

**RESOLUTION 2016-12-01**

**A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (THE "DIA") INSTRUCTING THE CHIEF EXECUTIVE OFFICER ("CEO") OF THE DIA TO CEASE NEGOTIATIONS AUTHORIZED BY RESOLUTION 2015-04-02; AUTHORIZING AND INSTRUCTING THE CHIEF EXECUTIVE OFFICER ("CEO") TO ISSUE A NOTICE OF DISPOSITION FOR THAT, OR PORTIONS OF, CERTAIN CITY-OWNED RIVERFRONT PROPERTY AS SHOWN ON EXHIBIT "A"; AMENDING THE DOWNTOWN INVESTMENT AUTHORITY COMMUNITY REDEVELOPMENT AREA DISPOSITION PROCEDURES FOR THE SHIPYARDS APPROVED MARCH 6, 2015 TO REPLACE THE SCORING CRITERIA WITH THE SCORING CRITERIA AS SET FORTH HEREIN; REPLACING THE DISPOSITION PROCEDURES, SCOPE AND PROCESS FLOWCHART APPROVED MARCH 6, 2015 THEREIN WITH THOSE INCLUDED AS ATTACHMENTS 'A', 'B' AND 'C', RESPECTIVELY; INSTRUCTING THE CHIEF EXECUTIVE OFFICER TO TAKE ALL NECESSARY ACTION IN CONNECTION THEREWITH TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.**

**WHEREAS**, the DIA Board of Directors instructed the CEO to issue a Notice of Disposition for that property commonly referred to as the "Shipyards"; and

**WHEREAS**, via Notice of Disposition ISP-0415-15 was issued by the City of Jacksonville (the "Prior Notice"); and

**WHEREAS**, via Resolution 2015-04-02 the DIA Board of Directors selected a highest-ranking respondent, and instructed the CEO to commence negotiations with the highest-ranking respondent; and

**WHEREAS**, the DIA desires to terminate negotiations with the respondent under the Prior Notice and issue a new Notice of Disposition for all or portions of that certain City-Owned Riverfront Property illustrated by Exhibit "A" attached hereto; and

**WHEREAS**, DIA desires to solicit proposals that are consistent with the Business Investment and Development Plan ("BID Plan") and further the Redevelopment Goals of the North Bank Downtown and Southside Community Redevelopment Area; and

**WHEREAS**, DIA is the designated Community Redevelopment Agency for Downtown's Community Redevelopment Areas, to which a Community Redevelopment Plan was adopted by Ordinance 2014-560-E, 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 approves the following scoring criteria for incorporation into a Notice for Disposition for City-Owned Riverfront Property:

1. Proposal Team Qualifications and Experience (Maximum of 20 points)

Submissions will be evaluated based on the experience of the Proposer's team in developing successful, relevant projects of similar size, type and cost.

2. Proposer's Redevelopment Vision (Maximum of 45 points)

DIA will evaluate the Proposer's approach to make the project successful in the near and long term, based on DIA's Redevelopment Goals and Objectives for the Site, the DIA Business Investment and Development Plan (the "BID Plan" or "BID"), and the following:

- Compliance with all laws, rules and regulations governing the approval procedures and development within Downtown (e.g. Downtown Development Review Board, Zoning);
- Amount and types of public greenspace;
- Riverfront activation;
- Project's furtherance of ongoing City and DIA efforts to increase residential, tourism, and overall economic development in Downtown; and
- Project's interconnectivity to the Sports and Entertainment District as well as other parts of Downtown.

3. Financial Offer and Capacity (Maximum of 35 points)

The Proposer's offer and financial capacity will be evaluated based on financial benefits to the City, as well as the demonstrated capacity to meet financial obligations, including financial references, existing portfolio, recent experience obtaining project financing commitments, and any material litigation (if applicable), and which demonstrates the financial ability to timely deliver the proposed development. Proposals should address as part of this criteria:

- Proposed ownership form(s);
- Funding sources;
- Development Schedule and obligations to develop;
- Financial benefit to the City and impacts to the Tax Increment District; and

- Other information that demonstrates the Proposer has the financial capacity to realize their development plan as identified in their Proposal.

**Section 3.** The DIA approves the Disposition Procedures, Scope and Process Flow Chart, included as Attachments 'A', 'B' and 'C', respectively for incorporation into the Notice of Disposition.

**Section 4.** The DIA instructs the Chief Executive Officer of the Downtown Investment Authority to: (i) terminate negotiations under the Prior Notice; and (ii) take all necessary action necessary to effectuate the issuance of a Notice of Disposition for that City-Owned Riverfront Property illustrated by Exhibit "A".

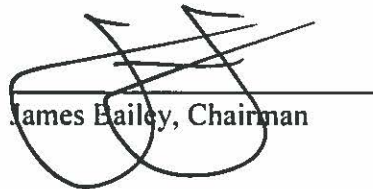
**Section 5.** The DIA selects a 60 day notice period.

**Section 6.** The DIA implements a time limit on negotiations with any such entity deemed by it to be awarded the disposition to complete and come to an agreement on a Redevelopment Agreement between the DIA, and City of Jacksonville and the Party awarded the project; such timeframe shall commence the date the project is awarded.

**Section 7.** This Resolution, 2016-12-01, shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

**DOWNTOWN INVESTMENT AUTHORITY**



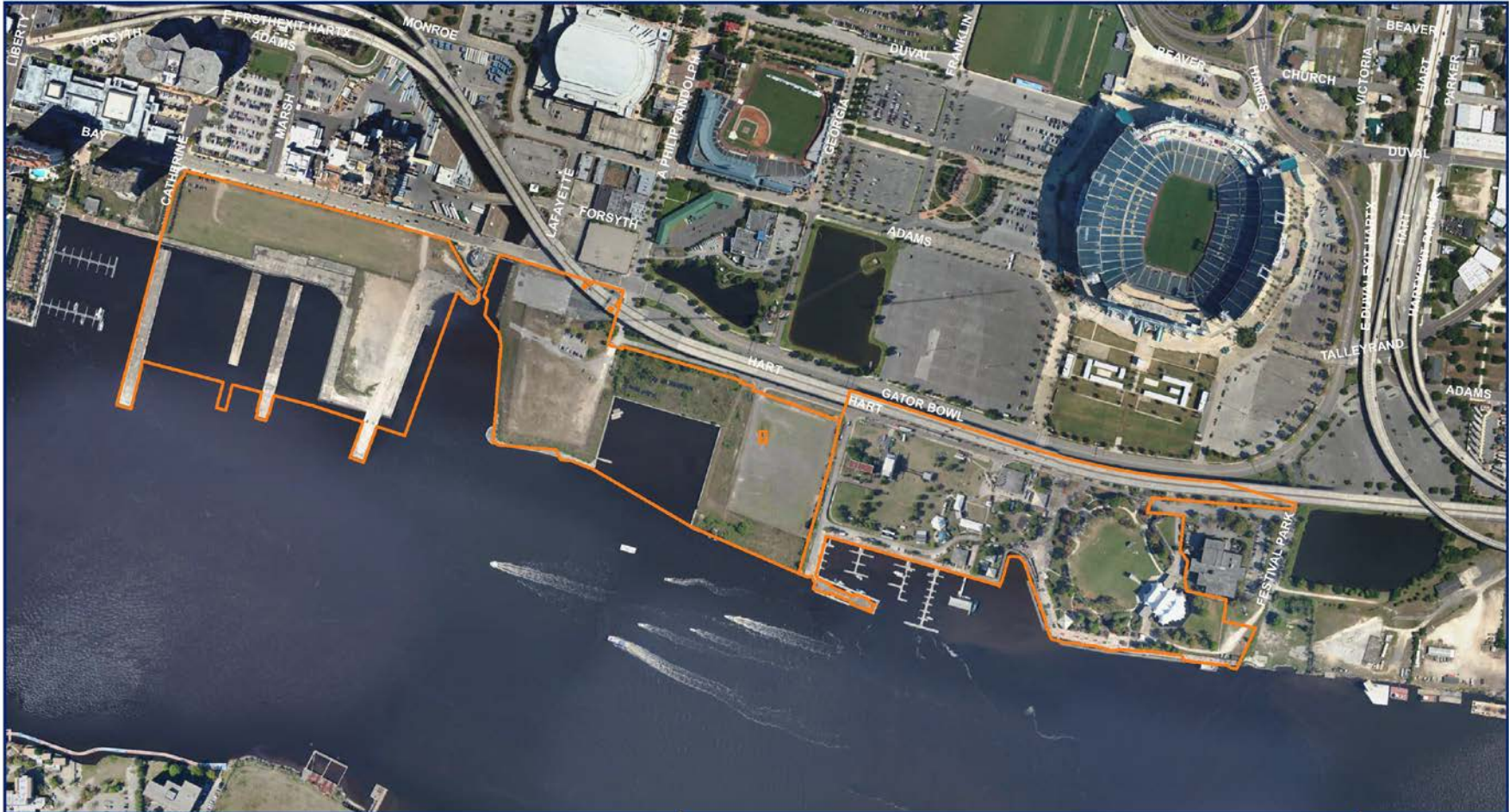
James Bailey, Chairman

December 14, 2016  
Date

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VOTE: In Favor: 9 Opposed: 0 Abstained: 0





**LEGEND**



CITY-OWNED  
RIVERFRONT PROPERTY

**RESOLUTION 2016-12-01  
EXHIBIT 'A'**



NOT TO SCALE  
DECEMBER 1, 2016

**RESOLUTION 2016-12-01**  
**ATTACHMENT 'A'**

This Attachment 'A' to Resolution 2016-12-01 constitutes the general process for the Notice of Disposition for that certain City-Owned riverfront property identified by Exhibit 'A' to Resolution 2016-12-01.

**I. Public Notice of Disposition Components**

The DIA Board shall approve the following components of the "Public Notice Soliciting Proposals" for the Shipyards (collectively, the "Notice of Disposition Components"):

- a) Scope of Notice of Disposition;
- b) Evaluation Criteria; and
- c) Length of Notice of Disposition advertisement shall be 60 days (no less than 30 days per Chapter 163, Florida Statutes).

The DIA Chief Executive Officer ("CEO") shall have the authority to make technical amendments to the Notice of Disposition Components after Board approval for the purposes of correcting legal descriptions, clerical errors, adding standard general instructions, and making other changes as may be necessary to effectuate the purpose of Resolution 2016-12-01.

**II. Evaluation Committee**

The DIA Board Chairman shall instruct the DIA CEO to form an Evaluation Committee, and the Chairman shall appoint a DIA Board Member to serve on such committee. The Evaluation Committee shall include representatives of the City's Administration as deemed appropriate by the City's Chief Administrative Officer. The Evaluation Committee shall be tasked with reviewing and evaluating Notice of Disposition responses, and recommending a responsive bidder to the DIA Board for approval. If no responsive bidder/project in the committee's determination exists, the committee may recommend to the Board that the Notice of Disposition be revised and re-advertised as needed in the best interest of the DIA and the City.

**III. Public Notice Soliciting Proposals Procedures**

The following identifies the general Notice of Disposition procedures:

- a) The DIA CEO develops and recommends for approval by the DIA Board the following Notice of Disposition components: Scope of the Notice of Disposition, Evaluation Criteria, and Length of Notice of Disposition advertisement.
- b) Through the City's Procurement Division, the DIA CEO will advertise the Notice of Disposition for such period as determined by Board.
- c) The Evaluation Committee shall review and evaluate the responses to the Notice of Disposition based on the evaluation criteria set forth in the Notice of Disposition and make a recommendation to the Board. If no responsive bidder/project in the committee's determination exists, the committee may recommend to the Board that the Notice of Disposition be revised and re-advertised as needed in the best interest of the City.

- d) The Evaluation Committee's recommendation shall be presented to the DIA Board for approval.
- e) Upon Board approval of the Evaluation Committee's recommendation, or modification of the same, the Board shall approve and authorize the Chief Executive Officer to commence negotiations with the winning bidder. The negotiation authorization grant shall be for a period of eighteen (18) months from the date of Board approval of the Evaluation Committee's recommendation. Unless a final redevelopment agreement and other agreements as necessary for the project are agreed to among the DIA, City and the winning bidder as necessary to be presented to the Mayor's Budgetary Review Committee and to be filed with City Council is completed within said 18 month period, the negotiation authorization shall lapse and expire without further action, unless otherwise extended by the DIA Board.
- f) The Chief Executive Officer shall present to the Board negotiated term sheet for the Project to be approved by the Board subject to any Board modifications.
- g) Once the Project Term Sheet has been approved by the Board, the Office of General Counsel shall draft a contract regarding the same and seek approval from the Mayor's Budget Review Committee to file legislation to be approved by City Council regarding the same.
- h) Amendments. Any amendments to these procedures shall be subject to Board approval.
- i) DIA, at its sole discretion, may reject all bids.

**RESOLUTION 2016-12-01**  
**ATTACHMENT 'B'**  
**SCOPE OF PROPOSALS**

The DIA as the CRA hereby invites sealed Proposals to redevelop the Site. Proposals shall include the following:

**1. Name of the Developer or proposing group**

Company: \_\_\_\_\_  
Contact: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Phone: \_\_\_\_\_  
Facsimile: \_\_\_\_\_  
E-Mail: \_\_\_\_\_

Note: The Proposers must identify all investors, owners, principals, shareholders, or members by name.

**2. Executive Summary**

The executive summary should summarize the Proposal in five (5) pages or less.

**3. Bid Bond.** Each Proposer will include a Cashier's Check or Certified Check in the amount of \$25,000 made payable to the Tax Collector, City of Jacksonville, Florida. The selected Proposer's Bid Bond will be deposited as a guarantee of good faith to be forfeited to the CITY of Jacksonville, not as a penalty, but as fixed and liquidated damages in the event the successful Proposer fails to enter into an agreement with DIA and City. Those Proposers not chosen will have their checks returned.

**4. Redevelopment Vision for the Site**

- a. Discuss how the proposed land uses align with the BID Plan.
- b. Identification of potential regulatory, environmental, financial, temporal, and other challenges to the Proposer's redevelopment plan. Solutions necessary to address or overcome these challenges should be identified, as well as the parties responsible for implementation of the solutions (i.e., the City, DIA, the developer, etc).

- c. Development Plan, which at a minimum shall include:
- Project timeline and phasing schedule for both horizontal (e.g., demolition, grading, infrastructure, etc.) and vertical development, as well as the identification of responsible parties (i.e., the City, DIA, the developer);
  - A facility operations (i.e., property management) plan, including the identification of responsible parties (i.e., the City, DIA, developer) property conveyance (i.e. parcels, or buildings, lease or sale), proposed development partnerships, and projected costs to DIA and the City, if applicable.
- d. Conceptual Site Plan, which could include drawings, that depicts, at a minimum, the following:
- Proposed location of land use elements;
  - General Site and development plan identifying land uses by location, range of building heights, and general building massing;
  - Vehicular and non-vehicular circulation plan, including the location of all vehicular and pedestrian access ways;
  - How the planned redevelopment addresses Bay Street, Gator Bowl Boulevard, and connects with the rest of Downtown;
  - First class green space, open space and parks plan;
  - Architectural renderings demonstrating key visual elements; and
  - Provides general land use percentages.
- e. Economic and fiscal impact projections, including total estimated taxes to the City of Jacksonville (e.g., ad valorem, city sales taxes, hotel taxes, etc.) per phase.

## **5. General information about the Proposer**

Provide general information, including:

- a. Provide a brief overview of the Proposer's team, including development experience. Identify the specific office responsible for this project and the available resources of that office. If the Proposer is submitting a joint response with a development partner, describe each firm's role and contribution to the team, as well as overall management structure;
- b. Identify other key team members, such as architects, engineers, contractors, lenders, attorneys, property managers, etc.; and
- c. Provide an organizational chart and information that clearly explains the ownership and management structure, relationship of each team member and their respective roles and contributions, as well as the lead contact members and decision-making hierarchy of the development team. Include resumes for all principals expected to be involved in the project, highlighting experience with



mixed-use urban and waterfront development.

## **6. Financing Strategy**

Provide details on the projected financing strategy, including:

- a. Sources and Uses (including capital sources and financial commitments) - A Sources and Uses table which includes an initial “order of magnitude” estimate of the cost of the project along with any potential public or private financial sources;
- b. Conceptual Development Budget - A conceptual level development budget showing the project's total development costs, estimating acquisition costs, hard costs, and soft costs (architectural, engineering, legal and related fees); and
- c. Proposed method or manner for the conveyance of the property from the City, and proposals for final disposition of the property (e.g., sale, lease, phased takedown, etc.).

## **7. Financial offer and capacity**

- a. Proposed purchase price or lease rate(s); and
- b. Proposers will provide financial information on the Proposer firm or firms, and Guarantors, including two years of audited financial statements (if available) or other financial statements, senior unsubordinated debt rating (if any), any investigations by the IRS or SEC of the firm(s), bankruptcies of firms or principals, outstanding litigation, total debt to capitalization of firms, and structure of proposed ownership interest (DIA will seek parent company guarantees and/or other assurances guaranteeing performance during negotiation). The audited financial statements may be included as addenda and do not count in the page limits.
- c. Proposals which fail to provide adequate financial information or fail to demonstrate that the Proposer has adequate financial strength to acquire and develop the Site, will be given a lower score for Financial Capacity (Sec. 2.5(B)(3)).

RESOLUTION 2016-12-01  
ATTACHMENT 'C'

