



**DOWNTOWN INVESTMENT AUTHORITY  
AGENDA**

**ED BALL BUILDING  
214 North Hogan Street  
8<sup>th</sup> Floor, Suite 851, Jacksonville, Florida 32202  
Wednesday, September 19, 2018 – 2:00 P.M.**

**MEMBERS:**

James Bailey, Chairman  
 Craig Gibbs, Vice Chairman  
 Ron Moody, Secretary  
 Oliver Barakat, Board Member  
 Brenna Durden, Board Member

Dane Grey, Board Member  
 Todd Froats, Board Member  
 Marc Padgett, Board Member  
 Braxton Gillam, Board Member

<b>I.</b>	<b>CALL TO ORDER – Chairman Bailey</b>
	A. Pledge of Allegiance
<b>II.</b>	<b>COMMUNITY REDEVELOPMENT AGENCY MEETING</b>
	A. August 15, 2018 Community Redevelopment Agency Meeting Minutes*
	B. Resolution 2018-09-01: Vestcor Redevelopment Agreement*
	C. Resolution 2018-09-02: Berkman II Redevelopment Agreement*
	D. Resolution 2018-09-03: Ambassador Hotel Redevelopment Agreement*
	E. Resolution 2018-09-04: Dyal-Upchurch Building Forgivable Loan*
	F. Resolution 2018-09-05: ISP-0447-18 Convention Center Hotel* <b>UNDER SEPARATE COVER</b>
<b>III.</b>	<b>DOWNTOWN INVESTMENT AUTHORITY BOARD MEETING</b>
	A. August 15, 2018 Downtown Investment Authority Meeting Minutes*
	B. Resolution 2018-09-06: Bryan Building Redevelopment Agreement*
	C. Resolution 2018-09-07: Brewster Hospital*
	D. Resolution 2018-09-08: Vestcor Allocation of Development Rights*
<b>IV.</b>	<b>CHIEF EXECUTIVE OFFICER REPORT</b>
	A. Resolution 2018-09-09: Recognizing the Contributions of Jack Meeks*
<b>V.</b>	<b>CHAIRMAN REPORT</b>
	A. CEO Search and Transition
<b>VI.</b>	<b>DDRB BRIEFING</b>
<b>VII.</b>	<b>OLD BUSINESS</b>
<b>VIII.</b>	<b>NEW BUSINESS</b>
<b>IX.</b>	<b>PUBLIC COMMENTS</b>
<b>X.</b>	<b>ADJOURN</b>

\* Indicates action item



**Downtown Investment Authority**  
**Community Redevelopment Area Board**  
**Ed Ball Building, 214 N. Hogan Street,**  
**Eighth Floor, Suite 851**  
**Jacksonville, FL. 32202**  
***Wednesday, September 19, 2018 – 2:00 p.m.***

**Community Redevelopment Agency**  
***MEETING MINUTES***

**Board Members Present:** Jim Bailey, Chairman; Craig Gibbs, Esq., Vice Chairman; Oliver Barakat; Brenna Durden, Esq.; Todd Froats; Braxton Gillam, Esq.; Dane Grey; and Ron Moody

**Board Members Absent:** Marc Padgett

**Council Members:** Lori Boyer, Dist 5, Reggie Gaffney, Dist. 7 and Randy White, Dist. 12

**Mayor's Staff:** Dr. Johnny Gaffney, Mayor's Office, Boards and Commission Liaison

**DIA Staff:** Aundra Wallace, Chief Executive Officer; Guy Parola, Operations Manager; Tom Daly, Esq., Finance and Compliance Manager; Jim Klement, Development Coordinator; Bob Carle, Office of Public Parking; and Karen Underwood-Eland.

**Office of General Counsel:** John Sawyer, Esq.

Meeting Convened: 2:00 p.m.

**I. CALL TO ORDER**

Chairman Bailey called the CRA meeting to order.

Chairman Bailey recognized the DIA newest Member, Todd Froats and he introduced himself to the Board.

**II. COMMUNITY REDEVELOPMENT AGENCY MEETING**

**A. Approval of the August 15, 2018 Community Redevelopment Agency Meeting Minutes**

**A MOTION WAS MADE BY BOARD MEMBER MOODY AND SECONDED BY BOARD MEMBER GREY APPROVING THE AUGUST 15, 2018 CRA MEETING MINUTES.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

**B. Resolution 2018-09-01: Vestcor Redevelopment Agreement**

**RESOLUTION 2018-09-01**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY SUPPORTING THE EXECUTION OF A REDEVELOPMENT AND INCENTIVE AGREEMENT BETWEEN THE DOWNTOWN INVESTMENT AUTHORITY AND VESTCOR, INC; AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO NEGOTIATE THE LOAN AGREEMENT; AND AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH DOCUMENTS AND AGREEMENTS; AND PROVIDING FOR AN EFFECTIVE DATE.**

CEO Wallace brought forth Resolution 2018-09-01 and provided a map displaying the five (5) projects.

Chairman Bailey noted an error on the resolution of an incentive of a 75 percent REV Grant for 15 years. The amount was calculated at 2.98 which were going to be 3.38 million.

Board Member Barakat noted an error on page 2 of the Resolution indicating the Downtown Revitalization Fund account that should be the Downtown Economic Development Fund account.

Todd Froats reported the award Vestcor received for the Lofts at Lavilla. CEO Wallace stated he accepted an award was from the Florida Housing Coalition in the Month of August.

Chairman Bailey opened the floor for public comments.

Teresa Barton, CEO and Executive Director of Aging True stated that they were grateful for the submittal of the proposal.

**A MOTION WAS MADE BY BOARD MEMBER GILLAM AND SECONDED BY BOARD MEMBER MOODY TO APPROVE RESOLUTION 2018-09-01 VESTCOR REDEVELOPMENT AGREEMENT AS AMENDED.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

**C. Resolution 2018-09-02: Berkman II Redevelopment Agreement**

**RESOLUTION 2018-09-02**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AUTHORIZING THE CHIEF EXECUTIVE OFFICER (“CEO”) OF THE DIA TO NEGOTIATE A REDEVELOPMENT AGREEMENT, WITH, 500 EAST BAY STREET, LLC FOR THE REDEVELOPMENT OF THE BERKMAN II TOWER ALONG WITH A PARKING GARAGE (COLLECTIVELY, THE “PROJECT”); AUTHORIZING: (1) A \$8,250,000 OPERATIONAL GRANT FOR THE PROJECT; (2) AUTHORIZING A REV GRANT IN THE AMOUNT OF \$20,000,000 FOR THE PROJECT; (3) RECOMMENDING APPROVAL BY CITY COUNCIL OF A \$3,250,000 CITY GRANT FOR THE PROJECT; AND (4) AUTHORIZING THE PARKING GRANT IN THE AMOUNT OF \$3,500,000 FOR THE RESERVATION OF 200 PARKING SPACES FOR THE PUBLIC VIA RESTRICTIVE COVENANT; AUTHORIZING THE CEO OF THE DIA TO NEGOTIATE REDEVELOPMENT AGREEMENTS, AND OTHER AGREEMENTS AS NECESSARY FOR THE PROJECT; AUTHORIZING CEO TO INITIATE FILING LEGISLATION WITH THE CITY COUNCIL REGARDING THE SAME; AUTHORIZING THE CEO OF THE DIA TO EXECUTE SUCH AGREEMENTS; PROVIDING AN EFFECTIVE DATE.**

CEO Wallace brought forth Resolution 2018-09-02. This project has gone through five (5) different developments. Two (2) presentations were provided.

Robert Leapley, of Akerman, LLP, Lori Stewart and Greg Stewart, principals, Mr. Caranna, George Fletcher and Todd Schneider were present to answer any questions.

A lengthy conversation ensued regarding the below:

- Amenities
- 400 spaces for mixed-use
- Total cost of the project 122 M base investment
- Completion grant of Phase I and Phase II
- Environmental credit
- Tax credits
- Updated Appraisal from 2015

Council Member Gaffney asked the board to take the project into consideration.

Council Member Boyer suggested a workshop or lunch-and-learn with Council members prior to taking to Council. Provide more specificity on what is being committed.

Board Member Gillam called a question and Board Member Gibbs seconded. Chairman Bailey opened the floor for public comment and there were none.

The motion passed unanimously 8-0-0.

John Sawyer requested that a motion to amend to get the correct developer entity “500 East Bay, LLC” into the resolution and referenced it as a one-phase project.

**A MOTION WAS MADE BY BOARD MEMBER GREY AND SECONDED BY BOARD MEMBER MOODY AMENDING RESOLUTION 2018-09-02 INCLUDING THE CORRECT DEVELOPER ENTITY “500 EAST BAY, LLC” AND TO REFERENCE AS A ONE-PHASE PROJECT, CAPPED AT 122M.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

A ten (10) minute recess was taken.

**D. RESOLUTION 2018-09-03: Ambassador Hotel Redevelopment Agreement**

**RESOLUTION 2018-09-03**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) APPROVING INCENTIVES AND A REDEVELOPMENT TERMS FOR THE REHABILITATION AND ADAPTIVE REUSE OF THE AMBASSADOR HOTEL AND ASSOCIATED REAL ESTATE PARCELS (THE “PROJECT”) WITH AXIS HOTELS LLC (“DEVELOPER”); FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID PLAN”) AND THE NORTH BANK DOWNTOWN AND SOUTHSIDE COMMUNITY REDEVELOPMENT AREA PLAN (“CRA PLAN”); AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO EXECUTE THE CONTRACTS AND DOCUMENTS AND OTHERWISE TAKE ALL NECESSARY ACTION IN CONNECTION THEREWITH TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING AN EFFECTIVE DATE.**

CEO Wallace brought forth Resolution 2018-09-03. Tom Daly answered questions from the Board.

Mr. George Bochis, St. Augustine Development commented that they purchased the property in July 2018 and currently in negotiations.

Board Member Barakat made an amendment to the motion that the developer must receive a certificate of occupancy within 48 months of the development agreement in order to receive historic Trust Fund grant funding.

Board Member Durden made corrections to the first whereas clause to current owner, Augustine Development.

Mr. Bochis noted that the ownership is Axis Hotels, LLC with Augustine Development as a general partner Board Member Barakat included the name change of the entity.

Chairman Bailey eliminated the “under contract for purchase to 48 months.

**A MOTION WAS MADE BY BOARD GILLAM AND SECONDED BY BOARD MEMBER DURDEN TO AMEND ORGINAL MOTION FOR RESOLUTION 2018-09-03.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

**E. RESOLUTION 2018-09-05: ISP-0447-18 Convention Center Hotel**

**RESOLUTION 2018-09-05**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ADOPTING THE EVALUATION COMMITTEE’S RECOMMENDATION SELECTING JACOBS ENGINEERING (“DEVELOPER”) AS THE HIGHEST RANKING RESPONDENT TO ISP-0447-18 “NOTICE OF DISPOSITION / OLD CITY HALL ANNEX, OLD COURTHOUSE, AND OLD COURTHOUSE PARKING LOT IN DOWNTOWN JACKSONVILLE PROPOSAL FOR DEVELOPMENT OF CONVENTION CENTER HOTEL, PARKING GARAGE AND PUBLIC CONVENTION CENTER SPACE” RELEASED BY THE DIA ON APRIL 1, 2018 (THE “SOLICITATION”); AUTHORIZING THE CEO OF THE DIA TO COMMENCE NEGOTIATIONS OF THE NECESARRY DOCUMENTS ON BEHALF OF THE DIA WITH THE DEVELOPER IN ACCORDANCE WITH THE SOLICITATION TERMS; AND PROVIDING AN EFFECTIVE DATE.**

Board Member Gibbs assumes the chair.

CEO Wallace brought forth Resolution 2018-09-05. Board Member Barakat, John Pappas and Aundra Wallace reviewed and submitted the three responses:

- Jacobs Engineering scored 92.67.
- Preston Hollow Capital a scored 80.
- Rimrock Devlin and Debartolo scored 78.34.

CEO Wallace noted that convention centers are not inexpensive. He recommended the Board to have Chairman Meet with administration regarding the next steps are of a convention center before anything else moves forward.

Board Member Durden suggested our Chairman to examine the boards input while he is working with the administration.

Board Member Gillam recommended revising Resolution 2018-09-05 in Section 3 stating the Chairman of the DIA to enter discussions with the administration regarding the two next steps with regards to the current location that is proposed for the actual convention center.

**A MOTION WAS MADE BY BOARD MEMBER GILLAM AND SECONDED BY BOARD MEMBER GREY AMENDING RESOLUTION 2018-09-05 IN SECTION 3 FOR CHAIRMAN TO ENTER DISCUSSIONS WITH THE ADMINISTRATION REGARDING TO NEXT STEPS WITH REGARDS TO THE CURRENT LOCATION THAT IS PROPOSED FOR THE ACTUAL CONVENTION CENTER.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

Chairman Bailey resumes the Chair.

**RESOLUTION 2018-09-04**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY SUPPORTING THE EXECUTION OF A REDEVELOPMENT AND INCENTIVE AGREEMENT BETWEEN THE DOWNTOWN INVESTMENT AUTHORITY AND 10 H INVESTMENTS, LLC; AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO NEGOTIATE THE LOAN AGREEMENT; AND AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH AGREEMENTS; AND FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID PLAN”); AND PROVIDING AN EFFECTIVE DATE.**

CEO Wallace brought forth resolution 2018-09-04.

The Board made comments below:

- Provision that requires the landlord to have tenant mix or to add.
- Language that would describe that tenant mix of this artistic group.
- 80 percent tenant occupancy potential.
- No specificity about the type of tenancy that would be attracted to this building.

CEO Wallace suggested bringing back the actual lease for the tenant improvements, then move forward at the next meeting.

**F. RESOLUTION 2018-09-10: Ventures Development Group Revised REV Grant**

**RESOLUTION 2018-09-10**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY AUTHORIZING THE CHIEF EXECUTIVE OFFICER (THE “CEO”) TO NEGOTIATE AN AMENDMENT TO THE ECONOMIC DEVELOPMENT AGREEMENT AUTHORIZING A MARKET RATE MULTI-FAMILY HOUSING RECAPTURE ENHANCED VALUE GRANT (“REV GRANT”) BETWEEN THE DOWNTOWN INVESTMENT AUTHORITY AND VENTURES DEVELOPMENT GROUP, LLC; AUTHORIZING THE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH AGREEMENT; PROVIDING AN EFFECTIVE DATE.**

CEO Wallace brought forth Resolution 2018-09-10.

Steve Diebenow was present on behalf of the applicant and provided a hand-out a side-by-side comparison of the dollar amounts.

Board comments below:

- Will redesign of the project have to go through DDRB? Steve Diebenow responded yes.

- Southside Tax Increment District terminates in 2041 which terminates on the earlier of 20 years or the termination of the district because it would not extend beyond the termination of the Tax Increment District.

**A MOTION WAS MADE BY BOARD MEMBER GILLAM AND SECONDED BY BOARD MEMBER GREY APPROVING RESOLUTION 2018-09-10 AS AMENDED.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

**III. DOWNTOWN INVESTMENT AUTHORITY REGULAR MEETING**

Occurs post-closing of Community Redevelopment Agency Meeting.

**IV. CEO REPORT**

Occurs post-closing of Community Redevelopment Agency Meeting.

**V. DDRB BRIEFING**

Occurs post-closing of Community Redevelopment Agency Meeting.

**VI. OLD BUSINESS**

Occurs post-closing of Community Redevelopment Agency Meeting.

**VII. NEW BUSINESS**

Occurs post-closing of Community Redevelopment Agency Meeting.

**VIII. PUBLIC COMMENTS**

None

**IX. ADJOURNMENT**

There being no further business, Chairman Bailey adjourned the CRA meeting at approximately 4:46 p.m.

*The written minutes for this meeting are only an overview of what was discussed. For verbatim comments of this meeting, a transcript is available upon request. Please contact Karen Underwood, at (904) 630-3492, or by email at [karenu@coj.net](mailto:karenu@coj.net).*



**Downtown Investment Authority**  
**Community Redevelopment Area Board**  
**Ed Ball Building, 214 N. Hogan Street,**  
**Eighth Floor, Suite 851**  
**Jacksonville, FL. 32202**

*Wednesday, September 19, 2018 – 4:46 p.m.*

**Downtown Investment Authority**  
**MEETING MINUTES**

**Board Members Present:** Jim Bailey, Chairman, Craig Gibbs, Esq. Vice Chairman; Oliver Barakat; Brenna Durden, Esq.; Braxton Gillam, Esq; Dane Grey; and Ron Moody

**Board Members Absent:** Marc Padgett

**Council Members:** Council Member Boyer

**Mayor's Staff:** Dr. Johnny Gaffney, Mayor's Office, Boards and Commission Liaison

**DIA Staff:** Aundra Wallace, Chief Executive Officer; Guy Parola, Operations Manager; Tom Daly, Esq., Finance and Compliance Manager; Jim Klement, Development Coordinator; and Karen Underwood-Eiland.

**Office of General Counsel:** John Sawyer, Esq.

Meeting Convened: 4:46 p.m.

**I. CALL TO ORDER**

Chairman Bailey called the DIA meeting to order at 4:46 PM.

**II. COMMUNITY REDEVELOPMENT AGENCY MEETING**

Occurs prior to convening of the Downtown Investment Authority Board Meeting.

**III. DOWNTOWN INVESTMENT AUTHORITY REGULAR MEETING**

**A. Approval of the June 20, 2018 DIA Regular Meeting Minutes**

**A MOTION WAS MADE BY BOARD MEMBER GILLAM AND SECONDED BY BOARD MEMBER GIBBS APPROVING THE AUGUST 15, 2018 DIA MEETING MINUTES.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

**B. Resolution 2018-09-06: Bryan Building Redevelopment Agreement**

**RESOLUTION 2018-09-06**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY SUPPORTING THE EXECUTION OF A REDEVELOPMENT AND INCENTIVE AGREEMENT BETWEEN THE DOWNTOWN INVESTMENT AUTHORITY AND 217-219 N. HOGAN STREET, LLC; AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO NEGOTIATE THE REDEVELOPMENT AGREEMENT; AND AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH AGREEMENTS.**

CEO Wallace brought forth Resolution 2018-09-06.

Mr. George Saoud, the building owner was available for any questions.

**A MOTION WAS MADE BY BOARD MEMBER MOODY AND SECONDED BY BOARD MEMBER BARAKAT APPROVING RESOLUTION 2018-09-06.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

**C. Resolution 2018-09-07 Brewster Hospital**

**RESOLUTION 2018-09-07**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) APPROPRIATING UP TO ONE HUNDRED THOUSAND DOLLARS (\$100,000) TO FUND IMPROVEMENTS NECESSARY TO CREATE AN OFF-STREET PARKING AREA DEDICATED FOR THE TENANT(S) OF BREWSTER HOSPITAL AND ADDITIONAL BUILDING RENOVATION COSTS; INSTRUCTING ITS CHIEF EXECUTIVE OFFICER (“CEO”) TO TAKE ALL NECESSARY ACTIONS TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.**

CEO Wallace brought for the Resolution 2018-08-04. Guy Parola provided a summary to the Board and introduced Danis Construction.

Brooke Robbins, Principle architect with Robbins Design Studio was present to discuss the project. The tenant is located in the Riverside area and will be moving closer into downtown.

The Board addressed concerns regarding the business model and the market rate.

Mr. Skahill, Mr. Burdette were also available to answer any questions from the Board.

**A MOTION WAS MADE BY BOARD MEMBER GIBBS AND SECONDED BY BOARD MEMBER MOODY APPROVING RESOLUTION 2018-09-07.**

**THE MOTION PASSED UNANIMOUSLY 7-0-0.**

A brief 10-minute recess was taken

**D. Resolution 2018-09-08: Vestcor Allocation of Development Rights.**

**RESOLUTION 2018-09-08**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ALLOCATING UP TO 140 UNITS OF MULTI-FAMILY ENTITLEMENTS FROM THE NORTHSIDE EAST COMPONENT AREA OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT (“DRI”) TO VESTCOR, INC.; AUTHORIZING THE DIA CHIEF EXECUTIVE OFFICER TO EXECUTE ANY CONTRACTS AND DOCUMENTS AND OTHERWISE TAKE ALL NECESSARY ACTION IN CONNECTION THEREWITH TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.**

CEO Wallace brought forward Resolution 2018-09-08. Guy Parola provided a summary of the project.

Steve Diebenow was available to answer any questions from the Board members.

**A MOTION WAS MADE BY BOARD MEMBER GIBBS AND SECONDED BY BOARD MEMBER BARAKAT APPROVING RESOLUTION 2018-09-08.**

**E. Resolution 2018-09-11: Extension of An Allocation of Development Rights**

**RESOLUTION 2018-09-11**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AMENDING SECTIONS 3.B, 3.C, 3.D AND 3.F OF RESOLUTION 2017-01-04 TO EXTEND THE DEADLINES FOR SITE ACQUISITION, OBTAINING OF A BUILDING PERMIT FOR VERTICAL CONSTRUCTION, COMMENCEMENT OF VERTICAL CONSTRUCTION, AND REVERSION OF UNUSED ENTITLEMENTS; PROVIDING FOR AN EFFECTIVE DATE.**

Guy Parola brought forth Resolution 2018-09-11.

Steve Diebenow was present and stated that they have to close on the property from nine months from September 1.

John Sawyer pointed out that a motion to amend the resolution to include amending 3.F of the prior resolution reference, to change the words from “Certificate of Occupancy to “Building permits for vertical construction.”

Board Member Durden clarified that the fourth whereas clause referenced 3.A, 3.B, and 3.D, but in the body if referenced to 3.B, C. and D. and have to add F.

Chairman Bailey restated amendment to the resolution.

**A MOTION WAS MADE BY BOARD MEMBER GIBBS AND SECONDED BY BOARD MEMBER DURDEN TO AMEND RESOLUTION 2018-09-11.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

#### **IV. CEO REPORT**

##### **A. Resoution 2018-09-09: Recognizing the Contributions of Jack Meeks.**

###### **RESOLUTION 2018-09-09**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY COMMENDING AND RECOGNIZING THE CONTRIBUTIONS OF MR. JACK MEEKS TO THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AND FOR HIS DEDICATION AND SERVICE IN PROMOTING THE SUCCESSFUL REVITALIZATION AND REDEVELOPMENT OF DOWNTOWN JACKSONVILLE AS A BOARD MEMBER OF THE DOWNTOWN INVESTMENT AUTHORITY.**

**A MOTION WAS MADE BY BOARD MEMBER MOODY AND SECONDED BY BOARD MEMBER GILLAM APPROVING RESOLUTION 2018-09-09.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

The Board recognized Aundra Wallace leadership as CEO of the Downtown Investment Authority.

Chairman Bailey asked Vice Chairman Gibbs to chair the meeting.

Chairman Bailey stated that he has discussed CEO Search process and requirements with Greg Pease in Procurement. The board members will be on the evaluation committee to select the right person and it will be a lengthy process. A representative has to be appointed from the DIA.

Chairman Bailey asked Mayor Curry if the DIA could have Brian Hughes for a couple of months during this transition to keep the projects going. CEO Wallace stated that Mr. Hughes has been involved in every in-depth conversation from January this year, once he came on board.

**A MOTION WAS MADE BY BOARD MEMBER BAILEY AND SECONDED BY BOARD MEMBER MOODY THAT THE DIA ENGAGE BRIAN HUGHES AS INTERIM CEO FOR THE DIA.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

**A QUESTION WAS CALLED BY BOARD MEMBER GILLAM AND SECONDED BY BOARD MEMBER DURDEN.**

**THE MOTION PASSED UNANIMOUSLY 8-0-0.**

Chairman Bailey resumes Chair.

**V. PUBLIC COMMENT**  
**None**

**VI. DDRB BRIEFING**

The DDRB meeting will be held tomorrow, September 20, 2018 at 2:00 in the Lynwood Roberts Room.

**VII. NEW BUSINESS**  
**None**

**VIII. ADJOURN**

There being no further business, Chairman Bailey adjourned the DIA meeting at approximately 6:25 p.m.

*The written minutes for this meeting are only an overview of what was discussed. For verbatim comments of this meeting, a transcript is available upon request. Please contact Karen Underwood, at (904) 630-3492, or by email at [karenu@coj.net](mailto:karenu@coj.net).*

## **RESOLUTION 2018-09-01**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY SUPPORTING THE EXECUTION OF A REDEVELOPMENT AND INCENTIVE AGREEMENT BETWEEN THE DOWNTOWN INVESTMENT AUTHORITY AND VESTCOR, INC; AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO NEGOTIATE THE LOAN AGREEMENT; AND AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH DOCUMENTS AND AGREEMENTS; AND PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS**, Vestcor, Inc. (the “Developer”) proposes to construct the Lofts at Brooklyn, a project consisting of 133 new multi-family apartment units in the Brooklyn neighborhood. The Owner proposes to develop 80 affordable housing units utilizing funding from the Low Income Housing Tax Credit program (“LIHTC”) and an additional 53 units of workforce housing. The project proposes to construct 133 units of a variety of unit sizes. The project will result in the investment of approximately \$28,000,000 for the construction of the apartments and associated improvements; and

**WHEREAS**, the Developer is seeking an allocation of LIHTCs from the Florida Housing Finance Corporation, under the most recent Request for Applications (“RFA”) under the Large Counties program. Duval County is a FHFC designated Large County; and

**WHEREAS**, the RFA permits the Jacksonville Housing Finance Authority (“JHFA”) to set the criteria and score the applications received for Duval County in order to receive an allocation of LIHTCs under the Large Counties program; and

**WHEREAS**, the JHFA has issued a Notice of Funding Availability (the “NOFA”) issued as of August 15, 2018, which set forth local government support loans criteria for consideration of scoring; and

**WHEREAS**, the Developer is seeking to maximize the point total for its application for LIHTCs and is therefore requesting a qualifying loan from the DIA for 63% of the minimum level of local support (as detailed in the NOFA) under the terms of the NOFA and detailed in the attached Term Sheet; and

**WHEREAS**, the Downtown Investment Authority (“DIA”) is authorized per section 55.108 *Economic Development* of the City Ordinance Code, pending City Council and Mayoral approvals, to utilize the Tax Increment Finance District Trust Funds to foster the redevelopment of the Downtown Northbank Community Redevelopment Area; and

**WHEREAS**, to assist Developer in completing their application for LIHTCs and maximize their application score to construct the 80 new affordable apartments in Downtown Jacksonville requires approximately \$625,750.00 in financial assistance from the Downtown Investment Authority; and

**WHEREAS**, the proposed loan will be funded from the DIA Downtown Economic Development Fund account; and

**WHEREAS**, the Developer is also seeking a Multi-family REV Grant; and

**WHEREAS**, the Developer has agreed to provide workforce housing in 53 of the 133 units, and will restrict occupancy by providing that households occupying the units will be at or below 140% of the Jacksonville MSA Area Median Income (“AMI”) for the fifteen year life of the REV Grant; and

**WHEREAS**, DIA is proposing a REV Grant up to 75% of the incremental increase in the county portion of ad valorem taxes generated from their proposed private capital investment of up to \$28.6 million for fifteen (15) years not to exceed \$3,380,000, as detailed in Exhibit “A”, and the REV Grant is consistent with the DIA Multi-Family Housing REV Grant set forth in the Bid Plan; and

**WHEREAS**, the REV Grant annual payments will be funded through the Northbank Tax Increment Finance District Trust Fund; and

**WHEREAS**, the proposed City of Jacksonville REV Grant incentive is a material factor in assisting the Developer to expand the residential rental capacity, particularly for workforce housing, in Jacksonville within the Brooklyn Neighborhood; and

**WHEREAS**, the financial assistance to the project will be in the form as detailed on the attached Term Sheet and in compliance with the requirements of the Local Government Support Loan (as detailed in the NOFA); and

**WHEREAS**, the proposed loan and Multifamily REV Grant satisfy the conditions in the BID Plan for funding of a project more specifically: Goal 1- Reinforce the Downtown as the City’s Unique Epicenter; Goal 2- Increase Rental and Owner-Occupied Housing Downtown; and Goal 7- Use Planning and Economic Development activities to Promote Healthy Living. NOW THEREFORE

**BE IT RESOLVED**, by the Downtown Investment Authority:

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** Authorizing the CEO of the Downtown Investment Authority to negotiate a Loan Agreements and a Redevelopment Agreement with the Developer, or a subsidiary of the Developer.

**Section 3.** Designates the Brooklyn Neighborhood as a Strategic Housing Area.

**Section 4.** Authorizing the CEO of the Downtown Investment Authority to execute such agreements.

**Section 5.** This Resolution, 2018-09-01, Shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

James Bailey, Chairman

Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

TERM SHEET

Project Name: Lofts at Brooklyn

Developer/ Applicant: Single Asset Entity to be formed, Vestcor (or an affiliate company) will be the General Partner.

Total Development Costs (estimate): \$28,625,750

Equity (proposed): (59.39% of TDC) \$17,000,000

City Funding: No more than **\$4,005,750** (through the City of Jacksonville Downtown Investment Authority)

Breakdown:

Infrastructure: No city of Jacksonville infrastructure improvements are contemplated.

Land: No City of Jacksonville land is committed to the project.

REV Grant: The Developer is requesting a Multi Family REV Grant for 75% of the ad valorem tax increment generated by the project for a period of **15 years from the Northbank TID**. The total REV grant indebtedness will not exceed \$3,380,000. **(Performance Based Incentive)**

Grants: No Grants from the City of Jacksonville are contemplated for this project.

Loans: \$625,750 in Loans described as follows:

**\$625,750** from the Downtown Economic Development Fund. The Note will have a 0.00% interest rate with a term of 20 years, as required by the Jacksonville Housing Finance Authority Notice of Funding Availability issued August 15, 2018 (the "NOFA"). The principal balance of the note will due at the end of the term or upon sale, transfer or refinance of the project. There will be no annual payments on the \$625,750. The Loan would be funded upon the issuance of a certificate of occupancy.

The loan is contingent upon the following:

1. An allocation of "9% Low income Housing Tax Credits" from the Florida Housing Finance Corporation.

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Conditions: This Term Sheet is limited by the following conditions:

All terms contained within this Term Sheet are contingent upon the successful commitment and closing of all Tax Credit Agreements. All terms contained within this Term Sheet are also contingent upon the Commitment of the Developer's Equity, and Debt Financing.

These proposed financial terms are subject to the approval of the Downtown Investment Authority and the City of Jacksonville.

There will be additional terms, conditions, rights, responsibilities, warranties and obligations for both parties shall be determined in a later negotiated mutually agreeable written contract (or multiple written contracts as is deemed necessary). Failure to agree upon and execute a written contract (or contracts) for these proposed financing terms, and any additional terms which have been agreed upon, by the expiration date of this Term Sheet will result in the nullification all obligations of both parties.

This Term Sheet expires and becomes void, unless executed by the parties prior to December 31, 2019.

Offered on behalf of the City of Jacksonville Downtown Investment authority by:

\_\_\_\_\_

Aundra C. Wallace its CEO

Date \_\_\_\_\_

Accepted on behalf of \_\_\_\_\_ by

\_\_\_\_\_

Print Name:

Its (print Officer Title): \_\_\_\_\_

Date \_\_\_\_\_

**RESOLUTION 2018-09-02**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AUTHORIZING THE CHIEF EXECUTIVE OFFICER (“CEO”) OF THE DIA TO NEGOTIATE A REDEVELOPMENT AGREEMENT, WITH, 500 EAST BAY STREET, LLC FOR THE REDEVELOPMENT OF THE BERKMAN II TOWER ALONG WITH A PARKING GARAGE (COLLECTIVELY, THE “PROJECT”); AUTHORIZING: (1) A \$8,250,000 OPERATIONAL GRANT FOR THE PROJECT; (2) AUTHORIZING A REV GRANT IN THE AMOUNT OF \$20,000,000 FOR THE PROJECT; (3) RECOMMENDING APPROVAL BY CITY COUNCIL OF A \$3,250,000 CITY GRANT FOR THE PROJECT; AND (4) AUTHORIZING THE PARKING GRANT IN THE AMOUNT OF \$3,500,000 FOR THE RESERVATION OF 200 PARKING SPACES FOR THE PUBLIC VIA RESTRICTIVE COVENANT; AUTHORIZING THE CEO OF THE DIA TO NEGOTIATE REDEVELOPMENT AGREEMENTS, AND OTHER AGREEMENTS AS NECESSARY FOR THE PROJECT; AUTHORIZING CEO TO INITIATE FILING LEGISLATION WITH THE CITY COUNCIL REGARDING THE SAME; AUTHORIZING THE CEO OF THE DIA TO EXECUTE SUCH AGREEMENTS; PROVIDING AN EFFECTIVE DATE.**

**WHEREAS,** The 500 East Bay Street, LLC (the “Developer”) currently has ownership of the land, building, and other improvements located at 500 E Bay Street, more commonly known as the Berkman II project site; and

**WHEREAS,** the Developers propose to redevelop the Berkman II site into a 340 room Hotel, Family Entertainment Center, Water Park, and Parking Garage; and

**WHEREAS,** the Developers propose to develop (design, construct, and finance) a parking garage on up to 3 acres of the westernmost portion of the City of Jacksonville owned undeveloped land located in the area commonly known as the shipyards, to accommodate the parking needs of the Project; and

**WHEREAS,** to assist the Developers in redeveloping these historic buildings, the DIA proposes to offer a package of incentives as further detailed in the Term Sheet attached to this Resolution as Exhibit “A”; and

**WHEREAS,** the Downtown Investment Authority (“DIA”) is authorized per section 55.108 *Economic Development* of the City Ordinance Code, to utilize the Tax Increment Finance District Trust Funds to foster the redevelopment of the Downtown Northbank Community Redevelopment Area; and

**WHEREAS,** the REV Grant annual payments will be funded through the Downtown East Tax Increment Finance District Trust Fund; **NOW THEREFORE**

**BE IT RESOLVED,** by the Downtown Investment Authority:

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** Authorizing the CEO to negotiate Redevelopment Agreement and a lease agreement, authorizing the incentives as described above and shown in more detail in the attached Term Sheet.

**Section 3.** Authorizing the CEO of the Downtown Investment Authority to execute said agreements subject to the terms as described above.

**Section 4.** This Resolution, 2018-09-02, shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**

\_\_\_\_\_

\_\_\_\_\_  
James Bailey, Chairman

\_\_\_\_\_  
Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

## Term Sheet of September 7, 2018

Project Name: Berkman II Site Redevelopment Project

Developer/ Applicant: 500 East Bay St., LLC

Incentives (through the City of Jacksonville and the Downtown Investment Authority) detailed as follows:

### Hotel & Family Entertainment Amenity:

Total Development Cost: a minimum of \$122,000,000

Hotel, Parking Facility, and basic Family Entertainment Amenity with outdoor amusement area

### Incentives:

Total COJ/DIA incentives: \$36,000,000.

**REV Grant: \$20,000,000** from the Northbank TID. (Performance based incentive)

- Partial ad valorem tax rebate of 20 years @ 75% for an approximate total grant not to exceed **\$20,000,000**.
  - The REV Grant Maximum amount will be reduced to \$15,000,000 if the capital investment for the project does not exceed \$92,000,000 project, and is not completed within sixty (60) months of the effective date of the RDA.

**Operational Performance Subsidy: \$8,250,000** from the General fund (Performance based incentive)

- A contractual payment based upon the operational success of the Hotel development.
- Calculated as 5% of the annual Lodging Revenue, paid annually in arrears.
- The Subsidy will be for a maximum term of 15 years, and have a maximum subsidy amount of \$8,250,000.

**Redevelopment Completion Grant: \$3,250,000** from the General fund.

- The Redevelopment grant will be disbursed upon the Developer receiving a Certificate of Occupancy ("CO") for the Hotel and Family Entertainment Center.

### Parking Incentives:

Land: The City will convey approximately 3 Acres (exact size of the parcel conveyed from the City will be dependent upon the site plan and ultimate capacity of the structured parking facility (the "Garage")) of the land currently known as the Shipyards project Parcel to the Developer for the construction of the Garage.

- The City will convey, at market price of **\$584,000 per acre**, sufficient square footage of space to support the construction of the Garage as is determined by the proposed site plan.
  - The most recent request made July 10, 2018 is estimated to be for 3.0 (+/-) acres, which would be at a costs of \$1,635,200.00.
- The Land conveyed will be at the westernmost section of the City owned property known as the Shipyards.
- The Parcel will be conveyed through a process compliant with the DIA disposition of property procedures.
- The conveyance will be subject to reversion clauses to ensure that a Garage is built.
- The Developer shall be entitled to an environmental offset for the impacts of known and perceived environmental issues on the site. **The offset shall be for \$1.0 million.**

Public Parking Incentive: The City/DIA will provide **\$3,500,000** grant (less any subsidy or reduction in price from the market value of land conveyed for the Garage, e.g., \$3,500,000 - \$584,000 = \$2,916,000 Grant dollars disbursed) to offset the costs of constructing the Garage; in consideration for the perpetual reservation, via a recorded restrictive covenant, of 200 spaces in the Garage for short term public parking use.

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Conditions: This Term Sheet is limited by the following conditions:

Downtown Investment Authority review of the development and construction timelines; and

These proposed financial terms are subject to and contingent upon the approval of the Downtown Investment Authority, the City of Jacksonville Administration, and the Jacksonville City Council.

All terms contained within this Term Sheet are contingent upon the successful commitment and closing of all Construction /Senior Debt Agreements and Commitments, Any Private Junior Lien Loan Agreements and Commitments, evidence of Marketable Title by the Developer, , and the Hotel Management & Operating Agreement. All terms contained within this Term Sheet are also contingent upon evidence of the funding of the Developer's Equity commitment.

There will be additional terms, conditions, rights, responsibilities, warranties and obligations for both parties shall be determined in a later negotiated mutually agreeable written contract (or multiple written contracts as is deemed necessary).

This Term Sheet expires and becomes void, if not executed by the Parties upon October 31, 2018.

Additionally, this Term Sheet expires and all the terms contained within become void, upon February 28, 2019, unless reduced and incorporated into a redevelopment agreement or extended in writing by the parties.

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(Signature Page to Follow)

With Respect to the Hotel, Basic Family Entertainment Amenity, and the Parking Structure:

Offered on behalf of the City of Jacksonville Downtown Investment authority by:

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Print Name:

its CEO

Date: \_\_\_\_\_

Developer

Accepted on behalf of 500 East Bay LLC by

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Print Name:

Its (print Officer Title): \_\_\_\_\_

Date: \_\_\_\_\_

## RESOLUTION 2018-09-03

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) APPROVING INCENTIVES AND A REDEVELOPMENT TERMS FOR THE REHABILITATION AND ADAPTIVE REUSE OF THE AMBASSADOR HOTEL AND ASSOCIATED REAL ESTATE PARCELS (THE “PROJECT”) WITH AXIS HOTELS LLC (“DEVELOPER”); FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID PLAN”) AND THE NORTH BANK DOWNTOWN AND SOUTHSIDE COMMUNITY REDEVELOPMENT AREA PLAN (“CRA PLAN”); AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO EXECUTE THE CONTRACTS AND DOCUMENTS AND OTHERWISE TAKE ALL NECESSARY ACTION IN CONNECTION THEREWITH TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, the Developer has purchased, in July of 2018, the property commonly known as Ambassador Hotel with a street address of 420 N. Julia Street, as well as the remaining undeveloped portion of the block., all of which is located within the boundaries of the Downtown East CRA; and

**WHEREAS**, the Developer proposes to renovate the Ambassador Hotel building into a 127 room hotel. And on the undeveloped portion of the site construct 200 units of multifamily market rate housing and a structured parking facility of a size and nature to serve both the hotel and the housing projects. Collectively the project will result in the investment of approximately \$37.1 million for the construction of the hotel, rental apartment facility, retail space, and associated improvements; and

**WHEREAS**, the increased private capital investment totaling \$37.1 million in real property will increase the county ad valorem tax base over the useful life of the assets, will increase the availability of units for working households, and rehabilitate two historic buildings in Downtown; and

**WHEREAS**, the DIA is proposing incentives set forth on the Term Sheet, attached as Exhibit A to this Resolution; and

**WHEREAS**, The Ambassador Hotel is historically designated and will apply for the Downtown Historic Preservation & Revitalization Trust Fund (“HPTF”) for grant monies to assist with the historical rehabilitation costs; and

**WHEREAS**, the Downtown Investment Authority (“DIA”) is authorized per section 111.910 *Downtown Historic Preservation and Revitalization Trust Fund* of the City Ordinance Code, to utilize the Downtown Historic Preservation and Revitalization Trust Fund to foster the redevelopment of the Downtown Northbank Community Redevelopment Area; and

**WHEREAS**, the Downtown Investment Authority (“DIA”) is authorized per section 55.108 *Economic Development* of the City Ordinance Code, to utilize the Downtown Economic Development Fund to foster the redevelopment of the Downtown Northbank Community Redevelopment Area; and

**WHEREAS**, the Downtown Investment Authority (“DIA”) is authorized per section 55.108(8)-(9)(b) *Economic Development* of the City Ordinance Code, to implement the BID Plan, grant final approval of redevelopment agreements, without further action of Council, in furtherance of the BID Plan; and

**WHEREAS**, the Developer is also seeking a Market Rate Multi-family REV Grant; and

**WHEREAS**, DIA is proposing a REV Grant up to 75% of the incremental increase in the county portion of ad valorem taxes generated from their proposed private capital investment of up to \$37.1 million for fifteen (15) years not to exceed \$4,900,000, as detailed in Exhibit “A”, and the REV Grant is consistent with the DIA Multi-Family Housing REV Grant set forth in the Bid Plan; and

**WHEREAS**, the REV Grant annual payments will be funded through the Northbank Tax Increment Finance District Trust Fund; and

**WHEREAS**, the proposed City of Jacksonville REV Grant incentive is a material factor in assisting the Developer to expand the residential rental capacity, particularly for workforce housing, in Jacksonville within the Brooklyn Neighborhood; and

**WHEREAS**, the proposed Multifamily REV Grant satisfy the conditions in the BID Plan for funding of a project more specifically: Goal 1- Reinforce the Downtown as the City’s Unique Epicenter; Goal 2- Increase Rental and Owner-Occupied Housing Downtown; and Goal 7- Use Planning and Economic Development activities to Promote Healthy Living. NOW THEREFORE

**BE IT RESOLVED**, by the Downtown Investment Authority

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** The DIA instructs the Chief Executive Officer of the Downtown Investment Authority to take all necessary actions, including the filing of legislation before the City Council, to provide funding of up to \$1,500,000 from the Downtown Historic Preservation and Revitalization Trust Fund and a Market Rate Multifamily REV Grant in an amount not to exceed \$4,900,000, for the redevelopment of the Ambassador Hotel and associated redevelopment project.

**Section 3.** The Chief Executive Officer is hereby authorized to execute the contracts and documents and otherwise take all necessary action in connection therewith to effectuate the purposes of this Resolution.

**Section 4.** The Effective Date of this Resolution is the date upon execution of this Resolution by the Chair of the DIA Board.

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**

\_\_\_\_\_

\_\_\_\_\_

James Bailey, Chairman

\_\_\_\_\_

Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

**Term Sheet**

Project Name: Ambassador Hotel and New Multifamily residences

Developer/ Applicant: AXIS Hotels, LLC, or a single assets entity created by and affiliated with the Augustine Group.

Incentives (through the City of Jacksonville and the Downtown Investment Authority) detailed as follows:

**The Ambassador Hotel:**

Total Development Cost:  
\$15,000,000 (estimated)

**Redevelopment Completion Grant: \$1,500,000** from the Downtown Historic Preservation and Revitalization Trust Fund (the “HPTF”).

These grant funds shall be used in accordance with the Downtown Historic Preservation and Revitalization Trust Fund guidelines.

- THE HPTF Grant will be disbursed at issuance of the last needed Certificate of Occupancy (“CO”) for the project. Therefore it is estimated funds would be needed no sooner than 18 months after construction commences, estimated by the Developer’s Schedule.
- The Grants will be subject to standard “claw-back” language.

**The Annex Apartment Bldg.:**

Total Development Cost:  
\$38,157,147 (estimated)

**REV Grant: \$4,900,000** from the Northbank TID.

- Partial ad valorem tax rebate of 15 years @ 75% for an approximate total grant not to exceed **\$4,900,000**.
- On the new construction portion of the project for the new multifamily units and parking structure.

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Conditions: This Term Sheet is limited by the following conditions:

Downtown Investment Authority review of the development and construction timelines; and

A completed and approved application to the Jacksonville Historic Preservation Commission for the funding out of the Historic Preservation and Revitalization Trust Fund; and

These proposed financial terms are subject to and contingent upon the approval of the Downtown Investment Authority, the City of Jacksonville Administration, and the Jacksonville City Council.

All terms contained within this Term Sheet are contingent upon the successful commitment and closing of all Historic Rehabilitation Tax Credit Agreements, Construction /Senior Debt Agreements and Commitments, Any Private Junior Lien Loan Agreements and Commitments, evidence of Marketable Title by the Developer, and the inclusion of the City of Jacksonville Lease(s) as also insureds under the Developer's Property & Casualty insurance, and the Hotel Management & Operating Agreement. All terms contained within this Term Sheet are also contingent upon evidence of the funding of the Developer's Equity commitment.

There will be additional terms, conditions, rights, responsibilities, warranties and obligations for both parties shall be determined in a later negotiated mutually agreeable written contract (or multiple written contracts as is deemed necessary).

This Term Sheet expires and becomes void, if not executed by the Parties upon February 20, 2019.

Additionally, this Term Sheet expires and all the terms contained within become void, upon June 1, 2019, unless extended in writing by the parties.

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(Signature Page to Follow)

With Respect to the Barnett Bank Building and the Parking Structure:

Offered on behalf of the City of Jacksonville Downtown Investment authority by:

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Aundra C. Wallace its CEO

Date: \_\_\_\_\_

Accepted on behalf of AXIS Hotels, LLC by

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Print Name:

Its (print Officer Title): \_\_\_\_\_

Date: \_\_\_\_\_

**RESOLUTION 2018-09-05**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ADOPTING THE EVALUATION COMMITTEE’S RECOMMENDATION SELECTING JACOBS ENGINEERING (“DEVELOPER”) AS THE HIGHEST RANKING RESPONDENT TO ISP-0447-18 “NOTICE OF DISPOSITION / OLD CITY HALL ANNEX, OLD COURTHOUSE, AND OLD COURTHOUSE PARKING LOT IN DOWNTOWN JACKSONVILLE PROPOSAL FOR DEVELOPMENT OF CONVENTION CENTER HOTEL, PARKING GARAGE AND PUBLIC CONVENTION CENTER SPACE” RELEASED BY THE DIA ON APRIL 1, 2018 (THE “SOLICITATION”); AUTHORIZING THE CEO OF THE DIA TO COMMENCE NEGOTIATIONS OF THE NECESSARY DOCUMENTS ON BEHALF OF THE DIA WITH THE DEVELOPER IN ACCORDANCE WITH THE SOLICITATION TERMS; AND PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, the City of Jacksonville (“City”) and the Downtown Investment Authority (the “DIA”) desires to redevelop vacant, City-owned property formerly developed as a County-courthouse and a multi-story government office building (the “Property”); and

**WHEREAS**, the DIA and the City commissioned a Convention Center Feasibility Analysis, which, in part, the Property as a preferred site for a new convention center; and

**WHEREAS**, the DIA Board, via Resolution 2018-01-01, issued ISP-0447-018 requesting proposals from firms for the redevelopment of the Property with a minimum of 350 room full service Convention Center Hotel, Parking Garage and Public Convention Center Space; and

**WHEREAS**, Resolution 2018-01-01 established an Evaluation Committee, evaluation criteria and an evaluation process; and

**WHEREAS**, responses to ISP-0447-18 were due to the City’s Procurement Office on or by August 1, 2018; and

**WHEREAS**, the DIA, through the City’s Procurement Office, received three (3) responses, all of which were deemed responsive, scored and ranked pursuant to ISP-0447-18; and

**WHEREAS**, Jacobs Engineering (the “Developer”) was scored highest by the Evaluation Committee, as evidenced by the attached memorandum from the Evaluation Committee Chair and the scoring matrix (attached to this resolution as Exhibit “A”), **NOW THEREFORE**

**BE IT RESOLVED**, by the Downtown Investment Authority:

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** The DIA hereby adopts the recommendation of the Evaluation Committee, selecting Jacobs Engineering as the highest ranked respondent.

**Section 3.** The DIA hereby authorizes the Chairman of the DIA Board to enter discussions with the administration regarding the to next steps with regards to the current location that is proposed for the actual convention center.

**Section 4.** This Resolution shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

\_\_\_\_\_

\_\_\_\_\_  
Jim Bailey, Chairman

\_\_\_\_\_  
Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

**RESOLUTION 2018-09-06**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY SUPPORTING THE EXECUTION OF A REDEVELOPMENT AND INCENTIVE AGREEMENT BETWEEN THE DOWNTOWN INVESTMENT AUTHORITY AND 217-219 N. HOGAN STREET, LLC; AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO NEGOTIATE THE REDEVELOPMENT AGREEMENT; AND AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH AGREEMENTS.**

**WHEREAS**, 217-219 N Hogan Street, LLC, (the “Owner”) proposes to refurbish the Bryan Building located at 217 N. Hogan Street. The Owner proposes to redevelop the building’s second floor space into 12 artist studio spaces, and a common space exhibition area. The project will result in the investment of approximately \$120,450 for the restoration, preservation, and construction of the improvements; and

**WHEREAS**, the Owner has committed to host two (2) public functions, at a minimum, per month over the seven (7) year compliance period; and

**WHEREAS**, the Downtown Investment Authority (“DIA”) is authorized per section 55.308 *Economic Development* of the City Ordinance Code, pending City Council and Mayoral approvals, to utilize the Tax Increment Finance District Trust Funds to foster the redevelopment of the Downtown Northbank Community Redevelopment Area; and

**WHEREAS**, **to assist Developer in completing the adaptive reuse of this historic landmark in Downtown Jacksonville will require approximately \$55,000 in financial assistance from the Downtown Investment Authority; and**

**WHEREAS**, the financial assistance to the project will be in the form of a Forgivable Loan, secured by a junior mortgage lien on the property. The Forgivable Loan will have the principal balance reduced by 14.29% for every 12 month period that the project is in compliance with the terms and conditions of the redevelopment agreement until the balance is equal to \$0.00; and

**WHEREAS**, the proposed loan satisfies the conditions in the BID Plan for funding of a project more specifically: Goal 1- Reinforce the Downtown as the City’s Unique Epicenter; Goal 2- Increase Rental and Owner-Occupied Housing Downtown; and Goal 7- Use Planning and Economic Development activities to Promote Healthy Living; and

**WHEREAS**, the proposed loan will be funded through the Downtown Economic Development Fund; and

**BE IT RESOLVED**, by the Downtown Investment Authority:

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** Authorizing the CEO of the Downtown Investment Authority to negotiate a Redevelopment Agreement, including Forgivable Loan documents with the Owner.

**Section 3.** Authorizing the CEO of the Downtown Investment Authority to execute such agreements.

**Section 4.** The Effective Date of this Resolution is the date upon execution of this Resolution by the Chair of the DIA Board.

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**

\_\_\_\_\_

\_\_\_\_\_  
James Bailey, Chairman

\_\_\_\_\_  
Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

**RESOLUTION 2018-09-07**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) APPROPRIATING UP TO ONE HUNDRED THOUSAND DOLLARS (\$100,000) TO FUND IMPROVEMENTS NECESSARY TO CREATE AN OFF-STREET PARKING AREA DEDICATED FOR THE TENANT(S) OF BREWSTER HOSPITAL AND ADDITIONAL BUILDING RENOVATION COSTS; INSTRUCTING ITS CHIEF EXECUTIVE OFFICER (“CEO”) TO TAKE ALL NECESSARY ACTIONS TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS**, DIA is the designated Community Redevelopment Agency for the North Bank Community Redevelopment Area (“CRA”), to which a Community Redevelopment Plan was adopted by Ordinance 2014-0560-E; and

**WHEREAS**, the vacant building and real property commonly known as Brewster Hospital located at 843 W. Monroe Street, Jacksonville, Florida (the “Property”) is located within Downtown’s North Bank CRA; and

**WHEREAS**, via adoption of Resolution 2017-10-02 the DIA previously approved the general terms and conditions for lease of the Brewster Hospital to the North Florida Land Trust, Inc.; and

**WHEREAS**, via adoption of Resolution 2018-02-06 the DIA approved funding in the amount of fifty thousand dollars (\$50,000) to be used towards the construction of a parking area; and

**WHEREAS**, architects, engineers and contractors working on behalf of the North Florida Land Trust have demonstrated that there are currently insufficient funds necessary to construct a parking area as well as finalize renovations to the building; and

**WHEREAS**, the total project costs have risen \$396,000 to \$539,193, as evidenced by Exhibit ‘A’ to this resolution; and

**WHEREAS**, improvements and renovations to the building and grounds are to the benefit of a City-Owned asset and would be necessary and customary costs of tenancy that the City / DIA would incur as a lessor, NOW THEREFORE

**BE IT RESOLVED**, by the Downtown Investment Authority:

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** The DIA allocates to the North Florida Land Trust up to \$100,000 as a grant, payable at substantial completion of the scope contained herein as Exhibit 'A', as evidenced by the issuance of a Certificate of Completion or functional equivalent.

**Section 3.** Consistent with the terms of the lease approved by City Council via Ordinance 2018-0291, all improvements are subject to prior review and approval by DIA and the City.

**Section 4.** DIA funds shall only be used for permanent improvements for the benefit of the building and grounds.

**Section 5.** The DIA authorizes its CEO to take all necessary action to effectuate the purposes of this Resolution, including but not limited to, executing a lease agreement or its functional equivalent.

**Section 6.** This Resolution shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**

\_\_\_\_\_

\_\_\_\_\_

James Bailey, Chair

\_\_\_\_\_

Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

**RESOLUTION 2018-09-08**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ALLOCATING UP TO 140 UNITS OF MULTI-FAMILY ENTITLEMENTS FROM THE NORTHSIDE EAST COMPONENT AREA OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT (“DRI”) TO VESTCOR, INC.; AUTHORIZING THE DIA CHIEF EXECUTIVE OFFICER TO EXECUTE ANY CONTRACTS AND DOCUMENTS AND OTHERWISE TAKE ALL NECESSARY ACTION IN CONNECTION THEREWITH TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS**, pursuant to Ordinance 2014-0560-E, DIA is the “Master Developer” with respect to the Consolidated Downtown Development of Regional Impact (“DRI”) Development Order; and

**WHEREAS**, Vestcor, Inc., proposes to construct up to 140 multi-family units (“Development”) in the Cathedral Neighborhood of Downtown, within the Northside East Component Area of the Consolidated Downtown DRI; and

**WHEREAS**, the Development is predicated on an award from the Florida Housing Finance Corporation of Low Income Housing Tax Credits (“LIHTCs”); and

**WHEREAS**, an award of LIHTCs will not be made until January 2019; and

**WHEREAS**, it is the intent of the DIA to allocate up to 140 multi-family units of entitlements from the Northside East Component area of the DRI, predicated upon an award of LIHTCs to Vestcor, Inc., by the Florida Housing Finance Corporation; and

**WHEREAS**, upon an award by Florida Housing Finance Corporation of LIHTCs to Vestcor, Inc., the DIA Chief Executive Officer will determine, by availability of unencumbered multi-family entitlements, which phase or phases to effectuate the allocation, NOW THEREFORE

**BE IT RESOLVED**, by the Downtown Investment Authority

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** The DIA finds that this Resolution 2018-09-08 is consistent with and in furtherance of the North Bank Downtown and Southside Community Redevelopment Area Plans adopted as part of the Business Investment and Development Plan, and in particular Redevelopment Goal 2, which reads: *Increase rental and owner-occupied housing downtown, targeting key demographic groups seeking a more urban lifestyle.*

**Section 3.** The DIA allocates up to 140 multi-family units of development rights (a/k/a entitlements) to Vestcor, Inc., for use on Duval County Tax Parcel 073617 0010. Upon confirmation of a LIHTCs award by the Florida Housing Finance Corporation to Vestcor, Inc., the DIA Chief Executive Officer will effectuate the allocation of up to 140 multi-family units of Phase I entitlements; in the event that there are insufficient Phase I entitlements at that time, any necessary entitlements will be allocated from Phase II; in the event that there are insufficient Phase II entitlements at that time, any necessary entitlements will be allocated from Phase III. An allocation of Phase II or Phase III entitlements are in accordance with Future Land Use Element Policy 2.3.10 adopted as part of the 2030 Comprehensive Plan.

**Future Land Use Element Policy 2.3.10:** *The Downtown DRI shall maintain adopted Levels of Service in the 2030 Comprehensive Plan for all public facilities (drainage, sanitary sewer, solid waste, potable water, recreation, and when applicable, schools) reviewed under concurrency, except for transportation facilities, which shall be governed by the Consolidated Downtown DRI Development Order through Phase I, and the Mobility Plan for development authorized for Phases II and III of the DRI.*

**Section 4.** In the event that Vestcor, Inc., or their assigns, fails to receive a LIHTC award from the Florida Housing Finance Corporation on or by February 1, 2019, this Resolution 2018-09-08 and the allocation of entitlements shall become null and void without any further action by the DIA. The DIA Chief Executive Officer may grant a 30 day extension at their sole discretion.

**Section 5.** Should Vestcor Inc., or their assigns, fail to obtain a permit for vertical construction within 12 months from a LIHTC award, this Resolution 2018-09-08 and the allocation of entitlements shall become null and void without any further action by the DIA. The DIA Chief Executive Officer may grant a 60 day extension at their sole discretion.

**Section 6.** Should Vestcor, Inc., or their assigns, fail to commence construction within 6 months of the issuance of a permit for vertical construction this Resolution 2018-09-08 and the allocation of entitlements shall become null and void without any further action by the DIA. The DIA Chief Executive Officer may grant a 60 day extension at their sole discretion.

**Section 7.** Vestcor, Inc., may assign the allocation of entitlements upon approval by the DIA Chief Executive Officer, who shall not unduly withhold such approval.

**Section 8.** The DIA Chief Executive Officer is authorized to execute any contracts and documents and otherwise take all necessary action in connection therewith to effectuate the purposes of this resolution.

**Section 9.** At the March 2019 DIA Board Meeting, the DIA Chief Executive Officer shall provide the DIA Board a project status update, including a report on entitlements that were ultimately allocated and their respective phase or phases.

**Section 10.** This Resolution, 2018-09-08, shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**

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\_\_\_\_\_  
James Bailey, Chairman

\_\_\_\_\_  
Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

**RESOLUTION 2018-09-09**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY COMMENDING AND RECOGNIZING THE CONTRIBUTIONS OF MR. JACK MEEKS TO THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AND FOR HIS DEDICATION AND SERVICE IN PROMOTING THE SUCCESSFUL REVITALIZATION AND REDEVELOPMENT OF DOWNTOWN JACKSONVILLE AS A BOARD MEMBER OF THE DOWNTOWN INVESTMENT AUTHORITY.**

**WHEREAS**, Mr. Meeks was appointed to the Downtown Investment Authority (“DIA”) by the City Council of Jacksonville in 2013 via adoption of Resolution 2013-0817; and

**WHEREAS**, for five years Mr. Meeks served as the Banking and Finance Industry Representative on the DIA Board; and

**WHEREAS**, during his tenure Mr. Meeks was elected Vice Chairman in 2014, 2015, 2016 and 2017; and

**WHEREAS**, during his tenure Mr. Meeks served as Chairman of the DIA Strategic Implementation Committee, Chairman of the DIA Capital Improvement Projects Committee and Chairman of the DIA Budget Committee, as well as serving on both the DIA Governance Committee and the DIA Retail Enhancement Program Committee; and

**WHEREAS**, in addition to committing his time and talents to furthering Downtown redevelopment as a member of the DIA Board, Mr. Meeks has made significant personal investments as a Downtown property owner, NOW THEREFORE

**BE IT RESOLVED** by the Downtown Investment Authority:

**Section 1.** The Downtown Investment Authority recognizes and commends Mr. Meeks for his dedicated service to the DIA and for his overall contributions to the revitalization and redevelopment of Downtown Jacksonville.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

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\_\_\_\_\_

Jim Bailey, Chairman

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

**RESOLUTION 2018-09-10**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY AUTHORIZING THE CHIEF EXECUTIVE OFFICER (THE “CEO”) TO NEGOTIATE AN AMENDMENT TO THE ECONOMIC DEVELOPMENT AGREEMENT AUTHORIZING A MARKET RATE MULTI-FAMILY HOUSING RECAPTURE ENHANCED VALUE GRANT (“REV GRANT”) BETWEEN THE DOWNTOWN INVESTMENT AUTHORITY AND VENTURES DEVELOPMENT GROUP, LLC; AUTHORIZING THE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH AGREEMENT; PROVIDING AN EFFECTIVE DATE.**

**WHEREAS**, Southbank Apartment Ventures, LLC (“Ventures” or the “Developer”) currently have the property commonly known as the Hines property with a street address of 0 Prudential Avenue, located within the boundaries of the Southbank CRA, under contract for purchase; and

**WHEREAS**, the Developer proposes to build a residential apartment complex on the site located at 0 Prudential Avenue. The new proposed rental apartment facility will include 300 residential rental units. Collectively the project will result in the investment of approximately \$62.3 million for the construction of the rental apartment facility and associated improvements; and

**WHEREAS**, the DIA Board approved such a REV Grant via Resolution 2017-01-02 for a term of 15 years and in an amount not to exceed \$7,880,000; and

**WHEREAS**, prior to the start of certain pre-development actions neighboring property owners appealed the plan approval of the Downtown Design Review Board (the “DDR”) to the DIA, and up DIA affirmation of the DDR decision to the Jacksonville City Council, and ultimately filed a lawsuit in Court ; and

**WHEREAS**, the Developer and the neighboring property owners have now entered into a settlement agreement which will allow a modified version of the project to commence; and

**WHEREAS**, the proposed modified project now consist of 185 apartment units; and

**WHEREAS**, the modified project will result in increased private capital investment totaling \$44.8 million in real property, will increase the county ad valorem tax base over the useful life of the assets and meets the existing CRA Plan Multi-family REV Grant guidelines; and

**WHEREAS**, to assist Ventures, or a to be formed subsidiary, to increase the amount of residential units in Jacksonville will require financial assistance from the Downtown Investment Authority; and

**WHEREAS**, to assist Ventures, or a to be formed subsidiary, to increase the amount of residential units in Jacksonville the DIA determines the entire Southbank CRA to be a Strategic Housing Area as defined in the BID Plan; and

**WHEREAS**, the Downtown Investment Authority (“DIA”) is authorized per section 55.108 *Economic Development* of the City Ordinance Code, to utilize the Tax Increment Finance District Trust Funds to foster the redevelopment of the Downtown Southbank Community Redevelopment Area; and

**WHEREAS**, the Downtown Investment Authority (“DIA”) is authorized per section 55.108(8)-(9)(b) *Economic Development* of the City Ordinance Code, to implement the BID Plan, grant final approval of redevelopment agreements, without further action of Council, in furtherance of the BID Plan; and

**WHEREAS**, DIA is proposing a REV Grant up to 75% of the incremental increase in the county portion of ad valorem taxes generated from their proposed private capital investment of up to \$44.8 million for Twenty (20) years not to exceed \$7,810,000; and

**WHEREAS**, the REV Grant annual payments will be funded through the Southside Tax Increment Finance District Trust Fund; and

**WHEREAS**, the proposed City of Jacksonville REV Grant incentive is a material factor in assisting Ventures, or a to be formed subsidiary, to expand its residential rental capacity in Jacksonville within the Southbank of downtown, NOW THEREFORE

**BE IT RESOLVED**, by the Downtown Investment Authority:

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** Authorizing the CEO to negotiate an amendment to the Economic Development Agreement, authorizing the REV Grant as described above.

**Section 3.** Authorizing the CEO of the Downtown Investment Authority to initiate legislation before the Jacksonville City Council for approval of said agreement subject to the terms as described above.

**Section 4.** Authorizing the CEO of the Downtown Investment Authority to execute said agreement subject to the terms as described above.

**Section 5.** This Resolution, 2018-09-10, shall become effective on the date it is signed by the Chair of the DIA Board.

[SIGNATURES ON FOLLOWING PAGE]

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**

\_\_\_\_\_

\_\_\_\_\_

James Bailey, Chairman

\_\_\_\_\_

Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_

## RESOLUTION 2018-09-11

### **A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AMENDING SECTIONS 3.B, 3.C, 3.D AND 3.F OF RESOLUTION 2017-01-04 TO EXTEND THE DEADLINES FOR SITE ACQUISITION, OBTAINING OF A BUILDING PERMIT FOR VERTICAL CONSTRUCTION, COMMENCEMENT OF VERTICAL CONSTRUCTION, AND REVERSION OF UNUSED ENTITLEMENTS; PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS**, pursuant to Ordinance 2014-0560-E, DIA is the “Master Developer” with respect to the Consolidated Downtown Development of Regional Impact (“DRI”) Development Order; and

**WHEREAS**, via Resolution 2017-01-04 the DIA allocated to Southbank Apartment Ventures, LLC, up to three hundred (300) multi-family units of Phase I development rights from the Southside Component Area of the Consolidated Downtown DRI; and

**WHEREAS**, DIA and Southbank Apartment Ventures, LLC, did not enter into an Allocation of Development Rights Agreement; and

**WHEREAS**, after exhausting all City processes for appeal of the final approved development plan for the project associated with Resolution 2017-01-04, an adjoining property owner filed a lawsuit on January 11, 2018, resulting in a delay of over one year in meeting the performance requirements in Sections 3.B, 3.C and 3.D of Resolution 2017-01-04; and

**WHEREAS**, DIA desires to modify Section 3.F of Resolution 2017-01-04 so that unused entitlements revert back to the DIA at the time of issuance of a building permit for vertical construction; and

**WHEREAS**, a settlement agreement has been reached between the developer and the adjoining property owner, allowing the developer to move forward with their development plan, NOW THEREFORE

**BE IT RESOLVED**, by the Downtown Investment Authority

**Section 1.** The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

**Section 2.** DIA reaffirms Resolution 2017-01-04 with the following modifications:

Section 3.B: Should Developer fail to close on the Property within nine (9) months from ~~the effective date of this Resolution~~ September 1, 2018, this Resolution and the allocation of rights authorized hereby shall automatically become null and void without further

action. The CEO may, at his sole discretion, extend this deadline by ninety (90) days for show of good cause by the Developer.

Section 3.C: If the Developer fails to acquire a building permit for vertical construction on the Property within eighteen (18) months from ~~the effective date of this Resolution~~September 1, 2018, this Resolution and the allocation of rights authorized hereby shall become null and void without further action. The CEO may, in his sole discretion, extend this deadline by ninety (90) days for show of good cause by Developer.

Section 3.D: Should the Developer fail to commence vertical construction within twenty-four (24) months from ~~the effective date of this Resolution~~September 1, 2018, this Resolution and the allocation of rights authorized hereby shall become null and void without further action. The CEO may, in his sole discretion, extend this deadline by ninety (90) days for show of good cause by Developer.

Section 3.F: F. Any unused development rights authorized hereby existing after the ~~final Certification of Occupancy or its functional equivalent~~ issuance of a building permit for vertical construction has been issued for the Property, will revert back to the DIA without further action by DIA or the City of Jacksonville.

**Section 3.** The Effective Date of this Resolution is the date upon execution of the Resolution by the Chairman of the DIA.

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**

\_\_\_\_\_

James Bailey, Chairman

\_\_\_\_\_  
Date

VOTE: In Favor: \_\_\_\_\_ Opposed: \_\_\_\_\_ Abstained: \_\_\_\_\_