Downtown Investment Authority
Strategic Implementation Committee

Monday, August 16th, 2021 at 1:00 p.m.

REVISED SIC AGENDA

Bill Adams, Esq., Chair
Craig Gibbs, Esq., Committee Member
Oliver Barakat, Committee Member
Jim Citrano, Committee Member

I. CALL TO ORDER

II. PUBLIC COMMENTS*

III. MAY 17, 2021 STRATEGIC IMPLEMENTATION COMMITTEE MEETING MINUTES

IV. RESOLUTION 2021-08-01: MORRIS (Steve Kelley, Director of Downtown Real Estate and Development)

V. RESOLUTION 2021-08-02: 600 PARK STREET (Steve Kelley, Director of Downtown Real Estate and Development) *Deferred*

VI. RESOLUTION 2021-08-03: SRX 50 SEATS (Allan DeVault, Project Manager)

VII. RESOLUTION 2021-08-12: PORTER HOUSE MANSION (Steve Kelley, Director of Downtown Real Estate and Development) *Late Addition*

VIII. ADJOURN

** Only individuals attending the meeting in-person will have an opportunity to provide public comments. Persons who cannot attend the meeting in-person, but who wish to submit public comments regarding any matter on the agenda for consideration at the meeting, may do so by sending their public comments via electronic mail to DIAPublicComments@coj.net prior to the start of the meeting. Public comments received prior to the meeting will not be read during the meeting but will instead be forwarded to all DIA Board members for review in advance of the meeting and will remain a part of the permanent record for the meeting itself. You are encouraged to submit public comments well in advance of the start of the meeting to provide DIA Board members with adequate time to read them in preparation for the meeting.*

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Downtown Investment Authority
Strategic Implementation Committee

Monday, August 16th, 2021 at 1:00 p.m.

MEETING LOCATION

Physical Location
City Hall at St. James
117 West Duval Street
First Floor, Lynwood Roberts Room
Jacksonville, FL 32202

Visitors are encouraged not to enter City owned public buildings if they have: symptoms of COVID-19, a fever of 100.4 degrees Fahrenheit or higher, are currently undergoing evaluation for COVID-19 infection, a diagnosis of COVID-19 in the prior 10 days, or have had close contact with someone infected with COVID-19 during the prior 14 days. Any member of the public entering City owned public building may choose to wear a mask inside the building.

Virtual Location
Interested persons desiring to attend this meeting virtually can do so via Zoom (including by computer or telephone) using the following meeting access information:

Join Zoom Meeting
https://us02web.zoom.us/j/82644809997?pwd=VGQ2d29qVHFoUEwrOGFlT2YxcEsyZz09

Meeting ID: 826 4480 9997
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Find your local number: https://zoom.us/u/acSPRiVnGd

TAB III.

MAY 17, 2021 STRATEGIC IMPLEMENTATION COMMITTEE MEETING MINUTES

Downtown Investment Authority
Strategic Implementation Committee Hybrid Meeting
Monday, May 17, 2021 – 2:30 p.m.

Strategic Implementation Committee Hybrid Meeting
MEETING MINUTES

Strategic Implementation Committee Members in Attendance:

Oliver Barakat, Chair (via Zoom)
David Ward, Esq., Committee Member
Ron Moody, Ex Officio
Bill Adams, Esq., Committee Member
Craig Gibbs, Esq., Committee Member

Committee Members Excused:

DIA Staff Present: Lori Boyer, Chief Executive Officer; Guy Parola, Operations Manager; Steve Kelley, Director of Downtown Real Estate and Development; John Crescimbeni, Contract and Regulatory Compliance Manager; Lori Radcliffe-Meyers, Downtown Development Coordinator; Ina Mezini, Marketing and Communications Specialist; Jackie Mott, Financial Analyst; and Xzavier Chisholm, Administrative Assistant

DIA Board Present: Jim Citrano; and Todd Froats

Office of General Counsel: John Sawyer, Esq.

I. CALL TO ORDER

The Strategic Implementation Committee meeting of May 17th, 2021, was called to order at 2:33 p.m. by Chairman Barakat.

II. PUBLIC COMMENTS

No public comments were received, and the public comments portion was closed.

III. APRIL 16, 2021 STRATEGIC IMPLEMENTATION COMMITTEE MEETING APPROVAL OF THE MINUTES

Chairman Barakat called for a motion to approve the minutes as presented.

Motion: Committee Member Gibbs moved to approve the minutes as presented

Seconded: Committee Member Moody seconded the motion

Seeing no comments, Chairman Barakat called for a vote.

Vote: Aye: 5 Nay: 0 Abstain: 0

THE MOTION PASSED UNANIMOUSLY 5-0-0

IV. RESOLUTION 2021-05-04: Union Terminal DPRP Term Sheet (Steve Kelley, Director of Downtown Real Estate and Development)

Chairman Barakat gave the floor to Mr. Kelley to introduce the Resolution.

Mr. Kelley provided an overview of the resolution, briefly detailing the Downtown Preservation and Revitalization Program request for the redevelopment of Union Terminal Warehouse. Ryan Akin, of Columbia Ventures, is present for questions. The following details were provided:

- Total development costs as submitted are \$60.8M; Total development costs as underwritten are \$52.9M.
- Proposed redevelopment of a 330,000 sq ft historic Jacksonville property, featuring 228 multifamily units as well as commercial space on the 7.8-acre site located between Arlington Expressway and Union Street East.
- The underlying property tax parcel extends beyond the southern edge of Arlington Expressway and into the downtown boundary which makes it eligible for funding through the DPRP guidelines. The request as proposed would provide \$4,246,963 in the HPRR Forgivable Loan, \$2,381,671 in the CCR Forgivable Loan, and \$1,657,159 in the DPRP Deferred Principal Loan, for a total of \$8,285,793.
- The overall ROI for the redevelopment of these properties is 0.86, including a 10-year tax abatement for historic property renovation.

Chairman Barakat opened the floor for discussion.

Mr. Kelley clarified for Committee Member Adams that there is access to Hogan's Creek from the property underneath the Arlington Expressway.

CEO Boyer clarified for Committee Member Adams that the Emerald Trail goes through the property and down to the creek. There is a zoning requirement for a 25ft easement along the creek bank.

Mr. Akin spoke on the redevelopment plans, stating their collaboration with site engineers to bring the trail down through the subway site as well as with Groundworks Jax to standardize it for the Emerald Trail.

Mr. Akin agreed to bring a visual to the full board meeting and further described the redevelopment plans for the Union Terminal warehouse site for Committee Member Adams.

Mr. Kelley clarified the ROI for Committee Member Adams, stating that it is higher than most DPRP projects.

Motion: Committee Member Gibbs moved to approve Resolution 2021-05-04 as presented for recommendation to the Board

Seconded: Committee Member Ward seconded the motion

Mr. Kelley stated for Committee Member Moody that he doesn't recall the appraisal having an Upon Stabilization Value or Upon Completion Value. Mr. Akin stated that his firm has done their own analysis but have not had a third-party appraiser produce an estimate. CEO Boyer clarified that there would not be a benefit to the Tax Increment District due to the increase in property value because the property is located outside the CRA boundaries.

Mr. Akin clarified for Committee Member Moody that his firm has performed a market study and are working on financing the debt through a HUD insured loan. They are working with a MAP Lender who has also contracted an independent market study and analysis and confirmed rental rates.

Mr. Akin clarified for Committee Member Moody that his firm has not yet discussed the conveyance of land with FDOT regarding the easement. CEO Boyer stated that the easement is a requirement of the City Ordinance and a commitment at no cost to the city whether it is an easement or a deed.

Mr. Kelley clarified for Committee Member Gibbs that this project does not require DDRB approval because it (the building) is not located within the DIA boundary.

Mr. Kelley clarified for Committee Member Gibbs that the building is currently occupied and has had continuing occupancy for several years, though, underutilized. Mr. Akin added that it is 76% occupied, and ranges from makers to craftworkers, but most of which is storage.

Mr. Kelley clarified for Board Member Citrano that the HUD program utilized does not have restrictions on rent levels, so it is not technically considered an affordable deal, but it will start with workforce housing pricing.

Mr. Critrano asked if Columbia Ventures has submitted their application to HUD. Mr. Akin responded that it is a 3-step process, adding that the pre application was submitted in mid-March. HUD stated they should expect a response by July 17. Columbia Ventures plans to submit their firm commitment immediately after which would lead to a rate lock in early November. 30 days after that would be the financial closing. Mr. Kelley described the performance schedule.

Mr. Kelley and CEO Boyer clarified for Chairman Barakat that a very small portion of the land is within the TIF, and it will receive a per sq ft land value number if there is an increase in land value. It would be very minor.

CEO Boyer clarified for Chairman Barakat that this project is entirely a DPRP incentive, and no DIA funds will be used. The DPRP incentive is funded by General Funds from City Council.

Mr. Akin described the terms of the HUD Loan for Chairman Barakat. It is a 40-year term, fixed interest rate. Mr. Kelley added that the DPRP guidelines require the Deferred Principal Loan interest rate to be set at the time of closing and that HUD requires the rate to be set in advance of the financial closing, and as such would be a deviation from written policy. With the Deferred Principal Loan set at the 10-year Treasury rate, due to the nature of the HUD structure there are interest rate risks associated with a rapidly rising rate environment.

Mr. Kelley clarified for Chairman Barakat that our dollars are last-dollars-in.

Mr. Kelley clarified for Committee Member Moody that there is no DDRB oversight with this project. Mr. Akin added that the project is required to comply with the Department of Interior standards as approved by the National Park Service and the state's Historic Preservation Office, and with the Jacksonville Historic Preservation Commission.

Chairman Barakat called for a vote.

Vote: Aye: 5 Nay: 0 Abstain: 0

THE MOTION PASSED UNANIMOUSLY 5-0-0

V. Implementation Strategy for Mayor's Task Force Recommendations on Downtown

Chairman Barakat gave the floor to CEO Boyer.

CEO Boyer gave a presentation, stating the following:

- Summary of the Mayor's Task Force
- Lighting recommendations based on a study performed on the core area of the Northbank, referred to as Phase 1. These recommendations have been implemented. Phase 2 which includes the LaVilla area and areas north of City Hall toward State and Union – some of these recommendations have been implemented while others have not due to the capital improvements not being funded. This year's Professional Service dollars will be used to update the study of the LaVilla area and $500,000 will be requested in next year's capital budget to proceed with the recommendations.
- Landscape and Hardscape maintenance: it was suggested that DIA take control of contract management. The challenge will be with the frequency of service associated with being in an urban environment.
- Programming and Events: Recommendation for funding of additional and larger events. DIA will work with Downtown Vision and the Parks Dept.
- A Parking App has received confirmation from Procurement and will be in PSEC next week.
- Recommendations about expenditures for downtown park improvements.

VI. ADJOURNMENT

Chairman Barakat adjourned the meeting at 3:30 p.m.

The written minutes for this meeting are only an overview of what was discussed. For verbatim comments of this meeting, a recording is available upon request. Please contact Xzavier Chisholm at xchisholm@coj.net to acquire a recording of the meeting.

TAB IV.

RESOLUTION 2021-08-01: MORRIS

RESOLUTION 2021-08-01

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY APPROVING THE TERMS AND CONDITIONS, AS MORE FULLY IDENTIFIED IN EXHIBIT A, FOR THE REDEVELOPMENT OF DUVAL COUNTY TAX PARCEL NUMBER 088967 0000 ("PROPERTY") BY FUQUA DEVELOPMENT, LLC ("DEVELOPER"), INCLUDING THE APPROVAL OF A MULTI-FAMILY RECAPTURED ENHANCED VALUE GRANT ("RESIDENTIAL REV GRANT"); APPROVAL OF A RETAIL RECAPTURED ENHANCED VALUE GRANT ("RETAIL REV GRANT"); APPROVAL OF A MIXED-USE RECAPTURED ENHANCED VALUE GRANT ("MIXED-USE REV GRANT"); APPROVAL OF A COMPLETION GRANT; AUTHORIZING THE CHIEF EXECUTIVE OFFICER (THE "CEO") TO NEGOTIATE A REDEVELOPMENT AGREEMENT PURSUANT TO EXHIBIT A TERMS AND CONDITIONS; RECOMMENDING THAT CITY COUNCIL APPROVE A REDEVELOPMENT AGREEMENT PURSUANT TO EXHIBIT A, TERMS AND CONDITIONS; RECOMMENDING THAT CITY COUNCIL VACATE APPROXIMATELY 0.12 ACRE OF RIGHT-OF-WAY AND 0.12 ACRE OF DRAINAGE EASEMENT ("EASEMENT"); RECOMMENDING THAT CITY COUNCIL APPROVE THE PURCHASE OF APPROXIMATELY 4.6 ACRES OF UPLAND AND SUBMERGED LANDS FOR $6,040,680 TO FACILITATE WIDENING AND RELOCATION OF MCCOYS CREEK AND CREATION OF A NEW CITY PARK; AUTHORIZING ITS CHIEF EXECUTIVE OFFICER TO TAKE ALL NECESSARY ACTION TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION, INCLUDING BUT NOT LIMITED TO THE FILING OF LEGISLATION AND EXECUTION OF A REDEVELOPMENT AGREEMENT, PURCHASE AND SALE AGREEMENT, OR THEIR FUNCTIONAL EQUIVALENTS; PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, Fuqua Development, LLC, is under contract for the acquisition of property within the Combined North Bank Community Redevelopment Area, identified by Duval County Tax Parcel number 088967-0000 and commonly known as the "Morris Property" or the "Times-Union Property"; and

WHEREAS, the DIA is the Community Redevelopment Agency for the Combined North Bank Community Redevelopment Area; and

WHEREAS, the Developer proposes to redevelop the Property with multi-family residential, commercial-retail and mixed-use development; and

WHEREAS, redevelopment of the Property will result in a minimum private capital investment of approximately $163,360,000; and

WHEREAS, the Developer has demonstrated a financial gap, and the DIA finds it in the public interest to utilize public funds to incentivize the minimum private capital investment of approximately $163,360,000.

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 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 proposed City of Jacksonville REV Grant incentives are a material factor in assisting the Developer in redeveloping the Property with approximately 380 multi-family residential units and approximately 48,000 square feet of commercial/retail; and

WHEREAS, the City has concluded that a relocation and widening of McCoy's Creek facilitates completion of the McCoy's Creek flood control, creek restoration and resiliency project; and

WHEREAS, DIA desires to expand public view and access corridors to and from the St. Johns River and provide additional park space along the Riverwalk; and

WHEREAS, in order to facilitate the McCoy's Creek project, the DIA recommends the purchase of approximately 4.6 acres of land.

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 approves the terms and conditions included in Exhibit A, including incentives not to exceed $30,844,140 as follows:

a. 20-year / 75% REV Grants not to exceed $28,419,169;
b. A Completion Grant not to exceed $1,719,320;
c. Dedication of City rights-of-way deemed to be valued at $545,000; and
d. A Mobility Fee Credit of $160,651.

Section 3. The DIA authorizes its Chief Executive Officer to negotiate a Redevelopment Agreement with the Developer or their assigns pursuant to Exhibit A, terms and conditions.

Section 4. The DIA recommends that City Council adopt by ordinance a Redevelopment Agreement pursuant to Exhibit A, terms and conditions.

Section 5. The DIA recommends that City Council vacate by ordinance approximately 0.12 acre of right-of-way and 0.12 acre of drainage easement.

Section 6. The DIA recommends the purchase of approximately 4.6 acres of uplands and submerged lands for $6,040,680, and further recommends that City Council adopt legislation effectuating the purchase, as required.

Section 7. The DIA finds this resolution, the proposed development and the terms and conditions contained in Exhibit A consistent with and in furtherance of the following Business Investment and Development Plan and Combined North Bank Community Redevelopment Area Plan Redevelopment Goals and Strategic Objectives:

Redevelopment Goal No. 1: Reinforce Downtown as the City's unique epicenter for business, history, culture, education, and entertainment.

Strategic Objective: Support expansion of entertainment and restaurant facilities.

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

Strategic Objectives: 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.
Evaluate new multi-family residential development with Downtown design guidelines, overall compatibility, financial feasibility, and existing Downtown residential developments

Redevelopment Goal No. 4: Improve walkability/bikeability and connectivity to adjacent neighborhoods and the St. Johns River while creating highly walkable nodes.

Strategic Objective: Create a mixture of uses so that housing, activities, retail and other businesses are within useful walking distance.

Section 8. The DIA hereby authorizes its CEO to take all necessary actions to effectuate the purposes of this Resolution, including but not limited to the filing of legislation and execution of a Redevelopment Agreement, Purchase and Sale Agreement, or their functional equivalents.

Section 9. This Resolution, 2021-08-01, shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS: **DOWNTOWN INVESTMENT AUTHORITY**

______________________ ________________________ ____________
W. Braxton Gillam, Esq., Chair Date

VOTE: In Favor: ________ Opposed: _________ Abstained: _______

Exhibit A:

TERM SHEET
One Riverside Avenue

Multifamily REV Grant
Grocer Anchored Shopping Center REV Grant
Mixed-Use REV Grant

Fuqua Development, LLC (Developer)

Background: The subject site, comprising approximately 18.34-acres (12.64 upland and 5.70 submerged, the “Property”) is currently owned by 1 Riverside Property, LLC (“Owner”) which lists as its managing members Mr. William S. Morris III, Chairman of Morris Communications, and Mr. Craig S. Mitchell, President and CEO of Morris Communications.

The Property is bisected by McCoy’s Creek, a 40-foot wide bulkheaded channel owned by the City. The air rights over the creek were conveyed to Owner from the City of Jacksonville decades ago when the property was developed and the surface over the creek is currently paved as parking and a driveway. There are two primary structures currently on the site; one on either side of the creek channel. As part of the McCoy’s Creek stream restoration, flood control and resiliency project, the channel is proposed to be widened to at least 84 feet and daylighted (surface coverings removed).

The existing CIP project cost estimates include the cost of creating a new access road to the parcel east of the creek that would become landlocked by the daylighting of the creek. This proposal eliminates the need to do that by reconfiguring the creek resulting in cost savings that may then be used for acquisition of the property described below. Additional benefits to the City will be found through resiliency resulting from the relocated and redesigned McCoy’s Creek that will provide natural shoreline on the park side versus bulkhead if left within the development parcel. The park itself can then accept floodwaters during extraordinary storm events better than the adjacent developed properties, and upstream drainage will improve in the same way.

Project: One Riverside Avenue is a plan for the acquisition and development of the Property (f/k/a the Florida Times Union property) located at 1 Riverside Ave. in the Brooklyn District of the Downtown Northbank Community Redevelopment Area. Fuqua Development (Fuqua) is under contract to acquire the approximately 18.34-acre site in its entirety. Following that closing, the City of Jacksonville would purchase approximately 4.9 acres on the east side of that Property (3.44 upland and 1.46 submerged) to facilitate completion of the McCoy’s Creek project, a portion of which land will ultimately become available for development of a City park (“COJ Park”) upon completion of the McCoy’s project.

Fuqua proposes to develop the remaining westerly portion of the Property, approximately 13.42 acres (9.19 upland and 4.24 submerged)(the “Development Parcel”), in two phases. Phase 1 will provide an estimated 39,256 feet of retail (including a grocer occupying approximately 23,256 square feet plus an estimated 16,000 square feet of speculative retail space), and multi-family residential totaling a proposed 271 units in two buildings. Parking will be provided in approximately 195 spaces of surface parking interior to the site and 420 spaces in a five-story structured parking garage, all subject to compliance with the requirements of Subpart H. - Downtown Overlay Zone and Downtown District Use and Form Regulations except as provided below.

Phase 2 will include two mixed-use buildings and provide an estimated 15,000 square feet of additional retail inclusive of a riverfront restaurant, and five stories of multi-family residential comprising approximately 125 units. Fuqua also proposes the development of an additional 2.5 stories of parking in Phase 2 as well, also subject to compliance with Subpart H. Downtown Overlay requirements. See Exhibit 1 for more detail.

Through the acquisition and redevelopment, COJ will daylight McCoy's Creek and relocate it with a widened channel approximately 100 feet to the east of its current location, which will improve the drainage capabilities and sustainability measures of the entire creek and create better recreational opportunities for park visitors. In doing so, the existing covered creek site will be abandoned and filled by COJ which will facilitate the development of Phase 2 by Fuqua. The resulting City park adjacent to the existing railway will provide approximately 2.05 acres of recreational area for the public, accessible by the Riverwalk or a redesigned May Street, and 25 feet of creek front M/U path along the western edge of McCoy's Creek. See Exhibit 2 for more detail.

Neither Fuqua nor COJ have immediate plans for the use of the submerged land that will be owned on a fee simple basis by each party as noted above.

<u>Developer/ Applicant</u>: Fuqua Development, LP of Atlanta Georgia will serve as the master developer for the Fuqua sites. The property acquired by Fuqua will be further subdivided into three parcels to accommodate: 1) the retail portions of Phase 1, and 2) the garage and residential portions of Phase 1, and 3) the mixed-use property of Phase 2. A solely owned Fuqua entity will serve as the developer for the retail parcel of Phase 1, whereas a joint venture between Fuqua and a recognized regional development partner (to be approved by the DIA) will develop the residential component of Phase 1 and the mixed-use property in Phase 2.

<u>Total Development Costs (estimate)</u>:		$182,214,847
<u>Underwritten Development Costs Used for REV Grant Calculations</u>:		$173,645,211
<u>Equity (proposed)</u>:	(30% of TDC)	$ 54,664,454

<u>City Incentives</u>: Not more than **$30,844,140** (through the City of Jacksonville Downtown Investment Authority), as follows:

> **REV Grants**: The Developer is requesting a REV Grant for 75% of the municipal and county ad valorem tax increment generated by each component of the project each year beginning with the first full year placed into service and ending on the earlier of: (i) 20 years thereafter, or (ii) upon the expiration or earlier termination of the Northbank Community Redevelopment Area TIF, unless the City agrees to assume the obligations of the Northbank CRA.
>
> The total REV grant indebtedness will not exceed **$28,419,169** and will be paid annually beginning the first year of taxation following completion of each component based upon the incremental increase in the Duval County Operating Millage ad valorem taxes collected ("Annual Project Revenue").

The REV Grants will be paid individually to Developer, its successors, or assigns in the following maximum amounts:

Retail – Phase 1	$ 2,757,711.00
Residential - Phase 1	$17,347,914.00
Mixed Use – Phase 2	$ 8,313,544.00
TOTAL	**$28,419,169.00**

For this purpose, the base amount shall be $11,078,614, which equals the pro rata share of the 2020 valuation of the property being acquired with RE# 088967-0000, per the Duval County Property Appraiser. Apportionment of that base amount is made as follows:

2020 Tax Value	**$ 15,120,417**	**100.0%**		
Fuqua	$ 11,078,614	72.8%		
Retail			$ 4,700,018	42.4%
Residential			$ 4,280,373	38.6%
Mixed-use			$ 2,098,222	18.9%
COJ	$ 4,041,803	27.2%		

Completion Grant: The appraised value of the COJ Park land is $7,760,000 assuming clear title and the ability to develop. There is currently an encumbrance in favor of the railroad that may impact value and development capacity. The COJ Park land is proposed to be acquired for **$6,040,680** which amount reflects the cost savings to the McCoy's project achieved by the relocation and which will be recognized without regard to elimination of the title issue. In the event Developer is able to clear the current title issue so that the full appraised value can be realized, COJ will pay to Developer upon completion of the demolition, a Completion Grant in the amount of the difference between the amount previously paid and full appraised value, with such difference totaling **$1,719,320**.

Land: The City currently owns a right of way and drainage easement on the westerly portion of the Property, deemed to have values of **$315,000** and **$230,000**, respectively. The City will convey or terminate those property rights in favor of Fuqua upon the Land Closing Date, as defined herein, providing confirmation of no active utility lines or services located within such right of way or easement. The City reserves the right to retain a drainage easement along the western edge of the Fuqua parcel should it be needed as an alternative site for this easement.

Further, the City will swap its ownership of the current site of McCoy's Creek and related air rights for a similar size parcel on the COJ park parcel for relocation of the creek, considered to be a like kind land swap of equal value.

Mobility Fee: The City will provide Fuqua with a Mobility Free credit of **$160,651**.

Stormwater Credits. Consistent with and pursuant to Chapter 55, Part 2, *Ordinance Code*, Developer may apply for and upon approval of such application and payment of the applicable fee, the City shall convey any Water Quality Compensatory Credit(s) as necessary for the construction of the Phase 1 and Phase 2 improvements.

Developer Improvements: The Developer has requested relocation of the Riverwalk Easement recorded in OR 10555 at page 1744 in the vicinity of the helipad which is to be eliminated. If developer elects to pursue such relocation, Developer shall construct so much of the Riverwalk as is to be relocated at Developer's sole cost and expense consistent with current Riverwalk design standards and the new easement area shall be no less than 30 feet in width consistent with the current easement width.

Infrastructure: No City of Jacksonville infrastructure improvements are contemplated as <u>incentives</u> to this development activity. Nevertheless, the previously approved and in design McCoy's Creek project includes certain access improvements for this site necessitated by the widening and opening of the creek. As a result, a new access roadway extending May Street from Leila Street onto the site is included in the McCoy's Creek project and will facilitate this development.

Loans: No other loans, grants, or other funding from the City of Jacksonville are contemplated for this project.

Percent of COJ investment to overall project cost: $28,419,169 / $182,214,847 = 15.6%

Percent of COJ investment to underwritten project cost: $28,419,169 / $173,645,211 = 16.4%

<u>Minimum Capital Contribution</u>:

1) The minimum total capital contribution through completion to remain eligible for the REV Grant is $163,366,600 further broken out as follows by component:

Retail – Phase 1		$ 20,247,465
Residential - Phase 1		$ 95,841,100
Mixed Use – Phase 2 Retail	$ 4,835,300	
Mixed Use – Phase 2 Residential	$ 43,069,600	
		<u>$ 47,904,900</u>
		$163,366,600

Note: The DIA Board may approve a change in the sub-limits for the minimum capital contribution under the Mixed-Use component in which the subtotal of $47,904,900 is maintained and neither the Retail nor the Residential subcomponent deviates by more than 10% of the amounts shown.

<u>Additional Commitments</u>:

1) Developer commits at minimum to the development of:

Phase 1 Improvements

Retail*	35,330 square feet[1]
Residential	265 units multifamily
Structured Parking	400 spaces

1 - To also include a major brand grocery store of not less than 22,000 square feet

Mixed Use – Phase 2 Improvements

Retail	13,500 square feet[2]

Residential	113 units
Parking	180 spaces

2 – To also include a minimum of 2 restaurants along McCoy's Creek and/or the St. John's River at least one of which must be a minimum of 5000 square feet on the ground floor with River and creek frontage; Phase 2 development shall face the creek and park

2) As used herein retail shall include businesses that sell products on a transactional basis to end consumers, food and beverage establishments, or providers of services targeted towards the general public (other than healthcare, advising, or counseling). Retail locations should be ground floor, visible from Riverside Avenue or creek or river facing, and designed to attract the general public onto the property. Businesses, other than a gym or spa, operating primarily or exclusively on a membership basis, conducting business with customers under term arrangements, or providing goods and services targeted principally to other businesses shall not generally meet this definition, unless approved on a case-by-case basis.

3) Developer may elect to perform the demolition of the former Florida Times-Union production building at the City's expense at a fixed price cost of $4,600,000. City will provide a Temporary Construction Easement to the Developer if this option is chosen. If developer elects to perform the demolition, the site shall be returned to graded condition with all building debris and footers removed from the site and pilings removed to 3 feet below grade, all in accordance with plans and specifications agreed upon by Developer and the City and attached to the Redevelopment Agreement.

4) Developer to provide City with a Temporary Construction Easement over all land east of the existing McCoy's creek together with a 25' strip adjacent to and west of the current bulkhead to facilitate the City's removal of the existing bulkheads and filling of the existing creek location.

Design Considerations

The development must be compliant with requirements of the Downtown Overlay without waiver except as identified below:

View and Access Corridors: The view and access corridors currently depicted on the site plan are an extension of Leila Street (complies with Overlay requirement) and two new view corridors – one at the extension of May Street over the former creek bed and one at the new McCoys Creek. This results in a Phase 1 residential building width parallel to the river that approaches 350' between the view corridors. This length exceeds the permissible width and would require a waiver. It should be noted that due to the elevated Acosta ramp, there is currently no view and access corridor throughout the entire length of the site and the new development proposal would provide three. DIA would support the necessary waiver of maximum distance between view and access corridors to permit the wider residential phase 1 building as depicted provided the following conditions are satisfied:

a. The corridor is at least 40' in width as required, but is encouraged to exceed that width
b. The corridor is dedicated to remain open in perpetuity
c. Inclusion of a minimum 8' sidewalk (preferably 10) on at least one side of the corridor extending from the Riverwalk to the nearest public right of way

d. Directional signage is included in accordance with Riverwalk Design standards both at the Riverwalk and at the nearest perpendicular right of way identifying the corridor as Riverwalk access.

Riverfront and creekfront setbacks and massing: To qualify for the incentives contemplated herein, no deviation or waiver from the riverfront height step backs or massing, or creekfront or riverfront setbacks shall be considered or allowed except as follows. A waiver allowing additional height or massing in Zone C beyond the available transfer from Zone B may be presented for consideration provided:

a. No portion of the COJ Park or any required view and access corridor can be considered for massing swap.
b. No private development elements encroach into Zone A.
c. 50% or less of the available Zone B massing on the Development Parcel is used in Zone B. In other words the vertical building plane is further back from the river than the required 50 feet or the building articulation results in less of the 50% of the permissible massing actually being used in Zone B even when reallocated to increase Zone B Height.
d. No parking, structured or surface may be located on and visible from the riverfront
e. No fill within Zone A or B will create a blank wall facing the Riverwalk or creek and the design will include riverfront and creekfront entrances. If Zone A or B are filled, the river frontage of any retaining wall will be activated.
f. Ground floor retail and restaurant space must be included on the riverfront and creekfront consistent with the square footage minimums, and is encouraged in all riverfront and creekfront buildings. There must be an express commitment to a restaurant of 5000 square feet on the ground floor river and creek frontage corner in Phase 2.

Parking:

Generally, all surface parking will be screened from road frontage by buildings as required. Notwithstanding the foregoing, a request for deviation for surface parking may be processed without loss of incentive if granted by DDRB. Such application if any will be evaluated in accordance with the Overlay standards.

<u>Performance Schedule</u>:

- Execution of the Redevelopment Agreement shall occur within 30 days of City Council Approval and the Bill Effective Date.
- Fuqua will close on the acquisition of the Land on or before December 31, 2021 (the “Land Closing Date”).
- Demolition of existing structures to start no later than June 30, 2022

Phase 1 Residential and Phase 1 Retail

- Apply for and receive Final Approval from DDRB Phase 1 Residential within six (6) months following the Land Closing Date, but not later than April 30, 2022, demonstrating compliance with Subpart H. - Downtown Overlay Zone and Downtown District Use and Form Regulations including but not limited to riverfront and creekfront building massing, view and access corridors, surface parking lot requirements, all setbacks, and easements, as outlined further above.

- Submit all permit applications necessary for the Commencement of Construction of Phase 1 Retail and/or Residential within six (6) months following Land Closing Date, but no later than June 30, 2022.
- Commencement of Construction of Phase 1 Residential within three (3) months following receipt of Building Permits from the COJ Building Inspection Division as necessary to begin construction for the applicable component, but no later than March 31, 2023. Commencement of Construction means:
    a) As reasonably can be considered necessary so that physical construction of the eligible Project (or any applicable component thereof) may begin and proceed to completion without foreseeable interruption:
        - Completion of all pre-construction engineering and design,
        - All necessary licenses, permits, and governmental approvals,
        - Engagement of all prime contractors,
        - Ordered essential equipment and supplies; and,
        - Financial commitments and resources to complete the construction of the applicable component; and,
        - Evidence of having "broken ground" and begun physical, material renovation and construction of new (excludes demolition) improvements on an ongoing basis without any Impermissible Delays.
- Substantial Completion of Phase 1 Residential within thirty (30) months following Commencement of Construction of the applicable component as defined above, but not later than September 30, 2025.
- Commencement of Construction of Phase 1 Retail no later than July 31, 2024. Commencement of Construction is the same as defined above.
- Substantial Completion of Phase 1 Retail within fourteen (14) months following Commencement of Construction of the applicable component as defined above, but not later than September 30, 2025.

Phase 2 Mixed-Use

- Submit for DDRB Final Approval within six (6) months after Completion of McCoy's Creek Relocation.
- Submit Building Permit applications within three (3) months after DDRB Final Approval.
- Commencement of Construction of Phase 2 Mixed-Use within one (1) month following receipt of Building Permits from the COJ Building Inspection Division as necessary to begin construction .
- Substantial Completion of Phase 2 Mixed-Use within thirty (30) months following Commencement of Construction.

Authority to Extended

- The DIA CEO will have authority to extend this Performance Schedule for any component individually, (Phase 1 Retail, Phase 1 Residential, or Phase 2 Mixed-Use), in the CEO's discretion, for up to six (6) months for good cause shown by the Developer / Applicant. Extensions of the Commencement of Construction date for any component, shall also serve to simultaneously extend the Completion of Construction date only for that same component by the same period granted.
- All deadlines may be extended for force majeure delays as further defined.

Additional City of Jacksonville Commitments:

- Concurrently with the Land Closing Date, but not later than December 31, 2021 (the "Park Closing Date"), COJ will purchase from Fuqua the COJ Park 2.05 acres of upland, and 1.46 acres of submerged land, and will also acquire approximately 1.07-acres for the relocation of McCoy's Creek for [a purchase price of not more than **$6,040,680**, with provision for an additional **$1,719,320** in the form of a Completion Grant subject to clear title of all encumbrances and upon completion of demolition of existing structures.
- The City shall complete all design work and receive all necessary permits for relocation of McCoy's Creek within twelve months of the Park Closing Date, but not later than December 31, 2022. Failure to meet this requirement shall provide Fuqua with the right to repurchase the property from the City at the price originally paid.
- Following the excavation for the new site of McCoy's Creek, but not later than by September 2023, City will remove the bulkheads and fill the existing McCoy's Creek site with suitable fill material for the intended Phase 2 improvements, to an agreed upon grade, all in accordance with specifications agreed upon by Developer and the City and attached to the Redevelopment Agreement. Failure to meet this deadline shall entitle Fuqua the right to liquidated damages of not more than $1,000.00 per day.
- Not later than September 2023, City will complete the new May Street.

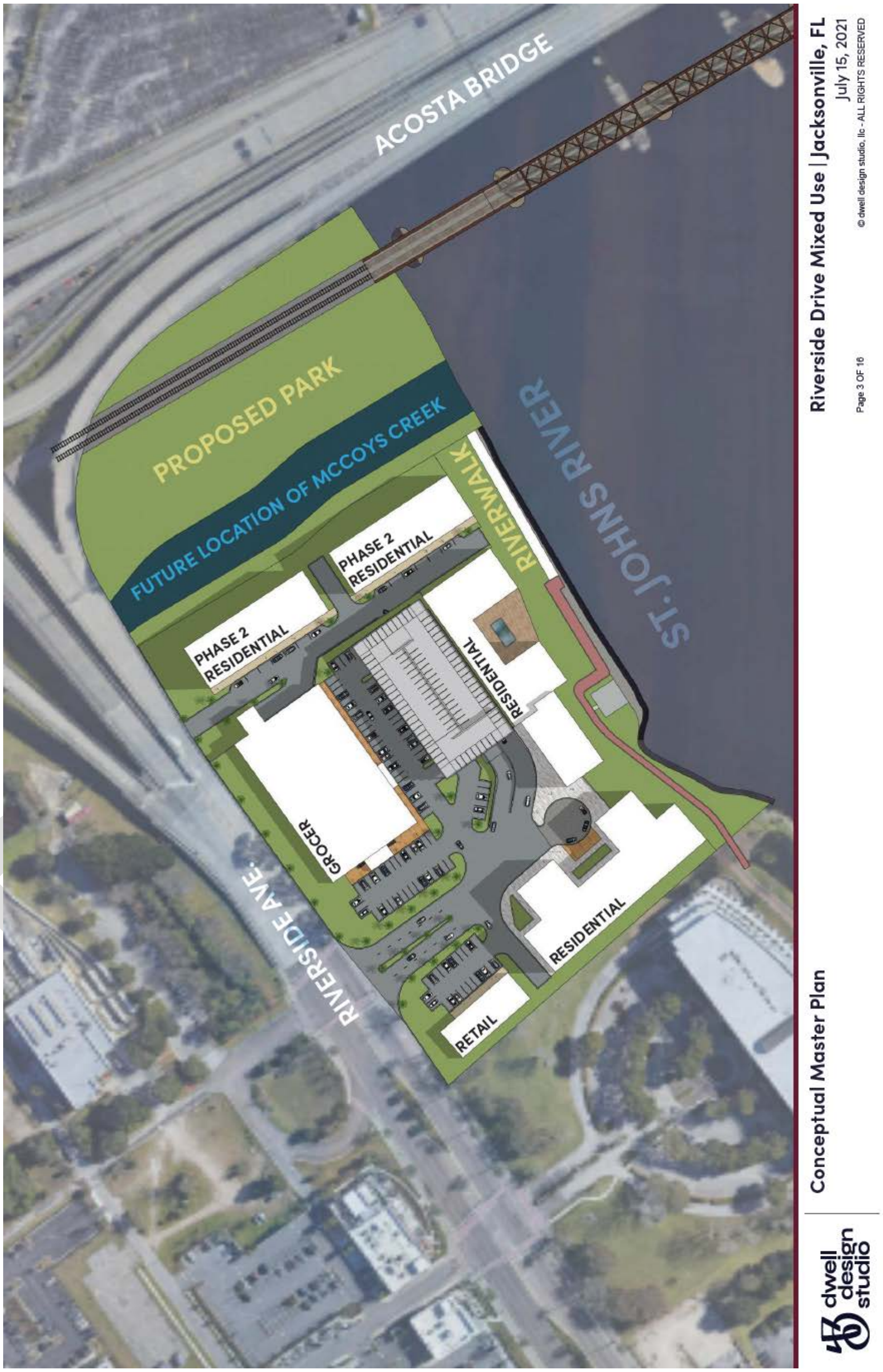
This Term Sheet proposal is limited by the following conditions:

The proposed REV Grant requires adherence to all terms and conditions of the Downtown Zoning Overlay as required by the DDRB approval without the request of any deviation or waiver of riverfront heights or setbacks or creekfront heights or setbacks, or view corridor requirements.

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

EXHIBIT 1

Proposed Site Plan for One Riverside Avenue



NOTE: Plans as shown are subject to further review and approval in confirmation with Subpart H. - Downtown Overlay Zone and Downtown District Use and Form Regulations.

EXHIBIT 2

Site Plan for COJ Park

SUPPLEMENTAL INFORMATION
MORRIS – STAFF REPORT

One Riverside Avenue
Market Rate Multifamily REV Grant
Grocer Anchored Shopping Center REV Grant
Market Rate Multifamily REV Grant (Mixed-Use)
Staff Report

August 16, 2021

Applicant:	**Fuqua Development (or related entity)**
Project:	**One Riverside Avenue; Residential, Retail, Mixed-use**
Program Request:	**Multifamily REV Grant**
	Retail REV Grant
	Mixed-Use REV Grant
	Completion Grant
	Vacate City owned ROW and Easement

Total Development Costs (as presented):		**$ 182,214,847**
Total Development Cost (as underwritten):		**$ 173,645,211**
REV Requested (75%, 20 years):	**Retail**	**$ 3,302,517**
	Multifamily	**$ 17,416,907**
	Mixed-Use	**$ 8,874,736**
REV Recommended (75%, 20 years):	**Retail**	**$ 2,757,711**
	Multifamily	**$ 17,347,914**
	Mixed-Use	**$ 8,313,544**
REV Amount (Not to exceed):		**$ 28,419,169**
Completion Grant:		**$ 1,719,320**
Vacated Property Values:	**Right-of-way**	**$ 315,000**
	Drainage Easement	**$ 230,000**
Mobility Fee Credit		**$ 160,651**
TOTAL COJ INCENTIVES PROPOSED		**$ 30,844,140**

The Project

One Riverside Avenue is a planned development that will include a grocer anchored retail component and a multifamily development component in Phase 1 and a mixed-use (retail and residential) development component in Phase 2. The development site is located at 1 Riverside Ave. in the Brooklyn District of the Downtown Northbank Community Redevelopment Area (a/k/a the Morris Property or the Florida Times Union Property). The subject site, comprising approximately 18.34-acres (12.64 upland and 5.70 submerged, the "Property") is currently owned by 1 Riverside Property, LLC ("Owner") which lists as its managing members Mr. William S. Morris III, Chairman of Morris Communications, and Mr. Craig S. Mitchell, President and CEO of Morris Communications.

Fuqua Development (“Fuqua” http://www.fuquadevelopment.com/) is under contract to acquire the approximately 18.34-acre site in its entirety. At closing, the City of Jacksonville would purchase approximately 4.9 acres on the east side of that Property (3.44 upland and 1.46 submerged) from Fuqua to facilitate completion of the McCoy’s Creek project, a portion of which will ultimately become available for development of a City park (“COJ Park”) upon completion of the McCoy’s Creek project as described further herein.

Fuqua proposes to develop the remaining westerly portion of the Property, approximately 13.42 acres (9.19 upland and 4.24 submerged; the “Development Parcel”), in two phases. Phase 1 will provide an estimated 39,256 feet of retail (including a grocer occupying approximately 23,256 square feet plus an estimated 16,000 square feet of speculative retail space) to be developed by a Fuqua solely owned entity. Phase 1 also includes development of multi-family residential totaling a proposed 271 units in two buildings, and will be undertaken by a joint venture between Fuqua and TriBridge Residential LLC (“TriBridge” https://tribridgeresidential.com/). Parking will be provided in approximately 195 spaces of surface parking interior to the site and 420 spaces in a five-story structured parking garage, all subject to compliance with the requirements of Subpart H. - Downtown Overlay Zone and Downtown District Use and Form Regulations.

Phase 2 will include two mixed-use buildings and provide an estimated 15,000 square feet of additional retail inclusive of a riverfront restaurant of not-less-than 5,000 square feet, and five stories of multi-family residential comprising approximately 125 units. Fuqua also proposes the development of an additional 2.5 stories of parking in Phase 2 as well, also subject to compliance with Subpart H. Downtown Overlay requirements.

Neither Fuqua nor COJ have immediate plans for the use of the submerged land that will be owned on a fee simple basis by each party as noted above.

One Riverside Avenue

The proposed redevelopment is collectively known as One Riverside Avenue. As noted previously, there are three principal components: the grocer anchored retail, the residential to be developed in Phase 1 and the mixed-use component to be developed in Phase 2. Each of these are detailed further below:

Grocer Anchored Retail Component

- National or regionally known grocer retailer to occupy approximately 23,256 square feet fronting Riverside Avenue. It is the understanding of the DIA that negotiations with this grocer (yet to be named) are far along and that a lease with this tenant is imminent following finalization of the acquisition and funding arrangements.
- Approximately 16,000 square feet of single-story speculative retail space, which may be adjacent to the grocer or in a separate building that also has frontage along Riverside Avenue.

- Parking will be provided in approximately 195 spaces of surface parking interior to the site, and these properties will also share a 420-space five-story structured parking garage.
- The blended rent for the retail component equals $36 per square foot as proposed in the applicant provided pro forma.
- For purposes of this agreement, “retail” includes businesses that sell products on a transactional basis to end consumers, food and beverage establishments, or providers of services targeted towards the general public. Further limitations within this definition may be found in the term sheet.

<u>Multifamily Residential Component</u>

- The unit mix for the 271 proposed residential units is captured in the table below:

Residential Unit Mix - Phase 1

MIX %	UNIT TYPE	# UNITS	HEATED SQ FT	BASIC MONTHLY RENT PER UNIT	PER SQ FT
30%	1BD / 1BA Elevator Flats	80	650	$ 1,600	$ 2.46
31%	1BD / 1BA Elevator Flats	85	720	$ 1,900	$ 2.64
38%	2BD / 2BA Elevator Flats	102	1,050	$ 2,900	$ 2.76
1%	3BD / 3BA Elevator Flats	4	1,350	$ 3,000	$ 2.22
Total or Average		271	833	$ 2,204	$ 2.65

- As shown above, proposed rents range from $2.22 psf to $2.76 psf.
- Premiums of $25 psf would be assessed for top floor units or for those units with river views.
- As noted previously, TriBridge Residential would serve as co-developer on this component of the overall development.

<u>Mixed-Use Component</u>

- The unit mix for the 125 proposed residential units is captured in the table below:

Residential Unit Mix - Phase 2

UNIT TYPE	MIX %	# UNITS	HEATED SQ FT	BASIC MONTHLY RENT PER UNIT	PER SQ FT
1BD / 1BA Elevator Flats	24%	30	650	$ 1,500	$ 2.31
1BD / 1BA Elevator Flats	40%	50	720	$ 1,800	$ 2.50
2BD / 2BA Elevator Flats	36%	45	1,050	$ 2,600	$ 2.48
3BD / 3BA Elevator Flats	0%	0	-	$ -	$ -
Total or Average		125	822	$ 2,016	$ 2.45

- As shown above, proposed rents range from $2.31 psf to $2.50 psf.
- Premiums of $25 psf would be assessed for top floor units or for those units with river views.
- TriBridge Residential is also expected to serve as co-developer on this component of the overall development.

- The blended rent for the retail component equals $45 per square foot as proposed in the applicant provided pro forma.

- As part of the 13,500 minimum square feet of retail in Phase 2 contemplated to include smaller retail bays on the creekfront, a minimum 5,000 square foot restaurant will be located on the ground floor river and creek frontage corner.

The Development Team

Fuqua Development was founded in March 2012. Fuqua Development L.P. has successfully completed many notable projects including the development of The Battery at SunTrust Park, The Exchange @ Gwinnett, Decatur Crossings, Glenwood Place, Kennesaw Marketplace, Lindbergh Place, Peachtree Corners Market, Sugarloaf Marketplace, Madison Yards, and Peachtree Corners Town Center. Fuqua has multiple mixed-use projects under construction or in development for metro Atlanta ranging from East Atlanta and East Cobb to Huntsville, Alabama. Fuqua Development has been the largest retail developer in the Atlanta area for the last six consecutive years. Since 2012, Fuqua has developed 22 projects in the Southeast totaling 2 million square feet of retail space, 5,000 multi-family units and office space. Six additional projects are under construction or in development and total an additional 1 million square feet of retail space, 2,000 multi-family units and office space.

Mr. Jeff Fuqua is the founder of Fuqua Development L.P. Fuqua was previously Board Member, Partner & President of The Sembler Company. In his nearly 25-year tenure there, Fuqua developed in excess of 16 million square feet in over 100 projects valued at $8 billion including Edgewood Retail District, Perimeter Place, The Prado in Sandy Springs, Town Brookhaven, Park Place, Lindbergh Plaza and many others.

Fuqua holds a bachelor's degree in real estate finance and MBA in real estate development and real estate finance from the University of Denver.

Ms. Heather Correa is Partner of Fuqua Development, LLC. And is responsible for overseeing all development including design, zoning, land use and construction of very complex and innovative mixed-use projects.

Formerly, Ms. Correa was Vice President of Development with The Sembler Company, and a key executive involved in the planning and creation of the development of nearly 40 key projects over a fifteen year span. In Atlanta, her efforts produced the award-winning projects such as Midtown Place, Edgewood Retail District, Perimeter Place and the redevelopment of Lindbergh Plaza, which incorporate national retailers and local retailers in an urban mixed-use context. Correa's work with the development of Edgewood Retail District was the largest zoning in the City of Atlanta under Mayor Shirley Franklin's administration and was approved by both ARC and GRTA.

Correa attended the University of Florida and obtained a Bachelor of Design in Architecture followed by a Masters in Architecture and began her career as an architect working on high-profile projects such as Sand Key Resort Hotel in Florida and Home Depot retail developments throughout the state of Florida. She received her license in Architecture from the State of Florida and is a member of AIA, NCARB, and ICSC.

TriBridge Residential is a full-service multifamily investment, development, and management company based in Atlanta, GA, with approximately $1 billion and 6,000 units in assets under management as of December 31, 2019. With 50 corporate professionals and over 150 on-site staff, the firm focuses on markets in the Southeast and provides a vertically integrated platform with a 25+ year track record through its subsidiaries and affiliates.

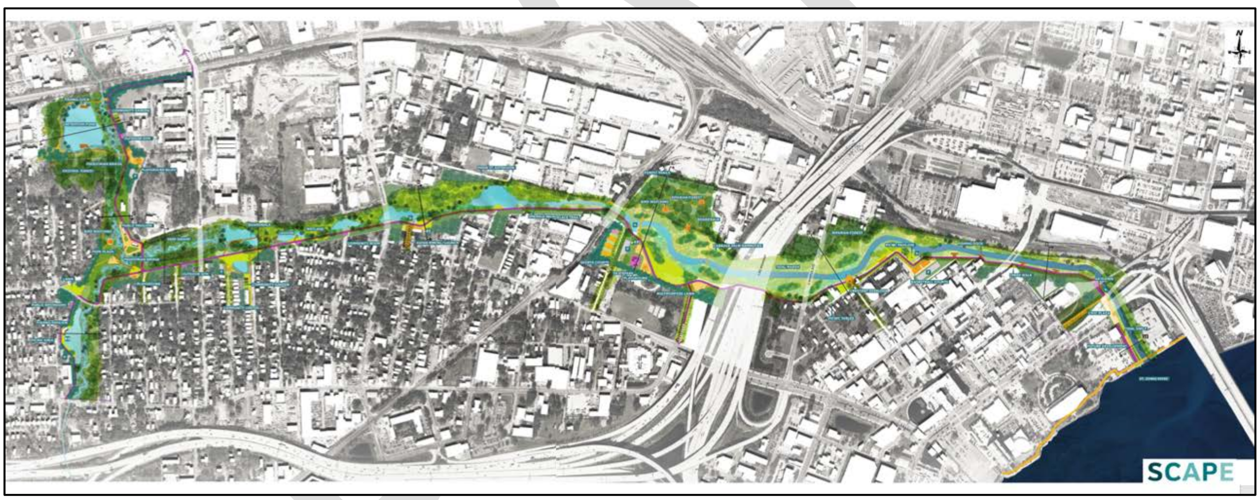
Capital Improvement Program Projects

There are City Capital projects that affect redevelopment of the site. Of particular importance to this agreement are the McCoy's Creek Restoration Project, which is currently in the Capital Improvement Program, and currently includes the extension of Magnolia Street into the site. As a result of this Agreement, the Magnolia Street extension will no longer be required, and May Street will be extended from Leila Street into the site at a substantial savings to the Project cost.

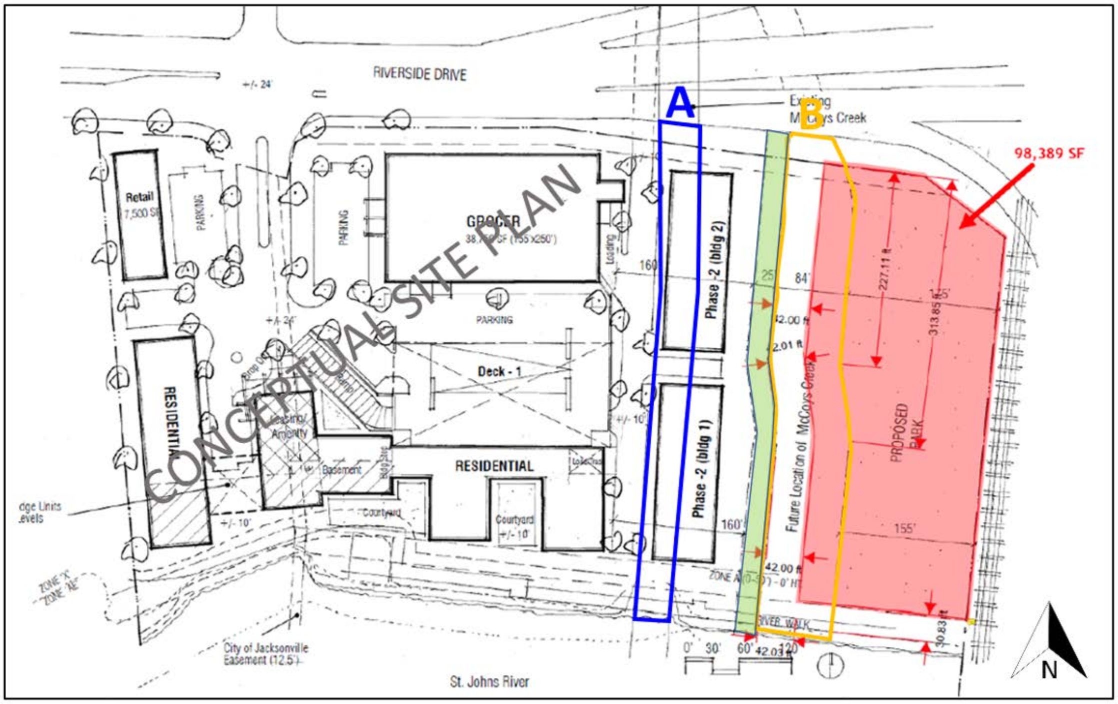
McCoy's Creek Restoration Project

The primary purpose of the McCoy's Creek Restoration Project is flood control, creek restoration, and resiliency and the project is funded through the City's Capital Improvement Program. The portion of McCoy's Creek extending through the property is within Phase II of the restoration and scheduled for completion by late summer / early fall 2022.

The image below shows the project limits, showing how the mouth of the creek and its portion within the site are integral to the restoration project's purposes.



Speaking to the following map, from east to west: illustrated by the area shaded in red is approximately two and one-third acres of land that the City/DIA is purchasing as part of this agreement. Illustrated in orange and identified as 'B' is the proposed widening and rerouting of McCoy's Creek. Illustrated by the green shaded area is 25' of lands contiguous to the west of the relocated McCoy's Creek to accommodate the new Emerald Trail segment. Illustrated in blue and identified as 'A' above is the current location and configuration of McCoy's Creek as it runs through the property.



McCoy's Creek will be widened to approximately 80' in width from the northern property line to the St. Johns River, which, as previously stated, is enabled by the City/DIA parkland purchase. Further, McCoy's Creek will be "daylighted", eliminating the current capacity constraint caused by surface development (e.g. parking) above the creek.

In addition to the approximately two and one-third acres of land for park and additional creek bed, a 25' strip of land contiguous to the western boundary of the relocated McCoy's Creek will be purchased by the City/DIA. This 25' of land will enable the construction of additional publicly owned multi-use path along the creek to the St. Johns River.

<u>Park Accessibility</u>
Proposed as a capital project prior to this agreement was an extension of Magnolia Street, inclusive of a vehicular and pedestrian bridge over McCoy's Creek, from Leila Street into the site. The relocation of the McCoy's Creek enabled by the proposed parkland purchase creates the opportunity for Capital Improvement Program cost savings: replacing the Magnolia Street extension with an extension of May Street (a now closed right-of-way) from Leila Street, east by southeast under the Riverside Avenue ramp and into the development. This alternative is both shorter in length and eliminates the need for a bridge as it would land on the site west of the relocated McCoy's Creek.

<u>Cost Savings</u>
The City's Public Works Department projected both the costs of the McCoy's Creek Restoration Project and Magnolia Street extension capital projects as currently planned as well as projects' costs with the aforementioned modifications, as outlined in the following table:

CONSTRUCTION COSTS*		
	CURRENT CIP	**PROPOSED CIP**
MAGNOLIA STREET EXTENSION	$3,191,233	$0
MAGNOLIA STREET BRIDGE	$1,960,820	$0
MAY STREET EXTENSION	$0	$3,500,000
VEHICULAR BRIDGE ON SITE, OVER MCCOY'S CREEK	$3,000,000	$0
PRODUCTION BUILDING DEMOLITION	$0	$4,600,000
NEW BULKHEAD / NEW CHANNEL	$11,200,000	$12,600,000
RETAINING WALL @ P/L	$650,000	$0
STAIRS AND ELEVATORS TO SERVE CREEK	$750,000	$0
WALKWAYS ALONG CREEK, INCL. RETAINING WALL	$1,000,000	$0
DEMO AND REPLACE RIVERWALK, INCL. CORKSCREW STAIRS	$4,600,000	$0
MODIFY EXISTING RIVERWALK RAMP AND ADD CORKSCREW	$0	$2,000,000
REMOVAL OF VIADUCT ON FDOT R/W	$326,000	$0
MODIFY VIADUCT ON MORRIS PROPERTY	$4,000,000	$0
ABANDON & FILL ENTIRE VIADUCT	$0	$850,000
SUBTOTAL	**$22,526,000**	**$20,050,000**
CEI (10%)	$2,252,600	$2,005,000
Contingency (15%)	$3,378,900	$3,007,500
Engineering/Survey (18%)	$4,054,680	$3,609,000
Land Acquisition	$2,500,000	$0
PROJECT TOTAL	**$34,712,180**	**$28,671,500**

**Cost comparison is without the benefit of 100% engineering and construction costs continue to rise, but nonetheless indicate a cost savings to the City.*

The cost savings of $6,040,680 realized by these modifications serves as the source of funds for the acquisition of the property that will provide for the relocation and daylighting of McCoy's Creek and the adjacent 2.05-acre proposed future COJ park.

It is important to note that further approvals by the Florida Department of Transportation, JTA and others will be required. The DIA and the City continue to work with each agency and believe that the proposed McCoy's Creek relocation and May Street extension are superior alternatives.

<u>Recaptured Enhanced Value (REV) Calculations:</u>

All REV calculations are based on estimated Annual Project Revenues defined as the incremental ad valorem property tax payments received by the City above the 2020 base value established by the Duval County Property appraiser. In this situation, the property was broken into four parcels for analysis based on square footage acquired (including the COJ parcel) as shown in the table below:

2020 Tax Value	**$ 15,120,417**	**100.0%**		
Fuqua	$ 11,078,614	72.8%		
Retail			$ 4,700,018	42.4%
Residential			$ 4,280,373	38.6%
Mixed-use			$ 2,098,222	18.9%
COJ	$ 4,041,803	27.2%		

Each of REV grant proposed is based on a rate of 75% of Annual Project Revenues for a period of 20 years. Property tax amounts collected for the benefit of the Duval County School Board, St. John's River Water Management District, and Florida Inland Waterways Navigation are not included in these calculations but will be shown for informational purposes only. Each REV Grant shall be paid over a twenty-year period, ending on the earlier of: (i) 20 years, but not later than 2045 payable in 2046 (or 2047 payable in 2048 in the case of the Mixed-Use REV Grant), or (ii) upon the expiration or earlier termination of the Downtown Northbank Community Redevelopment Area TIF, unless the City agrees to assume the obligations of the Downtown Northbank CRA.

Retail REV Grant

- Based on land ($3,000,000) and construction costs ($16,430,298) adjusted to exclude Retail Build-out, Tenant Improvements, Furniture, Fixtures, and Equipment ($2,896,344, captured alternatively within Tangible Personal Property) and certain soft costs totaling $180,000.
- Construction Management was also excluded from this REV calculation as Fuqua development will serve in that capacity.
- Twenty-year ad valorem inflows to the benefit of the TIF, plus four years of holding and developing the property prior to stabilization totals $3,588,198.
- The proposed REV Grant for this component is $2,757,711 to be paid in annual installments over the twenty-year compliance period.

Residential REV Grant

- Based on land ($15,500,000) and construction costs ($88,750,061) adjusted to exclude Furniture, Fixtures, and Equipment ($1,030,000, captured alternatively within Tangible Personal Property) along with reserves and soft costs of $1,100,000.
- Twenty-year ad valorem inflows to the benefit of the TIF, plus four years of holding and developing the property prior to stabilization totals $23,550,883.
- The proposed REV Grant for this component is $17,347,914 to be paid in annual installments over the twenty-year compliance period.

Mixed-use REV Grant

- Based on land ($5,625,000) and construction costs ($44,339,852) adjusted to exclude Retail Build-out, Tenant Improvements, Furniture, Fixtures, and Equipment ($1,335,000, captured alternatively within Tangible Personal Property) operating deficits, and certain soft costs totaling $1,927,750.
- Twenty-year ad valorem inflows to the benefit of the TIF, plus five years of holding and developing the property prior to stabilization totals $11,248,262.
- The proposed REV Grant for this component is $8,313,544 to be paid in annual installments over the twenty-year compliance period.

TOTALS

- The table shown below reconciles the development costs used for REV Grant calculations (through the first Subtotal) with the development budgets as provided by the applicant:

	Residential	Retail	Mixed-use	TOTAL
Land	$ 15,500,000	$ 3,000,000	$ 5,625,000	$ 24,125,000
Construction	$ 88,750,061	$ 16,430,298	$ 44,339,852	$ 149,520,211
Subtotal	$ 104,250,061	$ 19,430,298	$ 49,964,852	$ 173,645,211
FF&E	$ 1,030,000		$ 585,000	$ 1,615,000
Soft Costs	$ 1,100,000	$ 180,000	$ 1,765,000	$ 3,045,000
Tenant Improvements		$ 1,456,344	$ 750,000	$ 2,206,344
Project Management		$ 1,284,500		$ 1,284,500
Related Contingency	$ 110,000	$ 146,042	$ 162,750	$ 418,792
Subtotal	$ 2,240,000	$ 3,066,886	$ 3,262,750	$ 8,569,636
TOTAL	$ 106,490,061	$ 22,497,184	$ 53,227,602	$ 182,214,847

- Total ad valorem inflows to the benefit of the TIF, including holding and development periods prior to stabilization, totals $38,338,028.
- The REV Grant totals are found in the table below:

Retail – Phase 1	$ 2,757,711
Residential - Phase 1	$17,347,914
Mixed Use – Phase 2	$ 8,313,544
TOTAL	$28,419,169

- The minimum total capital contribution through completion to remain eligible for the REV Grant is $163,366,600 further broken out as follows by component:

Retail – Phase 1		$ 2,247,465
Residential - Phase 1		$ 95,841,100
Mixed Use – Phase 2 Retail	$ 4,835,300	
Mixed Use – Phase 2 Residential	$ 43,069,600	
		$ 47,904,900
		$163,366,600

Note: The DIA Board may approve a change in the sub-limits for the minimum capital contribution under the Mixed-Use component in which the subtotal of $47,904,900 is maintained and neither the Retail nor the Residential subcomponent deviates by more than 10% of the amounts shown.

- Additional estimated benefit to the Duval County School Board, St. John's River Water Management District, and Florida Inland Waterways Navigation not captured above totals $21,547,707.

Appraisal and Completion Grant

An appraisal for the property was prepared by Colliers International providing an overall "As Is" value as June 30, 2021, of $31,900,000 (net of Air Rights, City Right of Way, and Drainage Easement). This equates to $60 psf for the 12.63-acre upland portions of the property and approximately $2.43 per square foot for the 5.70-acre submerged lands as detailed further in the table below:

Beginning Situation

Morris / FTU	Area (Acres)	Area (SF)	Value SF	Total Value	As Rounded
Upland	11.99	522,284	$ 60.01	$ 31,339,646	$ 31,340,000
McCoys Creek Air Rights	0.52	22,670	$ 59.40	$ 1,346,710	$ 1,350,000
COJ ROW	0.12	5,357	$ 60.01	$ 321,447	$ 321,000
Subtotal	*12.63*	*550,311*		*$ 33,007,803*	*$ 33,011,000*
Submerged	5.29	230,432	$ 2.43	$ 559,950	$ 560,000
McCoys Creek Air Rights	0.32	13,729	$ 2.41	$ 33,028	$ 30,000
COJ ROW	0.10	4,238	$ 2.43	$ 10,298	$ 11,000
Subtotal	*5.70*	*248,399*		*$ 603,276*	*$ 601,000*
Total	**18.34**	**798,710**		**$ 33,611,079**	**$ 33,612,000**

Following the sale of the easterly portion of the property to COJ, the following values for the land are derived:

End Situation

Fuqua	Area (Acres)	Area (SF)	Value SF	Total Value	As Rounded
Upland	9.19	400,484	$ 60.01	$ 24,031,025	$ 24,030,000
Submerged	4.24	184,711	$ 2.43	$ 448,848	$ 450,000
TOTAL	**13.43**	**585,195**		**$ 24,479,872**	**$ 24,480,000**

COJ	Area (Acres)	Area (SF)	Value SF	Total Value	As Rounded
Upland	2.05	89,298	$ 60.01	$ 5,358,749	$ 5,360,000
McCoy's Creek (New)	0.55	23,958	$ 60.01	$ 1,437,720	$ 1,440,000
McCoy's Creek (Existing)	0.52	22,670		$ -	$ -
25' Creek Buffer	0.32	13,920	$ 60.01	$ 835,339	$ 840,000
Subtotal	*3.44*	*149,846*		*$ 7,631,808*	*$ 7,640,000*
Submerged	1.15	49,940	$ 2.43	$ 121,354	$ 120,000
McCoy's Creek (Existing)	0.32	13,729		$ -	$ -
Subtotal	*1.46*	*63,669*		*$ 121,354*	*$ 120,000*
TOTAL	**4.90**	**213,515**		**$ 7,753,162**	**$ 7,760,000**

Notably, the eastern portion of the property is shown to be encumbered with an easement reservation in favor of CSX railroads that is not captured in the valuation above. As such, the purchase price for the property is limited to the $6,040,680 of CIP savings to be generated by the revisions to the McCoy's Creek plan as outlined previously. The additional $1,719,320 to the full value shown above is held back to be paid as a completion grant upon satisfaction of the easement via release, title insurance, or bonding over that easement by the Developer. Timing for that payment will also coincide with completion of the demolition of the Times-Union production facility, proposed to be undertaken by the Developer with COJ paying the cost of demolition as estimated by Public Works at $4,600,000.

Capital Considerations

Overall land value shown in the development budgets equals $24,125,000 or $59.94 per square foot, in line with the appraiser's valuation of $60 per square foot. As shown below, that value varies by component based on the economic value of that component and its related use as well as site cost requirements and other considerations.

Retail

- 3.92 acres of Land is valued at $3,000,000 or $17.57 psf.

- Site costs add $6,059,607 or $35.49 psf.
- Building hard costs for the 39,256 square foot construction (net of grocery build out and TI) is provided at $5,039,556 or $128.38 psf.
- Inclusive of land, site costs, and construction costs, and eligible soft costs, total project cost for the retail portion equals $19,430,298 or $494.96 psf. While these amounts are considered high as compared with similar developments, the net figure is used to determine the maximum REV amount only and cannot be achieved if the property appraiser does not find the value to be in line with these estimates.
- With the additional of Grocery fit up and case work (required by the tenant), construction management costs excluded due to being paid to Fuqua, and previously excluded soft costs (travel, reserves, marketing, and related contingency) total development costs are found to be $22,497,184 or $573 psf.

Residential

- The residential construction costs also include the $7,485,000 cost of the 420-space parking deck which equals $17,820 per space which is considerably lower than DIA's experience with the cost to build other structured parking garages in recent years.
- 3.57 acres of land is valued at $15,500,000 or $12.86 psf.
- Site costs add $2,000,000 or $8.86 psf
- Building hard costs for the 225,700 square foot construction is provided at $62,536,862 or $286 psf.
- Inclusive of land, site costs, and construction costs, and eligible soft costs, total project cost for the residential portion equals $104,250,061 or $461.90 psf or average $384,687 per unit.
- With the addition of F,F, and E and previously excluded soft costs (travel, reserves, marketing, and related contingency) total development costs are found to be $106,490,061 or $472 psf.

Mixed-Use

- 1.75 acres of land is valued at $5,625,000 or $73.79 psf.
- Site costs add $1,320,000 or $17.32 psf
- Building hard costs for the 117,500 square foot construction is provided at $30,170,148 or $125 psf for the retail portion and $275.40 psf for the residential component ($226,261 per unit).
- Inclusive of land, site costs, and construction costs, and eligible soft costs, total project cost for the residential portion equals $49,464,852 or $424 psf or average $371,648 per residential unit.
- With the addition of F,F, and E and previously excluded soft costs (travel, reserves, marketing, and related contingency) total development costs are found to be $53,227,602 or $452 psf ($382,248 per unit).

Recommendation:

Because the request does not fall under an established DIA Program or is outside of established program parameters, analysis using the decision-making criteria established as the tiered approach within the BID Plan is required.

Tier 1 – The project meets no fewer than two (2) of the seven (7) BID Goals.
As submitted by the applicant, the project is proposed to contribute positively towards:

Redevelopment Goal No. 1 – Reinforce Downtown as the City's unique epicenter for business, history, culture, education, and entertainment.

Staff finds that development of the subject hotel property contribute to the strategic objectives of:

- Increasing opportunities for downtown employment,
- Support the expansion of …restaurant facilities.
- Create a consistent theme and image that conveys a sense of the excitement and activity Downtown

Further, staff finds that the subject hotel development would contribute positively to the benchmarks of:

- Number of jobs as the Project Profile Assessment estimates the job count to be approximately 168 upon completion and stabilization,
- Number of business establishments, per the applicant, "The Project contains several restaurants and entertainment venues, which will be integrated with McCoy's Creek and the Riverwalk to create accessible al fresco dining areas, outdoor displays and similar uses. Developer is investigating the feasibility of operating a floating food hall or restaurant venue on a permanently moored vessel within the privately-owned submerged land portion of the Project
- Tax Value and Impact to TIF and Future Projections as evidenced by the projections provided above. Estimated ad valorem for the City alone is estimated at more than $38 million, and the net increase to the TID after payment of the RE$V Grants would be approximately $10 million.

Redevelopment Goal No. 2 - Increase rental and owner-occupied housing downtown, targeting key demographic groups seeking a more urban lifestyle.

Staff finds that development as proposed meets the strategic objectives of:

- 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 through the addition of more than 400 apartments.
- Leverage land contributions, infrastructure investments, incentive grants, and low interest loans by coordinating with the DIA and public works in the opportunity to create a new public park, the expansion/relocation of McCoy's Creek, and necessary infrastructure to support coordinated public and private development.
- Promote and attract neighborhood retail to support downtown residents will be achieved by providing neighborhood retail to support the existing Downtown residents as well as for the benefit of residents brought into the area through additional residential opportunities.

Further, staff finds that the subject hotel development would contribute positively to the benchmarks of:

- Number of Residents.
- Number of Residential Units.
- Number of Jobs.
- Number of Business Establishments.
- Tax Value and Impact to TIF and Future Projections.
- Number of Multi-Family Units Constructed.
- Number of Building Permits Issued.

Redevelopment Goal No. 3 - Simplify the approval process for Downtown development and improve departmental and agency coordination.

Staff finds that development as proposed meets the strategic objectives of:

- Initiate public-private partnerships through the active coordination of McCoy's Creek redevelopment in ways that are beneficial to the plans as initially established.

Further, staff finds that the subject hotel development would contribute positively to the benchmarks of:

- Annual Private Capital Investments

Redevelopment Goal No. 4 – Improve walkability/bikeability and connectivity to adjacent neighborhoods and the St. Johns River while creating highly walkable nodes.

Staff concurs that development of the subject hotel property contribute to the strategic objectives of:

- Develop interconnected, attractive, and safe pedestrian links…among neighborhoods (and) activities by converting commercial property to residential and retail uses that brings more residents into the Brooklyn neighborhood.
- Create a mixture of uses so that housing, activities, retail and other businesses are within useful walking distance.
- The Project is perfectly positioned to provide visitors with a fun, safe and attractive experience to see all that downtown Jacksonville has to offer.
- Require sidewalks of sufficient width and make sure a continuous pedestrian path is available will be found along the Riverwalk in addition to new access corridors to Riverside Avenue.
- Plant street trees, using varieties that will provide shade will be realize4d through the redevelopment efforts both along Riverside Avenue as well as throughout the property and along the Riverwalk where possible or as required.

Further, staff finds that the subject development would likely contribute positively to the benchmarks of:

- Walk Score greater than 90 in neighborhood nodes
- Walk Score greater than 80 in all other parts of Downtown other than [TIAA]Bank Field
- Increased Private Capital Investments in neighborhood nodes
- Increase in observed number of pedestrians and bicyclists
- Increase in desirable street activity outside of business hours

Tier 2

Detailed construction budgets and operating pro formas were provided by the Developer in the application. While the construction costs appear high to DIA Staff, the minimum levels of capital investment ensure that funds will be spent on the development of the property and within a reasonable period per the Performance Schedule as found in the Term Sheet. Similarly, the assumptions found in the preparation of the operating pro forma also appear optimistic when measured by rents and expenses in today's environment, but they are prepared with the expectation of continuing increases and growth in our community and choose to contribute to those efforts by this development project.

The analysis of return on investment using an IRR approach consistent with methodology employed in other similar development projects demonstrates that public support of this development activity is necessary to attract the capital needed to ensure its success.

Tier 3

The development plan as presented is projected to contribute positively to each of the following Performance Measures as detailed elsewhere within this Staff report:

- Employment

- Residents
- Residential Units
- Business Establishments
- Increase Tax Value
- Outdoor Seating Establishments

Conclusion

Because the analysis provided here demonstrates that this development project contributes to the goals and objectives of the CRA and BID Plan, DIA Staff recommends approval of these incentives as presented herein.

TAB VI.

RESOLUTION 2021-08-03: SRX 50 SEATS

RESOLUTION 2021-08-03

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY URGING THE CITY COUNCIL TO ADOPT A RESOLUTION IN SUPPORT OF A J-BILL TO BE CONSIDERED BY THE DUVAL DELEGATION, WHICH WOULD AMEND CHAPTER 87-471, LAWS OF FLORIDA, AS AMENDED BY CHAPTER 2011-255, 2016-248 AND 2017-213, LAWS OF FLORIDA, TO ADD SPECIAL ZONES TO JACKSONVILLE, FLORIDA, SO AS TO PROVIDE AN EXCEPTION TO §561.20(1), *FLORIDA STATUTES*, FOR SPACE AND SEATING REQUIREMENTS FOR LIQUOR LICENSES FOR RESTAURANTS IN THE COMBINED NORTHBANK CRA; PROVIDING AN EFFECTIVE DATE; AUTHORIZING THE DOWNTOWN INVESTMENT AUTHORITY CHIEF EXECUTIVE OFFICER TO EXECUTE ALL DOCUMENTS AND OTHERWISE TAKE ALL ACTION NECESSARY TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the Downtown Investment Authority ("DIA") was designated the Community Redevelopment Agency and the City's economic development agency for Downtown by Ordinance 2014-0560-E; and

WHEREAS, the DIA believes more restaurants are essential to a healthy and vital downtown Jacksonville; and

WHEREAS, the DIA believes more restaurants can complement and aid existing retail establishments by bringing more people to downtown; and

WHEREAS, the DIA believes current restaurant laws hinder the development of smaller, full service restaurants that can help revitalize a downtown area and bring more people to downtown; and

WHEREAS, the DIA believes current restaurant laws hinder the preservation of smaller, more spatially constricted confines that historic properties present in the Northbank CRA; and

WHEREAS, the DIA believes incentives and fewer regulatory restrictions for restaurants can help encourage development in the Northbank CRA; and

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 supports the reduction in seating and service area minimum requirements for the Northbank CRA to 50 seats and 900 square feet.

Section 3. The DIA urges to the City Council to adopt a Resolution in support of the foregoing and forward the same to the Duval Delegation.

Section 3. The DIA authorizes its Chief Executive Officer to execute all documents and otherwise take all action necessary 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 Chair of the DIA Board.

WITNESS: DOWNTOWN INVESTMENT AUTHORITY

________________________ ________________________ ____________

W. Braxton Gillam, Esq., Chairman Date

VOTE: In Favor: _________ Opposed:_ ________ Abstained: ________

SUPPLEMENTAL INFORMATION
SRX 50 SEATS – STAFF REPORT

DIA Strategic Implementation Committee
Staff Report

Northbank CRA SRX license seating and service area reduction

August 16, 2021

The Downtown Investment Authority is urging the City Council to adopt a resolution in support of a J-bill to be considered by the Duval Delegation to provide an exception for space and seating requirements for liquor licenses for restaurants in the combined Northbank CRA. The current requirement is a minimum of 100 seats and 1800 square feet in service area. The recommended change is to lower those to a minimum of 50 seats and 900 square feet of service area. This would encourage and support smaller businesses and their ability to work within the spatially constricted confines that historic properties present.

General Alcohol License Information

The 3 most common licenses used for on and off premise consumption (non-retail) are

1. 2COP – beer and wine only, can be in conjunction with food or without. The license holder can sell malt beverage and wine for consumption on premise and sell the same for off premise consumption. These licenses are unlimited. Examples – Superfood and Brew, Alewife in 5 Points, The Posting House
2. 4COP "quota" – any alcoholic beverage, can be in conjunction with food or without. The issuance is limited to 1 license per 7500 residents per county. The license holder can sell any type of alcoholic beverage, of any alcoholic content, for on and off premise consumption. Because of their limited quantity, these licenses sell based on market value which in Duval County is approximately $500,000. Examples – Riverside Liquors, Costco, Dos Gatos
3. 4COP SRX "special restaurant beverage" – any alcoholic beverage but MUST be in conjunction with food sales. This special provision allows a restaurant to sell any alcoholic beverage, including liquor, under certain circumstances. Under general law, a restaurant may be issued an SRX license if it has at least 2,500 square feet of service area, is equipped to serve meals to 150 customers simultaneously, and derives at least 51 percent of gross revenue from the sale of food and non-alcoholic beverages. Like a 4COP "quota", the issuance of the license is also subject to any zoning requirement establishing a minimum distance between liquor-serving establishments and schools or churches, as well as any state alcoholic beverage law not otherwise inconsistent with the special act. Examples – Indochine, Bellwether, Cowford

History of changes in minimum seating and service area requirement in Duval County

1. In 1987, the Legislature created more lenient requirements for the issuance of SRX licenses in a special zone in Jacksonville. At the time, the zone included three areas: Northside West, Northside East, and Southbank. The minimums were changed to 100 seats and 1800 square feet in service area.
2. In 2011 the zone was expanded to include the Riverside Avondale Urban Transition area (aka 5 Points). The minimums were changed to 100 seats and 1800 square feet in service area.
3. In 2016 the zone was expanded to include the Riverside Avondale Commercial Character Areas. The minimums were changed to 100 seats and 1800 square feet in service area.

4. In 2017 the zone was expanded to include the Murray Hill Commercial Area, Springfield Commercial Area, and the San Marco Transportation Corridor. The minimums were changed to 100 seats and 1800 square feet in service area.

Small Businesses in Small Spaces

The development goals adopted by the DIA support the need for large and small businesses, both of which play a unique role in the urban fabric of downtown Jacksonville. The Northbank CRA has an array of spaces, both historic and non-historic, to accommodate those businesses. Easing restrictions in this manner and in this area will support existing and encourage the expansion of small businesses that further the growth of a unique and diverse downtown.

Recommendation

DIA staff recommends approval of Resolution 2021-08-03 urging City Council to adopt a resolution in support of a J-Bill to make the changes described above to further encourage small business growth in the Northbank CRA

TAB VII
RESOLUTION 2021-08-12: PORTER HOUSE MANSION

RESOLUTION 2021-08-12

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY ("DIA") RECOMMENDING THAT CITY COUNCIL APPROVE A DOWNTOWN PRESERVATION AND REVITALIZATION PROGRAM FORGIVABLE LOAN PACKAGE FOR RENOVATIONS TO THE THOMAS V. PORTER HOUSE BUILDING LOCATED AT 510 N JULIA ST (THE "PROPERTY") PURSUANT TO A REDEVELOPMENT AGREEMENT WITH JWB REAL ESTATE CAPITAL ("JWB") OR ASSIGNS ("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, JWB is the owner of the Property which is in the process of being designated a local historic landmark pursuant to Ordinance 2021-0377 and is located within the National Historic District of Downtown and within the boundaries of the Downtown Northbank CRA; and

WHEREAS, the Developer proposes to renovate the Thomas V. Porter House into a minimum of 4,300 square feet of shell retail/restaurant space and 10,000 square feet of office space; and

WHEREAS, the increased private capital investment totaling not less than $2,956,869 in real property will increase the county ad valorem tax base over the useful life of the assets, will increase the availability of office space units for Downtown businesses and increase restaurant activity in Downtown Jacksonville; and

WHEREAS, the Strategic Implementation Committee of the Downtown Investment Authority ("DIA") met on August 16, 2021 to consider the term sheet and recommendation of DPRP Program Forgivable Loans in accordance with the program guidelines established by City Council in accordance with the terms contained in the term sheet attached hereto as Exhibit A; and

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 seek DPRP funding of up to **$669,581** pursuant to the Downtown Preservation and

Revitalization Program guidelines in accordance with the terms set forth on the term sheet attached hereto as Exhibit A.

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**

______________________ ________________________ __________________
Braxton Gillam, Chairman Date

VOTE: In Favor: ________ Opposed: _________ Abstained: ______

Exhibit A:

**DOWNTOWN PRESERVATION AND REVITALIZATION PROGRAM
TERM SHEET**

Thomas V. Porter House

Project: The project comprises the redevelopment of a historic property in the Church District of Downtown Jacksonville utilizing funding through the Downtown Preservation and Revitalization Program (“DPRP”).

The Thomas V. Porter House (“Porter House”) located at 510 N Julia St, RE# 073849-0005, is a historic three-story building consisting of approximately 14,364 square feet designed by Henry Klutho and built in 1902. Upon completion, the project will provide a minimum of 4,300 sqft of shell retail/restaurant space and 10,000 sqft of office space. Developer will be renovating floors 1-3, approximately 10,000 square feet, for a single office user. The basement, approximately 4,332 square feet, will be renovated into a cold white shell for a future restaurant. Renovations include, but are not limited to, adding an ADA lift, replacement of an egress stairwell, interior ADA work, fire alarm, sprinkler system, interior bathroom remodel, siding repair, and paint.

Developer/ Applicant / Borrower: JWB Real Estate Capital or Assigns (“JWB”)
Total Development Costs (estimate): $3,053,677
Equity (proposed): $459,015 (15.0% of Underwritten TDC)

City Funding: No more than **$535,666** (through the City of Jacksonville Downtown Investment Authority), as follows:

	Historic Preservation, Restoration, and Rehabilitation Forgivable Loan (HPRR)	Code Compliance Forgivable Loan (CCR)	DPRP Deferred Principal Loan	TOTAL
As Underwritten	$277,186	$258,479	$ 133,916	**$669,581**

At this level, the incentive structure and funding under the DPRP will be subject to further approvals by the Jacksonville City Council.

All funding is made at the time of completion and following inspection with criteria approved by the DIA and the Historic Preservation Section of the COJ Planning and Development Department at the time of underwriting. Should Total Development Costs as underwritten fall below $2,956,869, the DPRP Loan Amounts will be reduced proportionately. This amount equates to a 10% reduction in the proposed

Construction Budget alone. Should the Construction Budget as underwritten ($968,077) fall by more than 10%, but less than 15%, the DIA Board shall approve revisions to the DPRP Loan Amounts.

Infrastructure: No City of Jacksonville infrastructure improvements are contemplated.
Land: No City of Jacksonville land is committed to the project.
Loans: No other loans, grants, or other funding from the City of Jacksonville are contemplated for this project, although commercial tenants leasing space within these Properties may be eligible for funding under separate programs.

No costs may be submitted for duplicative funding under more than one DIA incentive program. However, costs incurred by the DPRP Applicant may count towards their required contribution under the Retail Enhancement Program to the extent such costs are directly attributable to space that would be occupied by the REP Grant Applicant.

Minimum Capital Contribution:

A) The minimum total equity capital contribution through completion to remain eligible for the maximum DPRP Funding as outlined is $459,095.
B) The minimum Total Development Cost for the Project as underwritten is $2,956,869, which includes the appraised value of the property at $1,670,000. *Note: This is the minimum for maximum funding as applied for and underwritten. The Projects may be eligible for funding at lower levels subject to maintaining compliance with DPRP Guidelines.*

Performance Schedule:

A) Redevelopment Agreement to be executed within thirty (30) days of the Bill Effective Date.
B) Commencement of Construction: Within three (3) months following the Redevelopment Agreement Effective Date, Applicant commits to commencement of construction, meaning receipt of all required approvals, permitting, and closing on all required financing to allow the start of construction activities and has actually broken ground to begin work.
C) Substantial Completion: Within twelve (12) months following Commencement of Construction as defined above.
D) The DIA CEO will have authority to extend this Performance Schedule, in the CEO's discretion, for up to three (3) months for good cause shown by the Developer / Applicant. Any extensions to the Commencement Date shall have the same effect of extending the Completion Date simultaneously.

Additional Commitments:

A) The Developer commits to the development of:
    1. A minimum of 10,000 of Commercial Office Space.
    2. A minimum of 4,300 square feet of retail/restaurant space.
B) Recommendation as to the eligibility of the approved scope of work on the Properties by the Planning and Development Department shall be required prior to DIA Board approval of any program funding. Such recommendation by the Planning and Development Department may be

conditional on further review and approvals by the State Historic Preservation Office ("SHPO") and/or the National Park Service ("NPS").

C) Upon completion and request for funding, all work on the Properties must be inspected by the Planning and Development Department or designee for compliance with the approved application prior to funding under any DPRP loan component.

D) Funding under the DPRP will be secured by a stand-alone, subordinate lien position on the Property behind any senior secured, third-party lender providing construction, mini-perm, or permanent financing.

E) Each DPRP loan will be cross defaulted with one another.

F) Payment defaults, or other defaults that trigger legal actions against the Applicant that endanger the lien position of the City, shall also be a default on the subject facilities.

G) As JWB will be utilizing a combination of HPRR Forgivable Loans, and CCR Forgivable Loans, the maturity of each of these Forgivable Loan will be five (5) years. Principal outstanding under each note will be forgiven at the rate of 20% annually, on the anniversary date of each such funding, so long as each Forgivable Loan is not in default per DPRP Guidelines.

H) Standard claw back provisions will apply such that:

  a) In the event the Borrower sells, leases, or otherwise transfers the Historic Building during the first five (5) years after the disbursement of the Forgivable Loans, the following shall be due and payable at closing of the Sale:

    i. 100% if the Sale occurs within 12 months after disbursement of the Forgivable Loan;
    ii. 80% if the Sale occurs after 12 months but within 24 months of disbursement of the Forgivable Loan;
    iii. 60% if the Sale occurs after 24 months but within 36 months of disbursement of the Forgivable Loan;
    iv. 40% if the Sale occurs after 36 months but within 48 months of disbursement of the Forgivable Loan; or
    v. 20% if the Sale occurs after 48 months but within 60 months of disbursement of the Forgivable Loan.

  b) In the event Borrower or any lessee or assignee of the Borrower uses the Project or the Historic Property or Properties for any use not contemplated by this Agreement at any time within five years following the disbursement of the Forgivable Loan, the full amount of the Grant, together with all accrued but unpaid interest thereon, shall immediately become due and payable to the City by the Borrower.

I) Funding in the amount of the DPRP Deferred Principal Loan component will have a stated maturity date of ten years from the Funding Date. The loan balance is due in full upon maturity, sale, or refinancing of the property prior to maturity subject to terms of the disposition and value of the property at the time of such event.

J) The DPRP Deferred Principal Loan component requires fixed annual interest payments equal to the total principal outstanding multiplied by the prevailing Ten-Year Treasury Note Rate at the time established for closing.

K) Partial Principal reductions on the DPRP Deferred Principal Loan may be made after the fifth anniversary with no prepayment penalty; however, a minimum of 50% of the initial loan balance must remain outstanding through the loan maturity date unless the Property or Properties are sold or refinanced during that period, subject to DIA approval.

L) DIA reserves the right to approve any sale, disposition of collateral property, or refinance of senior debt during the DPRP Compliance Period. It is anticipated that the Applicant will increase the debt on the property upon stabilization to minimize interest costs during the construction period. Maximum debt after refinance is established at $1,925,000.

M) All Property, business, and income taxes must be current at the time of application and maintained in current status throughout the approval process, the term of the Redevelopment Agreement, and through the DPRP loan period.

N) Payment defaults, bankruptcy filings, or other material defaults during the DPRP loan period will trigger the right for the City of Jacksonville to accelerate all amounts funded and outstanding under any or all programs at such time, plus a 20% penalty of any amounts amortized or prepaid prior to that date.

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

SUPPLEMENTAL INFORMATION
PORTER HOUSE MANSION – STAFF REPORT

DIA Downtown Preservation and Revitalization Program
Staff Report

Porter House Mansion
510 Julia Street

July 27, 2021

Applicant:	**JWB Real Estate Capital ("JWB") or Assigns**
Project:	**Thomas V. Porter House**
Program Request:	**Downtown Preservation and Rehabilitation Program ("DPRP")**
Total Development Costs (as submitted):	**$3,244,676**
Total Development Costs (as underwritten):	**$2,900,289**

DPRP Requested:

1) Historic Preservation Restoration and Rehabilitation Forgivable Loan (HPRR)	**$ 277,329**
2) Code Compliance Renovations Forgivable Loan (CCR)	**$ 274,819**
	$ 552,149

DPRP Recommended:

1) Historic Preservation Restoration and Rehabilitation Forgivable Loan (HPRR)	**$ 277,186**
2) Code Compliance Renovations Forgivable Loan (CCR)	**$ 258,479**
	$ 535,666

Project Background:

The subject project includes the redevelopment of the historic Thomas V. Porter House property located at 510 Julia Street, known as the Porter House Mansion. In alignment with the purpose of the DPRP, proposed funding would be used for preservation and revitalization of unoccupied, underutilized, and/or deteriorating historic, and qualified non-historic, buildings located in downtown Jacksonville in the Central Core District of Downtown Jacksonville as discussed further below.

The Porter House Mansion is a three-story building consisting of approximately 14,364 square feet designed by Henry Klutho and built in 1902. It is a contributing structure listed in the Florida Master Site File and in the Florida National Register of Historic Places. Developer has filed for local historic landmark designation which is proceeding through City Council as ordinance 2021-0377 at the time of this underwriting.

The Porter House Mansion was listed on the National Register of Historic Places in 1976 and highlighted in the Jacksonville Architectural Heritage book.

In its conditional conceptual approval of May 27, 2021, staff for the Historic Preservation Section of the Planning and Development Department notes that, "*The landmark report for the structure found that it met six (6) out of the seven (7) applicable criteria outlined in Chapter 307, Ordinance Code. The significance of the building relates to it being the last remaining example of the grand residences once associated with* *this area of downtown; its Neoclassical architectural style; the owner, Thomas V. Porter's contributions to the city and state; the architect, Henry John Klutho's contributions; the structure's quality of construction; and its suitability for preservation*." Further, "*The application for locally designating the Thomas V. Porter Residence was recently reviewed by the Historic Preservation Commission for landmark status on May 26, 2021 and has been forwarded to City Council for final approval. Based on this pending landmark designation status, the structure can be considered for funding under the DPRP*."

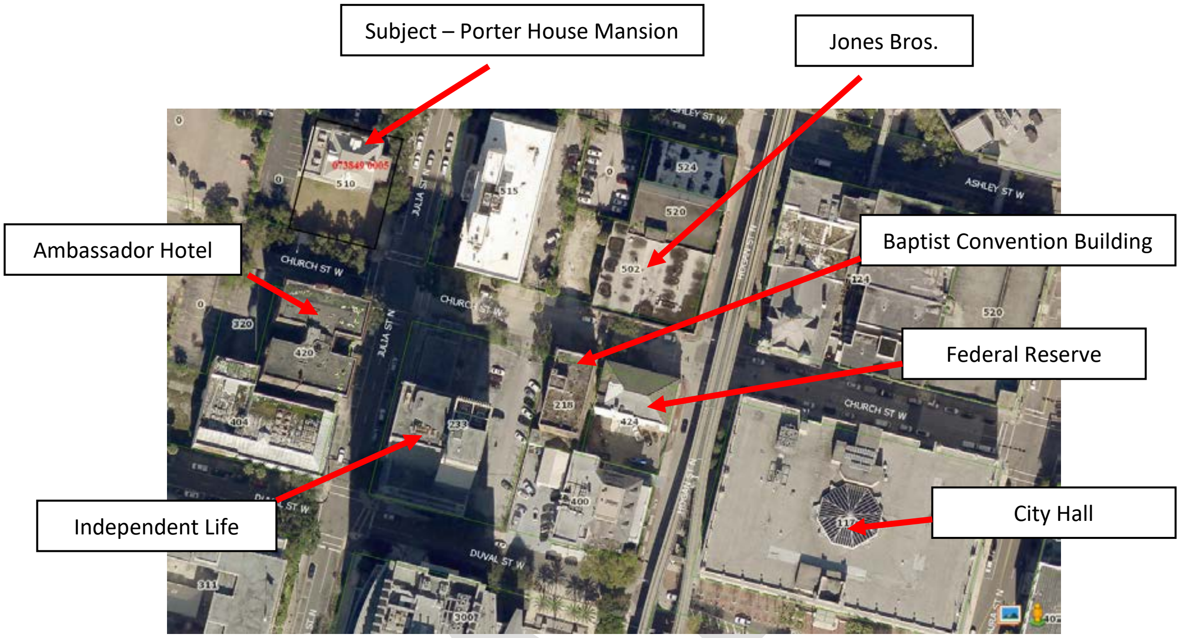
Figure 1. - Thomas V. Porter House, 501 N. Julia Street

Photo Credit: JLL Valuation & Advisory Services, LLC, Appraisal dated July 29, 2020

Redevelopment plans for the project include a minimum of 4,300 sqft of shell retail/restaurant space and 10,000 square feet of office space. Developer will be renovating floors 1-3, approximately 10,000 square feet, for a single office user. The basement, approximately 4,300 square feet, will be renovated into a cold white shell for a future restaurant. Renovations include, but are not limited to, adding an ADA lift, replacement of an egress stairwell, interior ADA work, fire alarm, sprinkler system, interior bathroom remodel, siding repair, and paint.

The redevelopment of this property is in close proximity to other redevelopment efforts underway including: Ambassador Hotel directly across Church Street, Independent Life building on the opposite corner of Church Street and Julia Street, the Baptist Convention building and Federal Reserve building one block east on Church Street. Jones brothers and future development activity of the First Baptist Church property is also within one to three blocks from this site. All of this activity is approximately one to three blocks to the west and northwest of Jacksonville City Hall as shown in Figure 2. below.

Figure 2. – Area Development



Developer:
JWB Capital was founded in 2006 by Alex Sifakis (now President) and Gregg Cohen, and subsequently added partners Adam Eiseman (now CEO) and Adam Rigel. The firm was recently highlighted in a Jacksonville Business Journal cover story for the impact they are making across the Jacksonville market: https://www.bizjournals.com/jacksonville/news/2020/11/20/jwb-from-flipping-homes-to-history.html

Company highlights from that article and other sources include:

- Revenue for 2019 of $113.67 million
- Number of rental homes owned by JWB: approximately 400
- Total number of rental homes managed by JWB: 3,676
- Number of Employees: 79
- Acquired the Town and Country shopping center in Arlington and is converting it to a mixed-use development.
- JWB has eight times been named a top 50 fastest growing company in Jacksonville (most recently #35 in 2019), and seven times been named a Best Place to Work.
- JWB has been invested in the community and has been named a *Company with Heart* by 904 Magazine on multiple occasions for its dedication to community service.
- JWB was given the 2017 Affordable Housing Award from NEFBA

Serving as the primary point of contact on this redevelopment effort, Sifakis is a 2005 graduate of the University of Florida with a BS in marketing and is also a licensed residential contractor and real estate broker in the State of Florida. He serves on the boards of Downtown Vision, Inc. and Habitat for Humanity of Jacksonville and is a graduate of Leadership Jacksonville (2014) and Leadership Florida Connect (2018-2019).

Out of respect for public discovery and disclosure, the firm provided two bank reference letters (BBVA Compass and Hancock Whitney) in lieu of personal tax returns and financial statements. Each letter is dated within December 2020 and attests to the sound credit and depository relationship maintained by JWB and JWB Property Management.

Development Budget:
The total development budget of $2,900,289 is $344,387 below the development budget as presented centered in use of the appraised amount for the value of the building, and elimination of the operating reserve prior to stabilization. The appraisal of the property was performed by JLL Valuation & Advisory Services, LLC and provided a value for the building, "As is" of $1,670,000 ($116.27 psf) as of July 22, 2020. The prospective Market Value upon Completion is $2,100,000 ($146.20 psf), and upon stabilization the property is anticipated to have a value of $3,110,000 ($216.51 psf).

The construction budget as presented totals $980,262 and was revised slightly to $968,077, primarily due to the incorporation of higher-than-expected contingency values. At the adjusted value, the construction costs total $67.40 per square foot, which increases to $85.65 per square foot with the inclusion of $262,212 in budgeted soft costs.

Operating Budget:
The operating budget provided proposes office rents would be established at $16 psf, and restaurant rents would be established at $10 psf. While these are below the averages being realized in the Northbank CRA, they are set at conservative levels to facilitate lease up and stabilization. In the first year of stabilization, Net Operating Income is calculated at $96,052 and increases to a projected $190,865 through year 10. With NOI increased by 20%, gap funding is still considered a requirement as the pre-tax, levered IRR without support would equal only an estimated 8.56% at this level. Return on invested capital is shown to be 2.2% using the unadjusted NOI and increases to 2.86% at the adjusted NOI.

Request and Structure:
To facilitate redevelopment of these properties, the Applicant requests approval of funding under the DPRP totaling $552,149. As will be outlined in more detail below, the recommendation from DIA Staff is for DPRP funding in the amount of $535,666 to be structured as follows:

	Historic Preservation, Restoration, and Rehabilitation Forgivable Loan (HPRR)	Code Compliance Forgivable Loan (CCR)	DPRP Deferred Principal Loan	TOTAL
As Requested	$277,329	$274,819	$ 0	**$552,149**
As Underwritten	$277,186	$258,479	$ 0	**$535,666**

At this level, the incentive structure and funding under the DPRP will be subject to further approvals by the Jacksonville City Council.

All funding is made at the time of completion and following inspection with criteria approved by the DIA and the Historic Preservation Section of the COJ Planning and Development Department at the time of underwriting. Should Total Development Costs as underwritten fall below $2,900,289, the DPRP Loan Amounts will be reduced proportionately. Should Total Development Costs as underwritten fall by more than 10%, but less than 15%, the DIA Board shall approve revisions to the DPRP Loan Amounts.

Underwriting this application established the need for financial support from the City based on the redevelopment costs for the building, deemed important to the activation of Jacksonville's historic building stock and consistent with the goals of the BID and CRA plan as well as the stated purpose of the Downtown Preservation and Revitalization Program.

Total equity of $1,864,312 (64.3% of TDC as underwritten) well exceeds the minimum requirement of 10%, and allows DPRP funding up to 50% of TDC, and surpasses the 25% minimum to avoid requirement of the DPRP Deferred Principal Loan. As such the DPRP Deferred Principal Loan is not required to be established at a minimum of 20% of total DPRP funding for this request.

Each of these parameters for the for the Porter House Mansion are captured in Figure 3. below:

Figure 3. – DPRP Parameters for Porter House Mansion

Total from Const Budget	$	968,077

Sources			
Federal Historic Tax Credit	$	-	0.0%
HPRR Forgivable Loan	**$**	**277,186**	**9.6%**
CCR Forgivable Loan	**$**	**258,479**	**8.9%**
DPRP Def Prin Loan	**$**	**-**	**0.0%**
Other COJ Funding	$	-	0.0%
1st Position Debt	$	508,974	17.5%
Owner Equity	$	1,855,650	64.0%
Add'l Capital Needed			0.0%
TOTAL SOURCES	$	2,900,289	100.0%

Uses			
Value "As Is"	$	1,670,000	57.6%
Predevelopment Costs			0.0%
Construction Costs	$	968,077	33.4%
Soft Costs	$	262,212	9.0%
Developer Fee			0.0%
TOTAL USES	$	2,900,289	100.0%

Maximum Funding Level	$	1,450,145
DPRP Funding	$	535,665
ROI		0.545

	DPRP Guidelines			As Calculated
Measurement	**% of TDC**		***Net of Developer Fee***	**Project**
Developer Equity	10%	Min	of TDC	64.0%
3rd Party Loan			No min or max	17.5%
Subsidy or Tax Credit			No min or max	0.0%
Developer Combined	50%	Min	of TDC	81.5%
DPRP				
Exterior	*75%*	*Max*	*of eligible costs*	
Restoration Int	*75%*	*Max*	*of eligible costs*	
Rehabilitation Int	*30%*	*Max*	*of eligible costs*	
Code Compliance	*75%*	*Max*	*of eligible costs*	
Other	*20%*	*Max*	*of eligible costs*	
HPRR Forgivable Loan	30%	Max	of TDC	9.6%
CCR Forgivable Loan	30%	Max	of TDC	8.9%
DPRP Def Prin Loan	20%	Max	of TDC	0.0%
DPRP Def Prin Loan		Min	Must be ≥ 20% of Gap	N/A
Other COJ Funding				0.0%
COJ Combined	50%	Max	of TDC	18.5%

As shown above, developer equity in the Church Street Building equals 64.1% of TDC as underwritten, which exceeds the minimum requirement of 50% of TDC. Redevelopment of the property is proposed to be supported by a HPRR Forgivable Loan of $277,186, and a CCR Forgivable Loan of $258,479. Program guidelines allow for the HPRR and CCR Forgivable Loans to amortize concurrently with principal forgiven at the rate of 20% annually over a five-year period.

As shown in Figure 4. Below, the ROI for the development as proposed and underwritten is satisfactory per DPRP Guidelines at 0.54X.

Figure 4. - Porter House Mansion ROI Calculation

$2.9 Million in Capital Expenditures

Ad Valorem Taxes Generated			
County Operating Millage	(1)	$ 183,648	
Local Option Sales Tax	(2)	$ 108,150	
Payroll	(3)	$ -	
Add'l Benefits Provided	(4)	$ -	
Total City Expected Benefits			$ 291,798
Total City Investment	(5)		$ 535,665
Return on Investment Ratio			**0.54**

(1) - The investment from the Company is estimated to be $2,908,951 in Capital Contribution for development and $0 in taxable Tangible Personal Property

(2) - Local Option Sales Tax is based on the revenue generated through retail sales, food and beverage, and commercial leases.

(3) - Job estimates are calculated at # of jobs * avg. wage. Assumes 20% spent locally and a 1 percent sales tax over 20 years.

(4) - Value of any additional contribution being made for the benefit of the city in consideration of the incentive

Interest on the DPRP Deferred Principal Loan	$ -
PV of DPRP Deferred Principal Repayment	$0.00
Other	
Total Add'l Benefits Provided	$ -

(5) - City Incentives as follows:

DPRP	$ 535,665
Land	$ -
Other	
Total Direct Incentives	$ 535,665

<u>Recommendation</u>:

DIA Staff recommends approval of a the DPRP loans as outlined herein.

All requirements outlined within the HPS conditional approval or as may be established by the NPS in its conditional approval must be incorporated into the redevelopment project and inspected for adherence upon completion and prior to funding.

Other conditions and requirements of approval and administration of the subject facilities is captured in the Exhibit A Term Sheet.

Staff report prepared by:

Steven T. Kelley, DBA
Director of Downtown Real Estate and Development