

**Term Sheet for the redevelopment of Public Square, improvements to Malls B and C and
Construction of Pedestrian and Bicycle Bridge**

Project	The Project shall include (i) the redevelopment and future use and operations of Public Square (the "Public Square Project"); (ii) the construction of improvements to Malls B and C (the "Malls Project"); and (iii) the construction of a pedestrian and bicycle bridge to connect the Mall C area to the North Coast Harbor area (the "Pedestrian Bridge Project").
Location	<p><u>Public Square</u>: Generally, the internal area of Public Square bounded by Rockwell Avenue, East Roadway, Euclid Avenue and West Roadway; also included are those portions of the perimeter roadways as may be necessary to ensure proper drainage, utility connections and incorporate necessary modifications to support Greater Cleveland Regional Transit Authority (the "GCRTA") bus operations, but will not include reconstruction of perimeter sidewalks around Public Square adjacent to surrounding buildings.</p> <p><u>Pedestrian Bridge</u>: Generally, a pedestrian/bicycle bridge to be located between the northeast corner of Mall C and the downtown lakefront in the vicinity of the Great Lakes Science Center and Rock and Roll hall of Fame and Museum and spanning railroad tracks owned by Norfolk Southern, CSX and Amtrak, GCRTA Waterfront Line tracks, City-owned property (Amtrak parking lot), Memorial Shoreway (SR2) including the mainline and access ramps, and Erieside Avenue.</p> <p><u>Malls B & C</u>: Mall B generally is the area bounded by Lakeside Avenue, East Mall Drive, St. Clair Avenue and West Mall Drive. Mall C generally is the area bounded by Lakeside Avenue, Huntington Park Garage including its east access drive, the north wall of the Cleveland Convention Center and Willard Park Garage including its west access drive.</p>
Project Funding	<p>Estimated Sixty-Seven Million Dollars (\$67,000,000.00) including hard and soft costs with appropriate contingency fund. Sources of funds include:</p> <p><u>Public Square Project - Thirty Million Dollars (\$30,000,000.00)</u></p> <ul style="list-style-type: none"> • Higbee Building TIF • Cleveland Foundation Centennial grant - Eight Million Dollars (\$8,000,000.00) • Gund Foundation grant - Five Million Dollars

(\$5,000,000.00)

- Additional public and private dollars to be determined

Pedestrian Bridge Project - Twenty-Five Million Dollars

(\$25,000,000.00)

- City of Cleveland - Ten Million Dollars (\$10,000,000.00)
- Cuyahoga County - Ten Million Dollars (\$10,000,000.00)
- State of Ohio Capital Grant - Five Million Dollars (\$5,000,000.00)
- Additional public and private dollars to be determined

Maintenance, Operations and Programming Reserve Fund - Seven Million Dollars (\$7,000,000.00)

- Public and private dollars to be determined

Malls Project - Five Million Dollars (\$5,000,000.00)

- Public and private dollars to be determined

Certain funds currently allocated for the Pedestrian Bridge Project may be allocated to the Public Square Project or the Malls Project, as needed, as well as to help fund maintenance, operations and programming.

Public Partners

- The City of Cleveland
- Cuyahoga County
- State of Ohio - Ohio Department of Transportation
- State of Ohio – Ohio Department of Natural Resources
- GCRTA
- Northeast Ohio Regional Sewer District
- Northeast Ohio Areawide Coordinating Agency
- The Soldiers' and Sailors' Monument Commission
- All public utilities
- Others as necessary

Construction of the Public Square Project

The GPC will select firms for project management and construction management for the Public Square Project via Request for Qualifications (RFQ) processes. The City will be on the selection review team and will have final approval over the selected firms.

The construction will be provided through a Guaranteed Maximum Price (GMP) contract and will incorporate the City's Community Benefits Goals within all construction documents.

Role of the City of Cleveland

Project Liaison: The City's Director of Public Works, Michael E. Cox, shall serve as the City's point person for the Project and chair the City's Inter-Departmental Task Force to provide help facilitate the timely construction of the Project in partnership with the GPC.

Inter-Departmental Task Force: The Inter-Departmental Task Force will work with the GPC to coordinate and ensure that all essential City Departments/divisions are represented at regular meetings to advance the Project. The Task Force will ensure that all City Departments are coordinated in the integration of the Public Square Project based upon the Public Square Project Schedule.

City's Project Liaison

Linda Henrichsen will serve as the Project Liaison to provide staffing support to the Inter-Departmental Task Force. The Project Liaison will serve a special advisor to the Mayor's Office on the Project. The liaison will provide daily on-site supervision for the Project on behalf of the City. The Project Liaison will be funded by the GPC.

Role of the GPC with respect to the Public Square Project

The GPC will:

- Engage the Project Manager (PM) and Construction Manager (CM) pursuant to RFQ processes.
- Engage James Corner Field Operations (JCFO).
- Incorporate the City's Community Benefits Agreement within all bid and construction documents.
- Become an additional signor of the Community Benefits Agreement and the Inclusion Memorandum of Understanding with the City and its partners and/or it will stipulate to the inclusion of all goals as part of all bid and construction documents.
- Provide staff to the Inter-Departmental Task Force.
- Provide bi-weekly reports to the City, with content and in the form requested by the City.
- Manage the Working Group of all Public Partners.
- Manage Public Square and Pedestrian Bridge stakeholder outreach and communication before and during construction.
- Facilitate and advise the City on resolution of all construction issues between the CM and the design team.
- Plan and coordinate the future use and operations of Public Square and the Pedestrian Bridge.

LAND studio will serve as the lead staff on behalf of the GPC.

Role of the Project Manager (PM) and/or Construction Manager (CM) of the Public Square Project

The PM and/or CM will:

- Develop the Guaranteed Maximum Price (GMP) Contract based on the construction documents and specification for all bid packages as prepared by JCFO.
- Use an “open book” bid process for all work.
- Enact adequate cost and project control measures.
- Be responsible for the execution of all construction contracts, and delivering the Public Square Project within the GMP.
- Provide on-site construction management.
- Coordinate with the Project Liaison and the GPC.
- Ensure that all design and construction work must be in accordance with City design and construction specifications.

Role of James Comer Field Operations (JCFO)

JCFO will:

- Prepare complete construction documents and specifications for all bid packages to be used by the CM to develop the GMP.
- Prepare complete construction documents and specifications for all permit applications.
- Attend pre-bid meetings as established by the CM.
- Respond to Requests for Information on behalf of the CM during the bid process.
- Review and assist with bid evaluation.
- Be on-site during key construction milestones.

Soldiers’ and Sailors’ Monument

The Soldiers’ and Sailors’ Monument will remain a central feature of Public Square. The Public Square Project Plan proposes improvements at the perimeter of the monument to integrate it with the redeveloped Public Square.

Property Interests

The City will acquire and/or provide, as appropriate, such real estate interests as may be necessary to facilitate the Project, including, but not limited to:

1. the construction of the improvements, including the reconfiguration of Public Square Project and the Malls Project; and
2. the construction of the Pedestrian Bridge Project.

The GPC or its agent provide reasonable insurance; pay any applicable taxes and assessments; and shall contain such other terms and conditions that the City’s Director of Law determines to be necessary to protect and benefit the City.

Naming Opportunities	<p>Subject to approval by the City Planning Commission and the Planning Director, the City agrees that GPC can obtain philanthropic and private sponsorships and naming opportunities to certain quadrants, areas and features within Public Square, the Malls Project and the Pedestrian Bridge, of which one hundred percent (100%) of the proceeds shall be used by the GPC for construction, maintenance, operations and programming. GPC acknowledges and agrees that then area currently known as Public Square shall continue to be named as such unless otherwise requested by the City.</p> <p>The City also agrees that any proceeds received by the City pursuant to the terms and conditions of the Consulting Services Agreement by and among the City, the County of Cuyahoga, Ohio, and The Superlative Group for the sale of the naming rights to the Convention Center, and Malls B and C, will be directed to the Group Plan Commission to be placed into a fund for the maintenance, operations and programming of the Project.</p>
Café and Other Privately Operated Development	<p>A key feature of the Public Square Project is the construction of a café building with indoor and outdoor seating areas. The City shall support the café as an allowable use and support its operation by a private entity that may sell liquor in accordance with applicable state and local laws. As appropriate to the Public Square Project, private entities may operate concessions to support seasonal and permanent activities.</p>
Public Engagement	<p>In cooperation with the City, the GPC shall manage a community engagement process throughout the redevelopment phase of the Project including providing regular updates to the general public and stakeholders.</p>
Permit Assistance	<p>The GPC acknowledges that all work shall be subject to the standard review by the City's Landmarks and Planning Commissions, and such other departments and review committees, as applicable. The City's Inter-Departmental Task Force shall work in good faith with the GPC to expedite such review and approval of building and other permits and such other approvals as are required for the design and redevelopment of the Project.</p>
State and Federal Highway System	<p>The closing of Ontario Street and the restriction of Superior Avenue to GCRTA bus traffic only are key components of the redevelopment phase of the Public Square Project. These roadways, as well as the perimeter streets, are on the Federal Aid</p>

Highway System and have state and federal route designations. The City shall assist in work with the Northeast Ohio Areawide Coordinating Agency (the "NOACA"), the Ohio Department of Transportation (the "ODOT") and the Federal Highway Administration to secure necessary modifications and approvals, as appropriate, to permit the Project.

Future studies and reviews The GPC will work with the City, any Public Partner(s) and/or other interested party regarding any future study or review needed to complete the Project.

Future Agreements The GPC and the City shall work together to develop a plan for the future use and operations of the Project. The GPC and the City will execute such agreements and/or memorandums of understanding for these issues as are deemed appropriate.