BEACHWOOD CITY COUNCIL
BUILDING AND GROUNDS COMMITTEE MEETING AGENDA
MONDAY, APRIL 22, 2019, 6:00 PM
at **BEACHWOOD CITY HALL, CONFERENCE ROOM A,**
25325 Fairmount Boulevard, Beachwood, Ohio 44122

Justin Berns
Alec Isaacson
Eric Synenberg

Agenda Items

1. Mayor's Report

2. Discussion regarding City Owned Properties

3. Any other matters coming before the Building and Grounds Committee

# # #

To: Council Building and Grounds Committee Chair

From: Mayor Horwitz, William Griswold, Keri Zipay

Date: March 27, 2019

Re: Real Estate Brokerage firm Proposals for RFP

Per the Building and Grounds Council Committee executive session meeting held on February 25, 2019, the Economic Development department pursued additional proposals for the RFP process that will be utilized to sell four city-owned properties. This includes the vacant Chagrin Blvd. fire station, the Harvard Road property, the vacant land adjacent to the new fire station, and the north end of the service center. In the request, an overview of the process expectations was outlined. Compensation arrangements were requested by all in the form of: Upfront fee, commission-based; and a combination of the two. Only one arrangement was offered by each entity.

The City obtained proposals from the following entities:

- CBRE
- Allegro Realty Advisors
- JLL
- Cushman & Wakefield CRESCO

The proposals outlined RFP services including:

1. Developing marketing materials
2. Creating a centralized website for submissions
3. Scoring proposals/making recommendations to Council
4. Negotiations/contracts

The compensation schedule varied among the four submissions ranging from 4%-8% commission, as well as the proposed $20,000 up front fee with commission charged to the buyer that was initially presented by Cushman & Wakefield.

At your convenience, please arrange for a follow up Building and Grounds committee meeting to discuss the attached proposals.

BUSINESS ADVISORS FOR YOUR REAL ESTATE

DISPOSITION SERVICES

CITY OF BEACHWOOD | MARCH 12, 2019

Allegro
Real Estate Brokers & Advisors

Allegro Real Estate Brokers & Advisors ("Allegro") understands that the City of Beachwood ("Beachwood" or the "City") is seeking a real estate firm to manage the disposition of four parcels using a Request for Proposals ("RFP") process. Allegro's unique structure and experienced team make Allegro an ideal firm to execute this work on behalf of Beachwood. This proposal details Allegro's qualifications, proposed scope of work, and compensation structure.

ABOUT ALLEGRO

Allegro is a Cleveland-based, independent commercial real estate brokerage and consulting firm focused on developing and implementing real estate solutions aligned with our clients' strategic, operational and financial objectives.

Allegro works with organizations ranging from global enterprises with worldwide real estate portfolios, to local municipalities, to emerging start-ups looking for their first locations. No matter the size of the organization, Allegro understands that real estate is a critical driver of success. The majority of our work is transaction-based, wherein we guide our clients through the disposition, lease, and purchase of real estate in Ohio and across the country. In addition to providing Transaction Advisory Services, our team also has the skill sets to provide Site Selection, Lease Audit & Recovery, Lease Administration, Market Research and Analytics, Strategic Advisory Consulting, Incentive Structuring and Negotiation and Economic Development Consulting services.

The Allegro team is comprised of more than 15 licensed, highly qualified, and deeply experienced real estate professionals. The firm's principals have over 125 years of combined experience solving real estate problems for their clients. The firm has been engaged by a broad spectrum of clients, including a large number of government entities to help them navigate the entire real estate decision-making, analytical and transactional process.

By combining our team of experts with our unique philosophy and business model, we ensure that our clients' best interests are zealously pursued. Our approach and philosophy resonates with seasoned decision-makers who are responsible for municipal real estate portfolios and complex real estate decisions. Our experience working with these decision-makers has led us to believe that they gravitate to us for the same reasons that make us the optimal solution for the City of Beachwood: our extensive public sector experience, salaried team, and seasoned, objective advice.

ALLEGRO QUALIFICATIONS & EXPERIENCE

The real estate experts at Allegro aid government entities, businesses, and not-for-profit organizations to make informed decisions, serve their stakeholders, and fulfill their missions by making the most of their real estate assets. We are particularly well-known among government and non-profit entities for providing exceptional advice and pragmatic solutions to the unique, complex real estate challenges that are regularly encountered in these sectors.

Allegro has experience delivering successful projects for governments ranging from local municipalities to the Federal Government. Through these projects, Allegro's team members have a detailed understanding and experience in navigating the approval process for the disposition of public real estate assets. Our detail-oriented team is comfortable ensuring project compliance with public regulations and providing clear communication with internal stakeholders including elected officials and administrators and the public. Three Allegro case studies for similar projects are included in Exhibit A.

Additionally, as you may note from our website listings, we are extremely selective in taking listings which allows for undivided attention and no conflict of interest with other competing property owners. A list of recent disposition projects is provided below. We have extensive experience working with high-profile land transactions for government, non-profit, religious, and educational property owners and occupants. Our firm is structured to provide collaboration from the entire firm, i.e., our salaried structure provides you access to a more than 15 person team of licensed real estate professionals. Our advisors are not worried about internal commission splits, their primary concern is building trusted relationships and achieving the objectives our clients. Biographies of Allegro team members can be found in Exhibit B.

RECENT DISPOSITIONS

SITE	LOCATION	CLIENT
Four scattered sites, via public RFP process	Cleveland, Ohio	Government Client (ongoing)
14 Acres with 40,000 SF building	Cleveland, Ohio	Government Client (under contract)
152 Acres w/ corporate buildings*	Brooklyn, Ohio	Corporate Client
86 Acres	Pepper Pike, Ohio	Non-Profit Client (under contract)
25 Acres (with buildings)	Ossining, New York	Religious Organization
6 Acres (with highway visibility)	Brook Park, Ohio	Corporate Client
2 Acres	Bedford, Ohio	Religious Organization
116 Acres	Burlington, New Jersey	Corporate Client
2 Acres	Brookfield, Wisconsin	Corporate Client
40 Acres	Houston, Texas	Corporate Client
4.5 Acres (two site land swap)*	Cleveland, Ohio	Non-Profit Client
2a Acres (120 parcels)*	Cleveland, Ohio	Non-Profit Client

*Won NAIOP "Transaction of the Year" Award

PROPOSED PROJECT SCOPE

For each of the four parcels:

ACTIVITY I: RFP STRATEGY & MARKET RESEARCH

OBJECTIVES

- Collaborate with the Steering Committee to prioritize the City's objectives, define the RFP strategy, and create a framework for the proper positioning of each property in the marketplace

TASKS

- Confirm Beachwood's disposition objectives
  - Typical objectives include timing, financial goals, environmental considerations, and economic impact
- Identify potential barriers to the disposition process (known environmental issues, functional obsolescence, etc.)
- Develop tactical action plan and timeline in alignment with the City's objectives
- Conduct initial market research to frame property's position in the market place (price, competition, marketing time, vacancy etc.)
- Coordinate with Beachwood Economic Development Department to develop incentive packages for properties as needed
- Draft a Request for Proposal in alignment with the City's objectives
- Develop a scoring rubric for RFP responses in alignment with the City's priorities
- Review RFP and scoring criteria with Steering Committee

ACTIVITY II: PROPERTY DUE DILIGENCE

OBJECTIVES

- Assess / define property features, benefits, and limitations

TASKS

- Conduct property inspection / tour to identify building features and limitations
- Identify necessary property improvements for market readiness
- Engage contractors, engineers, and environmental specialists as necessary
- Refine market research (competition, timing, vacancy, market position, etc.)
- Coordinate with necessary departments to assemble property due diligence documentation (title reports, maintenance summaries, utility information, floor plans, surveys, et al.)

ACTIVITY III: PROPERTY MARKETING

OBJECTIVES

- Assure an organized and thorough disposition and marketing process

TASKS

- Oversee the creation of and implementation of a marketing plan consistent with the City's goals and objectives
- Develop marketing brochures, signage, online listings, and email campaigns
- Analyze any market feedback as it relates to the City's goals and objectives
- Draft project implementation plan
- Relay marketing reports to Steering Committee

ACTIVITY IV: RFP MANAGEMENT

OBJECTIVES

- Develop and manage an organized RFP process aligned with the City's objectives

TASKS

- Create a document management system for the properties to share due diligence materials with RFP respondents
- Share RFP announcement through national channels in accordance with the marketing plan
- Manage and coordinate tours of properties, respondent questions, and all RFP response materials
- Using the approved scoring rubric, evaluate proposals for economic and business terms, identify strengths and weaknesses among competing proposals
- Review responses and scoring with Steering Committee
- Select preferred offers and maintain secondary offers (when possible) as leverage
- Coordinate all communications with RFP finalists
- Communicate with elected officials as determined by Steering Committee including any necessary presentation to City Council

ACTIVITY V: MANAGING COUNTEROFFERS & NEGOTIATIONS

OBJECTIVES

- Prioritize key deal / business points, maximize value in alignment with the City's objectives

TASKS

- Coordinate continuous negotiations and communication to ensure exposure is maintained with buyer
- Develop and present counter offers as needed
- Finalize economic and business terms for final contract negotiations

ACTIVITY VI: CLOSING DOCUMENTATION

OBJECTIVES

- Ensure that the "spirit" of the negotiations lives past the negotiations themselves

TASKS

- Assist Beachwood and Beachwood's legal counsel in the review and / or preparation of final transaction documentation

- Coordinate real estate transaction closing activities where appropriate
- Ensure compliance with contract documents (due diligence, waivers, contingency periods, etc.)
- Coordinate public announcements / sensitivities to internal and external public relations, labor, timing, etc.
- Coordinate final execution of the documents by all parties to the transaction
- Transition ownership to buyer

COMPENSATION STRUCTURE

Allegro has experience with a range of fee structures including retainer, hourly, fixed project fees, commission, or a hybrid model. Allegro would be willing to discuss any of the various fee models with the City of Beachwood. However, given Beachwood’s objectives and the alignment of incentives, Allegro believes a commission structure is in Beachwood’s best interest for this project.

Allegro would be paid a commission equal to four percent (4%) of the gross purchase price of the property to be paid out of the sale proceeds at closing. If the buyer is represented by a real estate agent, the buyer would be responsible for compensating their agent separately.

EXHIBIT A:
CASE STUDIES

CUYAHOGA COUNTY

Real Estate Portfolio Assessment

CHALLENGE

Allegro was engaged by Cuyahoga County to conduct an assessment of the its real estate portfolio. After a change in governmental structure and new elected leadership, the County wanted to update its real estate strategy with strategic, operational, and financial improvements in mind. In total, Allegro and its team analyzed 66 properties, toured over seven million square feet, interviewed over 50 elected officials and department heads, and surveyed / interviewed 20 counties to develop benchmarks and case studies. Each of the County's properties was classified as Divest, Invest, or Hold and had a corresponding plan for successful implementation.

SOLUTION

Allegro developed a strategy, plan, and actionable tasks that have allowed the County to utilize its real estate assets more strategically, implement processes that will improve efficiencies, and put into place a long-term plan for its real estate portfolio. Finally, Allegro's recommended strategy is expected to yield the County savings of more than $56 million over ten years. Allegro was also able to successfully manage and deliver this assignment during a substantial organizational restructuring over a contracted project timeline. This point is noteworthy and demonstrates Allegro's ability to cross-coordinate with large organizations with diverse boards and a multitude of stakeholders.

FORTUNE 1000 PUBLISHING COMPANY

Headquarters Reutilization & Disposition

CHALLENGE

A Fortune 1000 Publishing/Printing Company intended to dispose of its 1.6 million sq. ft. headquarters facility and 150 acre campus, located in Ohio. Given the uniqueness of the property, the client called upon Allegro Realty Advisors to identify and understand re-use and disposition strategies.

SOLUTION

In order to properly frame the context and position of Client's building, Allegro applied its "Highest and Most Appropriate Use" methodology to collect comprehensive data and information and to conduct thorough due diligence addressing the physical, financial, legal and social factors affecting the property and alternative disposition strategies.

Upon completion of the Phase I – Strategy scope of work, Allegro developed a report summarizing the property and market information, a long list of disposition alternatives, a decision tree structure, recommended short list alternatives, and a refined Phase II work plan based on these findings. Additionally, the property was assessed in the context of the real estate market, specifically to evaluate price and competition.

The Phase II – Analysis scope of work, included the following activities: more detailed due diligence on title, survey, environmental condition, physical conditions, market dynamics and government relations. Additionally, Allegro's work identified quantitative impacts of short-listed strategies to ownership on a net present value basis (after tax), developed a decision tree and assessed qualitative variables of short-listed strategies. Through this process, Allegro tested its assumptions by presenting the building to a select list of pre-qualified real estate investors and developers. Based on this market testing, Allegro built a business case to further vet the short-listed alternatives and recommended of preferred strategy.

This exercise naturally progressed into Phase III – Implementation, in which Allegro provided transactional support including project leadership and working through the final stages of disposing the highly complex project. Allegro quietly shopped the property to a dozen national and regional real estate investors and developers. Allegro negotiated with prospective buyers to ultimately structure a creative transaction including a purchase contract and multiple leases to accommodate the Client's need for flexibility upon the sale of the complex, After completion of the interrelated documents, the buyer was able to initiate redevelopment and re-tenanting efforts, while Allegro's Client focuses on the construction and relocation to its new headquarters.

MARYKNOLLL FATHERS & BROTHERS

DISPOSITION

CHALLENGE

Maryknoll Fathers and Brothers ("Maryknoll"), a non-profit American Catholic aid organization, engaged Allegro to assist with a property it owned on its campus in Westchester County, New York. The property, known as the Bethany Building, is a 42,000 square foot building, situated on 24.9 acres zoned residential, that formally housed lay missionaries. The building was vacant and no longer critical to their mission as an organization. Maryknoll's goal was to dispose of the property with the objectives of benefitting financially, and, to the extent possible, controlling the future use. Maryknoll retained Allegro to advise on the disposition, manage the broker selection process, ensure that the disposition generated a financial return, and was consistent with their mission as a Catholic missionary organization.

SOLUTION

Allegro met with local government officials to understand zoning, land use, and local opinions on potential end uses. Next, Allegro conducted a three-step process (pre-qualification, interviews, and vetting) to select a local broker partner who would list the property. Moreover, Allegro collaborated with the local broker to explore a variety of disposition strategies, including: selling the property in as-is condition, as vacant land, or subdividing the land for residential development. Throughout the duration of the engagement, Allegro managed the process, coordinated with local brokers, and analyzed all offers against economic criteria and for fit with Maryknoll's mission.

Ultimately, Allegro and the local broker identified and qualified a buyer that was both economically beneficial and consistent with Maryknoll's mission. The disposition of the property allowed the organization to focus its resources on mission critical facilities. Allegro has an on-going relationship with Maryknoll and has provided services for portions of its global real estate portfolio.

EXHIBIT B:

TEAM BIOS

MICHAEL CANTOR

MANAGING DIRECTOR/PRINCIPAL

Allegro
Real Estate Brokers & Advisors

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With over 25 years of experience in commercial real estate, Michael L. Cantor works with corporate, public sector and real estate industry clients with global, national and regional real estate portfolios with services including strategic real estate planning, tenant representation, corporate real estate services, and development consulting. Mr. Cantor also serves as the firm's Managing Director.

Prior to joining Allegro, Mr. Cantor served as a Senior Manager in the Real Estate Solutions practice of Deloitte, providing management consulting services to REITs, corporate services to Fortune 1000 companies, and development consulting services (including economic and real estate development) to public sector entities. Previously, Mr. Cantor served as Vice President of Cleveland Real Estate Partners, which was acquired by Deloitte in 1999. Earlier in his career, Mr. Cantor worked with a corporate outsourcing firm, specializing in the utilities practice, and prior to that, an exclusive tenant representation firm.

Mr. Cantor volunteers as a board member of several organizations, including the Cleveland Regional Office of American Jewish Committee (its board president), the Music Settlement, and City Year Cleveland. He is a member of the Leadership Cleveland Class of 2012 (its class president), the Leadership Cleveland Year Two Fellows Program, and the Government Affairs Council of Greater Cleveland Partnership, and served for several years as a board member of the Ohio & Erie Canalway Association, the Ohio/Kentucky Chapter of CoreNet Global, and as a committee member of the Cleveland Metropolitan Bar Association's Real Estate Law Institute. In 2015, Mr. Cantor was named finalist of the Ernst & Young Entrepreneur of The Year, also having been nominated the prior two years. In the same year, he was named to the Weatherhead 100, the fastest-growing companies in Northeast Ohio, and the inaugural class of the Cleveland Jewish News "18 Difference Makers." He has received many awards from the National Association of Industrial and Office Properties (NAIOP), including the Office Transaction of the Year (2014 and 2010), the Industrial Transaction of the Year (2104 and 2011), the Multi-Family Development Project of the Year (2014), and the Renovation Project of the Year (2010). In 2008, he was named in Crain's Cleveland Business "Forty under 40" and was honored by Deloitte, receiving its National Leadership in Real Estate Award in 2000. Mr. Cantor has publicly spoken for organizations such as CoreNet Global, NAIOP, Baldwin Wallace University, the Ohio State Bar Association and Cleveland Metropolitan Bar Association. He has been frequently published and interviewed in international, regional and local industry journals and business publications.

Mr. Cantor earned his J.D. from the Cleveland-Marshall College of Law at Cleveland State University, with concentrations in real estate and environmental law, and is a member of the Ohio Bar. He obtained his Bachelors in Business and Bachelors in English from Miami University, Oxford, Ohio. He is also a licensed Real Estate Broker in the State of Ohio.

DAMON TASEFF, SIOR

PRINCIPAL

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Damon M. Taseff has spent his entire professional career consulting clients in all facets of the commercial real estate industry, acting as a pragmatic, educated and skillful advisor and broker. By leveraging his skill set in strategic planning, portfolio management and financial analysis to address real estate problems with practical and effective solutions, he has successfully consulted and advised a wide range of clients including private and publicly traded corporations, public sector entities and private investors.

Today, at Allegro Realty Advisors, acting as an exclusive tenant rep, he assists his clients with the transaction of real estate across the United States — purchasing and leasing assets of all categories. Whether office, industrial, multifamily or retail, his clients have relied on him to understand market dynamics and create the best possible solutions. Additionally, he consults and provides strategic solutions for organizations that need counsel with their real estate portfolios. Within this niche practice area, public and private sector organizations have turned to him for strategic advice and realized profound results. His ability to combine transactional expertise with strategic consultation creates a service delivery paradigm tailored exactly to the true needs of most clients.

Prior to joining Allegro, Mr. Taseff served as Assistant Vice President within the Strategy and Analysis Group in the Corporate Real Estate Department at Bank One in Chicago, Illinois. During this time, he was responsible for the analysis of real estate transactions within the Bank One portfolio including office, retail and operational assets. Additional responsibilities included excess asset disposition and corporate portfolio realignment resulting from the acquisition of First Chicago Bank, and asset review for pending corporate merger and acquisition targets.

Mr. Taseff has been published and interviewed for numerous publications regarding corporate real estate trends and economic development. A few of these industry journals include Bank News, ABA Banking Journal, COSE Update, and The Economic Development Journal. He has been quoted in Crain's Cleveland Business Journal, The Cleveland Plain Dealer and Freshwater Cleveland. In 2011, he was nominated as a Member of the Crain's Cleveland Business Journal Forty Under 40 and in 2014 he was awarded a Marshall Memorial Fellowship from The German Marshall Fund of the United States. He is a member of the Leadership Cleveland Class of 2016. He currently is a board member of The Campus District Inc., St. Augustine Health Ministries and BriteWinter

Mr. Taseff earned his Masters of Business Administration from the Weatherhead School of Management at Case Western Reserve University in Cleveland, Ohio, with a concentration in Finance. He obtained his Bachelors of Business Administration from Ohio University in Athens, Ohio, with a major in Finance and Marketing. He holds an SIOR designation and a State of Ohio Real Estate Brokerage license.

ADAM GIMBEL

PRINCIPAL

ADAM GIMBEL

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Adam H. Gimbel practices in the firm's Tenant Advisory and Investment service lines, advising corporations and public sector clients with real estate needs on a local, national and international basis.

Adam Gimbel joins Allegro with more than 20 years of experience in the professional services sector, including both legal and commercial real estate positions. Mr. Gimbel leverages his diverse professional background to advise Allegro's clients in services ranging from strategic real estate consulting to transaction advisory services. Some of his notable clients include the Ashtabula County Medical Center, Benesch, Cleveland-Cuyahoga County Port Authority, Fox Sports, MCPc, Medical Mutual, Schneider, Smeltz, Spieth Bell, and The NRP Group.

Over the past 10 years, Mr. Gimbel has focused his career in the commercial real estate industry, including previous positions as Director of Investment Services for a real estate asset management firm and Vice President of Business Development & General Counsel of a retail brokerage. Prior to entering the commercial real estate field, Mr. Gimbel practiced law for 11 years with private firms in Chicago and Cleveland.

Mr. Gimbel has been honored as a recipient of the National Association of Industrial and Office Properties' (NAIOP) 2015 Mixed Use Transaction of the Year, 2014 Office Investment Transaction of the Year, 2014 Industrial Transaction of the Year, 2010 Industrial Transaction of the Year and was recognized in 2010 by CoStar as a Powerbroker for Retail Leasing Transactions.

Mr. Gimbel is active in local civic and charitable organizations, including currently serving on the Board of Trustees for the Cleveland Hillel Foundation and the Cleveland Jewish Housing Committee. He also is active in the Cleveland Jewish Federation serving on the Properties Committee and with the Annual Campaign having previously served as a Co-Chair of the Builder's and Real Estate Division. Mr. Gimbel also has served on the Board of Directors for the Children's Museum of Cleveland and the Cleveland Racquet Club. Mr. Gimbel earned his Bachelors in Science with a major in Marketing and a minor in Psychology, from Indiana University, and his J.D. from the University of Miami School of Law. He is a member of the bar in Ohio and Illinois and a licensed real estate associate in the State of Ohio.

JOAN CHASE
MANAGER

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Joan Chase focuses on providing strategic advisory services to Allegro's government, nonprofit, and corporate clients. Deliverables include economic development strategy, land use planning, market feasibility, fiscal impact analysis, site selection, land assembly, government approvals, and regulatory requirements on local, national, and international basis.

Ms. Chase joined Allegro with more than 10 years of experience working across a range of real estate, economic development, and finance roles. Prior to joining Allegro, she conceptualized and authored the real estate strategy for a startup, managed real estate investments for a private equity firm, and conducted economic development research at a think tank. Additionally, Joan led the strategic planning process for a community development organization. Joan began her career in management consulting.

In addition to research tailored for specific clients, Ms. Chase has authored public research. Her analysis of the rental market was published in Community Development Practice, a peer-reviewed journal. She also co-authored a book chapter on the role of arts in economic development.

Ms. Chase has been active in charitable organizations including as a member of the Grant Making Committee for Neighborhood Connections and as a Selection Committee Member for Bad Girl Ventures. Ms. Chase has also served as a Trustee for Cogswell Hall.

Ms. Chase received a Bachelors in Economic from Case Western Reserve University and a Masters in Urban Studies from the Levin College of Urban Affairs at Cleveland State University.

JUSTIN A. HUGHES
ASSOCIATE

Allegro
Real Estate Brokers & Advisors

Justin A. Hughes joined Allegro as an Associate supporting the Tenant Representation, Corporate Real Estate Management, and Consulting and Advisory service lines. Prior to joining Allegro, Mr. Hughes began his career at one of the big four accounting firms, PriceWaterhouseCoopers, as an Associate in their Boston office. During his time with PwC, he worked on tax compliance and consulting engagements, servicing large privately held companies and their owners. In a move that brought him back to his home state of Ohio, Mr. Hughes joined the public accounting firm Novogradac & Company, where he provided accounting and financial insight to real estate development entities financing transactions through the New Markets Tax Credit Program.

Mr. Hughes earned his J.D. and MBA degrees from the University of Toledo, a Bachelors in Political Science from the University of Akron, and a Bachelors in Accounting from Franklin University. He is member of the bar of the United States Tax Court and of the Commonwealth of Massachusetts as well as a Certified Management Accountant.

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MARCH 15, 2019

CITY OF Beachwood

RESPONSE TO REQUEST FOR PROPOSAL

REAL ESTATE SERVICES

CBRE

00 | INTRODUCTORY LETTER

Dear Evaluation Committee,

CBRE, Inc. ("CBRE") is pleased to provide this proposal for real estate services to the City of Beachwood (COB). As the largest provider of commercial real estate services in Northeast Ohio and the world, CBRE has the depth of resources and experience to provide unparalleled value and expertise to COB.

The opportunity for COB to effectively execute a disposition program in regards to its surplus real estate is exciting for our team both as local professionals in the market and citizens of the community.

We believe the professionals we have assembled bring together an intriguing combination of local experience, market knowledge, and skill sets. Our goal is to be the partner that will allow COB to maximize its return on underutilized real estate holdings, leverage transactions, and build consensus (both internally and externally) through a transparent process.

LOCAL EXPERTISE AND ACCESS TO DEVELOPERS & INVESTORS

Since 1986, CBRE Northeast Ohio has served the diverse commercial real estate needs of property owners, corporate users, education institutions, and all levels of Government across the region. Today, CBRE's Ohio licensed professionals continue to reinforce our market-leading position in the market, supported by the strength of our comprehensive service delivery platform.

FULL SPECTRUM OF SERVICES & USE TYPES

CBRE is capable of providing all of the required services in the Scope of Services including disposition strategies, market analyses, property marketing, analyzing proposals, appraisals and any other required real estate related service. Our proposal provides a core account team which will coordinate the necessary business lines associated with consulting and transaction management as well as other services CBRE anticipates to be beneficial for COB.

CBRE COMMITMENT

The CBRE Team would be honored to partner with COB as their real estate broker services provider. The COB has the personal commitment of our executive leadership team, local professionals, and members of the public sector practice that our partnership will embody Respect, Integrity, Service, and Excellence. These are CBRE's RISE values and the foundation on which our company is built.

Ryan Jeffers, AJ Magner, Jamie Dunford, Maria Lemon will be the project leads on this assignment. Ryan, AJ, Jamie and Maria are authorized to make representations for CBRE. Relevant contact information appears below:

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EXECUTIVE SUMMARY

1. | EXECUTIVE SUMMARY

Corporate Overview

CBRE Group, Inc. (NYSE:CBG), a Fortune 500 and S&P 500 company headquartered in Los Angeles, is the world's largest commercial real estate services and investment firm (in terms of 2018 revenue). The company has more than 80,000 employees (excluding affiliates), and serves real estate owners, investors and occupiers through more than 450 offices (excluding affiliates) worldwide. CBRE offers strategic advice and execution for property sales and leasing; corporate services; property, facilities and project management; mortgage banking; appraisal and valuation; development services; investment management; and research and consulting. Whether it is a local, national or global assignment, CBRE applies insight, experience, intelligence and resources to help clients make informed real estate decisions. The many strengths that CBRE brings to each transaction include:

- An intimate knowledge of virtually every major market in the world
- Intellectual capital and technological resources that develop and deliver superior analytical, research and client service tools
- A proven track record of meeting diverse client needs
- Leadership positions in all service lines
- An organizational structure that harnesses the firm's collective expertise

The firm that is now CBRE traces its roots to San Francisco in 1906. By the 1940s, that firm, which later became known as CB Commercial, grew to become one of the largest commercial real estate services companies in the western United States. In the 1960s and '70s, the company went public and expanded both its service portfolio and geographic coverage to become a full-service provider with a growing presence throughout the United States. A timeline of the major milestones in our history is provided below.

1906

Founded in San Francisco

1970 - 1980

Company expands both its service portfolio and geographic coverage to become a full-service provider with a growing presence in all major U.S. markets

National accounts program is established

Torto Wheaton Research is acquired—later becomes known as CBRE Econometric Advisors (CBRE-EA)

1990s

First global outsourcing client is secured; company moves aggressively to accelerate growth and cultivate global capabilities.

CBRE Global Investors is formed as the company's investment management subsidiary

L.J. Melody & Company is acquired—later becomes known as CBRE Debt & Structured Finance

Acquires leading firms to increase service offerings and becomes first real estate services firm with a platform to deliver global real estate services

2000s

2003: CBRE becomes the largest commercial real estate services leader

2004: Firm completes initial public offering and begins trading its Class A Common Stock on the NYSE

2005: Recognized as Fortune 1000 Company, the only commercial real estate firm on the distinguished list

2006: CBRE merges with Trammell Crow Company

2007: Company pledges to become carbon-neutral—making CBRE the first commercial real estate services company to announce such a goal

2008: Firm becomes first real estate services company ever included among the Fortune 500

2011: CBRE becomes the first global real estate services company to achieve carbon neutrality

CBRE acquires ING's investment management business in Europe and Asia

2012: *Wall Street Journal* cites CBRE as the best real estate brand

2013: CBRE acquires Norland Managed Services Ltd, the leading provider of building technical engineering services in the U.K. and Ireland

2015: CBRE acquired Global Workplace Solutions (GWS), a leading provider of integrated facilities management solutions on a global basis

2016: CBRE voted Fortune's most admired real estate services company for the fourth consecutive year and 15th best employer

CBRE TODAY

CBRE now possesses the most comprehensive service offering, broadest geographic reach, sharpest market intelligence and brightest talent in the industry

1. | EXECUTIVE SUMMARY

The CBRE corporate model is built around one maxim – to put the client first. This mandate applies to individual transactions, it applies to how the company is structured, and it applies to how we conduct ourselves on a broader scale in business and outside of the workplace. In order to carry out our fiduciary responsibilities, we feel we must do the following:

- Become our client's partner and clearly align our goals with theirs – without conflict of interest
- Establish a practical strategy with ambitious but realistic expectations – then strive to exceed those expectations through a transparent process
- Offer the most experienced and capable expertise – there is no disconnect or learning curve
- Provide access to the largest, most detailed knowledge base in the market for a competitive advantage
- Pay strict attention to detail and uncover solutions that are not readily visible
- Ensure that the process develops consensus within County government and the public eye for a solution that promotes credibility and success

OUR BACKGROUND

Our Corporate Services Team holds each of the above tasks in high regard. We originally came together a decade ago as a boutique Tenant Representation firm that was eventually acquired by CBRE. Over time, we also developed a strong disposition skillset to assist our clients and local institutions/governments in transferring surplus assets.

Being part of a truly global multi-disciplined firm means having the ability to tap into "playbooks" outlining best-in-class practices and consult with experts in the fields of portfolio consulting; strategic execution for sales/leasing; corporate services; property, facilities and project management; appraisal and valuation; and development services. This knowledge base is critical. We have the honor of representing blue chip clients such as Nestle, Goodyear, Eaton, Omnova, Penske and Huntington Bank. Those clients, like the City of Beachwood, cannot afford us the time and latitude of a "learning curve."

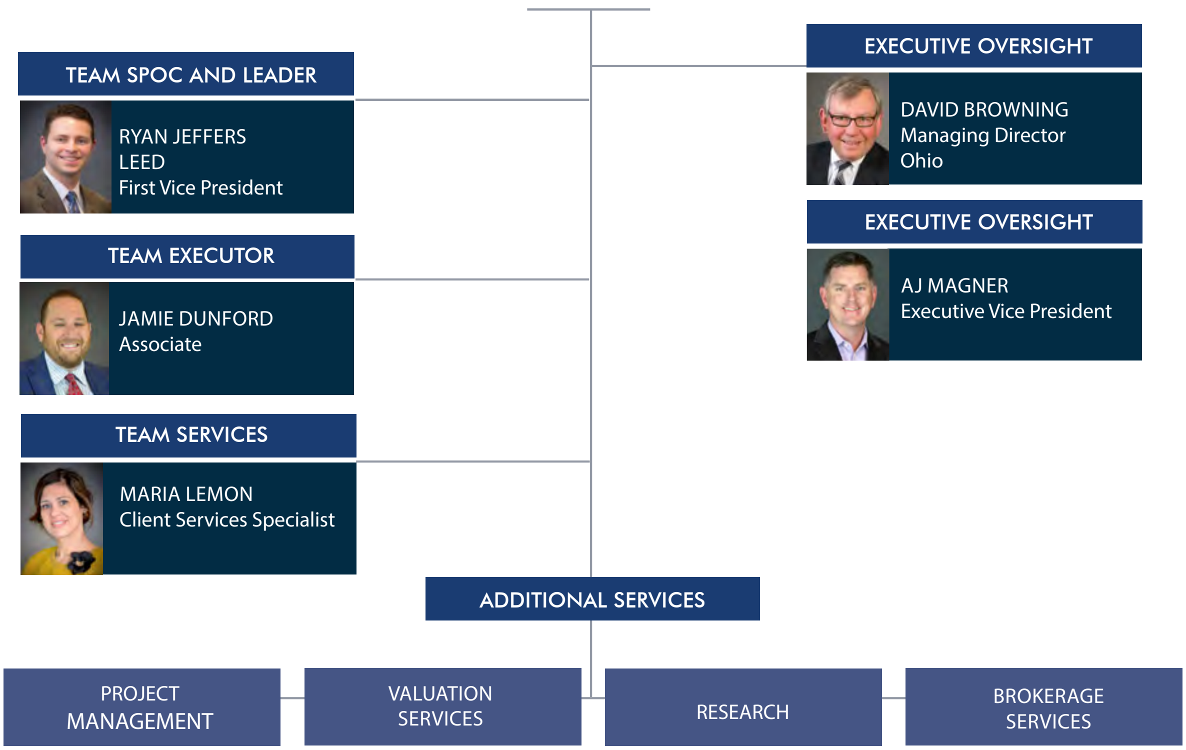
In addition to expertise, the CBRE team maintains the largest wealth of information in the industry, which is available to our clients. Our local database includes comprehensive detail about the economics, lease expirations, and present/future availabilities of space throughout the market and is continually modified with up-to-date information. This detail often allows us to identify future opportunities that even property owners and investors themselves haven't considered, and better manage our clients' timelines.

1. | EXECUTIVE SUMMARY

OUR TEAM

The project will be overseen by CBRE Cleveland's Corporate Services Team. During the past decade, our group's experience in larger, complex transactions has differentiated us and provided valuable insight into the best practices of disposal surplus property. We have been called upon to consult on specific facets of larger transactions; provide expert opinion to municipalities, public entities and publicly traded companies; dispose of unused leased and owned facilities; and fully execute office acquisition projects as large as 410,000 sq. ft. Each of these experiences has uniquely prepared CBRE for the engagement at hand.

City of Beachwood



FULL RESUMES CAN BE FOUND IN THE APPENDIX

LOCAL NORTHEAST OHIO COVERAGE

CBRE is Northeast Ohio's leading commercial real estate services firm. Our firm has been recognized for advising clients across the region and helping them leverage market opportunities to achieve their business objectives. Clients of CBRE have the best of both worlds— professionals with in-depth local market knowledge combined with the global reach and resources of the world's largest real estate services firm.

2 NORTHEAST OHIO OFFICES

- CLEVELAND
- AKRON

192 LOCAL EMPLOYEES

1,117 2018 TRANSACTIONS

20.5M 2018 SF LEASED/SOLD

CBRE IS NORTHEAST OHIO'S #1 COMMERCIAL REAL ESTATE FIRM
WHY DOES THAT MATTER TO YOU?

The greatest volume leads to the most connections for your opportunity and the proven best practices that will ensure COB's optimal real estate options.

1. | EXECUTIVE SUMMARY

THE CLIENT'S ADVANTAGE

By partnering with CBRE, the City of Beachwood will benefit from the market intelligence, diverse technical ability and experience of the commercial real estate industry's leading firm in both Cleveland and the world. In addition, CBRE maintains and leverages the largest local and global database of potential investors for our clients. The expertise of the team outlined will allow for the City to set and achieve its goals in a timely manner, maximizing its leverage in both parts of the project.

CBRE's size and breadth certainly comes with advantages in information and resources. We have had the honor of being named the dominant real estate firm in our area by Cleveland Crain's Business Journal for the past ten years. While we are proud of this distinction, it has come as the result of hard work and our focus on the ultimate maxim – to put the client first.

At the same time, we are a small, immediately accessible, local Team. We all live in the area and each of us has been dedicated personally or professionally to the local landscape for many years. Our Team has developed a multi-facet approach that will maintain an aggressive timeline, while not overlooking transactions details.

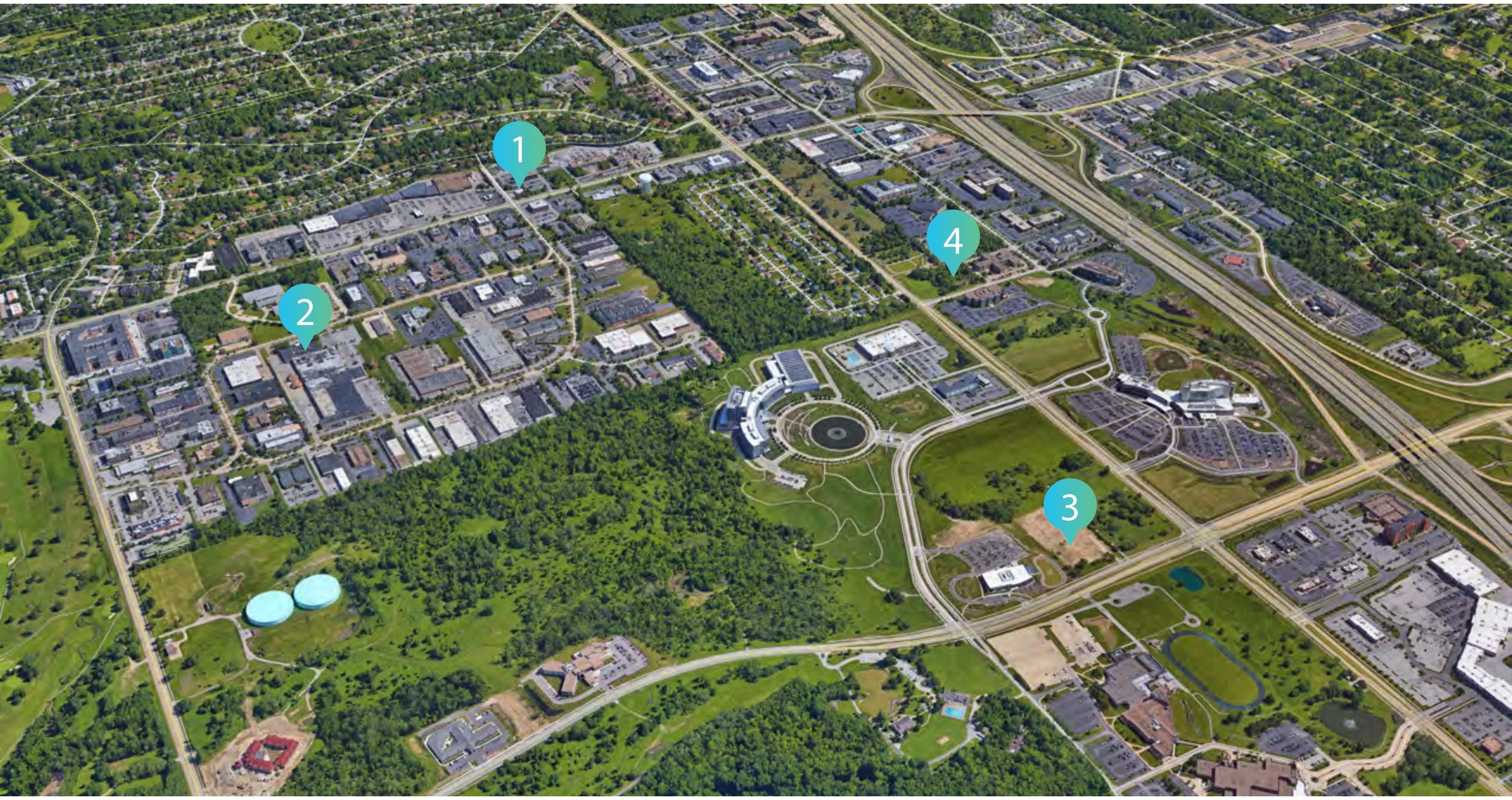
RESPECT/INTEGRITY/SERVICE/EXCELLENCE

SERVICES AND APPROACH

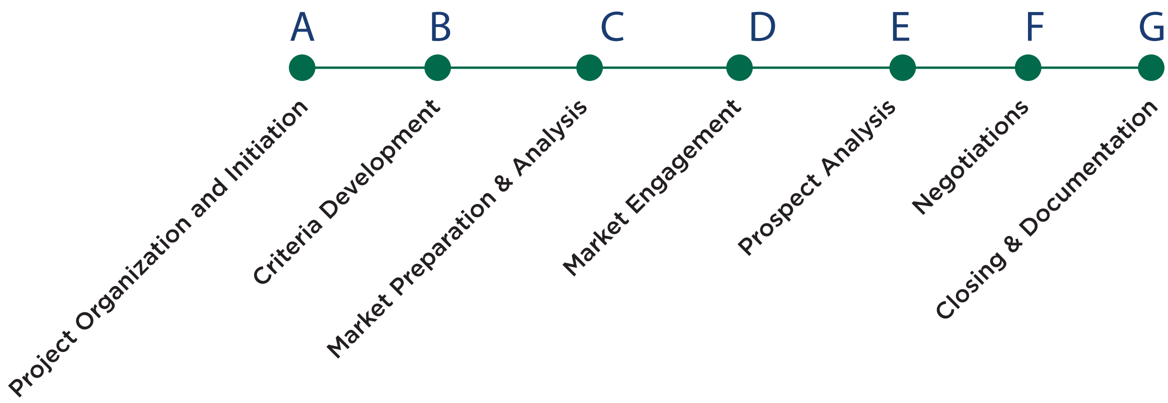
2. | SERVICES AND APPROACH

COB identified four properties that are considered surplus and would be advantageous to sell or reposition for private development. Those properties are:

1. Old Fire Station at 24619 Chagrin Blvd. - 0.53 acres
2. To-be created parcel at 23550 Commerce Park - ~ 4 acres
3. Vacant Land at 25445 Harvard Road - ~4 acres
4. Vacant land between the new fire station and 3800 Park East Drive - ~2.5 acres



The execution of the project will demand an intense workload immediately upon engagement. CBRE is committed to delivering results for COB, and feels that this will be best accomplished with a process that emphasizes front-end efforts, evaluation, and strategy.



EXAMPLE MARKETING PLAN

30

Pre-Marketing Actions, Review of Disposition Process , CBRE Marketing Ramp Up, Delivery

- Understand Seller knowledge of Site. Assist in selecting vendors to perform crucial due diligence for-Utilities, Soils, Environmental History, Wetland, Indiana Bat and Endangered species studies
- Present marketing strategies, recommendations, listing agreements and go forward plan
- Coordinate re-casting of sale of property to public (local municipality, interested stakeholders, and press)
- Determine any Structure/FFE (furniture, fixtures & equipment) or minimal rights retained, sold, or remain with property or separated from offering
- Assemble all due diligence information and pre-marketing collateral (property and facility photos, plans)

60

CBRE Local, Midwest and National Marketing Channels

- Deliver property offering to local & regional market leaders, businesses, key occupiers
- Midwest (15 CBRE office) bi-monthly call to discuss occupiers in each respective market
- Regional and National Marketing of site within each market
- Monthly team call to review of active prospects within each market

Marketing Material Tool Box

- Project Team and CBRE Graphics to create marketing materials (hard copies and CBRE shared file box)
- Review proofs with Ownership for input and revision
- Create and review Non-Disclosure Agreement (NDA) for qualified prospects
- Create bespoke RFP for proposals that highlights not only proposal economics, but also future intended use and community impact
- In-Suite Marketing Toolbox Materials- Survey, Environmental, Topo, Plat Maps, Utility Info, Wetlands

90

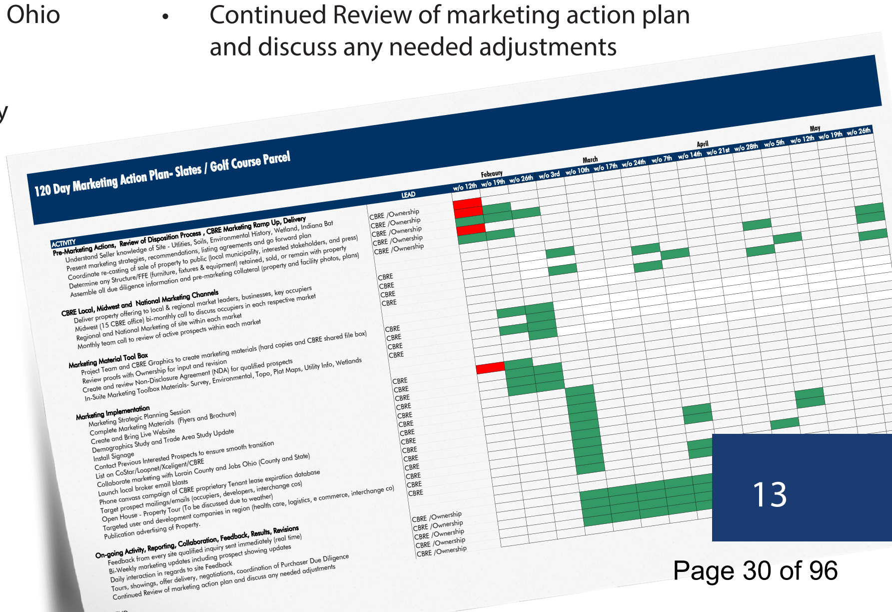
Marketing Implementation

- Marketing Strategic Planning Session
- Communication Plan in Concert with City
- Complete Marketing Materials (Flyers and Brochure)
- Create and Bring Live Website
- Demographics Study and Trade Area Study Update
- Install Signage
- Contact Previous Interested Prospects to ensure smooth transition
- List on CoStar/Loopnet/Xceligent/CBRE
- Collaborate marketing with County and Jobs Ohio (County and State)
- Launch local broker email blasts
- Phone canvass campaign of CBRE proprietary Tenant lease expiration database
- Target prospect mailings/emails (occupiers, developers, interchange cos)
- Open House - Property Tour
- Targeted user and development companies in region (health care, logistics, e commerce, interchange, etc.)
- Publication advertising of Property

90+

Marketing Implementation

- Feedback from every site qualified inquiry sent immediately (real time)
- Bi-Weekly marketing updates including prospect showing updates
- Daily interaction in regards to site Feedback
- Tours, showings, offer delivery, negotiations, coordination of Purchaser Due Diligence
- Continued Review of marketing action plan and discuss any needed adjustments



2. | SERVICES AND APPROACH

PROPOSED SCOPE OF WORK

CREATIVITY IN ACTION - CBRE MARKETING

From marketing strategy development to collateral production, our consultative marketing professionals offer COB a complete in-house marketing shop. Our designers, writers, web publishers and communications teams will support the team's marketing and special projects needs efficiently and at no extra cost.

NEXT LEVEL EXPOSURE

CBRE leads all commercial real estate brokerage firms in terms of print and online media coverage, according to Cision, an independent media monitoring company.

Since 2013 we have handled $32.4 billion in transactions.

OUR APPROACH

Property Marketing is essential in communicating the value of COB's assets. It can set the tone for new development or define a community's story. CBRE's thoughtful, expert approach to marketing assets leverages our perspective and technology to win new business, attract strong talent and make a tangible difference for our clients.

CBRE's regional Property Marketing Studios are a no-cost resource for the industry's most popular types of marketing materials such as brochures, fliers and email campaigns. The Studios' teams pair design expertise with accelerated speed-to-market to deliver materials that will set your opportunities apart from its competition.

2. | SERVICES AND APPROACH

WE INCORPORATE THE INDUSTRY'S LATEST CUTTING-EDGE MARKETING TOOLS TO HELP POTENTIAL USERS VISUALIZE THE OPPORTUNITIES

CBRE believes that real estate services are inherently integrated. Most transactions lead to the need for space planning, design and architectural services, construction, and move coordination. CBRE's service delivery model, which builds upon and leverages these inherent touch points and results in a superior real estate solution and increased interest.

in addition to other online services like Costar and Loopnet, CBRE have access to these proprietary platforms:

DEALFLOW

- Access to inventory
- Real-time market insight
- Matching deals to capital
- Customized investor preferences

PORTFOLIO OPTIMIZER

- Track all moving parts of transactions
- Instant reporting
- Real-time information & research

DIMENSION

- Visual expression of demographics
- Current compelling location stories
- Explore competitive landscapes

CBRE Database

OUR DATABASE OF POTENTIAL USERS PROVIDES VALUABLE INTELLIGENCE ON THE RIGHT POTENTIAL USES AND CURRENT APPETITE IN THE MARKET

- 120,000 INVESTORS
- 18,000 LAND BUYERS

2. | SERVICES AND APPROACH

SHAPING ICONIC REDEVELOPMENTS NATIONWIDE

We have over 20 years of experience creating RFPs and RFQs, marketing them across the country, attracting competition, and executing complex transactions. CBRE regularly prepares solicitation packages for various business scenarios, including leased space, purchases, sales, and development opportunities.

Our intent would be to develop a process and materials for marketing, negotiating, and decision making that emphasizes not only deal economics, but also future intended use and positive economic and community impact.

The process will include professionally designed marketing materials, an Offering Memorandum that includes all relevant information about the transaction(s), the City's requirements and expectations for the development, a custom website, and an outreach process reaching thousands of developers, investors, and users on a local, regional, national, and international basis.

CBRE's proprietary listing and sales management marketplace, Deal Flow, spans both single assets and portfolios, and gives the City unmatched exposure in the marketplace. With a database of over 500,000 potential investors and an unmatched international network, CBRE gets your opportunities in front of the most likely buyers and investors.

OFFER EVALUATIONS

CBRE will conduct a macro feasibility study with the goal of understanding the financial viability of a potential market project on the properties. CBRE will consider the following:

1. Macro Financial/Cash Flow Models for Contemplated Market Projects
2. Risk Assessment for various transaction options
3. Development Phasing
4. Potential Transaction structures, including sale ground lease, joint venture, and public-private partnership

The deliverable will be a summary that outlines the financial implications and risk assessment for the possible market development scenarios analyzed. We will discuss the pros and cons of each scenario in an effort to assist COB understand the market options prior to engaging the market process.

Following the due diligence, market analysis, and vision and planning phases, and with the COB's concurrence, CBRE will develop and manage an RFQ/RFP process to engage developers, investors and users that considers the following transaction elements:

1. Economic Considerations
2. Developer / Investor Resume and Capabilities
3. Developer vision and future use
4. Overall Community Impact
5. Schedule
6. City vs. Developer commitments / guarantees / deposits / contingencies
7. Other relevant terms and conditions

NEGOTIATIONS WITH PROSPECTIVE BUYERS/LESSEES

Representing COB in Complex Negotiations, Financial Analysis, and Evaluating Unsolicited Proposals

Following the marketing of development opportunities, CBRE will provide the detailed financial and use analysis necessary to ensure COB's interests are well represented in received offers, that the highest and best price is achieved, and that a compelling business case exists for final selection of a development partner. We regularly provide complex financial analysis comparing various transaction scenarios, financing arrangements, partnership agreements, and total resulting cash flow to the client. Following receipt of proposals, we will prepare qualitative and quantitative comparisons and matrices of offers to facilitate comparison and determine the best terms and areas for negotiation.

In our experience, the selection and negotiation process is particularly critical and an area where representation by a broker such as CBRE makes the most difference in determining final outcomes.

Documentation and Negotiation: Work with counsel to craft a Letter of Intent / Exclusive Rights Agreement outlining the business terms of the transaction; Develop and negotiate binding documents for the transaction: Ground Leases, Development and Operations Agreement, Joint Venture/PPP Agreements (in the event COB decides to become a financial and/or development partner), etc.

EVALUATION & SELECTION PROCESS

Following the RFP process, CBRE will support the evaluation of offers, utilizing a scoring matrix developed in partnership with COB, prioritizing various aspects of the offers such as:

1. Financial benefits to the City and stakeholders
2. Submission quality
3. Future use and community impact
4. Interviews of proposal teams
5. Proposer financial strength
6. Risk issues for all parties

We regularly prepare comparison matrices to assist our clients to compare developer offers, and are prepared to discuss the pros and cons of each proposal as compared to market practices, your priorities, and financial considerations.

ADDITIONAL RESOURCES

COB will have the full resources of CBRE's broad and deep services and specialty practices platform. Led by Ryan Jeffers & Jamie Dunford as our team's Point of Contacts, the team will have the full support of CBRE's leadership team and Senior Managing Director. This structure ensures that COB will have access to specialty practice resources necessary for implementation.

For example, in a recent assignment, CBRE's Golf specialists evaluated a County owned golf course and provided specific financial analysis regarding conversion to housing.

Regardless of the potential use type, CBRE will ensure we bring the right team of experts to advise COB on its options and represent it in the market accordingly.

CBRE has the broadest service platform of commercial real estate services in the industry. We offer a full spectrum of integrated services, designed to assist clients in seizing the full gamut of real estate opportunities. We are the fastest to launch new services, develop market niches and provide solutions to swiftly evolving client requirements. Our service lines include:

- Tenant and landlord representation/brokerage/ transaction management
- Occupier outsourcing, including facilities, project and transaction management, and strategic consulting services
- Property investment sales, debt and structured finance
- Investment banking
- Property management
- Appraisal and valuation
- Investment management
- Development services

QUALIFICATIONS

EXPERIENCE WORKING WITH HIGHER EDUCATION INSTITUTIONS OR GOVERNMENTAL AGENCIES TO MARKET AND SELL REAL PROPERTY

CUYAHOGA COUNTY | CLEVELAND, OH

SERVICES

- Capital Markets, Relocation, Market Analysis, Site Location

RESULTS

- $84 million operational real estate savings over 20-years, and over $30 million in sale proceeds from the monetized assets.

Cuyahoga County in Cleveland, OH required the construction of a new, consolidated county headquarters building, as well as the disposition of multiple county-owned office and other properties. CBRE was retained as real estate advisors to assist the county in securing the best possible location and build-to-suit headquarters (while achieving the most significant real estate savings) and disposing 1.2M SF in 10 county properties. The County had set in place a demanding 18-month timetable for the construction of the new headquarters and the dispositions. Captured 24.8% more value for County than estimated by original study.

STATE OF OHIO | COLUMBUS, OHIO

SERVICES

- Dispositions Portfolio

Building sizes ranged from 235,000 SF to 1.2 MSF. The primary reason we were awarded the contract was through our due-diligence we showed significant lapses in maintenance and preventative maintenance at the properties and we developed a plan to correct this.

CBRE immediately brought in a Contractor Account Representative to oversee the portfolio. Numerous existing staff was hired along with new staff and three new Chief Engineer Supervisors to fill the openings. Over the next six months, a Director of Engineering Operations and a Business Administration Manager were added to the management team. We instituted a preventative maintenance program through CMMS software that incorporated Class A Office Best Practices with Critical Environment PM for all our building systems. The implementation of this program, along with CBRE development and oversight of significant improvements to these building systems have helped to endear CBRE to our client.

CBRE was awarded four additional State of Ohio buildings in 2016 which increased our portfolio to approximately 4.8 MSF. We have incorporated our procedures in the new buildings with equal success.

OHIO STATE UNIVERSITY | COLUMBUS, OH

SERVICES

- Space Utilization Study & Portfolio Optimization

RESULTS

- $12 million 50,000 SF office build-to-suit transaction, fast-tracked for government agency

KEY TAKEAWAY

- CBRE is well versed in the operational considerations facing large public universities and will apply this perspective to ensuring future campus developments are accretive to the University's strategic plan and operational goals.

The Ohio State University needed to identify sources of funding to ensure the University could execute on its strategic plan. CBRE was engaged to perform an exhaustive analysis of all real estate assets, determine which assets were truly core to the university's mission, evaluate the current market potential for those assets deemed to be non-core, and gain approval to pursue appropriate monetization strategies. CBRE analyzed the University's performance on several real estate metrics such as space utilization, portfolio strategy, transaction management, and lease administration, facilities management, integration of academic facilities with its medical center, aggregating sourcing and purchasing functions, and energy and sustainability.

CUYAHOGA COMMUNITY COLLEGE | CLEVELAND, OH

SERVICES

- Acquisition, Strategic Consulting & Advisory

Cuyahoga Community College's board instructed the college to establish "The Institute of the Culinary Arts" within the central business district (CBD) of Cleveland. The motivation was to increase the colleges presence within the CBD highlighting a one of their premier programs.

The college engaged CBRE to conduct a thorough site study to locate a 25,000 sf facility with superior identity , accessible for students , and unique architectural characteristics .

After an extensive process CBRE was successful in developing an option that included the redevelopment of a historical property that coincided with the city plan to rebuild Public Square park. Today the CULINARY SCHOOL sits prominently in the heart of Cleveland's thriving downtown district.

3. | QUALIFICATIONS

EXPERIENCE

SIMILAR SIZE AND COMPLEXITY PROJECTS

NAME / PROJECT	TYPE OF TRANSACTION	SIZE
Norfolk & Southern , Ohio	Excess Land. Disposition of large parcel throughout northeast Ohio	8 sites over 600 acres
Cleveland Clinic, Ohio	Disposition	Mostly vacant 550,000 sf office/ warehouse data
1255 Euclid Avenue, Ohio	Downtown office building with strong technology infrastructure but deferred maintenance issues. Property in receivership at time of sale, still held $7.1M sale price	194,000 sf
Mass Ave Redevelopment, City of Indianapolis	Relocation of public safety facilities and redevelopment of existing site	235 high-end apartments, 40,000 square feet of ground-level retail and over 300 parking spaces, primarily underground

CONFLICT OF INTEREST

4. | CONFLICT OF INTEREST

Corporate Policy on Conflict

To add another layer of assurance to COB please consider CBRE's policy to managing situations involving potential conflicts:

- In the case of a potential dual agency (whether it is the local implementing professional who represents the Client, or another CBRE professional who represents the owner or sublessor), the situation is immediately disclosed by the Account Team. The Client can then decide how best to manage the situation with the Account Team up to and including substituting particular team members on assignments.
- Our written corporate policy dictates that members of every project team must have no communications, direct or indirect, with members of any outside team on any matter that would or might compromise the confidentiality of the client relationship or any private or proprietary information and documents.
- Document production, circulation, and storage will be segregated and restricted to the team producing the material. Appropriate instructions to staff are already in place and are periodically reinforced.
- Access to computer programs and databases is already restricted appropriately with individual security codes.
- As a company policy, neither CBRE nor its employees owns real estate that would put it in a position of potential conflict of interest with its clients.
- CBRE will execute and deliver a confidentiality agreement and, if requested, the agreement will be countersigned by each individual member of the account team

This methodology has permitted CBRE to complete tens of thousands of transactions annually for our clients while successfully managing potential conflicts on all corporate accounts. Additionally, to aid in any instance of perceived Conflict of Interest, we have authored the following two documents in order to most efficiently and clearly define, solve and succeed with assignments where a conflict of interest is perceived. CBRE widely distributes and makes available these two documents to all of our real estate professionals, and can provide the same to COB upon request:

- CBRE Playbook: Guidelines for Managing Conflicts of Interest
- CBRE's Business Process: Approach to Conflicts of Interest

REFERENCES

5. | REFERENCES

REFERENCE CONTACTS FOR CASE STUDIES

REFERENCE #1	
CLIENT NAME	Cuyahoga County
CONTACT INFORMATION	Michael W. Dever, M.P.A. Director of Public Works 2079 East 9th Street, Cleveland, Ohio 44115 mdever@cuyahogacounty.us office: 216-348-3822 | cell: 216-244-1837 Joseph W. Boatwright, IV Chief Corporate Counsel 2079 East Ninth Street, 7th Floor, Cleveland, Ohio 44115 Tel: (216) 698-6464 / Fax: (216) 698-2744 Direct: (216) 443-7128 JBoatwright@cuyahogacounty.us
SERVICES PROVIDED	Development Advisory, Project Management, Valuation & Advisory

REFERENCE #2	
CLIENT NAME	Cuyahoga Community College
CONTACT INFORMATION	Cynthia Leitson Vice President, Capital, Construction, Faciliities 2900 Community College Ave., Cleveland, OH 44115 216-987-3510 cynthia.leitson@tri-c.edu
SERVICES PROVIDED	Disposition of state owned property

SCOPE OF COMPENSATION

6. | SCOPE OF COMPENSATION

STRATEGIC, MARKET, AND FINANCIAL ANALYSIS

A thorough investigation of the existing development rights associated with the properties, any related activity or traffic generators, property conditions, and the City's priorities for this project is a critical first step to a successful transaction. This analysis step can be considered in a number of phases:

PHASE 1: SITE DUE DILIGENCE

CBRE will assist COB in its evaluation of all documentation and data as that shall be coordinated by a third party provider to analyze physical site conditions and constraints, including but not limited to:

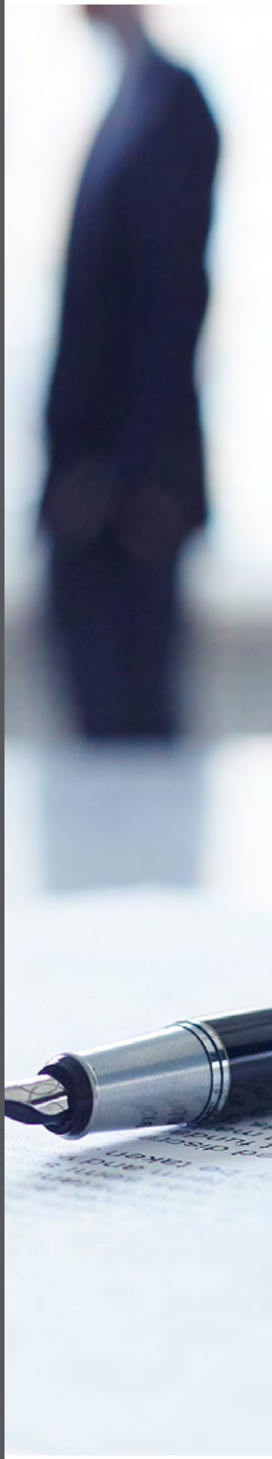
1. Current placement of structures versus envisioned future placement
2. Environmental issues
3. Wetlands Delineation
4. Access/Transit/Traffic Impact
5. Geological and topological issues
6. Zoning and other entitlement issues
7. Existing uses of surrounding property
8. Survey and Title

This evaluation will help guide the University and CBRE in our approach to maximizing value and engaging the developer community effectively.

PHASE 2: MARKET ANALYSIS

Once Phase 1 is complete, COB must have a clear understanding of the value that can be created on the site, market demand for various use types, and the full economics of the project. Our team will provide these estimates, and prepare financial analyses and cost estimates to further estimate the value and market response the University may hope to achieve.

CBRE will engage our in-house Valuation and Advisory group to assist in the market value of the property under a fee simple and ground lease transaction structure.



6. | SCOPE OF COMPENSATION

DEVELOPER SOLICITATION

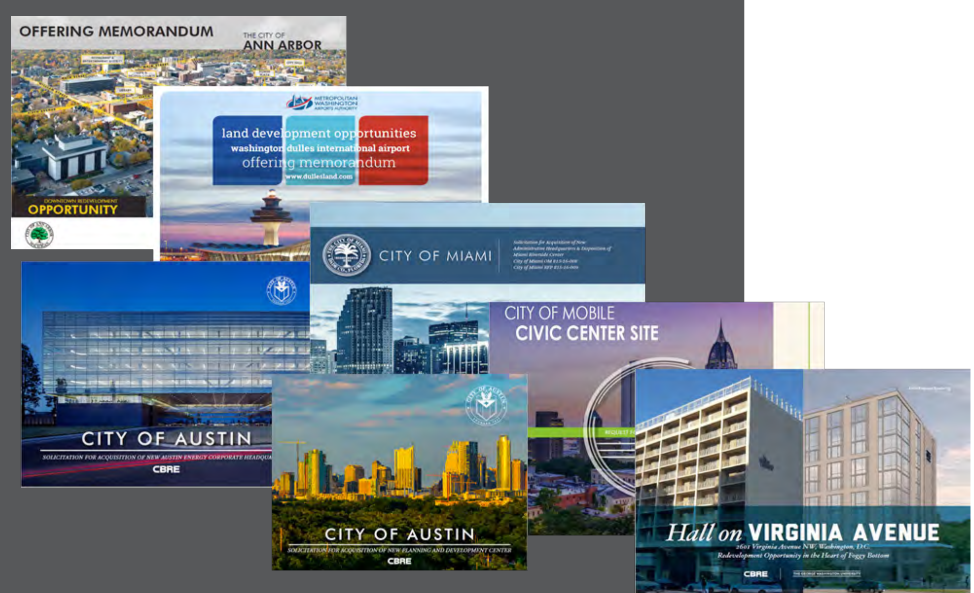
PHASE 3: MARKET ENGAGEMENT
Following the due diligence, market analysis, and vision and planning phases, and with the COB's concurrence, CBRE will develop and manage an RFQ/RFP process to engage developers, investors and users that considers the following transaction elements:

1. Economic Considerations
2. Developer / Investor Resume and Capabilities
3. Developer vision and future use
4. Overall Community Impact
5. Schedule
6. City vs. Developer commitments / guarantees / deposits / contingencies
7. Other relevant terms and conditions

SHAPING ICONIC REDEVELOPMENTS NATIONWIDE

We have over 20 years of experience creating RFPs and RFQs, marketing them across the country, attracting competition, and executing complex transactions on behalf of public-sector entities. CBRE regularly prepares solicitation packages for various business scenarios, including leased space, purchases, sales, and development opportunities.

The process will include professionally designed marketing materials, an Offering Memorandum that includes all relevant information about the transaction(s), the University's requirements and expectations for the development, a custom website, and an outreach process reaching thousands of developers, investors, and users on a local, regional, national, and international basis.



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6. | SCOPE OF COMPENSATION

EVALUATION & SELECTION PROCESS

PHASE 4: OFFER EVALUATION
Following the RFP process, CBRE will support COB in the evaluation of offers, considering factors such as:

1. Financial benefits to the City and stakeholders
2. Submission quality
3. Future use and community impact
4. Interviews of proposal teams
5. Proposer financial strength
6. Risk issues for all parties

We regularly prepare comparison matrices to assist our clients to compare developer offers, and are prepared to discuss the pros and cons of each proposal as compared to market practices, your priorities, and financial considerations.

TRANSACTION NEGOTIATION AND DOCUMENTATION

Phase 5: Transaction Negotiation and Documentation
CBRE will also negotiate and assist with executing all necessary documentation including the following transaction elements: Letter of Intent, Due Diligence, Sale and/or Development Agreements, Ground Lease Documents, and Shared use/Common Area Agreements

COMPENSATION

6% fee based upon of the gross consideration of Sale Price, Joint Venture Value, or Ground Lease Over the Term including escalations and participation rent, if applicable.

Additional terms:

1. A mutually acceptable minimum fee for transaction will be agreed to in advance by CBRE and COB in the event of a donation or discounted land contribution as part of a Joint Venture.
2. Purchaser's represented by Brokers shall be responsible to compensate its representatives per separate agreement.

APPENDIX

FULL PROFESSIONAL PROFILES

RYAN JEFFERS

SPOC
FIRST VICE PRESIDENT

FIRST VICE PRESIDENT
LEED CERTIFIED
+1 216 658 6124
RYAN.JEFFERS@CBRE.COM

PROFESSIONAL BACKGROUND

Ryan is a member of the firm's Corporate & Tenant Services Group. He focuses on office and industrial projects from the perspective of occupiers, helping clients to align their real estate with business, financial, and operational objectives. Ryan's analytical skill allows him and his team not only to evaluate complex transactions from multiple perspectives, but also to develop models of options, strategies, and leverage early in the real estate process. His experience with portfolio consolidations and dispositions has led to a number of larger headquarters and office assignments for clients such as Jones Day, Huntington National Bank, Cuyahoga County, and Forest City.

Prior to joining CBRE, Ryan graduated with a BS in Mechanical Engineering from Northwestern University in Chicago. Following college, he worked as an engineer conducting facility audits of energy use and designed energy conservation programs for clients. While not a practicing engineer today, this skill set carries over in many ways to Ryan's current projects.

Ryan became a LEED Accredited Professional in 2003, one of the first professionals in Ohio from any industry to do so.

CLIENTS

- Cuyahoga County
- Jones Day
- FirstEnergy
- Huntington National Bank
- First American Title Insurance
- MRI
- The City of Cleveland
- CIT Group/Education Loan
- Citizens Academy
- Towers Watson
- Osborn Engineering
- Maloney + Novotny
- IntelliCorp Records
- CareSource
- Lancer Insurance Company
- Sherwin Williams Consulting
- American Greetings Consulting Cleveland, OH (HQ)

JAMIE DUNFORD

SPOC
ASSOCIATE

ASSOCIATE
CLEVELAND OHIO
+1 216 363 6431
JAMIE.DUNFORD@CBRE.COM

PROFESSIONAL BACKGROUND

Jamie joined CBRE in mid 2018 as an associate with the tenant rep team including Chandler Converse, Ryan Jeffers, Steve Voinovich, and Maria Lemon. He was most recently at Brown Gibbons Lang Real Estate Advisors (BGL) as an investment banking analyst, with the added practice of market research, due diligence and preparation of confidential marketing documents. He also was involved in the Capital Markets Group where he sourced institutional capital for real estate owners and developers all over the country.

Prior to BGL, Jamie was an Analyst at Candlewood Partners, a Cleveland-based middle market investment banking firm where he worked on raising equity for real estate joint ventures. Before Candlewood, he was an AVP, Investment & Portfolio Strategist for PNC Wealth Management, with his focus on the S&P 500, as well as member of the investment policy committee. Jamie started his career as an Associate at Northcoast Research, an independent equity research firm, where he covered major grocery chains, consumer-packaged goods, and retail.

Jamie is certainly well versed in the financial modeling, investments, and real estate analysis and plans to leverage these assets as a real estate sales agent.

PROFESSIONAL AFFILIATIONS & ACCREDITATIONS

- Currently holds his series 7, 63, 86, & 87 licenses through FINRA
- Licensed Real Estate Agent in the state of Ohio
- Jamie is a graduate of Canisius College
- Graduate of Saint Ignatius High School

AJ MAGNER

EXECUTIVE VICE PRESIDENT
ADVISORY & TRANSACTION SERVICES

EXECUTIVE VICE PRESIDENT
+1 216 687 1800
AJ.MAGNER@CBRE.COM

PROFESSIONAL BACKGROUND

A.J. Magner is a corporate real estate leader with focused experience in manufacturing and distribution organizations. Mr. Magner centers on helping clients win by constructing and leading integrated teams to optimize real estate strategies/portfolios and effectively execute business strategies. Mr. Magner specializes in providing his clients with corporate real estate strategies, site selection, purpose built facility sourcing, project financing, sale-leaseback, logistics network implementation, plant decommissioning and divestments.

A.J. creates strategies and executes those for his clients' portfolios and most complex projects. Mr. Magner's core focus is providing solutions and facilitating the business real estate requirements of corporate users on a national and international basis. Mr. Magner's particular expertise includes developing and implementing real estate strategies, manufacturing and distribution site selection, merger and acquisition support, environmentally distressed asset sales and project management.

Prior to joining CBRE, A.J. served as an Executive Vice President for JLL where he was responsible for the management of corporate occupier portfolio management and service delivery. He was a vice president at The Staubach Company for three years. Prior to that, Mr. Magner worked for a major chemical company in progressively responsible roles including real estate, facility management, finance and corporate strategy (M&A) in North America and Europe. Mr. Magner has managed over $1.5 billion in real estate transactions for his clients and former employer.

PROFESSIONAL AFFILIATIONS & ACCREDITATIONS

- Industrial Asset Management Council (AMC)
- Association for Corporate Growth (ACG)

DAVID BROWNING

MANAGING DIRECTOR
NORTHEAST OHIO

MANAGING DIRECTOR
NORTHEAST OHIO
+1 216 687 1800
DAVID.BROWNING@CBRE.COM

PROFESSIONAL BACKGROUND

As Managing Director of CBRE, Inc. in Cleveland, Mr. Browning is responsible for client services throughout Northeastern Ohio. It is his privilege to be able to focus the full resources of the company in response to customer need and opportunity. Mr. Browning has been actively involved in the real estate industry for almost 30 years. During his career, he has had involvement in all aspects of brokerage, property management, investments as well as development. Mr. Browning joined CBRE, Inc. in 1978. He was a successful office building specialist in Chicago prior to directing the Cleveland operation in 1987.

Mr. Browning is an industry leader. His efforts have been recognized with the following appointments:

- Two-time President of the Rotary Club of Cleveland; Centennial President and Past President in 2006
- President, Cleveland Area Board of Realtors 1996
- Chairman, Ohio Association of Realtors Commercial Council 1998
- President, Northern Ohio Chapter of NAIOP 1999

In addition to his leadership in numerous industry and civic organizations, he is a member of the Real Estate Advisory Board of the Downtown Cleveland Alliance, and a member of Leadership Cleveland. He has also been a recipient of Crain's Cleveland Business "40 under 40".

PROFESSIONAL AFFILIATIONS & ACCREDITATIONS

- Ohio Real Estate Commission - 2013-2014 Advisory Committee
- Rotary Club Cleveland - 2006 President, 2010 President
- Cleveland Area Board of Realtors (CABOR) 1996 President
- Leadership Cleveland - Class of 1998
- Ohio Association of Realtors (OAR) 1998 Chairman - Commercial Section
- 1999 President of the Northern Ohio Chapter of the National Association of Industrial and Office (NAIOP)
- 2002-03 Chairman - New Business Investment Council, Greater Cleveland Growth Association

MARIA LEMON

CLIENT SERVICES SPECIALIST

CLIENT SERVICES SPECIALIST
CLEVELAND OHIO
+1 216 658 6110
MARIA.LEMON@CBRE.COM

PROFESSIONAL BACKGROUND

A 20-year veteran in commercial real estate, Maria Lemon plays a very active role in client engagements. In addition to supporting sales professionals and market leaders, Maria excels at developing forward-thinking, relevant visual aids used to help make real estate decisions.

She is dedicated to exceeding expectations and meeting requirements, and works hand-in-hand with clients and sales professionals to improve products and services. She organizes her team and activities with successful execution and provides a strategic and thought-out development plan.

In addition to supporting her team and providing clients with an additional resource in their real estate efforts, her strong working relationship with experts throughout the organization help connect work flow and integrate new software and technology into the day-to-day for colleagues and clients alike.

Maria’s collaborative nature has earned the trust and respect of her colleagues and her accomplishments add credibility and prestige to the operation. She is integral to the development and successful execution of high-level strategic plans for her team and consistently delivers best in class marketing and client services.

She joined CBRE following its merger with Trammell Crow Company in 2006, and began her career with a Cleveland-based boutique commercial real estate services firm (Brandon Wiant Converse) serving the most recognized corporations both on a local and national level.

PROFESSIONAL AFFILIATIONS & ACCREDITATIONS

- Licensed real estate agent in the state of Ohio
- CBRE Women’s Network – Field Delegate (2014-2016)
- Member of the Cleveland Photographic Society – 2015-2017
- Notary Public
- VeloSano – 50-mile ride

City of Beachwood

WHY CBRE?

LOCAL EXPERTISE

PROVEN PUBLIC SECTOR SPECIALISTS

FULL SPECTRUM OF SERVICES & USE TYPES

NO LEARNING CURVE

BEST ACCESS TO EMPLOYERS, END USERS, DEVELOPERS & INVESTORS

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Associate
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jamie.dunford@cbre.com

MARIA LEMON
Client Services Specialist
T +1 216 658 6110
maria.lemon@cbre.com

AJ Magner
Executive Vice President
T +1 216 658 6127
aj.magner@cbre.com

Request for proposal

City of Beachwood

Prepared for the City of Beachwood
by JLL
March 2019

Keri Zipay
Business Retention Specialist
City of Beachwood
25325 Fairmount Boulevard
Beachwood, OH 44122

Re: RFP for the sale of four (4) properties (24619 Chagrin, 25445 Harvard, 23550 Commerce Park, 3800 Park East Drive) owned by the City of Beachwood

Dear Ms. Zipay,

Jones Lang LaSalle Americas, Inc. ("JLL") is pleased to present our proposal to provide real estate services to the City of Beachwood(the "City") in response to your request for Real Estate Brokerage or Consultant Services. JLL's value proposition delivers two core capabilities (1) expertise in managing real estate projects for public entities, and (2) expertise in the Cleveland real estate market.

Our experience serving clients similar to the City has given us deep knowledge of the unique language, decision-making process, and political and financial framework within which public agencies must operate while implementing their real estate strategies.

JLL brings a depth of knowledge and experience related to the execution of commercial real estate transactions in the Cleveland market. JLL's team has provided clients throughout the city with real estate strategy, site selection, and transaction management services. JLL will utilize its local market expertise to negotiate commercial real estate transactions that bring exceptional value to the City.

We will commit the time, energy, and resources necessary to ensure that the City has expert decision-making advice on this engagement. We are confident that in partnership with the City of Beachwood, our team will deliver the brokerage and advisory services required to reach a successful outcome. We look forward with great enthusiasm to the opportunity to work with you.

Sincerely,

Robert Gross
Executive Vice President

Robert Gross, Executive Vice President
Jones Lang LaSalle Americas, Inc.
127 Public Square, Suite 1430
Cleveland, Ohio 44114
Phone: 216.937.2389
Email: bob.gross@am.jll.com

City of Beachwood

Current Situation

Pursuant to request from **Keri Zipay, Business Retention Specialist** , The City of Beachwood (‘City”)is seeking real estate services for the disposition of:

- The old fire station at 24619 Chagrin – approximately 5,200 SF on .53 acres of land
- 4.71 acres of vacant land at 25445 Harvard Road
- 4.0 acre parcel improved by a 31,789 SF building (to be split from an existing 17.86 acre parcel) on the north side of City’s service center at 23550 Commerce Park
- 1.2 acre parcel of vacant land (to be split from an existing 3.89 acre parcel) between the new City fire station and 3800 Park East Drive

JLL®

City of Beachwood

Current situation

Approach

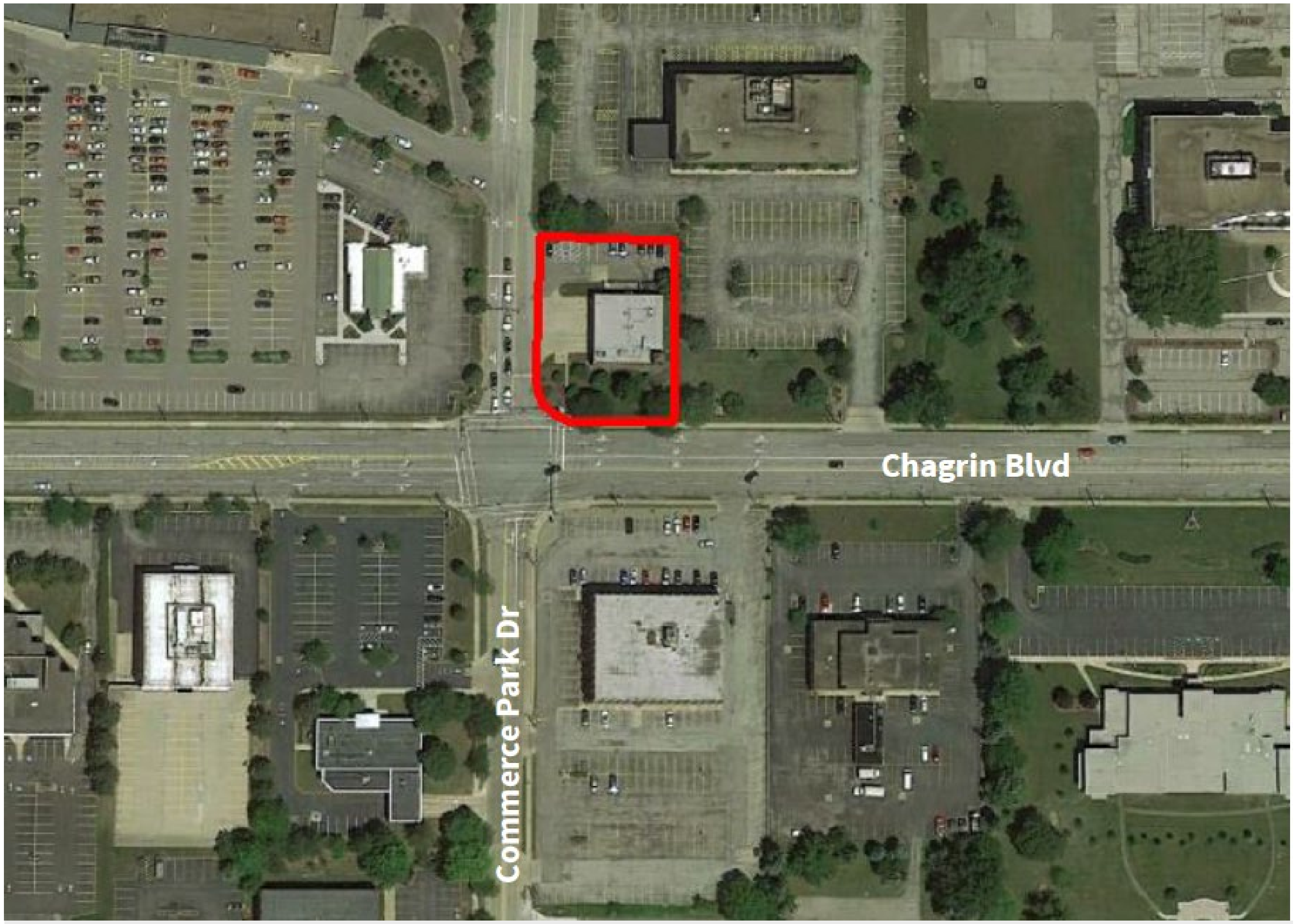
Qualifications

Fee and Value Incentive

JLL®

Current Situation

24619 Chagrin Blvd



Property Details

- .053 Acres
- Parcel ID: 742-16-022
- Zoned: U-5
  (public and institutional)

Assessed Value:

- Land: $184,200
- Building: $607,200
- Total: $791,400

City of Beachwood

Current situation

Approach

Qualifications

Fee and Value Incentive

Current Situation

25445 Harvard Road

Property Details

- 4.71 Acres
- Parcel ID: 742-36-022
- Zoned U-10
  (planned mixed use / development district)

Assessed Value:

- Land: $706,500
- Building: N/A
- Total: $706,500

JLL®

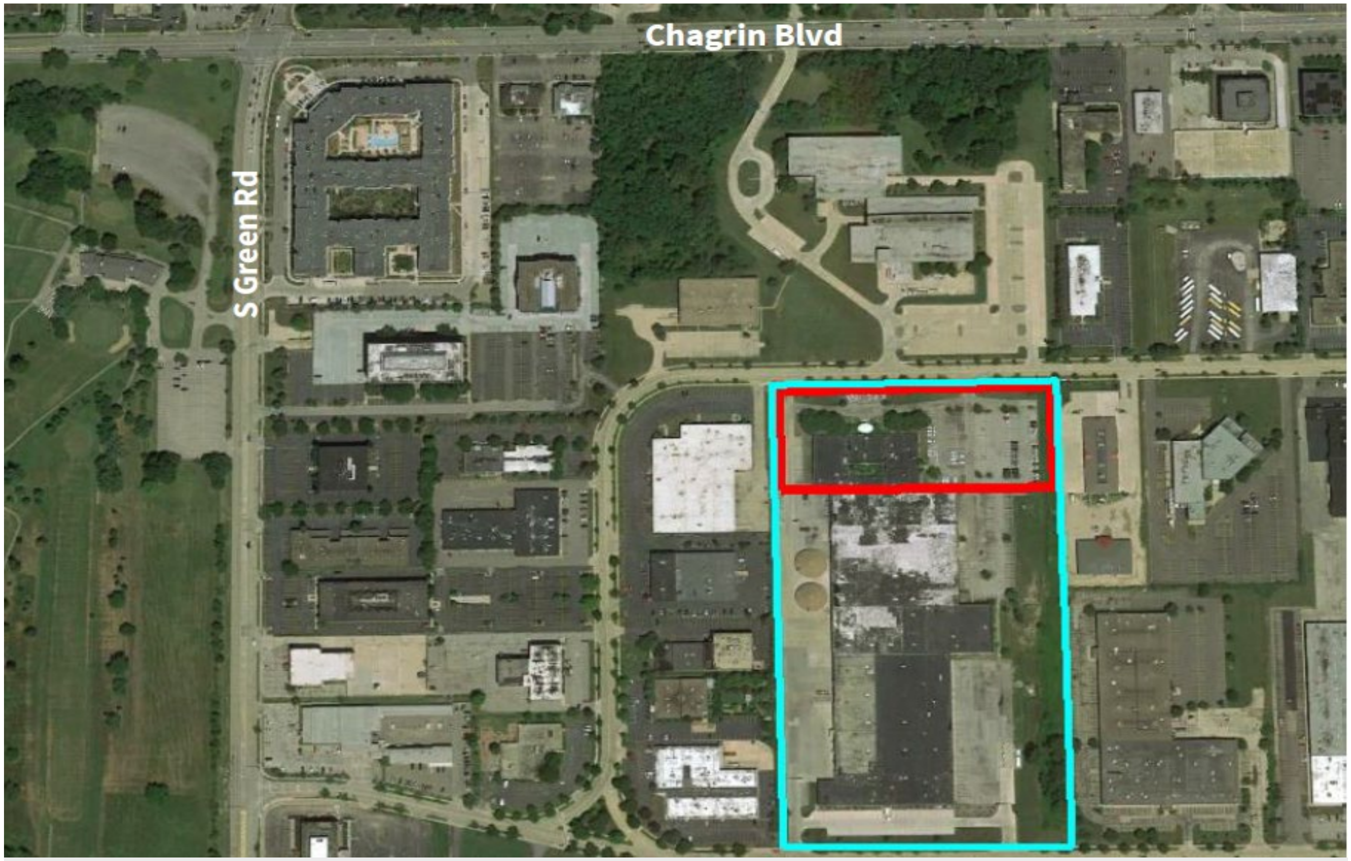
City of Beachwood

- Current situation
- Approach
- Qualifications
- Fee and Value Incentive

JLL®

Current Situation

23550 Commerce Park Road



Property Details

- ~4.0 Acre split of 17.86 total acres
- Parcel ID: 742-22-015
  742-22-022
- Zoned U-8
  (storage and manufacturing)

Assessed Value (Full Parcel):

- Land: $3,500,800
- Building: $4,848,000
- Total: $8,348,800

Proposed split

Full parcel

City of Beachwood

Current situation

Approach

Qualifications

Fee and Value Incentive

Current Situation

3800 Park East Drive

Proposed split

Full parcel

Property Details

- ~1.2 Acre split of 3.89 total acres
- Parcel ID: 742-28-004
- Zoned U7A for split(general office) and remaining parcel U-5 (public and institutional)

Assessed Value (Full Parcel):

- Land: $848,100
- Building: TBD
- Total: TBD

JLL®

Approach

JLL's goal is simple: *to assist the City in creating a complete and concise package for the sale of the above real estate, an efficient platform for investors to evaluate and successfully bid on that real estate at a price that meets the City's goals.* Our experienced team will work with the City to develop a project team of core city and JLL participants.

Phase 1 Duties : Mobilization and Market Evaluation:

- Completing a document review of due diligence items from the City
- Creating a thorough RFP that calls for investors to address items of importance to the City including:
    - Final intended use of the real state
    - Profile of any end user of the real estate
    - Potential payroll and head count information
    - Other additional relevant information

Phase 2 Duties: Negotiation and Transaction Management

- Personally conduct marketing efforts to the brokerage community, developers, investors and end users
- Customize materials for use in brochures and presentations by our marketing team
- Tap into expanded database of investors and developers across the country utilizing our integrated global platform
- Work with investors to insure they understand and follow bidding instructions
- Manage the process of gathering complete proposals within a defined timeline
- Analyze and summarize the results of the bids and present a recommendation to council

City of Beachwood

- Current situation
- Approach
- Qualifications
- Fee and Value Incentive

Approach

Mobilization	Due Diligence	RFP and Key Metrics	Manage Transaction
• Assemble project team/steering committee • Determine key metrics • Finalize scope and approach • Develop project schedule	• Thorough underwriting of all properties • Address any challenges related to land usability, easements, zoning, title, etc. • Create website with property data for bidder review • Create target bidder list	• Create RFP for sale of real estate • Include key metrics important to City • Submit/present RFP to target bidders • Review instructions for bidding with those submitting • Address questions regarding due diligence • Assemble, analyze and summarize proposals	• Present summary of proposals and recommendations of finalist and terms to council • Negotiate final business terms with finalists • Negotiate sale agreement with finalist and City to legal • Manage closing with City, legal, finalist and title company/escrow agent

Phase I	Phase II

JLL®

Current situation

Approach

Qualifications

Fee and Value Incentive

Approach

Phase I

JLL's approach for this engagement will include the following:

Host Project Kick-Off Meeting
JLL will organize a kick-off meeting of the key City "project team/steering committee" of those City staff that will assume day-to-day responsibility for representing the City over the course of this engagement. The goal of the meeting will be to confirm overall project expectations, discuss the completion of the project within the City's required project approach timeline, and establish a schedule of regular check-ins either in-person or remotely with the project team.

Perform Due Diligence
Based on the information relayed by the City, JLL will work with the project team to more fully understand the condition of the real estate. The project team will also confirm how if any the city will need to consider any zoning changes necessary to maximize value. This will determine if there are any challenges effecting the real estate and then develop strategies to overcome them. This will include (but not limited to) an understanding of the following:

- Title and survey information
    - Preliminary Title Report
    - Legal Description
    - Certified A.L.T.A Survey
    - Parcel Map
    - Copies of Easements & other Exceptions to Title
- Environmental Reports
- Soil Reports
- As built drawings of existing buildings
- Site plans

RFP and Critical Concerns of the City's
JLL, in cooperation with the project team, will prepare a comprehensive RFP. Along with normal and customary provisions for the sale of real estate, the RFP will contain key metrics important to the City. Those metrics will include but are not limited to: intended use, payroll of end user, construction timeline, etc. Additional items will be detailed through the project team's strategy discussions.

Approach

Phase I

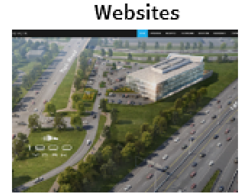
Custom Marketing Materials
JLL will Compose professional marketing materials for print and digital formats. Marketing materials will be well-researched, concise, professional, accurate and detailed to allow the potential bidder(s) to perform a thorough underwriting. They will be reviewed and approved by the project team and the City's public relations people.

Our goal is to deliver innovative, differentiated and best-in-class marketing across multiple communications channels

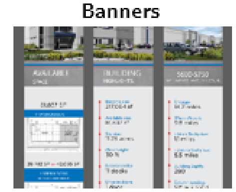
Innovative property marketing capabilities

- **Targeted buyer prospects identified** (national and local)
- Press releases and awareness
- E-mail marketing and direct mail campaigns
- Brand development and external messaging
- On-site marketing
- 360° virtual tours
- Custom websites and videos
- Touch campaigns
- Follow-up and communication

Websites



Banners



Technology Tools

JLL®

Approach

Phase II

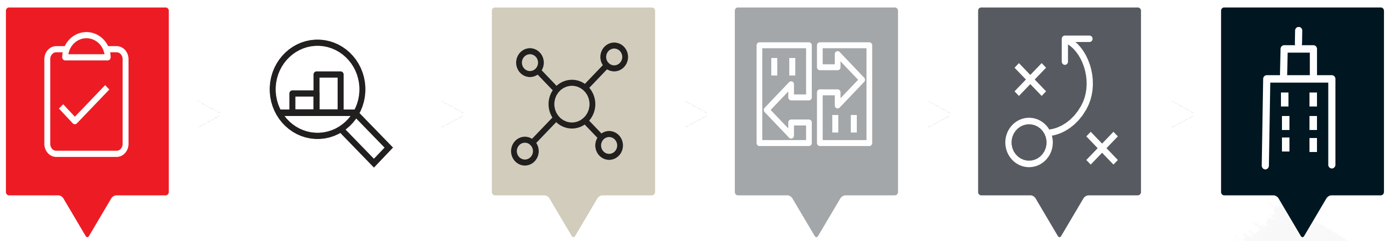
Target Market and Bid Process

Users currently in the market as well as qualified investors and developers will be aggressively targeted. In addition, through the resources of JLL's integrated global platform, our team will expose the property to hundreds of talented professionals working with users, investors and developers interested in exploring opportunities in North East Ohio.

The RFP will contain detailed instructions for submitting a qualified bid. Potential bidders will be provided due diligence information through a drop box location.

JLL team will insure all potential bidders understand the bid process and work to answer any questions they may have about the property or process.

Attracting Quality Buyers



Understand the asset
Analyze the market
Identify the buyers
Differentiate the offering
Execute the marketing strategy
Sell the asset

Analyze and Recommend

JLL will analyze and summarize all received bids. A presentation of those results will be presented to council along with our recommendation for a finalist candidate and terms. Thereafter we will facilitate final negotiations and manage any remaining due diligence and the closing process.

City of Beachwood

Qualifications

Account Team

Single Point of Contact
Bob Gross
Executive Vice President

Project Oversight
Oge Anoliefo
Analyst

Team Foundation

Courtney Harris
Brokerage Coordinator

Andrew Batson
Director, Research

Kristen Tomins
Senior Associate, Marketing

Cleveland team

City of Beachwood

Qualifications

Resumes – Agency Advisor

Bob Gross

Executive Vice President

20 years with JLL ⇄ 27 years industry experience

Current responsibilities

Mr. Gross is an Executive Vice President of JLL's Great Lakes Region. He provides solutions and real estate expertise to corporate users on a national and international basis. This includes real estate strategy development, transaction and portfolio management and consulting services. He also represents institutional and entrepreneurial building owners in the development and execution of leasing campaigns for their assets.

Years of Experience

27 Years

Experience

Mr. Gross has significant experience in understanding issues faced by the corporate real estate user as well as the institutional owner. Mr. Gross acted as both Transaction and Relationship Manager for JLL's strategic alliance with Key Bank.

Most recently he led the JLL leasing team that brought The Offices at Pinecrest out of the ground to a 75% level of occupancy. Pinecrest is a $250 MM mixed use project considered the vanguard of the "live, work, play."

Key Clients/Transactions:

- PNC
- Key Bank – HQ
- Pension Benefit Guarantee Corp
- Liberty Bank
- Aleris
- Lubrizol
- Cliffs
- Bank of America

Key Transactions at Pinecrest:

- Danaher
- Philips
- Alliance Prime
- RIK Enterprises
- Ridama Management
- Amin, Turocy & Watson

JLL®

Qualifications

Resumes – Agency Leasing Advisor

Oge Anoliefo

Analyst

1 year with JLL ⇄ 2 years industry experience

Current Responsibilities
Oge Anoliefo is an Analyst with Jones Lang LaSalle working on the Agency Office Leasing team in Cleveland, Ohio. In this capacity, Mr. Anoliefo provides real estate transaction representation to local and national Office clients. Mr. Anoliefo has completed assignments in various facets of Office brokerage including agency assignments, multi-tenant leasing, and tenant representation services.

Years Experience
2 years

Experience
Since entering the commercial real estate business in 2018, Oge has been exposed to a broad range of transactions working with both landlords as well as end users. Most notably, Oge worked closely with team members on leasing efforts for the Offices at Pinecrest. Through leveraging his skills of relationship management and business development, Oge served an integral role in procuring tenants for the newly built mixed-use development. Oge currently helps manage the leasing for the Key Tower in Public Square, a 1,400,000 SF building that is the tallest building in Ohio and the trophy asset in the Cleveland CBD.

Education and Affiliations
Mr. Anoliefo earned a Bachelors degree from Wittenberg University in Springfield, Ohio. Prior to undergraduate studies, Mr. Anoliefo attended The Hawken School in Gates Mills, Ohio.

Oge's involvements include Hawken School Alumni Board, Downtown Cleveland Alliance City Advocate Program, NAIOP Northern Ohio Chapter Member, and JumpStart Leader's Council.

CITY OF Beachwood

Current situation

Approach

Qualifications

Fee and Value Incentive

JLL®

Qualifications

Resumes – Agency Leasing Support

Courtney Harris

Brokerage Coordinator

6 years with JLL ⇄ 8 years industry experience

Current responsibilities
Ms. Harris is a Brokerage Coordinator in the Agency Leasing services group. She is responsible for providing marketing, financial and administrative support to the deal cycle of local and national transactions.

Years of Experience
8 years

Experience
Courtney has over eight years experience providing marketing and administrative insight on various projects. She specializes in targeted marketing campaigns, customer relationship management, preparing client specific activity reports and transaction documentation. Her prior experience in residential real estate developed her process and marketing skills along with client management. This has translated seamlessly into her current role to ensure JLL's clients have the support they need throughout the duration of the real estate process.

Education and affiliations
Courtney graduated from Michigan State University with a Bachelors of Science.

City of Beachwood

Current situation

Approach

Qualifications

Fee and Value Incentive

Qualifications

Resumes – Research and Analysis

Andrew Batson

Director, Research

7 years with JLL ⇄ 9 years industry experience

Current responsibilities
Andrew Batson leads a regional team of analysts and directs all aspects of the research platform for the Great Lakes region (Michigan, Ohio, Kentucky and Western Pennsylvania). The research team develops insights on emerging trends and generates analysis on market conditions, enabling clients to make informed real estate decisions. Analysis includes the office, industrial, and retail property sectors, as well economic and demographic trends.

Andrew is responsible for building and continuing to elevate a best-in-class research program that differentiates JLL and drives a competitive advantage in the marketplace through market expertise, analysis and insight. Andrew is responsible for the strategic growth of the Great Lakes research team, including hiring, goal setting, performance management and training.

Years of Experience
9 years

Experience
Andrew has nine years of experience in commercial real estate and related industries. Prior to joining JLL, Andrew was a Research Associate at the Center for Public Management. In this role, he worked with a variety of clients across industry sectors, producing economic impact reports, strategic plans, and program assessments. Andrew coauthored several reports which have been featured in academic journals and local print media.

Education and affiliations
Andrew holds a Master of Urban Planning, Design & Development Degree as well as a Graduate Certificate in Urban Real Estate Development & Finance from Cleveland State University. In addition, Andrew holds a Bachelor of Science Degree in General Management from Oakland University.

JLL®

Qualifications

Resumes – Marketing & Communications

Kristen Tomins

Senior Marketing Associate

1 year with JLL ⇄ 3 years industry experience

Current responsibilities

Kristen is a Senior Marketing Associate in JLL's Great Lakes Region, focusing directly on the Cleveland and Northeast Ohio market. She partners with clients and real estate professionals to help grow and enhance their brand, as well as provide guidance on strategic planning, property marketing, technology implementation, event planning and overall brand awareness.

Kristen leverages her expertise and background to partner closely with stakeholders and clients to understand their business challenges and ultimately create high-impact, results-driven plans.

Years of Experience

3 years

Experience

Kristen has three years of marketing and communications experience. She has worked in both agency and in-house settings. Her past experience includes collateral development, media relations and strategic communications plans, copywriting and project management. With a background in journalism and writing, and strategic communication, Kristen thrives on the opportunity to tell clients' stories in such a way that they resonate with their audiences.

Education and affiliations

Kristen holds a Bachelor of Science in Journalism from Bowling Green State University, with a specialization in public relations and strategic communication. She is a member of the Northeast Ohio chapter of the Public Relations Society of America (PRSA).

City of Beachwood

Qualifications

1000 Eaton Blvd
Beachwood, OH

JLL delivered a solution to Eaton, relocating to Chagrin Highlands, that allowed Eaton to consolidate other suburban functions and actually build a 35% larger facility than contemplated while disposing of other owned assets.

25435 Harvard Road
Beachwood, OH

A strategic real estate solution led OMNOVA to a new HQ facility in Chagrin Highlands allowing OMNOVA to support their business goal and objectives while utilizing local and state incentive packages.

3524 Soutwestern Blvd
Fairlawn, OH

JLL and Stemco selected a land site in Fairlawn for its permanent R&D facilities. Stemco moved into its state-of-the-art 20,000 SF R&D facility in Fairlawn in July 2016 on schedule.

100 Park Avenue
Beachwood, OH

JLL's leasing team successfully created a brand for the office buildings and a legitimate demand to locate there. JLL brought the buildings from 100% vacant to 75% leased with strong credit tenants, including Danaher, Philips, Alliance Prime and Amin, Turocy and Watson.

23865 Mercantile Rd.
Beachwood, OH

JLL successfully sold the BOA facility to the City of Beachwood creating a "win-win" for both parties

3050 Science Park Drive
Beachwood, OH

Bank of America's (BOA) campus consisted of about 706,941 RSF on 53 acres of land (30 acres of which were vacant). JLL found an institutional grade user for all vacant space, successfully negotiated sale of entire campus (including vacant land) to that institutional user

JLL®

Qualifications

City of Beachwood

Who we are

JLL (NYSE: JLL) is a leading professional services firm that specializes in real estate and investment management. Our vision is to reimagine the world of real estate, creating rewarding opportunities and amazing spaces where people can achieve their ambitions. In doing so, we will build a better tomorrow for our clients, our people and our communities. JLL is a Fortune 500 company with annual revenue of $16.3 billion, operations in over 80 countries and a global workforce of over 90,000 as of December 31, 2018. JLL is the brand name, and a registered trademark, of Jones Lang LaSalle Incorporated.

With 2017 **revenue of $7.9 billion and fee revenue of $6.7 billion,** our **82,000 colleagues** served clients in over **80 countries** from nearly **300 corporate offices.**

We are an industry leader in property and integrated facility management services, with a portfolio of **4.6 billion square feet worldwide.**

During 2017, we completed **33,700 leasing transactions** for landlord and tenant clients, representing **784 million square feet of space.**

We provided capital markets services for **$169.8 billion of client transactions** in 2017.

LaSalle Investment Management, our investment management business, is one of the world's largest and most diverse in real estate with **$58.1 billion of assets under management** as of December 31, 2017.

InformationWeek ELITE 100

5 years in a row (2012-2016)

LinkedIn TOP COMPANIES

WHERE THE US WANTS TO WORK NOW

2018

FORTUNE 500

2018

FORTUNE WORLD'S MOST ADMIRED COMPANIES 2019

2019 WORLD'S MOST ETHICAL COMPANIES®

WWW.ETHISPHERE.COM

ENERGY STAR AWARD 2018

PARTNER OF THE YEAR

Sustained Excellence

WSJ MANAGEMENT TOP 250

AS RANKED BY DRUCKER INSTITUTE

2018

AMERICA'S MOST JUST COMPANIES

Forbes 2018

JLL®

Eaton Corp

Challenge

- Eaton Corp. is a global technology leader in power management solutions that make electrical, hydraulic and mechanical power operate more efficiently, reliably, safely and sustainably. They had occupied their current Headquarters in Cleveland's Central Business District (CBD) since 1983 when the building was built for them. They were looking for a World class facility to recruit and retain world class employees while maximizing shareholder value.
- Eaton started a complex renovation study of their existing headquarters and asked JLL to review the plans and costs. Once it was understood the costs were going to be higher than expected and comparable to relocation scenarios they engaged JLL for full market review.
- Creating leverage in a highly active market with no relocation scenarios other than a Build to Suit and the stated desire to remain in the CBD created an interesting real estate environment.

Strategy/solution

- JLL looked at several sites in the CBD and various deal structures (capital layers, bonds, debt, lease vs. own), and Local, State and National Incentives. An initial site was determined and announced in the to be revived Flats East Bank.
- JLL toured Eaton through other Clients National and Regional headquarter facilities to develop best in class ideas to implement in their new Headquarters.
- Once a site/solution was initially announced the government entities started to change deal structure and started re-trading commitments.
- JLL suggested leveraging what became the solution in Cleveland's Chagrin Highlands Development and created a financial environment and structure that best met Eaton's needs.

Results

- JLL delivered a solution to Eaton that although not in Cleveland's CBD, still was advantageous to Cleveland through a shared tax base and the cities ownership of the land.
- Relocating to Chagrin Highlands allowed Eaton to consolidate other suburban functions and actually build a 35% larger facility than contemplated while disposing of other owned assets.
- Ultimately Eaton moved into a World Class Headquarters building that highlights what their company stands for while showcasing products and an unmatched work environment for their people.

Project Overview:

Square Feet:
550,000

Location:
Cleveland, OH

Services Provided:
Transaction Brokerage Services & Financial Structuring Consulting

Omnova Solutions

Challenge

- OMNOVA's headquarters in Fairlawn, Ohio, and nearby R&D facility, were approaching their useful life and not achieving OMNOVA's business objectives for the future. The leadership team wanted a space that better aligned with business objectives and corporate values. With a pending lease expiration, OMNOVA engaged JLL to benchmark current facility costs, develop alternate HQ occupancy scenarios and execute the optimal strategic decision.

Strategy/solution

- With insight into OMNOVA's business objectives, internal deal drivers and market conditions, JLL put together an analysis of all possible options. JLL provided guidance and supporting data to assist in defining all the strategic directions OMNOVA could consider for its HQ functions and R&D Facility. The global company could stay put and renegotiate its current lease, consolidate its two facilities, or relocate its headquarters to a brand new space.

Results

- Together, JLL and OMNOVA evaluated the market, and looked at more than 30 properties and dozens of land sites. Ultimately, none of the buildings were truly reflective of OMNOVA's brand, business objectives and vision, so JLL also included options to build a new facility, and renovate its existing R&D building. A new facility could be tailored to OMNOVA's exact specifications, driving maximum efficiencies and it proved to be the lowest cost alternative and increase the labor pool.
- With insight from JLL location experts, the company selected a land site in Chagrin Highlands—a premier location in a favorable labor market. With assistance from market experts, JLL was also able to negotiate an incentive package with the state and city to make the project more affordable, ultimately meeting OMNOVA's financial objectives.
- OMNOVA moved into its brand new, 57,000 SF headquarters in October 2014.Through a sophisticated, thorough process involving facilities and project management, JLL experts were able to deliver on all of OMNOVA's primary deal drivers, including increasing OMNOVA's labor pool by 24 percent and decreasing its annual occupancy costs by ten percent.

OMNOVA SOLUTIONS

Headquarters Project Overview:

Square Feet:
57,000

Location:
Beachwood, OH

Services Provided:
Transaction Brokerage Services & Financial Structuring Consulting
Project Development Services
Incentive Procurement
Facilities Management

R&D & Lab Facility Project Overview:

Square Feet:
240,000

Location:
Akron, OH

Services Provided:
Transaction Brokerage Services & Financial Structuring Consulting
Facilities Management

JLL

Stemco

Challenge

- EnPro Industries purchased Stemco from Veyance Technologies in 2015. In the short run, Stemco contracted with its former owner to continue to use its existing Research & Development "R&D" center in Fairlawn for one year. Stemco needed to find a permanent home for its growing R&D and administration operations within the year timeframe.

Strategy/solution

- It was essential for Stemco to stay in the Summit County area to retain its existing skilled workforce.
- Together, JLL and Stemco evaluated the market and quickly determined that a new facility could be tailored to Stemco's exact specifications, driving maximum efficiencies and it proved to be the lowest cost alternative.
- After reviewing its options, JLL and Stemco selected a land site in Fairlawn for its permanent R&D facilities. The teams worked together to lay out a plan to ensure that site work could quickly get underway and ensure Stemco would be able to move to its new location within the mandated one year timeframe.

Results

- Stemco moved into its state-of-the-art 20,000 SF R&D facility in Fairlawn in July 2016 on schedule.
- JLL was also able to negotiate an incentive package with the state and city to make the project more affordable, ultimately achieving Stemco's financial objectives and deliver a state of the art R&D Facility for Stemco's business needs.

STEMCO

R&D and Lab Facility Project Overview:

Square Feet:
20,000

Location:
Fairlawn, OH

Services Provided:
Transaction Brokerage
Services & Financial
Structuring Consulting
Project Development Service

JLL

Offices at Pinecrest

Creating an elite office market at Pinecrest

Pinecrest is a vibrant mixed-use destination in Cleveland's east side featuring 400K SF of high-caliber retail, restaurants, an AC Marriott hotel, luxury apartments and 160K SF of Class A office space. Pinecrest is located at Interstate 271 and near Interstate 480 and U.S. 422, offering broad regional accessibility. While retailers, restaurants and residents gravitated to the development, uncertainty existed from office users due to the projects scale and ingress/egress questions.

Strategy

- JLL began marketing Pinecrest while the land was being cleared for construction.
- Working with the project architect, JLL marketing and ownership, visuals and a VR video were developed and shown to prospective tenants.
- The "Live, Work, Play" environment was pioneered in Cleveland by Pinecrest. Initially, the market perceived "mixed-use" a challenge, as it was envisioned to be congested by retail shoppers and ingress/egress concerns.
- Through marketing efforts, brokers and tenants were educated regarding the benefits of a mixed-use project. Through tours and site plan explanations, concern and objection to ingress/egress eased. Office users began to realize they'd enjoy trophy space with an attached parking garage as well as walking distance to restaurants, retail, hotel and apartments.
- Highly targeted broker outreach efforts focused on those brokers that represent high-end tenants.
- As the first tenants signed, JLL implemented a high impact marketing campaign including testimonials from them documenting how and why they chose Pinecrest for their office location.

Results

- JLL's leasing team successfully created a brand for the office buildings and a legitimate demand to locate there.
- JLL brought the buildings from 100% vacant to 75% leased with strong credit tenants, including Danaher, Philips, Alliance Prime and Amin, Turocy and Watson
- The marketing efforts successfully created an elite image of the building in the marketplace.

PINECREST

100 and 200 Park Avenue Orange Village, Ohio

Building class	A
Landlord/owner	Pinecrest Project Partners
Tenant profile	Alliance Prime Danaher Philips
Size (s.f.)	160,000
Occupancy	75%
Services provided:	Agency Leasing

JLL

Bank of America

Situation

- Bank of America's (BOA) Beachwood campus consisted of four Class A suburban office buildings and a day care center totaling about 706,941 RSF on 53 acres of land (30 acres of which were vacant). Owning the entire campus no longer matched BOA's occupancy and real estate strategy. In conclusion, BOA sought to downsize its occupancy and redeploy its capital.

Initiatives

- Jones Lang LaSalle ("JLL") assisted BOA in defining long term occupancy goals for Beachwood
- Modeled financial analysis on different occupancy and sales scenarios and assisted BOA on strategy
- JLL aggressively marketed the space vacated by BOA to generate the highest cash flow

Results

- Within three (3) months of inception of marketing, JLL found an institutional grade user for all vacant space
- Successfully negotiated sale of entire campus (including vacant land) to that institutional user
- JLL negotiated above market sale price along with flexible and advantageous lease back terms for BOA

Bank of America Higher Standards

R&D and Lab Facility Project Overview:

Square Feet:
706,941

Location:
Beachwood, OH

Services Provided:
Transaction Brokerage Services & Financial Structuring Consulting

Fee and Value Incentive

City of Beachwood

Current situation

Approach

Qualifications

Fee and Value Incentive

JLL proposes a success orientated approach to the fee structure. This will create the highest motivation for us to obtain the city's goal of selling all properties at a price satisfactory to the City and within timelines agreed to. JLL proposes a fee structure as follows:

Commission equal to 8% of the Gross Sales Price to be paid through escrow at closing. If there is a co-broker involved, JLL will split the commission with them equally. If JLL executes a transaction directly (no co-broker) then JLL will receive a 6% commission.

The city may withhold 15% of our commission as a "Value Incentive" ("incentive"). If after the closing of each transaction the City determines JLL provided value, in terms of time, money, and qualitative issues above its expectations it will pay out the incentive to JLL. On the other hand, if in the sole opinion of the City JLL has not provided value above its expectations it may retain the incentive.

JLL®

REAL ESTATE DISPOSITION SERVICES

City of Beachwood, Ohio

MARCH 2019

CUSHMAN & WAKEFIELD | CRESCO Real Estate

CONTENTS

FIRST, THANK YOU

BALANCING SMART ECONOMIC DECISIONS WITH CONSTITUENTS' NEEDS

On behalf of the entire Cushman & Wakefield | CRESCO team, I want to personally thank you for the opportunity to compete and partner with the City of Beachwood and the community you serve.

Balancing smart economic decisions with constituents' needs is part of your everyday challenge; few in traditional business activities understand that balance, but I do. In pursuit of this opportunity, it is my personal commitment to beat Beachwood's expectations and redefine the highest standard in service to you and your constituents.

This is not a typical client engagement; my team and I know it. We understand that the needs of a city are more complex and dynamic that a typical client. Our approach will be carefully tailored to go beyond the financial. We will align our approach to your business strategy, neighborhood development and community health.

Sincerely,

Nathan Kelly
Managing Director
Cushman & Wakefield | CRESCO Real Estate

01

SUMMARY AND WORK STATEMENT

SUMMARY AND WORK STATEMENT:

OUR UNDERSTANDING OF BEACHWOOD'S NEED

Cushman & Wakefield | CRESCO ("CRESCO") is eager to assist the City of Beachwood with a strategic assessment and potential disposition of real estate owned by the City. CRESCO understands that a successful initiative is defined by community benefit, not just the bottom line. Transparency, public participation, open deliberation and iron-clad fundamentals are expectations of the assignment.

It is our understanding that the City of Beachwood is considering the disposition of certain parcels and will consider selling property(ies) to advance proposals that meet or exceed financial expectations, contribute to the city's long term sustainability and reinforce Beachwood's stellar reputation for residents and businesses to call home. The city desires a bullet-proof RFP process that generates broad interest and participation. The city will consider a broad array of proposals. While not committing to a sale, if one is contemplated and approved, the city expects performance.

Cushman & Wakefield | CRESCO proposes the following scope…

02

RECOMMENDED APPROACH

RECOMMENDED APPROACH

SIX PHASES

01 Project on-boarding

02 Solicitation Development

03 Solicitation Deployment

04 Business Development Outreach

05 Evaluation and Recommendations

06 Approval and Contracting

PLANNING AND EXECUTION PHASES

Project On-boarding

Assemble comprehensive and complete property information, up-to-date aerials, marketing information, and a dedicated web site for all project and property information.

Define steering committee (3-5 people) of city officials, elected, members of public, as determined by the city to advise on the project.

Designate a single point of contact (an “Executive Sponsor”) within the city to interface with the CRESCO team.

Establish evaluation criteria and decision-making process for recommendations to the Mayor and City Council.

Solicitation Development

Author RFP and proposal requirements

Preview action plan with City Council or prepare administration leadership for Council presentations.

We have a detailed approach to the RFP specific to public sector needs that will help balance priorities beyond the one time transaction. These details are best discussed and tailored with Executive Sponsor and/or steering committee.

Solicitation Deployment

Build web site for project information, RFP registration and submission

Publish RFP as required by law

Invite proposals from Cushman & Wakefield’s network of 400 offices in 70 countries in addition to our local network.

Business Development Outreach

Solicit businesses to pitch sites as relocation opportunities.

Increase demand

Coordinate with national site selectors

Coordinate with economic development organizations

DELIVERY PHASES

Evaluation and Recommendations

Review and provide comprehensive analysis of qualified proposals.

Facilitate scoring and final recommendations.

Preliminary negotiations.

Brief Council (or prepare city administration for Council briefings) to confirm general council support.

Approval and Contracting

Request Council approval

Set expectations that Council approval does not men the deal is done (retains leverage for negotiations).

If approved, enter into final negotiations.

Contract and close.

03

TEAM

BIOS

EXTENSION OF YOUR TEAM

NATHAN KELLY

Managing Director

RICO PIETRO

Principal

SHAWN FORTNER

Sales

DAVID LEB

Sales

Sector Experience

Senior public-sector positions in economic development, municipal planning and performance improvement.

Led more than $1B in several catalytic public-private transactions and numerous successful business retention, expansion and attraction deals throughout Northeast Ohio.

National Leader

Headquarters attraction expert.

Elected Broker of the Year by industry peers several years running.

Sits on Cushman & Wakefield's national Tenant Advisory Council, serving clients and colleagues nationwide.

Known for iconic transactions including the Terminal Tower and land assembly for the nuCLEus project.

Retail Lead

Experienced alum of major developers DDR and Glimcher.

Handled more than 5MM square feet of space in major centers to land brands like American Girl, Design Within Reach, Warby Parker, Spectrum and Chase Bank.

Office Lead

Specialist in locating corporate clients.

Member of Cushman & Wakefield's national emerging Tenant Advisory Group.

04

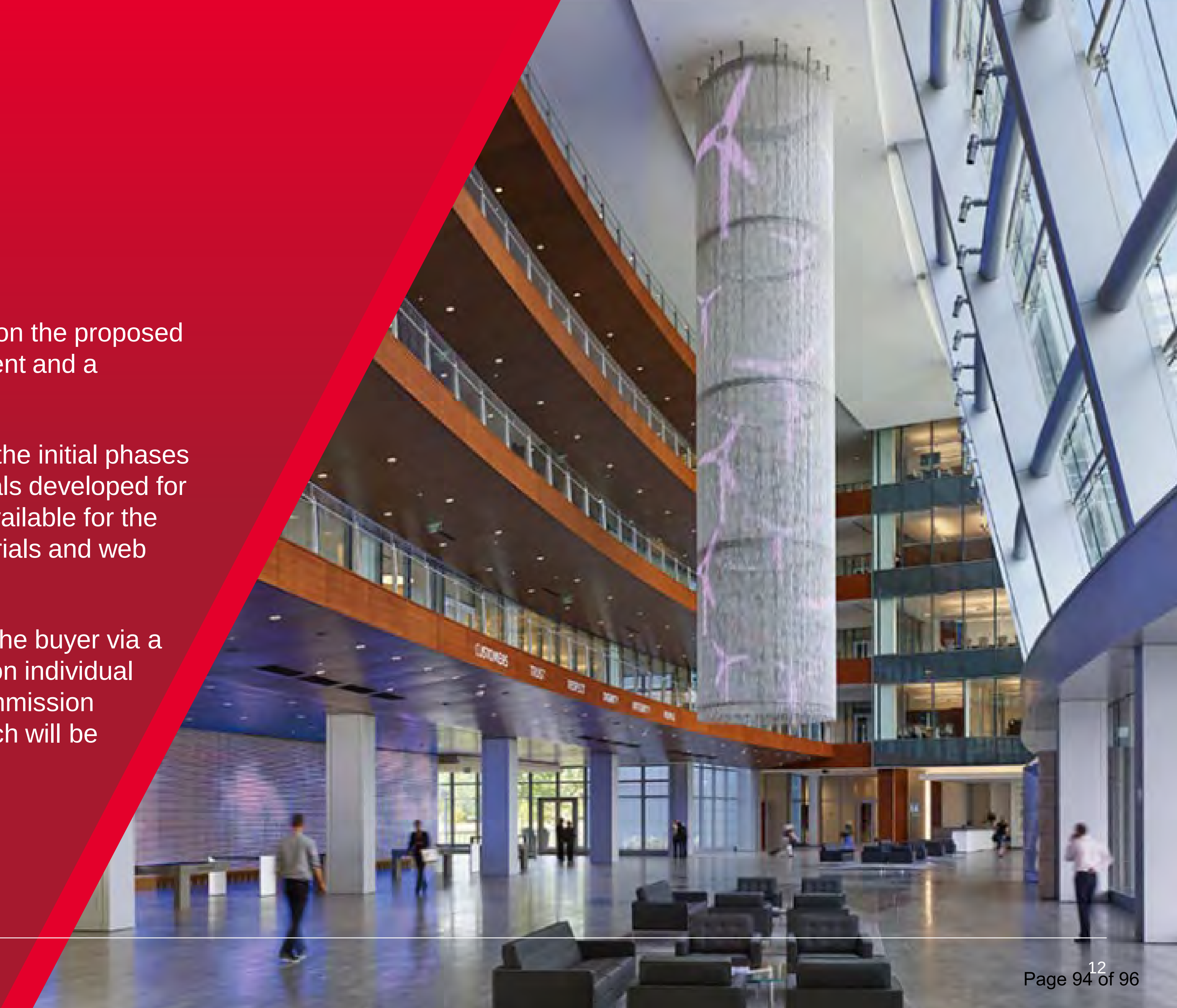
COMPENSATION

Compensation

Cushman & Wakefield | CRESCO will execute on the proposed phases upon the signing of an agency agreement and a professional services fee of $20,000.

Cushman & Wakefield | CRESCO will execute the initial phases without committing the city to a sale. All materials developed for this purpose will be owned by the city and/or available for the city's use (e.g updated aerials, marketing materials and web development).

Any sale or lease commissions will be paid by the buyer via a "buyer's premium" that is tailored to best position individual properties in the portfolio. While alternative commission structures may be considered, the final approach will be transparent to potential buyers and the public.



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