

PETITION FOR ORGANIZATION
OF A NEW COMMUNITY AUTHORITY

TO THE CITY COUNCIL
OF THE CITY OF COLUMBUS, OHIO:

Pursuant to Chapter 349 of the Ohio Revised Code, Gay Street Condominium, LLC (the “Developer”) hereby petitions for creation of a new community authority (the “Authority”). The Developer is an Ohio limited liability company and is the “developer”, within the meaning of Section 349.01(E) of the Ohio Revised Code, for the new community district described in paragraph 3 below.

The Developer further states as follows:

1. The Authority is named “One Neighborhood New Community Authority”.
2. The principal office of the Authority shall be located at 495 South High Street, Suite 150, Columbus, Ohio 43215, or such other location as may hereafter be determined by the Board of Trustees of the Authority.
3. Attached to this petition as Exhibits A-1 and A-2 are a map (Exhibit A-1) and legal descriptions (Exhibit A-2) of those parcels comprising the new community district (the “District”), including a full and accurate description of the boundaries of the District, which is located entirely within the City of Columbus (the “City”) and Franklin County. All properties within such boundaries will be included in the District. The total acreage to be included in the District will be approximately 5.912 acres, all of which acreage is owned or controlled (within the meaning of Section 349.01(E) of the Ohio Revised Code) by the Developer. The property to be included in the District is developable as one functionally interrelated community.
4. Attached to this petition as Exhibit B is a statement setting forth the zoning regulations adopted for the area within the boundaries of the District for comprehensive development as a new community. The area within the boundaries of the District lies within the zoning jurisdiction of the City of Columbus. Certified copies of the applicable adopted zoning regulations are included as part of Exhibit B.
5. Attached to this petition as Exhibit C is a current plan indicating the proposed development program (the “Program”) for the District; the land acquisition and land development activities, community facilities, and services which it is proposed the Authority will undertake under the Program; the proposed method of financing these activities and services; and the projected total population of the new community.
6. Consistent with Section 349.04 of the Ohio Revised Code, the Board of Trustees governing the Authority should consist of seven members, with three of those members to be citizen members appointed by the City Council of the City of Columbus (the “Commissioners”), three members to be appointed by the Developer, and one member to be appointed by the Commissioners to serve as a representative of local government.

7. Attached to this petition as Exhibit D is a preliminary economic feasibility analysis, including the area development pattern and demand, location and proposed District size, present and future socio-economic conditions, public services provision, financial plan, and a statement of the Developer's management capability.

8. The development will comply with all applicable environmental laws and regulations.

9. For purposes of the establishment of the Authority, the City of Columbus is the only "proximate city" as that term is defined in Section 349.01(M) of the Ohio Revised Code.

Attached Exhibits A, B, C and D are part of this petition.

Words and terms not defined herein shall have the meanings given in Section 349.01 of the Revised Code unless the context requires a different meaning.

The Developer hereby requests that the City Council of Columbus, as the organizational board of commissioners under Section 349.03 of the Ohio Revised Code, determine that this petition complies as to form and substance with the requirements of Section 349.03 of the Ohio Revised Code, and further requests that the Commissioners fix the time and place of a hearing on this petition for the establishment of the Authority. Pursuant to Section 349.03(A) of the Ohio Revised Code, that hearing must be held not less than thirty nor more than forty-five days after the filing of this petition pursuant to Section 349.03 of the Revised Code on this ____ day of _____, 2007.

GAY STREET CONDOMINIUM, LLC

By: TOW, Ltd.
Its: Sole Member

By: _____
Title: Managing Member

Proximate City Approval

The City of Columbus by Ordinance No. 0382-2008, passed by the City Council on March 17, 2008, has authorized Andrea Blevins, the City Clerk, to sign this petition, and the petition is herewith signed, as evidence of that approval.

City of Columbus

By:



Andrea Blevins, City Clerk

EXHIBIT A-1

Map of New Community District

[Attached]

EXHIBIT A-2

Legal Description of New Community District

[Attached]

EXHIBIT B

Zoning Regulations Applicable to New Community District

[Attached]

EXHIBIT C

PROPOSED CURRENT DEVELOPMENT PROGRAM AND PLAN

A. Proposed New Community Development Program

One Neighborhood is an approximately \$80 million residential development project located in downtown Columbus. The current development plan envisions a residential community of approximately 250 residential units including townhouses, lofts, garden condominiums; and parks and community space. Adequate parking will be provided for the development utilizing garages and street parking. Full attention has also been given to pedestrian movement throughout the site as well as throughout the existing downtown area.

Site Description

The new community district (the “District”) is comprised of 5.912 acres covering nine city blocks located in the Columbus downtown area north of Gay Street, west of Grant Avenue, south of Long Street and east of Fourth Street. The area is currently characterized by surface parking lots and commercial buildings.

The New Community Project

The new community project (the “Project”) will create a vibrant residential community that will bring a market of ready consumers to downtown retailers.

Zoning

The District is currently zoned as a Downtown District, as more fully described in Exhibit B.

B. Proposed Land Acquisition and Land Development Activities

The Developer owns or controls (within the meaning of Section 349.01(E) of the Ohio Revised Code (the “ORC”)) all land within the proposed District as depicted on Exhibit A-1 to this petition.

The Developer plans to develop a vibrant community of residential units. Development of the neighborhood will include residential units, parks and open spaces. The neighborhood will be unified by facade, street, and park improvements.

The first phase of the project commenced in late spring of 2007. The components of this phase include twenty-seven residential units, one park, street and pedestrian improvements and streetscape beautification.

C. Proposed Community Facilities and Services

The “land development” to be financed or otherwise paid for by the Authority is intended to include the improvement of water distribution systems, sewers, sewage collection systems, gas and electric lines, and the acquisition, construction, repair, relocation, equipping and operation of roads, streets, alleys, parkland, street beautifications, curbs, gutters, sidewalks, retaining walls,

storm drainage facilities, sewer lines, irrigation systems, utility lines, refuse collection materials and facilities and other installations or work, and the construction of community facilities, together with all appurtenances thereto.

The “community facilities” to be financed or otherwise paid for by the Authority are intended to include the buildings, structures or other facilities, including related fixtures, equipment and furnishings to be owned, operated, financed, constructed and maintained by the community authority. These include neighborhood buildings, recreation facilities, natural resource facilities, including parks, streetscapes and other open space, community streets, pedestrian walkways, street and park lighting, design amenities including fountains, landscaping, benches and fencing, or other community facilities that will benefit District and non-District residents.

The proposed Authority is precluded, pursuant to ORC Section 349.05, from providing the public services of fire and police protection, and, unless such services cannot be obtained from other existing political subdivisions, is also precluded from providing water supply and sewage treatment and disposal. The anticipated sources of these public services are set forth in Exhibit D to this Petition.

The Authority will provide any necessary maintenance of community facilities or land development financed by the Authority unless and until those facilities become the maintenance responsibility of others. Maintenance services will be provided by contracting for those services or employing a staff paid by the Authority.

A director of the Authority (the “Director”) may be engaged pursuant to ORC Section 349.06(G) to coordinate the day-to-day activities of the Authority, and to report directly to the Board of Trustees. The Director could be assisted by contracted for or employed administrative and operations staff.

D. Proposed Method of Financing the Community Activities and Services

Community facilities and services will be financed using receipts from the community development charge imposed by the New Community Authority under ORC Chapter 349. Further discussion of the financial plan for the District is included in Exhibit D to this petition.

E. The Projected Total Population of the New Community

The current plan projects that the total population of the new community will be approximately six hundred (600) upon full development of the new community district.

EXHIBIT D

PRELIMINARY ECONOMIC FEASIBILITY ANALYSIS

A. Location and Area Development Pattern and Demand

The area of the proposed District is in the center of downtown Columbus, surrounded by commercial and retail development. The continued population growth of the Columbus Metropolitan area drives a strong demand for housing. The Project intends to increase the viability of downtown retail while satisfying the demand for residential housing. The increased residential community in the downtown area will provide retail spaces with ready consumers and increased visitors. The Project will also result in the redevelopment of an area currently characterized by surface parking lots and commercial buildings. The style of the Project will present residents with a unique housing opportunity in downtown Columbus, and will diversify the population to whom downtown living appeals.

The site of the proposed District is properly zoned for development by the Developer as reflected and discussed in Exhibits B and C to the Petition.

B. Location and Proposed District Size

The location of the boundaries of the District is shown on the map attached to this petition as Exhibit A-1.

C. Present and Future Socio-Economic Conditions

There are no current residents in the District. The surrounding area is mostly commercial and retail in character.

Major employment concentrations in the Columbus area include the Central Business District surrounding the area of the New Community District. The Short North is just northwest of the District, and the City's Arena District is immediately northwest of the District.

D. Public Services Provision

1. Freeways and Roads

The District is located in the downtown area of the City of Columbus and is served by the existing road infrastructure including Sixth Street and Normandy Street within the

development, Grant Avenue to the east, Gay Street to the south, Long Street to the north, and Fourth Street to the west.

2. Provision of Public Services and Utilities.

The District is located in the City of Columbus and Franklin County. The District lies entirely in the Columbus City School District. Central sewer treatment and water supply service will be provided by the City of Columbus. Electric, gas, telephone and cable services will be provided by various publicly held utilities and private companies and are readily available. While the utility companies' practice is to incur the costs to bring the services to the site if they are not already available, the development may incur some additional incremental costs to take existing electrical and telephone lines underground to enhance the appearance of the area. Solid waste disposal will be provided by or through the City of Columbus.

E. Financial Plan

Community Development Charge

The Authority will levy and collect annually the Community Development Charge on each parcel located within the District in an amount not greater than 25 mills of the assessed valuation (attributable to the land and any improvements thereto) of each parcel. The Community Development Charge shall be imposed on each parcel commencing with the first tax year immediately succeeding the tax year in which a certificate of occupancy is issued for a particular parcel. The Community Development Charge shall be imposed and collected in accordance with ORC Chapter 349.

Disclosures to Homeowners

During the sales process, purchasers of property in the District will be informed pursuant to ORC Section 349.07 of the existence of the Authority and the community development charge.

Public Charge Covenant Filing

The Developer will file a Declaration of Covenants and Restrictions for the Community Authority (the "Covenant") with the Franklin County Recorder for the purpose of creating covenants running with the land to establish the obligation of current and future landowners to pay the Authority community development charges. Once the District is formed, that charge will be implemented by the Board of Trustees.

Anticipated Community Development Charge Revenues

Community development charge revenues have been projected based on anticipated development plans and expected home and property values that will be created as those

plans are implemented. Total community development charge revenue available for programs will be dependent on sales and development of property in the District. Following full build-out in 2012, the preliminary estimate of charge revenues that will be generated in 2014 based on an estimated total value for the Property of \$85,936,000 are approximately \$782,318 [total value (adjusted for annual appreciation) x 35% x .025]. The expected development and level of the community development charge are reasonably expected by the Developer to generate revenues sufficient to pay debt service on bonds issued by the Authority pursuant to ORC Sections 349.06 through 349.10 (the “Bonds”) and to meet the limited operation and maintenance expenses of the Authority.

Use of Community Development Charge Revenues

Based on the annual budget approved by the Board of Trustees, anticipated community development charges will be used to finance the construction, operation and maintenance of Community Facilities as discussed in Exhibit C, together with all planning, engineering, administrative, construction management, legal, development and architectural costs and expenses and all other expenses necessary and incident to the development of the Community Facilities, and together with all interest charges on any financing of the construction, operation and maintenance of the Community Facilities and all costs of issuance of the Bonds.

Community Development Charge Collections

Community development charge collections will be administered under the direction of the Board of Trustees. Community development charges are payable annually or semiannually on due dates to be determined by the Board. As permitted by ORC Section 349.07, the Board may certify past due charges to the Franklin County Auditor, who shall enter the unpaid charge on the tax list and duplicates of real property and certify the charge to the Franklin County Treasurer. Past due charges will be collected in the manner provided for the collection of real property taxes.

F. Developer’s Management Capability

1. Other Developments

The Developer is an Ohio limited liability company located in Columbus, Ohio. The Developer is held by The Edwards Companies, a holding company for numerous operating companies engaged in the business of land development, single and multi-family home building, student housing, and condominiums. The Edwards Companies have developed communities for nearly 50 years and have built more than 25,000 residential units.

The Edwards Companies have recently participated in the development and redevelopment of many noteworthy communities, including:

Ballantrae, a master-planned golf course community located in Dublin, Ohio comprised of 1,090 home sites, including 677 single-family homes, 332 condominiums and 90 villas.

Tuttle Crossing in Dublin, Ohio, which included the first privately-funded Interstate Highway interchange along I-270.

Brewery District in Columbus, Ohio, which included the renovation of eight buildings into residential condominiums, rental apartments, office and restaurant space and the construction of two new buildings, including a multi-level parking garage.

2. Principal Management

Jeffrey W. Edwards is involved in all of The Edwards Companies, serving as President, and is also President and CEO of Installed Building Products. Mr. Edwards has served on a number of boards, and is a past President of the Salvation Army and current President of the Columbus Museum of Art. Mr. Edwards is a graduate of Miami University of Ohio.