

STATE OF SOUTH CAROLINA)
CITY OF CLEMSON)

INFRASTRUCTURE REIMBURSEMENT
AGREEMENT

(Earle Street Parking Garage – Public Spaces)

THIS INFRASTRUCTURE REIMBURSEMENT AGREEMENT (this “Agreement”) is made this ___ day of March, 2016, by and between the City of Clemson hereinafter called the “City” and CCSHP Clemson, LLC, a Delaware limited liability company, developer of the 114 Earle Apartments planned development project, hereinafter called the “Developer”.

WITNESSETH:

That for and in consideration of the payments and agreements hereinafter mentioned:

1. The Developer proposes to assist financially in the construction of infrastructure improvements necessary to support the project identified as “Earle Street Apartments, parking garage facility and related improvements” (the “Development”) and desires to participate in the City’s Infrastructure Reimbursement Program as provided in Chapter 15, Article IV, Section 15-48 of the City of Clemson Code of Ordinances, as authorized by S.C. Code 1976, § 6-1-1050 (the “Infrastructure Reimbursement Program”). All terms and conditions established by the Infrastructure Reimbursement Program shall govern the execution of this Agreement.
2. The Development shall be constructed in accordance with the following:
 - a. Approved Final Plans and Specifications (the “Plans and Specifications”) prepared in accordance with the Planned Development Ordinance
 - b. Approved Final Planned Development Ordinance describing the Development and dated June 29, 2015 (the “Planned Development Ordinance”), a copy of which is attached hereto as Exhibit “A”
 - c. City Standards for Utilities, Chapter 11, Articles I. through V of the City of Clemson Code of Ordinances

The Plans and Specifications shall (i) be prepared and sealed by a Professional Engineer and/or Architect licensed in South Carolina, and (ii) approved, as required by the Building Code of the City of Clemson, titled Buildings, Construction and Related Activities, Chapter 5, Article I., Sections 5-1 through 5-20 of the City of Clemson Code of Ordinances. Such approval shall also include, or be deemed to include, the written approval of any City departments, boards, or commissions charged with the review and approval of any improvement not

otherwise approved by the Planning Commission and City Council. Involvement in the Infrastructure Reimbursement Program does not in any way modify or suspend the development review process established by the City.

3. The City shall rebate costs and expenses related to the Development, including the construction of forty (40) new public parking spaces within the parking garage facility portion of the Development through a City Property Tax Reimbursement (as defined below). Said public parking spaces shall be located on the street level of the parking garage facility, as illustrated on Exhibit "B" attached hereto (the "Parking Space Location Plan Illustration"), and shall be leased to the City through a formal lease agreement to be negotiated and entered into by and between the City and Developer, which lease will provide for (i) a term of fifty (50) years, (ii) a requirement for the City to reimburse Developer for a proportionate share of certain operating costs and taxes (if property taxes are not classified as exempt by the Pickens County Assessor), (iii) the provisions as outlined in the proposal letter from Collegiate Development Group, dated September 16, 2015 (the "Proposal Letter"), a copy of which is attached hereto as Exhibit "C", and (iv) such other terms as are reasonably acceptable to the City and Developer. Reasonably promptly following the affirmative vote approving this Agreement by the City Council, the City and Developer shall prepare and enter into such formal lease agreement, subject to reasonable, good faith negotiations. Any modifications to the location of the parking spaces or deviations from the Proposal Letter, which are materially adverse to the City's rights, or materially increase the City's obligations, in regard to the public parking spaces, as set forth in this Agreement, shall require execution of a written addendum to this Agreement.

4. The actual property tax reimbursement for the completed Development will be calculated (and as necessary, adjusted) on an annual basis with payments (each, a "Infrastructure Reimbursement Payment", and collectively, the "Infrastructure Reimbursement Payments") rebated annually in an amount equal to fifty percent (50%) of City net property tax revenues actually collected that are directly attributable to the Development (the "Net Tax Revenues"). Net Tax Revenues shall be calculated by subtracting the current City property tax revenues (assessed against the collective properties composing the Development) (the "Current City Property Taxes") from the post development City property tax revenues that will occur when the Development is placed onto the Pickens County tax rolls, as same may be adjusted from time to time (the "Post Development City Property Taxes"). The parties hereby acknowledge and agree that the Current City Property Taxes equal thirteen thousand fifty five dollars (\$13,055.00). Late fees and other payment penalties shall not be included in the Post Development City Property Taxes for purposes of calculating any Infrastructure Reimbursement Payment. City taxes generated from any personal property associated with the Development are not subject to inclusion in the calculation of Post Development City Property

With a copy to: Office of the City Administrator
1250 Tiger Blvd, Suite 1
Clemson, SC 29631

To the Developer: CCSHP Clemson, LLC
c/o Campus Apartments, LLC
4043 Walnut Street
Philadelphia, PA 19104

With a copy to: Klehr Harrison Harvey Branzburg LLP
1835 Market Street, Suite 1400
Philadelphia, PA 19103
Attn: Bradley A. Krouse, Esq.

9. This Agreement is the product of negotiations between the parties. As such, this Agreement shall not be construed against one party or another merely because one party drafted some part or all of this Agreement.
10. The City and Developer each represents to the other that the party signing this Agreement on its behalf has the authority to do so and has received all necessary consents and approvals to enter into this Agreement and all of the covenants and agreements set forth herein.

THIS SPACE LEFT BLANK INTENTIONALLY

SIGNATURES FOLLOW

In witness whereof, the parties hereto have executed or caused to be executed by their duly authorized officials, this Agreement in three (3) copies, each of which shall be deemed an original as of the date first above written.

CITY OF CLEMSON

(Seal)

BY: _____

ITS: Mayor

Typed Name: J.C. Cook, III

ATTEST:

Typed Name & Title: Beverly A. Coleman
City Clerk

DEVELOPER

CCSHP CLEMSON, LLC

BY: CCSHP Clemson Mezzanine, LLC, a Delaware limited liability company, its sole member

BY: _____
David J. Adelman

ITS: _____
Authorized Signatory

Typed Name: _____

FOR: CCSHP Clemson, LLC
Address: 4043 Walnut Street
Philadelphia, PA 19104

ATTEST:

Signature: _____

Printed Name & Title: _____

Table of Exhibits:

Exhibit A: Planned Development Ordinance

Exhibit B: Parking Space Location Plan Illustration

Exhibit C: Proposal Letter

Exhibit D: Example Reimbursement Calculation

[EXHIBITS TO BE ATTACHED]

CC-2015-23 Zoning Map Amendment to Rezone properties along Fendley Street, Earle Street, and Foy Creek from RM-3, Multi-family Residential, to PD-17, Planned Development.

STATE OF SOUTH CAROLINA)
)
CITY OF CLEMSON)

ORDINANCE NO: CC-2015-23

AN ORDINANCE TO AMEND THE CITY OF CLEMSON ZONING MAP TO REZONE
Tax ID 4044-20-81-1957 (0.47 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-1889 (0.26 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-3135 (0.43 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-3259 (0.21 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-3299 (0.09 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-4217 (0.09 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-4247 (0.08 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-4276 (0.11 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-5252 (0.25 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-5137 (0.13 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-5114 (0.10 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-4192 (0.11 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-4180 (0.11 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-4068 (0.11 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-4045 (0.11 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-82-4023 (0.11 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-4919 (0.15 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-3986 (0.15 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-3963 (0.08 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-3951 (0.10 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-3839 (0.09 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-3827 (0.08 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-3815 (0.15 acres), Existing Zoning RM-3, Multi-family Residential
Tax ID 4044-20-81-2519 (0.15 acres), Existing Zoning RM-3, Multi-family Residential

FROM RM-3, MULTI-FAMILY RESIDENTIAL, TO PD-17, PLANNED DEVELOPMENT. AS SHOWN ON THE ATTACHED MAP.

WHEREAS, the Clemson City Council identifies the need to provide the zoning classification of the herein specified property of the Official Zoning Map of the City of Clemson; and

WHEREAS, the property involved is located on the east side of Fendley Street, and the north side of Earle Street, and the west side of Foy Creek Drive; and

WHEREAS, the property is further identified as parcels 4044-20-81-1957, 4044-20-81-1889, 4044-20-82-3135, 4044-20-82-3259, 4044-20-82-3299, 4044-20-82-4217, 4044-20-82-4247, 4044-20-82-4276, 4044-20-82-5252, 4044-20-82-5137, 4044-20-82-5114, 4044-20-82-4192, 4044-20-82-4180, 4044-20-82-4068, 4044-20-82-4045, 4044-20-82-4023, 4044-20-81-4919, 4044-20-81-3986, 4044-20-81-3963, 4044-20-81-3951, 4044-20-81-3839, 4044-20-81-3827, 4044-20-81-3815, and 4044-20-81-2519 on Pickens County tax maps; and

WHEREAS, the boundaries for the PD-17 district is revised to include lots shown on the attached survey prepared by MSP and Associates; and

File #: 2015-R-02
Ordinance #: CC-2015-23
Informal Public Hearing: 3-10-2015
Planning Commission Meeting: 4-13-2015; 6-22-2015 (Review of Final Edits)
City Council Public Hearing: 5-18-2015
First Reading: 6-15-2015
Second Reading: 6-29-15

CC-2015-23 Zoning Map Amendment to Rezone properties along Fendley Street, Earle Street, and Foy Creek from RM-3, Multi-family Residential, to PD-17, Planned Development.

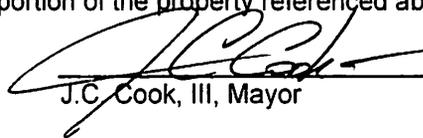
WHEREAS, PD-17 meets and exceeds the recommendations of the 2024 Comprehensive Plan to encourage Smart Growth mixed-use high density development located downtown so that it is walkable, bikeable, and busable to Clemson University and the surrounding community; and

WHEREAS, PD-17 meets the recommendations of the 2024 Comprehensive Plan that encourages alternate transportation opportunities, including bike share and car share programs; and

WHEREAS, PD-17 serves the greater Clemson area by providing increased commercial space in downtown Clemson, providing considerable land for increased right-of-way widths for greater vehicular and emergency access, providing fifteen on-street public parking spaces in downtown, providing the opportunity for the City of Clemson to gain 30 to 50 additional public parking spaces in an parking deck, providing relocation of underground utilities, updating sewer and storm water infrastructure, providing and providing for wide sidewalks to increase the vibrancy in downtown Clemson; and

WHEREAS, the Official Zoning Map is being amended in accordance with applicable state laws and local ordinances;

NOW THEREFORE, BE IT ORDAINED that the governing body of the City of Clemson, South Carolina in Council duly assembled and by the authority of same, do hereby provide the zoning classification of PD-17 Planned Development for the said portion of the property referenced above.



J.C. Cook, III, Mayor

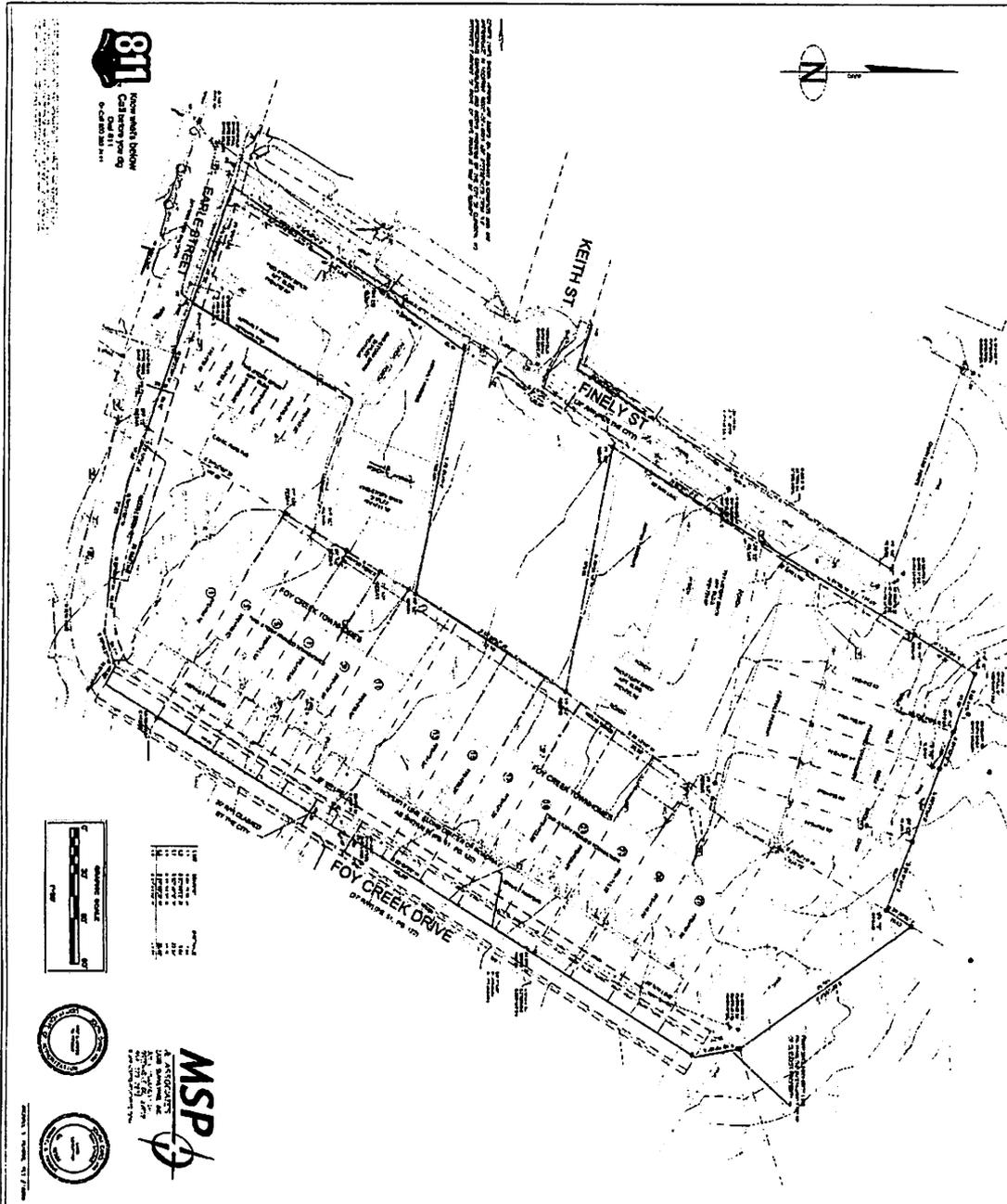
Attest 

Beverly Coleman, City Clerk

File #: 2015-R-02
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Informal Public Hearing: 3-10-2015
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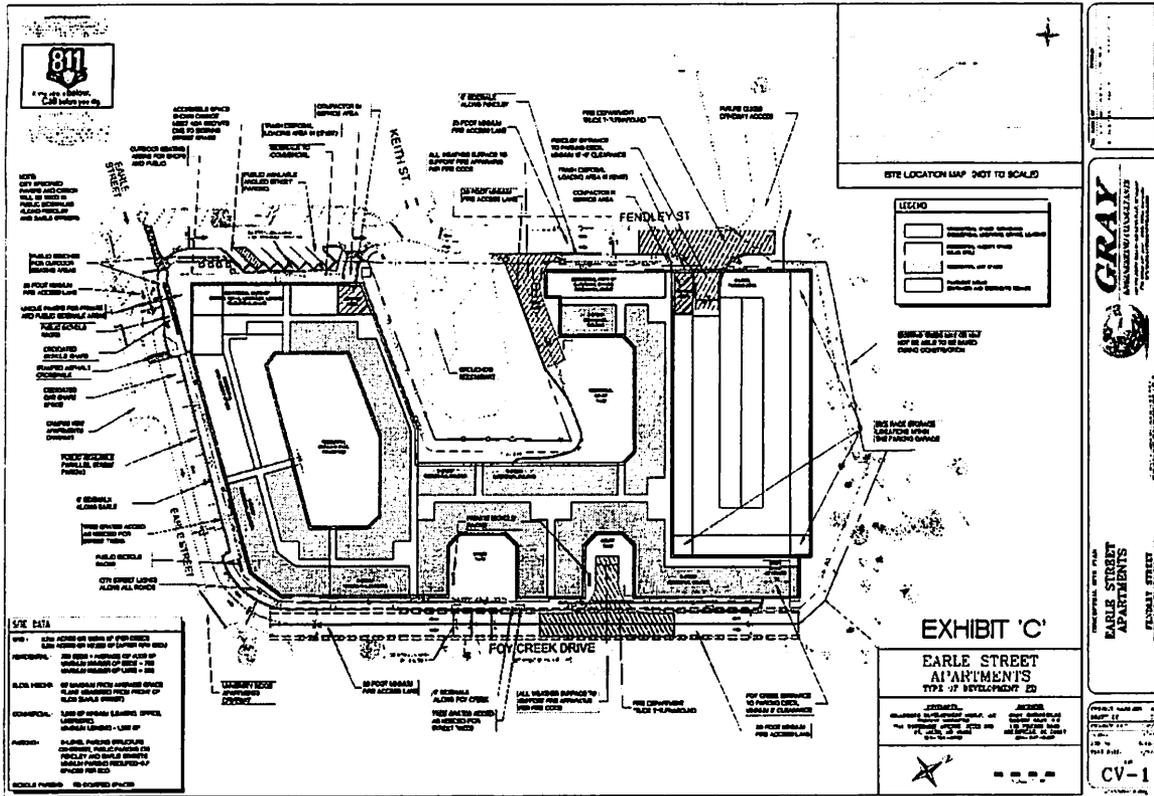
CC-2015-23 Zoning Map Amendment to Rezone properties along Fendley Street, Earle Street, and Foy Creek from RM-3, Multi-family Residential, to PD-17, Planned Development.

AN ORDINANCE TO AMEND THE CITY OF CLEMSON ZONING MAP TO REZONE PROPERTIES FRONTING FENDLEY STREET, EARLE STREET, AND FOY CREEK DRIVE FROM RM-3, MULTI-FAMILY RESIDENTIAL TO PD-17, PLANNED DEVELOPMENT. AS SHOWN ON THE ATTACHED MAP.



File #: 2015-R-02
Ordinance #: CC-2015-23
Informal Public Hearing: 3-10-2015
Planning Commission Meeting: 4-13-2015; 6-22-2015 (Review of Final Edits)
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September 16, 2015

Rick Cotton
City Administrator
1250 Tiger Blvd. Ste 1
Clemson, SC 29631
rcotton@cityofclemson.org

SENT VIA EMAIL

Re: City Parking / Infrastructure Reimbursement
Earle Street Apartments

Dear Rick:

In accordance with our discussion regarding a long term parking lease within our to-be-built parking structure, listed below are the terms we are willing to move forward under:

- Number of spaces: 40 full size, first floor spaces
- Lease Term: 50 years
- Payment for Term: Payment through the City of Clemson Infrastructure Reimbursement Agreement. 10 year term, 50% of the City's portion of the project's Actual Property Tax Increase (term begins after full assessment)
- The City shall pay its prorated share of the parking garage cost for common area maintenance, management, real estate taxes (if assessed on the municipal spaces), and insurance. The City shall make estimated payments monthly with an annual reconciliation
- The City will have the right to install security camera systems to allow full view camera surveillance of the entrance and all of the public spaces within the garage (to be installed and maintained at the City's cost) Location of cameras and conduit subject to Landlord's approval.
- In the event that the Landlord defaults on their obligations under the Lease, the City shall have the right to terminate the Lease and receive reimbursement of the unamortized balance of the IRA. The calculation of the reimbursement shall be based on a straight line depreciation schedule over a fifty year period (\$14,600 per year).
- The City and Landlord agree to meet semi-annually to review and discuss operation and management of the parking facility, including budgetary and maintenance issues
- Upon expiration of the initial term of the Lease, Landlord (or their successor or assignee) shall negotiate with Tenant in good faith for a renewal of the Lease.

We look forward to finalizing this agreement.

Best Regards,

Brandt Stiles

EXHIBIT "D"

EXAMPLE REIMBURSEMENT CALCULATION

\$40 million x 6% =	\$2,400,000 estimated assessed value after development completion
	<u>x 0.0842</u> mills
	\$202,080 estimated City property tax
Less	<u>\$42,800</u> LOST credit*
	\$159,280 net City property tax liability
Less	<u>13,055</u> current City property taxes
	\$146,225 Estimated new City property taxes development completion

Proposed Infrastructure Reimbursement Agreement:

50% of new property taxes generated (10 year term) = \$730,000

*Local option sales tax credit of \$107 per \$100,000 market value was used.