

City of Springdale Council

December 22, 2021

President of Council Vanover called Council to order on December 22, 2021

The governmental body and those in attendance recited the Pledge of Allegiance.

Mr. Hawkins took roll call. Council members Anderson, Ghantous, Hawkins, Jacobs, Ramirez, Sullivan-Wisecup, and Vanover were present.

President Vanover: I have been via text message in contact with Mrs. McNear, she is home from the hospital, and surgery went well. So, we're keeping her best wishes for recovery up front.

Minutes of the December 15, 2021 meeting were unavailable.

Communications - None

Communications from the Audience

President Vanover: Let me add the caveat that this is other than the Public Hearing, so this would be anything else other than the Tri-County Mall issue. So, at this point, the floor is open for communications from the audience. (There were none)

Ordinances and Resolutions

Public Hearing

Ordinance No. 47-2021

AN ORDINANCE APPROVING A MAJOR MODIFICATION TO THE TRI-COUNTY MALL PLANNED UNIT DEVELOPMENT AND APPROVING THE PRELIMINARY DEVELOPMENT PLAN AT 11700 PRINCETON PIKE FOR A MIXED USE DEVELOPMENT

President Vanover: Thank you Mr. Hawkins. At this point, we'll ask and allow the applicant to make their presentation. Afterwards, I will open the public hearing for comment. Sir (addressing Mr. Wallace) the floor is yours.

Mr. Wallace: Thank you so much. Mr. Mayor, honorable Council members, Mr. Assistant City Administrator. It is a pleasure to be here tonight. We're very excited. My name is Dave Wallace. I'm a consultant to the firm Market Space Capital. On behalf of the applicant here this evening. I reside at 8334 Ginger Oaks Street in Houston Texas, and I really am honored to be here and I want to thank all of you for giving us the time. Before I go through this presentation, I would like to publically state what I have shared with the Mayor privately earlier today. And that is that this staff and the leadership in this community that we have seen and we have witnessed over the last several months here in Springdale have been phenomenal, and I've never seen a staff that has assisted in trying to make a development a success. Not just for a developer, not just for the leadership, but for the entire community, so I wanted to publically acknowledge them and to say, "Thank you".

So, 50 years ago, there was a Mayor and Council that was sitting at the dais going through a major PUD modification or creating a major PUD for the creation of the mall, and, obviously, at that point in time, they made a decision and what was created obviously was the destiny for the future of Springdale, and it's been exciting, and, obviously, that mall defined what Springdale is. It defines what Springdale is today, and equally important as we go through this major PUD modification this evening, we know that you guys have it in your votes to make a decision as to what the next 50 years can be for this same tract of land, so we are honored to be a partner of yours in connection with this overall development as well. So, the presentation I'm going to make this evening is going to be very similar to the presentation that I gave to the Planning Commission. I will make sure that I don't use the same stupid jokes that I gave at the last time, because I know many of you were there, and nobody ever wants to hear those jokes twice. But, nevertheless, the presentation that we're going to go through this evening, as you can see, we have several team members that are here this evening, and so I'd like to introduce some of those folks that are with us. I'd like to talk through the development concept plan that we have put together. Obviously, many of you have seen it,

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Mr. Wallace (continued): and I know that there are a number of people as a result of the media picking up the Planning Commission presentation, many of the folks in the City of Cincinnati, Springdale, and this greater area have seen this as well. We have some imagery from a programming perspective, I want to go through the timeline and the phasing of this. Obviously, since December 7<sup>th</sup> when we made the presentation, we had a lot of updates as well. We want to go through, we have some additional imagery that actually came fresh off the press today, which was not in the media, so you guys will be seeing that for the first time. Go through the entitlement requests, and then go through "Q and A". Now I know that there are three resolutions this evening dealing with the development agreement, dealing with the school finance, and memorandum of understanding. Obviously, this presentation is geared for the major PUD modification that we're talking about. I know that staff will be here to make explanations of the other resolutions as well, but, again, we're here to answer any questions that you may have.

So, from a team perspective, one of the things that we pride ourselves in is we want to surround ourselves with people that are better than us. It doesn't matter what area of expertise. We are not in the general contracting business; we want to get the best general contractor for this particular project. We're not in the architectural side of things. We want to make sure we get the best architect, the best engineer, the best civil (engineer). All of those different folks to make sure that we surround ourselves for a very successful project. I will tell you that all of these folks that you can see here are people that we are proud to say we have secured and are on our team at this point.

So, from Market Space Capital's perspective, the applicant is a joint venture of two Texas firms. One is Market Space Capital, which has an office headquarters in Houston (Texas), but it also has an office in Dallas (Texas) as well. The other joint venture is Park Harbor Capital. And I'll go through that slide as well. They're headquartered out of Dallas. So, for Market Space Capital's perspective, the company itself, and let me give you a little bit of history because I think it's important for you to understand who your partner is as we're moving forward. So, back in the 2010 timeframe, a gentleman by the name of Dr. Masaki Oishi who is in the audience right, now. If you'll raise your hand doctor. That's Dr. Masaki Oishi. He basically started acquiring properties with another person that's not with us tonight; David Rodarte, and the two of them, prior to forming the company Market Space Capital started acquiring office buildings, retail, and multi-family. Just one project at a time, create a single purpose entity, create value, and then ultimately sell it, or continue to hold on to it. So, the company has its roots back in the 2010 timeframe. However, Dr. Oishi has been doing real estate and practicing real estate since he was 15 years old. So, he's been involved in real estate for a number of years, and he would really be upset if I started to give his age, which is 55, but he's been in real estate for a long time. But, the unique thing is, he is, as a PhD, he's a doctor in neurosurgery. So, he's saving lives during the day, and doing real estate at night is the way we refer to it. So, he's been very successful at that.

In 2017, the gentleman by the name of Sohail Hassan joined David and Dr. Oishi. And, at that point in time, the company was formed. And, there was an actual legal entity that was created. Same strategy; moving forward, and in the acquisition phase. Sohail Hassan is here this evening, Sohail is one of the partners of the company as well. Very significant background in development, in entrepreneurialism, and business as well. The third partner is not here with us as well, but he's been in real estate all of his life as well. So, between the three of them they've done over \$1 billion dollars-worth of real estate just in the last ten years alone. Surrounding the company, and again, as I mentioned, the company wants to surround itself with a pretty deep bench, and there are non-executive advisers to the company. Those non-executive advisers have done over \$6 billion dollars of specifically to what we're talking about here in public/private partnership developments. And, so, they've got the experience to be able to understand and comprehend the type of developments that we have here. We also have a number of Affinity Partners. As I mentioned, we're not in property management, so we want to make sure we get the best of the best. We're not into construction. All we focus on is the development and the capitalization thereof. So, I've already spoken about the first three folks; Dr. Oishi, Sohail Hasaan, and David Rodarte.

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Mr. Wallace (continued): I'll talk about Thomas Mathew who is here as well. Thomas if you'll put your hand up. Thomas is Vice President of Acquisitions. So, any acquisition, which obviously we're talking about here, goes through him. We've got a pretty elaborate team. As you can see, a number of other names at the bottom there, all of these people are spending effectively full-time on Springdale right now. So, whether it's focusing on doing research; market research, understanding the dynamics as to where things are headed, they're involved in this particular project. Running financial models, sources and uses and everything.

From my perspective, I've been involved in real estate since 1982. So, I just turned 60. So, I've been involved in the real estate business all of my life. Early on, back in the early 80's, I think all of you remember the savings and loan crisis, and some very difficult times in the mid 80's. So, when I first got involved in real estate, I quickly saw it went up, but then I also saw what came down with respect to real estate values. At that point in time, it thrust me into a turnaround mode for that company I was working for. That's basically what I've done over the last 35 years. Understanding how you can put these types of transactions together and in the mid-80's I formed a partnership with the Thatcher family from the United Kingdom. It was called the Grantham Company. Grantham England is where Lady Thatcher was a Member of Parliament before she became Prime Minister. So, I was the CEO of that organization and we bought troubled companies. In 1990, when she stepped down from being Prime Minister, I became her Chief of Staff, ran her private office, and was the founding Treasurer, founding Director of the Margaret Thatcher Foundation. I say all of that, number one, it was cool, I liked it, and it was fun, but I say all of that because I was exposed to about \$27 billion dollars of privatization that took place in the United Kingdom with British Gas, British Telecom, British Coal, British whatever. And, it truly taught me, as a young person in my twenties, how the public and private sector can work really well together, and that you can form very good partnerships and it can create a "win-win" situation.

Fast forward, I became the Mayor of City of Sugarland Texas. Was Mayor for three terms, and during that period of time, I did about \$6 billion dollars of public/private partnerships. Some from your side of the dais, and some from the developer's side of the dais. And, so, as we approach things, and the only reason I'm sharing this story, is that we are looking at it not from the standpoint of what's in it for the developer, and I'm not also looking at as to what's in it from the municipality standpoint, but what's in it from the Community's standpoint. How can we truly create that "win-win" situation? So, as we started looking at this particular project, it was, "What are the revenue sources for the City"? How can we devise a development plan that maximizes your revenues so that the citizens, the constituents that are here, you can at some point in time perhaps reduce taxes? I'm a big supply-side oriented guy, so, that would be fantastic. How can we continue to drive revenues for the municipality? And, that's the type of backgrounds that we focus on, on this particular project.

Park Harbor Capital, Mike Van Huss; Mike is right there. And then, Mike's son, Kevin Van Huss is with us. A good father-son team. Park Harbor Capital; Mike has been involved. He's not as old as me, but, nevertheless, he's been involved in real estate effectively all of his life as well. I think the unique thing about this; Market Space Capital focuses on principally, at this point, multi-family. And whether it's in Value Ed, whether it's an outright new development, those are the type of developments that it focuses on. But, when Mike Van Huss was initially approached by the broker that was selling the Tri-County Mall, he basically was looking at it; he knew that it was going to involve a great deal of public/private partnerships. He also knew that it was going to require a lot of multi-family in order to help drive the tax revenues from the City's perspective. And so, he reached out to us, and we formed a joint venture. Now, the unique thing about Mike is he's been very much involved in adaptive reuse of malls. Collin Creek Mall which is a million plus square foot mall in Plano Texas was a project that he did, and was very much involved working with actually the same broker that brought the Tri-County Mall project, as well as another \$300 million adaptive reuse of the Statler Hotel in Dallas as well. So I say all of that that we've got a wonderful team, and we've worked extremely well together. We all "divide and conquer" so to speak, but nevertheless, that is the team that we have. But, when you start talking about a team, it's not just who's within your organization.

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Mr. Wallace (continued): As I mentioned, we are very much focused on the community and what we can do. Early on, as we started talking with the leadership and the staff here within the City, we started talking about the creation of a tax increment finance district, and, obviously, there's the very important person sitting at that table, making a decision, and that's Princeton. So, as we started talking with the leadership at Princeton, and much of that leadership is with us this evening, they basically said, "We really like what you're doing. How can we be working together to enhance the quality of education for our youth?" And again, looking at this from a community standpoint, we basically sat down, and said, "What can we be doing to work with them?" So, I'm very pleased to report that the (Princeton) Board of Education, back on December 18<sup>th</sup>, unanimously passed the school compensation agreement, which I know is on one of the resolutions this evening, but equally important, they passed a memorandum of understanding for us to work together. And, I think all of you know that the former Dillard's building; it's a tremendous asset, and, as you're going to see when we talk about the design, it's at the heart of this development. And, there's part of that, which obviously we want to continue to work with the City on a memorandum of understanding on the first floor, but the second floor, we basically have signed a memorandum of understanding where we as a developer are giving up to about 120,000 square feet to Princeton (City Schools) to create the Princeton STEAM (Science, Technology, Engineering, Arts, and Math) Institute. And to the extent that we can bring all of this together, we feel that we've created additional learning opportunities for the youth in our community, so we're honored to be able to do that. We still have a lot of decisions; we have to work a lot with the architects, a lot of design things that we need to work with from a programming perspective, but we are committed to do that. And, I know in conversations with Tom Burton, the leadership at Princeton is committed to do that as well. So, we're very honored to have them as a partner. A couple of weeks ago, Tom and three others from his senior leadership came down to Houston, spent a couple of days with us, had the opportunity of learning more about what we think, and we had the opportunity to learn more about them. And out of that obviously, came a very good symbiotic relationship.

We have some other team members that are here. As I mentioned, this is the best of the best, when you start looking at these different classifications. So, we're very proud of this team. BHDP is an architectural firm that has been here in the Cincinnati area for many, many years. We have a number of the folks from BHDP that are with us this evening. Where's Mike? Mike (Habel), put up your hand. We have Tom (Arends), where's Andrew (McQuilkin)? Patrick (Donnelly), you made it; that's great. Those four individuals have been extremely involved in this project. Mike Habel, the CEO of BHDP Architects, when we first started talking to them about this particular project, the original plans for the mall were designed by BHDP, and if you go and look at the mylars that were in their basement, the signature, and the initials were actually Mike Habel's, so, they were very much involved in the history of this, which I will tell you, has been very, very helpful. As we start working with the civil engineer saying, "Where is the underground cistern?" Mike Habel says, "I know exactly where it is, because I designed it." So, it's really great to have them. They have been invaluable. I think you have seen a lot of the renderings. I think you've seen a lot of the programming that has been put together, and we are honored to have them.

All of these other folks that are there, with the exception of two, and I'll talk about them in a moment. These are all local people. It does us no good, as a developer from Texas, to bring all these Texas architects and engineers, and general contractors. It does nothing to the local economy. We want to help the local economy. So, every single one of those are here in the Cincinnati area. We're pleased to have them as team members. Many of them have worked together on prior developments, so understanding everyone's working habits, and understanding the local codes and ordinances is extremely helpful. So, we feel that we have that. The bottom two items on Aimbridge Hospitality, as you know, there's 400 keys, 400 units that are in this major PUD modification, and so we want to make sure that we have the best of the best. Aimbridge Hospitality is the largest hospitality management company in the world; headquartered in Dallas, roughly 1,700 hotels throughout the world. Then, from a multi-family perspective, as I mentioned, we're not multi-family managers; we don't want to get in that business, but we want to surround ourselves with the best. Pinnacle Property Management presently manages 175,000 multi-family doors across the United States. About a year and a half ago, they were acquired by Cushman Wakefield, so it's great to have a deep bench such as that. So, those are the team members. Our team continues to grow.

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Mr. Wallace (continued): Today, we were on the phone with local bankers. Yesterday, we were meeting with local general contractors. Again, we want to go local on everything that we're doing here. So, the design and programming process that we had, as I mentioned, we don't just do this in a vacuum. What we've done is we obviously have our team. We've had a lot of people who have had "boots on the ground". Many times, people were up here, that many folks within the City of Springdale didn't even know that they were here; just doing their own market assessment. Being a "shopper" if you will over at the mall. And, so, we've had the opportunity, obviously, to learn as much as we can, but, as I mentioned, we wanted to learn more about the community. The Community's goals and objectives. That's why we spent as much time with Tom Burton and his team to learn more about what we can be doing to help educate the youth. That's why we've been spending so much time with the Mayor (Webster), Andy (Kuchta), Brian (Uhl), John (Jones), a number of folks as to how can we be helping the City. And so, it's been a very good collaborative process as we've gone through that. And I will tell you we spent all day today at the (Tri-County) Mall. Most of the time, we have meeting after meeting, but we obviously have a lot of folks here, and we were planning for different things today. And, my wife always refers to me, and you'll probably laugh, as "The Christmas Boy". What she means by that is I love the Christmas holiday. And, when I was young, I always remember going to the mall. I always remembered Santa down there, the high school Christmas carolers were over there, you had music playing, and you had all these Christmas decorations. It was my time of year, just to sit there and "people watch", and just see everyone in such a happy, festive mood. Yet, when you go there today, you have a mall that is at 18% occupancy. When you go there today, there were only two Christmas trees at the front door. Not a single Christmas tree anywhere else. It was just not the same type of an atmosphere, and I was very melancholy about it. And, from a Community perspective, if there's one thing that I hope that I drive home this evening, is that our desire is to create something that is truly special here; special for this Community; special for the stakeholders that are here.

We've gone through a void analysis. A void analysis is that it's a very intense algorithmic computer approach as to what assets, what services are missing in this area. And, if they're missing, who are the targets that we should go talk to as it relates to those types of services. So, we did a void analysis. We know exactly who we should be focusing on in connection with that. We went through a discovery process. Obviously, we have spent a great deal of time today. We were in basements. You probably didn't know that there are basements over there. About 30,000 square feet to 40,000 square feet of basements. So, that discovery process is ongoing. We also went through a repurpose analysis. It does us no good to demolish the mall. It does us no good from a value proposition. It does us no good from a sustainability standpoint for us to put hundreds of tons of concrete and steel and other things in landfills in this particular area, so how can we repurpose as much of this as possible? Believe me that was something that Mike Van Huss harped on since day one. Is that we really need to do everything that we can; we want to make sure that when people go out there they can say, "I remember that skylight. I remember that column. That's the first time I kissed a girl there." I want people to remember things like that. Then, last but not least, an iterative process of design and economics. Most of the time, I will tell you that when you deal with a lot of architects, the architects paint all these pretty pictures, and you have to sit back and say, "That looks great. Really creative.", but it does not make economic sense. We just can't do that. We're fortunate to have BHDP. It has been a truly collaborative process where they're looking at the economics; they're looking at the return, they're looking at it as an investor would be looking at it. At the same time, what is it that we can build? And that's the process that we went through, and, as you can see, there's a number of different resulting matrix of the different programs that we have for this particular project. I think everybody understands a little bit about this particular development. I love this little pointer here. This is so cool (laughter).

So, what we have here is 70, roughly 75 acres. Kemper and then we have Princeton Pike, obviously the freeway, and then we've got the CSX right of way that runs along there. And, what's really interesting is that on the north side up here, and we'll talk about this is a moment, but, when we first started looking at this, we were thinking, "Alright, this is a great place for a bioswales, another word for detention facility, but just an environmentally clean and unique way to use this, but also with a dog park and other "hike and bike" trails that we have. And, as we were going through this process, when we were looking at the survey, we realized

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Mr. Wallace (continued): that some of this we did not have in the acquisition, and so we looked and started realizing who it was that owned it, and Ray (Schneider), the gentleman that owns the storage facility up on the north, as well as the Red Dog here, owns that land. And so, we have met with him, in fact, he's here with us this evening. We've had a couple of meetings with him as to what can we be doing together in a collaborative effort to make sure that we can maximize the return both on site, as well as off site. And, so, I'll say it here; I'm convinced that we will be in a position where we're going to be working with him in some really unique and positive ways from a community perspective. But, this has been a very hard transaction to create. You've got a mall that, obviously, the main part of the mall; roughly 70 acres, is owned by a group out of Singapore, and so, needless to say, that's difficult from a negotiation timing and everything, you've also got the Macy's parcel, which is roughly five acres; that's a separate negotiation and then you have a Sears ground lease. So, all of those have been negotiated, so, we're honored to be in a position to say that we're moving forward in connection with this project. I mentioned before about the salvaged structure. And, in this situation, everything that you see in orange, and even since the time that we did this, we've been able to salvage even more. So, we truly believe that we're going to be salvaging close to 85% of the existing mall. When we say, "salvage", in fact, I heard one of the news reports say that we're going to demolish down to the structure, which is really a factual statement. We'll take the sides off the walls, the skin off the wall, and we'll have an adaptive reuse, but, the foundation, much of the structure, we're going to continue to use and so when people go out there, they're going to have a feel of a Macy's big box, but it's now an alternative use. Same, with Dillard's. I already talked about that a moment ago. So, that's what we have in connection with this.

Let me go to the next slide, and you'll see from a use. Everything that we have in green, is residential. And, the lighter green, as you can see in this middle section, is more low to mid-rise green, so, in this situation, we basically have three stories of residential. And then you have some of the darker green. This is an overbuild above what is presently the Macy's. So, in the future, people will no longer know that it was even a Macy's in the future. And they will see a residential around roughly three corners of that development going up. And so, the darker greens are the more "high rise". And, when I say, "high rise", it's more probably eight to ten stories, and what you're going to see in the major PUD modification is requesting an allowance to go up to ten stories. We're not certain that that is what it would be, but, at least up to ten stories is the focus. All of the higher density are around the existing parking structures. We've got roughly 3,500 parking spaces that are already installed. If you stop and you think of it, again, from an economic standpoint, it costs a good \$22,000 to \$23,000 per space to build that. That's significant value from a developer's perspective, but, again, we're not tearing it down as we move forward. In the front, this section right here. Obviously, this is more retail. This is the Starbucks, Men's Wearhouse, Chipotle, which is already there. This should really be blue. This is the Outback Steakhouse. And, what we have in front of it is more of a "limited service" hotel. And, the reason we say "limited", because, obviously you have food and beverage adjacent to it with Outback Steakhouse already. And then, as we move forward with this, this is the mall.

This being Macy's right here, and if you were on the first floor of Macy's, walking out, there's two escalators there right now, and started walking south down the middle of the mall, you would have retail on both sides of you. Two stories of retail; two different levels under there. And, as we continue to move forward, this is the skylight. There used to be a fountain there in the middle. Today, it's a children's play area, and then there's a large spine of a skylight. A blue skylight that runs across the top here. All of that is going to stay. That's part of the feature, iconic feature that we have. However, as you walk through here, this is no longer going to be retail. This will obviously be a plaza area in the middle, and this will be more residential, overlooking this particular area.

This area right here is BJ's. BJ's would stay there, on the first floor over here, we have Mi Cozumel; they would stay where they are, and then we have along this side on the first floor, we would have retail. And, when we say, "retail", we all understand what has happened to the mall. We understand the 18% occupancy, we understand what has happened not just in Springdale, but throughout the world from a retailing standpoint, and what Amazon has done, what COVID has done. It's obviously had a ripple effect and so it's not uncommon to see what has happened here, and so, I wouldn't expect you to go there and see an Abercrombie, or a Claire's, or some of the existing mall tenants, but, what we want is we want to create more of an entertainment, more of a "live, work, play, recreate, educate" type of a location in one master plan

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Mr. Wallace (continued): development. And so that's what we envision having here. Over in this area, we have more entertainment related aspects. I've already talked about Dillard's. One of the things that we're going to be talking about, and I think it's the final resolution this evening, is a memorandum of understanding for us to work together in a community engagement and a community survey of what can we do on the first floor to potentially create a rec center for the City. Similar type of a situation that we have with the school where we build it, and it costs the City nothing. We build it, we turn it over to the City, and the City ends up leasing it for ten dollars a year. Obviously ten dollars is not much rent. If you want to negotiate to \$9.98, which the mayor was trying to do, we will do that as well (laughter). But, in any event, having that on the first floor, which is roughly 115,000 square feet, based on the programming needs that your Parks and Rec Director had shared with us. We'd love to continue that conversation. We'd love to continue involvement with the community, community survey; community engagement. As I mentioned, it needs to be a "win-win" situation for everybody. But, having that on the first floor, having the Princeton S.T.E.A.M. Institute on the second floor, and we're having ongoing conversations with two universities to be on the third floor from a culinary perspective.

Culinary is really a unique type of an education system, and, in having the conversations that we've had that actually Tom Burton has been very instrumental in facilitating those conversations. One of the major universities in this area has had conversations about creating a culinary school, as well as a hospitality school. The University of Houston, has the JW Marriott Hospitality School at U of H. Very similar type of a concept that we're talking about there. We've also had conversations with that same university from their entrepreneurial studies program through their school of business about having a location here. And then, last but not least, we've also met with a culinary incubator that has gone through a number of cohorts that come in, that actually get educated. They understand more about business and how to run a business. They've actually had, I think its 35 or 40 different graduates of that incubator that have now graduated, that now run restaurants in the Cincinnati area. And, having all of those different areas so that they can co-locate and when we're working with the incubator for the education side, we've got a university to help from a curriculum standpoint. But, on the second floor, we also have the old food court. The old food court, if you were to go back there and walk from the different bays that are there, you still have pizza ovens, you still have freezers, you still have everything there. It's as if everyone just left in the middle of the night. It is all there. And, the unique thing that we would like to move forward with, and we are having ongoing conversations, is in the downtown Cincinnati area, I'm sure you all have seen Kroger has on the first floor, a grocery store. Then, you go up to the second floor, and they've got a culinary R & D (Research and Development) type of a kitchen, if you will, with different menu items and things. So, just think if we have that type of an application here, where you've got an incubator with chefs. You've got a culinary school, you've got thousands of people every single day, students every single day that are looking for food and beverage that need to be fed. You've got a wonderful atmosphere for us to be able to do that, and then, for underneath that, to have the identical type of an approach where we have a grocery store underneath the food court. That's what this has been programmed for. So, those are some of the areas that we have.

Up in the southeast corner, this is the old Sears Automotive area. This is really the only area that we can have a drive-thru, and so what we're focused on here is a pharmaceutical company; a pharmacy. We're not talking about Walgreens, or CVS, we are wanting local. I think Yost (Pharmacy) is one of the ones that we've been having conversations with about going there, which is a compounding pharmacy. And then, everything else, I think is pretty self-explanatory. I talked before about having a dog park, having a bioswales, "hike and bike" trails that continue to run along here. What we'd like to be able to create is right at the foot of the Rec Center, on the first floor, is the trailhead that goes to the hike and bike trail that goes all the way down to Glendale, to the golf course, and actually goes across, underneath the freeway, that could connect with the Red Dog Spa over here, and ultimately, and if we can work with CSX to do it, which will take a lot of effort, a lot of heavy lifting, I realize that, to basically get a pedestrian underway to come across here. That will now connect us with the big box area over here, and then also to be able to go across, and then go to where the old General Electric, GE Aviation Golf Course, and then up to your park up here. So, that's what we're focused on as we move forward. Greenspace; I think what's really unique right is all of that is a sea of concrete. And so, when you think about an impermeable surface, you

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Mr. Wallace (continued): basically have all of this runoff, drainage issues that are there, and to be able to replace that with grass and dirt, and greenspace, should definitely help from an overall environment standpoint. But, as you can see, there's a lot of green. We've got in the major PUD modification, we have 15% as a minimum of greenspace, and you can see we have that in this design as well. So, this is what we're focused on. I know that this doesn't necessarily correspond directly with what's in the major PUD modification, because the major PUD modification was kind of maximum levels, but, nevertheless, this is what we're focused on, and when we talk about office building and things like that, from an office perspective, I know today, the physical occupancy of the office environment in the City of Springdale; the occupancy is only around 30%. Part of that is COVID. But, when you look at the economic occupancy, it's only around 70%. The last thing we want to do is to create something that is going to cannibalize existing assets that are here, and bring them over to this location. So, that's why, when we talk about Dillard's, I believe that we can be 100% leased with these three MOU's (Memorandums of Understanding) that we're talking about.

As it relates to the Macy's facility, which is four floors, we're having ongoing conversations with an incubator that is really more in the life sciences perspective, and having more of a multi-use type of situation there as well. Again, with a view for people to live, work, play, recreate, educate all in one location. So, when we start talking about the multi-family, this is exactly what we're looking at. I realize that in the last 30 years, there really has not been a significant new multi-family project that has been built in Springdale. The last ones that were built were really more "garden style" type of projects; three story walk up. That's not what we're talking about. We're talking about something that will focus its energy toward more of a millennial market to be able to get folks that actually are working from their home, which drive, obviously, tax revenues to the City. Having something that has these types of amenities, this type of a system that we have. A lot of times, people are talking to us about, "Well, why is it that you are talking about just 'giving' 115,000 square feet to the City?" If we have a recreation center that is at the heart of this development, being selfish, we don't have to create a recreation center in our own multi-family buildings because, if you live there, you're a resident of the City, here's where you go to work out. Here's the recreation assets that you have. And so that's one of the reasons why we want that to happen. Again, from an office perspective, again, I don't want to dwell on office from an environment that it's going to compete, but office at least this type of a look. Once you take down the walls of Macy's and Dillard's, and the mall itself, it's very easy, and I say, "Easy", because I don't know how to do it. The architects will tell me it's very hard. But, it's very easy to re-skin the side of the building to make it look appealing like that.

And then, when we look at the interiors of this, what's really interesting is that when Tom Burton and his team came down, we had prepared a presentation as to this is what we really think that this STEAM Institute could look like from a programming strategic plan design and I think Tom, they must have gone to the exact same website we went to as to images, because we had some of the same images. So, we're definitely in sync as it relates to that as well. And then, from education, again, looking at things that are more; how can we create "MakerSpace". How can we create incubator technology? Again, the latest and greatest technology so that the students, when they graduate, they have different areas. Some of them may want to go into culinary; just go upstairs, some of them may want to go into other fields, but, again, this gives them the opportunity to be able to do that. I talked about culinary before. I'm just going to say this one time. I say this all the time, several times. I've always thought of a culinary school as an education institute.

A good friend of mine, a guy by the name of Joe Riley, he was the former Mayor of Charleston South Carolina. He told me a story about Johnson and Wales, a culinary school. How he enticed Johnson and Wales to come to Charleston South Carolina. And, I really didn't understand the connection of the story, but, he basically said that 30% of the graduates of Johnson and Wales get investors, live in Charleston, and set up new restaurants and shops in Charleston. Charleston is now become this "foodie" economy. And, when you start looking at that from a tourism, from a trade, from people coming into the community, leaving tax dollars, driving the economy, helping to employ people, it's very, very significant. So, the culinary school, like I said, we're having really good conversations in connection with that, and I think all of us would be very proud with what we're going to be able to create there. Retail; like I said, we're really not anticipating a lot of retail. We do have some retail that's there. As the Mayor mentioned, I think today in one of the interviews, some of the outparcels we look forward to all of

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Mr. Wallace (continued): those continuing to stay for a long period of time. We want to sit down; we are planning on sitting down with every single one of the tenants that are there. Up until today, now that it's public, we obviously had a prohibition, we were not permitted to approach any of the tenants per the purchase and sale agreement that we had. On this item, I wanted to show this on the left. As you can see, I think this is the Galleria in the Houston area. So you can see, this is kind of a domed roof structure that is here. So, think of this more as a blue triangle, which is a skylight that is presently there. Yet, when you take a look instead of having retail which is presently there, having residential, and then having an open plaza area with landscaping and activities and other things to do. From the food and beverage, I think some of these you can see we've already got with BJ's and Chipotle, and others that are there. Before we leave, if it's my last breath, we will get a Skyline and a Graeter's there, because I really like both of those restaurants, so I want to make sure that they come as well. And then, from an entertainment standpoint, entertainment, I think, is going to be the key to this development. I think a lot of people understand that if you create a lifestyle-type of a development, it energizes people to come to the development and have a wonderful time and have that sense of community.

When I was Mayor of Sugarland, we created Sugarland Town Square, and it was about a \$300 million dollar development as well. So, we did a 300 room Marriott, we did office retail, our new City Hall, convention center; a number of different components. We created a TIF as well. So, many of the funding tools that we're talking about here, we used there as well. We did all the economic impact assessments, and we were right on. We knew exactly what our tax revenues and property tax, and mixed beverage tax, all of that was going to be. But the one thing that we missed was the plaza in front of our City Hall. That then became the community gathering place too. That's where we have our Christmas tree lighting, that's where we have movies under the moon, that's where we have the concerts. That's where we have car shows, dog shows, all of those different types of things, and it truly creates a sense of community, so, if you go to Sugarland Town Square any Friday, Saturday, thousands upon thousands of people are there in the evening, and right now, as it relates to statistics, I don't want to bore you with this, but, when somebody goes to a mall, if they're going to go get a pair of shoes, they get out of their car, they go get the shoes, they get back in their car and they leave. There is a 4 to 1 amount of time that a buyer will spend if they go to a lifestyle type of a center. "I'm buying this, but I'm just going to mill around. I'm going to go Starbucks and get a coffee, and get ice cream", and so on and so forth. That's what we want. We want people to be entertained. We want people to have a wonderful time there, and if they're entertained, if the children are at school, and the parents come to pick them up, we want them to have a restaurant. We want them to have places to go, and things to be able to spend money on.

This is a development; you can see; Rustic. Rustic is a really unique opportunity. We have them in Texas in different locations. Part of them are in Dallas, and some in Houston, but it is a restaurant, but as you can see on the left side, what you have is outdoor seating, and then you have a stage here. You can see the sound and lights that are there. And, this is just a big garage door that opens up, and so you already have a built-in stage behind their sound and lights, but, at the same time, when you have inclement weather, which I've been told, it happens every now and then here in Cincinnati, the stage, you basically just kind of turn to the left and there's a garage door on the inside, and then people play to the inside as well. So, it gives you many uses and it's not something that you can just use during a wonderful time of the year. It's something that's 365 days as well. What you'll see in the rendering, you'll see that we do have one of these locations that are there and we've created it more as kind of an amphitheater type of an outdoor seating location. Greenspace, as you can see, we have a lot of the greenspace that is on this, and, again, it's not just greenspace where it's a yard, we want to make sure that it is more of a passive park; an opportunity for people to get out, have fun, mill around with their friends, and then, as you can see, in the upper right hand corner, this item; it says, "Mutts" across there. So, "Mutts" is a dog park in the Dallas area, and, in fact, I think Mike was saying, I guess I could probably say that, he wants to name it "Canine Cantina" here, but, having something so that you have, in Dallas it's a three acre dog park that's enclosed. However, you can also get a drink. You can get food, you can get other types of things to eat there, and, from what I understand, I have never been there, but, if I were single, that's probably a place I would want to go. You rent a very cute dog, which would attract people to come and talk to me. So, in any event, and, again, these are conversations that we're already having with Ray (Schneider), the owner of the Red Dog as

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Mr. Wallace (continued): well. From a design perspective and a phasing perspective, we have got to create critical mass.

So, Phase I is by far the largest single phase that we have. And, this phase is probably close to \$350 million dollars of a single development. And, again, some of the assets are presently out there already, but, as we look at this, this centerpiece here, having the residential in what was the corridor of the mall, having a plaza area for people to congregate, having, this is the area that we're talking about, Rustic, and then having the Dillard's component here. To be able to bring in the three anchors that we talked about that bring in substantial foot traffic to this development. And then, of course, having the creation of the dog park, and the bioswales and other types of environmental assets, and then the pharmacy that is all that we focused on Phase I. And, I will tell you that many times, all of us want to be correct to the fifth or sixth decimal point. I'm telling you, this phasing diagram is going to change. We may have somebody that comes tomorrow, and say, "I want to do a life science". Okay, well, let's move on Macy's in Phase I, and so we obviously need to understand that as we continue to move forward.

Phase II, we start focusing on the hospitality, additional multi-family, and then we start building our first high rise that is adjacent. It's kind of an overbuild over this existing parking structure that is there. It gives us height so that as you are driving down the freeway, people will notice this development. And then, in the third phase, we start focusing again on multi-family. So, when we have multi-family that is not adjacent to the parking structures, what we have here is more of a podium style where we will have a parking garage that is on the first and second level, and it might even be sub-grade, but, nevertheless, having that, and then having stick-built multi-family on top of that. Again, many of those renderings and images I showed you earlier are identical to that type of a concept.

And then, over here, we start building on the overbuild. This, again, is another high rise that is over the Macy's. Phase IV, multi-family, and then the rest of it is just a whole series of 5A, 5B, 5C. We don't know whether this is going to be a 15 year plan; we don't if this is going to be a ten year plan. We've modeled it as a 15 year plan, because we wanted to be conservative when we working with the City's financial advisor for the modeling of the TIF revenues, and we feel that we were conservative. Internally, we believe it's going to go faster, but nevertheless, we modeled it to be conservative. From an image standpoint, I think a lot of people have already seen this. But, this is as if you were standing right next to the Starbucks. And, as you were looking straight ahead, this is the blue skylight that is there. Now, right now, what you would see is you would just see a big wall here, and that's the side of the mall. So, we've opened that up, and we've created a plaza area so all of this is open; roughly three floors, three stories of that. That's open from floor to ceiling. So, even though we're keeping the roof structure with the skylight that continues to go across there, all of this is open. So, if it's 70 degrees outside, it's will be 70 degrees underneath there. If it's raining outside, you will stay dry. But, nevertheless, that's what we're focused on there. As I mentioned, right now, this is the side of the mall. And, what we envision here, and what we've planned is that we will have three floors of residential, and then we'll have on the bottom floor, we will have, whether it's shops, and bars, and pubs, and retail in that particular area. All overlooking this plaza area. And as I mentioned before, the plaza area will, I think, be the biggest surprise to all of us as it relates to value. We have a restaurant here, we have a restaurant here as well. And then obviously behind this, you can see rising above the dome, this is one of the multi-family projects that's the overhang on the big parking garage that is back there.

So now, if we were to move forward and come stand right here and start looking in to that plaza area; that is what you would see. So, as you look past here, this is the present third floor of Dillard's. So, rising up above it, and behind it, is the multi-family, but on the third floor, you can see Cincinnati Culinary Institute, you can see Springdale Center, and then we have Princeton STEAM right here. So, this is floor to ceiling glass wall. So, right now, if you're in the mall, you basically have a door that comes in here, here, and then you've got a third floor that doesn't have any access into the mall. You have to come down to the second floor. In between this wall and this area here, is basically a street. And, if I were to go back to the site plan, you would see that. What's unique about this is all of these columns; the skylight, these girders; they're there right now. And that's what we want to keep is we want to make sure that the legacy of what is there people remember. What you also see are stairs that are here. And

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Mr. Wallace (continued): I think a lot of people say, "Well, wait a minute, if I'm standing right here, right now, which is where the fountain was, and where the kids' play area is, if I were to march north up to Macy's, I don't go up these stairs. What are you doing here?" That's underground parking. So, we're basically building up above that which provides underground parking for the residents that live here, but what it also provides is a back door to just on the other side of that wall is where the restaurants and retail are. And so, that's the image that we have. So now, if I were to, I'm going to actually go back to show you my next point. So, if I were standing now right here, looking this way, that's the image I want to show you now. This is a new image. So, this is the side of the mall. Right now, BJ's would be right over here, and this is the side of the mall. As you can see, we've got three stories of residential, and then, at the bottom level, we've got restaurants, outdoor dining, and that's what we're looking for. We want to be in a position; one of the things that we liked in the Over-the-Rhine area is that many of the restaurants have the ability of setting up bollards at the ends of the streets, and opening up the streets when you have festivals. Perhaps, it's bringing in food trucks, or other types of things, but having an open plaza area here. And, again, all of these perspectives that we have are based on the plans. So, these buildings that are here are the ones that we actually have on the plans. This is the Rustic component that I was talking about. As you can see, this is on the south side of the development. There is the blue skylight that would be coming down, you BJ's right behind it, and then you have the Rustic outdoor amphitheater area/indoor type of a food and beverage hall. And then of course, our favorite dog park. So, we're excited about being able to have all of that in that particular area.

So, Mayor, Council members, what we have requested in the major PUD modification, I know that you have had time to study it, we were honored to have unanimous approval from the Planning Commission a couple of weeks ago. And so, all of the different ideas and concepts that we have here, I know that you have studied those. I'm not going to bore you with the numbers, but, again, many of these were designed as we sat down with Carl and his team, we sat down as to what is the maximum, or what is the minimum. What is the minimum green space, what is the maximum height? The maximum number of units? The maximum square feet so that we can build it. As I mentioned, we know that this plan is going to change, but, what we have designed here, we believe that we as a developer have the flexibility to be able to do something very, very special here as well. And then as we continue to move forward, as I mentioned, I guess the only way to predict the future is to create it, and I think all of you have a tremendous opportunity in front of you at this point to make a very big decision so that as we look at the next 50 years of Springdale, we can do something that all of us can be standing shoulder to shoulder and be very proud of. So with that, Mr. Mayor, Council members, I'd love to answer any questions or if you'd love to turn it over to a public hearing, I'll leave it up to you sir.

President Vanover: Well, at this point, I will open a public hearing and anybody can address the Council or the applicant either for or against. So, the microphone is open. I would ask that you identify yourself, name and address please.

Mr. Landham: Tom, I'm Tim Landham, 35 South Lake Avenue, Glendale. I've been gone from Cincinnati for a little over 25 years and as I told some of the Council members here, I can't find my way around Cincinnati now; I'm totally lost. Absolutely delighted to hear about this because, as I was mentioning to Tom (Vanover), and I have learned there's a lot of "Toms" here, so, I'll try to get my point across. By the way, Merry Christmas to you all. I hope we're merry and bright in these difficult times, and we're all thinking of people who lost their homes in Kentucky and heaven forbid something that never happens here. And, as you're designing this thing, I guess those types of things, Tom, the architect, that's taken into consideration. The dog park won't help me because I have to tie a pork chop around my neck to get a dog to like me, so that's not going to help me at all. And, I do have to get in, "How does Santa like his pizza? Deep, and crisp and even." I'm representing the common man here and my concern here is this is moving forward and we talked to some of the Council members about this is the work atmosphere for the future has changed. You're going to work from home. And, I am absolutely elated that the residential is considered in this proposal. But, what I'm concerned about is it would be wonderful, and when I envisioned and I heard about this, I saw an open space in the center of the mall with trees, and residential areas around the top and someone could go right down the escalator or down a pole, and they could

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Mr. Landham (continued): be working. And so to me that was a “win-win”. But, then I thought, “Well we’re not going to have the retail spaces that we’ve had in the past.” While you’re too young to remember, I’m 175 years old and I used to go to the CG& E (Cincinnati Gas and Electric) building downtown and I’d watch the train exhibit, and then we’d go to Shillito’s and Pogue’s and they had the animated features. Do any of you remember that? Doesn’t that bring back memories? So, we’re not going to have that anymore. But, we are going to have Santa Land I can tell here. You’re a big fan, we’re going to have a Santa Village, and we’re going to have lights, we’re going to have carriage rides around here. Yes, yes? And, your engineering department is going to have a heck of a job trying to figure out how to do the traffic around this particular area, because I can’t imagine our current traffic system is going to work. But I guess the three points that I kind of want to make is that is from the architect standpoint, how much is this design going to advance energy sources? Is any of it going to be run by solar possibly, alternative (fuel sources)? In terms of green space, is there going to be a walk around track? And, the other big thing is how much of this housing is going to be what I call affordable? A lot of times, you know, when you come into these types of systems and so forth, the word “luxury” is used. And, I’m hoping that housing shortages is just terrible, and what, and we talked about market value. I’m not quite sure what that means, but it’d be wonderful to have someone to be able to work in this environment and to enjoy all the elements there, but still be able to afford to actually work there. I also am absolutely elated that you’re involving the education system at Princeton because my big thing to youth today is I want kids to learn a trade. Because if you learn a trade, you’ll always have a great job, and if the infrastructure ever strikes in Cincinnati, I’m hoping that will involve youth and learning a trade of how to build and how to sustain themselves, because they’re going to have to know how to do this. And, if you can show the youth today, many of them are lost; they don’t think that there is a way out, and if you can show them, if you learn metalwork, or learn how to do this, do you realize the money that you can make and you can sustain yourself and your family for the future. The other thing is any of the tops of the buildings going to be utilized possibly like a garden area or something? These are all things that, so, I guess I was mainly concerned is if the housing is going to be affordable, is this a done deal, or is it still pending, because you still have a lot of elements here or is this still in the works or is it done? And, the other thing is, involving possibly maybe getting, you do have medical on there, but possibly, this is not the last pandemic that we’re going to have, and we think of the future and how to take care of the health and the citizens of the surrounding area, maybe trying to get one of the hospitals involved putting in a medical center of some sort; you’re going to have maybe a pharmacy, or something in the one section, and that’s excellent. So, the educational opportunities, and also I love the idea, I just came from the west coast. Out on the west coast food carts are huge, just huge, and since the fact that it’s very difficult to even get people to work in a restaurant anymore, the idea of the food cart as your self-contained entity. You can come in, or you can come out, and the idea of maybe using that food cart concept where you can bring in more different types of food, but you’re not investing a lot of equipment and building things. I don’t know how Tom the architect would figure that out, but it’s that type of concept of maybe utilizing food carts that are being used in and out. But, I think that was the main thing that I was concerned about; affordable housing. And, alternative sources of energy and how this will be used. Thank you very much for your time.

Mr. Wallace: At the risk of having my back to you, I apologize. I want to make sure that everyone understands the answers. So, I think there were probably about 17 questions there, and I’m going to try to address every single one of them. I think as it relates to having healthcare, the life science program, we basically have 250,000 square feet that I believe will have those types of elements that he spoke of. When you start talking about traffic, we’ve received information back from our traffic engineer; this mall, the off-site traffic, the arterials, the light signalization, the curb cuts; all of that was designed for peak traffic in December for a mall. And, we’re going to have nowhere near that type of a traffic element. We’re not changing any of the penetrations as it relates to the curbs, we’re not changing any of the “right turn only” lanes, and we’re not asking for anything else. We’re going to go with the existing information that’s there. I will tell you that one of the conditions that we had talked about was that prior to us coming for the final plan approval, is that we have a traffic impact assessment to support that information as well. So, as it relates to the energy efficiency; most definitely. In fact, we’ve got a lot of questions about can you have solar in this type of an environment with freezing and so on and so forth. We’ve also talked about what type of geothermal can we add. In fact, we were in the basements today, and it was noticeably warmer than everything else, so, geothermal obviously could be one of those conclusions that are here. I think when you start talking about

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Mr. Wallace (continued): energy efficiency, this, of course, will be all of the latest and greatest. And we'd make sure that we've got energy efficiency concepts in what we're doing, where we have electric vehicle charging stations, all of those other types of things as well. As it relates to affordability of this, obviously, we haven't even put together financial models for this particular project. We understand what the market is, we've done a complete assessment of one-mile radius, five-mile radius, and the entire Cincinnati area; we understand what the market will bear. We understand what the market conditions are. Obviously, there's not been a lot of multi-family that has been created in this particular area. But, from our perspective, hopefully, you have heard that we are community-oriented and we want to make sure that we are doing what is in the best interest of this community. I agree with what the gentleman said as it relates to the live, work, play, to be able to slide down a pole and be at your work environment. Those types of atmospheres from a co-working type of an environment, WeWork I think is one of the concepts obviously that has, actually, had some troubles recently as a result of COVID, but having those types of elements so that people, I don't necessarily have to stay in my unit; my home in order to work. I can actually go across the street and having a Starbucks. I would love to have a Starbucks franchise with all of the students that are going to be there because I know they're going to be spending a lot of money at the Starbucks, but I think those are the different types of responses that we would have and again, from a hike and bike perspective, as I mentioned, we want to make sure that we focus on health and wellness. It's interesting; we've engaged the University of Cincinnati, we've already engaged I know Andy (Kuchta) the Economic Development Director here, we've already provided some preliminary economic impact assessment numbers as it relates to what it is that we're building. But, what I think is unique, is that University of Cincinnati, it's one thing if you say, "We're going to have this person working here, here's what they're going to spend, here's the economic impact, here's the sales tax, here's the property tax." That is easy, but, what the University of Cincinnati is doing is that they're taking it one step further. They're taking it from the standpoint if we are creating something and we've done an analysis over the next 20 years; it's almost \$300 million dollars of value that we would be giving to the City, the school district, and, the university for these different assets. If you were to take, here's the "in-kind" real value of those facilities, and so the University of Cincinnati is looking at if we can create somebody that has this enhanced education, what is their enhanced earning capacity? What is their enhanced value to a community? And, we're doing that from a health and wellness standpoint. If we can get a recreation center, hike and bike trails that continue to go and, what we're focused on now is almost eight miles of hike and bike trails, not just on-site, but off-site as well. And I think that was all of the questions that he had asked. So, hopefully, I answered those appropriately.

Mr. Hall: Good evening, Mayor Webster, ladies and gentlemen of City Council. My name is Tom Hall. I'm a resident of Olde Gate, and I have 30 years of longevity in the Springdale city area. There's been many questions about this, and we've tried to answer them. Of course, you have the best of the best here. I was very, very fortunate to be able to go to Houston. There's a development in Houston that's very similar to this. Not exactly like it; it's similar to it. I was just so fascinated at the foot traffic, the people, the hustle, the bustle. There were thousands of people there. And, I felt really privileged when this came up to have been able to have the opportunity to put my eyes on that and see this. Because, it's really something to behold. And, I certainly hope that Council will take that into consideration favorably for this project. I think it's good for the City, it's good for the surrounding area, it's going to bring people in from the surrounding area, and I guess I couldn't describe it any better other than the most popular question that I get is, "Is it going to be like Liberty Center?" And, I was pretty proud to hear that Mr. Hawkins had a really good answer for that. "It's not going to be like Liberty Center, but it's going to be 'like it on steroids'." And, that's true. And, again, wish the Council to take that into consideration, economic impact it's going to have on the City, and your deliberations, if you'd take that into consideration I would appreciate it. Thank you so much.

President Vanover: Thank you sir.

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Mr. Wisecup: Hello, my name is Ian Wisecup, 152 Silverwood Circle and I think this is really great. I don't think the mall has been over 50% capacity probably since I was in elementary school, and now I'm at the high school. A lot around this area, Springdale is great, but a lot of the places to be for my age group I feel are probably out in Sharonville, some in Evendale, and I think having this redevelopment having some park space, hiking space, and also some of the retail areas being revitalized, I think, will bring a lot to do for my age, and my age group rather.

Mr. Schneider: Hi, my name is Raymond Schneider, currently own Red Dog Pet Resort and Spa and Circle Storage. I thank you for giving me the opportunity to be there. We took an old site that was really falling apart, and I think what you get with Tri-County, we're the beginning of that "broken window" theory. As you see somebody come and remodel, I think you see we've done a nice job. I look forward to Tri-County to change. Changes this whole model of the Springdale area. I've done the same thing in Madisonville. I was the first to come there, built a Red Dog there, built some apartments, and built a healthcare facility. There's now three apartment buildings there. Medpace has put (in) \$250 million dollars; I think they came because somebody was interested in investing. These guys are investing in your community, and you should do whatever you can to help them. I look forward to working with them. I think I'm very lucky, if you're going to have 3,000 apartments there, and they need a place for dogs, and they need a place for storage, (laughter), and, I think, being there early is always good, and I appreciate you giving me the opportunity. I look forward to having this group do a nice job, and I look forward to working with them. Thank you.

President Vanover: Thank you.

Mr. Kerns: I like that he made the comment about 15 years; ten to 15 years, so I'd like to have a timeline with when this becomes relevant. Because, if you're going to attract these people, a fourth of the way, it's not working, so what time then do you think that this is actually going to be a drawing element whereby people feel this is where I can be, and this is where, in fact, I will find a pleasant place I want to stay in.

President Vanover: Excuse me sir, could you please identify yourself. Your name and address please for the record.

Mr. Kerns: I'm sorry, Estel Kerns 587 Observatory Drive.

President Vanover: Thank you.

Mr. Wallace: Thank you for the question. Where we stand at this point in time, as I mentioned, we've got three different definitive agreements. Somewhat of a convoluted type of an approach. One of the things that we needed assistance from the City is speed. Because, many times, when you negotiate a purchase and sale agreement, the current owner of that asset is not going to give you this elongated period of time to perform due diligence, and we needed to really understand do we have a partner with the City? And, as I mentioned before, we believe that we have a really strong partner with the City; same way with the school district, and others as well. Our earnest money, we've got about three quarters of a million dollars of earnest money. That's up at this point, and that goes hard on January 4<sup>th</sup>, and so we needed this vote tonight in order to determine whether or not we could move forward. This project, obviously without the TIF, and obviously he understands the "but, for" test when you deal with economic development, "but for that TIF", this project would not get off the ground, and, so that's an important component of this development. An affirmative vote from you this evening will help us in connection with that. We have some other loose ends, BHDP is finishing up certain environmental, certain engineering, due diligence on it, but all of that will be done by December 31<sup>st</sup>. Absent any glaring issues, which we don't envision, we believe that we will be hard on our earnest money come January 4<sup>th</sup>. Once that happens, we have a 60-day window in order to close, so that basically puts us to around March 4<sup>th</sup>, so, we envision being in a position of closing around the end of February in that order of magnitude. I will tell you that if you look at this development, most of time, if you're looking at a large-scale development such as this, it takes years to put together all of the architect, engineering, design, go to the general contractor, value engineer it, get the capital to be able to do that. We're very fortunate because we've got that engineer, that architectural firm as a partner. Not in a legal sense, but in the truest sense of the

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Mr. Wallace (continued): word. And so, because of that, we believe that we will be in a position to start moving dirt and actually making an improvement within six to nine months, which is very quick. Now, if you start thinking about what is it that is the gravity that will attract a great deal of foot traffic, which is what the restaurants want, the retail want, everyone else wants, that's interior finish out. Interior finish out of the Dillard's building is not a substantially long issue. So, as we've had conversations with the University (of Cincinnati), as we've had conversations with Princeton (City School District), we basically indicated that we feel that we can be open in the fall of 2023. So, that is a realistic timeframe. Now, there's a lot of work that needs to be done between now and then. There always are market circumstances, there can always be surprises along the way, but, we believe that that Dillard's location can be completed by that period of time. Shortly thereafter, within the next 12 months, the other; the mall structure, obviously we've got tenants we need to deal with. We need to make sure that we treat everybody in a fair and equitable manner relative to that. But, as we start moving forward, we believe that, I would say by December 2024, all of that first phase will be completed. Dog Park is relatively easy. That green space; that's a simple lift, and some of these other ones, so, that is kind of the timeframe. And then as we continue to move forward, as I mentioned, what people want to see is, "Is it real?" And, how can we create "there" there? And, by doing Phase I, we can create that gravity that we believe will see that momentum and then all of the additional phases will take place relatively quickly. As I mentioned, we truly don't think it's going to take 15 years. And I agree, we don't want it to take 15 years; we're going to be sitting on debt, we're going to be sitting on interest, and we want to do this as quickly as possible, but in a prudent manner.

Mr. Burke: Hello. My name is Jack Burke. I'm 22 years old. My address is 893 Miami Ridge Drive, Loveland, Ohio. Mayor Webster, members of Council, thank you for the opportunity to speak. All my life, Tri-County Mall has meant a great deal to me. I mean, so many first memories have happened there, and the architecture, interior design is just iconic and throughout all the years watching it fall apart like this is really just heart-wrenching really. So, when I heard the opportunity to really reinvest in the space and to make it grow once again, it just lifted my heart again, and I think that this is a great opportunity to really redevelop the City of Springdale for the next 50 years, and bringing BHDP back to kind of continue the mall again for another 50 years, just kind of creating that legacy is just really inspiring. Thank you.

President Vanover: Thank you.

Mr. Burton: My name is Tom Burton. I have two residences. The residence where I actually sleep at night is 3906 East Kemper Road. But, really where I stay is 3900 Cottingham Drive, which is my office. Very proud superintendent of Princeton City Schools, and thank you for the opportunity to speak, Mayor, and Council. I just wanted very quickly to add just a couple of things. In the very beginning of this year, we had a motto; #ourcommunityisourcampus. This is the work. So, Mayor Webster, and Andy (Kuchta), I know it's been a pleasure to work with you guys as we're trying to put something together when you came to the office the first time, and working with David (Wallace) and Michael (Van Huss), and Kevin (Van Huss), and Tom (Matthew), and the whole gang. It's just amazing. Just very quickly; we're going to be able to create something with this Princeton STEAM Institute that very few people will ever see in their lifetime. This is going to be something that's going to be revolutionary, transformational. It's going to be something that every single Council member, every person will want to see it in action. I know David (Wallace) talked about MakerSpace, but that's going to be like "passé". That's going to be like just the very ground floor of what we're going to be touching with partnerships that we have; over 500 partnerships that we have with businesses, we're going to have robotic arms, 3d printers; we're going to have all kinds of things. It's going to be very, very different than many other schools around, and, in fact, I believe this would be the first of its kind in and around not only Cincinnati, the region, but also probably the State (of Ohio), or even the country when you look at the partnership of this school being in a residential area like this, but it's interesting that isn't that how schools are started? We're going to build a school in a residential area. That's the way it should be where you can do so much. So, I appreciate Michael (Van Huss), and David (Wallace), and the great partnership with Springdale, and hopefully an affirmative vote tonight, and let's get going. And of course, as always, "Go Vikes"!

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Mrs. Sullivan-Wisecup made a motion to adopt Ordinance No. 47-2021; Mrs. Ghantous seconded.

Mr. Anderson: I know you've heard a lot of comments along the way about how exciting this project is. Not just for the City of Springdale, but, for the region. I certainly share that feeling; the energy that's come across inside the City, getting things moved quickly. When people talk about how big of a change this could be. Especially in light of how challenging malls have been in this region. It's tough to find a good use for it; a redevelopment opportunity and a partner. So, I just wanted to say first I appreciate that you've found us all the way from Texas. I think you've got a good City here. It's in a great location, and the people here are willing to work with you to make it happen. I know I certainly am excited about the project. Right now, we're talking about the PUD specific change. Not necessarily things later about the Rec Center and other agreements. In that spirit of partnership, I want to make sure that you hear some of the concerns or questions that I have as well, and please take them in that spirit. When I ask questions, it's really to understand where your intentions are and where you're at. It's not in any way challenging. When I look at PUD changes, especially one of this size, one of the things that we're asked to do, as City Council, is evaluate it in terms of how it fits into the neighborhood right? Because, a PUD comes above the general building code for a use case. So today, we're talking about one of the first times we're integrating a mixed use for the City, so, it's kind of new ground. Traditionally, Springdale has been separated, right? There's the commercial area where the mall is, and then there's all the residential area back on the other side of the City. When I look at a PUD change, I really look for two different things. Especially of this size. What does it do in terms of safety for the residents and what's happening on inside of that PUD. Like, we wouldn't put industrial use right in the middle of a residential area; things like that. I also look for integration. How does it fit in with the rest of the City's uses and businesses? Because other businesses and developers have already invested in the City in other ways, and I want to make sure we're being fair to the residents and the other businesses. The only thing that gives me a little bit of pause when I hear about the PUD, and again, I really am excited about it, is when we talk about things like getting a Skyline and a Graeter's into the development. I think that's great. I'm a big Graeter's and Skyline fan. You missed LaRosa's on that list also. They're also a favorite. The good news is we already have those in Springdale. We have all three of them. In fact, Skyline is directly across the street from the development. Graeter's across Kemper. Graeter's is kitty-corner across Princeton Pike and 200 yards up, and LaRosa's is across the street on Princeton Pike. So, I guess my challenge to you is as we work through the final development plan, that this is a preliminary plan, and an idea and uses, is that we also take into account how this big development, big change for the City integrates with the neighbors around. I'm really excited about what you talked about in terms of the trail head and access, especially working with other developers like what happened with the Red Dog Park to the side. I think that's a great start. But, in terms of the PUD, I hope that you continue to do that, especially in the first phase. We talked about Liberty Township as a model, and I'm not really familiar with the "steroid" aspect of it. But, what they did in their development when they started is the first thing they did in that area is they put the greenspace out and the public use spaces out, and they established how the community will come and recreate there and then later they came in with the living and commercial. So, this is different. But, I think we can learn from that. That was very successful. The idea of getting people to come there is important, but I don't want to do that at the expense of the other businesses in the area or the residences that are in other areas and have a certain use pattern. So, again, I'm excited about the work, but I hope that you consider the safety and integration as you do these use cases. Just one last thought on the safety side. As I look at the plans that you have in the preliminary plan, you include things like the road diagrams. And all the throughputs. It's hard to tell from the preliminary plans what that will actually look like. You've got the one main drag strip going right in front of the Rec Center, and then it goes around the corner. I hope that when the architects and designers get into the "meat" of it, you look at things to do traffic calming inside that space; straight shots, even across that distance can be really "off-putting" to a lot of our residents. So, consider accessibility safety as you do your final development.

Mr. Wallace: Thank you Councilman Anderson. Obviously, there's a number of traffic calming devices and tools that are available, whether it's lane channelization, other types of things that the architects obviously are very, very good at being able to make sure that we use

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Mr. Wallace (continued): those types of tools from a public safety perspective. One of the things that we did in the City of Sugarland is we created a municipal management district so that it enabled us to be able to collect money. Meaning, if somebody goes in to a restaurant, buys something, there's an added sales tax, or a different component that goes into a fund that is enhanced public safety and security, but it's also there from a programming perspective from putting concerts and other types of events on so, all of those types of tools are things that are on the table and we look at that. It doesn't matter what the FBI statistics talk about Part I crimes, Part II crimes. Do they feel safe in the area? They have to be safe; but do they feel safe? So those are different things that we're obviously going to continue to focus on as we move forward and we truly appreciate your comments.

Mr. Anderson: I appreciate that. I think the other thing to keep in mind is not just inside the facility, but when we talk about PUD's, we're talking about how it integrates with the buffer. One of the unique things about this situation is we've always had buffer areas around our commercial districts. I'm not saying that's a good thing, but we've had that. So, the commercial district, there's a buffer area before the heavier residential areas over there. In this case, we've got residences, townhomes, apartments that are right up against Princeton Pike and Kemper Road. This is eight lanes of traffic. As you described in your presentation, this is sized for heavy mall use in the December timeframe, or, at least, in the 80's when there was heavy mall use. So, I hope that, as part of that partnership, this isn't all on you to figure out how to solve people crossing Kemper Road more safely, because there are other businesses that your residents are going to want to get to that aren't going to be all in this spot. So, I think we need to figure out how to partner to figure out are there better ways to manage pedestrian or bicycle or other traffic outside of the paths and the recreational uses. Because it's eight lanes, and the highway entrance is there. These are all good things for people wanting to get places in cars, but if I'm living in these apartments, and I want to get to Harbor Freight across the street, or LaRosa's, or one of the many Mexican restaurants that we have in the area, I'd like to be able to do that without having to cross and not feel safe or have my kids do that. Does that make sense? So, we need to partner on that.

Mr. Wallace: I think the connectivity, obviously between south and north at Kemper and east and west on Princeton Pike is extremely important and you're right, this is a preliminary plan. There's a lot of thought that needs to go into what our methods and means that we can use basically to connect those. And I agree with what you're saying as it relates to the connectivity on the hike and bike pedestrian aspect. In fact, in the development agreement, there's actually language in there that talks about how we can get the hike and bike trail over/under Kemper to be able to move in that particular area. We do think that's important. And, again, I think everyone has visions as to what this can be. We've had a lot of planning meetings. Believe me, we've spent a lot of time on this and I have a vision of people that are on the northeast side of this particular property. There's significant rooftops that are over there just north of the City's park. And, I've got visions of a Fourth of July celebration going on here and having people pulling their wagons walking from their homes on the northeast side over there, walking through a hike and bike trail pedestrian-friendly to be able to come. That's the type of vision, the connectivity that we would like to create.

Mrs. Sullivan-Wisecup: Hi. Welcome back.

Mr. Wallace: It's good to see you again.

Mrs. Sullivan-Wisecup: I was very, very excited when you came to Planning (Commission) and I'm very excited to see you again. I think that your plans are amazing. I told you that before. This is something we've been waiting for for a very long time. I used to work at the mall. In the 2000's I worked at Kay Jewelers. I worked there for eight years. I saw it decline. I saw it go from exactly what you said, I would bring my kids down to see Santa Claus around this time and it was amazing to all of the sudden, there was no Santa Claus there anymore because there weren't enough people to fill the mall. In the 80's I saw Chris Collinsworth right there in the middle of the mall. It was the highlight of my entire life.

Mr. Wallace: Did you get his autograph?

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Mrs. Sullivan-Wisecup: I certainly did. But, those aren't the times anymore, and I'm very, very excited to see that this is evolving; this is the future. This is what people are looking for to change. Everyone who knows me knows that I'm huge into education and the kids. When I saw your plans included Princeton, I was more than elated. I think it's awesome. I was involved when we made the 6-12 building over at Princeton and I thought that their stuff was ingenious of the things that they were including, and then I saw this and I went, "Oh next level." I was excited. The culinary school I think is great. I think that everything that you've been thinking of with this Phase I stuff; great. You're thinking of here's what needs to be done now. The best part that I like that you keep saying is that these can evolve. What we're looking at is phases for a reason. And, as we look at things, I know that you have great teams. You've said that you've tried to find the "best of the best", and I believe you. I love that you went local. I appreciate that more than you'll ever know. I think it's a great idea that you're always looking forward and that you're always looking at your team for the best advice on what to go forward. This is preliminary and I know that I'm looking forward to seeing your final plans as they come in phases because what we're looking at right is just "bare bones". And, we really don't have a whole lot to look at to scrutinize at this point in time, and I want to remind everybody that right now we're looking at "bare bones". We're looking at a basic PUD as it comes to the final development plan, then we'll deal with the final development plan then. Right now, we're looking at an amazing plan and I for one am in favor and I hope that others will too. And I know that Planning (Commission) was very much in favor and we would appreciate affirmative votes. Thank you.

Mr. Wallace: Councilwoman (Sullivan-Wisecup) thank you for the kind words. Really do appreciate that. One of the things that I think you touched on is the decline that has taken place. Again, it's not isolated to Springdale; it's ubiquitous around the United States and the world, which is sad. However, it's not isolated just to the 75 acres. I think what occurred just to the east is you have a lot of big boxes that basically came there as a result of, well, that's a shopping area, a commercial area so we're going to go there. Just over the last five years or so, you've lost a good 15 of those big boxes. They're not coming back. However, what can we do collectively as a community to reverse that trend? I will tell you that touring the Red Dog facility; that was a Staples. That was a big box, and it's now an alternative use that I think is brilliant. What are other alternative uses for the other big boxes that are just to the east? And I am hopeful that when people start to hear exactly what this design is going to be the fact that you've got 2,600 multi-family units, you've got rooftops, who's going to come back? And that's the goal that we have as well. So, thank you.

Mr. Hawkins: First off, I want to thank you for the time and effort that you and your group have put into this and you guys have been working hard and working quickly going around making a lot of things happen in a short period of time. The beauty of this plan is that it's bringing people together. Everybody's going to have a reason to want to come to this development. There's going to be a use that's going to be appealing to them, and that's why this is so fantastic. The fact that as you opened up and those of us who have already been here and Planning Commission have gotten this information and heard from you already is the collaboration from the beginning, and as you indicated, you're interested in not just doing what's great for the developer, you're going to do something that's great for the City, something that's great for the school district, and that is the part of it that is fantastic because we're all invested in this together. Everybody up here has sat here and seen developers come through for a variety of different things, but have very little interest in what the City has to say, what residents have to say, and so when you have someone that is looking for input, and is listening to the input, it's a beautiful thing and it makes everybody feel a little bit more at ease and knows that as we go through this process, and as I will state this is just a preliminary plan, but as we go through this process and there may be different hurdles, or things that we have to deal with whether it's the amount of connectivity, or traffic or what have you, I feel confident based on the way that you've presented things and handled yourself through the course of this process thus far, that you are going to be listening to that input and taking it to heart. It's obvious from what you've done with Mr. Burton's school district, what you've done with done with us in the City that you're going to be truly a partner, and we appreciate that.

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Mr. Wallace: Thank you Councilman (Hawkins), I truly appreciate those kind words. We talked before about the community engagement and we talked about community surveys. You cannot do a development in a vacuum; you need to get community input. In fact, the Mayor was asking the question today about from a branding perspective, from a naming perspective and I shared the story that when I was Mayor, it's not uncommon, we brought a minor league baseball team to Sugarland. It's not uncommon to, "Alright, community, what do you want to name it?" And have a community involvement, community engagement; have contests, have input that comes in from the community so that everyone has a sense of ownership as a result of that. And that's the exercise that we want to go through. I am certain that as we continue to move forward and go to more of the permanent planning, that we're going to be doing design charrettes and we're going to get input from the community as to, and, at the end of the day, I want people to say, "That was my input. That was my idea." And that's the best way to get community "buy-in" and make sure that people realize it's theirs.

Mayor Webster: I'm not sure where to start. I think that our Council people have spoken volumes here and I'd just like to echo everything that I've heard them comment about this evening. You have done several press conferences over the last couple of days here. I think I've talked to all the major news networks in the City, and I've tried to share with them what this means to the City. And, my wife and I located in Springdale in 1964. Tri-County Mall had opened around 1960-1961. So, it was just getting its legs, if you will, and we watched that mall grow, we watched them put a second story on, we saw them put a cover over it. But then, on the other side, we saw the nice Kroger's store that they had there, that left. We saw the bank, the mall said we don't want a bank in here, they kicked them out. I worked in the bank so I took it somewhat personally.

Mr. Wallace: Tell me how you really feel.

Mayor Webster: But, then we saw we were one of the few malls in the area that had four major anchors. We had JC Penney, we had McAlpin's that became Dillard's, and then we had Shillito's which became Lazarus, which became Macy's, and then we had Sears. And so we're very proud of all that. And that mall was a magnet that drew people, lots of people as Mr. Hall indicated all the people that were drawn to the development down in Houston. So that mall was a magnet that drew people into the area, thereby, you see all these other businesses spring up. The ones to the east that you're talking about. All four directions, all up and down Kemper and (Route) 747. It was a booming area. And, yes, I can recall sitting in the City Manager's office on the day after Thanksgiving listening to the (Springdale) Police radio monitoring the traffic jams and how the traffic was moving through Tri-County Mall in and out of the lots and so forth. So, that all disappeared though then. That's no longer there, and the on-line shopping has a lot to do with it. I know my wife told me she's through shopping for Christmas and she has not set foot in a single department store. She spent a lot of time in her office on her computer (laughter) but I guess that's what she was doing. But, anyway, no stores. And I'm sure she's not the only one in the audience that can say that. So, that's a sign of the times, and that's not coming back. I don't care what happens, I don't know what the big box retailers will do; that environment is never coming back. And so, yes, we have to repurpose ourselves. And I think this is a great place to start and you made a good example of the Staples property up there that's now a very nice storage operation and Red Dog Pet Salon. And the same thing is going to happen to this, so I guess what I'm saying is that we all have an emotional attachment to that mall. And there's a lot of people in this audience that grew up with that mall. As the young man indicated, and I know my daughter sitting out there grew up with that mall. But, that mall is not coming back. It's never coming back. And I don't know what the developers will end up naming this mall, but I can guarantee you one thing, the word "mall" will not be a part of it.

Mr. Wallace: True.

Mayor Webster: And I think a "mall" is something we're going to delete from our vocabularies. That it's going to be a living center, it's going to be a civic center, it's going to be an educational center. There's going to be a lot of things and a lot of names that you can attach to that center, but "mall" ain't going to be one of them. That's for darn sure. And so, let me just sum up by saying I guess, now this is the way I perceive this, I'm not sure the recipients perceive it like this, but, the greatest title or moniker I can give a business or an

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Mayor Webster (continued): operation, or a church, or whatever, is to declare that this is a “crown jewel” of the City of Springdale. Right now, we have three “crown jewels” in this City in my mind. MapleKnoll Village, which is second to none; a huge senior development that has about 700 to 800 residents all of different stages of elderly care, huge campus, beautiful place, superbly run. Truly a “crown jewel” of the City of Springdale. Go across, we’ve got a Nazarene Church that sets on a beautiful campus, food pantry that does a lot of stuff for the community. A “crown jewel” for the city of Springdale. You go across Kemper Road, east of the mall property, we’ve got another huge church over there called The Vineyard. All kinds of outreach efforts for minority communities, and so forth, and so on, another real “crown jewel” of the City of Springdale. And never, in my 82 years would I think that I would sit here and say that I think that the Tri-County Mall is going to be bestowed upon by me as a “crown jewel” in the City of Springdale. But, I really think what you guys are proposing, if you build 90% of that, even 75% of that, it will truly be another “crown jewel” in the City of Springdale. So, I’d say good luck to you, and (applause) hopefully Council will approve.

Mr. Wallace: I’d love to follow up on that, but, I’ve always learned that you don’t follow up something like that. I can’t add anything to it. We’re honored to be considered with that development as a crown jewel. Thank you.

Mayor Webster: Thank you.

President Vanover: Well, I would echo that. I have personal ties. That property has had a tie on my life for years. My mom worked at Sears, started there in 1961. I was one of those kids looking out the back window on the mall ring road cycling through to pick her up from work during the Christmas season and what brought me initially to this position was a stance to defend that mall and I didn’t see Chris Collinworth, but I did see Suzanne Somers. So, but, and I’ve said it before, and I’m in that neighborhood northeast that my wife would just love to be able to say let’s walk to the mall. And, I’d go with her.

Mr. Wallace: Don’t call it “mall” please.

President Vanover: Yes. The arena, but it truly is historic and ironic that we have the opportunity to work on a property that defines Springdale from the beginning that, unfortunately, was part of its millstone and I remember sitting in meetings where we talked about the retail corridor district, was that about ten years ago, and people then were saying, “Oh, Tri-County is dead”. Well, I knew in my heart of hearts it wasn’t. And I can look out now and say, “I told you so”. Because obviously it’s not, because you’re here looking to breathe new life into that property and a life that will define our future for many years to come. And I’m excited. I don’t believe in coincidence. A time and place for a reason, and we’re here at that for the very venture. So, it’s been a pleasure working with you regarding the plans, and the whole crew. I could not envision, and I, like Mr. Hawkins, have sat on Planning Commission for 18 years down the dais from Mr. Okum out there, and I’ve seen developers come and go, I’ve seen them good, bad, indifferent, but, this has to be, we’ll steal the Mayor’s thunder under the “crown jewel” of developers, I think you have set a new bar for the future developers coming into this City. And, I know we have the reputation at times of being hard to deal with, but I think we have proven in a full deck, that for the right offer, and the right time, we’ll do what it takes to get it done, so, with that, I’m getting off my soapbox.

President Vanover: To quote a friend from Texas, “Hell Aye”.

Mr. Wallace: Thank you so much Mayor (Webster) and Council.

Ordinance No. 47-2021 passed with seven affirmative votes. (Applause)

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Ordinance No. 48-2021

AN ORDINANCE AUTHORIZING THE MAYOR AND CLERK OF COUNCIL/FINANCE DIRECTOR TO EXECUTE A DEVELOPMENT AGREEMENT WITH RESPECT TO THE TRI-COUNTY MALL REDEVELOPMENT PROJECT, THE CONSUMMATION OF REAL PROPERTY TRANSFERS AS SET FORTH THEREIN, THE EXECUTION OF ANCILLARY DEVELOPMENT RELATED DOCUMENTS INCLUDING A SCHOOL COMPENSATION AGREEMENT WITH THE PRINCETON CITY SCHOOL DISTRICT AND JOINT VOCATIONAL SCHOOL DISTRICT, AND DECLARING AN EMERGENCY

Mrs. Sullivan-Wisecup made a motion to adopt Ordinance No. 48-2021; Mrs. Ghantous seconded.

Mr. Braun: I just want to point out one thing. In the Development Agreement, there is an additional Exhibit "C" included. It's on page B(2)(1), and prior to adopting, we would ask that just, by simple motion, that you amend to remove that Exhibit "C". That's at the request of our Bond Counsel and I would ask that we do that.

Mrs. Sullivan-Wisecup: I'd like to move to amend to include the, what was it?

Mr. Braun: The removal of Exhibit "C" on page B(2)(1).

Mrs. Sullivan-Wisecup: To remove Exhibit "C".

Mrs. Ghantous: Second.

Motion to remove Exhibit C passes with seven affirmative votes.

Mr. Anderson: Just one question. This is a bit unusual though in terms of the general process. So, I was hoping we could get a little bit of explanation. Normally, don't we have a development agreement after the final development plan? I know this is an unusual situation. Can you help me understand why we are doing this piece a little bit out of order? Is it just related to the TIF?

Mr. Spoor: Mr. Anderson, for the benefit of the clerk, my name is Andrew Spoor, I am an attorney with Keating, Muething, Klekamp and I am a Special Bond Counsel to the City on this matter. The development agreement in this case; it is primarily being done in this order to allow for the developer to move forward with their project at this time, in this year. With respect to the standard procedures, the development agreement doesn't necessarily have to go before or after those kinds of approvals and the development agreement in this case is more about the tax incentive structure and an understanding with the parties on how that's going to work rather than specific things about a PUD or anything like that. Finally, the development agreement does make special reference that there are going to be a lot of legislative contingencies for the future actions, for example the TIF, and any of the other actual incentives will require future legislative action. The development agreement does not itself grant any of those.

Mr. Anderson: And, I appreciate that. That's one of the reasons I was curious because there is a lot of language in the development agreement that accounts for that change, and I want to make sure I understand it. Specifically around things like the DORA in the entertainment district. It's something that wasn't really highlighted during the presentation, but I think it is important. The City has been looking for a long time for a place for this kind of community gathering and one of the things that the City was trying to do as part of this was create a DORA and an entertainment district so that people could move around inside of there with alcohol or spirits and things like that. But the reason that the out of order just gives me some questions is this doesn't require us to, we will obviously do that at best effort. We have a vested interest to make sure that's successful, but some of the things I was mentioning before about safety and integration, I think are relevant to that as we get into those final development plans. If we're going to have entertainment districts inside of this space, which makes a lot of sense when it's presented, that means that when things go to planning in that final development plan which doesn't come back here, it's done inside of planning, gets evaluated, we need to make sure that that has some real thought behind it, especially if we're

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Mr. Anderson (continued): going to have things like community centers, services there, or civic services there, or entertainment districts in general. There's traffic coming through, and I want to make sure that we're doing that in a safe and meaningful way. So, I just wanted to call out that inside this development agreement, we're not enacting any of that, and because we're doing it before the final development plan is before us, that's the part that we have to figure out before we can take those votes, and that's certainly something I'll be looking for as those plans go forward, I think it's a great idea, but, that concern is because of this type of integration that is in here. Thank you.

Ordinance No. 48-2021 passes with seven affirmative votes.

### Ordinance No. 49-2021

AN ORDINANCE AUTHORIZING THE MAYOR AND CLERK OF COUNCIL/FINANCE DIRECTOR TO EXECUTE A MEMORANDUM OF UNDERSTANDING WITH MSC PH JV, LLC RELATED TO THE POSSIBLE RELOCATION OF THE SPRINGDALE COMMUNITY CENTER AND DECLARING AN EMERGENCY

Mrs. Ghantous made a motion to adopt Ordinance No. 49-2021; Mrs. Sullivan-Wisecup seconded.

Mr. Anderson: So this memorandum of understanding is simply our intention to, in good faith, negotiate, and figure out if this is going to work for the City, which I think is a great step forward. I had the opportunity last night to attend a facility master planning session at the library with the Director there for our Forest Park/Springdale library. That's a process that they started in 2019 or 2017, and part of that was just to simply move the Parkdale library less than a mile down the road to a different location in Forest Park still. And that City Council enacted, they signed a letter of intent for the library on Tuesday. So, that was a long process to move a community resource. I think it makes a lot of sense to have some rec center or community services here in this development. I think it's a great opportunity to keep and integrate the City. I'm glad that we're taking the time to engage the public, but, even that 180 days is going to be tight. So, I hope your consultants are ready to start working right away to get that word out because I don't think people really understand what that would look like. Right now, it shows up on the plan as "rec center", and where it's placed, it's hard to picture. It's really hard to picture how that will feel like a community center instead of the lifestyle center that would be needed for the apartments themselves. So, as we go through that process, I hope we will be able to come up with some diagrams, pictures, show people some concept drawings that show really the signage, the entrances that would be available, because the rest of the City uses the rec center and they're going to want the opportunity to do that without necessarily having to navigate the entire mixed use development. They should have the opportunity, but, people who are coming just to do a quick workout, or use the walking path or the pools, or whatever it is, I think we need to do a good job of showing them what that looks like. Right now, in the center, it shows that even that rec center is surrounded by apartments, even in that building. So, public and private partnership can be tough in this case because in this case, we're a public that wants to use a facility that's being leased from a private group. And what does that mean. I don't think we've done that in other places in the City before, so, it's kind of new. What does it mean for our residents to go to the rec center? What happens if there's challenges or problems with the facility? How do we navigate all that? So I know a lot of that will be worked out through the lease agreements that we're working through over the next 60 days, but I really want to challenge you to engage the public and get that feedback because there's a lot of people that use the rec center today and they use it a certain way, and they've gotten used to that, so that change process is going to be tough for some people, and I think we need to do a good job of communicating the possibility, instead of just it being, this is what we're doing to help the development. Does that make sense?

Mr. Wallace: Thank you Councilman Anderson. I will agree with you 100% and I think the overall process is something that we need community input to move forward. There was a book a long time ago called, "Who moved my cheese?" Nobody likes their cheese being moved. I get that. And so this opportunity, if, as we go through this process, if 180 days from now we basically sit down and say, "It just doesn't work", then that's okay. We think it's a good opportunity from the City's perspective. We also think it's a good opportunity from the developer's perspective. But, I think, hopefully, you have seen we haven't had the opportunity

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Mr. Wallace (continued): to spend a lot of time together, but I know that staff and others within the community have. We are really wanting to bend over backwards to make sure that we get community input on every aspect about this. Secondly, when I was Mayor we developed Sugarland Town Square. And, at that point in time, Sugarland was almost 200 years old. And that was before the state of Texas was part of the United States. It was a community town. And so, when you had Imperial Sugar, the refinery, you had the Imperial General Store, you had the Imperial Water. I mean everything was owned. People didn't even get paid in cash. They got paid in script, so it was very difficult to be able to go to a community that says, "Let's move our City Hall to the center of town." And so that can be a centerpiece; that can be an asset. And, I will tell you that the loudest folks that were objecting to it when we were talking about it were the first people saying, "That's a great idea; that was my idea". And they were supportive of it. We are hopeful that as we go through this process, we're going to have that same type of a situation here.

Mr. Anderson: And I appreciate that. I assure you I'm not one of the people that's against it. I need to understand more, and I think there's a lot of people in the community that have seen this or just starting to see this, and have questions, so, it's a tall order to get all of that at the same time that you're going through your final development plan right now, because some of the questions and things that will help is really about signage and design details that make it feel welcoming and feel like there's a way to do it and use it without it being a commercial district. So, that's going to be difficult to do in 180 days, but, I'm sure we can. The amount that we've done so far to get to this point is truly impressive. So, again, I'm asking the questions just so you know the questions that I'm getting and hearing from the community is really, "How is that going to look?" so, hopefully we can engage the public and help them feel it. The other thing is we're going through a comprehensive plan review right now. We started even before this development, so we've already gotten a lot of feedback from the community from what they want to see, so that's good. We have a head start on a lot of this. So, hopefully, we can use some of that work that's been done, which included community surveys and feedback, and incorporate that into the Rec Center plans as we go through this evaluation, so I'd encourage you to take a look at what's been done there, and see if there's an opportunity to accelerate that because we've already gotten a lot of feedback.

Mr. Wallace: You bet. We appreciate that. The good news is starting this evening, at 9:00 p.m., we have Tom (Arends), we have Mike (Van Huss), we have Andrew (McQuilken), and Patrick (Donnelly), that actually are going to back to the office and start working on this right now. Isn't that what you guys said? After BJ's, fair enough. I totally agree with everything you've said Councilman.

Mr. Hawkins: I agree with Mr. Anderson from the standpoints that it is a short period of time with 180 days to gather that information, at the same time, as you noted, I've got the ultimate faith that they'll get that done based on what they've done in the short period of time in these last 30 days, getting a TIF from the school squared away, and going through all the processes you have done which would usually take months upon months to get all that to this point. So, I've got faith that they'll get that done. The other thing I think is important, and it's been said, but, I'll have you answer the question again. And, lawyers only ask questions we know the answer to already. You're going to have some type of recreational facility there whether it was the Springdale Community Center, or something else, correct?

Mr. Wallace: That is correct.

Mr. Hawkins: Okay, and that's an important thing to note too through the course of this is there's an opportunity for us, and it's got to be the right opportunity for us, I agree with you, but, there's going to be a recreation center there with a pool and weight equipment and what have you, and if it's something that's not the City's, then we're going to be missing out on something too. It's one more thing to consider. Thank you.

President Vanover: Well, and I would echo Mr. Hawkins, because right now we've talked, we've got \$1 million dollars-worth of repairs to HVAC system on the existing rec center right now. We've just, hopefully, solved leak issues, actually, it was eye-opening to me because being new to walking, as my wife would say, that the number of windowsills that

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President Vanover (continued): surround the walking track up there and that are water damaged is eye-opening. Plus, all the other issues that that building (has). Part of it was opened in what, 1972; 1972 or 1973? And, we've got the new gym there, so, there's a lot of upside, I agree that we're going to take our time and work through this, but, I, like Mr. Hawkins said, I have no doubt that we can come through this process because I remember sitting in a meeting that the timeline Mr. Kuchta laid out and in the back of my mind, I'm thinking, "There's no way that this will ever...", and here we are tonight, at the end of that timeline. So, you make a commitment and you go to work, and that's what I think we'll see from here.

Ordinance No. 49-2021 passes with seven affirmative votes.

President Vanover: Congratulations gentleman. (Applause)

Old Business - None

New Business

President Vanover: I have one item here. I have a letter from Planning Commission. They are recommending the approval of Quick Trip Zone Map Amendment 55 Progress Place. We need to set up a first reading and likewise, a public hearing. Administration I'd like to see us go with a January 5<sup>th</sup> first reading, and a January 19<sup>th</sup> second reading, public hearing.

Meetings and Announcements

Mrs. Sullivan-Wisecup: Planning Commission meets in these chambers on January 11<sup>th</sup> at 7:00 p.m.

Mr. Anderson: In the spirit of some of that community engagement, I wanted to share the Cincinnati Library is asking for feedback on their Forest Park/Springdale branch for a change in development that they are planning. It's a \$12 to \$15 million dollar investment they are planning to make over the next two years. They are asking residents to look to [cincinnati.org/next-generation](http://cincinnati.org/next-generation). There's a feedback form, there's also information about their master plan in general that I mentioned earlier that's been going on for some time. It's actually a very exciting development too. Clearly not on the scale that we're talking about most of tonight, but for those of us that are heavy library users, they're talking about a lot of things that are of interest to the community as well, and they'd like that feedback. Thank you.

Communications from the Audience

Mr. Schneider: Since we all talked about our memories, and Dave (Wallace) constantly brings up the age, I'm 71, grew up poor, and Tri-County was when I looked forward to being with my dad on a Saturday when he wasn't working and we'd go to Sears and on the counter in Sears, they had the heated lamp and I couldn't wait to get my cashews. Thank you.

Update on legislation still in development

Mr. Hawkins: As you review your Internal Memorandum, Item I was addressed with Ordinance No. 47-2021; An Ordinance Approving a Major Modification to the Tri-County Mall Planned Unit Development and Approving the Preliminary Development Plan at 11700 Princeton Pike for a Mixed Use Development. That passed with a 7-0 vote. Item Number II was addressed with Ordinance No. 48-2021; An Ordinance Authorizing the Execution of a Development Agreement with Respect to the Tri-County Mall Redevelopment Project, the Execution of a School Compensation Agreement with the Princeton City School District and Joint Vocational School District, the Execution of Ancillary Related Documents, and Declaring an Emergency. That passed with a 7-0 vote. Item Number III was addressed with Ordinance No. 49-2021; An Ordinance Authorizing the Execution of a Memorandum of Understanding with MSC PH JV, LLC with Respect to the Possible Relocation of the Springdale Community Center and Declaring an Emergency. That passed with a 7-0 vote. All other matters were forthcoming.

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President Vanover: Before we go back to Mr. Hawkins on a recap of legislative items requested for next council meeting, Council we do have a liquor license. It's a TREX, a transfer. It's going to Phoenix on Route 4, LLC & Patio, 12183 Springfield Pike, D5 and D6.

Mayor Webster: That's over the top of Hooters.

President Vanover: Okay. That's what I kind of thought. D5 is "spirituous liquor for on-premises consumption only. Beer and wine for on-premises and off-premises in original sealed containers until 2:30 a.m.", and a D6 is "sale of intoxicating liquor on Sunday between the hours of 1:00 p.m. and midnight." Any reservations? (None) Since Mrs. McNear is not here, we'll forward this and send it on.

Recap of legislative items requested for next Council meeting

Mr. Hawkins: There's a request for An Ordinance Adopting the Annual Appropriations/Estimated Receipts for Fiscal Year Ending December 31, 2022. There's a request for A Resolution Authorizing the Investment of Municipal Funds. There's a request for A Resolution Requesting Advance Payment from the County Auditor. There's also a request for a first reading regarding legislation on Quick Trip. That would be it unless there's anything else from Council or the Administration.

Adjournment

Mr. Hawkins made a motion to adjourn; Mrs. Sullivan-Wisecup seconded the motion and Council adjourned at 9:25 p.m.

Respectfully submitted,

Kathy McNear  
Clerk of Council/Finance Director

Minutes Approved:  
Tom Vanover, President of Council

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