

CITY OF JACKSONVILLE
COMMUNITY REDEVELOPMENT AGENCY
BOARD MEETING

Proceedings held on Wednesday, August 18, 2021,
commencing at 2:00 p.m., Jacksonville City Hall, Lynwood
Roberts Room, 117 West Duval Street, Jacksonville,
Florida, before Diane M. Tropa, FPR, a Notary Public in
and for the State of Florida at Large.

BOARD MEMBERS PRESENT:

BRAXTON GILLAM, Chairman.
CAROL WORSHAM, Vice Chair.
JIM CITRANO, Secretary.
WILLIAM ADAMS, Board Member.
RON MOODY, Board Member.
OLIVER BARAKAT, Board Member.
TODD FROATS, Board Member.
CRAIG GIBBS, Board Member.

ALSO PRESENT:

LORI BOYER, Chief Executive Officer.
GUY PAROLA, DIA, Operations Manager.
STEVE KELLEY, DIA, Director of Development.
INA MEZINI, DIA, Marketing and Communications.
JOHN SAWYER, Office of General Counsel.
XZAVIER CHISHOLM, Administrative Assistant.

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1 Let's start with the Pledge of Allegiance.
2 Mr. Moody, would you lead us in the Pledge
3 of Allegiance?
4 (Recitation of the Pledge of Allegiance.)
5 THE CHAIRMAN: Before we get started with
6 business, I understand Mr. Adams is not here
7 today. There he is.
8 BOARD MEMBER ADAMS: That's the ghost of
9 Mr. Adams.
10 THE CHAIRMAN: Mr. Adams has joined us by
11 Zoom, and I understand that the way that
12 current rules and the -- I guess the
13 administrative orders -- executive orders read,
14 you have to be in person to vote unless this
15 board takes some kind of exigent circumstance
16 or -- is that right, Ms. Boyer?
17 MS. BOYER: As I understand it -- and I
18 don't have the file right here in front of me;
19 Mr. Sawyer may, but our current bylaws allow an
20 excusal for a personal health issue.
21 So if you are in the hospital or something
22 like that and you could participate by Zoom,
23 you could vote. And also, there are -- an
24 out-of-town business excusal is already a
25 defined exigent circumstance. Other than that,
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1 PROCEEDINGS
August 18, 2021 2:00 p.m.

2 - - -
3 THE CHAIRMAN: I'll call the August 18th,
4 2021, Downtown Investment Authority board
5 meeting to order.
6 Let's see who is here today. Mr. Barakat,
7 Mr. Moody, Mr. Gibbs, Mr. Citrano, Ms. Worsham,
8 Mr. Froats. We're missing Mr. Adams, and we'll
9 address that in a moment, I think.
10 And we're also joined by Ms. Boyer, our
11 CEO; Mr. Kelley; and Mr. Sawyer from the Office
12 of General Counsel.
13 Are we missing anybody? We're missing
14 Mr. Ward as well.
15 MS. BOYER: Mr. Ward should be here, and I
16 think Mr. Parola is on his way downstairs now.
17 THE CHAIRMAN: I'm pushing the button. I
18 think I'm pushing the button. That's not
19 making the machine work the way it used to work
20 at the library, correct?
21 MS. BOYER: It's technical challenges. We
22 have to learn a new system in every room.
23 THE CHAIRMAN: I know our court reporter
24 will throw a pen at me if I get it wrong.
25 So Mr. Ward is here [sic].
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1 the only way one could vote remotely and
2 participate by Zoom is if the board were to
3 take an action and declare a particular absence
4 to be an exigent circumstance.
5 THE CHAIRMAN: Well, just for the record
6 and for the members of the public who weren't
7 here at our last committee meeting --
8 (Mr. Parola enters the proceedings.)
9 THE CHAIRMAN: -- we obviously find
10 ourselves in a different locale. We've been
11 meeting for the last year-and-a-half now at the
12 library, which is socially distant, seemingly
13 more safe, and sort of a more comfortable space
14 than we're in now.
15 As I understand it, that space is being
16 used at least for the next 90 days for testing,
17 COVID testing, so we've lost the use of that
18 space. So we'll either be in this space, which
19 is small and -- well, it has other
20 limitations -- or in Ed Ball building, which is
21 maybe better than this space, but was
22 unavailable today, right, Ms. Boyer?
23 MS. BOYER: That's correct.
24 THE CHAIRMAN: Now, we met here earlier
25 this week in another committee meeting, and
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1 like the audience, we were in cubes that made
2 it difficult for the board members to
3 communicate. I think it made at least
4 Mr. Adams extremely uncomfortable, if not
5 others, for the ongoing, trying to participate
6 in the meeting. And I think that's one reason
7 Mr. Adams is not here. I don't mean to put
8 words in his mouth. I'll let him speak, but
9 that's my understanding.

10 I don't know -- and, Mr. Adams, you're
11 welcome to speak to it for your piece, but
12 we're going to be here for the near -- for the
13 foreseeable future. So this is what our
14 meeting is going to look like at least for the
15 rest of this year probably.

16 MS. BOYER: Unless we can get in the
17 Ed Ball space. I mean, we're going to be in
18 one or the other.

19 THE CHAIRMAN: Mr. Adams, I'll kind of
20 give you the floor.

21 BOARD MEMBER ADAMS: Sure. Thanks a lot.

22 And I understand the rules and not trying
23 to intentionally back up against them, but this
24 is one of those things. I've got an
25 11-year-old son who is not vaccinated. While

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1 I'm vaccinated and would be there otherwise --
2 and while I recognize that the chance of me
3 catching anything -- and you as well -- the
4 chance of me taking it home and giving it to my
5 son as well, and the chance of my son
6 developing a significant illness as well, to
7 me, it's an existential risk. And even if
8 there is a very small risk, it's just not one
9 I'm willing to take when I don't have to.

10 So, you know, I get it. If I can vote,
11 great. If I can't, I can't. If I need to step
12 aside because these are the way we're going to
13 have to do business for a while, and if that
14 presents a problem, happy to do that, too.

15 THE CHAIRMAN: Well, I don't want to take
16 this matter lightly. We have a big agenda
17 today. I want to give anyone else here the
18 opportunity to speak on the issue, too.

19 I will say this, before we started the
20 meeting today, I did ask the question on how is
21 City Council doing business. And they are
22 requiring their members to be present as well.
23 And unless we get some mayoral or gubernatorial
24 words changing the way we do business, I kind
25 of think we're stuck with this current process.

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1 But I wanted to give both you, Mr. Adams,
2 the opportunity to respond to that further, or
3 anybody on the board to make whatever motions
4 or comments you have.

5 Mr. Barakat, we'll start with you.

6 BOARD MEMBER BARAKAT: On this matter, I
7 don't have any -- you know, to the extent that
8 you're vaccinated, it's a personal decision, so
9 I don't have a general opinion on that.

10 THE CHAIRMAN: Mr. Moody.

11 BOARD MEMBER MOODY: I have no problems
12 with it. I'd like to hear Mr. Adams' opinion
13 on some of the different subjects. And if the
14 majority of the board would like to allow him
15 to vote, I would be all for it.

16 THE CHAIRMAN: I think you don't have to
17 use the button, Mr. Gibbs.

18 BOARD MEMBER GIBBS: Very good. Thank
19 you.

20 Like Mr. Barakat says, I think it's a
21 personal decision for each board member, and I
22 certainly sympathize with an 11-year-old son.

23 Thank you.

24 THE CHAIRMAN: I'm not trying to make
25 everyone speak if you don't want to, but I want

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1 to give everyone a chance.

2 Mr. Citrano, do you have any comments?

3 BOARD MEMBER CITRANO: Yeah. I agree that
4 it is a personal matter. I hope we can find a
5 way for Mr. Adams to not only contribute but to
6 vote. But if he can't vote, his contribution,
7 I think, is still very valuable.

8 BOARD MEMBER WORSHAM: I don't have
9 anything other than what's already been said.

10 BOARD MEMBER FROATS: No comments.

11 THE CHAIRMAN: Do I have any motions?

12 BOARD MEMBERS: (No response.)

13 THE CHAIRMAN: Hearing none, I'll call the
14 Community Redevelopment Agency meeting to order
15 for August 18th.

16 First order of business, you were provided
17 a copy of the July 29, 2021, meeting minutes.

18 Do I have a motion on that?

19 BOARD MEMBER MOODY: So moved.

20 BOARD MEMBER GIBBS: Mr. Chair, I see
21 public comment.

22 THE CHAIRMAN: Thank you. And I will come
23 right back to that.

24 Thank you, Mr. Gibbs.

25 You had a -- Mr. Moody had a motion.

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1 BOARD MEMBER BARAKAT: I'll second.
 2 THE CHAIRMAN: And Mr. Barakat seconded.
 3 Any comments on or questions about the
 4 minutes?
 5 BOARD MEMBERS: (No response.)
 6 THE CHAIRMAN: All in favor?
 7 BOARD MEMBERS: Aye.
 8 THE CHAIRMAN: Seems like -- any against?
 9 Any opposed?
 10 BOARD MEMBERS: (No response.)
 11 THE CHAIRMAN: Mr. Gibbs, you're correct.
 12 I omitted public comment. I apologize.
 13 Mr. Chisholm, do we have any cards for
 14 public comments today?
 15 MR. CHISHOLM: Thank you, Mr. Chair.
 16 Yes, we have one speaker request.
 17 Mr. Dimitri, come to the podium and state
 18 your name and address for the record.
 19 (Audience member approaches the podium.)
 20 MR. CHISHOLM: You have three minutes to
 21 speak.
 22 AUDIENCE MEMBER: Thank you.
 23 Dimitri Demopolous, 301 East Bay Street,
 24 Number 303, Jacksonville, 32202.
 25 I don't usually like to get up here and
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1 direction.
 2 As far as the ROFR on the other site, I
 3 think what Mr. Froats said and what was also
 4 perhaps discussed, if there was a way to
 5 perhaps not trigger that ROFR and use that
 6 space for something of a civic type -- who
 7 knows -- that might be kind of cool. It is the
 8 end of Market Street, so a market of some sort
 9 that could serve as a kind of -- you know,
 10 something like a RAM but on smaller scale maybe
 11 that could serve the residents of that area as
 12 we start to grow in number would be really
 13 attractive, or some other thing like that.
 14 The idea that someday the jail and the
 15 police department headquarters might move and
 16 that could be the place for a convention
 17 center/conference center of some sort, just to
 18 enjoy the west Shipyards area. And the park
 19 that's there could really be wonderful, and
 20 also Sulzbacher heading down towards Hogan's
 21 Creek.
 22 You could also mention the mini campus
 23 around the Historical Society, so it could be
 24 just sitting out there in right field all by
 25 itself. It could even have some retail options
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1 speak if the general prevailing winds of the
 2 discussion are going in a direction I agree
 3 with, but I thought in this case, with regard
 4 to the retail enhancement subcommittee, since
 5 I'm a resident and stakeholder that will be
 6 affected by the Ford on Bay plot, you might,
 7 you know, like to hear some comments.
 8 I wanted to say that I enjoyed listening
 9 to the discussion. I think you guys are going
 10 in the right direction. I think you're being
 11 very judicious. I think going ahead with
 12 Parcel 2 on its own makes a lot of sense. I
 13 think what the CBRE gentleman said was very
 14 encouraging about multifamily.
 15 I think that's the most important thing
 16 that you guys could put there. I agree
 17 completely with more people being down there,
 18 especially given that it's at the end of the
 19 Cathedral District, which would probably be the
 20 most fertile place for infill residential.
 21 This all makes unbelievably good sense.
 22 The optionality on the retail spaces on the
 23 ground floor I think is also wise. I wouldn't
 24 want the perfect to be the enemy of the good.
 25 So I think you're all moving in the right
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1 there. And much of that area could be designed
 2 to flood, so there would be, you know, a
 3 resiliency aspect to it as well.
 4 So those are all things I'm hearing. I'm
 5 happy -- I'm glad. You're doing the right
 6 stuff, I think.
 7 And the only comment I'll make about the
 8 marina -- I'm a sailor. In fact, when I was in
 9 San Diego, I loved sailing. But I would
 10 suggest that if any of you -- I'm sure you have
 11 been out to Epping marina -- maybe a component
 12 that you've already thought about, a little
 13 dock bar or something of some sort for
 14 beverages that would help to activate the
 15 marina because the marina is a beautiful thing,
 16 and I prefer looking at boats more than cars,
 17 but if you just have a bunch of boats there, it
 18 is a floating parking lot.
 19 So, trust me, I prefer that than anything
 20 else. But a lot of times people let their
 21 boats sit and not as many people use them as
 22 you might think. So something there for us to
 23 go down and enjoy and watch the sailboats and
 24 the boats rocking back and forth would be
 25 lovely.
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1 So thank you very much. Appreciate it.
 2 THE CHAIRMAN: Thank you very much.
 3 Mr. Chisholm, do we have anyone else here
 4 present who provided a card?
 5 MR. CHISHOLM: Thank you. That's all we
 6 have.
 7 THE CHAIRMAN: The second item on our
 8 agenda today was Resolution 2021-08-01. I'm
 9 going to move that to the end of the CRA
 10 meeting. We're going to start with 2021-08-03,
 11 which is the SRX 50 Seat presentation.
 12 Who is going to start with that?
 13 Ms. Boyer.
 14 MS. BOYER: Thank you, Mr. Chairman.
 15 I can do that. I don't know if
 16 Mr. DeVault is in the room. There he is over
 17 in the corner. I'm going to let Mr. DeVault
 18 speak to it.
 19 Mr. DeVault, if you do not know him, has
 20 an extensive history in the restaurant
 21 industry. He is currently working with us
 22 part-time, and we are hopeful that when
 23 October 1st comes and we have our new position
 24 of project manager, that we will convince him
 25 to stay in a full-time capacity.
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1 MR. DeVAULT: Thank you.
 2 Allan DeVault, DIA staff.
 3 Before you for consideration is Resolution
 4 2021-08-03. It urges City Council to adopt a
 5 resolution in support of a J bill to go to
 6 Tallahassee to be considered by the Duval
 7 Delegation to amend the reduced seating --
 8 minimum seating and space requirements for
 9 restaurants in the combined Northbank CRA.
 10 Currently, the minimum is a hundred seats
 11 or more and 1,800 square feet in service area.
 12 We're suggesting that they be reduced to 50
 13 seats or more and 900 square feet in service
 14 area. That will help them allow support for
 15 the small businesses to work within the
 16 spatially constricted confines of historic
 17 properties that are found downtown.
 18 There's a little more information in the
 19 staff report about the history and where the
 20 changes have been made in Duval County since.
 21 We do have Councilman Gaffney on board to
 22 support it and Representative Wyman Duggan to
 23 take it to Tallahassee.
 24 THE CHAIRMAN: Mr. Adams, if you're still
 25 with us by Zoom, this is your committee. Do
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1 you have any comments on this particular
 2 resolution?
 3 BOARD MEMBER ADAMS: Sure. I think
 4 everybody was in support of this, recognizing
 5 that, you know, making this exception to the
 6 downtown corridor increases the likelihood that
 7 we'll have more and more successful venues
 8 downtown. So the committee was in full support
 9 without a whole lot of debate.
 10 THE CHAIRMAN: And as I understand, the
 11 committee had supported the resolution --
 12 moves --
 13 BOARD MEMBER ADAMS: That's correct.
 14 THE CHAIRMAN: It doesn't need a second.
 15 How about discussion?
 16 Starting with the other end, Mr. Froats.
 17 BOARD MEMBER FROATS: Yeah, I don't really
 18 have any comments other than I'm all for
 19 reducing the size. I don't think there should
 20 be any limitation whatsoever, so I'm in favor
 21 of the motion.
 22 THE CHAIRMAN: Ms. Worsham.
 23 BOARD MEMBER WORSHAM: I attended the
 24 meeting as well and I think pretty much has
 25 full support of the committee. And I think we
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1 should and -- we should support the proposal.
 2 THE CHAIRMAN: Mr. Citrano.
 3 BOARD MEMBER CITRANO: I have no comments.
 4 I'm in support.
 5 THE CHAIRMAN: Mr. Gibbs.
 6 BOARD MEMBER GIBBS: I was at the meeting.
 7 No comments.
 8 THE CHAIRMAN: Mr. Moody.
 9 BOARD MEMBER MOODY: I have a question for
 10 Mr. DeVault.
 11 Allan, you're recognized in the restaurant
 12 business as owning and managing and having an
 13 insider view, really, of what happens.
 14 What is your personal opinion on the
 15 effect of this?
 16 MR. DeVAULT: I was part of changing it
 17 for Five Points about ten years ago and a
 18 little bit Riverside/Avondale. I'm absolutely
 19 for it. I think it helps support smaller
 20 businesses, whether -- especially in the
 21 historic areas where there's smaller spaces.
 22 And I honestly think there should be no
 23 restrictions at all, but one step at a time.
 24 To get it from -- in all of Florida, it's 150
 25 and 4,000 square feet, but in Duval County we
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1 have changed it to lower it several times. And
 2 now, to encourage more downtown, specifically
 3 on the Northbank, getting it to 50 and 900, I
 4 think, is great.
 5 BOARD MEMBER MOODY: All right. No
 6 further questions.
 7 THE CHAIRMAN: Mr. Barakat.
 8 BOARD MEMBER BARAKAT: I'm in full
 9 support. No questions.
 10 THE CHAIRMAN: I was at the committee
 11 meeting, too. I have no further comments. I'm
 12 also in support of it.
 13 I'll call for a vote.
 14 Mr. Barakat, how do you vote?
 15 BOARD MEMBER BARAKAT: I approve.
 16 THE CHAIRMAN: Mr. Moody.
 17 BOARD MEMBER MOODY: I approve.
 18 THE CHAIRMAN: Mr. Gibbs.
 19 BOARD MEMBER GIBBS: I'm in favor.
 20 THE CHAIRMAN: Mr. Citrano.
 21 BOARD MEMBER CITRANO: In favor.
 22 THE CHAIRMAN: Ms. Worsham.
 23 BOARD MEMBER WORSHAM: In favor.
 24 THE CHAIRMAN: Mr. Froats.
 25 BOARD MEMBER FROATS: In favor.

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1 THE CHAIRMAN: I also vote in favor. So
 2 that's unanimous.
 3 Next item today is Resolution 2021-08-04.
 4 This is the Northbank TID Investment Pool
 5 Earnings, a budget adjustment issue.
 6 Ms. Boyer.
 7 MS. BOYER: Yes. Thank you, Mr. Chairman.
 8 Resolution 2021-08-04 is the first of five
 9 budget resolutions that went through the Budget
 10 and Finance Committee.
 11 This one relates to the Northbank, and
 12 this is simply a board action taking all
 13 investment pool earnings earned through the end
 14 of the fiscal year and appropriating them to --
 15 or recommending their appropriation to the
 16 future years' debt reduction. So we could use
 17 them for financial obligations we have in a
 18 future year.
 19 It's a permitted use in accordance with
 20 Florida Statutes. At this point, we don't know
 21 what the full amount of investment pool
 22 earnings are. They have not been booked in the
 23 accounting system. But to ensure that we get
 24 to apply them in accordance with the statute,
 25 it's just a board action directing that that's

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1 where they be appropriated.
 2 THE CHAIRMAN: Thank you.
 3 Mr. Froats, it's your committee. Do you
 4 have a motion or further comment?
 5 BOARD MEMBER FROATS: Do I need to make a
 6 motion?
 7 THE CHAIRMAN: It comes from the
 8 committee, so is there a motion from your
 9 committee?
 10 BOARD MEMBER FROATS: So we have a motion
 11 from our committee. We approved this
 12 unanimously. Just to point out, -04 and -06
 13 are identical. One is for the Northbank and
 14 one is for Southbank. As Ms. Boyer stated, we
 15 don't know how much we're going to receive or
 16 when we're going to receive it, but if we do,
 17 we would like to allocate it to a future year
 18 debt reduction.
 19 THE CHAIRMAN: Ms. Worsham, do you have
 20 any comments?
 21 BOARD MEMBER WORSHAM: No additional.
 22 THE CHAIRMAN: Mr. Citrano, any questions?
 23 BOARD MEMBER CITRANO: None.
 24 THE CHAIRMAN: Mr. Gibbs.
 25 BOARD MEMBER GIBBS: No comments.

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1 THE CHAIRMAN: Mr. Moody.
 2 BOARD MEMBER MOODY: Since -04 and -06 are
 3 the same, can we vote on them together?
 4 THE CHAIRMAN: Let's do them one at a time
 5 just to be safe.
 6 BOARD MEMBER MOODY: No questions.
 7 THE CHAIRMAN: Mr. Barakat, how do you vote?
 8 BOARD MEMBER BARAKAT: I approve.
 9 THE CHAIRMAN: Mr. Moody.
 10 BOARD MEMBER MOODY: I approve.
 11 THE CHAIRMAN: Mr. Gibbs.
 12 BOARD MEMBER GIBBS: I'm in favor.
 13 THE CHAIRMAN: Mr. Citrano.
 14 BOARD MEMBER CITRANO: In favor.
 15 THE CHAIRMAN: Ms. Worsham.
 16 BOARD MEMBER WORSHAM: In favor.
 17 THE CHAIRMAN: Mr. Froats.
 18 BOARD MEMBER FROATS: In favor.
 19 THE CHAIRMAN: I'm also in favor, so
 20 that's unanimous.
 21 We will skip -05 and move to 2021-08-06,
 22 the Southbank TID Investment Pool Earnings
 23 resolution.
 24 Ms. Boyer.
 25 MS. BOYER: So we're skipping -05 and

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1 going straight to -06. It's exactly the same
 2 thing as we just did on the Northbank.
 3 THE CHAIRMAN: Any further comments from
 4 your committee, Mr. Froats?
 5 BOARD MEMBER FROATS: No. It was passed
 6 unanimously. No more comments.
 7 THE CHAIRMAN: Does anyone have any
 8 comments?
 9 BOARD MEMBERS: (No response.)
 10 THE CHAIRMAN: How do you vote, Mr. Froats?
 11 BOARD MEMBER FROATS: In favor.
 12 THE CHAIRMAN: Ms. Worsham.
 13 BOARD MEMBER WORSHAM: In favor.
 14 THE CHAIRMAN: Mr. Citrano.
 15 BOARD MEMBER CITRANO: In favor.
 16 THE CHAIRMAN: Mr. Gibbs.
 17 BOARD MEMBER GIBBS: I'm in favor.
 18 THE CHAIRMAN: Mr. Moody.
 19 BOARD MEMBER MOODY: I approve.
 20 THE CHAIRMAN: Mr. Barakat.
 21 BOARD MEMBER BARAKAT: I approve.
 22 THE CHAIRMAN: I'm also in favor.
 23 So we're back up -- try to go back in
 24 order, Resolution 2021-08-05, Northbank TID
 25 Budget Amendment.

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1 Ms. Boyer.
 2 MS. BOYER: Thank you, Mr. Chairman.
 3 If you will look at the Exhibit A attached
 4 to 2021-08-05, it does a better job of
 5 explaining the movements that are recommended
 6 in this resolution.
 7 The first one is simply a financial system
 8 clean-up. And that is there is 729,366 that is
 9 currently reflected in Unallocated Plan
 10 Authorized Expenditures. And by the way, funds
 11 left in that account at the end of the year are
 12 swept, but it is currently reflected there
 13 because it was not supposed to be there. It
 14 was originally appropriated to MPS and is just
 15 booked in the wrong account. This is just a
 16 clean-up, where we're just moving it to the
 17 proper account. We're not spending; we're just
 18 moving it to where it's supposed to be from an
 19 accounting standpoint.
 20 The second action is leftover funds from
 21 three REV Grants where we have funds left over
 22 after payment and financial obligation, and we
 23 are taking those leftover funds which total
 24 147,563.22 and moving them to a project
 25 entitled Banners and Banner Arm Replacement,

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1 which is 75,000, and Parks and Programming,
 2 which you know you created several months ago,
 3 adding 72,563 to that.
 4 The Banners and Banner Arm Replacement is
 5 in contemplation of the fact that we have the
 6 District branding effort going on as part of
 7 the BID and CRA update. When we get those new
 8 branding graphics, we will want to be replacing
 9 banners throughout downtown for each district.
 10 We have already done an inventory of
 11 missing arms and are working with JEA to figure
 12 out if they are going to replace them or if we
 13 have to pay for them. But we want to have an
 14 inventory in stock to make sure that when they
 15 get knocked off or broken, it doesn't take us
 16 six months to be able to replace and put them
 17 back. That's what that appropriation is for.
 18 THE CHAIRMAN: Mr. Froats, this is your
 19 committee. Do you have any further report?
 20 BOARD MEMBER FROATS: So the Finance
 21 Committee approved this resolution.
 22 I do have one question for Ms. Boyer. I
 23 thought of this afterwards. If we have already
 24 approved the Unallocated to the MPS debt, why
 25 do we have to approve it again?

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1 MS. BOYER: Because we have to -- so you
 2 didn't -- let me try to -- the simple answer
 3 is, if I have a BT form signed by the board
 4 accompanying a resolution, Accounting will take
 5 the action to move it. It is in the wrong
 6 place. We know it's in the wrong place, but
 7 they won't take the action to move it to the
 8 correct place without some documentation.
 9 BOARD MEMBER FROATS: Thank you.
 10 Okay. So Number 1 is just a cleanup.
 11 We've already appropriated this. Number 2 is
 12 just excess revenue that we've added as a
 13 result of going with what the actual is. And
 14 the DIA staff recommended putting this toward
 15 Banners and Parks and Programming.
 16 We had some discussion on it. Ms. Boyer
 17 obviously explained why she put it in the
 18 banners, because they are going through a
 19 replacement process right now. And the Parks
 20 and Programming is fairly new, and we are
 21 working to activate more events downtown.
 22 So it was passed unanimously.
 23 THE CHAIRMAN: Mr. Barakat, any questions?
 24 BOARD MEMBER BARAKAT: I was at the budget
 25 committee meeting, so I approved it. In favor.

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1 THE CHAIRMAN: Mr. Moody.
 2 BOARD MEMBER MOODY: No questions.
 3 THE CHAIRMAN: Mr. Gibbs.
 4 BOARD MEMBER GIBBS: I have no questions.
 5 THE CHAIRMAN: Mr. Citrano.
 6 BOARD MEMBER CITRANO: I just have one
 7 quick one. Parks and Programming, can you give
 8 me an example of what kind of either
 9 improvement or event that that would fund?
 10 MS. BOYER: So for example, from a
 11 programming standpoint, on the Southbank
 12 Riverwalk, one of the things we have been in
 13 conversation with DVI about is to provide music
 14 every third Thursday of every month on the
 15 Southbank Riverwalk, which we would help fund
 16 through our park programming dollars. So there
 17 would be programming activity in the park.
 18 We also can use this account for design
 19 fees or things like that. We're going to be
 20 bringing forward to you as part of the
 21 Northbank -- or the park study that's coming up
 22 to BID and CRA update, a recommendation that we
 23 need two new parks in the Northbank; one in the
 24 Cathedral District and one in LaVilla.
 25 And their recommendation is to start with
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1 the one in the Cathedral District. It's a
 2 vacant parcel of City-owned land near Hogan's
 3 Creek. So we'll probably be recommending to
 4 you a certain allocation out of that next year
 5 for the design of what that park would be.
 6 So either of those things.
 7 BOARD MEMBER CITRANO: Thank you.
 8 THE CHAIRMAN: Ms. Worsham.
 9 BOARD MEMBER WORSHAM: I attended the
 10 meeting as well. We had a good conversation
 11 about the transfer, so I don't have any further
 12 questions.
 13 THE CHAIRMAN: Okay. Any further comments
 14 or questions?
 15 BOARD MEMBERS: (No response.)
 16 THE CHAIRMAN: Mr. Froats, how do you vote?
 17 BOARD MEMBER FROATS: In favor.
 18 THE CHAIRMAN: Ms. Worsham.
 19 BOARD MEMBER WORSHAM: In favor.
 20 THE CHAIRMAN: Mr. Citrano.
 21 BOARD MEMBER CITRANO: I'm in favor.
 22 THE CHAIRMAN: Mr. Gibbs.
 23 BOARD MEMBER GIBBS: I'm in favor.
 24 THE CHAIRMAN: Mr. Moody.
 25 BOARD MEMBER MOODY: In favor.
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1 THE CHAIRMAN: Mr. Barakat.
 2 BOARD MEMBER BARAKAT: I'm in favor.
 3 THE CHAIRMAN: I'm also in favor. So it
 4 passes unanimously.
 5 Next item on the agenda is Resolution
 6 2021-08-07, Southside budget amendment for '20/'21.
 7 Ms. Boyer.
 8 MS. BOYER: So Resolution 2021-08-07 is
 9 similarly allocating excess funds from the REV
 10 Grant, if you look at Exhibit A, from the
 11 Strand and the Peninsula REV Grant and the One
 12 Call CRP. So those three are excess funds.
 13 And then you may recall when we did the
 14 allocation of unallocated funds for the year,
 15 we left 100,000 in the Southbank.
 16 We didn't program it -- decide where we
 17 were going to use it because we were thinking
 18 we might be able to acquire the part that -- or
 19 the small space that is located in front of the
 20 Peninsula and the Strand, that corner triangle
 21 that we were working to trying to acquire. So
 22 we left 100,000 in there for that. That's part
 23 of what has created this balance of 175-
 24 Seventy-five of it is improperly reflected and
 25 is supposed to be reflected in the District.
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1 So in sum total, the recommendation is
 2 that, of that total amount, which is
 3 284,557.88, we move 250,000 of it to the
 4 District. And I'm going to -- you're going to
 5 see on this the Southbank continuing
 6 recommendations to move excess funds into the
 7 District because our payments are coming due.
 8 We are starting to have draw requests, and it's
 9 time to have the funding there to be able to
 10 make the payments. So 250- of it to the
 11 District, with a small balance of 34,557.88
 12 going to Future Years Debt Reduction.
 13 So as not to be confusing, the next
 14 resolution is also money -- moving money from
 15 Future Years Debt Reduction to the District,
 16 750,000. My goal is to have even numbers and
 17 end up with a million-dollar transfer into that
 18 project. That's why we have the odd number
 19 here that is just going to end up resting in a
 20 Future Year Financial Obligation.
 21 Again, that is an activity level and
 22 account that, in accordance with Florida
 23 Statutes, can carry forward from year to year,
 24 to have funds available to pay financial
 25 obligations in a future year.
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1 THE CHAIRMAN: Ms. Boyer, remind me again
2 why we split this resolution or amendment up
3 into two different resolutions.

4 MS. BOYER: I really did it for
5 convenience of the accounting system, because
6 the money that is already -- again, it's
7 similar to my comment to Mr. Froats earlier,
8 that I will have a very clean budget transfer,
9 moving a portion of the existing Future Year
10 Financial Obligation, which they can see in the
11 accounting system, to the District, which is
12 the second action. It's the 750-.

13 This action will come after it from their
14 perspective. And from their perspective, we
15 will take a portion of this new money to the
16 District and then some of it to Future Year
17 Financial Obligation.

18 If I had tried to commingle it in one, it
19 would have created a challenge in the
20 implementation in the financial accounting
21 system.

22 THE CHAIRMAN: Thank you.

23 Mr. Froats, this came to your committee.
24 Do you have a recommendation?

25 BOARD MEMBER FROATS: So the committee
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1 additional \$3 million going toward the
2 District, so that would bring our 8- to 11-.
3 And by adding this, a million, that would bring
4 it to 12-. So we have 12- cash on hand for the
5 \$23 million obligation. Knowing that the way
6 the original transaction was approved is -- is
7 if in any year the draws that we receive exceed
8 the funds on hand, then we can borrow from the
9 City commercial paper. And then we just have
10 to pay them back at the commercial paper rate.

11 So our goal, obviously, is the more cash
12 we can put towards this and spend out of our
13 money and not have to borrow from commercial
14 paper, the better for the City, better for us.

15 THE CHAIRMAN: Ms. Boyer, since -- you did
16 a really good job explaining that. Since we
17 have got \$8 million in the account now set
18 aside, that's part of that money that's
19 invested. We don't know what kind of return
20 we'll get, right?

21 MS. BOYER: Exactly. That's why I'm
22 saying there's a substantial investment pool of
23 earnings that should be to our benefit because
24 we are accumulating that cash in order to make
25 these payments.

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1 recommended approval unanimously, and we do
2 support the movement of the funds to the
3 District -- actually, River's Edge now.

4 MS. BOYER: Correct.

5 BOARD MEMBER FROATS: I would like
6 Ms. Boyer just to let everybody kind of know
7 what the balances are in the account because we
8 did have some discussion on that. And I just
9 want everybody to hear it.

10 MS. BOYER: Sure.

11 So the overall financial obligation for
12 the Community Redevelopment Agency
13 improvements, this would be bulkhead, the
14 parks, the road that leads to the park, the
15 public infrastructure improvements that we're
16 committed to spend dollars for is \$23 million.
17 Our total obligation is 25- plus a little bit
18 because we also have a construction manager
19 that we hired, Pond. Their funds are already
20 encumbered, so the 2 million-plus that we have
21 for them is already encumbered. We have
22 8 million in cash in the District account
23 available to start paying toward the 23- as the
24 draws are coming in.

25 In this year's '21/'22 budget, we have an
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1 THE CHAIRMAN: And is that 8 million
2 allocated to the District or, I guess, River's
3 Edge at this point, investment earnings on that
4 money is also in that location, whatever that
5 question mark number is?

6 MS. BOYER: Correct.

7 BOARD MEMBER FROATS: Ms. Boyer, as far as
8 the repayment, do you think that in three years
9 we'll have the --

10 MS. BOYER: Absolutely. So I have a
11 schedule where I'm looking at when I expect the
12 draws to come in and when I expect our next
13 budget years to hit and the next tranches of
14 money to become available for them.

15 I think, in total, we won't have to borrow
16 more than \$8 million from the General Fund for
17 this \$23 million obligation. And I think we
18 will be able to pay it off -- it will be
19 completely paid off three years from now,
20 because I do --

21 We have a REV Grant obligation on the
22 Southbank that we will finish paying this year.
23 We've been, in the past, paying several hundred
24 thousand dollars a year. This year, we will
25 pay 62,000 and it's done, which is going to

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1 free up another couple hundred thousand dollars
 2 for us. And I fully believe we can commit \$3
 3 million a year.
 4 But with the growth we will see when the
 5 Southerly comes online and when some of the
 6 other properties are coming online, from a
 7 tax-roll standpoint, I think that we will be
 8 able to probably even go as far as 3-and-a-half
 9 million toward that obligation, which will take
 10 care of that 8- pretty quickly.
 11 BOARD MEMBER FROATS: Thank you.
 12 No further comments.
 13 THE CHAIRMAN: Ms. Worsham, do you have
 14 any comments?
 15 BOARD MEMBER WORSHAM: No. I was at the
 16 committee meeting. And with the additional
 17 comments, I don't have anything.
 18 THE CHAIRMAN: Mr. Citrano.
 19 BOARD MEMBER CITRANO: I don't have any
 20 comments.
 21 THE CHAIRMAN: Mr. Gibbs.
 22 BOARD MEMBER GIBBS: I have no comments.
 23 THE CHAIRMAN: Mr. Moody.
 24 BOARD MEMBER MOODY: No comment.
 25 THE CHAIRMAN: Mr. Barakat.

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1 BOARD MEMBER BARAKAT: None.
 2 THE CHAIRMAN: We will have a vote.
 3 Mr. Barakat, how do you vote?
 4 BOARD MEMBER BARAKAT: I approve.
 5 THE CHAIRMAN: Mr. Moody.
 6 BOARD MEMBER MOODY: Approve.
 7 THE CHAIRMAN: Mr. Gibbs.
 8 BOARD MEMBER GIBBS: I'm in favor.
 9 THE CHAIRMAN: Mr. Citrano.
 10 BOARD MEMBER CITRANO: In favor.
 11 THE CHAIRMAN: Ms. Worsham.
 12 BOARD MEMBER WORSHAM: In favor.
 13 THE CHAIRMAN: And Mr. Froats.
 14 BOARD MEMBER FROATS: In favor.
 15 THE CHAIRMAN: I'm also in favor.
 16 So that, 2021-08-07, passes and by
 17 unanimous vote.
 18 And we're on to 2021-08-08, which is
 19 another amendment to the Southside TID.
 20 Ms. Boyer.
 21 MS. BOYER: Thank you.
 22 THE CHAIRMAN: You already spoke about it
 23 a little bit.
 24 MS. BOYER: I did. So this is the other
 25 half, if you will, of increasing the funding

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1 balance in the District.
 2 This is -- we already have over 800,000 in
 3 Future Years Financial Obligation right now in
 4 the District. Taking 750- of that to get to
 5 our round number of 1,000,000 transferred in
 6 and moving it to the District specifically so
 7 that we can pay directly out of that.
 8 THE CHAIRMAN: You said 800-. You meant
 9 8 million. We already have 8 million.
 10 MS. BOYER: We have 800,000 in Future Year
 11 Financial Obligations in the Southbank. So I'm
 12 taking 750- of the 800- and moving that over.
 13 THE CHAIRMAN: Mr. Froats.
 14 BOARD MEMBER FROATS: The committee
 15 unanimously approved this. I'm in support of
 16 that. No further comments.
 17 THE CHAIRMAN: Ms. Worsham.
 18 BOARD MEMBER WORSHAM: Nothing further.
 19 THE CHAIRMAN: Mr. Citrano.
 20 BOARD MEMBER CITRANO: No comments.
 21 THE CHAIRMAN: Mr. Gibbs.
 22 BOARD MEMBER GIBBS: I have no comments.
 23 THE CHAIRMAN: Mr. Moody.
 24 BOARD MEMBER MOODY: No comments.
 25 THE CHAIRMAN: Mr. Barakat.

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1 BOARD MEMBER BARAKAT: No comments.
 2 THE CHAIRMAN: We will vote on this one,
 3 too.
 4 Mr. Barakat.
 5 BOARD MEMBER BARAKAT: I approve.
 6 THE CHAIRMAN: Mr. Moody.
 7 BOARD MEMBER MOODY: In favor.
 8 THE CHAIRMAN: Mr. Gibbs.
 9 BOARD MEMBER GIBBS: I'm in favor.
 10 THE CHAIRMAN: Mr. Citrano.
 11 BOARD MEMBER CITRANO: In favor.
 12 THE CHAIRMAN: Ms. Worsham.
 13 BOARD MEMBER WORSHAM: In favor.
 14 THE CHAIRMAN: Mr. Froats.
 15 BOARD MEMBER FROATS: In favor.
 16 THE CHAIRMAN: I'm also in favor.
 17 The 2021-08-08 amendment to the Southside
 18 Tax Increment District, seven to none.
 19 Next --
 20 MS. BOYER: Mr. Chairman, before you leave
 21 financial items, I'd like Wanda Crowley, who is
 22 standing in the back, to stand up. She's our
 23 new financial analyst who started this week.
 24 So before we leave all this, she -- I
 25 didn't ask her to present them since she'd only

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1 been here two days. But she got an
 2 opportunity, and you'll all have an opportunity
 3 to meet her. We're very excited to have her.
 4 Wanda comes to us from the library.
 5 THE CHAIRMAN: Ms. Crowley, welcome.
 6 MS. CROWLEY: Thank you. I'm glad to be
 7 here.
 8 THE CHAIRMAN: Certainly an auspicious
 9 meeting. Next time, we'll see you without a
 10 mask, hopefully.
 11 Next item on our agenda is Resolution
 12 2021-08-09, our termination of ISP-0307-20.
 13 This is part of the Ford on Bay, I believe.
 14 Ms. Boyer.
 15 MS. BOYER: Correct. And this went to the
 16 Retail Enhancement and Property Disposition
 17 Committee last week in order to consider any
 18 future terms or future disposition of the
 19 property, including a disposition to Spandrel
 20 on the terms that they were now suggesting they
 21 were comfortable performing under. We would
 22 have to do a termination of the current
 23 disposition and then be free to author the
 24 property in the marketplace, negotiate it or
 25 otherwise.

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1 material changes that the developer was asking
 2 for and since they will have an opportunity to
 3 recast their bid along with others in the
 4 marketplace.
 5 We are having a second workshop, our
 6 committee is, in early September to bring to
 7 this board new criteria to evaluate the new
 8 bids, the new process, and scoring, as well as
 9 just some additional thoughts around strategy
 10 and the various parcels that we're dealing with
 11 here, so --
 12 And the good news is the market is -- we
 13 got a very good summary from colleagues at CBRE
 14 regarding the multifamily market in
 15 Jacksonville, and downtown in particular, and
 16 it's almost night and day compared to when this
 17 bid originally went out. So from that
 18 standpoint, the City is going to be in a very,
 19 very good position.
 20 So we approved this unanimously.
 21 THE CHAIRMAN: Thank you, Mr. Barakat.
 22 Mr. Moody, do you have any comments?
 23 BOARD MEMBER MOODY: No comments.
 24 THE CHAIRMAN: Mr. Gibbs.
 25 BOARD MEMBER GIBBS: No comments.

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1 But I think my recommendation is and what
 2 we're discussing in committee is that we not do
 3 a negotiated disposition -- we do have several
 4 interested parties -- but that we put it back
 5 in the marketplace due to the level of
 6 interest.
 7 So this is terminating negotiations with
 8 Spandrel. They remain interested, or at least
 9 indicated several weeks ago they continue to be
 10 interested in the property. It was simply that
 11 the terms on which they were interested were
 12 departing enough from their original response
 13 to the Notice of Disposition that Procurement
 14 considered that a material departure and,
 15 therefore, necessitated a new Notice of
 16 Disposition in any event.
 17 THE CHAIRMAN: Mr. Barakat, this is your
 18 committee.
 19 BOARD MEMBER BARAKAT: Yes, sir.
 20 THE CHAIRMAN: A report.
 21 BOARD MEMBER BARAKAT: I don't know if I
 22 need to add much from what Ms. Boyer described.
 23 We had a number of things to review at the
 24 committee. This was the -- probably the easier
 25 of several resolutions we discussed due to the

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1 THE CHAIRMAN: Mr. Citrano.
 2 BOARD MEMBER CITRANO: Just one. So this
 3 is just the termination. And at a later
 4 date -- probably at the workshop -- there will
 5 be discussion about what the parameters or
 6 terms of the new RFP will include or not
 7 include?
 8 BOARD MEMBER BARAKAT: That's correct.
 9 BOARD MEMBER CITRANO: Okay. I'm good.
 10 THE CHAIRMAN: Ms. Worsham.
 11 BOARD MEMBER WORSHAM: Well, I was at the
 12 committee meeting as well. And as I said, in
 13 this case, the delay caused the progression of
 14 this RFP, and the developers probably took
 15 advantage to us. So we were all in favor of
 16 terminating the agreement and reconsidering
 17 what happens on that site.
 18 THE CHAIRMAN: Mr. Froats.
 19 BOARD MEMBER FROATS: No further comments.
 20 THE CHAIRMAN: I attended by Zoom. After
 21 the meeting, I had a couple of questions. I
 22 know there's going to be a workshop in
 23 September. Is the expectation that -- or the
 24 hope that after that workshop we will have a
 25 vote on a proposed RFP in the September meeting

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1 before this board?
 2 MS. BOYER: Mr. Chairman, that is my hope
 3 as staff, that we -- the workshop, I believe,
 4 is scheduled now for the 2nd. And the goal
 5 there would be to agree upon the terms that
 6 would be in a new offering and that we would
 7 take that to -- there was a draft resolution
 8 and there were accompanying documents that many
 9 of you received early on. I'm happy to
 10 redistribute those so you can start thinking
 11 about that.

12 We will have -- everybody is welcome on
 13 the 2nd. Hopefully, we agree on the terms
 14 based on the advice we're getting from CBRE and
 15 others. They would then start premarketing the
 16 disposition the next day, immediately following
 17 the September board meeting. They would do
 18 that for a month with the idea that our Notice
 19 of Disposition would actually issue somewhere
 20 around October 20th and that it would close
 21 right before Thanksgiving.

22 It is their recommendation that we not
 23 have the notice out for more than the 30 days
 24 that we are required because longer than that,
 25 they believe, things start to get stale and

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1 So it's an update, and it's kind of --
 2 it's serendipitous that this was -- happened
 3 the way it's happened, but I think we'll end up
 4 having a much better product. But we want to
 5 be very thoughtful about the revised criteria,
 6 and that's why we decided to have an additional
 7 workshop.

8 THE CHAIRMAN: Thank you, Mr. Barakat.
 9 I'll tell you, at that meeting -- I find
 10 CBRE's report really interesting and helpful,
 11 and they are consulting on this. I would
 12 like -- a lot of the members of the board are
 13 actually on that committee and were present;
 14 everyone was not.

15 I wonder if it would be too much to ask to
 16 have CBRE come to one of our meetings and give
 17 us a small report on what they see changes are
 18 in downtown Jacksonville, particularly with
 19 market values and rents and that kind of thing
 20 as it impacts our responsibility.

21 MS. BOYER: We would be happy to do that.
 22 And it was our goal at this meeting to
 23 have Willdan, who is doing our updated market
 24 feasibility study, present today. That
 25 presentation is not ready, so you'll be getting

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1 cold. They won't be able to contact
 2 prospective bidders during that period, just
 3 like we can't have any contact during that
 4 period. So they think 30 days to 40 days of
 5 premarketing, 30-day Notice of Disposition, and
 6 not let it drag into the holidays.

7 So hopefully we will be in agreement and
 8 know what those terms are in September. If it
 9 falls to October, then we have to have a
 10 conversation about whether we let it go until
 11 January.

12 THE CHAIRMAN: Thank you, Ms. Boyer.

13 BOARD MEMBER BARAKAT: If I could just
 14 add, we did begin criteria discussion about
 15 what to change and what not to change compared
 16 to the last time.

17 This site is so important and we learned a
 18 lot from the first iteration from the brokers
 19 and the feedback they got from the market. So
 20 we're trying to make the criteria a little bit
 21 more developer-friendly in some cases, but also
 22 ensure that we have the right uses in the right
 23 areas of the site, that we take into account
 24 the resiliency, which we've learned more about
 25 in the last year or two.

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1 that either at a workshop or at the September
 2 meeting as well.

3 So theirs is more global. I think CBRE's
 4 is both more granular and actually more current
 5 because Willdan was, as of January -- and a lot
 6 of what CBRE was talking about is the rent
 7 growth we have seen in the last six months.

8 THE CHAIRMAN: Thank you very much.

9 Any other comments or questions?

10 BOARD MEMBER WORSHAM: Do we have a time
 11 for that meeting on the 2nd? Do we have any --

12 MS. BOYER: I think --

13 THE CHAIRMAN: (Inaudible.)

14 MS. BOYER: Xzavier may.

15 MR. CHISHOLM: I'm sorry. Was the
 16 question, do we have a time for that meeting?

17 BOARD MEMBER WORSHAM: Yes. On the 2nd.

18 MR. CHISHOLM: Yes. We're looking at 3:30
 19 on the 2nd.

20 BOARD MEMBER WORSHAM: Thank you.

21 THE CHAIRMAN: Any other questions?

22 BOARD MEMBERS: (No response.)

23 THE CHAIRMAN: Mr. Froats, how do you
 24 vote?

25 BOARD MEMBER FROATS: In favor.

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1 THE CHAIRMAN: Ms. Worsham.
 2 BOARD MEMBER WORSHAM: In favor.
 3 THE CHAIRMAN: Mr. Citrano.
 4 BOARD MEMBER CITRANO: I'm in favor.
 5 THE CHAIRMAN: Mr. Gibbs.
 6 BOARD MEMBER GIBBS: I'm in favor.
 7 THE CHAIRMAN: Mr. Moody.
 8 BOARD MEMBER MOODY: In favor.
 9 THE CHAIRMAN: Mr. Barakat.
 10 MR. BARAKAT: In favor.
 11 THE CHAIRMAN: I'm also in favor.
 12 2021-08-08 -- excuse me, 2021-08-09,
 13 termination of the Ford on Bay project, is
 14 approved seven to zero.
 15 Next item on the agenda is Resolution
 16 2021-08-12, Porter House Mansion project.
 17 Ms. Boyer or Mr. Kelley.
 18 MS. BOYER: Mr. Kelley.
 19 MR. KELLEY: Thank you, Mr. Chair.
 20 So what you have before you is a
 21 resolution for a DPRP funding for the
 22 redevelopment of the Porter House Mansion,
 23 which the committee -- or, I'm sorry, the board
 24 may be familiar with, located in the church
 25 district, which is currently owned by JWB
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1 Capital.
 2 The property is currently in pretty good
 3 shape, but as per the terms of DPRP, which
 4 calls for the preservation and protection and
 5 use of our historic properties, JWB is
 6 proposing the addition or the further
 7 modification of that property to allow for
 8 restaurant use in the basement, which actually
 9 is about half underground, half above ground.
 10 So it's got windows and such as well.
 11 In any case, what you have before you in
 12 Resolution 2021-08-12 is a REV Grant comprised
 13 of the HPRR, the DPR -- I'm sorry, the HPRR,
 14 the CCR, and the deferred principal loan in the
 15 amounts of 277,186 for the preservation,
 16 restoration, and rehabilitation forgivable
 17 loan. The code compliance loan is 258,479, and
 18 the deferred principal loan is 133,916.
 19 As you may recall, these loans -- the
 20 first two loans, the HPRR and the CCR, are
 21 forgiven over a period of five years, where the
 22 deferred principal loan is repaid over a period
 23 of ten -- or at the end of the ten years
 24 interest only during that period and until such
 25 time.
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1 Total development costs are estimated at
 2 \$3 million. Equity on this one is going to be
 3 \$459,015, which will be the required equity
 4 amount at the time of stabilization. As I
 5 mentioned in the committee meeting, the
 6 developer has requested that the equity be
 7 measured upon stabilization, that they will be
 8 using their own funds during the construction
 9 period and then leveraging those dollars out on
 10 stabilization. So that meets the criteria of
 11 the guidelines for the DPRP program.
 12 In here, we have additional commitments of
 13 10,000 square feet of commercial office space
 14 and a minimum 4,300 square feet of retail
 15 restaurant space. And everything else is in
 16 line with the guidelines of the DPRP program.
 17 And then I believe Mr. Sifakis has some --
 18 MS. BOYER: He had to step out.
 19 MR. KELLEY: Oh. He had to step out.
 20 Cyndy Trimmer is here to address questions
 21 for the applicant, but, of course, I'm happy to
 22 address your questions as well.
 23 THE CHAIRMAN: Thank you, Mr. Kelley.
 24 Mr. Adams, it's your committee. Do you
 25 have any comments or recommendations?
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1 BOARD MEMBER ADAMS: Yes. The committee
 2 recommended approval. We were all in favor of
 3 the renovation of the Porter House Mansion,
 4 excited about the project. We're working to
 5 rehab that old building. It's absolutely in
 6 line with all of the programs (inaudible),
 7 Historic Preservation Fund (inaudible).
 8 And as we understand it from Mr. Sifakis,
 9 the intention is to bring a restaurant to the
 10 basement. In light of other developments
 11 that's going to be going on in the area, it
 12 seemed like a great project, and we're all in
 13 favor of it.
 14 The only comment -- and, you know,
 15 Mr. Kelley, maybe you can speak to this
 16 yourself -- which might bear noting was a
 17 concerned voice about the way the project --
 18 the program is administered and the ability
 19 to -- the basing of the funding on sales rates
 20 versus appraisal rates for the property and
 21 what impact that might have on the viability of
 22 the fund.
 23 But I'll leave that to you to discuss.
 24 The committee recommended approval.
 25 THE CHAIRMAN: Thank you, Mr. Adams.
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1 Mr. Barakat.
 2 BOARD MEMBER BARAKAT: A couple of things.
 3 One, I had declared my need to sign a Form 8B
 4 for potential business we are dealing with JWB.
 5 I'll submit that to Mr. Crescimbeni after
 6 today's meeting as well.
 7 As far as the project, I think, as
 8 Mr. Adams cited, we're all in support of it.
 9 There was discussion about, you know, how to
 10 treat the basis of the property -- or the
 11 developer's basis, if a developer had to pay a
 12 high price and potentially above the face value
 13 of the property and whether developers should,
 14 quote, get credit in our methodology.
 15 And I think staff mentioned the metric by
 16 which we -- or the method by which we value
 17 these properties and the analysis. I think
 18 that beared [sic] a little bit more
 19 conversation, if it's not in a workshop or
 20 maybe at a future committee meeting. I'm not
 21 sure all of us were a hundred percent satisfied
 22 with the explanation.
 23 That being said, we're generally in
 24 support very much of this project based on
 25 who's doing it and what we're doing. And I
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1 is, presented in the resolution and in the
 2 redevelopment agreement that's approved by City
 3 Council. So they are acknowledging and making
 4 the commitment for that.
 5 But because they can't appropriate for
 6 future City Councils, it has to come back
 7 before the City Council that is seated at the
 8 time that the project will be completed for
 9 approval of the appropriation at that time.
 10 BOARD MEMBER BARAKAT: So we are
 11 essentially acting as an underwriter for City
 12 Council. We're analyzing and making a
 13 recommendation, correct? And then they -- our
 14 approval does not mean the dollars are awarded
 15 to the developer; is that correct?
 16 MR. KELLEY: (Inaudible.)
 17 BOARD MEMBER BARAKAT: It sounds like
 18 we're making the developers go through a number
 19 of hoops there, but if -- if we had our
 20 druthers, we would have a more expeditious
 21 process.
 22 No further questions. Thank you.
 23 THE CHAIRMAN: Mr. Moody.
 24 BOARD MEMBER MOODY: I'm very much in
 25 favor of this project. It's an old building
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1 just have one question, and that is the source
 2 of each of these funds.
 3 We had a historic trust for a while, and
 4 that no longer exists; is that correct? And so
 5 a historic preservation loan, the code
 6 compliance loan, and the deferred principal
 7 loan, what is the source of all those funds?
 8 MR. KELLEY: Thank you.
 9 Through the Chair to Mr. Barakat. So the
 10 fact that -- HPRTF does still exist; it can be
 11 used for projects that are \$100,000 or less.
 12 It has some money in it that we're doing some
 13 of the earlier projects with, such as the old
 14 Independent Life and the Ambassador.
 15 But when we created the DPRP through City
 16 Council approval, it is understood that this
 17 will require -- all loans coming through the
 18 DPRP will require City Council approval at that
 19 time. And then it will require a second
 20 approval for the actual appropriation in the
 21 year in which we anticipate the project will be
 22 completed and eligible for funding.
 23 The source of funds at that time will be
 24 from the General Fund through City Council. So
 25 when we bring it in for the first time -- that
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1 and it's located right very close to where
 2 we're sitting today with four or five other
 3 projects. And that -- as all of this comes
 4 together, there's going to be great synergy in
 5 this part of town. So I think it's going to be
 6 a real positive for downtown Jacksonville.
 7 THE CHAIRMAN: Mr. Gibbs.
 8 BOARD MEMBER GIBBS: I attended the
 9 committee meeting, and my only concern was
 10 parking, and that was explained -- cleared up,
 11 so I'm in favor of this project.
 12 THE CHAIRMAN: Mr. Citrano.
 13 BOARD MEMBER CITRANO: I'm very
 14 supportive.
 15 Just out of curiosity, is this building
 16 going to be for JWB offices or is it a third
 17 party?
 18 (Mr. Sifakis approaches the podium.)
 19 MR. SIFAKIS: Alex Sifakis, 340 8th
 20 Street.
 21 No, this won't be for JWB offices. We
 22 will be leasing it. We're actually pretty
 23 close to signing a lease with an office tenant
 24 right now.
 25 BOARD MEMBER CITRANO: Thank you.
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1 THE CHAIRMAN: Ms. Worsham.
 2 BOARD MEMBER WORSHAM: I'm very much in
 3 favor of the project and our program that helps
 4 restore these buildings.
 5 I don't have any other questions.
 6 THE CHAIRMAN: Mr. Froats.
 7 BOARD MEMBER FROATS: So I'm in favor.
 8 I wasn't in the Strategic Implementation
 9 Committee, but I do understand that if we offer
 10 these incentives, it could impact the purchase
 11 price of the deal. And it sounds like maybe
 12 that's something you discussed earlier.
 13 So how far off was the purchase price from
 14 the fair market value?
 15 THE CHAIRMAN: A couple hundred thousand
 16 dollars, if I recall.
 17 BOARD MEMBER FROATS: All right.
 18 Just second, congratulations to the
 19 developer. We're seeing his name a lot over
 20 the past year. So we appreciate your efforts
 21 downtown. We hope that you're successful
 22 because you're a big partner now of the DIA.
 23 You know, I don't know how many deals you've
 24 done with us. We have a number.
 25 If you want to just tell us, just briefly,
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1 kind of where things stand, because I think all
 2 of this is fairly new.
 3 MR. SIFAKIS: Yeah. I also hope that
 4 we're successful, but I appreciate that.
 5 We -- so the first project that went
 6 through DPRP, we actually started construction
 7 two weeks ago. So 218 Church Street and the
 8 Federal Reserve building, which is -- you know,
 9 you really can see it from City Council
 10 offices. We're starting demo. We're doing the
 11 asbestos abatement. And that project, we have
 12 a time frame to complete it within a year. And
 13 our contractor, Auld & White, put their best
 14 and brightest on it. So we have every
 15 confidence that, hopefully, in a year, we'll be
 16 able to, you know, have residents living right
 17 across the street from here.
 18 And we will have some other projects
 19 coming up. So we're working on a couple of
 20 other things as well. Really, really
 21 appreciate everything that the DIA staff and
 22 administration and all of you are doing to
 23 support downtown development. It doesn't
 24 happen without these programs and these
 25 incentives and all your hard work.
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1 So thank you.
 2 BOARD MEMBER FROATS: Thank you.
 3 THE CHAIRMAN: I only have one question,
 4 and I should have asked at the meeting. This
 5 was the meeting when we were in those little
 6 cubes and it made communication difficult.
 7 Do we have any enforcement mechanism -- or
 8 how do we address the hope -- the expectation,
 9 the commitment of the retail in the basement?
 10 Or is that tied to any of our commitments?
 11 MR. KELLEY: It's captured in the intended
 12 use of that space; that if it's ultimately used
 13 in a different way or not activated, then
 14 that -- there's -- that would be a default
 15 under the agreement as it's structured.
 16 THE CHAIRMAN: How would that affect the
 17 loans? Would it impact the loans in any way,
 18 when they're due or how they're due or what the
 19 rates of interest are, anything?
 20 MR. KELLEY: As a forgivable loan, it
 21 doesn't have -- it doesn't have a requirement
 22 for repayment. There's a clawback provision
 23 that is structured into each of these loans.
 24 They stand alone, but they run concurrently.
 25 The HPRR and CCR run concurrently for the five
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1 years. And if it's not used in -- in the event
 2 of default, I believe we could exercise the
 3 clawback provision at that time under the
 4 structure.
 5 MS. BOYER: I would say that the DPRP
 6 program, like the facade grant program, is a
 7 physical improvement to a structure. What we
 8 are incentivizing and what we are getting is
 9 something that is old, vacant, dilapidated,
 10 falling down, has real structural issues,
 11 whatever. We're getting that brought back into
 12 usable condition.
 13 Unlike retail enhancement where we're
 14 providing money to an operating business, and
 15 they have to stay in business for a certain
 16 number of years, this is not a program where
 17 we're saying we won't provide the money for the
 18 historic renovation of the building until you
 19 have a signed tenant who has a ten-year lease.
 20 We're not doing it based on the credit of the
 21 tenant or the credit of the user.
 22 Now, they have to build it out as
 23 restaurant space. But if, for example, a
 24 restaurant stayed for two years and then they
 25 closed down and then they had six months they
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1 didn't have a restaurant, that wouldn't be a
2 default because they finished it and brought it
3 all up to code, and it now was a usable space.

4 THE CHAIRMAN: I mean, from my
5 perspective, this project brings two things
6 that we're looking for. One is historic
7 preservation. And this is not a dilapidated
8 building. It's one that -- like all historic
9 buildings, it probably needs love and it
10 certainly needs code compliance updates and
11 that sort of thing, but it's an operational --
12 it's been an operational business for an
13 architect for quite some time. And it's an
14 awesome building. So that's one benefit the
15 City gets with the help of the developer.

16 But also, I mean -- and I'm really excited
17 about the retail and restaurant opportunity on
18 the bottom of that building. That's something
19 we're also trying very hard these days to
20 incentivize. I just want to make sure we are
21 getting what we're incentivizing.

22 Mr. Sifakis, could you step back to the
23 podium and speak to that?

24 (Mr. Sifakis approaches the podium.)

25 MR. SIFAKIS: Yeah. To Ms. Boyer's point,
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1 this program is intended to renovate the
2 building and bring the building up to code. So
3 even if -- I mean, right now, the market for a
4 restaurant in that area doesn't exist. We're
5 planning on creating it, but if it sits vacant
6 for ten years, we still did the work for the
7 building; we would still get the monies is how
8 I understand the program works.

9 But you have our commitment that -- with
10 our investment into the neighborhood, we think
11 the retail is absolutely critical. And even
12 on, you know, some of the multifamily projects
13 that we're looking at, we're putting
14 first-floor retail almost all the way around
15 because we think retail is so important.

16 These buildings are going to be here for
17 50 years or 70 years, and if you don't build
18 the first-floor retail, yeah, we might have a
19 bunch of residents living downtown, but there
20 will be nothing to do. So from our
21 perspective, well, even if we never fill that
22 space, it should still comply with the DPRP
23 program.

24 We're willing to rent the space for free
25 to get somebody in there in order to activate

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1 it because we think retail is extremely
2 important anywhere in downtown, but especially
3 along the river.

4 THE CHAIRMAN: Thank you.

5 Any further questions or comments?

6 BOARD MEMBERS: (No response.)

7 THE CHAIRMAN: Mr. Froats, how do you
8 vote?

9 BOARD MEMBER FROATS: I'm in favor.

10 THE CHAIRMAN: Ms. Worsham.

11 BOARD MEMBER WORSHAM: In favor.

12 THE CHAIRMAN: Mr. Citrano.

13 BOARD MEMBER CITRANO: I'm in favor.

14 THE CHAIRMAN: Mr. Gibbs.

15 BOARD MEMBER GIBBS: I'm in favor.

16 THE CHAIRMAN: Mr. Moody.

17 BOARD MEMBER MOODY: In favor.

18 THE CHAIRMAN: Mr. Barakat.

19 BOARD MEMBER BARAKAT: In favor.

20 THE CHAIRMAN: I'm also in favor, so

21 2021-08-12 passes seven to zero.

22 Thank you very much.

23 MR. SIFAKIS: Thank you.

24 THE CHAIRMAN: Last item on the CRA agenda
25 for today is 2021-08-01, the Morris project.

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1 Mr. Kelley or Ms. Boyer.

2 MS. BOYER: I'll start, and then we'll
3 turn it over to Mr. Kelley.

4 And before we go through the resolution,
5 we had a number of questions last meeting about
6 the physical appearance of some of the site and
7 the creek and things, and so we gave you a
8 few more slides showing you -- and I think
9 Mr. Chisholm has that slide show available for
10 you.

11 MR. CHISHOLM: Yes. Thank you. One
12 moment.

13 MS. BOYER: So for those who were not in
14 attendance at SIC, what we want to do is kind
15 of orient you to the physical location, and
16 then we're going to give you a little bit more
17 detail.

18 So what you see here is the location of
19 the property which fronts on -- it's located
20 between the river and Riverside Avenue, right
21 at the Acosta Bridge ramp. So as you start to
22 see -- and they will be relevant to the
23 conversation. And we also want to point out --
24 if you go to the next slide, I think you can
25 see in red arrows -- there we go.

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1 That is the current route of McCoy's Creek
2 and the location of the McCoy's Creek project,
3 which is a mostly flood control project, stream
4 restoration project. Also, has a link of the
5 Emerald Trail on it.

6 Let's go to the next slide.
7 This shows you the current location of the
8 creek and the proposed location of the creek.
9 And the reason that is relevant is that --
10 you're going to see some other slides -- the
11 original capital project that has been funded
12 by the City -- and it was planned -- was to
13 widen the creek in its current location to
14 create walkways on either side. And I'll show
15 you those graphics.

16 What we learned as we went through this
17 process in conversation with the current owner
18 and the prospective buyer that we're here for
19 today is that it would be possible to relocate
20 the creek under one set -- moving the one set
21 higher, if you will, under the Acosta Bridge
22 ramp. Makes the piling locations further
23 apart, allows the creek to be wider and
24 protects them better from erosion from a DOT
25 standpoint.

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1 But in doing that, we could make the
2 development pad bigger, fill in the existing
3 creek. The City could develop in a dry site
4 the new creek rather than in a wet location and
5 would not have to build the road that they were
6 previously envisioning that would go all the
7 way around to Magnolia Street in order to
8 provide access to the portion closest to the
9 railroad tracks.

10 Originally, there were two development
11 pads, as you can see. At that pink line was
12 the creek. Two development pads, one on either
13 side of the creek. We also have illustrations
14 of those and some additional slides coming up
15 here.

16 So this is the new development proposal
17 (indicating), and it shows the relocated creek
18 with a proposed park between the creek and the
19 railroad track. For the moment, ignore the
20 green on the other side of the railroad track,
21 because that is not part of this proposal.

22 So the existing creek gets filled in, but
23 is filled in by the City as part of the City's
24 McCoy's Creek project. So Phase II cannot be
25 built today because it would be built on top of

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1 the existing creek. I guess it could be built
2 in theory with the air rights, but I'm not sure
3 from a foundation standpoint if it would be
4 physically possible to do that.

5 Next slide.

6 This is the overall McCoy's Creek project.
7 It shows you all the way from the branches out
8 on the Westside as it goes through Phase I is
9 the portion that is Stockton Street, all the
10 way to Myrtle. And that part is in various
11 stages. It's out to bid, and some of it is
12 actually under construction, some pieces of
13 that.

14 The second phase, which is in a design
15 phase right now, is the portion that goes from
16 Myrtle Avenue to the riverfront. And you can
17 see here in this version, it was going through
18 the middle of the former Times-Union site.

19 Next slide.

20 So here's a close-up on the Phase II part.
21 And down at the bottom, it shows you -- and the
22 illustration of what was conceptually
23 envisioned as -- how it would be widened. I
24 think the next slide is even better to show you
25 that.

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1 So this gives you a cross-section of what
2 was envisioned. The current channel would have
3 been widened from its -- 40- to a 60-foot. On
4 either side of it there would have been a
5 12-foot walkway at grade, which would have
6 provided increased floodplain in the event of a
7 flood event. But that's where your Riverwalk
8 or creek walk or Emerald Trail would have been.
9 And then the development pads would have been
10 raised up to be -- to meet flood elevation on
11 either side of it. That is what was proposed.

12 If you move to the next slide, these are
13 some illustrations of what that concept would
14 have looked like. The idea was to have
15 bulkheaded sides, but to also incorporate
16 potentially floating gardens or some greenery
17 along this side of the bulkheaded space.

18 Next slide.

19 This is the current site. I think
20 Mr. Adams had a question at the last meeting
21 about whether you could see under the current
22 Riverwalk.

23 So the Riverwalk at this location elevates
24 as it's going up toward the railroad tracks.
25 Where we're talking about the new creek going

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1 through would be presumably between a set of
2 those supports of the Riverwalk. And the park
3 space would have that elevated Riverwalk in
4 front of it, but that would really be -- you
5 could see through it. And it is not envisioned
6 at this moment that the entire Riverwalk would
7 be reconstructed in this area, at least that's
8 not in the budget.

9 If we go back -- is that the last one,
10 Xzavier? If you go back to the site plan --
11 this one will work great. And we will come
12 back to this later. I want to point that one
13 out. Go to the one you just had where you
14 showed the helipad.

15 Thank you. Right there.

16 I want to point out the helipad location
17 and the fact that the Riverwalk -- as it exists
18 right now, you can see the Riverwalk goes
19 inland and then comes back to the riverfront.
20 That helipad -- the City's easement follows the
21 location of the Riverwalk. That helipad
22 location is privately owned property on the
23 river side of the Riverwalk. And we will be
24 having a conversation about that later as we
25 get into a discussion of the term sheet and

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1 maybe a potential restaurant site, but the --

2 If we can go all the way back to now the
3 site plan. So that was it. Right there.

4 What you see that is proposed is a
5 relocation of the creek. The City, in the
6 McCoy's Creek project, has funding to acquire
7 property necessary to implement the capital
8 project. Throughout the course of the project,
9 they're having to acquire lots here and there.

10 Because there are cost savings associated
11 with the elimination of the Magnolia Street
12 extension and being able to work on dry land
13 and some other things, the total amount of that
14 cost savings would be applied toward the
15 purchase of the property that would run from
16 the new creek and including the proposed park.

17 So we're essentially using cost savings in
18 an existing capital project, reapplying those
19 funds to purchase this land in a slightly
20 different location than where it was originally
21 envisioned, which leads to a slightly different
22 construction technique. It would be
23 bulkheaded, and you would have that same
24 treatment like you saw, where you'd have a
25 bulkheaded side with perhaps a lower-level

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1 walkway on the side, adjacent to the Phase II
2 development.

3 But on the side closer to the park, it
4 would look more like what you saw on the
5 riverfront, where there is riprap right now and
6 there could be grasses, and so that it will be
7 a natural habitat. It is not envisioned that
8 the entire park is a marsh or is a flooded
9 area. It is intended that the park will be
10 developed and usable as a park space.

11 That is not to say that it would not be
12 designed in a way that in a major hurricane or
13 a major flood event it would be capable of
14 accepting water, like many of our riverfront
15 spaces should be designed from a resiliency
16 standpoint so they can recover after a storm
17 event, so --

18 But it would not be a wetland area. It
19 would be a legitimate park. It would just
20 have -- a natural shoreline on the park side
21 from a fish and wildlife standpoint is
22 preferable treatment for the creek restoration.

23 The discussion -- basically, I think we
24 will use -- if we can leave that slide up when
25 we talk through the term sheet, that would be

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1 most helpful because as we discuss different
2 buildings, Phase I and Phase II, we will be
3 able to refer to the buildings on there.

4 So that's really the background I wanted
5 to give you about -- there are a number of
6 easements on the site that are discussed in the
7 term sheet. I don't think there's any reason
8 to go through those, but I'm happy to answer
9 questions on those, back and forth, as you
10 wish.

11 What you can see is the developer has
12 located the entrance roadway in line with Leila
13 Street, so it creates the view corridor
14 consistent with the zoning overlay there.
15 There is another view corridor which is really
16 the extension of May Street between the grocer
17 and Phase II.

18 And the new access to the site would be --
19 if you go across Riverside Avenue, you can see
20 the first road parallel to Riverside is May
21 Street. It is currently a JTA parking lot.
22 That accessway would provide the road entrance
23 under the bridge to the back side of the
24 development.

25 So right in this vicinity, you would come

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1 around and go through. And there would be a
2 potential for parking, additionally, between
3 Riverside Avenue and May Street for parking for
4 the parks. That question came up in the
5 committee meeting.

6 That kind of orients you to the location.

7 Steve, do you want to talk about this
8 specific transaction?

9 MR. KELLEY: Certainly. Thank you very
10 much.

11 Thank you, Mr. Chair.

12 So all told, the total development cost
13 for this development project comprehensively,
14 including Phase I and Phase II, is proposed at
15 \$182 million. As underwritten, it's 173.6.

16 The difference between those amounts is
17 that I typically take out things like ephemerae
18 or reserves or certain soft costs, and to get
19 it a little bit tighter toward actual
20 construction costs for, like, acquisition and
21 development costs related to the project. So
22 the \$173.6 million is what is used in the REV
23 Grant calculations.

24 What is requested is the REV Grant for the
25 retail components, which you can see there at

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1 the northerly end of the development, the
2 grocer and retail, that's the retail component
3 of Phase I. The residential that's below that,
4 you have two buildings, that's the residential
5 component of Phase I. And then the two
6 vertically oriented buildings to the east are
7 the Phase II buildings that are proposed.

8 So in the recommendation, we have a REV
9 Grant for the retail components that you see
10 there of \$2,757,711. For the multifamily, it's
11 \$17,347,914. And then for the mixed-use, which
12 on the screen is shown as Phase II residential,
13 I'll go through what that is comprised of in a
14 moment, but the REV proposed for that
15 development -- portion of the development is
16 \$8,313,544, such that the total REV Grant
17 amount is \$28,419,169.

18 There are some other funding components
19 that I'll address in just one moment, but I
20 want to focus just a little bit on what is
21 included within these development activities.

22 So in the Phase I, what is proposed is
23 39,256 feet of retail, including a grocer that
24 would occupy just over 23,000 square feet, as
25 you see on the screen. In addition, there's

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1 16,000 square feet of speculative retail space,
2 primarily located in the building that's more
3 westerly from the grocer, as you see.

4 In the Phase I residential component,
5 there's 271 units proposed in two buildings,
6 and there's also a 420-space, 5-story
7 structured parking garage that you see between
8 the residential building along the river and
9 the grocer.

10 In Phase II, there's two mixed-use
11 buildings that would provide an estimated
12 15,000 square feet of additional retail,
13 inclusive of a riverfront restaurant not less
14 than 5,000 square feet. And then there's an
15 additional five stories of multifamily
16 residential comprising approximately 125 units.
17 There would be an additional two-and-a-half
18 stories of parking in Phase II contemplated as
19 well.

20 In the REV grant calculations, because
21 this is being developed as -- by three
22 different -- or co-developers, the pad -- the
23 total property -- the total site that you see
24 is actually broken into four different
25 development sites; one that the City is

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1 proposing to buy ultimately that would be the
2 park, the relocation of McCoy's Creek, and the
3 access on the other side of that McCoy's Creek
4 parcel.

5 And then the developer -- the applicant's
6 parcel would be broken into three different
7 parcels as well; one being the retail
8 development parcel; one being the residential
9 Phase I parcel; and then the third one being
10 the Phase II residential parcel.

11 I say all of that to help you understand
12 that when we do the REV Grant, we always have a
13 base value amount that's drawn from the current
14 property appraiser and the tax collector's
15 valuation. And so using a pro rata allocation
16 of that amount -- of the existing amount serves
17 as the basis for the REV Grant calculations.
18 That's found on Page 7 of your staff report.

19 And from that, we looked at the
20 construction costs of each of the individual
21 components in the calculation of the individual
22 REV Grants. Those amounts are shown at the top
23 of Page 9 in your staff report.

24 I want to clarify something here as it
25 might be misleading when you look at this.

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1 Really what you're looking at down to the first
2 subtotal in that chart on the top of Page 9 are
3 the expenses that were included as eligible in
4 the REV Grant calculations.

5 The costs below that, FF&E through Related
6 Contingency, down to that subtotal, were
7 the costs that were taken out of the
8 construction -- or the development, I should
9 say, and not considered as eligible for the REV
10 Grant calculation. So I just didn't want you
11 to look at that soft cost and think that was
12 all of the soft cost because there's a good
13 amount of soft cost in the construction budget
14 that did count. Those were just soft costs
15 that were considered ineligible.

16 Also, to that point, Tenant Improvements
17 and FF&E are included in the tangible personal
18 property tax in the REV Grant calculations,
19 just not the construction amounts.

20 In addition to the REV Grant calculations,
21 we also have amounts proposed for a completion
22 grant of 1,719,320. That amount would
23 reconcile the proposed purchase price of the
24 park land that is derived from the cost savings
25 by moving the creek over to the proposed

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1 location from the CIP funding that has been
2 approved.

3 By relocating that creek into this area,
4 not only do we get the benefits that were
5 explained earlier related to resiliency and
6 activation and the opportunity to buy the land
7 that's adjacent to it for development of a
8 park. So there's cost savings of -- just over
9 \$6 million would be used in that acquisition.

10 The appraised value of all of that is
11 \$7.7 million. There's currently a reservation
12 easement for the benefit of the railroad that
13 encumbers a portion of that proposed park.
14 We've proposed that if the developer is
15 successful in having that easement lifted or
16 insured over, then we would provide an
17 additional 1,719,320 in the form of a
18 completion grant that would be payable upon
19 completion of the demolition of the buildings
20 that are in that location today.

21 MS. BOYER: And that completion grant
22 would bring you up to the full appraised value
23 of that land. That's the difference. That's
24 what the completion grant yields.

25 And I'll just say, when Mr. Kelley

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1 finishes, I want you all to know there were
2 some questions about the appraised value of the
3 land at the SIC meeting. I asked Patrick
4 Phipps from Colliers, who did the appraisal on
5 the property, to be here with us today, and
6 Patrick is here if you have questions for him.

7 MR. KELLEY: Thank you.

8 That's a nice segue to the next point
9 because Mr. Phipps provided us with values on a
10 right-of-way that currently exists on the
11 property and -- a City of Jacksonville
12 right-of-way that exists, in addition to a
13 drainage easement that -- they run parallel to
14 one another from the north side of the property
15 down to the river. They're both
16 12-and-a-half feet wide.

17 And so the vacation of those two
18 properties is counted as an incentive of
19 315,000 for the right-of-way and 230,000 for
20 the drainage easement. And then there's also a
21 mobility fee credit of \$160,651, which brings
22 us to the total City of Jacksonville incentives
23 proposed of \$30,844,140.

24 THE CHAIRMAN: Mr. Adams, this comes from
25 your committee. Does your committee have any

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1 recommendations or comments?

2 BOARD MEMBER ADAMS: Thank you,
3 Mr. Chairman.

4 The committee's recommendation was
5 approval, although there were a number of
6 points of discussion that I think the board
7 ought to consider in detail.

8 Primarily, I think the biggest element of
9 discussion was the absence of riverfront retail
10 in Phase I and the limited riverfront phasing
11 retail in Phase II. The phasing of the
12 project -- you know, Phase I has this sizable
13 retail component, but that is largely the
14 grocery store and the retail building that is
15 out on Riverside Avenue. That's a big portion
16 of the property.

17 There's not anything along the Riverwalk.
18 There was a pretty decent amount of discussion
19 about the fact that that, you know, leaves
20 basically a dead space along the Riverwalk
21 where there could, maybe should be some sort
22 of, you know, restaurant or retail use.

23 I think it probably bears noting that we
24 don't have an opportunity to redevelop Haskell.
25 We don't have an opportunity to redevelop the

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1 old St. Joe building. I'm not exactly sure if
2 there's any ground-level retail or riverfront
3 retail up by us. Headquarters is being
4 constructed, so this is kind of the shot to
5 make that happen. So that was hotly debated or
6 at least discussed at the committee.

7 Second thing that was talked about was the
8 public access to the river through the project.
9 There are some, you know, corridors of sidewalk
10 that extend through, as well as the loop
11 underneath Riverside Avenue of the walkway
12 that's to be built along the McCoy's Creek
13 redevelopment, but there was some concerns
14 expressed about the public's ability to access
15 the Riverwalk and get through the project to
16 the river. So that bears -- tied to that also
17 was public parking.

18 There are -- you know, there's a fair bit
19 of parking in the development. Of course,
20 there's a lot of residential. Having a grocery
21 store is a pretty high use of that parking
22 space. I don't recall whether Ms. Boyer spoke
23 to this earlier or not, but the answer to that
24 question was that there's a planned parking lot
25 across Riverside Avenue that would, I think,

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1 connect to the McCoy's Creek development.
2 And then the last point that was discussed
3 at the committee meeting was the conditions
4 relating to the Phase I, what the trigger is.
5 Obviously, I think where it was explained was
6 that Phase II depends on the relocation of the
7 creek, and then it will commence after the
8 relocation of the creek project is done.

9 I'm not a hundred percent sure that
10 (inaudible), but I'm sure it can be explained
11 pretty quickly what the penalties are if Phase
12 II doesn't go forward for some reason, which
13 then again ties back to the first point, which
14 was the discussion about the absence of any
15 meaningful riverfront retail or activation in
16 Phase I.

17 The kind of net of all of that was to ask
18 of Mr. Diebenow, who I'm sure is probably
19 sitting there in the audience, to give some
20 consideration between Monday and today of
21 riverfront retail/restaurant use.

22 So that's my report.

23 THE CHAIRMAN: Thank you, Mr. Adams.

24 I'll start with Mr. Froats. Do you have
25 any comments or questions, Mr. Froats?

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1 BOARD MEMBER FROATS: I wouldn't mind
2 hearing the committee members first, but I've
3 got a few comments.

4 So, Mr. Diebenow, this reminds me a little
5 bit of River City. Did you -- apparently
6 there's an ask. Do you have any updates on the
7 retail space on the riverfront?

8 MR. DIEBENOW: Sure. Again, my name is
9 Steve Diebenow, 1 Independent Drive, Suite 1200.

10 If I could, I do have something to -- I
11 have an answer to the question, but let me
12 just, if I could, touch on just a couple more
13 things in context with what Mr. Adams just
14 described, if that would be okay.

15 For example, Mr. Gibbs asked us the
16 question about resiliency, and I wanted to let
17 him know that we have a conceptual grading plan
18 that's been done, and that there's a
19 significant grade change from Riverside Avenue
20 down to the river.

21 So at this point, everything basically on
22 the site plan that you're looking at, where you
23 see the word "residential," that runs parallel
24 to the river, there's a -- right now, there's a
25 retaining wall that is shown between the word

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1 "residential" and then going down towards the
2 river.

3 So the first two floors of those buildings
4 are -- I guess you might even call them
5 basements. Even though they are above grade,
6 they are below the grade of the retaining wall.
7 And that really is a function of the tremendous
8 grade difference from the street down to the
9 river. Resiliency is something that's
10 definitely being baked into the plan. I don't
11 have an answer, though, yet on the specifics of
12 how the grading plan will be affected.

13 So what I've shared with you is the
14 concept. And the competing issue that that
15 creates is access to the river because along
16 Leila Street and along May Street, we have to
17 provide pedestrian access to the river. And
18 you can't have -- I'm making this up -- you
19 can't have an 8-foot retaining wall right in
20 the middle of the street that people have to
21 hop over, you know, to get down to the water.

22 So that is something that's going to be
23 addressed as we get further into site plan
24 review with DDRB, but I wanted to let you know
25 that we -- and I have a conceptual grading plan

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1 that I could share with you, but again, I
2 didn't bring it today because it's not done,
3 but I wanted to at least answer the question he
4 had asked. That was one of the loose ends.

5 The other ones were technical issues about
6 timing of the various DDRB approvals and
7 whether we could meet the 50 percent
8 requirements. Those are on Page 6 and Page 8
9 of the term sheet. And I think those got
10 picked up in an amendment. Maybe we'll clarify
11 that with Mr. Sawyer later, if that's
12 appropriate.

13 MS. BOYER: Through the Chair, the term
14 sheet that you have attached to your resolution
15 has highlighted in yellow, two amendments that
16 were offered at the Strategic Implementation
17 Committee that picked up those items that
18 Mr. Diebenow stated.

19 MR. DIEBENOW: Great. And so then with
20 that, I think those were the -- kind of the
21 final loose ends. I know there was also a
22 comment about liquidated damages that I'm sure
23 we'll deal with later on.

24 But, Mr. Froats, all of that really kind
25 of sets the context for your question, which
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1 is, what about riverfront activation of retail?
2 Make no mistake. The building is super
3 activated already. This isn't FIS. This isn't
4 Haskell. This isn't Black Knight. This isn't
5 an office building. There's going to be doors
6 to residences on the Riverwalk, just like there
7 are at Ventures on the other side of the river.
8 So those facades and those residential
9 buildings are going to be activated. This is
10 not going to be a place where people aren't
11 coming and going out of that space.

12 In the context of the overall
13 negotiations -- and we've been at this for
14 quite some time -- lots of give and take
15 throughout the process. Phase II, everybody
16 agrees, is critical. It's actually the most
17 critical part of the development for our
18 client, for Fuqua. And so the tension there is
19 that Fuqua can't start Phase II to get to the
20 real benefit of the project for him financially
21 until the creek is relocated.

22 And so we were very hesitant to commit to
23 the specific types of users that would go in
24 Phase II because it's, frankly, somewhere
25 between three and five years away. And that's

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1 a function of the creek, the timing it takes to
2 move the creek. And the staff really pushed us
3 for restaurants in addition to retail. And it
4 wasn't an easy conversation, but ultimately
5 what we committed to was two restaurants, one
6 on the creek and one on the river in Phase II.

7 And so we believed that that part of the
8 conversation had been completed. We thought
9 that we had fulfilled, you know, the desire to
10 have activation, in addition to the multifamily
11 folks that are going to be walking out onto the
12 river from their buildings.

13 So we thought that's where we were, and
14 then we came to the meeting, and there was
15 additional conversation about residential -- I
16 mean, about additional restaurants.

17 A couple of other things. Even if we put
18 a restaurant on the river, this isn't a boating
19 opportunity. To put a marina there is very
20 challenging. If it were easy, someone would
21 have done it already. It's going to require a
22 break wall. It's going to require a
23 significant infrastructure investment out into
24 the submerged lands. It's something that I
25 alluded to, that we've talked about, that Fuqua

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1 has talked about internally among their team,
2 but we're not far enough along in the plans to
3 be able to bring anything.

4 So with all that as background, we have
5 looked at three options. Basically, on this
6 site plan, the helipad is Option 1. And then
7 on either side of the view corridor on Leila
8 Street are the other two potential locations.

9 And just while I'm chatting, on this site
10 plan, I just want to make it clear that
11 everything to the right of the railroad tracks
12 that's colored green, that's not part of the
13 acquisition. That land is not owned by the
14 Morrises. The Morrises only own land to the
15 west of the railroad tracks. Everything else
16 to the right is owned by the railroad.

17 So those three locations are potential
18 sites. They each have, you know, pluses
19 minuses. The two that are next to the view
20 corridor -- obviously, encroaching into the
21 view corridor isn't an option, although I
22 haven't given up on it. Right now, we're going
23 to say it's not really an option to encroach
24 into the view corridor at ground level. And so
25 that means that you sacrifice units, and that

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1 has economic impacts for the multifamily
 2 developer.
 3 The helipad site is partially in Zone A,
 4 where we're not encouraged to develop. And so
 5 we have to get very creative with how we would
 6 deal with the DDRB and the overlay guidelines
 7 for development that close to the river.
 8 Again, it may not be insurmountable. There may
 9 be ways to deal with it, but it comes with --
 10 you know, with tradeoffs.
 11 So what I want to do is hand out two more
 12 things, one is our conceptual plan as it stands
 13 right now. And that is overlaid with the
 14 height zones from the overlay.
 15 And I'll just kind of start, John, with
 16 you. If you can pass them down.
 17 (Materials distributed to the board.)
 18 And the next item I'll hand out -- well,
 19 and I'll stop there.
 20 So that's basically where we are with
 21 potential locations.
 22 And then the second part is, what would it
 23 cost? And Mr. Barakat asked us, you know, to
 24 outline, you know, what additional resources
 25 might be required in order to do something. So
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1 I'm going to hand out a second page that has a
 2 brief outline and summary of projected costs
 3 for a restaurant.
 4 (Materials distributed to the board.)
 5 So again, I'll stop there.
 6 Mr. Froats, three locations. The
 7 spreadsheet is the projected costs. And I know
 8 that staff is just reviewing this for the first
 9 time today. And -- I'll stop. I have lots
 10 more to add, but I want to be responsive to
 11 your question you already alluded to a little
 12 bit.
 13 BOARD MEMBER FROATS: Another question for
 14 you. So in planning for a grocery store, how
 15 does that impact that area right now with the
 16 current grocery stores?
 17 MR. DIEBENOW: The grocery store is going
 18 to knock it out of the park. And we haven't
 19 really spoken enough about that.
 20 The grocer -- the grocers in this
 21 sub-market are doing fantastic. That's why
 22 there's a demand for another. And so the great
 23 thing about grocery stores is that they bring
 24 activation. And so what this grocer does is it
 25 brings activation that supports the retail and
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1 obviously also complements the residential.
 2 But it will change the community. It will
 3 be -- as big of a difference as the grocer on
 4 the other side of the street was for Brooklyn,
 5 this will be equally as impactful for the
 6 community. It will be something that serves,
 7 you know, all the neighborhoods that you know;
 8 San Marco, Avondale, Springfield, LaVilla.
 9 Everybody that's around here is going to have
 10 another grocery choice. And that -- the
 11 spin-off of that is additional retail,
 12 additional restaurants, and really activating
 13 this whole corner of the community.
 14 BOARD MEMBER FROATS: Thank you.
 15 Mr. Kelley, when you're doing the ROI
 16 calculation, are you taking into consideration
 17 property taxes we're already receiving?
 18 MR. KELLEY: Yes, sir.
 19 Through the Chair to Mr. Froats, we do
 20 take into consideration the property taxes
 21 we're already receiving, including structures
 22 that are there.
 23 BOARD MEMBER FROATS: Thank you.
 24 I have no further questions.
 25 THE CHAIRMAN: Thank you, Mr. Froats.
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1 Ms. Worsham.
 2 BOARD MEMBER WORSHAM: So this site plan
 3 is markedly different from the one we're
 4 looking at there. So I guess my question is,
 5 what is -- I know we're not DDRB and we're not,
 6 you know, reviewing -- but we do have some
 7 obligation about the site plan. So explain
 8 where we are on this.
 9 MR. DIEBENOW: The reason I passed this
 10 out is because the X is kind of near the
 11 vicinity of where the helipad is, the red X.
 12 BOARD MEMBER WORSHAM: Right.
 13 MR. DIEBENOW: And so I wanted to just
 14 illustrate it's actually a little further south
 15 of the -- exactly where the helipad is, but I
 16 just wanted to illustrate that wherever that
 17 location was in relation to the zones, to Zones
 18 A, B, C, and D. And, you know, the building is
 19 on the far right, the Phase II retail. Those
 20 are conceptual. They're perfect rectangles;
 21 there's no articulation.
 22 The stuff that's in the front, the
 23 residential, is a little bit further along in
 24 the planning. And the retail that is up --
 25 meaning, you can see, for example, the retail
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1 on Riverside Avenue. And the plan that I
 2 handed out has the building turned
 3 perpendicular to Riverside Avenue. The
 4 building that you're looking at on the screen
 5 is parallel -- I mean, it's perpendicular.
 6 This one is parallel.
 7 I'd say that the site plan in your hands
 8 is just -- one, it's a little bit more refined.
 9 It's further along than the one that's up on
 10 the screen right now. It's just the passage of
 11 time, and it's more and more refined.
 12 BOARD MEMBER WORSHAM: So in the
 13 discussion of retail and activation on the
 14 river and the location of the residential
 15 building in relation to what's labeled "shops"
 16 on this alternate site plan we're looking at,
 17 is there an opportunity -- I'm sure that you've
 18 looked at it -- to even swap, you know, shop
 19 locations down on the river to maintain that
 20 view corridor that's there from -- is that
 21 May -- I mean, Leila?
 22 You know, I appreciate how difficult it is
 23 for the manipulation of site plans when
 24 you're -- we're trying to look at something
 25 this small. And then I see that there is --

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1 the helipad presents other challenges besides
 2 the one I mentioned.
 3 We have got ADA considerations because of
 4 the grade change. Not insurmountable, but
 5 again, cost money. You have got the
 6 practicality of servicing it. You're not going
 7 to have a dump truck or a garbage truck drive
 8 down to the river to pick up trash. So you're
 9 going to have to hand carry and cart trash up
 10 the hill to a certain point. Same thing with
 11 deliveries; delivering food, beer, whatever.
 12 It's going to have to be delivered by hand. It
 13 won't be delivered by truck to that location.
 14 But, you know, one of the -- I'll tell
 15 you, one of the strengths of -- and then
 16 obviously, I'm biased. But one of the
 17 strengths of working with a group like Fuqua is
 18 they have done urban infill development. They
 19 have done creative stuff. They have worked
 20 with grade changes. You know, as you all know,
 21 they are based in Atlanta. Things that other
 22 people have said were impossible, they figured
 23 out how to do it. So given enough time, you
 24 know, I think it's possible we will figure it
 25 out, but we don't control our own destiny as

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1 maybe the view corridor is slightly off center,
 2 but I think that -- what you heard at the
 3 committee meeting the other day is that, you
 4 know, we're really interested in activating the
 5 riverfront, and we're spending our money toward
 6 that in our REV Grants and whatever we do.
 7 So, I mean, I think that that's -- that
 8 might be something to consider. I don't
 9 pretend to know the pro forma of your
 10 development, but is there an opportunity to
 11 swap that retail on the river and push the
 12 building back up?
 13 MR. DIEBENOW: Yeah, they -- again, they
 14 have been -- we've been looking at this
 15 constantly for the last 72 hours -- or
 16 48 hours, whatever it's been, since the last
 17 meeting.
 18 We really thought that we had solved the
 19 restaurant desire in Phase II, and so we
 20 brought that. And we're, you know, pleased
 21 that we figured that out.
 22 Look, given enough time, I would say
 23 anything is possible. At this moment, we don't
 24 have a solid -- the only place that we actually
 25 control our own destiny is on the helipad. And

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1 well around that view corridor as we do on the
 2 helipad.
 3 So that's a very long answer to say, if
 4 you were forcing me to pick a spot or do
 5 something, I would say the helipad would be the
 6 most likely location at the moment.
 7 BOARD MEMBER WORSHAM: And so in this
 8 plan, you're proposing to only keep one view
 9 corridor and not the one --
 10 MR. DIEBENOW: No. There's actually
 11 three, but this is -- again, there's another
 12 iteration of this plan that's a little further
 13 along even more than this one is. But you have
 14 Laila, which is the one on the left. You have
 15 May Street, which is the one kind of on the
 16 right in this plan. And then to the far right,
 17 between retail and the creek, you have a third
 18 view corridor. There's setbacks that are
 19 required by code from the creek. And then
 20 there's some additional space that flares out
 21 because of the previous decisions and
 22 conversations that creates almost a third view
 23 corridor on the far right-hand side.
 24 I mean, I think we're squeezing the
 25 balloon in lots of different ways, and we have

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1 got it in a really good shape right now from a
2 design perspective. Obviously, we have a lot
3 to do before we go through DDRB, but I feel way
4 more comfortable about this.

5 One of the other real strengths of this
6 site plan is, if you look at the colors, the
7 buildings are pushed back away from Zone A
8 significantly more. So if you compare this,
9 for example, to the Ventures plan -- you know,
10 Ventures was right up against the line. And it
11 was a straight line at the beginning, and then
12 DDRB forced articulation and some courtyards,
13 so it was very different. It was a very
14 different starting place. This one is set back
15 much more from the river, much more
16 articulated. It's much more open and
17 welcoming.

18 Again, I know we're not here to talk about
19 design, but that's another strength of this
20 site plan. I feel really good about the
21 direction that this is headed.

22 But to be frank, the addition of a
23 restaurant, for us at this time, it's a real
24 curveball, and we're doing our best to try and
25 deal with it.

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1 BOARD MEMBER WORSHAM: That's all for now.
2 Maybe reserve some questions after I look at
3 this more.

4 THE CHAIRMAN: Thank you, Ms. Worsham.
5 Mr. Citrano.

6 BOARD MEMBER CITRANO: I might have a
7 question for Steve, but question for staff.
8 Maybe I'm just asking for your opinion, I'm not
9 sure, but does staff feel like -- well, let me
10 ask this question first: Was it the
11 developer's offer to relocate the creek? Was
12 it their idea that they brought to the City?

13 MS. BOYER: So I would say that prior to
14 the time this developer was at the table, the
15 seller was discussing relocation of the creek
16 with us. And so it was really the seller's
17 conversation that predated this buyer being
18 part of the conversation.

19 So -- and we did say to the -- I mean, we
20 could go back to the old plan or we could
21 consider the new plan. I would say, from the
22 very beginning, this developer was interested
23 in this plan, which involved the City
24 participating from a cash perspective in the
25 initial closing and acquiring some portion of

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1 the land, so helping to defray the purchase
2 price.

3 BOARD MEMBER CITRANO: Okay. Then is it
4 staff's opinion that the community gets greater
5 benefit with the relocation of the creek?

6 MS. BOYER: Yes.

7 BOARD MEMBER CITRANO: Okay.

8 MS. BOYER: Twofold. Number one is Public
9 Works much prefers this design and thinks it's
10 both easier to build and easier to execute and
11 also choose their flood control benefits
12 better, and we end up with another public park
13 along the Riverwalk.

14 BOARD MEMBER CITRANO: Next question. The
15 REV Grants are prorated. Are those -- are
16 they -- do they become three separate REV
17 Grants?

18 MS. BOYER: So initially as this proposal
19 was presented to us and initially evaluated by
20 Mr. Kelley when we were thinking of bringing
21 this in July, there was one REV Grant for a
22 mixed-use holistic project. And in an earlier
23 version, we were even looking at an office
24 building being where the residential Phase II
25 is. There was an office tower that was

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1 contemplated there.

2 As things have evolved, some of that has
3 changed. And there was a request from the
4 developer to split the REV Grants by phase, you
5 know, by type because they are having three
6 different development entities involved and
7 didn't want them cross-defaulted or commingled
8 between the development entities.

9 BOARD MEMBER CITRANO: Okay. And as for
10 Phase II, could they lose a portion of the REV
11 Grant allocated for Phase II if they don't
12 execute it on a restaurant, or is it just a
13 partial reduction if it doesn't happen?

14 MS. BOYER: It's not part of the REV Grant
15 for Phase II -- I'm sorry, you said Phase II --

16 BOARD MEMBER CITRANO: Yeah.

17 MS. BOYER: -- not residential? Could
18 they lose -- they are required to have a
19 certain amount of retail and a restaurant to be
20 eligible, period.

21 BOARD MEMBER CITRANO: And is that
22 applicable to just the Phase II portion --

23 MS. BOYER: Yes.

24 BOARD MEMBER CITRANO: -- or the entire --

25 MS. BOYER: That's only to the Phase II

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1 portion.

2 BOARD MEMBER CITRANO: Okay.

3 MS. BOYER: The Phase I residential does

4 not currently have a requirement in it for

5 retail or a restaurant, and it is a requirement

6 for a certain number of residential units and

7 certain minimum capital investment.

8 BOARD MEMBER CITRANO: And so the

9 developer has then accounted for a restaurant

10 or two on this site? They are asking us to do

11 it in Phase II, not Phase I, because of

12 economic reasons or complexities of the site

13 plan, whatever. But big picture -- and we've

14 talked about this at great length, and I think

15 as a board and staff we should probably have a

16 much more in-depth, larger discussion about not

17 just activating the river, but how -- where are

18 we going to have restaurants.

19 And not just restaurants, outdoor seating,

20 access to marinas, all of that because we're

21 going to deal with this on every single project

22 that is riverfront and by a project developer

23 or project owner. We're going to have this

24 same discussion on each one. And I think it's

25 really important that when a developer comes to

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1 us, they understand what it's going to take to

2 do this.

3 In this case, I would prefer to have it in

4 Phase I. I personally am okay with it being in

5 Phase II as long as there is restaurant space

6 accounted for on the riverfront because I

7 talked to a concerned citizen before this

8 meeting, and that is a very valid concern. If

9 we don't account for riverfront restaurants

10 ever, then we'll lose the opportunity. But

11 there is risk, and allowing them to wait until

12 Phase II -- but as long as that is accounted

13 for, I'm okay with it.

14 And going back to my original question,

15 this site plan, you get retail, you get almost

16 400 residential units, and we get a park. So

17 we're getting, I believe, in that benefit to --

18 the net benefit to the plan -- yes, it would be

19 better to have the restaurant in Phase I. I

20 personally can live with it in Phase II.

21 THE CHAIRMAN: Thank you, Mr. Citrano.

22 Mr. Gibbs.

23 BOARD MEMBER GIBBS: Thank you.

24 To follow up with Mr. Citrano, I guess

25 duPont is doing something like that in terms of

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1 their investigation of waterfront development.

2 Isn't that what they're looking at?

3 MS. BOYER: Their activation of the

4 waterfront study is, I don't believe, looking

5 at privately owned property. Although to some

6 degree, they might be looking at privately

7 owned property. They are primarily looking at

8 all of the publicly owned property and how we

9 integrate the uses, including this potential

10 proposed park of the publicly owned sites.

11 However, as part of our BID and CRA

12 update, we are asking them to look at these

13 particular types of uses, waterfront

14 restaurants, where we have marina access, et

15 cetera, and make recommendations to us in our

16 updated plan as to how we address riverfront

17 incentives to ensure that we're getting the

18 uses we want, whether it's on private or public

19 property.

20 Not so much from a -- we've had the

21 conversation. One approach would be to have a

22 zoning restriction, that you must have it from

23 a zoning perspective. My suggestion was that

24 probably would not be well-received here and

25 that the board would probably prefer an

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1 incentive approach where you weren't eligible

2 for the incentive unless you did X, but that,

3 rather than a mandate, that it was a carrot.

4 So that's what you should see in the BID

5 and CRA update, but it is in development.

6 BOARD MEMBER GIBBS: Thank you.

7 Secondly, I would like to thank you for

8 and look forward to your elevation plan. That

9 explanation helps tremendously, so I appreciate

10 that.

11 Finally, you've probably thought of

12 rooftop restaurants. Any potential there?

13 MR. DIEBENOW: Yeah. We haven't gotten

14 far enough along. You know, the restaurants --

15 again, to be clear, there may be restaurants in

16 Phase I on Riverside Avenue, but we don't have

17 restaurants in Phase I on the river.

18 So we do have the retail strip, the retail

19 building that's up in the northwest corner

20 there. But as far as rooftops, we haven't -- I

21 don't think on the residential it's likely at

22 all. On other locations on the retail that's

23 up at the northwest corner or on Phase II,

24 maybe it's a possibility. But I don't think on

25 residential buildings it will be feasible.

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1 The primary reason, and this is the same
2 issue that we faced with the River City Brewing
3 Company property. Typically, the residential
4 and the restaurant don't want to be commingled.
5 And so that means you have to add a whole
6 elevator bank dedicated only to the restaurant.
7 And so that cost, on top of doing something on
8 top of the building, just makes the costs very
9 challenging because -- anyway, longer than you
10 wanted to know.

11 BOARD MEMBER GIBBS: Wasn't that done in
12 the Doro project? Refresh my memory.

13 MS. BOYER: (Nods head.)

14 BOARD MEMBER GIBBS: That's what I
15 thought. A separate elevator bank to get
16 residential and restaurant commingled in the
17 same property. So that's why I asked.

18 MR. DIEBENOW: I mean, yeah, River & Post
19 is another example where they share the
20 elevator. They have different service
21 elevators, of course, but anyway -- for guests,
22 they share the same. It can be done, but I'm
23 just -- that's, you know, generally the reason
24 why it's not done on the roofs. It's
25 challenging. It's more expensive.

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1 BOARD MEMBER GIBBS: Thank you.
2 No further questions.

3 THE CHAIRMAN: Mr. Moody.

4 BOARD MEMBER MOODY: I like this project.
5 You know, I think that mixed-use is absolutely
6 the order of the day. That's what we're
7 looking for. That's why we're giving these
8 incentives, and I think this does check the box
9 in residential. It checks it on retail. It
10 checks it on restaurants. We just don't have
11 our restaurants on the first phase.

12 But I personally -- you know, it all
13 revolves around highest and best use. And the
14 developer is the one taking the risk, so I get
15 a little nervous in telling him when to put
16 things and when to phase things. I think we
17 have to let the market dictate in some cases.
18 So I would encourage us to be careful there.

19 As we look at the phasing of this,
20 Mr. Diebenow, on Phase I, just rough time
21 period? I think I'm guessing at 1.5 to
22 3 years.

23 MR. DIEBENOW: Yeah. So there's a
24 commitment in the term sheet, which is another
25 thing we will probably talk about, is that I

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1 believe that the staff would like to move the
2 completion date for McCoy's Creek to December
3 of 2023. And our completion date for Phase
4 I -- and I ask Mr. Kelley to double check me.
5 I think our current completion date is
6 September of 2023 on Phase I as well.

7 So we think -- we would like our
8 completion date to marry up with whatever the
9 completion date is for the construction of May
10 Street. So December of 2023 is the current
11 projected completion date for Phase I and for
12 the construction of May Street.

13 And I know Mr. Kelley will correct me if
14 I'm wrong, but from memory, I believe that's
15 the deadline. So from now, it's whatever that
16 is, 26 months, 27 months.

17 BOARD MEMBER MOODY: Okay. I'm sorry, I
18 got a little distracted with my -- on Phase II,
19 what's the --

20 MR. DIEBENOW: So Phase I, December of
21 2023 is what I think it will end up at today,
22 after our conversations. In the papers, it's
23 September of 2023.

24 BOARD MEMBER MOODY: And then Phase II?

25 MR. DIEBENOW: And Phase II is by December
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1 of 2025, but that assumes that the creek is
2 done on time, in December of 2023. So we've
3 got -- you know, we -- our -- the developer's
4 trigger to start Phase II starts a certain
5 period of time after the creek is moved.

6 So if the creek moves in four years, I
7 think within 30 days after the creek moving, we
8 have to start is the short answer. There's a
9 lot of benchmarks and they're on the
10 performance schedule. But that's the short
11 answer.

12 BOARD MEMBER MOODY: So in our agreement,
13 is there a way that we could word it that we
14 strongly encourage or expect riverfront
15 restaurant use in Phase II?

16 MR. DIEBENOW: Well, I think that language
17 already exists. We have an obligation to build
18 it in Phase II or we lose the eligibility for
19 the REV Grant. So I think that in Phase II,
20 you're very well protected already.

21 BOARD MEMBER MOODY: If there's a concern
22 about Phase II, we -- and things happen. But
23 my guess is with this grocery store, I think it
24 will -- and I'll use your wording -- it'll
25 knock that out of the park. And I think you're

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1 right. I think that will be well received. It
 2 will be perfect for that location. And if that
 3 doesn't work, we'll make it a food garden or
 4 something. Just kidding.
 5 MR. DIEBENOW: And I'm sorry, I just want
 6 to revisit what I gave you. My dates are off.
 7 Substantial completion of Phase I retail
 8 and substantial completion of Phase I
 9 residential would be September 30, 2025, in the
 10 current term sheet. 2025. And then the
 11 trigger on when Phase II would start is
 12 triggered off of when McCoy's Creek is moved.
 13 So the commencement date is in 2023, and
 14 completion date is 2025 for Phase I retail and
 15 Phase I residential.
 16 BOARD MEMBER MOODY: No other questions.
 17 THE CHAIRMAN: Mr. Barakat.
 18 BOARD MEMBER BARAKAT: Thank you, Mr. Chair.
 19 I just have a couple of questions first.
 20 This goes to Mr. Kelley.
 21 Mr. Kelley, when it came time to
 22 determining the values of various areas of the
 23 parcel, one, when it came to the acquisition of
 24 the park; and then also when it came to the
 25 land basis for the REV Grant calculation, did
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1 you value all the lands similarly, just gave it
 2 pro rata based on size? Or was there emphasis
 3 on location, closer to the river, closer to the
 4 street, et cetera?
 5 MR. KELLEY: Through the Chair to
 6 Mr. Barakat, yes, sir. So we used Mr. Phipps'
 7 appraisal as the basis for all of those
 8 calculations that have been -- ultimately, the
 9 uplands portion is valued at \$60 a square foot.
 10 So when we're looking at, an as example, the --
 11 call it the City of Jacksonville portion, the
 12 easterly portion that would have the creek in
 13 it and the proposed park, then those
 14 calculations were made at \$60-a-square-foot
 15 basis.
 16 When I was doing the REV Grant
 17 calculations for the developer parcels, again
 18 broken into three different site developments,
 19 I used their allocation of, call it the sales
 20 price to development pad A, B, and C. And so
 21 ultimately, those were also at \$60 a square
 22 foot in sum total, but not at the development
 23 pad level.
 24 So as an example, the retail pad is
 25 significantly lower than \$60 a square foot, and
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1 my understanding is this is just based on the
 2 economics of what can be derived from the
 3 development in that area versus what might be
 4 derived in terms of the economic use in the
 5 residential area versus the mixed-use area. So
 6 there was a shifting of the cost or the value
 7 of the land among those three parcels, but, in
 8 total, they remain at \$60 a square foot.
 9 BOARD MEMBER BARAKAT: Okay. And the
 10 lower the plan basis in the REV Grant
 11 calculation, the better for the developer,
 12 correct?
 13 MR. KELLEY: No, sir. Actually, I would
 14 suggest it works the other way, if I follow you
 15 because the --
 16 BOARD MEMBER BARAKAT: You make a
 17 difference from the land basis to the improved
 18 basis, correct?
 19 MR. KELLEY: So the -- if we're talking
 20 about the existing tax allocation, that's all
 21 pro rata on the square footage or acreage. So
 22 there was no adjustment made to that.
 23 So if I follow you, so that serves as the
 24 basis from which -- is a deduction from the
 25 construction value. And it's that difference
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1 between the construction value and the basis
 2 that determines the City's portion of the
 3 ad valorem, of which they get 75 percent in
 4 this case for the period of 20 years. So if
 5 that construction value is higher, then the
 6 higher that construction value goes, the higher
 7 the REV Grant goes because the basis stays
 8 fixed, if you will.
 9 And so by allocating additional cost to
 10 the residential pad in Phase I and the
 11 mixed-use in Phase II, then those REV Grants
 12 skewed in that same direction. And that caused
 13 the REV Grant and retail component to actually
 14 come down.
 15 BOARD MEMBER BARAKAT: Did you want to say
 16 something, Ms. Boyer?
 17 MS. BOYER: Well, I was just going to try
 18 to explain, when you calculate the REV Grant,
 19 we're only using the property appraiser's
 20 assessed value. We're using what they have it
 21 at today, and then we add to it the
 22 construction value from the developer's pro
 23 forma and use 85 percent of that current land
 24 value plus -- the construction value is what we
 25 project the new value is going to be upon
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1 completion of the project. And that's why we
2 move out into future years with the growth
3 rate, the REV Grant calculation.

4 That's entirely different than what we're
5 doing with -- we're calculating their operating
6 pro forma and we're looking at whether they
7 have a gap. And, in that case, we're actually
8 using the land values that they're giving us,
9 to look at what their debt load would be, what
10 their operating income would be compared to
11 that.

12 So that appraised value doesn't factor in
13 on the REV Grant side of the project.

14 BOARD MEMBER BARAKAT: On the retail,
15 Mr. Kelley, I think I saw that the blended pro
16 forma retail rents were \$45 a square foot; is
17 that correct?

18 MR. KELLEY: Yes, sir. They range from
19 approximately \$22 a square foot -- I'm sorry,
20 on retail?

21 BOARD MEMBER BARAKAT: Yeah, retail.

22 MR. KELLEY: I believe you're correct. If
23 I can get to that and --

24 BOARD MEMBER BARAKAT: I believe that's
25 what I saw. And then, do you know, was there a
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1 resiliency. You know, I just think that is
2 a -- kind of an afterthought attempt at trying
3 to address what I think is very important to
4 this community.

5 I don't see that -- this is a curveball.
6 I think this community and this board has been
7 very vocal, if you listen to any of our
8 meetings in the past year about riverfront
9 activation and desire to have retail on the
10 riverfront.

11 Mr. Moody is right. We should be careful
12 about dictating what we tell developers to do
13 and not to do. But once a developer asks for a
14 tax break, they have crossed the threshold.
15 And what is important to the community should
16 be part of the negotiation. And I'm just
17 baffled why the developer doesn't want to
18 provide any retail in Phase I.

19 If they are willing to do it in Phase II,
20 why is it so important to do it in Phase I?
21 The residential building next to Haskell
22 protrudes onto the Riverwalk and I think would
23 be a great residential site along the ground
24 floor of that building.

25 Again, we are -- the multifamily market in
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1 differentiation between the grocer rent and
2 then the smaller building, or was it just they
3 gave you one number, an average number?

4 MR. KELLEY: In the earlier version, I had
5 both numbers. In this version, because we had
6 a change really down to the wire from one
7 grocer size to a different grocer size, I don't
8 recall that I had differentiation as to what
9 that grocer, his pro forma -- what the pro
10 forma calculation for the grocer rent is versus
11 the retail space.

12 BOARD MEMBER BARAKAT: Okay. So you're
13 not aware of a major distinction between the
14 grocery build-to rent and the general retail
15 rent?

16 MR. KELLEY: I am not, sir.

17 BOARD MEMBER BARAKAT: The rents at \$45 a
18 foot for retail comes to 3.75 per square foot
19 per month. Residential rents are averaging
20 between 2.45 and 2.65 a foot. Not a bad deal
21 to have retail, right?

22 I'm just -- I appreciate the developer's
23 proposal to consider retail in the helipad.
24 I'm concerned about some of the things
25 Mr. Diebenow brought up, most notably

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1 Jacksonville is now very, very desirable. We
2 had a presentation last Friday at the Retail
3 Enhancement Committee meeting, and it was an
4 epiphany. I mean, in the last five years,
5 we've gone from being very desperate to very
6 desirable as a multifamily market. And I
7 just -- I'm just surprised the developer is not
8 willing to work with the community and provide
9 5,000 square feet of retail. It's not much. I
10 think 10,000 square feet is more appropriate.

11 If you look at the retail, it's not facing
12 Riverside Avenue, in part because of its
13 location with the ramp. And I understand the
14 developer's constraints. So we don't have an
15 opportunity for streetfront retail, but we have
16 all the opportunities along the Riverwalk.

17 And we're missing the mark. I mean, some
18 of the board members have identified other
19 projects that are under construction or have
20 been constructed. This is our only opportunity
21 left on the Acosta Bridge side of downtown.

22 And so it's just -- it's a huge missed
23 opportunity in my view. I'm happy to give this
24 developer a tax break, but based on what we
25 heard on Friday, I'm not entirely sure we need

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1 to give tax breaks anymore for certain
2 multifamily, especially on the river. I think
3 it's at least a subject for debate, and we need
4 to analyze that.

5 And there are developers searching and
6 searching for Class A sites in Jacksonville
7 right now. They are very hard to find. And
8 this is one of them. So asking for 5,000
9 square feet of retail on the Riverwalk in an
10 urban location, I don't think that's a big ask.

11 If you want to not pay full property taxes
12 for 20 years, fine. I appreciate you working
13 with us on the view corridor. And I appreciate
14 the fact that there are some constraints with
15 this property. But keep in mind, we're taking
16 the least desirable part of the property from
17 you. That proposed park section is surrounded
18 by a ramp, and the best parts are left for
19 development.

20 And it's giving us a park with average
21 access. The average person is not going to
22 know where to park, and that's going to be
23 clearly identified. And we're going to have to
24 pay for it, which is great. We love having to
25 pay-to-park.

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1 But the point is we're paying you I think
2 a very good price for what is the inferior part
3 of the property. We're giving a 75 percent --
4 or the ask is a 75 percent tax abatement for
5 20 years. I don't think giving the community
6 what it clearly and transparently wants along
7 the riverfront is a major ask or major give on
8 behalf of the developer.

9 So I am inclined to not support this REV
10 Grant request unless the developer is going to
11 provide at least 5,000 square feet of retail on
12 the footprint of the building. The helicopter
13 pad is a nice attempt at acquiescing the
14 community's needs, but I don't think it is
15 going to be sufficient.

16 No further comments, Mr. Chairman.

17 THE CHAIRMAN: Thank you, Mr. Barakat.

18 I'm going to give everybody a chance to
19 stretch their legs, but I want to add my
20 comments first and come back --

21 BOARD MEMBER ADAMS: Could I ask one
22 question? I apologize.

23 THE CHAIRMAN: Sure.

24 BOARD MEMBER ADAMS: It's still unclear to
25 me -- it wasn't clear to me at the meeting.

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1 What happens if Phase II isn't built?

2 THE CHAIRMAN: I think the answer to that
3 is that the developer would lose the REV Grant
4 opportunity on that property. If they don't
5 develop it or the way they committed to develop
6 it, they'd lose the REV Grant. That's it.

7 BOARD MEMBER ADAMS: Okay. So there is no
8 clawback on any of the incentives that they are
9 given in Phase I if Phase II doesn't work? So
10 the penalty of not doing Phase II is you don't
11 get the money from Phase II?

12 THE CHAIRMAN: So as I understand it --
13 and I welcome the opportunity to be corrected
14 by staff -- once the horse is out of the barn,
15 the REV grants on Phase I, they're gone. They
16 are often used as equity in the deal by the
17 developers, and so once that REV Grant has been
18 approved and the developer moves forward, we've
19 lost that opportunity to claw that back.

20 MS. BOYER: That's essentially why they
21 were separated into three REV Grants. We
22 wanted the clawback potential, and we wanted
23 that security from the Phase II development.

24 But once you separated them with separate
25 developers, then there's no way a developer of

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1 the Phase I residential is going to let the
2 future activity of some third party potentially
3 cause them to lose their REV Grant.

4 BOARD MEMBER ADAMS: Obviously, I'm not
5 getting a vote today, but in light of all of
6 the retail and restaurant being in Phase II, I
7 would vote against it, even though I voted to
8 support it in committee.

9 Thank you.

10 THE CHAIRMAN: Thank you, Mr. Adams.

11 I'm sorry if I've left you out a few times
12 today. I appreciate you speaking up. Keep
13 doing that.

14 BOARD MEMBER ADAMS: Not a problem.

15 THE CHAIRMAN: The benefit of being Chair
16 is you get to go last, so most of the smart
17 things have already been said. I appreciate
18 all the comments of my board members.

19 I want to highlight, though, that --
20 because I heard a lot of things out of
21 Mr. Barakat that I've been thinking myself, and
22 I've thought about since the meeting. And I
23 guess I'll first direct my comments to
24 Mr. Diebenow.

25 I appreciate the developer's perception

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1 that the conversation was completed on retail,
2 but with all due respect, that diminishes the
3 responsibility of this board. And frankly and
4 more importantly, it diminishes the
5 responsibility of City Council because in -- we
6 appreciate the hard work of staff in working
7 with the developer, but this board has an
8 independent obligation to oversee and review
9 and comment on these proposals. And, frankly,
10 this one is required to go to City Council.
11 And to suggest that the conversation is
12 completed, respectfully, I say that's just not
13 a fair consideration.

14 As far as the concept from, you know, the
15 comment from Mr. Moody that the developer is
16 taking risks, I do see that. And we are
17 thankful for developers coming here, coming in
18 front of this group and bringing this
19 opportunity to us. And I hope we can find a
20 way to move forward. But I want to be clear,
21 the City of Jacksonville is taking the risk
22 here, too.

23 Part of that risk to ask here is that we
24 put liquidated damages in connection with this
25 development opportunity relative to the City's

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1 obligation on completing the McCoy's Creek
2 project. I don't like that, and I'll talk more
3 about that later.

4 But we also have other, you know, risk.
5 Risk is an interesting thing. Risk can also
6 just simply be money. And the ask here is
7 \$30 million for the City of Jacksonville.
8 That's risk. We're making a huge investment --
9 we're being asked to make a huge investment.
10 That risk is on our side, too.

11 And I think -- you know, we're looking at
12 the last opportunity on the river in Brooklyn,
13 and I think we do have to be thoughtful about
14 what we're going to do there. And the
15 opportunities, you know, to provide the City --
16 again, none of these comments are meant to
17 disparage the developer. I am happy they are
18 here. And I hope we find a way through.

19 But I'll tell you, this project, to me,
20 highlights another issue that keeps coming up
21 before this board. And that is, you know,
22 owners -- and again, this is not the developer.
23 You know, the current owner of this property,
24 you know, has got a property that's not
25 performing. It's kind of failing from the

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1 standpoint of, I guess, it's not being used.
2 You have old buildings. They're falling into
3 disrepair. And the owner is holding it
4 hostage. And, frankly, what we're being told
5 by the developer is we have got to have a
6 75 percent REV Grant to put residential on the
7 river in Jacksonville or in Brooklyn, the last
8 site in Brooklyn almost.

9 We've had so much success in Brooklyn; it
10 might be the greatest success in downtown
11 development in the last ten years. It's
12 fantastic. And usually it's the first up
13 anyway, where you have help and add money, you
14 know, to make a project go because you're
15 trying to get some momentum. If we don't have
16 momentum now in Brooklyn, we're never going to
17 get it.

18 And so the concept -- yeah, the report on
19 Monday was startling to me. I mean, I -- the
20 report to us about what the change is like and
21 what -- the demand for retail, for residential
22 in downtown Jacksonville. I think it's
23 fantastic. Again, I keep using the same word,
24 but that's the only other word I can come up
25 with. It's wonderful.

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1 And I think we've got a responsibility to
2 capitalize on that, too. And if what we're
3 being told by the developer is the owner is
4 demanding, you know, an onerous price for
5 property that's underperforming and in
6 disrepair, do we have a responsibility to pay
7 that bill? I question that. And so I have a
8 real concern about that. And this is just the
9 latest example of that.

10 I would say to you that from my
11 perspective, for me to support this, I need
12 that -- this resolution will need to be
13 amended. I need to see a -- we don't need to
14 have a liquidated damage obligation from the
15 City (inaudible) fails to perform. And so many
16 times at this point of development our
17 developers are unable to meet their own
18 timelines and they continue to come to us and
19 ask for extensions, which we always give, by
20 the way.

21 You know, if the developer needs
22 liquidated damages to, you know, different
23 parts of the City's obligation on McCoy's
24 Creek, Phase II, I would say, well, if they
25 don't meet their obligations, they forfeit the

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1 land in Phase III, and the City can build its
2 own restaurants. And yeah, I have that kind of
3 a hard feeling about this one-way LD provision.

4 The other thing is I think we should have
5 some requirement in Phase I to reduce the risk
6 to the City, vis-à-vis retail, guaranteeing we
7 get retail in that area. The amount of that is
8 beyond my experience and expectation. I think
9 we need something there that's going to
10 activate the river and provide opportunities
11 for the citizens of Jacksonville. And that's
12 my thoughts on that.

13 I know the court reporter told me she
14 wanted a break at 4:00. I speak at more than
15 300 words a minute. Probably quicker than that
16 now. So I told her that we -- Steve, I know
17 you've got a lot comments. Let's give her a
18 quick break and we'll come right back if we
19 can.

20 MR. DIEBENOW: Sounds good.

21 THE CHAIRMAN: Is ten minutes too long,
22 everybody?

23 All right. Quick break, and we'll come
24 back in ten minutes.

25 Thank you.

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1 (Brief recess.)

2 THE CHAIRMAN: We took a short break. In
3 the meantime, Mr. Adams has joined us, and he's
4 with us. I know Mr. Diebenow has some
5 comments.

6 Before he speaks, do you have any
7 comments, Mr. Adams?

8 BOARD MEMBER ADAMS: I don't.

9 Thank you.

10 THE CHAIRMAN: Mr. Diebenow, for the
11 developer.

12 MR. DIEBENOW: Give me one second. I'm
13 sorry, Chairman.

14 I wanted to address some of the things
15 that you just mentioned at the end. First of
16 all, about respect, certainly we respect the
17 process and I'm not -- didn't mean for any of
18 my comments to indicate that either the board
19 or City Council doesn't get a chance to weigh
20 in on these topics, because clearly they do.

21 I think my point was more to the fact that
22 we believe that we are meeting the activation
23 requirements. We do have a restaurant on the
24 creek. We do have a restaurant on the river.
25 And we do have an activated waterfront, much

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1 more than is activated today certainly at this
2 location or at other similar projects.

3 The second point I want to make is about
4 risk. And, you know, the talk about the risk.
5 The beauty of the REV Grant and the beauty of
6 completion grants is the City knows what
7 exactly they bargained for, and they only pay
8 the -- they only write the check if they get
9 what they bargained for. I would argue that
10 the City's investment is without risk, because
11 if they don't get what they bargained for, they
12 don't have to write a check.

13 On the other hand, if we ask the City to
14 invest money up front or to do something, you
15 know, before the project is completed, then
16 there would be the risk of whether or not the
17 project would be finished. There would be the
18 risk of whether or not the project would
19 succeed. There would be the risk of whether or
20 not the developer would be able to repay the
21 City or the DIA whatever the investment might
22 be.

23 So the incentives that you're using here
24 are actually -- I think that's what makes them
25 so beautiful, is that you can bargain for what

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1 you want, and the risk is certainly lower. I
2 would argue it's almost zero.

3 Finally, in terms of price, again, we're
4 bound by a confidentiality agreement in terms
5 of what we're paying for the site, but I can
6 assure you, we're not overpaying for the site.
7 The seller isn't selling us land that's
8 anywhere outside the bounds of the appraisal
9 that -- you know, that the City has provided.
10 This isn't a plan to somehow enrich the current
11 property owner. The price that's being paid is
12 in line with what's been paid for other
13 riverfront properties, you know, throughout the
14 downtown area.

15 So that's really the comments I wanted to
16 make before going into hearing the next part of
17 the conversation.

18 In terms of the -- you know, where the
19 situation is right now, we had a call quickly
20 during the break, and I -- this is what we
21 would offer, and we'll see kind of where it
22 goes.

23 Fuqua will develop a 3,000-square-foot
24 restaurant at some location to be determined in
25 Phase I. I don't know where it will be. Maybe

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1 it's on the helipad, maybe it's in one of the
2 buildings. I don't know where it will be right
3 now. We would ask that the City or the DIA
4 split the cost of that with us so that if it
5 were, as I have outlined, for a brand-new
6 building on the helipad with all assumptions
7 that are in there -- which, obviously, would
8 have to be approved by the staff.

9 But other than that example, the City's
10 investment would be 1.1 million, and the
11 developer would pay the other. Obviously, if
12 we go inside a building, we build a little bit
13 smaller building, then the investment would be
14 lower, and we wouldn't ask the City to pay for
15 any more than half of whatever that investment
16 would be.

17 And then, finally, on liquidated damages,
18 although it's extremely -- you know, it's an
19 extremely risky deal. Talk about risk, the
20 risk to the developer is that Phase II never
21 gets started because the creek never moves.

22 As you all know, the developers are always
23 the last ones to be paid in a development, and
24 the developers are always the ones that --
25 when -- you know, time kills deals. The longer

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1 you hold the property, the worse it gets for
2 them. Time is not the developer's friend. And
3 so they are taking a huge risk because all
4 their profits and all the benefits are in the
5 last phase, which they want to build, and they
6 are reliant on the government to move a creek,
7 which is a pretty tall order.

8 So -- but nevertheless, we would remove
9 the liquidated damages provision from the term
10 sheet but ask that perhaps the board give the
11 staff the authority to contemplate and think
12 about alternative remedies that are not
13 liquidated damages. But maybe there's some
14 other way that I haven't been able to think of
15 in the last 48 hours to deal with that risk.

16 If the creek doesn't move, the City's risk
17 is, well, the creek moves later. The
18 developer's risk is they have a piece of
19 property they can't use and they are just
20 waiting. And so that's, again, our overall --
21 the way our liquidated damages work is if we
22 don't perform, we lose our REV Grant. That's
23 how we get penalized. So that would be my
24 proposal.

25 And as you think about this, I would ask

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1 you to think about as well the benefits that
2 are received from -- we haven't even talked
3 about it, we've touched on it -- the stormwater
4 and the flooding solution. You have it right
5 here. You're on the one-yard line. I think we
6 can solve it today. And all of the benefits
7 that come with that, from resiliency,
8 stormwater, restoration of the creek,
9 relocating the creek. This is an opportunity
10 that we're within -- you know, call it a
11 million dollars of fixing.

12 So I'll stop there. Mr. Chairman,
13 appreciate the opportunity.

14 THE CHAIRMAN: Thank you, Mr. Diebenow.

15 Anybody else have any more comments or
16 questions before we move on to the next phase?

17 BOARD MEMBER CITRANO: I do.

18 THE CHAIRMAN: Go ahead.

19 BOARD MEMBER CITRANO: I should have
20 mentioned it before I made my official comment.

21 I did file a Form 8. My company does
22 business with TriBridge, which I understand is
23 a partner in this project. I did file a Form 8
24 before the SIC meeting, and I believe it's on
25 record now.

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1 THE CHAIRMAN: Mr. Sawyer.

2 MR. SAWYER: Per the standard process, as
3 long as you filed a form declaring a conflict,
4 you're eligible to vote.

5 THE CHAIRMAN: Thank you, Mr. Sawyer.

6 Procedurally, if we have a motion from the
7 standing committee to support Resolution
8 2021-08-01, the developer has offered an
9 amendment or a proposed provision to the
10 current proposal. I've heard lots of
11 conversation about our thoughts from the board.

12 Do I have a motion -- we can do two
13 things. Someone can move to call the question
14 or someone can move to amend the motion. And I
15 give it to the board for your pleasure.

16 BOARD MEMBER ADAMS: If you could,
17 Mr. Gillam, I think in light of the changes --
18 and I appreciate the -- I appreciate the things
19 that Mr. Diebenow has said, and the concessions
20 he's trying to make. There was a lot packed in
21 there on a very important project. So I
22 don't -- I don't know that I will be able to
23 consider what he just said fully in order to
24 vote one way or the other on this proposed
25 amendment.

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1 So I think if he wants the chance to get
 2 my vote on it, I would like to see us table
 3 this, see what the proposal is, have it
 4 developed and bring it back. Otherwise, if
 5 we're not going to do that, then I guess I will
 6 call the question and will vote against it.
 7 MR. DIEBENOW: If I could, Mr. Chairman,
 8 just address that timing question.
 9 So we're working hard, Mr. Adams, to try
 10 and get this transaction closed before the end
 11 of the year. I won't belabor the point about
 12 the schedule prior to this, but part of it was
 13 that we could take the time to resolve it
 14 today. We're here and prepared to try and
 15 resolve it.
 16 I think we're down to, I would argue, a
 17 single issue, which is whether or not to split
 18 the cost on the restaurant.
 19 BOARD MEMBER ADAMS: Well -- and again, I
 20 appreciate that. But unless you can tell me
 21 where the restaurant is going to be, if you can
 22 give me particulars of it -- I mean, there's a
 23 whole lot of variability in there, Steve, that
 24 I can't accept on the fly.
 25 THE CHAIRMAN: So Mr. --
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1 BOARD MEMBER ADAMS: I suppose it would
 2 depend on -- leave it to Mr. Diebenow.
 3 He's asking to proceed forward. I'll just
 4 call the question and ask for a vote.
 5 THE CHAIRMAN: So Mr. Adams has moved the
 6 question to be voted on.
 7 Is there a second to that motion?
 8 BOARD MEMBER MOODY: Has he asked that
 9 that be done yet, or is he --
 10 BOARD MEMBER ADAMS: Yeah.
 11 BOARD MEMBER MOODY: -- (inaudible) for
 12 the option?
 13 BOARD MEMBER ADAMS: Yeah.
 14 Well, I guess I'm asking Mr. Diebenow his
 15 preference.
 16 THE CHAIRMAN: I'm sorry. I think you
 17 might be out of order.
 18 I think Mr. Adams moved the question to be
 19 called, and I'm asking, is there a second?
 20 BOARD MEMBERS: (No response.)
 21 THE CHAIRMAN: That motion doesn't
 22 follow -- or won't proceed.
 23 Is there another motion?
 24 BOARD MEMBER BARAKAT: Mr. Chair, I just
 25 wanted to ask -- I want to make sure I
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1 understand what Mr. Diebenow is proposing.
 2 It's a 3,000-square-foot retail space
 3 either at the helipad site, which was discussed
 4 or proposed before, or within the envelope of
 5 one of the residential buildings as shown on
 6 the screen here?
 7 MR. DIEBENOW: Correct.
 8 BOARD MEMBER BARAKAT: An either/or?
 9 Okay.
 10 I'm not inclined to accept a helipad as an
 11 enclosed space as an alternative. I just think
 12 for the reasons I tried to articulate before, I
 13 just have concerns of that being the solution.
 14 I don't know where 3,000 square feet is coming
 15 from.
 16 Maybe -- not to put Mr. DeVault on the
 17 spot, but again, since we have him, we might as
 18 well use him. You know, a Bellwether-ish type
 19 of restaurant would be, I think, what most
 20 people in the community are looking for. I
 21 don't know if 3,000 square feet gets us there
 22 or what it actually gets us. And I'm wondering
 23 if a certain amount of seats is a better metric
 24 for us to request.
 25 If that's the kind of restaurant
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1 environment we're looking for, is the seats or
 2 square footage the better metric to request
 3 here, Allan?
 4 MR. DeVAULT: Through the Chair to
 5 Mr. Barakat, seating would certainly be
 6 important because to have a full -- in my
 7 opinion, on the riverfront, to have a
 8 full-service restaurant and full bar would be
 9 very advantageous.
 10 So as an example, BB's restaurant is about
 11 3,600 square feet, and they just made 100
 12 seats. So they do now allow outdoor seating to
 13 count toward your seat count. So I would
 14 encourage it to be at least able to serve a
 15 hundred meals at one time would be what I would
 16 encourage, and 51 percent or more of your sales
 17 would be food so that you could get that
 18 special food service license.
 19 MS. BOYER: Mr. Barakat.
 20 BOARD MEMBER BARAKAT: Yes.
 21 MS. BOYER: Pardon me for interrupting.
 22 Mr. DeVault, would you pass out and hand
 23 Mr. Barakat the terms that you had drafted?
 24 So in anticipation of this, I asked
 25 Mr. DeVault the same question, and he prepared
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1 a bullet point list of what would be required
 2 of a full-service riverfront restaurant in
 3 terms of size, number of seats, et cetera, in
 4 order to meet that kind of standard that you
 5 are anticipating, in case any one of you wanted
 6 to use that.
 7 (Materials distributed to the board.)
 8 BOARD MEMBER FROATS: Can you tell us how
 9 many square feet?
 10 MS. BOYER: Yes. So what he's saying is a
 11 minimum of 2,500 square feet of enclosed space.
 12 So 3,000 is great, but it has to be at least
 13 2,500 enclosed. Must be able to serve meals to
 14 100 or more patrons at one time. Must derive
 15 51 percent or more revenue in food sales. Must
 16 have additional outdoor seating on the river.
 17 Rooftop seating strongly encouraged. That
 18 would be if it's a (inaudible) building. Can't
 19 block the view corridor. Permitted in Zone A.
 20 So that was what we had discussed
 21 internally as staff. If those were -- and I
 22 think Mr. Diebenow had looked at those and said
 23 those were acceptable and that that was
 24 consistent with what the developer was offering
 25 in his 3,000-square-foot riverfront restaurant.

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1 solution? Was that a 5,000 square foot --
 2 2,500 indoor, 2,500 outdoor proposal?
 3 MS. BOYER: No. It was considerably
 4 smaller than that and would not qualify for --
 5 the 100 seats that we're talking about here,
 6 that is what qualifies you for a liquor
 7 license. And that's why we've included it.
 8 And so that's why we're saying if you had
 9 enough to have 100 seats -- seats for 100
 10 patrons being served a meal at the same time,
 11 then you would qualify for that license
 12 regardless of the square footage configuration.

13 So that's why we included that as an
 14 additional provision, because we would want it
 15 of sufficient size to move that standard.

16 BOARD MEMBER BARAKAT: The three most
 17 important bullets to me are the top two and the
 18 fourth one, right? Must have additional
 19 outdoor seating; must be able to serve meals to
 20 100 or more based on the alcohol permission you
 21 just mentioned; and then the minimum of 2,500
 22 square feet, although the developer is offering
 23 3,000.

24 And then my -- my concern is that it be
 25 quality retail and a quality building. I don't

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1 The question becomes, when you get to the
 2 funding discussion, depending on whether it's a
 3 freestanding building or it's incorporated in a
 4 space and where it is, those are different
 5 issues. I mean, we don't have a resolution on
 6 that. And, obviously, the cost of it is very
 7 different if it is a freestanding building than
 8 if it is simply a built-out difference in a
 9 space we've already taken into account.

10 BOARD MEMBER BARAKAT: So thank you. This
 11 is helpful.

12 So the 3,000-square-foot proposal feels
 13 like it would comply with many of these
 14 bullets. I don't know if it will comply with
 15 the 100 seats. It sounds like it will given
 16 the 2,500-square-foot minimum Mr. DeVault has
 17 provided.

18 I think outdoor seating would also be
 19 important. I don't know if we need to get into
 20 the details of how much is indoor versus
 21 outdoor. Not blocking the view corridor is
 22 also important, and the difference of whether
 23 it's in the building or not, that's already
 24 taken care of.

25 And so I think -- can I ask the Related

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1 think the helipad would -- I'm concerned about
 2 marketability of that and long-term resiliency
 3 of that. So whether it's in a building
 4 footprint or whether it is a freestanding
 5 building on the right side of the
 6 development -- on the Riverside Avenue side of
 7 the Riverwalk for lack of a better term -- I
 8 think that's what's important.

9 So Mr. Diebenow's solution, unfortunately,
 10 with that option of being on the helipad would
 11 not get my vote.

12 MR. DIEBENOW: Mr. Chairman, if I could
 13 just address one thing that Mr. Barakat said.

14 In our spreadsheet that's before, you we
 15 had pro formaed [sic] a 3,000-square-foot
 16 building and a 1,000-square-foot patio. So
 17 that -- clearly seating 100 seats is something
 18 we would agree to. That would be preferred,
 19 with the limitations that Ms. Boyer -- or
 20 Mr. DeVault rather, just passed out.

21 In terms of the location, look, man, we're
 22 trying to help -- we're trying to solve the
 23 problem. I can't, today, tell you exactly
 24 where it's going to be. We have a partner on
 25 the residential that we've got to go back to

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1 and work it out with, and so we need the
 2 flexibility. It may be on the helipad. It may
 3 be on the -- it may be on the inside of the
 4 building envelope.
 5 As I sit here today, I'm not going to be
 6 able to solve the issue, but certainly I would
 7 hope that -- the headline is we want a
 8 restaurant in Phase I. I'm offering you to
 9 have a restaurant in Phase I.
 10 MS. BOYER: And on the riverfront, right?
 11 MR. DIEBENOW: And on riverfront, yes.
 12 MS. BOYER: Preferably riverfront.
 13 MR. DIEBENOW: Sure. Yeah.
 14 THE CHAIRMAN: Any other comments,
 15 questions?
 16 BOARD MEMBER CITRANO: Mr. Chairman, just
 17 from a process standpoint, the second offer was
 18 something other than what the (inaudible) as to
 19 the creek, which we would authorize staff to
 20 negotiate. Would that -- whatever you guys
 21 negotiate, would that come back before the
 22 board for approval, or would it just be you
 23 guys figure it out and then we ...
 24 MS. BOYER: Yes. I mean, I think the
 25 intention is that it's something we would just
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1 work? A BB's-type restaurant -- you've all
 2 been there, I'm sure. It's a good place, and
 3 it would do this particular development a -- do
 4 well for it.
 5 THE CHAIRMAN: So I'll state the obvious
 6 again. We have a motion to approve the
 7 existing 2021-08-01 on the table. Is there a
 8 motion to amend that resolution?
 9 BOARD MEMBER MOODY: All right. I'd like
 10 to offer an amendment. If we were to revise
 11 2021-08-01 to include a requirement that the
 12 development in the first phase must have a
 13 minimum restaurant size between 2,500 and 3,500
 14 square feet and that it would comply with some
 15 of the items that have been presented by
 16 Mr. DeVault, what else do I need to add to
 17 that?
 18 BOARD MEMBER CITRANO: We give authority
 19 to the CEO to negotiate --
 20 BOARD MEMBER MOODY: And with the
 21 authority to renegotiate the liquidated
 22 damages.
 23 BOARD MEMBER WORSHAM: Question.
 24 THE CHAIRMAN: Can't have a question. I
 25 need a second. Anybody to second?
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1 resolve as we were negotiating the
 2 redevelopment agreement, subsequent to --
 3 before this went to City Council.
 4 I will tell you that in discussing this
 5 with Mr. Sawyer, he does not think the
 6 liquidated damages would be permissible, and he
 7 has not ever seen them in a City agreement. So
 8 I'm not sure that those would pass Risk anyway.
 9 So I'm not sure what they would allow us to do
 10 anyway, frankly.
 11 THE CHAIRMAN: Mr. Moody, you have a
 12 question or comment?
 13 BOARD MEMBER MOODY: I appreciate
 14 Mr. DeVault describing the BB's at 3,500 square
 15 feet that's on the Southbank. I go to that
 16 restaurant all the time so I know the signs and
 17 the (inaudible), and it's a very successful
 18 restaurant and bar. So if, in fact, we could
 19 put a BB's-type quality at that spot, I think
 20 it would be a really positive thing. I think
 21 it would be a good thing we can look at.
 22 Now, do these terms that have been
 23 presented as an alternative to the set, can
 24 that fit the bill? Are we close enough that we
 25 could kind of tweak it a little bit and make it
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1 BOARD MEMBER GIBBS: I will second that
 2 motion.
 3 THE CHAIRMAN: Ms. Worsham.
 4 BOARD MEMBER WORSHAM: So the question --
 5 did you identify some of the items that were
 6 identified on this bulleted form? I think some
 7 of them are critical. So I would offer that --
 8 our clarification to your amendment, that we
 9 actually include all of the -- all of the items
 10 that are -- we can recite them if we need to,
 11 you know, in this --
 12 BOARD MEMBER MOODY: Okay. I would agree
 13 to that, but then I'd also like to have some
 14 language that says that, likewise, we strongly
 15 encourage, we strongly expect that in Phase II
 16 we also have a restaurant-type --
 17 MS. BOYER: It's already in Phase II.
 18 BOARD MEMBER WORSHAM: We're not changing
 19 Phase II.
 20 BOARD MEMBER MOODY: Oh, okay. Sorry
 21 about that. Good.
 22 BOARD MEMBER FROATS: Question. Is her
 23 friendly amendment --
 24 BOARD MEMBER MOODY: Second.
 25 THE CHAIRMAN: Mr. Froats.
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1 BOARD MEMBER FROATS: So the developer is
 2 also asking for \$1.1 million; is that correct,
 3 Mr. Diebenow?
 4 MR. DIEBENOW: Well, I think what I would
 5 ask for in the context of the conversation we
 6 are having would be 50 percent of the cost, not
 7 to exceed some number, because if it's in the
 8 building, obviously, it's going to be less
 9 expensive. If it's 2,500 --
 10 Look, it may be 5,000 square feet. I
 11 mean, it depends on what the -- the (inaudible)
 12 we can find in terms of the tenant. But if
 13 it's 2,500 square feet with a 500-square-foot
 14 patio and we can do 100 seats for less, then we
 15 would do less.
 16 So my ask would be 50 percent of whatever
 17 that cost would be as underwritten by
 18 Mr. Kelley.
 19 BOARD MEMBER FROATS: So I would be
 20 opposed to the million dollars, but I'd be okay
 21 with something similar to the River City deal
 22 and the 500,000 for us to get a restaurant. So
 23 maybe we want to put some number. We'd have to
 24 think about it. Obviously, City Council would
 25 have to pass that. But we've heard from them
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1 before that it's important for them to have
 2 something like that in a development, and so
 3 maybe they're willing to pay for that.
 4 Something to consider.
 5 MR. DIEBENOW: So --
 6 THE CHAIRMAN: Mr. Diebenow. Sorry.
 7 Mr. Froats, are you asking to further
 8 amend the current proposed amendment? I don't
 9 think you can do that. We can't do that.
 10 BOARD MEMBER FROATS: Okay. All right.
 11 Then I'll wait for the next one.
 12 THE CHAIRMAN: I think the rules say -- I
 13 think we have a requirement that we vote on the
 14 amendment. Am I right about that?
 15 BOARD MEMBER GIBBS: We have to vote it up
 16 or down.
 17 THE CHAIRMAN: We're so far down that
 18 rabbit hole. Maybe I've done a bad job as a
 19 moderator.
 20 BOARD MEMBER GIBBS: You have to vote on
 21 the current motion up or down.
 22 BOARD MEMBER MOODY: Call for the
 23 question.
 24 BOARD MEMBER BARAKAT: Your motion does
 25 not specify where the restaurant is, correct?
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1 BOARD MEMBER MOODY: Well, it needs to be
 2 in Phase I.
 3 BOARD MEMBER WORSHAM: But it does say on
 4 the riverfront.
 5 BOARD MEMBER MOODY: Phase I on the
 6 riverfront.
 7 BOARD MEMBER BARAKAT: Right. But whether
 8 it's on the helipad or in the building is not
 9 discussed in the --
 10 THE CHAIRMAN: He did not say.
 11 BOARD MEMBER FROATS: Mr. Barakat, the
 12 3,000 square feet, according to Ms. Boyer,
 13 that's the size of the helipad. So you were
 14 asking where that came from.
 15 BOARD MEMBER BARAKAT: Oh, is that right?
 16 Okay.
 17 MS. BOYER: Well, 3,000 is what we believe
 18 could be -- so when we measured this, we
 19 measure it 45 by 45, and it comes out to right
 20 around 2,000 square feet. And we felt like,
 21 with this additional area, you could have
 22 3,000 square feet enclosed there if you wanted.
 23 But you could easily get to the 2,500 enclosed
 24 with the outdoor seating that was in that
 25 criteria if that location were the desired
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1 location.
 2 BOARD MEMBER FROATS: Comment. Do we have
 3 to vote or can we comment?
 4 BOARD MEMBER CITRANO: Clarification.
 5 THE CHAIRMAN: I'm not doing a very good
 6 job managing the meeting. One second. I'm
 7 sorry, I want to make sure where we are.
 8 We have -- would you state your current
 9 motion -- you current amendment?
 10 BOARD MEMBER MOODY: Again?
 11 THE CHAIRMAN: Yes.
 12 BOARD MEMBER MOODY: All right. So
 13 regarding Resolution 2021-08-01, I called this
 14 amendment, that we amended it to allow a
 15 full-service riverfront restaurant in Phase I
 16 from 2,500 to 3,500 square feet, and that it
 17 will comply with the requirements that we
 18 discussed earlier bullet by bullet by bullet.
 19 THE CHAIRMAN: And just require a
 20 (inaudible), correct?
 21 BOARD MEMBER MOODY: Yes.
 22 THE CHAIRMAN: And that's been seconded,
 23 in Phase I and on the river. Okay.
 24 BOARD MEMBER GIBBS: And I'll continue
 25 that second.
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1 THE CHAIRMAN: Okay. So you have a
 2 question, sorry, on the amendment.
 3 BOARD MEMBER CITRANO: The applicant also
 4 asked for the City to contribute -- the DIA to
 5 contribute half the cost. Should that be
 6 considered in the amendment?
 7 THE CHAIRMAN: I don't think we can do
 8 that. I think it's out of order.
 9 So I think we have to have a
 10 conversation -- Ms. Boyer.
 11 MS. BOYER: I think you have an amendment
 12 pending that doesn't have that in it, but you
 13 can have another amendment that follows that,
 14 takes that up.
 15 THE CHAIRMAN: After we deal with this.
 16 MS. BOYER: And then you could decide,
 17 whether that passes or fails, whether they
 18 agree or whether you move forward with the
 19 resolution, I mean, how you proceed on the next
 20 step, but ...
 21 THE CHAIRMAN: Any more comments on the
 22 proposed amendment?
 23 Again, the current amendment does not
 24 include proposing any funding for the
 25 developer, but it does require in Phase I a
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1 overall resolution as amended, are there any
 2 other proposed amendments to the amended
 3 resolution?
 4 It now requires residential in Phase I --
 5 MS. BOYER: Restaurant.
 6 THE CHAIRMAN: I'm sorry, restaurant, not
 7 residential. Restaurant or 25- or 3,500 square
 8 feet with the requirements as outlined in the
 9 handout by Mr. DeVault, in Phase I, on the
 10 river.
 11 MR. DIEBENOW: Mr. Chairman, may I ask a
 12 question?
 13 Did you -- procedural question, did you
 14 deal with Ms. Worsham's friendly amendment?
 15 BOARD MEMBER WORSHAM: (Nods head.)
 16 MR. DIEBENOW: Okay. Thank you.
 17 BOARD MEMBER GIBBS: May I ask a question?
 18 Any idea what this would cost, staff?
 19 This amendment -- this amendment, any idea what
 20 this amendment may cost?
 21 THE CHAIRMAN: (Inaudible.)
 22 BOARD MEMBER FROATS: He handed it out.
 23 THE CHAIRMAN: Did you see that?
 24 BOARD MEMBER GIBBS: Oh, I didn't see
 25 that.
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1 riverfront restaurant of 2,500 to 3,500 square
 2 feet with the outlined requirements that
 3 Mr. DeVault shared with us.
 4 Any more comments on that proposed
 5 amendment to the resolution?
 6 BOARD MEMBERS: (No response.)
 7 THE CHAIRMAN: Mr. Adams, how do you vote?
 8 BOARD MEMBER ADAMS: No.
 9 THE CHAIRMAN: Mr. Barakat.
 10 BOARD MEMBER BARAKAT: No.
 11 THE CHAIRMAN: Mr. Moody.
 12 BOARD MEMBER MOODY: In favor.
 13 THE CHAIRMAN: Mr. Gibbs.
 14 BOARD MEMBER GIBBS: In favor.
 15 THE CHAIRMAN: Mr. Citrano.
 16 BOARD MEMBER CITRANO: I'm in favor.
 17 THE CHAIRMAN: Ms. Worsham.
 18 BOARD MEMBER WORSHAM: I'm in favor.
 19 THE CHAIRMAN: And Mr. Froats.
 20 BOARD MEMBER FROATS: No.
 21 THE CHAIRMAN: And I'm in favor.
 22 So that is a vote -- that's five to three
 23 in favor of the amendment that we just
 24 discussed.
 25 Is there any -- before we vote on the
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1 MS. BOYER: The developer handed out a
 2 sheet with proposed costs, which, if it were a
 3 freestanding building, indicated a cost of --
 4 total cost of 2,200,000.
 5 The concept here -- I spoke to
 6 Mr. DeVault. We had done this prior to the
 7 meeting, and we have a similar number of the
 8 320 a square foot, very close to what we would
 9 approximate if it were a freestanding building.
 10 There are very few places on there without
 11 modifying the residential site plan that you
 12 could have a freestanding building, however.
 13 So if it is located inside a building, very
 14 different cost structure. I would say it's 25
 15 to 30 percent of this number. Mr. DeVault
 16 might have a better idea, but it's certainly
 17 not anything that approximates that.
 18 BOARD MEMBER GIBBS: May we hear from
 19 Mr. DeVault, Mr. Chair?
 20 THE CHAIRMAN: Absolutely.
 21 Mr. DeVault.
 22 MR. DeVAULT: Yes.
 23 BOARD MEMBER GIBBS: It's been reflected
 24 that a freestanding building might be
 25 2.2 million.
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1 MR. DeVAULT: Through the Chair to
2 Mr. Gibbs, I could speak to the building and
3 the TI as comfortable with that number. Some
4 of the others -- the parking, I'm not really
5 familiar with, if it would require more
6 parking. So that's a pretty significant chunk
7 of that.

8 But most of the design and soft costs look
9 right on as well. So certainly, it would be
10 less if it were in one of the buildings already
11 constructed.

12 BOARD MEMBER GIBBS: I'd like to propose
13 that the amendment that we just voted on be
14 split with the developer up to \$2 million,
15 50/50.

16 THE CHAIRMAN: Make sure I understand. We
17 have a motion to amend the amended resolution
18 to share costs with the developer 50/50, up to
19 \$2 million in cost?

20 BOARD MEMBER GIBBS: Correct.

21 THE CHAIRMAN: Do I have a second?

22 BOARD MEMBER MOODY: I'll second.

23 THE CHAIRMAN: Any discussion on that
24 amendment?

25 Mr. Froats.

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1 bays on one end or the other to make that
2 possible to be a separate facility right there.
3 That's possible, but obviously, this is very
4 conceptual at this point as this
5 conversation -- to Mr. Adams' point.

6 BOARD MEMBER FROATS: I just want to make
7 a point to Mr. Diebenow. This would probably
8 be a nonissue if this was being done all
9 together. The risk that we have is that -- if
10 Phase II does not happen and, therefore, we end
11 up with no retail. So it's not in the REV
12 Grant money. It's the risk factor of whether
13 we're going to get the retail space.

14 MR. DIEBENOW: Listen, I hear you. We
15 feel you. If you don't get your retail, that
16 means we don't get the creek moved. I mean,
17 it's kind of like we have mutually assured
18 destruction. We all want the same thing. We
19 want the creek to move and we want retail. We
20 are right there with you.

21 Let me add this as a -- maybe it will help
22 further -- it will address the issue. How
23 about if we agree -- if the helipad does become
24 the option -- and maybe someone could offer
25 this as an amendment to Mr. Gibbs, that we

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1 BOARD MEMBER FROATS: Question. So the
2 helipad, we're talking about resiliency, et
3 cetera. Building a freestanding structure on
4 the site, there's a lot of exposure there.

5 MS. BOYER: There certainly is. That was
6 the location that the developer suggested
7 because of both its proximity to the river --
8 but also that it doesn't adversely impact their
9 single-family design as they have it -- or
10 their multifamily design as they have it right
11 now.

12 Yeah. The question is, how would you
13 build it up? How would you make that site
14 resilient and still have good access to the
15 Riverwalk?

16 And it would be a design challenge. And
17 as Mr. Diebenow indicated, it's a design
18 challenge from the standpoint of providing
19 service to it. Where would your dumpster be?
20 How would you have deliveries to it?

21 Which is why, in the initial conversations
22 earlier today, we were suggesting that if the
23 residential were -- if you wanted it
24 freestanding, one could redesign the
25 residential building to pull back one of those

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1 would reroute the Riverwalk so that the
2 Riverwalk would be between us and the
3 restaurant.

4 So again, the restaurant would back -- in
5 other words -- by the way, none of this
6 property is in coastal high hazard. This isn't
7 in a flood plan. This property is high. Even
8 though it's on the water, it's high. And so
9 sliding the restaurant back and rerouting the
10 Riverwalk might be a way to achieve some of the
11 resiliency goals. And again, I'm offering that
12 as a suggestion to try and help address some of
13 the concerns.

14 THE CHAIRMAN: Ms. Worsham.

15 BOARD MEMBER WORSHAM: There are so many
16 moving points. It's hard to really analyze
17 what we're looking at because this site plan
18 that you passed out is so different than that
19 site plan. And in concept, we're all for a
20 mixed-use development on the river, and I'm
21 just looking at that plan versus this plan.

22 And I appreciate the addition of a
23 restaurant on the river. And I appreciate that
24 consolation -- consideration from the
25 developer. You know, to me, the site plan

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1 is -- I guess it's so conceptual, it's
2 uninspiring to me. I need more of the things
3 that we're looking for in our downtown, and the
4 residents, not only in LaVilla and Brooklyn,
5 but, you know, up and down the river.

6 I walked this site today and was thinking
7 about that site plan, and I'm looking at this
8 site plan. You know, I said I'm just
9 uninspired by what I see on paper. And I need,
10 you know, to -- the reassurance of what
11 actually -- I know our DDRB is going to go
12 through the site plan with you, but I look at
13 that and I see the parking for the grocery,
14 things are rearranged. Where this restaurant
15 is, I think is critical whether it's down here
16 by the helipad or over to the west.

17 In theory, I'm all for this mixed-use
18 development on the river. I think it's a great
19 spot. Just want to make sure we get quality
20 development and the things that we, as the DIA,
21 are asking for in our CRA and BID plan, which
22 is, you know, really great pedestrian
23 activation on the river.

24 So I'm in favor of the concept as a whole.
25 I'm very leery about what I see.

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1 MR. DIEBENOW: The only reason I brought
2 out that site plan was to show the relative
3 location of the helipad with regard to the
4 height zones. I did not know that Ms. Boyer
5 had notes that dealt with Zone A. So I tried
6 to bring in the exhibit to illustrate the
7 location of the restaurant.

8 The parking and the orientation of the
9 buildings on that is clearly different. I will
10 tell you, we have a 3D model of this site plan
11 that you're looking at on the screen. I think
12 that --

13 THE CHAIRMAN: Mr. Diebenow, I'm sorry,
14 I'm going to have to -- we're going to get on
15 track here and move this piece of business
16 forward. It may not pass today, but we're
17 going to move it forward.

18 MR. DIEBENOW: Thank you.

19 THE CHAIRMAN: And I'm sorry to interrupt
20 you. I want to keep discussion on the
21 amendment. I've kind of let this go off track.
22 It's my fault. I take responsibility for it.
23 I'm going to do a little better going forward.

24 I want to ask you, Mr. Citrano, if you
25 have any comments about the amendment on the

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1 table and only the amendment.

2 BOARD MEMBER CITRANO: Just a question to
3 staff. How would the -- if we split the cost,
4 how would that be paid? Would that be paid
5 through a completion grant?

6 MS. BOYER: That would be the suggestion.

7 I believe that was the context in which
8 the amendment was offered. The only challenge
9 I see with that is how we verify what costs are
10 associated with the restaurant as opposed to
11 what costs are associated with the building, as
12 part of the building. I'm not saying it can't
13 be done; I'm just saying it's more challenging,
14 I mean, having to look at that.

15 THE CHAIRMAN: Mr. Gibbs.

16 BOARD MEMBER GIBBS: Yeah, I think that
17 could be worked on. And, you know, if our
18 intent is to get multifamily use on the river,
19 then let's move this along. And that's why I
20 made the amendment to the motion, so that both
21 parties understand that there's a cap. And
22 with that cap, we can work out the details.

23 So I appreciate the knowledge that's
24 coming out of this building, but let's keep it
25 moving.

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1 THE CHAIRMAN: Mr. Moody.

2 BOARD MEMBER MOODY: No questions.

3 THE CHAIRMAN: Mr. Barakat.

4 BOARD MEMBER BARAKAT: You know, from
5 where I stand, I think Ms. Worsham's point is
6 good. We don't have any drawings. I have no
7 idea what a random 3,000-square-foot building
8 on a former helipad is going to look like.
9 It's going to look like somebody attempted just
10 to check a box. It's going to look low
11 quality, you know?

12 I just think it's a -- I appreciate the
13 developer trying to make it work, but I still
14 am just perplexed -- in urban environment on
15 the riverfront, we can't make a little bit of
16 retail happen with a building on the river.
17 We're not asking them to design the space
18 shuttle here. This is done all over the
19 country.

20 So I'm just a little -- I just don't know
21 why we're trying so hard to check a box. And
22 my concern is the solution we will end up with
23 might even be worse than having no retail. So
24 I don't think we have enough information, to
25 Ms. Worsham's point, to make this decision.

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1 And we have to spend a million dollars to get
2 it.

3 I'm just very uncomfortable with this
4 solution as proposed.

5 THE CHAIRMAN: Mr. Adams.

6 BOARD MEMBER ADAMS: My dad taught me a
7 long time ago, if you don't know what to do,
8 don't do anything. That advice has served me
9 really, really well, everyone.

10 I echo what Mr. Barakat said. And I get
11 it; time kills deals, but we didn't make the
12 decision to put this into phases. We didn't
13 make the decision to stack all the retail in
14 Phase II, where there's really no guarantee
15 it's going to happen.

16 I'm fully in line with everything that
17 Mr. Barakat says, that given the conceptual
18 nature of all of this and then all the
19 questions and uncertainties, I'm opposed.

20 THE CHAIRMAN: Mr. Moody, you wanted to
21 say something else.

22 BOARD MEMBER MOODY: Just a question. How
23 is this any different from the deal we did with
24 the River City Brewery? We did it at the last
25 minute. We did it to make the deal work. Is

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1 be concerned putting it on the helipad. But I
2 don't know if that's a good spot or not. So
3 obviously, they are going to make that
4 decision. It could very well end up
5 (inaudible).

6 But I think to get this project moving
7 forward -- you know, the reason that these
8 people want to sell now is because there's
9 capital gains tax, you know? And that's the
10 end of the year. And that's going to change.
11 And so it shouldn't impact us and what we
12 decide, but we've got a lot of momentum, and I
13 think we have got to move forward with it.

14 And I'm in favor of moving forward with
15 the amendment. I don't know if a million
16 dollars is the right number because if they did
17 bring it inside a building, it would be less
18 expensive. So maybe we can work on the --

19 MR. DIEBENOW: Mr. Chairman, may I make a
20 comment on that last part of the point?

21 THE CHAIRMAN: Last one, Mr. Diebenow.

22 MR. DIEBENOW: I appreciate it.

23 THE CHAIRMAN: One minute.

24 MR. DIEBENOW: It'll take less than that.

25 So the one point that Mr. DeVault said he

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1 there a lot of dissimilarities or is it a
2 fairly similar set of circumstances?

3 BOARD MEMBER FROATS: I agree with
4 Mr. Moody. I mean, I think we have to try and
5 work to get this done. I don't think -- I
6 think as far as plans go, that's what the DDRB
7 is for. And I think Ms. Worsham is formerly
8 with the DDRB, so I understand her concern over
9 it.

10 I have a concern, and I would expect you
11 to have a lot of concern about it. I'm going
12 to rely on the fact that this developer knows
13 what he's doing. It's going to go through a
14 process to get it to where it needs to be.
15 We're looking at a total square footage. We're
16 looking at the number of residents. We're
17 looking at the total cost. We're awarding an
18 incentive based on that total cost and use of
19 this property.

20 It would be a nonissue if Phase I and
21 Phase II were going to happen at the same time.
22 They're not, so both parties have some risk.
23 We're trying to get the retail space with Phase
24 I; they are offering it in Phase I.

25 I mean, if I owned the property, I would

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1 wasn't comfortable with was the parking
2 calculation. So that's about \$450,000. Round
3 that down to about 1,500,000, let's say, or
4 1,600,000. Rather than capping it at
5 \$1,000,000 to get rid of the parking part of
6 it, I would say, why not cap it at \$750,000?

7 So Mr. Gibbs' motion might be something
8 like 50 percent of the cost, not to exceed
9 \$750,000, not including parking, to make it
10 really clear -- very clear that the developer
11 has the burden of providing parking that's
12 required. And that would lower the number
13 down. It would lower the scope a little bit,
14 and hopefully address some of the concerns
15 regarding costs that I've heard just now.

16 I think that was less than a minute,
17 Chairman.

18 THE CHAIRMAN: Thank you.

19 We have an amendment on the table and
20 seconded. I'm going to call the question on
21 that.

22 Before I do, I guess I will give myself
23 the same minute deadline.

24 I want this development to go forward. I
25 think everybody that's here has worked hard

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1 today. The staff has worked hard for weeks.
 2 The developer has worked hard for months trying
 3 to get it together.
 4 I will tell you my perception is -- to
 5 speak to Mr. Adams' and Mr. Barakat's
 6 comment -- we're trying to make too many
 7 changes, I think, in the last minute, and I
 8 hate it. I understand there's a timing
 9 constraint for the developer. We're trying to
 10 do something, I think, too fast here in this
 11 meeting and I'm very worried about it.
 12 And I see a hand, and I'm going to stop.
 13 Ms. Boyer.
 14 MS. BOYER: Mr. Chairman, at the risk
 15 of -- let me put something out on the table.
 16 Would the board consider a special
 17 meeting? If we could call a special meeting
 18 next week and give us a week to work on
 19 something, that would not change the
 20 developer's time --
 21 BOARD MEMBER FROATS: I leave Wednesday.
 22 I will not be here.
 23 BOARD MEMBER GIBBS: I won't either.
 24 THE CHAIRMAN: I can't do it Monday or
 25 Tuesday.
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1 this question on the table until that day and
 2 time. If someone would make that motion.
 3 BOARD MEMBER ADAMS: I'll make the motion.
 4 BOARD MEMBER GIBBS: No, I think we have
 5 to vote this motion up or down.
 6 THE CHAIRMAN: Do you -- I think you can
 7 move to table the matter.
 8 BOARD MEMBER GIBBS: No. Once the motion
 9 is made, it belongs to the body, and the body
 10 has to vote it up or down.
 11 BOARD MEMBER BARAKAT: I believe that's
 12 correct. That's my Robert's reading. So I
 13 think we have to vote this motion up or down
 14 and then take up Ms. Boyer's concern.
 15 BOARD MEMBER MOODY: Before we vote this
 16 motion up or down, could we give Mr. Gibbs the
 17 chance to take the suggestion of the 750- as a
 18 friendly change to your provision?
 19 BOARD MEMBER GIBBS: I'd like to hear it
 20 again, please.
 21 THE CHAIRMAN: Are you making that motion,
 22 Mr. Moody?
 23 BOARD MEMBER GIBBS: No. He's asking.
 24 I'd like to hear the motion again, please.
 25 THE CHAIRMAN: The motion that's on the
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1 MS. BOYER: Could Tuesday work? I mean,
 2 that's not much time, but I know they don't
 3 have much time. I just would rather them
 4 have --
 5 THE CHAIRMAN: How about the following
 6 week?
 7 MS. BOYER: Fine.
 8 BOARD MEMBER GIBBS: That's Labor Day
 9 weekend.
 10 MS. BOYER: I mean, after Labor Day, are
 11 people back? So, I mean, anytime after
 12 Tuesday. If we could do it so that we were two
 13 weeks in advance of the next board meeting --
 14 THE CHAIRMAN: We've got a meeting
 15 scheduled in one of the committees for the 2nd.
 16 We could convert that to a special meeting of
 17 the board. Could we do that?
 18 MS. BOYER: We could do that. The 2nd at
 19 3:30, we have already have our workshop for the
 20 Ford on Bay schedule. We could convert that to
 21 a board meeting to take this up if that was the
 22 board's pleasure. And that may make you all --
 23 I mean, I would --
 24 THE CHAIRMAN: I believe that it would not
 25 be out of order for someone to move that we lay
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1 table is to amend the resolution -- so the
 2 current amended resolution is as stated, plus a
 3 25- to 3,500 square foot of restaurant in
 4 Phase I on the river.
 5 And you have a current motion to amend
 6 that to -- Mr. Froats has a current motion to
 7 amend that amended resolution to say we would
 8 offer up to thousand -- up to a million dollars
 9 worth of --
 10 BOARD MEMBER GIBBS: So that was my motion.
 11 I wanted to hear Mr. Diebenow's concern.
 12 Mr. Diebenow, could you repeat your
 13 concern?
 14 MR. DIEBENOW: Yeah, I believe what's
 15 happening is that Mr. Moody is trying to make a
 16 friendly amendment to Mr. Gibbs. And I think
 17 what Mr. Moody was trying to say was to repeat
 18 part of what I said.
 19 What I said was that the DIA -- the City
 20 and the developer would split the cost for the
 21 restaurant that we've discussed 50/50, not
 22 including parking, up to a cap of \$750,000.
 23 I think that's what Mr. Moody was trying
 24 to ask Mr. Gibbs, if he would accept that as a
 25 friendly amendment.
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1 BOARD MEMBER GIBBS: Not including
 2 parking?
 3 MR. DIEBENOW: Not including parking.
 4 That takes off Mr. DeVault's concern. That was
 5 the number he was most uncomfortable with in
 6 the list of costs.
 7 MS. BOYER: So by saying not including
 8 parking, you don't mean that we split parking
 9 50/50 above that? You mean that --
 10 MR. DIEBENOW: No, no.
 11 MS. BOYER: Oh, just up to 750,000 and no
 12 parking will be included.
 13 MR. DIEBENOW: The City doesn't include --
 14 the City -- the City's share does not include
 15 any price for parking. The developer just has
 16 to figure that out.
 17 BOARD MEMBER GIBBS: I'll go for that.
 18 Thank you.
 19 I'll accept that, Mr. Moody.
 20 THE CHAIRMAN: So we have an amendment to
 21 the amended resolution. The amendment -- the
 22 current amended resolution would be that the
 23 City contribute up to \$750,000 towards costs --
 24 on a dollar-for-dollar basis, half -- not
 25 including any parking costs.

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1 BOARD MEMBER BARAKAT: Second.
 2 THE CHAIRMAN: Do we need to have any
 3 discussion on that?
 4 How do you vote, Mr. Froats?
 5 BOARD MEMBER FROATS: Well, since the
 6 first one is turned down, I'll guess I'll vote
 7 in favor to move forward something.
 8 THE CHAIRMAN: Ms. Worsham.
 9 BOARD MEMBER WORSHAM: In favor.
 10 THE CHAIRMAN: Mr. Citrano.
 11 BOARD MEMBER CITRANO: I am not in favor.
 12 THE CHAIRMAN: Mr. Gibbs.
 13 BOARD MEMBER GIBBS: I'm not in favor.
 14 THE CHAIRMAN: Mr. Moody.
 15 BOARD MEMBER MOODY: I'm in favor.
 16 THE CHAIRMAN: Mr. Barakat.
 17 BOARD MEMBER BARAKAT: In favor.
 18 THE CHAIRMAN: Mr. Adams.
 19 BOARD MEMBER ADAMS: In favor.
 20 THE CHAIRMAN: And I'm in favor. That
 21 measure passes five to three.
 22 And we'll move on to the next item of
 23 business.
 24 MR. DIEBENOW: Thank you very much to the
 25 board.

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1 BOARD MEMBER GIBBS: And I'll accept that.
 2 THE CHAIRMAN: Mr. Adams, how do you vote
 3 on that?
 4 BOARD MEMBER ADAMS: No.
 5 THE CHAIRMAN: Mr. Barakat, how do you
 6 vote?
 7 BOARD MEMBER BARAKAT: I want to do the
 8 workshop, so no.
 9 THE CHAIRMAN: Mr. Moody.
 10 BOARD MEMBER MOODY: In favor.
 11 THE CHAIRMAN: Mr. Gibbs.
 12 BOARD MEMBER GIBBS: I'm in favor.
 13 THE CHAIRMAN: Mr. Citrano.
 14 BOARD MEMBER CITRANO: In favor.
 15 THE CHAIRMAN: Ms. Worsham.
 16 BOARD MEMBER WORSHAM: I am in favor of
 17 the workshop, so I'm voting no.
 18 THE CHAIRMAN: Mr. Froats.
 19 BOARD MEMBER FROATS: In favor.
 20 THE CHAIRMAN: I'm against.
 21 So we have -- that motion does not carry.
 22 Now, I think we can entertain a motion to
 23 table this matter in favor of a workshop on
 24 September 2nd.
 25 BOARD MEMBER ADAMS: So moved.

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1 THE CHAIRMAN: I'm going to add the
 2 Downtown Investment Authority meeting to that
 3 same workshop.
 4 We've been here, and it's already 5:15.
 5 So we're going to handle those matters at the
 6 next meeting. I would also like to table
 7 further the CEO and Chairman reports, if that's
 8 okay with you, Ms. Boyer.
 9 MS. BOYER: I do have one thing I would
 10 like to take up today.
 11 THE CHAIRMAN: Go ahead.
 12 So before we had a three-plus-hour
 13 marathon meeting, we had lots of things --
 14 maybe warm feelings and also some sad feelings
 15 for the Chair. I'll save the warm feelings for
 16 the next meeting. The sad feelings,
 17 unfortunately, we're losing Ms. Mott.
 18 And I so offer for you a late resolution,
 19 Resolution 2021-08-15, recognizing the service
 20 of Ms. Mott, the financial analyst, to our body
 21 for the last three years. And where is she at?
 22 Could you please come forward? You sat
 23 here through this whole meeting.
 24 MS. MOTT: I did. It was brutal.
 25 THE CHAIRMAN: And so many others.

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1 MS. MOTT: I have sat through many. So,
 2 yes, it wasn't that bad.
 3 THE CHAIRMAN: It gets tough and
 4 long-winded.
 5 We do, and others do as well -- you know,
 6 we really do appreciate all the work staff
 7 does. And being here for a couple of hours can
 8 be frustrating sometimes. You know, when it
 9 goes a little bit -- you guys do it every
 10 single day, and any efficiency we have are a
 11 direct result of your hard work and dedication,
 12 and we do appreciate it.
 13 MS. MOTT: Thank you.
 14 THE CHAIRMAN: Can I have a motion on the
 15 resolution?
 16 BOARD MEMBER MOODY: So moved.
 17 BOARD MEMBER GIBBS: Second.
 18 THE CHAIRMAN: I don't want to cut anybody
 19 short, but I do think it's so important. We do
 20 appreciate your efforts so much --
 21 MS. MOTT: Thank you so much.
 22 THE CHAIRMAN: -- and all of the staff,
 23 too.
 24 MS. MOTT: And I appreciate you all.
 25 THE CHAIRMAN: I don't want to cut anybody

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1 CERTIFICATE OF REPORTER
 2
 3 STATE OF FLORIDA)
)
 4 COUNTY OF DUVAL)
 5
 6
 7 I, Diane M. Tropa, Florida Professional
 8 Reporter, certify that I was authorized to and did
 9 stenographically report the foregoing proceedings and
 10 that the transcript is a true and complete record of my
 11 stenographic notes.
 12
 13
 14
 15 DATED this 1st day of September 2021.
 16
 17 _____
 18 Diane M. Tropa
 Florida Professional Reporter
 19
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 23
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1 off, but I know it's late.
 2 Anybody else?
 3 BOARD MEMBER WORSHAM: Thank you for all
 4 your work.
 5 MS. MOTT: You're welcome.
 6 BOARD MEMBER FROATS: Thank you, Jackie.
 7 MS. MOTT: And thank you all for your hard
 8 work as well.
 9 THE CHAIRMAN: With that, we've got to
 10 vote on resolution.
 11 By a show of hands.
 12 BOARD MEMBERS: (Indicating.)
 13 THE CHAIRMAN: Unanimous.
 14 Thank you very much, Ms. Mott.
 15 Thank you, everyone, for being here today
 16 and all your patience.
 17 See you all on the 2nd.
 18 (The foregoing proceedings were adjourned
 19 at 5:20 p.m.)
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