

RESOLUTION 2025-02-08

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AUTHORIZING ITS CHIEF EXECUTIVE OFFICER (“CEO”) TO EXECUTE A SITE ACCESS AGREEMENT (“AGREEMENT”) WITH GATEWAY JAX ACQUISITIONS LLC OR AFFILIATED ENTITY THEREOF, THEIR AGENTS, REPRESENTATIVES, EMPLOYEES, CONSULTANTS, CONTRACTORS AND SUBCONTRACTORS FOR THE PURPOSE OF CONDUCTING DUE DILIGENCE ACTIVITIES, INCLUDING ENVIRONMENTAL AND GEOTECHNICAL EXPLORATION, SURVEY, UTILITY LOCATION, ETC. FOR THOSE CERTAIN CITY OWNED REAL PROPERTIES IDENTIFIED BY REAL ESTATE NUMBERS 074445 0500, 074444 9000, 074444 9020 AND 074445 0000 TOGETHER WITH THAT AREA UNDER THE MAIN STREET BRIDGE EASTERN MOST RAMP AND PORTIONS OF RAL ESTATE NUMBERS 074445 07000 AND 074457 1100, COLLECTIVELY REFERRED TO HEREIN AS “THE PROPERTY” AND ILLUSTRATED BY EXIHIBT ‘A’; AUTHORIZING ITS CEO TO NEGOTIATE TERMS AND CONDITIONS PRIOR TO EXECUTION OF A SITE ACCESS AGREEMENT; INSTRUCTING ITS CEO TO OBTAIN APPROVAL FROM THE CITY’S RISK MANAGER, DIRECTOR OF PUBLIC WORKS AND THE OFFICE OF GENERAL COUNCIL PRIOR TO EXECUTION OF THE AGREEMENT; INSTRUCTING THE CEO TO TAKE ALL NECESSARY ACTION TO EFFECTUATE THE PURPOSE OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, through the adoption of Ordinance 2014-560-E the City assigned management of certain City-owned properties and buildings to the DIA; and

WHEREAS, from time to time it is requested of the DIA’s Chief Executive Officer to allow for temporary use of its managed properties by others for such purposes as conducting due diligence activities in advance of disposition of property; and

WHEREAS, the DIA adopted Resolution 2017-07-04, which set parameters for the execution of Access Agreements by its Chief Executive Officer, establishing that Access Agreements that include environmental, geotechnical, and other invasive due diligence activities, or Access Agreements that have terms for greater than six (6) months, require approval by the DIA Board prior to execution by its Chief Executive Officer; and

WHEREAS, Gateway Jax Acquisitions, LLC, has requested access to the Property for the purposes of performing tasks commonly associated with real property due diligence; and

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WHEREAS, via Resolution 2025-02-04, having been provided a term sheet negotiated between its Chief Executive Officer Gateway Jax Acquisitions, LLC, the Downtown Investment Authority has instructed its Chief Executive Officer to issue a Notice of Disposition for the Property in accordance with the adopted Negotiated Disposition process,

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 hereby authorizes its Chief Executive Officer to execute a site Access Agreement to conditionally grant to Gateway Jax Acquisitions, LLC, its agents, representatives, employees, consultants, contractors, and subcontractors a limited license for access to enter upon those City-Owned properties illustrated in Exhibit A and more fully described by Duval County Real Estate Numbers 074445 0500, 074444 9000, 074444 9020 AND 074445 0000 together with that area under the Main Street Bridge eastern most ramp and portion of Real Estate Numbers 074445 07000 AND 074457 1100.

The due diligence scope shall be limited to those activities approved by the Director of Public Works, the Office of General Counsel and the DIA Chief Executive Officer in advance of commencement of such work. The due diligence activities shall be at no cost to DIA nor the City and shall be coordinated with the City's Public Works Department and the DIA Chief Executive Officer. Any due diligence activities within fifty feet (50') of the Main Street Bridge, including its ramps, shall be coordinated with and approved by the FDOT prior to commencement. Such proof of approval shall be provided to the DIA Chief Executive Officer and the Director of Public Works prior to commencement of such activities. Any due diligence activities west of the Main Street Bridge will be coordinated with the City's Construction Engineering Inspection firm and the City's Construction Manager at Risk for the Riverfront Plaza Park.

Section 3. The Access Agreement shall continue for one, six (6) month period beginning at execution of the Access Agreement and will expire without any further action by the City or the DIA, unless the Access Agreement term is extended in writing by the DIA Chief Executive Officer, whose ability to extend the term shall be limited to up to an additional ninety (90) days.

Section 4. The DIA authorizes its Chief Executive Officer to negotiate additional terms and conditions prior to execution of an Access Agreement, providing that those terms and conditions are consistent with the intent of this resolution.

Section 5. Prior to execution of an Agreement by the DIA Chief Executive Officer and Mayor, they shall first obtain approvals of the Access Agreement by the City's Risk Manager, Director of Public Works and the Office of General Counsel.

Section 6. This Resolution is predicated on the requirement that the DIA Chief Executive Officer, the Director of Public Works and the Office of General Counsel shall receive

copies of all reports, work products and other information that results from this grant of site Access Agreement.

Section 7. This Resolution shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY



Witness



Patrick Krechowski, Esq., Chair



Date

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

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EXHIBIT A

