

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (this “*MOU*”) is by and among the following (each, a “*Party*” and, collectively, the “*Parties*” or “Participating Agencies”):

1. the *City of Cincinnati* (the “*City*”);
2. the *Hamilton County Transportation Improvement District* (collectively referred to as the “*HCTID*” or “Hamilton County”);
3. the *Ohio, Kentucky and Indiana Regional Council of Governments* (“*OKP*”);
4. the *Southwest Ohio Regional Transit Authority* (“*SORTA*”); and
5. the *Clermont County Transportation Improvement District* (collectively referred to as the “*CCTID*” or “Clermont County”).

Recitals:

A. The purpose of Eastern Corridor Multi-Modal Transportation Program of Projects (the “*Projects*”) is to implement a multi-modal transportation program consistent with the adopted long-range plan for the approximately 165-square mile area extending from the Cincinnati Central Business District and riverfront redevelopment area in Hamilton County east to the I-275 outerbelt corridor in Clermont County, near the communities of Milford to the north, Batavia to the east, and Amelia to the south (the “*Eastern Corridor*”), to address priority needs and to further the transportation goals established in the Eastern Corridor Major Investment Study completed in April 2000 (the “*MIS*”) and subsequent metropolitan area planning actions.

B. The need for the Projects stems from growing travel demand on an inadequate existing transportation network (including both roadway and transit infrastructure), which is characterized by insufficient capacity, safety issues, limited transportation options, and inadequate linkage to the region’s key transportation corridors for efficient movement of people, goods and services. The Eastern Corridor program of Projects is comprised of multi-modal transportation projects that will address this “purpose” and “need” and improve travel and better connect central Cincinnati with its eastern communities and the region.

C. The Eastern Corridor program of Projects is proceeding through the federal transportation planning and environmental process, under the National Environmental Policy Act of 1969 (“*NEPA*”), utilizing a “tiered” approach. The Eastern Corridor Tier 1 and Tier 2 Preliminary Engineering and Environmental Impact Statement work (the “*PE/EIS Work*”) and Projects, are referred to collectively herein as the “*Program*.”

D. The HCTID served as the local lead agency for the Eastern Corridor Tier 1 PE/EIS Work, with assistance, coordination, input and funding contributions from various

“Local Implementation Partners” (including, without limitation, the City, Clermont County, OKI, and SORTA). The CCTID represents the interests of Clermont County, Ohio, relative to the development and implementation of the Projects, as does the HCTID for Hamilton County. The City is represented through its membership on the HCTID.

E. The overall objective of the Tier 1 PE/EIS Work was to identify the feasible alternatives for each of the modes and concept recommendations for the Projects, which included preparation of preliminary engineering studies and appropriate environmental documents, including a NEPA-related Tier 1 environmental document known as the environmental impact statement (the “Tier 1 EIS”).

F. The Tier 1 EIS was delivered in final form as part of Tier 1 of the Program, in accordance with the Federal Transportation Administration and the Federal Highway Administration (the “FTA” and the ”FHWA”) regulations and guidelines, which process is all subject to state and federal agency review, input, and approval. On June 2, 2006, the FHWA and ODOT, as part of this ongoing NEPA process, issued a Tier 1 Record of Decision for the Projects (the “ROD”), which directed proceeding with implementing the Program’s Tier 2 PE/EIS work, with a series of separate Tier 2 environmental and design studies for each of the identified implementation segments (“by mode and by Project”), which are now proceeding for all Project segments, with appropriate NEPA evaluations. As each Tier 2 environmental document is completed and approved, final design and construction may begin for that Project segment.

G. Inclusion of a Norfolk Southern rail corridor, referred to as the “Wasson Line,” for passenger rail was originally scoped as part of the Eastern Corridor MIS in 2000. This Wasson rail corridor, as developed in Tier 1 of the Program, to extend from Xavier University through Evanston, Norwood, Hyde Park, Oakley, Fairfax, Columbia Township, Newtown, Anderson Township and out through Union Township and to the Eastgate area in Clermont County. Implementation of a portion of the line, however, was related to the construction and operation of the proposed I-71 light rail system, which was considered by voters in 2002, but not pursued at the time.

H. As set forth in the ROD, recognizing the value the connections the Wasson rail corridor offers, the FHWA/FTA, in cooperation with the ODOT, Hamilton County, Clermont County, the City, SORTA and OKI, determined that the corridor be should preserved for future transit or transportation use.

I. This Wasson rail corridor is an important component of the region’s rail transportation future, and use of the Wasson rail corridor for transit or other transportation and public use must be maintained. The City, the HCTID and the other Local Implementation Partners are interested in preserving the Wasson rail corridor for its growing multi-modal transportation needs. Because of its alignment through many of east Cincinnati’s most populated neighborhoods, the Wasson rail corridor offers a tremendous opportunity to offer mass transportation connecting and servicing these neighborhoods through rail service and, as feasible, bike and walking trails, and providing for related economic or community development.

J. The *OKI 2030 Regional Transportation Plan*, the SORTA Regional Rail Plan, *Plan Cincinnati* (Cincinnati's 2012 Comprehensive Plan), and the Eastern Corridor Major Investment Study identify this segment as having potential for future mass transportation purposes. Moreover, the ROD, recognizes that, the Wasson line may be implemented in the future and should include preservation of the single track corridor for possible transit or other transportation use. These plans all contemplate specific actions that include preservation of rail rights of way as a priority for future use if and when such rights of way become available.

K. Over the past year, the Parties have been working with local groups and communities to determine how, this very important route can be used for rail and/or trail purposes that do not jeopardize future rail use or right of way.

L. In accordance with the ROD and ongoing Program Tier 2 Work, the City and HCTID, in coordination with the Local Implementation Partners, are interested in studying and exploring the options and steps to acquire ownership rights to the Wasson rail corridor so that a rails and trails area may be developed. " The Parties agree that the joint-use, "rails and trails," should not prevent the future rail use of the corridor. The Parties are continuing to work collectively with the interested groups and appropriate local, state and federal authorities to determine the options for joint-use are and to identify the best way to meet the joint-use purpose, while maintaining a portion of the Wasson corridor to the meet the future transit needs and visions of the community.

M. The Parties acknowledge and agree that preservation of the Wasson single track corridor for future transit or transportation purposes is a priority and. believe it to be in the best interest of the Projects and the Wasson rail corridor to collaboratively proceed with studies of the feasibility and implementation of dual development of Wasson for rail and trail, in a manner that protects the Wasson Line for rail use.

N. The City and the HCTID will work together to study the details, options, and feasibility of acquiring all or portions of the 4.65 mile rail corridor between the Red Bank Road Railroad Bridge in Fairfax, Ohio on the east and Victory Parkway in Cincinnati on the west, locally referred to as the Wasson Line, so as to preserve the current and future public use of the Wasson line for 1.) rail and potential mass transit and/or 2.) bicycle-pedestrian trails.

O. Each of the Parties further acknowledge and agree that any use as a non-motorized transportation facility or as a bicycle path, shall be in accordance with the terms and provisions of this agreement and will be developed and discussed with the Participating Agencies, and other parties as may be appropriate.

P. The City, the HCTID, SORTA, OKI, and the CCTID, specifically acknowledge and agree to explore and discuss all viable options, including but not limited to railbanking, for the rails and trails Project in the Wasson Way Corridor, with the understanding that the Wasson Way Corridor should remain useable for future rail transportation.

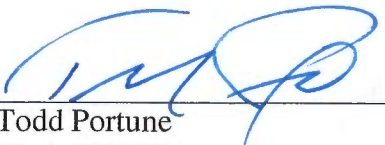
Q. The City and the HCTID support and pledge their commitment, good faith and best efforts to an integrated and cooperative effort, in coordination with SORTA, OKI, and

CCTID to proceed to further analyze and develop an approach to acquisition of rights for possession and/or use of the subject portion of the Wasson Line, as well as an appropriate and comprehensive structure for ownership interests, development, maintenance, operation and implementation of the future use of the Wasson Line, recognizing both its local and regional importance and impacts and important transportation purpose, both locally and regionally. The Parties agree that the Director of Transportation and Engineering, will, in coordination with the HCTID Chair assume lead on coordination and scheduling of meetings and work sessions between the City, HCTID and other Local Implementation Partners for the purposes outlined herein.

R. All recitals contained herein that could require expenditures are contingent upon the necessary approvals by the Parties according to law.

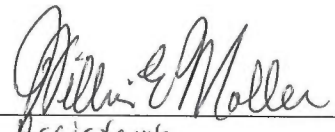
IN WITNESS WHEREOF, this Memorandum of Understanding has been duly executed and delivered for, in the name of, and on behalf of the Parties by their duly authorized officers, all as of the dates indicated below.

HAMILTON COUNTY TRANSPORTATION
IMPROVEMENT DISTRICT




Todd Portune
Chair HCTID
Date: Feb. 24, 2014

CITY OF CINCINNATI



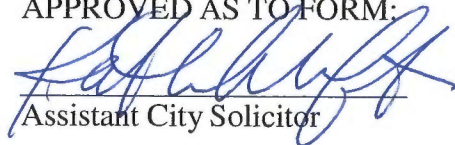
Assistant
City Manager
Date: 6-19-14

RECOMMENDED BY:



Michael Moore
Director of DOTE

APPROVED AS TO FORM:



Assistant City Solicitor