

Downtown Investment Authority
AGENDA
City Hall at St. James, 117 W. Duval Street
Lynwood Roberts Room, 1st Floor
Wednesday, October 28, 2015 - 2:00 PM

MEMBERS:

James Bailey, Chairman
 Jack Meeks, Vice Chairman
 Oliver Barakat, Board Member
 Robert Clements, Board Member

Craig Gibbs, Board Member
 Doris Goldstein, Board Member
 Kay Harper-Williams, Board Member
 Marc Pagett, Board Member

I.	CALL TO ORDER – Chairman Bailey
	A. Pledge of Allegiance
II.	PRESENTATIONS
III.	ACTION ITEMS – Chairman Bailey (<i>Requires DIA Action and/or Approval</i>)
	<ul style="list-style-type: none"> A. Approval of September 30, 2015 DIA Board of Directors Regular Meeting Minutes B. Resolution 2015-09-04 Jessie Ball DuPont Fund Parking Rights Agreement Modification C. Resolution 2015-10-09 LaVilla Lofts Loan Increase* D. Resolution 2015-10-01 LaVilla Lofts Allocation of Development Rights* E. Resolution 2015-10-02 Conversion And Assignment of Development Rights F. Resolution 2015-10-03 Cowford Chophouse Name Change G. Resolution 2015-10-04 Downtown WiFi Allocation of Funds H. Resolution 2015-10-05 Beneficial Community Allocation of Development Rights I. Resolution 2015-10-06 REV Grant J. Resolution 2015-10-07 Parkview Plaza Partners, LLC Allocation of Development Rights K. Resolution 2015-10-08 Healthy Town Site Specific NOPC L. Retail Enhancement Program Committee Recommendations <ul style="list-style-type: none"> L.1 Elements Bistro, Bar & Lounge <p>*Companion Resolutions, Same Project</p>
IV.	CHIEF EXECUTIVE OFFICER REPORT – Aundra Wallace
V.	DDRB BRIEFING – Jim Klement
	A. October 8, 2015 DDRB Meeting
VI.	OLD BUSINESS – Chairman Bailey
VII.	NEW BUSINESS – Chairman Bailey
VIII.	PUBLIC COMMENTS – Chairman Bailey
IX.	ADJOURNMENT – Chairman Bailey
	<i>Next Scheduled Meeting: Wednesday, November 18, 2015 at 2:00 PM</i>



Downtown Investment Authority
Regular Meeting

City Hall at St. James
117 West Duval St., Lynwood Roberts Room
Wednesday, October 28, 2015 - 2:00 p.m.

DIA Regular
MEETING MINUTES

Board Members Present: Jim Bailey, Chairman; Jack Meeks, Vice Chairman; Oliver Barakat, Craig Gibbs, Kay Harper Williams, Doris Goldstein and Marc Padgett

Board Members Absent: Robert Clements

Council Member: Council President Anderson

Mayor's Staff: Dr. Johnny Gaffney, Office of the Mayor Boards and Commissions Liaison

DIA Staff: Aundra Wallace, DIA Chief Executive Officer; Guy Parola, DIA Development Manager; Tom Daly, DIA Development Analyst; Jim Klement, DIA Development Coordinator; and Karen Underwood, DIA Executive Assistant

Attendees: Paul Harden, Lawyer; Wyman Duggan, Lawyer; Shaun Rycroft, Developer Associate Beneficial Communities; Steven Frick President Vestor; Haskell Mayer, President Mayer Structural Design, Inc. Kirk Wendland, OED Director and Ed Randolph, Specialist Senior, OED.

Office of General Counsel: Susan Grandin and Lawsikia Hodges

I. CALL TO ORDER

Chairman Bailey convened the meeting at 2:08 p.m. with a quorum present.

II. PRESENTATIONS

Chairman Bailey read Board Member Doris Goldstein's resignation into the record. The resignation is effective the end of the year. Marc Padgett's legislation was approved last night in City Council and he introduced himself.

III. ACTION ITEMS

A. APPROVAL OF SETEMBER 30, 2015 DIA BOARD MEETING MINUTES.

A MOTION WAS MADE BY BOARD MEMBER WILLIAMS AND SECONDED BY CRAIG GIBBS APPROVING THE SEPTEMBER 30, 2015 BOARD MEETING MINUTES. THE MOTION PASSED UNANIMOUSLY 6-0

B. 2015-09-04 JESSIE BALL DUPONT FUND PARKING RIGHTS AGREEMENT MODIFICATION.

CEO Wallace provided an overview of the proposed Resolution 2015-09-04 A RESOLUTION SUPPORTING LEGISLATION AUTHORIZING THE MAYOR AND CORPORATE SECRETARY TO AMEND THE EXISTING PARKING RIGHTS AGREEMENT DATED NOVEMBER 18, 2014, BETWEEN THE CITY OF JACKSONVILLE AND THE JESSIE BALL DUPONT FUND.

Supporting the Amendment of the November 14, 2014 Parking Rights Agreement Between the City of Jacksonville and the Jessie Ball DuPont Fund.

Chairman Bailey noted that he spoke with Jerry Holland, Property Appraiser and Michael Corrigan, Tax Collector and they stated that this would not be an issue for them.

The Board made relevant comments regarding the additional information provided.

Paul Harden representing attorney for the Jessie Ball DuPont Fund was available to answer any questions. He stated that this project is a gemstone for downtown and appreciates the DIA's support.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER WILLIAMS APPROVING RESOLUTION 2015-09-04. THE MOTION PASSED 5-1 (D. Goldstein).

C. RESOLUTION 2015-10-09 LAVILLA LOFTS LOAN INCREASE

CEO Wallace provided an overview of the proposed RESOLUTION APPROVING A CHANGE IN THE LOAN AMOUNT FOR THE LOFTS AT LA VILLA PROJECT RESOLUTION 2015-09-01; CONFIRMING AND RATIFYING RESOLUTION 2015-09-01 AS MODIFIED HEREIN: AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO NEGOTIATE THE REDEVELOPMENT AGREEMENT; AND AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH AGREEMENTS.

The Board made relevant comments.

Tom Daly, DIA staff was present to answer any questions.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER GIBBS APPROVING RESOLUTION 2015-10-09. THE MOTION PASSED UNANIMOUSLY 6-0.

D. RESOLUTION 2015-10-01 LAVILLA LOFTS ALLOCATION OF DEVELOPMENT RIGHTS

CEO Wallace provided an overview of the proposed Resolution ALLOCATING 120 MULTI-FAMILY UNITS OF PHASE I DEVELOPMENT RIGHTS WITHIN THE NORTHSIDE

WEST COMPONENT AREA OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT TO VESTCOR, INC. TO BE UTILIZED ON THE PROPERTY IDENTIFIED BY EXHIBIT 'A' ("PROPERTY"); FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA'S BUSINESS INVESTMENT AND DEVELOPMENT PLAN ("BID 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

Guy Parola DIA Staff was present to answer any questions.

There were no comments from the Board

Chairman Bailey opened the floor for public comments

Bruce Fouraker commented that the property is close to the Jefferson Street station on the Skyway. He made a suggestion to add transit oriented development, so that the public realizes that this is a transit oriented development.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER GIBBS APPROVING RESOLUTION 2015-10-09. THE MOTION PASSED UNANIMOUSLY 6-0.

E. RESOLUTION 2015-10-02 CONVERSION AND ASSIGNMENT OF DEVELOPMENT RIGHTS.

CEO Wallace provided an overview of the proposed RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY ("DIA") SUPPORTING THE CONVERSION OF 110,000 SQUARE FEET OF "GENERAL OFFICE" PHASE I DEVELOPMENT RIGHTS WITHIN THE SOUTHSIDE COMPONENT OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT ("DRI") TO 264 MULTI-FAMILY UNITS UTILIZING THE LAND USE/TRANSPORTATION TRADE-OFF PROVISIONS IDENTIFIED IN SUPPLEMENT 1 OF THE CONSOLIDATED DOWNTOWN DRI DEVELOPMENT ORDER; FINDING THAT THE AMENDED PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA'S BUSINESS INVESTMENT AND DEVELOPMENT PLAN ("BID PLAN"); REQUESTING THAT THE JACKSONVILLE CITY COUNCIL APPROVE THE CONVERSION OF DEVELOPMENT RIGHTS; CONDITIONED UPON THE COUNCIL'S APPROVAL OF THE CONVERSION, AND OTHER REQUIREMENTS OF THE DRI, ALLOCATING 264 MULTI-FAMILY UNITS OF DEVELOPMENT RIGHTS TO ALLIANCE REALTY PARTNERS, LLC TO BE UTILIZED ON CERTAIN PROPERTY MORE FULLY IDENTIFIED IN EXHIBIT 'A' AND 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

Wyman Duggan, Attorney was present to answer questions.

Chairman Bailey called for comments from the public and noted that no requests to speak had been received.

CEO Wallace noted that the development will be located on the South Bank.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER BARAKAT APPROVING RESOLUTION 2015-10-02. THE MOTION PASSED UNANIMOUSLY 6-0.

Chairman Bailey recognized President Greg Anderson's attendance.

F. RESOLUTION 2015-10-03 COWFORD CHOPHOUSE NAME CHANGE.

CEO Wallace provided an overview of the proposed RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY APPROVING A CHANGE OF LEGAL ENTITY FOR THE COWFORD CHOPHOUSE PROJECT RESOLUTION 2014-11-01; CONFIRMING AND RATIFYING RESOLUTION 2014-11-01 AS MODIFIED HEREIN; AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO NEGOTIATE THE REDEVELOPMENT AGREEMENT; AND AUTHORIZE CEO OF THE DOWNTOWN INVESTMENT AUTHORITY TO EXECUTE SUCH AGREEMENTS.

The Board made relevant comments.

Tom Daly, DIA Staff was available to answer questions.

Chairman Bailey called for comments from the public and noted that no requests to speak had been received.

A MOTION WAS MADE BY BOARD MEMBER GIBBS AND SECONDED BY BOARD MEMBER MEEKS APPROVING RESOLUTION 2015-10-03. THE MOTION PASSED UNANIMOUSLY 6-0

Chairman Bailey moved to item H. Resolution 2015-10-05 Beneficial Community Allocation of Development Rights.

CEO Wallace provided an overview of the proposed RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY ("DIA") ALLOCATING 80 MULTI-FAMILY UNITS OF PHASE I DEVELOPMENT RIGHTS WITHIN THE NORTHSIDE WEST COMPONENT AREA OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT TO BENEFICIAL COMMUNITIES DEVELOPMENT, LLC TO BE UTILIZED ON DUVAL COUNTY TAX PARCEL 074920 0000 ("PROPERTY"); FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA'S BUSINESS INVESTMENT AND DEVELOPMENT PLAN ("BID 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.

The Board made relevant comments

Board Member Barakat inquired about the comprehensive overview.

Board Member Goldstein emphasized the Board to think proactively about the plan of this area and have design standards in place.

Board Member Gibbs commented about page 2 of 3 paragraphs B and asked about the obligations of development rights coming back to the DIA.

Guy Parola answered questions.

Board Member Padgett mentioned that he was very familiar with these projects and it is a nice development.

Chairman Bailey called for comments from the public.

Shaun Rycroft, Beneficial Communities, Developer Associate; was available to answer any additional questions.

A MOTION WAS MADE BY BOARD MEMBER WILLIAMS AND SECONDED BY BOARD MEMBER MEEKS APPROVING RESOLUTION 2015-10-05. THE MOTION PASSED UNANIMOUSLY 6-0.

J. RESOLUTION 2015-10-07 PARKVIEW PLAZA PARTNERS, LLC ALLOCATION OF DEVELOPMENT RIGHTS.

CEO Wallace provided an overview of the proposed **RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ALLOCATING 200 HOTEL ROOM UNITS OF PHASE I DEVELOPMENT RIGHTS WITHIN THE NORTHSIDE WEST COMPONENT AREA OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT TO PARKVIEW PLAZA PARTNERS, LLC TO BE UTILIZED ON DUVAL COUNTY TAX PARCELS 089332 0020, 089241 0000, 089242 0000, AND 089252 0000 (“PROPERTY”); FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID 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.**

Chairman Bailey called for comments from the public and noted that no requests to speak had been received.

A MOTION WAS MADE BY BOARD MEMBER WILLIAMS AND SECONDED BY BOARD MEMBER GIBBS APPROVING RESOLUTION 2015-10-07. THE MOTION PASSED UNANIMIMOUSLY 6-0

K. RESOLUTION 2015-10-08 HEALTHY TOWN SITE SPECIFIC NOPC

CEO provided an overview of Resolution 2015-10-08 OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) SUPPORTING AN AMENDMENT TO THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT (“DRI”) DEVELOPMENT ORDER, AS AMENDED, PURSUANT TO THE NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED DEVELOPMENT OF REGIONAL IMPACT; FINDING THAT THESE CHANGES DO NOT CONSTITUTE A SUBSTANTIAL DEVIATION FROM THE ORIGINALLY APPROVED DRI DEVELOPMENT ORDER; INSTRUCTING THE DIA CHIEF EXECUTIVE OFFICER TO FILE THE REQUISITE DOCUMENTATION FOR THE NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED DEVELOPMENT OF REGIONAL IMPACT; REQUESTING THAT THE CITY COUNCIL OF JACKSONVILLE ADOPT AN ORDINANCE EFFECTUATING THE NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED DEVELOPMENT OF REGIONAL IMPACT

Chairman Bailey called for comments from the public and noted that no requests to speak had been received.

The Board did not have any comments.

A MOTION WAS MADE BY BOARD MEMBER MEEKS AND SECONDED BY BOARD MEMBER GIBBS APPROVING RESOLUTION 2015-10-08 . THE MOTION PASSED UNANIMOUSLY 6-0.

**L. RETAIL ENHANCEMENT PROGRAM COMMITTEE RECOMMENDATIONS
L.1 ELEMENTS BISTRO, BAR AND LOUNGE.**

Board Member Meeks provided an overview of REP Application 2015-007.

Board Member Barakat inquired of the \$90,000 asking what would be more expensive line items. Mr. Mroz, applicant stated that there will be additional restrooms and structural improvements for exterior and interior electrical.

Mr. Mroz, Applicant was available to answer additional questions.

Board Member Goldstein asked if the applicant does not comply was there an adequate personal guarantee. Tom Daly responded yes.

Board Member Gibbs inquired about the sound system. Mr. Mroz responded that the night club portion is completely surrounded in a concrete building with quality overlapping to minimize outside noise concerns.

President Greg Anderson stated that the cost of the kitchen equipment seemed low. Mr. Mroz commented that this will be more of a bistro than a restaurant. A world class chef will be available.

Chairman Bailey asked when was the opening date, Mr. Mroz, stated that he was in hopes by December 1st.

Chairman Bailey called for comments from the public and noted that no requests to speak had been received.

A MOTION WAS MADE BY BOARD MEMBER GOLDSTEIN AND SECONDED BY BOARD MEMBER MEEKS APPROVING REP APPLICATION 2015-007. THE MOTION PASSED UNANIMOUSLY 6-0.

Chairman Bailey read John Nooney's public comment regarding Resolution 2015-10-08 into the record. Please work with the DCPS people and include an ADA handicapped watercraft and parking spot at the Southbank Riverwalk 2014-190.

I. RESOLUTION 2015 10-06 REV GRANT

CEO Wallace provided an overview of the proposed RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY SUPPORTING LEGISLATION AUTHORIZING THE MAYOR AND CORPORATION SECRETARY TO EXECUTE AN ECONOMIC DEVELOPMENT AGREEMENT BETWEEN THE CITY OF JACKSONVILLE AND PROJECT REVERE, TO SUPPORT THE EXPANSION OF THE COMPANY'S OPERATIONS IN JACKSONVILLE, FLORIDA; RECOMMENDING PROJECT REVERE BE APPROVED BY THE STATE OF FLORIDA'S DEPARTMENT OF ECONOMIC OPPORTUNITY AS A QUALIFIED TARGET INDUSTRY BUSINESS; AUTHORIZING A RECAPTURED ENHANCED VALUE GRANT

Kirk Wendland OED Director and Ed Randolph, OED was present to answer any questions.

The Board made relevant comments regarding the project.

Board Member Barakat inquired about the Rev Grant and the EDA. Ed Randolph responded Economic Development Agreement. CEO Wallace stated that part of the total \$1.8 M incentive from the State as well from the City includes that \$80,000 portion of the City's; the DIA will make a \$1,000 investment. Tom Daly answered questions.

CEO Wallace noted that he and Mr. Wendland will work more closely and may utilize the same format as Gresham Smith and Partners which shown a complete detailed analysis. Board Member Meeks concurred.

Kirk Wendland clarified that the economic development agreement contract will have a formula stating the amount. There is a claw back in the contract that states if not agreeing with x number of jobs, then it will have an affect on the amount of the REV grant as well.

Board Member Barakat stated that he wanted to get a better understanding in the future. CEO Wallace commented that they will provide the Board with more information to know exactly how it will actually work.

Board Member Williams noted if the project was time sensitive. CEO Wallace responded yes and wanted to make sure it was competative against the other markets that it is being competed with.

Board Member Meeks asked if DIA staff was being assigned the responsibility to monitor the implementation of these jobs in accordance with what the expectations are, or is OED. CEO Wallace pointed out that this will be a shared responsibility. Ed Randolph stated that the State will certify the jobs and will provide a good amount of due diligence with OED and DIA.

Chairman Bailey called for comments from the public and noted that no requests to speak had been received.

A MOTION WAS MADE BY BOARD MEMBER WILLIAMS AND SECONDED BY BOARD MEMBER GIBBS APPROVING RESOLUTION 201-10-06 AS AMENDED. THE MOTION PASSED UNANIMOUSLY 6-0

Chairman Bailey moved to item G. RESOLUTION 2015-10-04 DOWNTOWN WIFI ALLOCATION OF FUNDS.

CEO Wallace provided an overview of RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ALLOCATING ONE HUNDRED FORTY-EIGHT THOUSAN DOLLARS (\$148,000) FROM THE DOWNTOWN ECONOMIC DEVELOPMENT FUND FOR A PUBLIC WI-FI DOWNTOWN PROGRAM, CONSISTING OF SEVENTY THOUSAND DOLLARS (\$70,000.00) FOR FISCAL YEAR 2015-2016 AND TWENTY-SIX THOUSAND DOLLARS (\$26,000.00) EACH FISCAL YEAR FOR THREE YEARS BEGINNING IN FISCAL YEAR 2016-2017 FOR OPERATION AND MAINTENANCE; FINDING THAT THE PUBLIC WI-FI DOWNTOWN PROGRAM IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID 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

The Board made relevant comments.

Board Member Williams addressed comments regarding usage of data on a day-to-day basis but understood usage for event purposes.

- Uncomfortable approving, but will not delay
- Hemming Plaza, DVI
- Ensure marketing plan
- Great idea for downtown Wi-Fi access
- Determine usage measures
- In the BID Plan there is \$553,000 for a Downtown Wi-Fi

CEO Wallace stated with more funding added to purchase; equipment could be installed wherever the Board would like Wi-Fi to be installed.

Chairman Bailey commented that the DIA originally approved \$80,000 and another \$65,000 was added for an opportunity to take advantage of the One Spark event. The hardware will be retained by DIA as a \$40,000 value. CEO Wallace provided a map to the Board

Chairman Bailey stated that Michael Young, ITD reassured the Board the value was well worth the monies spent for information obtained.

Public Comments

Bruce Fouraker commented that some kind of partnership with the tourist development council, Visit Jacksonville or JTA could market and provide signage regarding the use of the free Downtown Wi-Fi without going into the DIA's budget. Chairman Bailey commented that he didn't think that there would be an extra expense for marketing. Board Member Barakat stated that marketing is critical. He will support the Resolution as it is, and proposed staff to come back before the Board in a month or two with a marketing plan. He also stated that he would be interested in Mr. Parola's proposal of coming back to the Board with cost of removing these nodes closer to the river or adding nodes.

Board Member Goldstein expressed concerns about whether there was any research to show if Wi-Fi was being used given the wide use of smart phones with data plans and whether it was considered a genuinely valuable service.

Board Member Gibbs commented that many people with smart phones do not have computers. Many colleges' campuses have free Wi-Fi.

Chairman Bailey clarified that marketing is needed but not to an expense to the DIA. If college students are brought downtown there is a need to get prepared for Wi-Fi. CEO Wallace stated that the staff will provide information by November 18th or December's meeting. Chairman Bailey preferred by November 18th if possible because it could affect how the DIA address what is being done for One Spark and for the next step in this phase.

**A MOTION WAS MADE BY BOARD MEMBER GIBBS AND SECONDED BY BOARD MEMBER MEEKS APPROVING RESOLUTION 2015-10-04.
THE MOTION PASSED 5-1 (Board Member Williams)**

The Board recessed at 4:20 p.m. and reconvened at 4:28 p.m.

IV. CHIEF EXECUTIVE OFFICER REPORT

605 N. Ocean Street Old Duval High School.

Guy Parola provided an overview of 605 N. Ocean Street housing and noted that it was the first high school in Duval County. The new owner inquired about the historic preservation and City Council as a designated development unit. A handout of the staff report from the Planning Department for the Historic Preservation Commission was provided to the Board. Board Member Meeks stated that it is a beautiful building.

Shipyards

CEO Wallace stated that they are waiting for more information.

Jacksonville Landing

CEO Wallace stated that they are in hopes of finalizing the design renderings soon. The team has taken their time to listen to everything that took place from June-to the present date taking everything into account whether to agree/disagree with the article that was written. He highly commended the design team on their profession.

Strategic Information Committee

Staff is supportive of the committee.

Laura Street Trio

This issue has not been resolved as of yet between Stache Investments and Southeast group.

Chairman Bailey requested a summary of these projects.

Florida Coastal School of Law

CEO Wallace reported that he met with Council President Anderson regarding Florida Coastal School of Law. There is a strong interest of locating downtown. CEO Wallace informed the reporter that the DIA wants to see where it goes. The one critical issue that needs to take place is the 225,000 sq. ft. of space with 1,000 plus parking spaces where they are located. The existing lease needs to be taken over, which will hold up a full decision of where to locate downtown. A request for assistance with a public sector will be recommended.

FSCJ Housing

President Biouteau has been in discussions with DIA regarding downtown housing. CEO Wallace and Guy Parola have been working with the college to identify some buildings. The staff is in hopes of getting close with prospects to provide student housing in the next two weeks or the end of this year to come before the Board. An agreement with building owners and the school have come to some agreements of providing their first endeavor to Student housing for the college.

Board Member Meeks appreciates the interest of a strategic information committee. He recommended having it placed on the next meeting agenda for a determination. Chairman Bailey noted that he and Mr. Wallace would converse about it prior to the regular meeting.

Board Member Meeks referenced the Retail Enhancement committee funding was getting down to about \$300,000. He requested for a staff member to lead the committee through what was left in the pipeline and walk around the boundaries to see what available spaces are left to be proactive. CEO Wallace responded that he has no issue with that. One or more individuals has asked them to try to put together a white paper, because it is important to access capitol to help people bridge gaps on continued improvements.

V. DDRB BRIEFING

Jim Klement provided the October 8, 2015 DDRB update The next meeting will be held on November 3, 2015. Chairman Bailey invited the DIA to attend those meeting if needed.

VI. OLD BUSINESS

Board Member Barakat inquired about the status of the City Council appointees. CEO Wallace replied that he provided Council President Anderson with two (2) individuals that are Southbank residents.

Chairman Bailey requested a staff from Public Works to attend each DIA Board meeting for educational points made regarding trash pickup downtown.

VII. NEW BUSINESS

Board Member Meeks provided two (2) articles regarding art work in having an effect on the public image in Albania.

Board Member Barakat inquired about the status of the grant and projects with the Cultural Council. CEO Wallace replied that DIA is currently in the due diligence process and will finalize the contract in the next couple of weeks.

VIII. PUBLIC COMMENTS

Public speaker cards on file with the Downtown Investment Authority.

ADJOURNMENT

There being no further business, Chairman Bailey adjourned the meeting at approximately 5:25 p.m.

The next DIA meeting is scheduled for Wednesday, November 18, 2015 at 2:00 p.m.

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

RESOLUTION 2015-10-01

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ALLOCATING 120 MULTI-FAMILY UNITS OF PHASE I DEVELOPMENT RIGHTS WITHIN THE NORTHSIDE WEST COMPONENT AREA OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT TO VESTCOR, INC. TO BE UTILIZED ON THE PROPERTY IDENTIFIED BY EXHIBIT ‘A’ (“PROPERTY”); FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID 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, 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. is requesting an allocation of 120 multi-family unit Phase I development rights from the Northside West Component Area of the Consolidated Downtown DRI; and

WHEREAS, there are sufficient, unencumbered Phase I development rights within the Northside West Component Area of the Consolidated Downtown DRI to accommodate the requested allocation; and

WHEREAS, a Business Investment and Development Plan (“BID Plan”) has been adopted, which includes an update of the North Bank and Southside Community Redevelopment Area (“CRA”) Plan for Downtown; and

WHEREAS, requested allocation is consistent with the BID Plan and CRA Plan for Downtown; and

WHEREAS, the DIA Board of Directors approved via Resolution 2015-09-01 up to \$270,000 in financial assistance from the DIA for the project, now therefore

BE IT RESOLVED, by the Downtown Investment Authority

Section 1. DIA allocates 120 multi-family units of Phase I multi-family development rights from the Northside West Component Area of the Consolidated Downtown DRI for use on the Property, subject further to the following provisions:

- A. The allocation becomes effective upon acquisition of the Property by Vestcor, Inc., or their assigns, providing further that prior to assigning these development rights Vestcor, Inc. will notify DIA of any assignee.
- B. Should Vestcor, Inc. or their assign fail to close on the property within one year from approval of this Resolution, this Resolution and the allocation of rights becomes null and void. The DIA CEO may, at their sole discretion, extend this deadline by sixty days for show of good cause by Vestcor, Inc. or their assign.
- C. Should Vestcor, Inc. or their assign fail to acquire a building permit for vertical construction within 24 months from the date of this Resolution, this Resolution and the allocation of rights becomes null and void. The DIA CEO may, at their sole discretion, extend this deadline by sixty days for show of good cause by Vestcor, Inc. or their assign.
- D. Should Vestcor, Inc. or their assign fail to commence vertical construction within 36 months from the date of this Resolution, this Resolution and the allocation of rights becomes null and void. The DIA CEO may, at their sole discretion, extend this deadline by sixty days for show of good cause by Vestcor, Inc. or their assign.
- E. Should Vestcor, Inc. or their assign fail to meet any of the deadlines identified in A through D, above, the development rights will revert back to the DIA.

Section 2. The DIA hereby finds that the conversion is supported by the following Goal and Strategic Objective of the BID Plan:

A. Strategic Goal:

Goal 2: Increase rental and owner-occupied housing downtown, targeting key demographic groups seeking a more urban lifestyle.

B. The following strategic objective:

Actively pursue a minimum of 3,850 built and occupied multi-family dwelling units by 2025; and strive to induce construction of 350 multi-family dwelling units per year.

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 the Resolution by the Chairman of the DIA.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

Jim Bailey, Chairman

VOTE: In Favor: _____ Opposed: _____ Abstained: _____

FORM APPROVED BY:

Office of General Counsel

RESOLUTION 2015-10-01

EXHIBIT A

Parcel B-1

A PORTION OF LOTS 1, 2, 3, 4, 5 AND 6, BLOCK 7, AND LOTS 3 AND 4, BLOCK 8, DIVISION "B" OF LAVILLA, A SUBDIVISION RECORDED IN DEED BOOK " M ", PAGE 724 OF THE FORMER PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, TOGETHER WITH A PORTION OF A 20 FOOT ALLEY, (AS PER ORDINANCE " O-28 ", CLOSED BY ORDINANCE NO. 84-1447-774 AND RECORDED IN OFFICIAL RECORDS VOLUME 5914, PAGE 17 OF THE CURRENT PUBLIC RECORDS OF SAID DUVAL COUNTY, FLORIDA), AND ALSO TOGETHER WITH A PORTION OF DAVIS STREET (A 60 FOOT RIGHT-OF-WAY, CLOSED BY ORDINANCE "2006-1130-E", AS RECORDED IN OFFICIAL RECORDS BOOK 13790, PAGE 1979 OF SAID CURRENT PUBLIC RECORDS) AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF REFERENCE, COMMENCE AT THE INTERSECTION OF THE WESTERLY RIGHT-OF-WAY LINE OF SAID DAVIS STREET AND THE SOUTHERLY RIGHT-OF-WAY LINE OF WEST BAY STREET, SAID POINT OF INTERSECTION ALSO BEING THE NORTHEAST CORNER OF LOT 1, BLOCK 7, DIVISION " B " OF SAID LAVILLA SUBDIVISION, SAID POINT ALSO BEING THE NORTHEAST CORNER OF THOSE LANDS DESCRIBED IN OFFICIAL RECORDS VOLUME 6359, PAGE 1483 OF THE SAID CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, THENCE SOUTH 14°07'07" WEST, ALONG THE WESTERLY RIGHT-OF-WAY LINE OF SAID DAVIS STREET AND ALONG THE EASTERLY LINE OF LAST SAID LANDS A DISTANCE OF 10.61 FEET TO THE SOUTHEASTERLY CORNER OF THOSE LANDS DESCRIBED IN OFFICIAL RECORDS VOLUME 6359, PAGE 1483 OF THE SAID CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, FOR A POINT OF BEGINNING:

FROM THE POINT OF BEGINNING THUS DESCRIBED THENCE SOUTH 75°18'34" EAST, LEAVING SAID WESTERLY RIGHT-OF-WAY LINE OF DAVIS STREET, A DISTANCE OF 30.00 FEET TO THE CENTERLINE OF SAID DAVIS STREET; THENCE LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE, RUN SOUTH 14°07'07" WEST, ALONG AND WITH SAID CENTERLINE, A DISTANCE OF 42.11 FEET TO A POINT; THENCE SOUTH 75°52'53" EAST, ALONG A LINE PERPENDICULAR TO SAID CENTERLINE, A DISTANCE OF 30.00 FEET TO THE NORTHWESTERLY CORNER OF THE SOUTH 1/2 OF SAID LOT 3, BLOCK 8, SAID POINT ALSO BEING THE NORTHWESTERLY CORNER OF THOSE LANDS AS DESCRIBED PARCEL "D", AS RECORDED IN OFFICIAL RECORDS BOOK 9801, PAGE 645 OF SAID CURRENT PUBLIC RECORDS, SAID POINT ALSO BEING SITUATE ON THE EASTERLY RIGHT OF WAY LINE OF SAID DAVIS STREET; THENCE SOUTH 75°14'49" EAST, ALONG AND WITH THE NORTHERLY LINE OF LAST SAID LANDS, SAID LINE ALSO BEING THE SOUTHERLY LINE OF THOSE LANDS DESCRIBED AND RECORDED IN OFFICIAL RECORDS BOOK 13482, PAGE 1910 OF SAID CURRENT PUBLIC RECORDS, A DISTANCE OF 105.00 FEET TO THE SOUTHEASTERLY CORNER OF LAST SAID LANDS, SAID POINT ALSO BEING THE NORTHEASTERLY CORNER OF THE SOUTH 1/2 OF SAID LOT 3, BLOCK 8 AND ALSO BEING SITUATE ON THE WESTERLY LINE OF LOT 2, BLOCK 8, OF SAID DIVISION "B", LAVILLA; THENCE SOUTH 14°07'07" WEST, ALONG AND WITH SAID WESTERLY LINE OF LOT 2, BLOCK 8, SAID LINE ALSO BEING THE EASTERLY LINES OF SAID LOTS 3 AND 4, BLOCK 8, A DISTANCE OF 105.00 FEET TO THE SOUTHEASTERLY CORNER OF SAID LOT 4, BLOCK 8, SAID POINT ALSO BEING SITUATE ON THE NORTHERLY LINE OF THOSE LANDS CURRENTLY OR FORMERLY OWNED BY THE FEDERAL RESERVE BANK, AS RECORDED IN OFFICIAL RECORDS BOOK 4912, PAGE 978 OF SAID CURRENT PUBLIC RECORDS; THENCE NORTH 75°14'49" WEST, ALONG AND WITH LAST SAID NORTHERLY LINE, SAID LINE ALSO BEING THE SOUTHERLY LINE OF THE NORTH 1/2 OF SAID LOT 4, BLOCK 8, A DISTANCE OF 105.00 FEET RETURNING TO AFORESAID EASTERLY RIGHT-OF-WAY LINE OF DAVIS STREET; THENCE NORTH 75°52'53" WEST, ON A BEARING PERPENDICULAR TO AFORESAID CENTERLINE OF DAVIS STREET, A DISTANCE OF 30.00 FEET TO A POINT ON SAID CENTERLINE; THENCE SOUTH 14°07'07" WEST, ALONG AND WITH SAID CENTERLINE, A DISTANCE OF 9.43 FEET TO THE

RESOLUTION 2015-10-01

EXHIBIT A

INTERSECTION OF SAID CENTERLINE WITH THE EXISTING NORTHERLY RIGHT-OF-WAY LINE OF WATER STREET AS SHOWN ON " WATER STREET, CITY OF JACKSONVILLE, RIGHT-OF-WAY, ENGINEERING PROJECT NO. 16-4949, SHEET 34 OF 35 "; THENCE NORTH $72^{\circ} 49' 37''$ WEST, ALONG SAID NORTHERLY RIGHT-OF-WAY LINE OF WATER STREET, A DISTANCE OF 320.99 FEET, TO A POINT OF INTERSECTION WITH THE EASTERLY LINE OF THOSE LANDS DESCRIBED IN OFFICIAL RECORDS VOLUME 6238, PAGE 1152 OF SAID CURRENT PUBLIC RECORDS, SAID POINT ALSO LYING IN THE EASTERLY RIGHT-OF-WAY LINE OF LEE STREET; THENCE NORTH $37^{\circ} 35' 25''$ WEST, ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF LEE STREET, A DISTANCE OF 17.73 FEET; THENCE NORTH $17^{\circ} 16' 11''$ EAST, ALONG LAST SAID LINE, A DISTANCE OF 72.13 FEET; THENCE NORTH $14^{\circ} 07' 00''$ EAST, ALONG SAID EASTERLY RIGHT-OF-WAY LINE OF LEE STREET, A DISTANCE OF 50.59 TO A POINT OF CURVATURE OF A CURVE CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 23.50 FEET; THENCE ALONG AND AROUND THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF $22^{\circ} 50' 08''$, AN ARC DISTANCE OF 9.37 FEET TO THE SOUTHWESTERLY CORNER OF THOSE LANDS DESCRIBED IN OFFICIAL RECORDS VOLUME 6359, PAGE 1483 OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, SAID CURVE BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH $25^{\circ} 32' 03''$ EAST, 9.30 FEET; THENCE SOUTH $75^{\circ} 18' 34''$ EAST, ALONG THE SOUTHERLY LINE OF LAST SAID LANDS, 298.66 FEET TO THE SOUTHEASTERLY CORNER THEREOF, AND THE POINT OF BEGINNING.

Parcel 1:

Lot 2 and the North 1/2 of Lot 3 and Part of Lot 5, Block 8, DIVISION "B", LAVILLA, according to the Plat thereof as recorded in Deed Book "M", Page 724, of the former Public Records of Duval County, Florida, more particularly described as follows: Begin at the intersection of the Easterly line of Davis Street and the Southerly line of West Bay Street; thence Easterly 210.0 feet along the Southerly line of West Bay Street to the Easterly line of said Lot 2; thence South 159.0 feet along the Easterly line of said Lot 2 and 5, to an iron; thence Westerly 105.0 feet to an iron in the Westerly line of said Lot 5, that is 160 feet South of the Southerly line of West Bay Street; thence Northerly 107.5 feet along the Westerly line of said Lots 2 and 5 to an iron; thence Westerly 105.0 feet to the Easterly line of Davis Street; thence Northerly 52.5 feet along the Easterly line of Davis Street to the Point of Beginning.

RESOLUTION 2015-10-02

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) SUPPORTING THE CONVERSION OF 110,000 SQUARE FEET OF “GENERAL OFFICE” PHASE I DEVELOPMENT RIGHTS WITHIN THE SOUTHSIDE COMPONENT OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT (“DRI”) TO 264 MULTI-FAMILY UNITS UTILIZING THE LAND USE/TRANSPORTATION TRADE-OFF PROVISIONS IDENTIFIED IN SUPPLEMENT 1 OF THE CONSOLIDATED DOWNTOWN DRI DEVELOPMENT ORDER; FINDING THAT THE AMENDED PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID PLAN”); REQUESTING THAT THE JACKSONVILLE CITY COUNCIL APPROVE THE CONVERSION OF DEVELOPMENT RIGHTS; CONDITIONED UPON THE COUNCIL’S APPROVAL OF THE CONVERSION, AND OTHER REQUIREMENTS OF THE DRI, ALLOCATING 264 MULTI-FAMILY UNITS OF DEVELOPMENT RIGHTS TO ALLIANCE REALTY PARTNERS, LLC TO BE UTILIZED ON CERTAIN PROPERTY MORE FULLY IDENTIFIED IN EXHIBIT ‘A’ AND 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, pursuant to Ordinance 2014-0560-E, DIA is the “Master Developer” with respect to the Downtown Consolidated DRI Development Order; and

WHEREAS, the Supplement 1 of the Consolidated Downtown DRI Development Order establishes a process for converting land uses; and

WHEREAS, there are existing, encumbered general office development rights sufficient to accommodate the conversion; and

WHEREAS, a Business Investment and Development Plan (“BID Plan”) has been adopted , which includes an update of the North Bank and Southside Community Redevelopment Area (“CRA”) Plan for Downtown; and

WHEREAS, DIA finds that the conversion from general office to multi-family and the assignment of those rights to Alliance Realty Partners, LLC for use on the property described in Exhibit ‘A’ is consistent with the BID Plan and specifically furthers Redevelopment Goal 2 and its corresponding Strategic Objectives, now therefore

BE IT RESOLVED, by the Downtown Investment Authority

Section 1. The DIA hereby supports the conversion of 110,000 square feet of general office development rights within Phase I of the Southside Component Area of the Consolidated Downtown DRI to 264 multi-family dwelling units utilizing the Land Use/Transportation Trade-Off provisions identified in Supplement 1 of the Consolidated Downtown DRI Development Order.

Section 2. The DIA hereby finds that the conversion is supported by the following Goal and Strategic Objective of the BID Plan:

A. Strategic Goal:

Goal 2: Increase rental and owner-occupied housing downtown, targeting key demographic groups seeking a more urban lifestyle.

B. The following strategic objective:

Actively pursue a minimum of 3,850 built and occupied multi-family dwelling units by 2025; and strive to induce construction of 350 multi-family dwelling units per year.

Section 3. The DIA requests the Jacksonville City Council adopt a resolution supporting the aforesaid conversion.

Section 4. Conditioned upon the approval by the City Council of Jacksonville of a the aforesaid conversion, the DIA hereby

A. Allocates 264 multi-family units of Phase I development rights within the Southside Component Area of the Consolidated Downtown DRI to Alliance Realty Partners, LLC for use on the property more particularly described in Exhibit 'A', subject further to the following provisions:

1. Within one year from the adoption by the City Council of Jacksonville of a resolution supporting the aforesaid conversion, Alliance Realty Partners, LLC or their assigns will acquire in fee-simple ownership the property more fully described by Exhibit 'A'. The DIA CEO may, at their sole discretion, extend this deadline by sixty days for show of good cause by Alliance Realty Partners, LLC or their assigns, providing further that prior to assigning these development rights Alliance Realty Partners, LLC will notify DIA of any assignee.
2. Within 24 months of the adoption by the City Council of Jacksonville of a resolution supporting the aforesaid conversion, Alliance Realty Partners, LLC or their assign will obtain construction permits. The DIA CEO may, at their sole discretion, extend this deadline by sixty days for show of good cause by Alliance Realty Partners, LLC or their assign.

3. Within 36 months of the adoption by the City Council of Jacksonville of a resolution supporting the aforesaid conversion, Alliance Realty Partners, LLC or their assign will commence vertical construction. The DIA CEO may, at their sole discretion, extend this deadline by sixty days for show of good cause by Alliance Realty Partners, LLC or their assign.
4. Should Alliance Realty Partners, LLC or their assign fail to meet any of the deadlines identified in A.1 through A.3 above, the development rights will revert back to the DIA.

B. Authorizes 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.

Section 5. The Effective Date of this Resolution is the date upon execution of the Resolution by the Chairman of the DIA.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

Jim Bailey, Chairman

VOTE: In Favor: _____ Opposed: _____ Abstained: _____

FORM APPROVED BY:

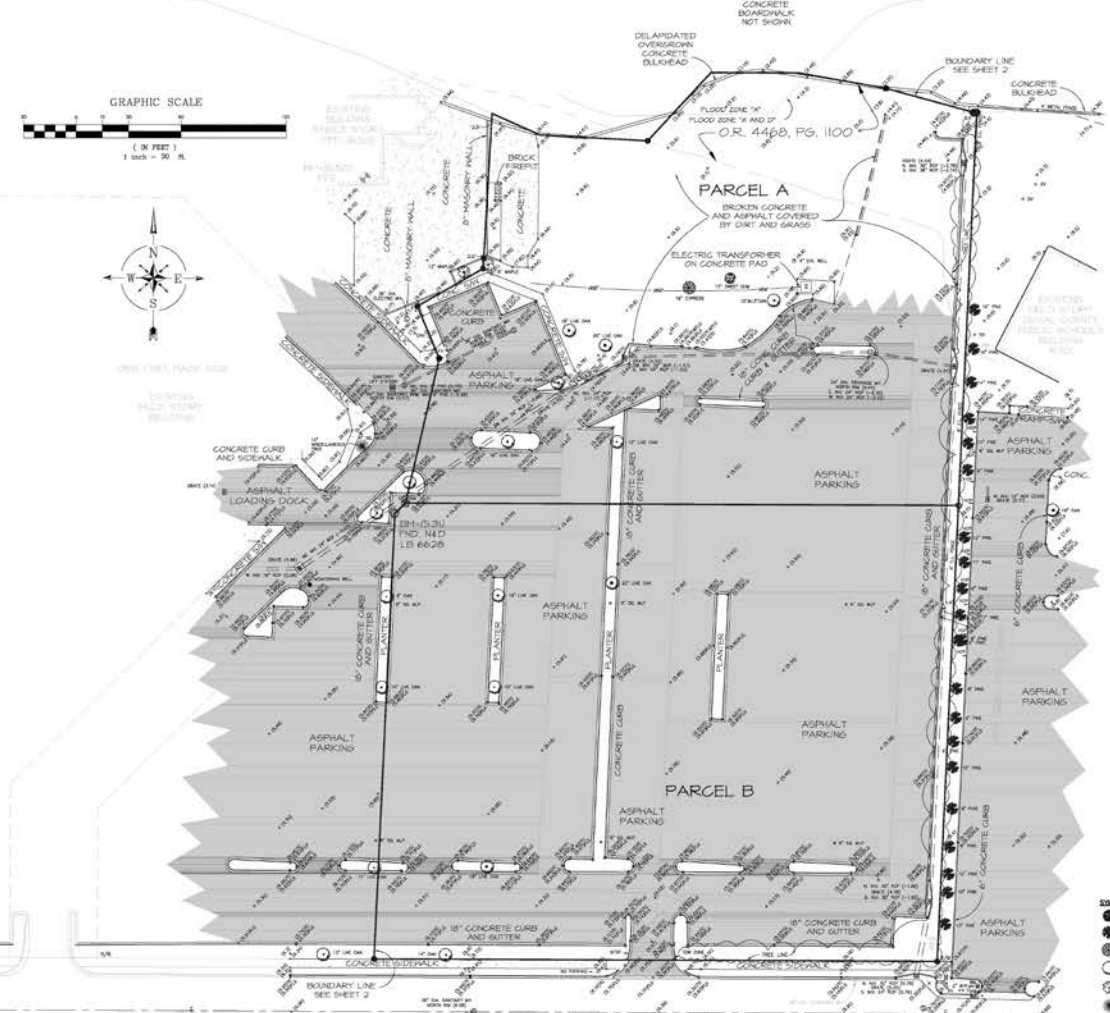
Office of General Counsel

~ ST. JOHNS RIVER ~

MAP SHOWING ALTA/ACSM LAND TITLE SURVEY OF

A PORTION OF SECTION 44, TOWNSHIP 3 SOUTH, RANGE 28 EAST,
DUVAL COUNTY, FLORIDA

SUBJECT TO
ALLIANCE REALTY PARTNERS, LLC, A DELAWARE LIMITED LIABILITY COMPANY,
FIRST AMERICAN TITLE INSURANCE COMPANY



PARCEL A
A TRACT OF LAND COMPRISED OF A PORTION OF THE ISAAC HENDERSON GRANT, SECTION 44, TOWNSHIP 3 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA, AND THE
EASTERN BOUNDARY OF MIAMI AVENUE, AS SHOWN ON THE PLAT OF SECTION FOURTH SUBDIVISION OF SOUTH JACKSONVILLE, REGISTERS IN PLAT BOOK 1, PAGE 48, OF THE
PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:
FOR A POINT OF REFERENCE, CORNER OF THE POINT OF INTERSECTION OF THE NORTHERLY RIGHT OF WAY LINE OF PRUDENTIAL DRIVE (A 60 FOOT RIGHT OF WAY AS NOW
ESTABLISHED) WITH THE EASTERLY RIGHT OF WAY LINE OF HENDERSON AVENUE (A 60 FOOT RIGHT OF WAY AS NOW ESTABLISHED) THENCE SOUTH 89°45'41" EAST, ALONG SAID NORTHERLY
RIGHT OF WAY OF PRUDENTIAL DRIVE, A DISTANCE OF 471.39 FEET TO THE POINT OF BEGINNING, THENCE NORTH 27°03'40" EAST, CARRYING FROM SAID RIGHT OF WAY LINE, A DISTANCE
OF 64.31 FEET, THENCE NORTH 22°44'07" WEST, A DISTANCE OF 120.00 FEET, THENCE NORTH 47°03'07" EAST, A DISTANCE OF 63.64 FEET TO THE POINT OF BEGINNING, THENCE NORTH
87°01'59" EAST, A DISTANCE OF 64.13 FEET, THENCE NORTH 22°44'07" WEST, A DISTANCE OF 32.81 FEET, THENCE NORTH 87°03'07" EAST, A DISTANCE OF 43.30 FEET, THENCE NORTH 27°03'40"
EAST, A DISTANCE OF 16.60 FEET TO A POINT ON THE HARBOR OF THE ST. JOHNS RIVER LOCATED IN THE NORTHERLY BOUNDARY OF THAT CERTAIN PROPERTY DESCRIBED IN THE
ORDER RECORDED IN THE PUBLIC RECORDS OF THE INTERNAL IMPROVEMENT BOARD, JACKSONVILLE, FLORIDA, REGISTERS IN PLAT BOOK 73, OF THE CURRENT PUBLIC RECORDS
OF SAID COUNTY, FLA. THENCE SOUTHWESTERLY, ALONG SAID HARBOR OF THE ST. JOHNS RIVER, THE FOLLOWING BEING CORNERS, THENCE SOUTH 89°45'41" EAST, A DISTANCE OF 33.00
FEET, THENCE NORTH 89°45'41" EAST, A DISTANCE OF 81.64 FEET, THENCE NORTH 47°03'07" EAST, A DISTANCE OF 38.28 FEET, THENCE SOUTH 87°03'07" WEST, A DISTANCE OF 30.00 FEET
TO POINT 3, THENCE SOUTH 27°03'40" WEST, A DISTANCE OF 30.19 FEET, THENCE SOUTH 89°45'41" EAST, A DISTANCE OF 39.14 FEET TO A POINT
LOCATED IN THE NORTHERLY BOUNDARY OF THE EASTERLY BOUNDARY OF MONTANA AVENUE, AS SAID BOUNDARY IS SHOWN IN THE PLAT OF SAID NORTH-TWO-TENTHS DIVISION OF
SOUTH JACKSONVILLE, THENCE SOUTH 62°07'07" WEST, ALONG SAID BOUNDARY, A DISTANCE OF 25.16 FEET TO THE POINT OF BEGINNING, THENCE NORTH 27°03'40" WEST, A DISTANCE OF 104.47 FEET TO
THE NORTHEAST CORNER OF LAND AS DESCRIBED IN OFFICIAL RECORDS BOOK 1094, PAGE 899, OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, THENCE NORTH 89°45'41"
EAST, A DISTANCE OF 30.34 FEET TO THE POINT OF BEGINNING.

PARCEL B
A TRACT OF LAND COMPRISED OF A PORTION OF THE ISAAC HENDERSON GRANT, SECTION 44, TOWNSHIP 3 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA, AND THE
EASTERN BOUNDARY OF MIAMI AVENUE, AS SHOWN ON THE PLAT OF SECTION FOURTH SUBDIVISION OF SOUTH JACKSONVILLE, REGISTERS IN PLAT BOOK 1, PAGE 48, OF THE PUBLIC
RECORDS OF DUVAL COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:
FOR A POINT OF REFERENCE, CORNER OF THE POINT OF INTERSECTION OF THE NORTHERLY RIGHT OF WAY LINE OF PRUDENTIAL DRIVE (A 60 FOOT RIGHT OF WAY AS NOW
ESTABLISHED) WITH THE EASTERLY RIGHT OF WAY LINE OF HENDERSON AVENUE (A 60 FOOT RIGHT OF WAY AS NOW ESTABLISHED) THENCE SOUTH 89°45'41" EAST, ALONG SAID NORTHERLY
RIGHT OF WAY OF PRUDENTIAL DRIVE, A DISTANCE OF 471.39 FEET TO THE POINT OF BEGINNING, THENCE NORTH 27°03'40" EAST, CARRYING FROM SAID NORTHERLY RIGHT OF WAY LINE
OF PRUDENTIAL DRIVE, A DISTANCE OF 25.42 FEET, THENCE NORTH 87°03'07" EAST, A DISTANCE OF 3.82 FEET, THENCE SOUTH 89°45'41" EAST, A DISTANCE OF 30.00 FEET TO A POINT
LOCATED IN THE EASTERLY BOUNDARY OF MONTANA AVENUE, AS SAID BOUNDARY IS SHOWN IN THE PLAT OF SAID NORTH-TWO-TENTHS DIVISION OF SOUTH JACKSONVILLE, THENCE SOUTH
62°07'07" WEST, ALONG SAID BOUNDARY, A DISTANCE OF 28.02 FEET TO THE POINT OF BEGINNING, THENCE NORTH 27°03'40" WEST, A DISTANCE OF 104.47 FEET TO THE
NORTHEAST CORNER OF LAND AS DESCRIBED IN OFFICIAL RECORDS BOOK 1094, PAGE 899, OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, THENCE NORTH 89°45'41"
EAST, A DISTANCE OF 30.34 FEET TO THE POINT OF BEGINNING.

- LESS AND INCLUDING:
- ALL OF GRANTOR'S RIGHT, TITLE AND INTEREST (IF ANY) TO UNMORTGAGED LAND APPARTENANT TO THE FOREGOING PARCELS.
 - THE AREA OF PARCEL A AND PARCEL B = 193,939 SQUARE FEET OR 3.47 ACRES, MORE OR LESS.
- PARCELS SUBJECT TO:**
- ANY ADVERSE CLAIM TO ANY PORTION OF THE LAND WHICH HAS BEEN CREATED BY ARTIFICIAL HEARD OR HAS ACCRUED TO ANY SUCH PORTION SO CREATED (AS TO PARCEL A, AS SHOWN ON SURVEY).
 - ADJUTANT'S MINORITIES, METALS AND PETROLEUM RESERVATIONS BY VIRTUE OF SECTION 230.035, F.S., AS TO THE PORTION OF THE SUBJECT PROPERTY WHICH IS DESIGNATED AS BELONGING TO THE PUBLIC RECORDS OF THE INTERNAL IMPROVEMENT BOARD, JACKSONVILLE, FLORIDA, REGISTERS IN PLAT BOOK 1, PAGE 48, OF THE PUBLIC RECORDS OF SAID COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:
FOR A POINT OF REFERENCE, CORNER OF THE POINT OF INTERSECTION OF THE NORTHERLY RIGHT OF WAY LINE OF PRUDENTIAL DRIVE (A 60 FOOT RIGHT OF WAY AS NOW ESTABLISHED) WITH THE EASTERLY RIGHT OF WAY LINE OF HENDERSON AVENUE (A 60 FOOT RIGHT OF WAY AS NOW ESTABLISHED) THENCE SOUTH 89°45'41" EAST, ALONG SAID NORTHERLY RIGHT OF WAY OF PRUDENTIAL DRIVE, A DISTANCE OF 471.39 FEET TO THE POINT OF BEGINNING, THENCE NORTH 27°03'40" EAST, CARRYING FROM SAID NORTHERLY RIGHT OF WAY LINE OF PRUDENTIAL DRIVE, A DISTANCE OF 25.42 FEET, THENCE NORTH 87°03'07" EAST, A DISTANCE OF 3.82 FEET, THENCE SOUTH 89°45'41" EAST, A DISTANCE OF 30.00 FEET TO A POINT LOCATED IN THE EASTERLY BOUNDARY OF MONTANA AVENUE, AS SAID BOUNDARY IS SHOWN IN THE PLAT OF SAID NORTH-TWO-TENTHS DIVISION OF SOUTH JACKSONVILLE, THENCE SOUTH 62°07'07" WEST, ALONG SAID BOUNDARY, A DISTANCE OF 28.02 FEET TO THE POINT OF BEGINNING, THENCE NORTH 27°03'40" WEST, A DISTANCE OF 104.47 FEET TO THE NORTHEAST CORNER OF LAND AS DESCRIBED IN OFFICIAL RECORDS BOOK 1094, PAGE 899, OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, THENCE NORTH 89°45'41" EAST, A DISTANCE OF 30.34 FEET TO THE POINT OF BEGINNING.
 19. EMBLEM GRANTED TO CITY OF JACKSONVILLE BY INSTRUMENT RECORDED MAY 14, 1965 IN BOOK 2448, PAGE 216, (AS TO PARCEL A) AND AS SHOWN ON SURVEY.
 20. TERMS AND CONDITIONS OF THAT CERTAIN CITY OF JACKSONVILLE ORDINANCE FF-368 DATED NOVEMBER 15, 1965, (AS TO PARCEL A AND B) AS SHOWN ON SURVEY.
 21. GRANT AND RESERVATION OF EASEMENT AND AGREEMENT RECORDED AUGUST 11, 1978 IN BOOK 4842, PAGE 80, (AS TO PARCEL A AND B) AS IMPLICITLY.
 22. MEMORANDUM OF LEASE BY AND BETWEEN VENDOR CAPITAL GROUP AND RIVERSHAW HOTEL, L.L.C. RECORDED APRIL 3, 2006 IN BOOK 871, PAGE 176, (AS TO PARCEL B).
 23. DECLARATION OF PARKING EASEMENT RECORDED JANUARY 4, 2007 IN BOOK 1394, PAGE 245, AND LENDERS CONSENT TO DECLARATION OF PARKING EASEMENT RECORDED JANUARY 14, 2007 IN BOOK 1394, PAGE 317, (AS TO PARCEL B) AS SHOWN ON SURVEY.
 24. PARKING EASEMENT AGREEMENT RECORDED DECEMBER 9, 2008 IN BOOK 1474, PAGE 14, (AS TO PARCEL A AND B) AS SHOWN ON SURVEY.

CERTIFICATION
TO: ALLIANCE REALTY PARTNERS, LLC, A DELAWARE LIMITED LIABILITY COMPANY, FIRST AMERICAN TITLE INSURANCE COMPANY
I, CHARLES K. BASSETT, JR., LICENSED LAND SURVEYOR, FLORIDA NO. 4041, LICENSED BUSINESS NO. 6828
DO HEREBY CERTIFY THAT THIS MAP OR PLAT AND THE SURVEY ON WHICH IT IS BASED WERE MADE IN ACCORDANCE WITH THE 2011 THROUGH 2013 ADAPTED DETAIL REQUIREMENTS FOR ALTA/ACSM LAND TITLE SURVEYS, OFFICER ESTABLISHED AND REVISED THEREIN, U.S.C. § 8202, 8. (D) (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20), (21), (22), (23), (24), (25), (26), (27), (28), (29), (30), (31), (32), (33), (34), (35), (36), (37), (38), (39), (40), (41), (42), (43), (44), (45), (46), (47), (48), (49), (50), (51), (52), (53), (54), (55), (56), (57), (58), (59), (60), (61), (62), (63), (64), (65), (66), (67), (68), (69), (70), (71), (72), (73), (74), (75), (76), (77), (78), (79), (80), (81), (82), (83), (84), (85), (86), (87), (88), (89), (90), (91), (92), (93), (94), (95), (96), (97), (98), (99), (100).

SURVEYOR'S NOTES FOR ALTA/ACSM REQUIREMENTS

1. THERE IS NO OBSERVED EVIDENCE OF PROPOSED CHANGES IN 9" (1.5" MIN.) RIGHT OF WAY LINES OR ADJACENT STRAIGHT OR CURVED CONSTRUCTION OR UTILITIES.
2. THERE IS NO OBSERVED EVIDENCE OF PROPOSED CHANGES IN 6" (1.0" MIN.) RIGHT OF WAY LINES OR ADJACENT STRAIGHT OR CURVED CONSTRUCTION OR UTILITIES.
3. THERE IS NO OBSERVED EVIDENCE OF PROPOSED CHANGES IN 3" (0.5" MIN.) RIGHT OF WAY LINES OR ADJACENT STRAIGHT OR CURVED CONSTRUCTION OR UTILITIES.
4. THERE IS NO OBSERVED EVIDENCE OF SITES USED AS A SOLID WHITE DUMP, GUMP OR SANITARY LANDFILL.
5. THERE ARE NO OBSERVED EVIDENCES OF UTILITIES NOT SO LOCATED ON SUBJECT PROPERTY THAT MAY AFFECT OR BE AFFECTED THEREBY.
6. PROFESSIONAL LIABILITY INSURANCE OBTAINED BY THE SURVEYOR IN THE NORMAL COURSE OF BUSINESS TO BE IN EFFECT THROUGHOUT THE CONTRACT TERM, CERTIFICATE OF INSURANCE TO BE FURNISHED UPON REQUEST.

- GENERAL NOTES**
1. THIS SURVEY MAP DOES NOT REFLECT DIMENSIONS.
 2. UNDERGROUND PORTION OF FOUNDATION/FLOOR NOT LOCATED.
 3. THERE ARE UNDERGROUND UTILITIES NOT SHOWN ON THIS SURVEY.
 4. UNLESS OTHERWISE NOTED, RECORDS AND MEASURED DIMENSIONS AGREE.
 5. THE RELATIVE LINEAR DISTANCE ACCURACY FOR THIS SURVEY EXCEEDS 1:10,000.
 6. ALL MEASUREMENTS ARE IN U.S. STANDARD FEET AND WERE MADE WITH A THEODOLITE AND ELECTRONIC DISTANCE MEASURING DEVICE AND/OR STEEL TAPE.
 7. THE DIMENSIONS OF THE BUILDING SHOWN HEREON DO NOT REFLECT EAVE OVERHANG, IF ANY.
 8. ALL BUILDING LINES ARE PERPENDICULAR TO THE PROPERTY LINES, UNLESS INDICATED OTHERWISE.
 9. THIS SURVEY MAP AND/OR SURVEY REPORT AND THE COPIES THEREOF ARE NOT VALID WITHOUT THE SIGNATURE OF A LICENSED SURVEYOR AND WAPFOR AND THE ORIGINAL RAISED SEAL.
 10. TITLE COMMITMENT AND LEGAL RECORDS PROVIDED BY FIRST AMERICAN TITLE INSURANCE COMPANY, CUSTOMER REFERENCE NUMBER: RIVERSHAW JACKSONVILLE SALE TO ALLIANCE REALTY FIRST AMERICAN FILE NUMBER 2017-1346048, EFFECTIVE DATE: JULY 29, 2018, AND 810.8 AM.
 11. NOTICE OF LIABILITY: THIS SURVEY IS GRANTED TO THOSE INDIVIDUALS SHOWN ON THE FACE THEREOF, ANY OTHER USE, BENEFIT OR RELIANCE BY ANY OTHER PARTY IS STRICTLY PROHIBITED AND RESTRICTED. SURVEYOR IS RESPONSIBLE ONLY TO THOSE CERTIFIED AND HEREBY DISCLAIMS ANY OTHER LIABILITY AND HEREBY RESTRICTS THE RIGHTS OF ANY OTHER INDIVIDUAL OR FIRM TO USE THIS SURVEY WITHOUT EXPRESS WRITTEN CONSENT OF SURVEYOR.
 12. ELEVATIONS SHOWN THIS (2025) ARE IN FEET AND BASED ON NORTH AMERICAN HORIZONTAL DATUM OF 1983 (N.A.S.D.) AND VERTICAL BENCHMARK BEING FINISHED FLOOR OF EXISTING ADJACENT BUILDING, ELEVATION (5.20).

SYMBOL	DEFINITION	ABBREVIATION	DEFINITION
[Symbol]	DRIVE	DR	BOUNDARY
[Symbol]	TRAIL	TR	DRAINAGE DITCH
[Symbol]	PIKE	PK	SHOULDER
[Symbol]	EMERALD TREE	ET	CONCRETE
[Symbol]	DRIVE	DR	CONCRETE POST
[Symbol]	TRAIL	TR	CONCRETE
[Symbol]	PIKE	PK	CONCRETE
[Symbol]	EMERALD TREE	ET	CONCRETE
[Symbol]	DRIVE	DR	CONCRETE
[Symbol]	TRAIL	TR	CONCRETE
[Symbol]	PIKE	PK	CONCRETE
[Symbol]	EMERALD TREE	ET	CONCRETE

SHEET 1 OF 2

CHARLES BASSETT & ASSOCIATES, INC.
SURVEYORS - MAPMAKERS - LAND PLANNERS

P.O. BOX 10046 - FLEMING ISLAND, FLORIDA - 32006 - PHONE (904) 215-0797 - FAX (904) 215-0711

I HEREBY CERTIFY that this ALTA/ACSM LAND TITLE AND TOPOGRAPHIC SURVEY conforms with all requirements set forth in the Standards of Practice for Land Surveyors as prescribed by Chapter 820A-14, F.A.C., administered by the Board of Professional Regulation (BPR).

SURVEYED: AUGUST 03, 2015
CHARLES K. BASSETT, JR., LICENSED LAND SURVEYOR, FLA. NO. 4041, LICENSED BUSINESS NUMBER 6828

BEING A PART OF THE NORTH RIGHT OF WAY OF PRUDENTIAL DRIVE BEING NORTH 89°45'41" WEST
FLOOD ZONE "1" AND "2" AS SET APART BY THE FLOOD INSURANCE RATE MAP, COMMUNITY MAP NO. 15033(0308), EFFECT: JUNE 1, 2015
FIELD BOOK NO. N/A, PAGES: N/A, LOCAL: N/A, WORK NUMBER: 04-00-38
COMPILED FILE NAME: 040825_B.DWG, SCALE: 1" = 30'

RESOLUTION 2015-10-03

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY APPROVING A CHANGE OF LEGAL ENTITY FOR THE COWFORD CHOPHOUSE PROJECT RESOLUTION 2014-11-01; CONFIRMING AND RATIFYING RESOLUTION 2014-11-01 AS MODIFIED HEREIN: 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, at the November 2014 Regular Board meeting of the Downtown Investment Authority (the “DIA”) Governing Board (the “Board”) held November 19, 2104, the Board did approve Resolution 2014-11-01; and

WHEREAS, Resolution 2014-11-01 approved financial incentives for the redevelopment of the Guaranty Life and Trust Building located at 101 East Bay Street (the “Building”) to Wine Lounge Concepts, LLC an entity owned by Jaques Klempf and other members into a signature restaurant to be known as the Cowford Chophouse; and

WHEREAS, the current owner of the Building is Foodonics Equities, LLC a different limited liability company owned by Jaques Klempf and other members; and

WHEREAS, in order to execute the redevelopment agreement and loan documents the Board must recognize the change in Legal entity receiving the incentives and subject to performance under the Redevelopment Agreement; and

WHEREAS, the Developer is seeking no other changes to the approval of the Board granted in Resolution 2014-11-01; 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

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 recognizes and approves the change in legal entity and approves the substitution of Foodnomics Equities, LLC for Wine Lounge Concepts, LLC for the purposes approved in Resolution 2014-11-01.

Section 3. The DIA confirms and ratifies all other sections of Resolution 2014-11-01, including the recitals.

Section 4. Authorizing the CEO of the Downtown Investment Authority to negotiate a Redevelopment Agreement with the Foodnomics Equities, LLC.

Section 5. Authorizing the CEO of the Downtown Investment Authority to execute such agreements.

Section 6. This Resolution 2015-10-03 shall become effective upon its approval by the DIA this ___ day of October, 2015.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

James Bailey, Jr., Chairman

VOTE: In Favor: _____ Opposed: _____ Abstained: _____

FORM APPROVAL:

Office of General Counsel

RESOLUTION 2015-10-04

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ALLOCATING ONE HUNDRED FORTY-EIGHT THOUSAN DOLLARS (\$148,000) FROM THE DOWNTOWN ECONOMIC DEVELOPMENT FUND FOR A PUBLIC WI-FI DOWNTOWN PROGRAM, CONSISTING OF SEVENTY THOUSAND DOLLARS (\$70,000.00) FOR FISCAL YEAR 2015-2016 AND TWENTY-SIX THOUSAND DOLLARS (\$26,000.00) EACH FISCAL YEAR FOR THREE YEARS BEGINNING IN FISCAL YEAR 2016-2017 FOR OPERATION AND MAINTENANCE; FINDING THAT THE PUBLIC WI-FI DOWNTOWN PROGRAM IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID 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 Downtown Investment Authority (“DIA”) has been designated by the City of Jacksonville as the Community Redevelopment Agency for community redevelopment areas within the boundaries of Downtown pursuant to Ordinance 2012-364-E, and further granted authorities via Ordinance 2014-0560; and

WHEREAS, Ordinance 2014-0560 appropriated \$2,595,723 from the Downtown Economic Development Fund to fund projects, programs, and activities identified within the Business Investment and Development Plan BID; and

WHEREAS, the implementation of a permanent Downtown Wi-Fi system is included as part of the BID Plan; and

WHEREAS, Jacksonville desires to create a digitally connected Downtown in order to be competitive in attracting and retaining residents and businesses within Downtown; and

WHEREAS, the DIA previously approved via Resolution 2015-03-02 the allocation of eighty thousand dollars (\$80,000) from the Downtown Economic Development Trust Fund for a public Wi-Fi Downtown Program for the fiscal year 2014-2015; and

WHEREAS, the DIA concludes, based on program development by the DIA in conjunction with the City’s Information Technologies Department, that an additional seventy thousand dollars (\$70,000) from the Downtown Economic Development Trust Fund to the previously approved \$80,000 is necessary for initial implementation; and

WHEREAS, the DIA Board of Directors concludes, based on program development by the DIA in conjunction with the City’s Information Technologies Department, that it is prudent to allocate twenty-six thousand dollars (\$26,000) per year from the Downtown Economic Development Trust Fund for fiscal years 2016-2017, 2017-2018 and 2018-2019 for operation and maintenance, 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 appropriates one hundred forty-eight thousand dollars (\$148,000.00) for public Wi-Fi Downtown, consisting of:

- a) \$70,000 for fiscal year 2015-2016; and
- b) \$26,000 per fiscal year for fiscal years 2016-2017, 2017-2018 and 2018-2019.

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

Jim Bailey, Chairman

VOTE: In Favor: _____ Opposed: _____ Abstained: _____

FORM APPROVED BY: _____

RESOLUTION 2015-10-06

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY SUPPORTING LEGISLATION AUTHORIZING THE MAYOR AND CORPORATION SECRETARY TO EXECUTE AN ECONOMIC DEVELOPMENT AGREEMENT BETWEEN THE CITY OF JACKSONVILLE AND PROJECT REVERE, TO SUPPORT THE EXPANSION OF THE COMPANY'S OPERATIONS IN JACKSONVILLE, FLORIDA; RECOMMENDING PROJECT REVERE BE APPROVED BY THE STATE OF FLORIDA'S DEPARTMENT OF ECONOMIC OPPORTUNITY AS A QUALIFIED TARGET INDUSTRY BUSINESS; AUTHORIZING A RECAPTURED ENHANCED VALUE GRANT.

WHEREAS, Florida Statute 288.075 allows certain confidentiality regarding economic development projects and Company has requested confidentiality in accordance with such law and the Office of Economic Development has approved Project Revere (the "Company") and advised that the Economic Development Agreement ("EDA") is necessary to effectuate the Project as defined therein; and

WHEREAS, Company proposes to expand its existing operations at its leased location in the Southbank Community Development area in Jacksonville, Florida, which will include private capital investment of \$2,242,000; and

WHEREAS, the expansion will result in the retention of 120 existing jobs in the City, and the Company has committed to the creation of an additional 250 new jobs within the time frames as set forth in the EDA; and

WHEREAS, the Office of Economic Development has determined the Project is consistent the economic development goals of the City and the City's Public investment Policy and will, among other things: support sustainable job growth by retaining 120 current permanent jobs; create 250 new jobs; help an existing targeted industry business to expand; generate significant new ad valorem taxes, including significant new tax revenues for the public school system; and create induced and indirect job effects which will have a positive impact on local small businesses; 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 Southbank Community Redevelopment Area; and

WHEREAS, the City is proposing a REV Grant up to 50% of the incremental increase in the county portion of ad valorem taxes generated from their proposed private capital investment of up to \$2,242,000 for ten (10) years not to exceed \$80,000; and

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

WHEREAS, the proposed QTI Refunds and the City of Jacksonville REV Grant incentive is a material factor in assisting the Company to expand its operations in Jacksonville.

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 approves the REV Grant as proposed and Authorizes the DIA CEO to execute such documents as may be needed to effectuate the approval and execution of the REV Grant with the Company.

Section 3. The DIA encourages the approval of the EDA by the City Council and execution of the EDA by the City and the Company.

Section 4. This Resolution 2015-10-06 shall become effective upon its approval by the DIA this 28th day of October, 2015.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

James Bailey, Jr., Chairman

VOTE: In Favor: _____ Opposed: _____ Abstained: _____

FORM APPROVAL:

Office of General Counsel

RESOLUTION 2015-10-07

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) ALLOCATING 200 HOTEL ROOM UNITS OF PHASE I DEVELOPMENT RIGHTS WITHIN THE NORTHSIDE WEST COMPONENT AREA OF THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT TO PARKVIEW PLAZA PARTNERS, LLC TO BE UTILIZED ON DUVAL COUNTY TAX PARCELS 089332 0020, 089241 0000, 089242 0000, AND 089252 0000 (“PROPERTY”); FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID 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, 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, Parkview Plaza Partners, LLC is requesting an allocation of 200 hotel room units of Phase I development rights from the Northside West Component Area of the Consolidated Downtown DRI; and

WHEREAS, there are sufficient, unencumbered Phase I development rights within the Northside West Component Area of the Consolidated Downtown DRI to accommodate the requested allocation; and

WHEREAS, a Business Investment and Development Plan (“BID Plan”) has been adopted, which includes an update of the North Bank and Southside Community Redevelopment Area (“CRA”) Plan for Downtown; and

WHEREAS, requested allocation is consistent with the BID Plan and CRA Plan for Downtown; and

WHEREAS, the DIA Board of Directors approved via Resolution 2014-11-02 a Recaptured Enhanced Revenue Grant to Parkview Plaza Partners, LLC for up to 75% of the incremental increase in the county portion of ad valorem taxes generated for twenty (20) years in conjunction with the development of a 150-room hotel, now therefore

BE IT RESOLVED, by the Downtown Investment Authority

Section 1. DIA allocates 200 hotel room units of Phase I multi-family development rights from the Northside West Component Area of the Consolidated Downtown DRI for use on the Property, subject .

- A. Should Parkview Plaza Partners, LLC or their assign fail to acquire a building permit for vertical construction within 36 months from the date of this Resolution, this Resolution and the allocation of rights becomes null and void. The DIA CEO may, at their sole discretion, extend this deadline by sixty days for show of good cause by Parkview Plaza Partners, LLC, or their assign.
- B. Should Parkview Plaza Partners, LLC or their assign fail to commence vertical construction within 180 days from the issuance of a permit for vertical construction, this Resolution and the allocation of rights becomes null and void. The DIA CEO may, at their sole discretion, extend this deadline by sixty days for show of good cause by Parkview Plaza Partners, LLC or their assign.
- C. Should Parkview Plaza Partners, LLC or their assign fail to meet any of the deadlines identified in A and B, above, the development rights will revert back to the DIA.

Section 2. The DIA hereby finds that the conversion is supported by the following Goal and Strategic Objective of the BID Plan:

A. Strategic Goal:

Goal 1: *Reinforce Downtown as the City's unique epicenter for business, history, culture, education, and entertainment.*

B. The following strategic objective:

- *Expand upon the ability for national conventions.*
- *Increase the opportunities for Downtown employment.*

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 the Resolution by the Chairman of the DIA.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

Jim Bailey, Chairman

VOTE: In Favor: _____ Opposed: _____ Abstained: _____

FORM APPROVED BY:

Office of General Counsel

RESOLUTION 2015-10-08

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) SUPPORTING AN AMENDMENT TO THE CONSOLIDATED DOWNTOWN DEVELOPMENT OF REGIONAL IMPACT (“DRI”) DEVELOPMENT ORDER, AS AMENDED, PURSUANT TO THE NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED DEVELOPMENT OF REGIONAL IMPACT; FINDING THAT THESE CHANGES DO NOT CONSTITUTE A SUBSTANTIAL DEVIATION FROM THE ORIGINALLY APPROVED DRI DEVELOPMENT ORDER; INSTRUCTING THE DIA CHIEF EXECUTIVE OFFICER TO FILE THE REQUISITE DOCUMENTATION FOR THE NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED DEVELOPMENT OF REGIONAL IMPACT; REQUESTING THAT THE CITY COUNCIL OF JACKSONVILLE ADOPT AN ORDINANCE EFFECTUATING THE NOTIFICATION OF A PROPOSED CHANGE TO A PREVIOUSLY APPROVED DEVELOPMENT OF REGIONAL IMPACT; PROVIDING 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, Elements of Jacksonville LLC desires to access Phase II and Phase III development rights from the Southside Component Area of the Consolidated Downtown DRI for use on a specific property known as the “Southside Generating Station Site”; and

WHEREAS, pursuant to the City of Jacksonville Comprehensive Plan, as amended by Ordinance 2015-0627, encumbrance or usage of Phase II or Phase III development rights within the Consolidated Downtown DRI requires, in part, a site-specific NOPC; and

WHEREAS, said NOPC has been submitted to the appropriate state and local land planning agencies and is being reviewed by the City’s Planning and Development Department, now therefore

BE IT RESOLVED, by the Downtown Investment Authority

Section 1. The Development Order for the Consolidated Downtown DRI is hereby amended to incorporate the proposed changes and modifications contained in the NOPC included as Exhibit ‘A’ to this resolution, which changes are generally described as follows:

- (1) Modify Consolidated Downtown DRI Development Order, Exhibit E, Section B, to add a General Condition 12, as follows:

The property known as the Southside Generating Station Site (and any additional property adjacent to or near this Site acquired by the developer) located along the St. Johns River near

the Duval County School Board building within the Southside portion of downtown, shall be allowed to be developed with up to the following development rights: 1,170 residential units, 200 hotel rooms, 125 marina slips (subject to DRI DO Exhibit E, Section C, Specific Condition 4(h)), 288,500 commercial retail square feet and 200,000 office square feet uses, (the "Southside Site Development Rights"). Notwithstanding any contrary provisions or limitations in this DRI Development Order, including, but not limited, to phasing, conversions, buildout dates or termination dates, the Southside Site Development Rights may be carried forward to subsequent DRI phases and the developer may accelerate the beginning date of DRI Phases, provided the developer complies with the Mobility Plan as to the Southside Site Development Rights for Phases II and III. The Mobility Plan is the 2030 Mobility Plan (including the 2030 Multi- Modal Transportation Study, as may be amended, and the provisions codified in Chapter 655 of the Ordinance Code (the "Mobility Plan")). The sole DRI mitigation for any project related impacts associated with the Southside Site Development Rights shall be the Mobility Plan for the DRI Phase II and Phase III Southside Site Development Rights and no additional DRI related exaction or mitigation of any kind, including but not limited to, concurrency, is required for the DRI Phase II or Phase III Southside Site Development Rights notwithstanding anything contrary in the DRI Development Order. In addition, there are no DRI exaction or mitigation requirements of any kind, including but not limited to concurrency, associated with impacts for the DRI Phase I Southside Site Development Rights because the required mitigation/exaction has been satisfied.

- (2) Modify Consolidated Downtown DRI Development Order, Exhibit E, Section C, Specific Condition 12, to add a new subsection H as follows:

The Southside Generating Station Site project may include the development of no more than 125 marina slips. The approval of the 125- marina slips is contingent on the developer of the Southside Generating Station Site securing all Federal, State and local permits and approvals from applicable regulatory agencies and any necessary consent of use or submerged land lease by the Trustees of the Internal Improvement Trust Fund. Prior to construction of any or all of the marina slips, the Duval County Manatee Protection Plan, 3rd edition, and the Comprehensive Plan shall be modified to include the 125 marina slips within the Southside portion of the Consolidated Downtown DRI for use as part of the Southside Generating Station Site project. All approvals associated with the required permits and approvals and subsequent renewals will apply to the Southside Generating Station Site Project. Any impacts to manatees will be reviewed as part of the permitting process for this project. This Condition shall control as to the development of the Southside Generating Station Site Marina notwithstanding anything contrary in the Consolidated Downtown DRI Development Order.

Section 2. Authorizing the DIA Chief Executive Officer to file the requisite documentation for the aforementioned Notification of a Proposed Change to a Previously Approved Development of Regional Impact (a/k/a NOPC).

Section 3. Requesting that the City Council of Jacksonville adopt an Ordinance effectuating the aforementioned Notification of a Proposed Change to a Previously Approved Development of Regional Impact (a/k/a NOPC).

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

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

Jim Bailey, Chairman

VOTE: In Favor: _____ Opposed: _____ Abstained: _____

FORM APPROVED BY:

Office of General Counsel

RESOLUTION 2015-10-09

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY APPROVING A CHANGE IN THE LOAN AMOUNT FOR THE LOFTS AT LA VILLA PROJECT RESOLUTION 2015-09-01; CONFIRMING AND RATIFYING RESOLUTION 2015-09-01 AS MODIFIED HEREIN: 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, at the September 2015 Regular Board meeting of the Downtown Investment Authority (the “DIA”) Governing Board (the “Board”) held September 29, 2105, the Board did approve Resolution 2015-09-01; and

WHEREAS, Resolution 2015-09-01 approved financial incentives for the development of the Lofts at La Villa project located at 906 West Bay St, (the “Project”) to Vestcor, Inc., (“Vestcor” or the “Developer”) or an subsidiary entity to be formed later; and

WHEREAS, the intent of the Local Government Support Loan was to maximize the projects application score for a Low Income Housing Tax Credit allocation from the Florida Housing Finance Corp.; and

WHEREAS, it was brought to Vestcor’s attention after the DIA Board approved Resolution 2015-09-01, that under the application materials the contemplated construction methods would be classified differently than anticipated, resulting in a higher Local Government Support Loan threshold; and

WHEREAS, the Developer is seeking an increase in the amount of the Local Government Support Loan from \$270,000 to \$325,000; and

WHEREAS, the Developer is seeking no other changes to the approval of the Board granted in Resolution 2015-09-01; 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

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 recognizes and approves the change in the amount of the Local Government Support Loan funded by the DIA from \$270,000 to \$325,000.

Section 3. The DIA confirms and ratifies all other sections of Resolution 2015-09-01, including the recitals.

Section 4. Authorizing the CEO of the Downtown Investment Authority to negotiate a Redevelopment Agreement and Loan Documents with the Developer.

Section 5. Authorizing the CEO of the Downtown Investment Authority to execute such agreements.

Section 6. This Resolution 2015-10-09 shall become effective upon its approval by the DIA this ___ day of October, 2015.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

James Bailey, Jr., Chairman

VOTE: In Favor: _____ Opposed: _____ Abstained: _____

FORM APPROVAL:

Office of General Counsel