



2010-2011 Annual Report



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Dear Board Members,

As another fiscal year closes, we are eager to share highlights of our continued progress in Cincinnati's urban core as we present 3CDC's 8th annual report.

Since 2004, Cincinnati Center City Development Corporation (3CDC) and its generous partners have invested more than \$319 million in Cincinnati's Central Business District and Over-the-Rhine (OTR), and plans to invest another \$111 million within the next 12 months.

Fiscal Year 2010-2011 marked several milestones for 3CDC:

- The commencement of construction for the Washington Park expansion and renovation project
- The beginning of the transformation of the Metropole Apartments to the highly acclaimed 21c Museum Hotel
- The completion of Saengerhalle, a 30,000 square foot office building located at 1400 Race Street, which serves as 3CDC's new headquarters
- The completion of Parvis Lofts and Belmain, two mixed-use developments featuring 48 market rate apartments and representing 3CDC's first major investment in rental housing
- Secured \$18 million in New Market Tax Credits from the Federal Treasury and \$2 million in New Market Tax Credits from the State of Ohio

3CDC would not be successful if it were not for the generous support of our partners. As you read this report, take pride in the accomplishments completed to date and know your contribution is playing a vital role in the renaissance taking place in the city today. We look forward to working with you in the future to continue the important work of revitalizing and strengthening the urban core assets of the City of Cincinnati.

Sincerely,
The 3CDC staff

Development

“3CDC is doing preservation work on a scale that is almost unprecedented in this country, and we applaud that effort” – Paul Muller, Executive Director of the Cincinnati Preservation Association *Enquirer*, June 2011

Since its conception in 2004, 3CDC has invested more than \$319 million in Over-the-Rhine (OTR) and the Central Business District (CBD). It is 3CDC's objective to continue stabilization and transformation of historic and at-risk buildings to their original stature and to revitalize great civic space.

In Cincinnati's CBD, 3CDC headed the \$48 million overhaul of Fountain Square, generating more than \$150 million in private investment around the area that continues to increase every year. 3CDC's investment has also directly created 70 for-sale condominiums and over 13,000 square feet of commercial space. In 2012, the \$56 million development, 21c Museum Hotel, will be complete.

To date in OTR, 74 buildings have been rehabbed, stabilized or are in the process of being restored. These once uninhabitable, crime-ridden buildings now contain 186 condominiums, 68 rental units and more than 91,000 square feet of commercial space. This year 3CDC also began the \$48 million restoration and expansion of Washington Park, the civic heart of OTR.

WEATHER
High 78°
Low 57°
Not as warm

COMPLETE FORECAST: A2

XAVIER CINTAS CENTER
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Breaking News
Updates on your cell phone
Text CHINER to 44222 (44222) for breaking news headlines, as they happen. (Carrier charges may apply)

REDLEGS RUN
Find photos of Saturday's 10th annual Redlegs Run at our Runner's High blog at Cincinnati.com/blogs/running.

THE CINCINNATI ENQUIRER
A GANNETT COMPANY

SUNDAY, JUNE 12, 2011

\$236

3CDC earns praise for PRESERVATION

BEFORE **AFTER**

Sylvester Frye of Greenspace Development cleans up debris in a restoration project on 37th and Franklin Street in Over-the-Rhine.

Project

Total Investment

Fountain Square	\$48,920,500
CBD Land Banking	\$13,562,649
Lofts at Fountain Square	\$5,345,000
McAlpin	\$19,441,656
Walnut Street Streetscape	\$405,721
Righteous Room	\$2,233,978
Gano Bldg./Walnut St. Grill	\$4,196,587
21c	\$55,920,079
OTR Land Banking	\$25,802,911
OTR Predevelopment	\$6,550,000
Gateway I	\$6,896,093
Gateway II	\$21,581,113
Gateway III	\$31,622,779
Vine Street Streetscape	\$2,600,000
Gateway Quarter Parking Lot	\$800,000
Fine Arts Fund/Artworks	\$1,000,000
Parvis Lofts Apartments	\$10,722,507
Westfalen Lofts	\$3,381,849
Saengerhalle Office	\$8,100,606
24 East 14th Street	\$460,000
Lackman Bar	\$565,895
Washington Park	\$47,571,582
Belmain Apartments	\$1,350,000

Total

\$319,031,506

WASHINGTON PARK EXPANSION & RENOVATION



The \$48 million expansion and renovation of Over-the-Rhine's largest civic space, Washington Park, is well underway with the completion date scheduled for Spring of 2012. When complete, the park will encompass:

- A two-level, 450-space, underground parking garage to serve park visitors, patrons to Music Hall and the School for Creative and Performing Arts, as well as residents, restaurants, businesses and various cultural institutions
- An expansive civic lawn - a lush 49,000 square feet of green space about the size of a football field - serving as the roof of the garage which will provide a venue for outdoor performances, programmed events and active and passive recreation
- A state-of-the-art, 7,000 square feet interactive water feature
- A new 6,200 square feet granite, outdoor event plaza, serving as Music Hall's front porch, with support for a large, temporary performance stage and tenting for special events
- Over 12,000 square feet dedicated to a fenced in dog park
- An 18,000 square feet custom playground
- A historic bandstand, sculptures, and memorials that will be preserved, restored and modernized for contemporary use
- 12,000 square feet of enhanced planting areas that will be newly planted once each season, with an emphasis on beds flanking the water feature, historic bandstand and park entries
- A new open air performance stage at the north end of the civic green
- A concessions/catering building with a security and audiovisual control room, lighting canopy, vending station and restrooms



2010-2011 Timeline:

August 2010 - Gray & Pape began archeological work and excavated old cemetery site

September 2010 - Archeological excavation of cemetery site complete

October 2010 - Turner/Megen Construction selected as the general contractor

November 2010 - Closed on the financing for the \$48 million project

December 2010 - Construction began

February 2011 - Reached bottom depth of garage - 30 feet

June 2011 - First concrete pour for the foundation of the garage in north end

WASHINGTON PARK

“Over-the-Rhine was like a dying tree that is starting to take root once again.”

*Andreas Kirtley, Resident
– April 2011*

The \$48 million Washington Park project was funded with the help of many partners. The City of Cincinnati awarded the project with a \$2 million dollar capital grant, a \$500,000 grant from the Metropolitan Sewer District and an \$11.5 million tax increment financing (TIF) grant.

The project has also received a \$2.85 million capital grant from the State of Ohio as well as a \$5 million State Urban Redevelopment Loan. The Cincinnati Equity Fund II (CEF II) made a loan of \$4.5 million and PNC Bank provided over \$13 million in equity under the new market tax credit program.

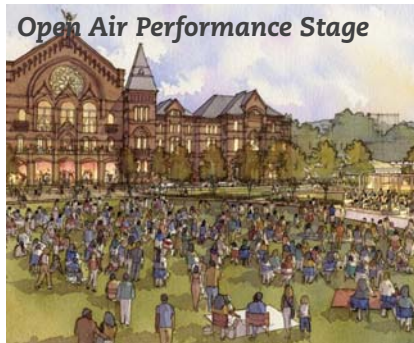
Several philanthropic foundations have supported the project through over \$1.575 million in grants including the Carol Ann & Ralph Haile US Bank Foundation, the P&G Fund of the Greater Cincinnati Foundation, Greater Cincinnati Foundation, the Schmidlapp Foundation and Humana Communities Benefit Grant.

Once the park is complete, it will be managed and maintained by the Cincinnati Park Board and 3CDC. Similarly to Fountain Square, the park will be programmed throughout the year with events catering to all ages.

Civic Lawn



Open Air Performance Stage



Children's Playground



“3CDC has been closely engaged with contractors on the project and has been rigid in its demands for minority firm participation.” Sean Rugless, CEO of the local African-American Chamber

Buisness Courier – March 2011

21c HOTEL CINCINNATI



3CDC has made great progress this year on the \$56 million transformation of the Metropole Apartments into the 21c Museum Hotel. The resident relocation process was successfully completed in April 2011, the building was sold to 21c in May 2011, and construction is currently underway.

21c Museum Hotel Cincinnati, opening in Fall 2012, is a combination boutique hotel, contemporary art museum, and restaurant modeled after the award-winning 21c Museum Hotel in Louisville, Kentucky. Building on its mission of engaging the public with contemporary art and supporting the revitalization of American downtowns, 21c Museum Hotels will renovate the former Metropole Hotel—a historic landmark in downtown Cincinnati—restoring this architectural gem into a beautiful space.

21c is embracing the architecture of the Metropole building to create a new space for visitors and residents of Cincinnati to experience genuine hospitality, view cutting edge contemporary art, and enjoy food that celebrates the region's sustainable producers and culinary traditions.

21c Cincinnati will feature:

- 153 rooms
- 8,000 square feet of exhibition, meeting and event space presenting rotating curated exhibitions, dynamic public art installations and exciting cultural programs. Exhibition space is free and open to the public
- Proof Restaurant and Bar, featuring modern cuisine inspired by the culinary heritage of the region and showcasing its sustainable farmers and producers
- A rooftop bar and spa with stunning views of downtown Cincinnati and the surrounding area. By day, spa guests can enjoy a pre- or post-treatment snack or beverage on the roof terrace. In the evening, the space becomes a perfect spot for a pre- or post-theater cocktail

The design of 21c Cincinnati will preserve many of the Metropole's original features, including a sweeping staircase leading to the second floor ballroom and the original mosaic floors. A team of design professionals has been working hard over the past year to design a space that respects and preserves the character of this once grand hotel, while also creating a space to show the work of living artists. 21c will restore the Metropole building, recently listed on the National Register of Historic Places, following federal standards for historic rehabilitation.



With great anticipation of the opening of 21c, the Cincinnati Art Museum produced an exhibit featuring selections from the 21c Museum Hotel, "The Way We Are Now" running this past January through May 2011.

HOMELESS TO HOMES

On October 8, 2008, Cincinnati City Council passed an ordinance which mandated that the Continuum of Care... “Address the inadequacies of the current provision of services for single homeless individuals in the City of Cincinnati, and put in place a comprehensive plan to implement such services.”

Further, the ordinance states... “the plan must ensure that as a critical segment of the homeless community, single homeless men and women, will have access to safe, appropriate shelter facilities and that such facilities will provide comprehensive services necessary for homeless individuals to obtain and maintain housing.”

As a result, over the past few years the Continuum of Care and local homeless shelters and service providers have been working together to help improve the city’s care for its homeless population. Recommendations included updating emergency shelter facilities to better target the needs of homeless individuals, increasing the number of both transitional and permanent housing, and collaborating in an effort to make better and strategic uses of funding resources.

3CDC has been actively working with the **Continuum of Care**, the **City Gospel Mission**, the **YWCA**, and the **Drop Inn Center** to develop new emergency shelter facilities for their constituents. Sites have been located for the City Gospel Mission and YWCA facilities, and there is an ongoing effort to identify a new site for the Drop Inn Center. 3CDC will provide technical development and financial assistance during the planning stages, as well as their expertise during the construction period. Assistance will also be provided in the implementation of operation plans and management for their facilities.



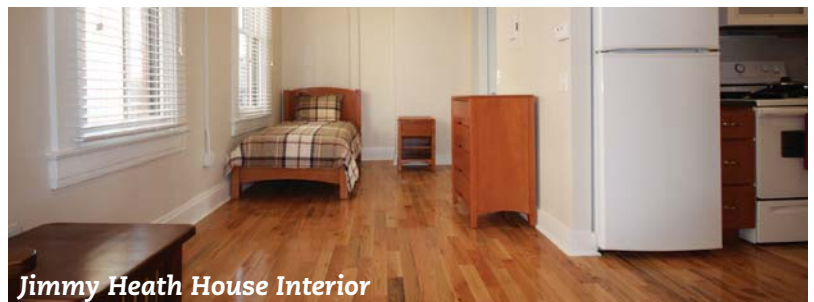
New City Gospel Mission Facility Rendering



New YWCA Facility Rendering

JIMMY HEATH HOUSE

In collaboration with 3CDC and Over-the-Rhine Community Housing, the Jimmy Heath House, a \$4.2 million renovation of five, three-story structures on Odeon Street, creating 14 one-bedroom apartments and 11 efficiencies, a total of 14,300 square feet. The apartments hold 25 chronically homeless individuals, offices for case managers and public meeting spaces for the residents. The project is based on the “housing first” principle - the idea that chronically homeless people can become clinically and socially stable more quickly when homelessness is eliminated.



Jimmy Heath House Interior

DENNISON

3CDC is currently working with the Model Group to create a plan to convert the Dennison Hotel, 716 Main St., into a 63-unit permanent supportive housing community. It is anticipated that a finance and construction plan will be complete in 2013.

SAENGERHALLE

Through a collaboration between 3CDC and Northpointe Group, three historic buildings were transformed into a 32,750 square foot office and restaurant complex. Located at 1400 -1416 Race Street, this \$8.1 million renovation became the new home to 3CDC and Northpointe Group during the week of February 14.

Two new tenants, Necco, a foster care placement service, and SampleSaint, a startup technology company from Chicago, have signed leases. The build-out of their new office space is scheduled to be complete in August. Kurt Platte Architecture also recently signed a lease and is scheduled to move in September 2011. Three letters of intent have been sent out for review, resulting in the lease of all remaining office space. There have been several potential tenants looking into the 2,730 square feet of restaurant space on the corner of 14th and Race Streets.





Parvis Lofts Interior



Parvis Lofts Interior

“3CDC has demonstrated a local commitment to sustaining and growing the preservation and revitalization movement. Ohioans are concerned about the future of their heritage... The inspiration 3CDC provides to other communities will pay dividends far into the future.” *W. Kevin Pape, Board Chair of Heritage Ohio – April 2011*

Parvis Lofts on Vine, a \$10.7 million multi-use development; was created by restoring and renovating ten beautiful, extraordinary buildings into 32 market-rate apartments with more than 14,000 square feet of first floor commercial space on the 1400 block of Vine Street.

A collaboration with Northpointe Group, this is 3CDC's first project to bring market rate apartments to the neighborhood in response to the demonstrated need for more rental units in Cincinnati's center city. The unit sizes vary from a 630 square foot studio apartment to a 2,025 square feet, three-bedroom, townhouse apartment. Unique to Parvis are superior finishes typically not seen in apartments such as personal laundry facilities in each unit, stainless steel appliances, solid surface countertops in the kitchen, and hand finished white oak hardwood flooring throughout.

The ribbon cutting was held on December 14 and the residential units were 100% leased in just under three months.

The commercial space continues to generate interest and is currently 46% leased with an art studio and women's vintage boutique, Mannequin. The newest tenant is Brandery, a consumer marketing accelerator. Brandery selects five companies for a three-month program and focuses on turning ideas into successful, brand-driven start-ups. They plan to move in by mid-July.

“It's a great building with high ceilings, wood floors and windows that open onto the street... It will be a fun, inspiring space in which our entrepreneurs can work and a vibrant neighborhood in which they can explore.” – David Knox, Brandery co-founder *Cincinnati Enquirer, June 2011*



Parvis Lofts Common Space



1411 Vine Street

WESTFALEN

A partnership between 3CDC, Northpointe Group, and John Hueber Homes created a \$3.38 million residential development encompassing three buildings. Located north of Saengerhalle at 1418-1422 Race Street, Westfalen contains nine for-sale units including one single-family home. The ribbon cutting was held on March 29.

The flats and townhomes range from 1,000 to 1,330 square feet and are priced between \$199,000 and \$224,000. Along with their modern finishes they come fully equipped with a refrigerator, washer and dryer. The townhomes and flats feature distressed hardwood flooring, glass tile in kitchens and outdoor space.

The four-story, single family home has 2,900 square feet of living space, three bedrooms with the option of a fourth. It features home office space, an enclosed patio, lower level storage, a gated private entrance, original staircases, hardwood flooring, original handcrafted mantles and a luxurious owners' suite and bath.



Westfalen Lofts Interior



Westfalen Lofts



Westfalen Lofts Interior



City Home, 1401 Race Street

CITY HOME

City Home includes three phases of development. Phase One, 1406-1422 Pleasant Street, completed in 2009, consists of 11 units, including five new construction single family homes and renovated construction units. Phase II, located at 1401 Race Street, includes renovation of a 2,286 square foot commercial space and four condominiums that look over Washington Park. Phase II will be complete in mid-July. Phase III, 1413-1437 Pleasant Street has begun, and will bring an additional seven single family homes to Pleasant Street.

THE BELMAIN

The Belmain, at 1202 Main St., originally housed 16 one-bedroom and one bath condominiums. Due to the lack of rental properties in the Over-the-Rhine area and the success of Parvis Lofts on Vine, the condominiums were converted into rental property. Like Parvis, Northpointe Group was chosen to take on the leasing responsibilities. In anticipation of the switch to rental taking place, Northpointe Group began showing the units a month in advance. Within four weeks all units were leased.



The Belmain Interior

15TH AND RACE CHURCH

The Church at the corner of 15th and Race streets went through emergency stabilization in February 2011. The roof trusses were in such disrepair that there was fear the walls would cave in. The City partnered with 3CDC to save the building. A new roof structure was created, the floor was stabilized and all debris was cleaned out.



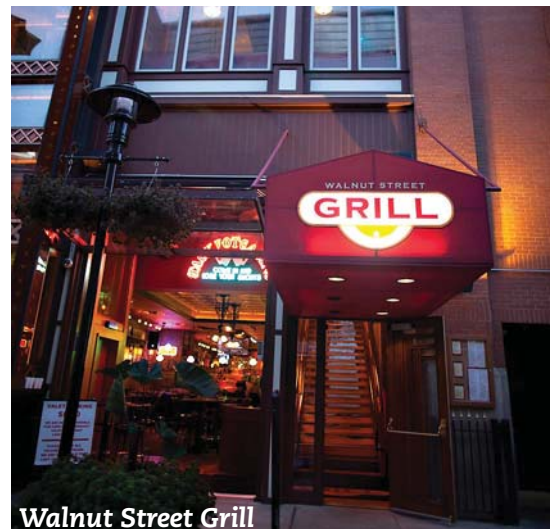
Church Before



Church After

WALNUT STREET GRILL

Jeff Ruby renovated and rebranded his restaurant, formally known as Bootsy's, and opened it in February 2011. Improvements include a separate bar area on the first level and major façade improvements that allow the storefront to open, creating a more inviting atmosphere.



Walnut Street Grill

“On a stroll these days among the cheerful edifices of the Over-the-Rhine neighborhood in Cincinnati, originally the city’s German community, it’s easy to spot the pride locals take in its reputation as the country’s greatest collection of 19th-century Italianate architecture, as well as one of its largest urban historic districts... A stream of revitalization efforts by both nonprofit [3CDC] and corporate entities since then is finally yielding a rush of new, independent businesses. “It’s a real village economy,” said Seth Schott, who founded OTR Matters, a grassroots network that promotes the district’s preservation and development, in January. “When a new store opens, the established businesses help advertise and spread the word — even if the only thing they have in common is their shared love of the neighborhood.” *New York Times, May 2011*



“When we opened this location we thought it would take a while for the neighborhood to reach its potential, but it came around a lot quicker than we thought,” says Mike Derringer, owner of Mica 12/V. *CityBeat, Dec 2010*



OVER-THE-RHINE BUSINESS DISTRICT

The OTR business district is becoming more active every day, replacing the old reputation of Over-the-Rhine with a new one as a diverse, mixed-use, mixed-income, eclectic neighborhood.

Along with the restoration of vacant buildings, crime has sustainably decreased since redevelopment efforts began. There were 896 fewer crimes reported in 2010 compared to 2004, nearly a 51% drop in reported crime within 3CDC's targeted area since 2004.

Five new businesses opened in 3CDC-developed spaces this fiscal year and several new prospects are looking into available space.

- Lackman Bar, 1237 Vine Street, opened on August 24 and is owned and operated by the Four Entertainment Group (4EG)
- Mannequin, 1405 Vine Street, opened in December - a hip women's clothing, accessories, art, antiques, and gift boutique with upscale and vintage merchandise
- Parvis Art Gallery, 6 W. 14th Street, opened in April 2011, showcasing works by Kathy Hamm
- Cincy Haus, 1218 Vine Street, home of the Queen City Underground tours, opened April 29. At the end of the last summer they totaled approximately 5,000 tickets for the whole season; before they opened this summer, they presold over 7,000 tickets and they continue to gain popularity, stimulating foot traffic throughout the neighborhood
- A Tavola, 1220 Vine Street, a wood fired pizza restaurant, opened on May 31, creating quite the buzz as the new kid in town
- Tyger Calloway, 1344 Vine Street, a women's clothing boutique, will open in August 2011
- Abigail Street, 1216 Vine Street, a Mediterranean food and wine restaurant by the owners of Senate. Plans to open its doors in August 2011
- Taste of Belgium, 1133-35 Vine Street, a Belgian café serving breakfast and lunch, is scheduled to open in late August 2011
- Bakersfield, 1213 Vine Street, a Mexican restaurant, is scheduled to open in fall 2011



A Tavola



The Lackman



Queen City Underground Tours



Mannequin



Vine Street

12TH AND VINE LOT

The 3CDC-owned public parking lot at 12th and Vine streets continues to see an increase in demand, and revenue is rapidly increasing. For FY 2011 the total gross revenue was up 48% from FY 2010.

The Fifth Third ATM located in the northwest corner of the parking lot saw a total of 19,575 transactions in FY 2011, a 20% increase from FY 2010.

STREETSCAPE

3CDC continues to improve the streetscapes. This past year improvements were made on the west side of Vine Street between 14th and 15th streets by the new Parvis project as well as the north side of 14th Street from Vine to Republic streets. The enhancements included blocking up the basement encroachments along Vine Street, burying the overhead utility lines, installing new street lighting, resetting the granite curbs, and placing new concrete walks with a brick collector strip. The signage and meter poles were replaced and bike parking rings were added. The streetscape was completed with the addition of six new planters that will be planted and maintained by the Park Board.

SALES & LEASING

- 186 for sale condominiums
- 77% or 144 of the condo units are sold
- 12 apartments for Art Academy of Cincinnati students
- 56 market-rate apartments, 100% leased
- Out of 91,038 square feet of commercial space, 64% is leased (58,189 square feet)



Vine Street Streetscape



Trinity Flats

MERCER COMMONS

The Mercer Commons' site includes 20 buildings and 26 vacant parcels of land on a total of 2.67 acres between East 13th and 14th streets, bordered by Vine Street on the west and Walnut Street on the east. 3CDC began pre-development work with McCormack, Baron, and Salazar (MBS), a nationally recognized developer. The current plans call for 132 rental units and 10,000 square feet of commercial space to be developed by MBS. There will be 23 condo units, 5,000 square feet of commercial space and a 350 space parking garage developed by 3CDC in conjunction with a local developer. This project will cost \$51 million and is scheduled to begin construction in Fall 2011.



PARVIS II

3CDC is partnering with the Northpointe Group on this project which includes two buildings in the 1400 block of Republic Street that will add 10-12 units to the Parvis Lofts rental development. It is scheduled to begin in December 2011.

15TH AND REPUBLIC

This project, to be developed by Mottainai Developers LLC, is at the corner of 15th and Republic streets and will help complete the development of the 1400 block of Race, Republic and Vine streets between Saengerhalle and Parvis Lofts. The project includes four buildings that will yield approximately 23 residential units, 5 for sale, and the remainder for rent. It is scheduled to begin in December 2011.

BAKERY LOFTS

A nine-unit condo building at 1421-23 Race will be developed by Schickel Design. It is scheduled to begin in November 2011.

WESTFALEN II

A 25-unit condo project will complete the east side of the 1400 block of Race Street just north of 3CDC's offices. The project includes six buildings and will be completed by John Hueber Homes and Northpointe Group. It is scheduled to begin in January 2012.

13TH AND REPUBLIC

3CDC is working with developer City Lofts to develop this 10-unit condo project that spans three buildings at the corner of 13th and Republic streets across from the recently sold-out Lackman building. It is scheduled to begin in November 2011.

NICOLAY

A 7-10 unit condo project at the corner of 14th and Republic streets directly behind 3CDC's offices, will be developed by the Northpointe Group. It is scheduled to begin in December 2011.

PARK HAUS

3CDC is embarking on a new program pertaining to single family homes. Nine buildings scattered throughout the Washington Park area were designated for the program due to their size and location. The goal is to allow buyers to select the building of their choice and work directly with the developers to create a home that caters to their specific needs.



1419 Race Street before



1419 Race Street after



24 W 13th Street before



24 W 13th Street after



The Color Building 1400 Vine Street

COLOR BUILDING

One of Cincinnati's most iconic buildings in Over-the-Rhine, located at 1400 Vine Street, will include the restoration of the 9,300 square foot space into premiere office space. The project is scheduled to begin in Fall 2011.

MAISONETTE

3CDC is currently working on converting the cluster of downtown Cincinnati buildings - formerly home to Maisonette, La Normandie and Barleycorn's - into a \$15 million development with a 3,850 square foot entertainment venue along with a 15,000 square foot restaurant. In FY 2011, the financing was secured and the final design was completed. Construction will begin in Summer of 2011.

"When I learned about the Park Haus development, I knew it was perfect for my family. We have lived in OTR for over a year and it is now time for a bigger home. We are excited to buy a property that enables us to work with the developers from the beginning to create a home to specifically meet our needs--not to mention the proximity to Washington Park and the rapidly growing business district."

—Brandon Druffel, buyer of 24 West & 13th St.



The Maisonette

FOUNTAIN SQUARE

EVENTS

Fountain Square continues to be the social hub for the Center City. This past year demonstrated the true importance of the City's gathering space when, on September 28, the Reds clinched the NL Central, the first time since 1995. Leading up to that long-awaited game, Fountain Square became the official rally location. Reds' game viewing parties brought fans from all over to gather at the Square and cheer on our Redlegs.

3CDC has been responsible for programming and managing the Square for the past five years. Each year we are learning more and more about what our community likes and what works best for the Square. Reoccurring events continue to gain popularity and the demand for more events continues to grow. New events this past fiscal year included FIFA Foosball Tournament, Cincinnati Celtic Festival, Cyclones Classic, KY Derby Party and Saturday SLAM series.

"It's amazing thinking back about it now just how many amazing people we've met on the square and have become friends with. I can't imagine how different life would be if Fountain Square didn't exist."

Bob Schwartz, 5chw4r7z Blog
– June 2011

Impromptu rally on the Square after the Reds clinched the NL Central





Attendance is measured through parking numbers, beverage sales, and overhead photos during the free events on Fountain Square. The 2010 PNC Summer Music Series attracted over 165,000 people, a 32% increase from 2009. Through the whole summer the Square saw more than 225,000 people at the various events.

The Square was programmed with a total of 430 events this past fiscal year. 3CDC and third party events resulted in 296 actively programmed days. Several large third-party events returned to the Square, including O’Nati’s Irish Pub, Reds Opening Day Rally, Cincy Cinco Festival and Macy’s Downtown Dazzle.

Despite the unusually cold weather, paid attendance for the U.S. Bank Ice Rink reached 47,332, only a 4% decrease from 2009-2010, and an increase of 17% over the 2008-2009 season.

July 2010 – June 2011 Major 3CDC produced events:

SUMMER 2010

- PNC Summer Music Series
- Toyota’s Movie Night
- Strauss & Troy Market on the Square
- Freaky Fridays
- Fourth of July Bash
- Cincy Apparel T-Shirt Market
- Bigg’s Family Days
- FIFA Foosball Tournament

FALL 2010

- Guinness Oyster Festival
- Afterworks Party
- Strauss & Troy Market on the Square
- THE Cincinnati Beer Festival
- MidPoint Music Festival
- Hudy’s Tailgate
- Cincinnati Celtic Festival
- Popopolis

WINTER 2010-2011

- U.S. Bank Ice Rink
- Turkey Bowl
- Rock-N-Skate
- Macy’s Light Up the Square
- Skyline Santa Skates
- Santacon
- Toyota’s New Year’s Eve
- HGC Broomball
- School Skates
- Radio Skates
- DJ Skates
- P&G Family Skates
- Mascot Broomball
- Cyclones Classic
- Valentine’s Day 2-for-1

SPRING 2011

- New Horizon’s Cinciditarod
- St. Patrick’s Day
- Raymond James Fountain Day
- EcoSculpt
- Egg Hunt
- Strauss & Troy Market on the Square
- Cinco de Mayo
- Kentucky Derby Party
- Bella Vite Wine Tasting
- Summer Series Kickoff



“What some saw as a vast expense, others saw as inspiration for a revitalized downtown. One thing is for sure: It is a catalyst for drawing people downtown.” *Business Courier, May 2011*

SPONSORSHIPS

Cincinnati is very fortunate to have such a generous Corporate Community. Without the sponsorship dollars raised, the Square would not be the vibrant, active place that it is today. All events that are produced by 3CDC on Fountain Square are free and privately funded.

From 2008 the corporate sponsorships have increased 117%.

2008: \$383,179

2009: \$495,000

2010: \$685,000

2011: \$829,648

In the 2010-2011 fiscal year,

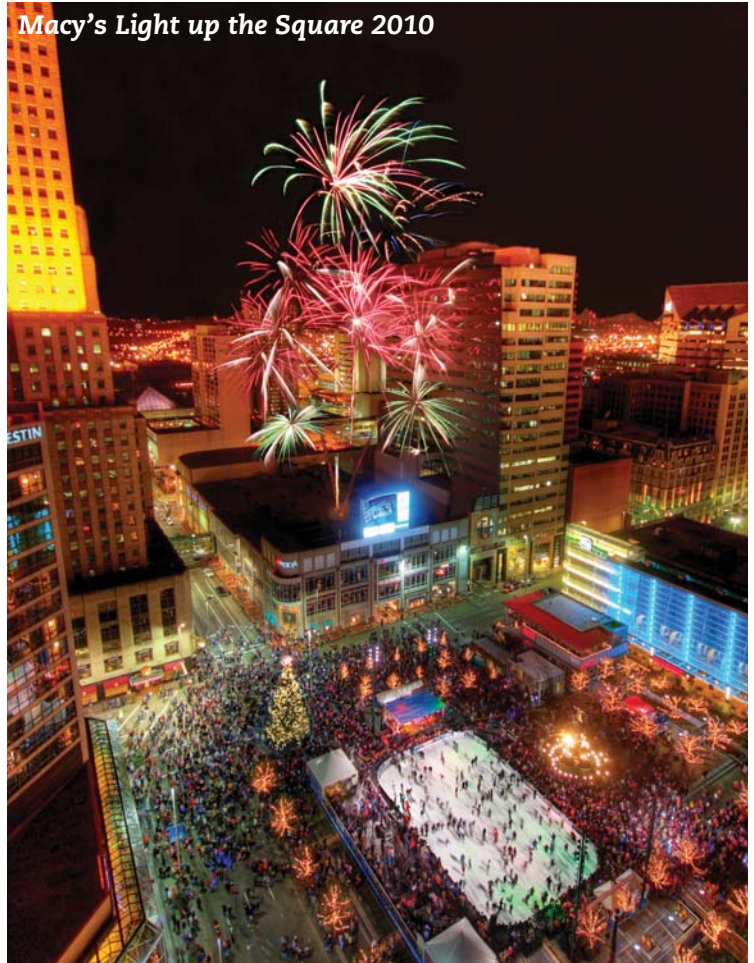
- There were 19 new sponsorships
- PNC, Coca-Cola, Ohio Valley, Toyota and State Farm increased their sponsorship by an average of 26.1%
- P&G, Skyline, and Coca-Cola signed multi-year sponsorships.

The new P&G Music Stage



Thanks to Procter & Gamble's five-year sponsorship, Fountain Square now has a new and improved 36' x 24' music stage that is able to stay in place throughout the year and better accommodate 3CDC produced and third party events. This new stage features an all new sound system, LED lighting, a canvas roof and upgraded electric power.

Macy's Light up the Square 2010



NEW SPONSORSHIP THIS YEAR

Cavalier	Quest Diagnostics
Cincinnati Cyclones	Recyclebank
Claddagh	Segway
E&J Gallo	Smart Travel
Fox Sports Ohio	Tri-State Running Company
Greater Cincinnati Energy Alliance	Turner Construction
ICB	VH1
Louis Trauth Dairy	Wellington Orthopedics
Mainstay Rock Bar	Wearcast
Molly Malone's	

VIA VITE

From the first six months of CY 2011, sales were up nearly 12% over the same period in 2010.

FOUNTAIN SQUARE GARAGE

In FY 2011 the total number of transient parkers increased 11.8% from FY 2010. Upgrades included additional lighting in lobbies, new signage for garage traffic, new wayfinding to help customers navigate the garage, and other stairwell improvements.

FOUNTAIN SQUARE PLAZA

3CDC continues to work with DCI and the Cincinnati Park Board to make Fountain Square a safe, clean and vibrant civic space for all visitors. Upgrades to the plaza included new trees in the west grove, replacement of the decomposed granite in the north grove, free WiFi installed thanks to Cincinnati Bell, and granite, table and chair replacement.

Toyota's Movie Night on the Square



PNC Summer Music Series – Saturday SLAM



2011 Mascot Broomball

COMMUNICATION & COMMUNITY RELATIONS

SOCIAL MEDIA

With social media dominating the channels of communication, we continue to expand our network of contacts for Fountain Square.

We have also created a separate social media network, anticipating the completion of Washington Park, which is continually gaining followers.

Fountain Square

- Facebook: 3,709 fans through June 2011, up from 2,055 in June 2010 (up 80%)
- Twitter: 3,670 followers through June 2011, up from 1,626 in June 2010 (up 126%)
- Weekly E-Newsletter: 1,744 subscribers through June 2011, up from 1,597 in June 2010 (up 9%)
- Flickr views: 12,321 views through June 2011, up from 5,859 in June 2010 (up 110%)
- YouTube views: 74,499 views through June 2011, up from 57,999 in June 2010 (28%)

Washington Park , created in the beginning of 2011

- Facebook: 249 fans in June
- Twitter: 200 followers in June
- Weekly E-Newsletter: 346 subscribers in June
- Flickr views: 3,966 views in June

MEDIA RELATIONS

- National Geographic filmed at Washington Park in May for their television production, *History Cold Case USA*
- The *New York Times* featured an article on the Gateway Quarter in their Travel Section titled “Surfacing”
- Fountain Square’s web site moved to allow for increased functionality, such as blogging and multilanguage support
- Added new mobile phone friendly calendar feature to Fountain Square’s web site

COMMUNITY RELATIONS

- 3CDC and the Over-the-Rhine Chamber created a holiday campaign for the Gateway Quarter to increase sales and exposure to the area.

The campaign, “See – Shop – Dine, Over-the-Rhine” was a huge success. Through November and December there was a substantial increase in media coverage of Over-the-Rhine. There were a total of 27 website postings on numerous sites, 11 segments on several news stations, 5 articles included in print media and 2 spots on the radio.

Social media played a big role in spreading the word as well. Throughout the campaign 43,162 followers on Twitter. Through November and December, fans on Facebook increased by 18%. The merchant’s website, www.otrgateway.com, saw a 136% increase in hits for the month of November and a 152% increase in the month of December (compared to October). Seven events were created, planned, and promoted, including a Holiday Pop Up Shop. The shop consisted of ten local vendors selling products in a vacant storefront creating more activity in the area. It was open, primarily on weekends, throughout the holiday season.

- 3CDC sponsored and organized the 5th Annual Go OTR 5k and 3rd Annual Gateway Quarter Summer Celebration on May 21. About 1,000 runners and walkers participated and thousands more visited the neighborhood throughout the day to enjoy the art, food and live music on Vine Street. The event raised more than \$35,000, a 46% increase from last year.
- In collaboration with 3CDC, the Over-the-Rhine Chamber, The Carol Ann & Ralph V. Haile, Jr. / U.S. Bank Foundation and the Greater Cincinnati Foundation, the Ambassador Program was able to expand into Over-the-Rhine. There will be one Clean Team ambassador working Monday through Sunday during the day and two Safe Team ambassadors working Thursday through Saturday in the evening. Their responsibilities will include litter patrol, graffiti and sticker removal, weed abatement, pressure washing and sidewalk hosing, panhandling interactions, and safety patrols.
- The Gateway Gift card program is still in effect with 23 stores participating and will continue to increase with more businesses opening up. This fiscal year, 296 cards were issued for \$13,570 and 219 cards were redeemed for \$8,274.22.



2011 Go OTR Summer Celebration



OTR Holiday Campaign

FINANCE & ADMINISTRATION

FUNDS

- February 2011, 3CDC was awarded \$18 million in Federal New Market Tax Credits
- June 2011, 3CDC was awarded \$2 million in Ohio New Markets Tax Credits

ORGANIZATIONAL STAFF CHANGE AND ADDITIONS

3CDC completed a restructuring that reflects its maturation. Once acting solely as a developer, it has now expanded its new role as an operating entity.

The new structure consolidates development, event production, asset management and communications. Executive Vice President of Development and Operations, Chad Munitz, will lead teams focused on development, programming, sponsorships and communications, and will oversee 3CDC's existing asset management functions (primarily Fountain Square and Washington Park). Executive Vice President and Chief Financial Officer, Stephanie Gaither, will be responsible for management of capital funds, accounting, loan portfolios, real estate financing, budget management, tax compliances, human resources and other administrative issues.

As part of the restructuring, Adam Gelter and Bill Donabedian earned promotions to Vice President of Development and Vice President of Event Productions, respectively. Gelter will serve as the day-to-day lead for real estate development while Donabedian will oversee programming at Washington Park and Fountain Square.

Other promotions include:

Lann Field, Senior Development Officer
Jeff Martin, Senior Development Officer
Emily Stapp, Senior Accountant

New Staff includes:

Chad Schackleford, LED Board Manager, July 2010
David Mackey, Graphic Design Consultant, November 2010
Daniel Nash, Receptionist, January 2011
Rachel O'Malley, Development Officer, March 2011
Katie Long, Accounting Manager, Capital Funds, April 2011
John Brooks, Development Consultant, April 2011
Jon Tenbrink, Staff Accountant, Capital Funds, May 2011
David Vissman, Site Assistant, May 2011

BOARD OF DIRECTORS

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3CDC

Carl H. Lindner

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Scripps Networks Interactive

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Global Novations

John C. Merchant

Attorney/Partner
Peck Shaffer & Williams

Ralph S. Michael, III */^

President & CEO
Fifth Third Bank, Cincinnati

**Dimitri Panayotopoulos
(Chairman)***

Vice Chairman, Global Business
Units
The Procter & Gamble Company

Joseph A. Pichler

(Vice Chairman) */^/ #
Retired Chairman & CEO
The Kroger Company

Jack Rouse**(Assistant Treasurer) ***

Retired Founder
Jack Rouse Associates

Larry D. Savage

CEO Midwest Region
Humana

Ellen van der Horst

President & CEO
Cincinnati USA Regional Cham-
ber

Yvonne Gray Washington ^

Executive Vice President & COO
United Way of Greater Cincinnati

Gregory H. Williams

President
University of Cincinnati

Thomas L. Williams */#

President
North American Properties

James M. Wiseman

VP for Corporate Communica-
tions
Toyota Motor North America

James M. Zimmerman

(Vice Chairman) */#
Retired Chairman & CEO
Macy's, Inc.

.....
* Executive Committee Member

^ Audit & Capital Allocation
Committee Member

Administrative & Corporate
Governance Committee Member