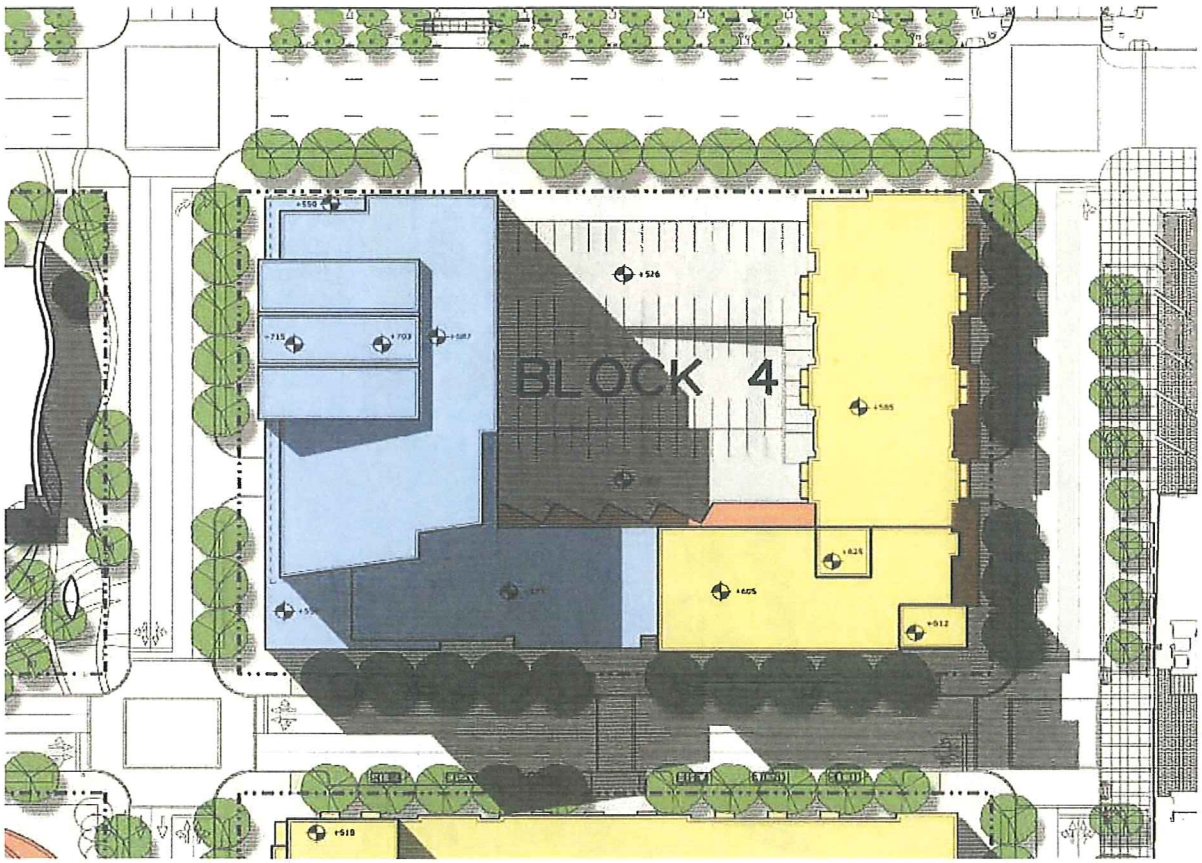
Block 2 Building Program

Block 2			**Previous No. of Units**	**Previous Square Footage**	***Proposed No. of Units***	***Proposed Square Footage***
Block Area:	*112,978.68*	*(2.59 Ac.)*				
Retail SF				*24,000-30,000*		*25,000-40,000*
Office SF				0		*300,000-350,000*
Hotel SF				*0*		*160,000-200,000*
Residential SF			*300-365*	*300,000-365,000*	0	0
Parking				*549 Dedicated Spaces*		
Total:				***324,000-395,000***	0	***485,000-590,000***

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 4 Current Proposal

Block 4 will provide a mix of uses including a class A office building at the corner of Walnut and Second, and retail and residential units in buildings running the length of Freedom Way between Walnut and Main as well as fronting on Main. The buildings lining Freedom Way will be approximately six stories and will step up in height between ten and twelve stories on Main Street. We anticipate an above grade mid-block parking garage that will provide parking for the residents. Parking access and service drives will enter the block from both Walnut and Main. The office building will have a gracious lobby located on Walnut Street and lobby entrances to the residential units will be located along Main and Freedom Way.



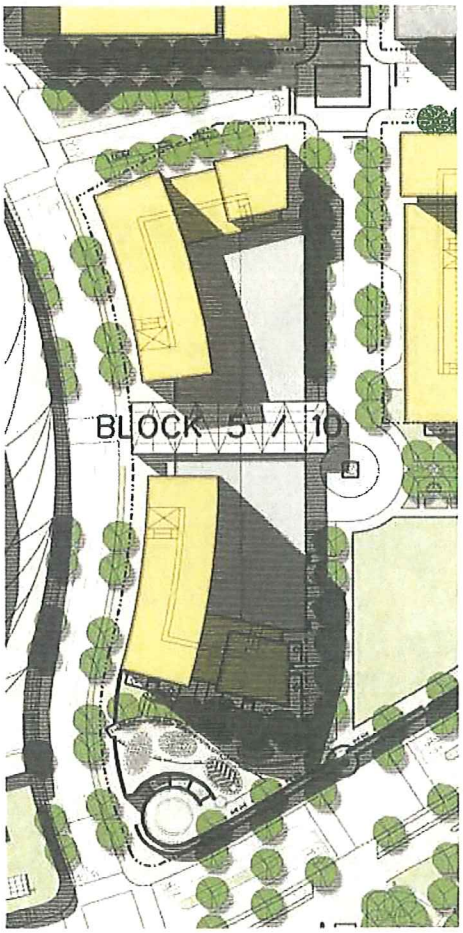
Block 4 Building Program

Block 4			**Previous No. of Units**	**Previous Square Footage**	***Proposed No. of Units***	***Proposed Square Footage***
Block Area:	*112,502.69*	*(2.58 Ac.)*				
Residential SF			*140-180*	140,000-180,000	*160-200*	160,000-200,000
Retail SF				*18,000-22,000*		24,000-32,000
Office SF				40,000-60,000		300,000-340,000
Hotel SF			*200-250*	*160,000-200,000*		0
Parking				*520 Dedicated Spaces*		*1.43 – 1.6 / DU*
Total:				***358,000-462,000***	***160-200***	***484,000-572,000***

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Blocks 5 and 10 Current Proposal

Blocks 5 and 10 will be a high rise residential tower providing retail, restaurant and café space at street level. Located between a small triangular island park in Freedom Way and the Riverfront Park, Blocks 5 and 10 are situated to take advantage of great views of both the downtown skyline and the riverfront. The location of the buildings provides residents and shoppers excellent access to the upper level park on 11WP. Race Street terminates into a cul-de-sac to allow for an uncongested drop off area and parking deck entrance for the residential tower. We anticipate that the height restrictions imposed by the Bengals will be relieved to accommodate the higher density proposed for the Banks site.



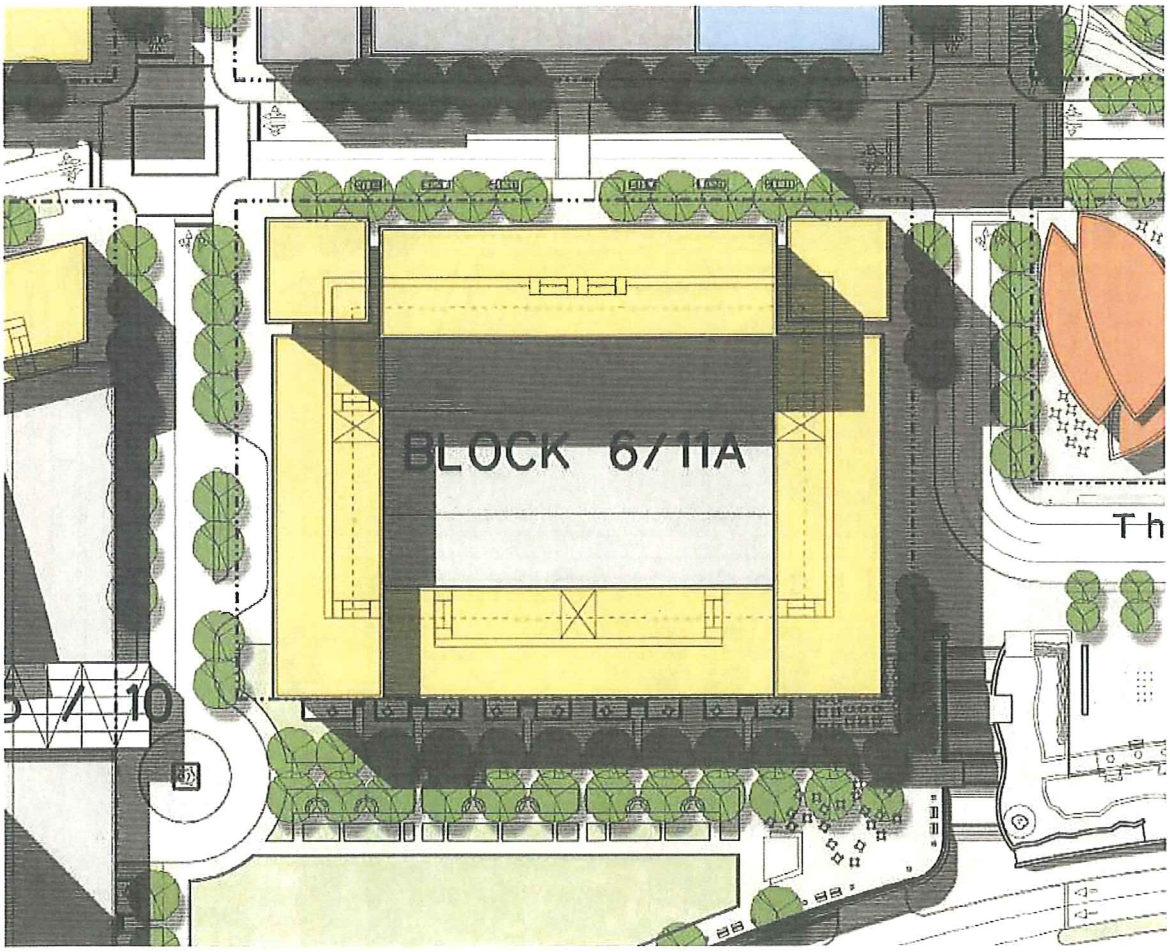
Block 5/10 Building Program

Block 5/10			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*117,284.64*	*(2.69 Ac)*				
Residential SF			*0*	*0*	*490-530*	*490,000-530,000*
Retail SF				*94,000-101,000*		*20,000-30,000*
Parking SF						*1.43 – 1.6 / DU*
Total:				***94,000-101,000***	***490-530***	***510,000-560,000***

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 6/11A Current Proposal

Block 6 will offer prime residential units above ground floor restaurants and shops. The buildings are formed to create a continuous retail street along Freedom Way for both Blocks 6 and 2. Residents will have spectacular views in all directions. Parking access and service will be located on or near the Race Street cul-de-sac to maintain the pedestrian focus on the other streets. Outdoor dining, entertainment and shopping uses on Freedom Way and Vine will activate the streets and draw patrons into the park space located on Block 11A. We anticipate some of the retail uses will be driven by the Park activities such as bike rental and a sporting goods store. Ground floor residential units on the south side, facing Riverfront Park, may have stoops to give the appearance of traditional row houses to that critical and highly visible frontage.



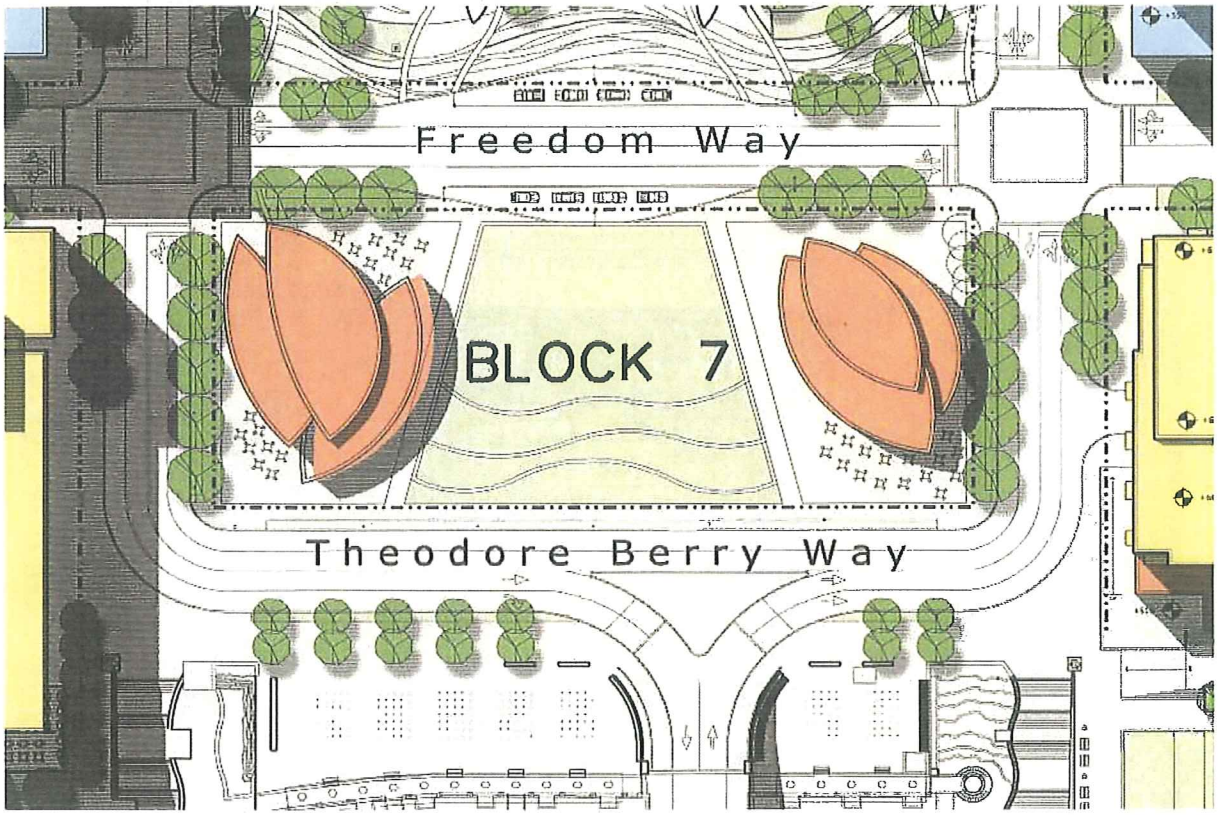
Block 6/11A Building Program

Block 6/11A			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*114,293.61*	*2.62*				
Residential SF			*70-100*	*70,000-100,000*	*440-470*	*440,000-470,000*
Retail SF				*30,000-36,000*		*25,000-35,000*
Parking						*1.43 – 1.6 / DU*
Total:			***70-100***	***100,000-136,000***	***440-470***	***465,000-505,000***

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 7 Current Proposal

Block 7 is planned to accommodate two signature restaurants with expansive outdoor dining capability to take advantage of the great views of both the Ohio River, the Freedom Center and the riverfront park. The restaurant sites will flank a public green space occupying the majority of the block bound by Freedom Way, Theodore M. Berry Way, Walnut Street, and Vine Street. This green space is anticipated to provide a venue for outdoor events for the Freedom Center and for the general public. The restaurants, will be limited to 35' in height to protect the view corridors from the second level of the Freedom Center. The location of restaurants is designed to serve as a continuation of the retail corridor along Freedom Way. We anticipate there will be valet drop off for both restaurants with the parking located in the below grade garages accessed through other blocks. All service functions will be concealed from the Freedom Center.



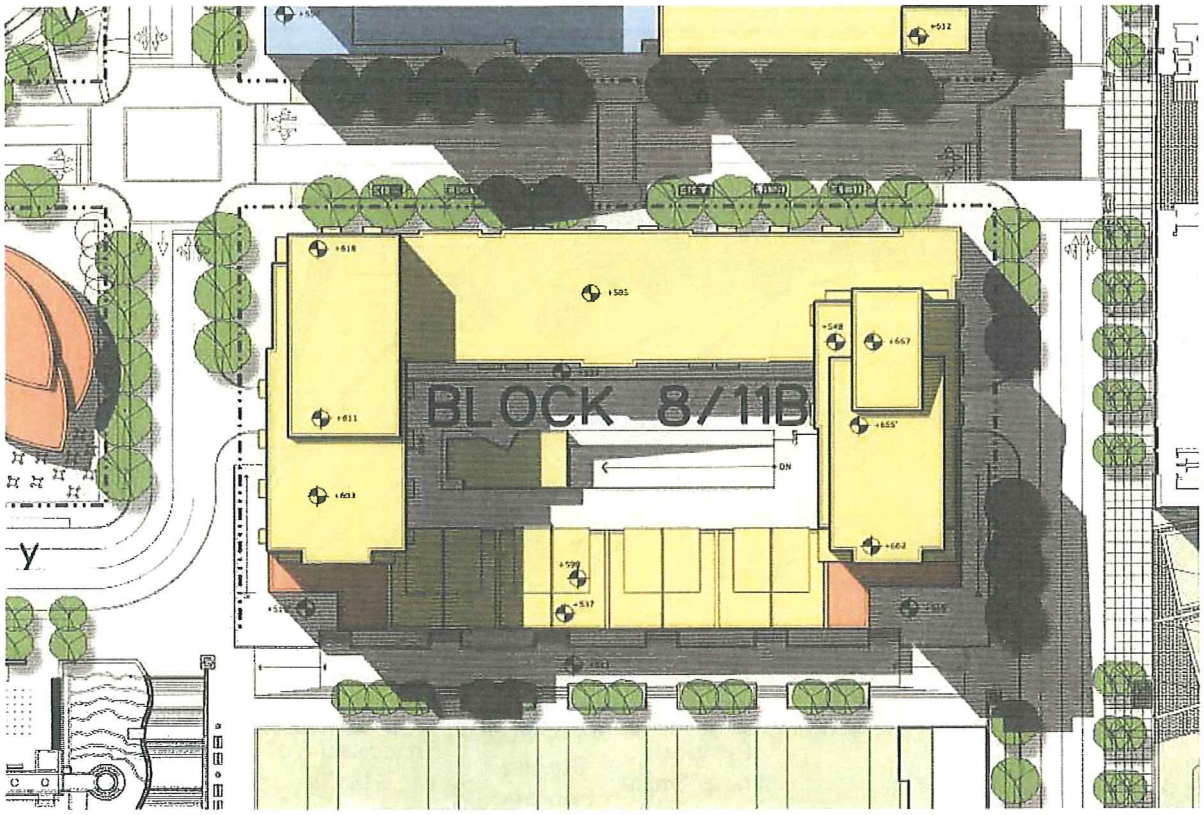
Block 7 Building Program

Block 7			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*65,377.77*	*1.50 (Ac.)*				
Retail SF				*0*		*20,000*
Open Space SF						*26,581*
Total:						***20,000***

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 8/11B Current Proposal

Block 8 is similar to Block 4, offering prime residential units above ground floor restaurants and shops. Formed to complete the residential row along Freedom Way, Block 8 residents will enjoy great views in all directions. The ground floor uses will feature dining, shops, and entertainment with plenty of space for outdoor activities in the adjacent plazas and park. The structures will vary in height; the current proposal includes a high-rise condominium with river and park views in each direction. Block 8 may include eight townhomes located along 11/B that will front on the upper park with traditional stoops. By pulling the development to the edge of the park, there will be a constant stream of activity to serve as a draw for patrons to utilize the park. Block 8 will take advantage of events held at the adjacent Reds Ball Park and is ideally suited to sports oriented dining and entertainment. Theodore M. Berry way has been terminated at Walnut Street to allow for a more buildable block dimension but the park promenade will be preserved.



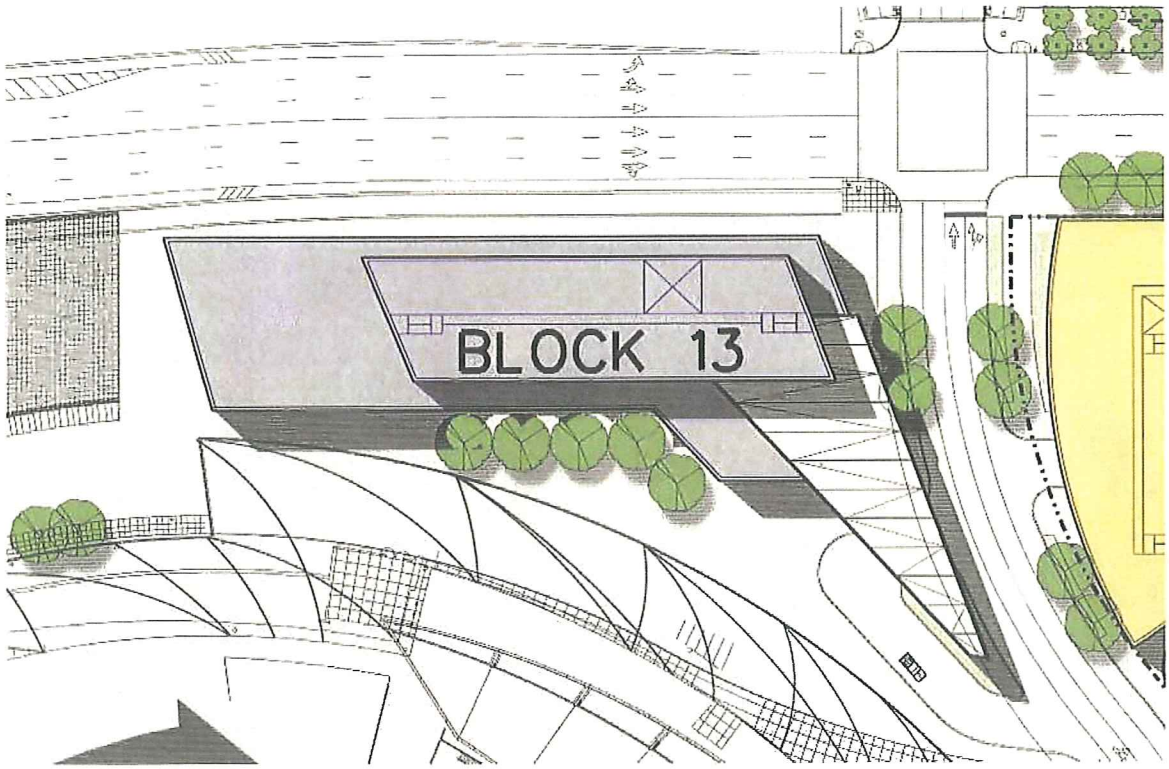
Block 8/11B Building Program

Block 8/11B			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	*92,359.71*	*2.12*				
Residential SF			*70-100*	*70,000-100,000*	*160-200*	*160,000-200,000*
Retail SF				*30,000-37,000*		*24,000-28,000*
Parking SF						*1.43 – 1.6 / DU*
Total:			***70-100***	***100,000-137,000***	***160-200***	***184,000-228,000***

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Block 13 Current Proposal

The current proposal for Block 13 includes a limited service hotel on fronting on Race Street. This hotel will be an excellent amenity to both stadiums. Parking for the hotel will be located in the below grade garage. The hotel will cater to the sporting enthusiasts coming to visit their favorite teams and family tourists.



Block 13 Building Program

Block 13			Previous No. of Units	Previous Square Footage	*Proposed No. of Units*	*Proposed Square Footage*
Block Area:	***65,786.98***	***1.51***				
Hotel SF				*0*		*40,000-50,000*
Total:						***40,000-50,000***

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.

Building Heights
There will be variety in the massing of the buildings within the development. The individual blocks shall be articulated with different façade types and rooflines so as to avoid a monolithic appearance and promote the impression of a city developed over time. The orientation of buildings shall be such that view corridors from the city to the river are maintained and that view corridors from Paul Brown Stadium are maintained in accordance with revised lease provisions.

Above Grade Parking and Street Level Servicing
Most blocks will include mid-block parking garages. These garages will be sized to accommodate the needs of the residential development blocks and are not intended for commuters or stadium-related events. Any residential parking to be located in the below grade garages will be nested and secured. All retail, office, hotel and general public parking will be located in the below grade garage and is on a first come, first serve basis with the exception of some dedicated parking for the office users. The street entrances and ramping for the above grade garages and the below grade parking system should be coordinated to provide maximum parking efficiency and operational flexibility without parking entrances on the east/west streets. Frequent entrances to both the upper and lower garages are planned for the north/south street frontage to give motorists several options to choose from and to take full advantage of the flexibility offered by the street grid.

Vertical pedestrian circulation to the below grade garage will provided via headhouses located within the wide sidewalk areas, similar to the current condition at the Freedom Center along Second Avenue. Residents will have direct access from any nested parking in the below grade garage to the lobbies within their buildings. Pedestrian access to the upper-level garages will be convenient, safe, and well lit with controlled access points entering directly into the residential buildings. Street level service areas are permitted in the interior of most blocks. On-street loading is permitted for all blocks. All dumpsters must be located within development blocks and out of sight.

Parking Levels 490 and 500
Two continuous parking levels below the central riverfront streets and development blocks will provide a major parking reservoir for commuters, stadium events, and central riverfront commercial activities. Vehicular access to the two parking levels will be at major entrance locations on Central Avenue, Broadway, and Mehring Way, as well as street level entrances above on Elm, Race, Vine, Walnut and Main.

A well-lit and attractive east/west walkway within the garage will help orient pedestrians and provide access to several elevator cores and stairways up to street level. Frequent headhouses at street level will be provided for pedestrian access to the parking levels. Buildings in each development block will be connected to the parking below. North of the garage beneath Second Street is the underground Intermodal Transit Center. Two loading dock facilities are shown, servicing development Blocks 1, 2, 4, and the Freedom Center. Trucks will use the intermodal cartway to gain access to the two loading bays.

The above proposed use and square footage represents one option for the referenced block. The Master Plan requires that the program have complete flexibility of use, location and square footage within the overall Master Plan. Proposed uses and square footages on each block are current projections subject to adjustment based upon market conditions.