

RESOLUTION NO. 22-849

**A RESOLUTION AUTHORIZING THE VILLAGE MANAGER  
TO ENTER INTO A MEMORANDUM OF UNDERSTANDING WITH THE SOUTHWEST OHIO  
REGIONAL TRANSIT AUTHORITY TO EXPLORE AFFORDABLE HOUSING AT  
7000 MONTGOMERY ROAD**

WHEREAS, the Village of Silverton has adopted a housing plan that recognizes a need to provide additional affordable housing options for low- to moderate-income residents inside the Village of Silverton; and

WHEREAS, the Southwest Ohio Regional Transit Authority (SORTA) is an important intergovernmental partner with property located at 7000 Montgomery Road, a portion of which is an underutilized parking lot that could be repurposed to provide transit-oriented housing inside the Village of Silverton; and

WHEREAS, SORTA and the Village of Silverton wish to explore the potential to utilize a portion of 7000 Montgomery Road for transit-oriented housing.

NOW THEREFORE, BE IT RESOLVED by the Village Council of Silverton, that:

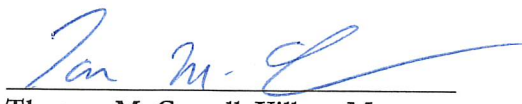
**SECTION I.** The Village Manager is hereby authorized to enter into a Memorandum of Understanding, attached hereto as Exhibit A, with SORTA setting forth the process by which the parties will determine the feasibility and desirability of repurposing some of 7000 Montgomery Road as transit-oriented affordable housing.

**SECTION II.** . Therefore, this Resolution shall take effect and be in force from and after its passage.

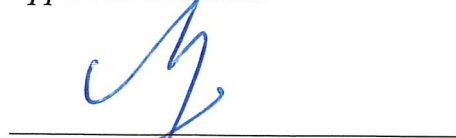
*PASSED this 20<sup>th</sup> day of January, 2022.*

ATTEST:

  
\_\_\_\_\_  
John A. Smith, Mayor


  
\_\_\_\_\_  
Thomas M. Carroll, Village Manager

Approved as to form:

  
\_\_\_\_\_  
Bryan E. Pacheco, Village Solicitor

CERTIFICATION:

I, Meredith L. George, Clerk of Council of the Village of Silverton, County of Hamilton, State of Ohio; do hereby certify that there is no newspaper published in said municipality and that publication of the foregoing Resolution No. 22-849 has been duly made by posting true copies in two (2) places that are accessible by the public in said municipality, as determined by Council as follows: 1) Silverton Town Hall lobby area and Council Chambers foyer; and 2) Silverton's official website. Said posting was for a period of fifteen days commencing Jan 21, 2022.

  
\_\_\_\_\_  
Meredith L. George  
Clerk of Council of Silverton, Ohio

## MEMORANDUM OF UNDERSTANDING

**WHEREAS, THE VILLAGE OF SILVERTON** (“Silverton”) is an Ohio municipality located in Hamilton County located at 6943 Montgomery Road; and

**WHEREAS, the SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY** (“SORTA”) is the public transport agency serving Cincinnati and its Ohio suburbs which owns property in Silverton located at 7000 Montgomery Road; and

**WHEREAS, the Local Initiative Support Corporation** (“LISC”) published a comprehensive report in May of 2020 called *Housing Our Future* which documents a need for 40,000 additional affordable housing units in Hamilton County; and

**WHEREAS, the International City/County Management Association** (“ICMA”) published a study report in January of 2021 called *Revitalizing First Suburbs: A Manager’s Manual* which examined the suburbanization of poverty in Hamilton County’s suburbs, detailed population losses in many struggling first suburbs, and showed that housing is one of the primary drivers of community tax base and wealth in Hamilton County; and

**WHEREAS, the Cincinnati USA Regional Chamber of Commerce** (“Chamber”) published a report in 2021 called *Embracing Growth: Principles for Regional Housing* that demonstrated that the Cincinnati’ region’s future is inextricably linked to expanding our housing market; and

**WHEREAS, the United Nations Intergovernmental Panel on Climate Change** Cincinnati USA Regional Chamber of Commerce (“IPCC”) published its Sixth Assessment Report in 2021 that provided a clarion call for fundamental rethinking of our approach to carbon production which necessitates dramatic changes in the way we live, travel, work, and plan our communities which compels civic leaders to embrace public transit, densification, net-zero construction, and sustainability combined with racial equity; and

**WHEREAS, the Village of Silverton** is looking for solutions within its corporate limits to make its contribution to solving our region’s affordable housing challenges, reversing first suburban decline, spurring sustainable economic growth, and modeling smart planning which houses residents along public transportation routes; and

**WHEREAS, the Southwest Ohio Regional Transit Authority** operates its METRO Access facility at 7000 Montgomery Road, providing essentially services to riders and patrons who have special needs, and is invested in the upgrade to this facility in 2021; and

**WHEREAS, Silverton and SORTA** wish to explore using the western portion of 7000 Montgomery Road for transit-oriented housing provided that sufficient space remains to enable SORTA to continue to operate its METRO Access facility in its current location.

**NOW THEREFORE, this Memorandum of Understanding** (“MOU”) is entered into by and between Silverton and SORTA for the proposed development of transit-oriented housing on the western portion of SORTA’s approximately 1.673-acre property at



7000 Montgomery Road ("Project") in Silverton, Ohio under the following terms and conditions.

1. The Project is depicted on Exhibit A attached hereto and made a part hereof which consists of three preliminary concept plans ("Concept Plans") showing options for utilizing approximately 1.0 acre of land for transit-oriented housing. These are concepts only and additional analysis is needed by both parties to determine the final plans and areas which will be utilized for transit-oriented housing and which will be fully retained and controlled by SORTA for its METRO Access facility.
2. The Concept Plans show the potential to create approximately 48,000 square feet of built space which could generate as many as 50 transit-oriented housing units with limited on-site parking in order to encourage residents to utilize public transportation.
3. Silverton and SORTA affirm their mutual desire to work in good faith to deliver the Project to preserve the METRO Access operations at 7000 Montgomery Road, provide workforce or affordable housing at 7000 Montgomery Road in 2023 to enable its adaptive reuse consistent with Silverton's Zoning Code. Silverton will or will cause the Developer to construct and maintain, at Silverton's or the Developer's expense, a bus stop and related amenities which meet SORTA's requirements located at the Project.
4. SORTA is the owner of 7000 Montgomery Road and has site control. Silverton is the municipality with zoning authority over 7000 Montgomery Road consistent with applicable laws and regulations.
  - a. SORTA and Silverton shall work cooperatively to plan transit-oriented housing to be built by a yet-to-be-selected third party private developer under terms agreeable to Silverton and SORTA.
  - b. To determine how to build transit-oriented housing, SORTA and Silverton shall negotiate in good faith to develop a Master Development Agreement ("MDA") which the parties anticipate completing and being in executable form by July 1, 2022. In the event the MDA is not executed, this MOU shall lapse and have no further effect.
5. Recognizing that time is of the essence, the parties desire to set forth their preliminary understanding of the respective work to be undertaken by the parties during the period of preparation and negotiation of a definitive MDA between them.
6. Silverton shall undertake the following actions as detailed below:
  - a. The Village Council of Silverton shall consider a Resolution authorizing the Village Manager to sign this MOU by January 20, 2022.
  - b. The Village Manager shall serve as the project manager and point of contact for Silverton on this project.

- c. The Village Manager shall draft a Request for Qualifications (“RFQ”) to the development community by January 28, 2022. The Village Manager shall share the draft RFQ with the SORTA PM (as hereinafter defined) on or before January 28, 2022.
  - d. The Village Manager shall incorporate any feedback from the SORTA PM into a final RFQ by February 11, 2022.
  - e. The Village Manager shall coordinate RFQ deadlines and milestone dates with the SORTA PM for the selection of a preferred developer (“Developer”) by March 31, 2022.
  - f. The Village Manager shall draft an MDA for consideration by SORTA by March 31, 2022. The MDA must be acceptable to SORTA as a condition to SORTA’s participation in the Project and permitting the use of 7000 Montgomery Road for the Project.
  - g. Silverton, SORTA, and the Developer shall endeavor to negotiate an MDA on or before July 1, 2022. The selected Developer shall become designated as the Developer of Record.
  - h. Upon execution of an MDA by Silverton, SORTA, and a Developer, the Village shall oversee the process of rezoning 7000 Montgomery Road in response to plans and planning documents to be submitted by the Developer of Record. SORTA reserves the right to withdraw from the Project if SORTA believes any such rezoning could adversely affect its operations or mission.
  - i. The Village shall be responsible for all of its own legal costs, engineering costs, and other associated expenses to fulfill the Village’s obligations under the MOU. Nothing herein shall prevent the Village from seeking cost recovery from the Developer of Record for the review of plans and engineering documents, however.
7. SORTA shall use reasonable efforts to undertake the following actions as detailed below:
- a. The SORTA Board of Directors shall consider a Resolution authorizing the Chief Executive Officer and General Manager to sign this MOU by January 18, 2022.
  - b. SORTA’s Chief Executive Officer and General Manager shall appoint a senior member of SORTA’s team to serve as the project manager (“SORTA PM”) and point of contact for SORTA on this project on or before January 18, 2022.

- c. The SORTA PM shall review a draft RFQ and share any comments, concerns, or suggestions with the Village Manager on or before February 4, 2022.
  - d. The SORTA PM shall coordinate with the Village Manager for the selection of a Developer by March 31, 2022. Developer shall become designated as the Developer of Record.
  - e. The SORTA PM shall work cooperatively with the Village Manager on the development of a draft MDA by March 31, 2022.
  - f. SORTA shall be responsible for all of its own legal costs, and engineering costs associated with any engineering desired by SORTA in connection with this MOU. Nothing herein shall prevent SORTA from seeking cost recovery from the Developer of Record for the review of plans and engineering documents, however.
8. SILVERTON and SORTA each agree to negotiate in good faith toward reaching agreement on and executing an MDA. Silverton or SORTA can terminate this MOU upon sending written notice to the non-terminating party.
  9. SILVERTON and SORTA agree to exclusively negotiate with Developer selected through the RFQ process. In the event that Silverton and SORTA cannot agree on a Developer, this MOU shall end.
  10. SORTA and Silverton agree and recognize that a yet-to-be-determined Developer will conduct/commence certain due diligence activities upon selection as the Developer of Record, including, but not limited to, the following:
    - a. Solicit input from Silverton and SORTA regarding the site design and development program.
    - b. Refine site design concepts.
    - c. Develop detailed proformas for the Project.
    - d. Conduct further analysis regarding the demand, pricing and unit mix for the residential component.
    - e. Conduct preliminary site engineering, which may include a traffic impact study.
    - f. Develop site development cost estimates.
    - g. Analyze the feasibility of acquiring and incorporating other parcels into the Project, and if possible, negotiate with adjacent property owners regarding acquisition of additional parcels as necessary.
    - h. Analyze tax increment financing ("TIF"), Community Reinvestment Area ("CRA") tax abatements, Low-income Tax Credits ("LIHTC") and other public finance options.
    - i. Develop a preliminary project schedule.
    - j. Develop preliminary marketing plans for the office & retail components.
    - k. Other due diligence activities as determined necessary by Developer.



11. Developer will be solely responsible, at its expense, for all of the above due diligence activities. In the event the parties cannot agree to a mutually acceptable MDA, Developer will provide the due diligence materials to Silverton and SORTA upon request.
12. SORTA shall be compensated for the transfer or use of the portion of its property located at 7000 Montgomery Road for the Project, on terms and conditions acceptable to SORTA.
13. Subject to applicable law and regulations as determined by the releasing party, prior to signing the MDA, the parties agree that no public statements or press releases related to the Project will be made or released in the absence of the consent of Silverton and SORTA to any such announcement or release.
14. Except for the exclusivity provision, this MOU shall not be binding upon either party hereto, and is merely intended to reflect the respective parties mutual interests in entering into definitive written agreements with respect to the Project, which agreements will include the general terms and conditions described above, as the same may be amplified, supplemented and modified in the course of negotiations between the parties. Neither party shall have any right to rely on this letter in making any expenditure or other commitments with respect to the above. The general terms and conditions set forth herein form the basis for the development of a mutually satisfactory MDA and such other documents as may be necessary or desirable to effectuate the transaction contemplated hereby. The execution of an MDA and any related agreements is conditioned upon the successful negotiation of various open points not yet discussed by the parties or outlined herein. Silverton acknowledges that SORTA will need a number of regulatory and other governmental approvals prior to making any binding commitments with respect to the Project.

*Remainder of Page Left Blank, Signature Page to Follow*

**AGREED AND ACCEPTED:**

**THE VILLAGE OF SILVERTON**

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: January \_\_\_\_, 2022

**AGREED AND ACCEPTED:**

**SOUTHWEST OHIO REGIONAL TRANSIT AUTHORITY**

By: \_\_\_\_\_

Its: \_\_\_\_\_

Date: January \_\_\_\_, 2022

**Exhibit A**

Project / Concept Plan