



Downtown Investment Authority

Hybrid Virtual In-Person Meeting
Wednesday, May 17th, 2023 at 2:00 p.m.

MEMBERS:

Carol Worsham, Chair
Jim Citrano, Vice Chair
Oliver Barakat
Joshua Garrison

Craig Gibbs, Esq.
Braxton Gillam, Esq.
George Saoud, Esq.
Joe Hassan

BOARD MEMBERS EXCUSED:

I. CALL TO ORDER

II. PUBLIC COMMENTS

III. COMMUNITY REDEVELOPMENT AGENCY

- A. Form 8B: Voting Conflict Disclosures
- B. April 19th, 2023 Community Redevelopment Agency Meeting Minutes
- C. Consent Agenda
 - i. resolutions to be added after Committee Action*
- D. Resolution 2023-05-01: River's Edge (The District)
- E. Resolution 2023-05-02: Northbank CRA Budget Amendment
- F. Other Matters to be Added at the Discretion of the Chair

IV. DOWNTOWN INVESTMENT AUTHORITY

- A. April 19th, 2023 Downtown Investment Authority Board Meeting Minutes
- B. Consent Agenda
 - i. resolutions to be added after Committee Action*
- C. Resolution 2023-05-03: Jones Brothers DPRP
- D. Resolution 2023-05-04: Advertising & Promotion Support for Parks Programming
- E. Other Matter to be Added at the Discretion of the Chair

V. OLD BUSINESS

VI. NEW BUSINESS

VII. CEO INFORMATIONAL BRIEFING

- A. CEO Monthly Update

VIII. CHAIRMAN REPORT

IX. ADJOURN

PHYSICAL LOCATION

Jacksonville Public Library-Main Library/Downtown
303 North Laura Street
Multipurpose Room (located in the Conference Center)
Jacksonville, Florida 32202

PLEASE NOTE: The multipurpose room will **not be accessible through the Main Street entrance**. The Main Street entrance will be closed. Please use the Laura Street entrance to enter the building.

Directions to Multipurpose Room: Upon entering Laura Street entrance to the library, follow directions and signage for temperature check, then proceed into the Main Library. Walk counterclockwise around the grand staircase and you will see signs for the public elevators. Take the elevator down to level C for Conference Level. Exit the elevator and follow hallway out. Turn left out of the hallway and proceed through glass doors into Conference Center. The Multipurpose Room is the first room on the left.

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

VIRTUAL LOCATION

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

Join Zoom Meeting

<https://zoom.us/j/94074017448?pwd=WklzbHNRRCT6cFBqL0M4YkNrMkxrQT09>

Meeting ID: 940 7401 7448

Passcode: 642945

One tap mobile

+1 301 715 8592 US (Washington DC)

+1 312 626 6799 US (Chicago)

Find your local number: <https://us02web.zoom.us/j/k5EtIgMnZ>

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

Please contact Jovial Harper by telephone at (904) 255-5302 or by email at HarperJ@coj.net. If you have any questions regarding this notice or if you experience technical difficulties during the meeting.

Downtown Investment Authority May 2023 Board Meeting Agenda

If you have a disability that requires accommodations to participate in the above Downtown Investment Authority meeting, please contact the Disabled Services Division at: (904) 255-5466, TTY-(904) 255-5476, or email your request to KaraT@coj.net and we will provide reasonable assistance for you. The Florida Relay Service can be reached at 711. All requests must be received no later than 12:00 p.m. on May 16th, 2023. Requests for accommodation received after 12:00 p.m. on May 16th, may not be met.

NOTE: If any person decides to appeal any decision made with respect to any matter considered at this meeting, such person will need a record of the proceedings, and for such purpose, such person may need to ensure that a verbatim record of the proceedings is made, which includes the testimony and evidence upon which the appeal is to be based.

A recording of this meeting will be available upon request by emailing HarperJ@coj.net after its conclusion.

TAB III.A
FORM 8B: VOTING CONFLICT DISCLOSURES

TAB III.B.
APRIL 19TH, 2023 COMMUNITY REDEVELOPMENT AGENCY MEETING MINUTES



Downtown Investment Authority
Hybrid Meeting
Wednesday, April 19th, 2023 – 2:00 p.m.

Community Redevelopment Agency
DRAFT MEETING MINUTES

DIA Board Members (BM): Carol Worsham, Chair; Jim Citrano, Vice Chair; George Saoud, Esq.; Craig Gibbs, Esq.; Braxton Gillam, Esq.; Joe Hassan, Joshua Garrison

DIA Board Members Excused: Oliver Barakat.

Mayor's Staff: None

Council Members: None.

DIA Staff: Lori Boyer, Chief Executive Officer; Wanda J. Crowley, Financial Analyst; Steve Kelley, Director of Downtown Real Estate and Development; Guy Parola, Operations Manager; Antonio Posey, Project Manager, Jovial Harper, Administrative Assistant, Susan Kelley, Redevelopment Coordinator (*attended virtually*), John Crescimbeni Contract and Regulatory Compliance Manager (*attended virtually*)

Office of General Counsel: Joelle Dillard, Esq.

I. CALL TO ORDER:

Chair Worsham called to order the Downtown Investment Authority Meeting at 2:00 p.m.

II. PUBLIC COMMENTS

Developer update provided:

George Burchais gave an update regarding the installation of the windows to the Ambassador. He stated he will continue to keep the DIA staff members abreast of the status of the project through his monthly reports.

The following speakers provided public comment:

Nancy Powell expressed her excitement regarding the various projects that are being completed in downtown Jacksonville. Thanked the Board for their investment in the Riverfront.

Ernest Smith (*attended virtually*) expressed his concerns regarding the WayPoint project. He inquired about the methods of mitigating the risk and issues with homelessness in the area.

III. COMMUNITY REDEVELOPMENT AGENCY

A. MARCH 15TH, 2023 COMMUNITY REDEVELOPMENT AGENCY MEETING MINUTES

Motion: Board Member Gillam moved to approve the minutes

Seconded: Vice Chair Citrano seconded the motion

Vote: Aye: 7 Nay: 0 Abstain: 0

MOTION PASSED UNANIMOUSLY 7-0-0

B. CONSENT AGENDA

- i. Resolution 2023-04-01: WayPoint FAB-REP
- ii. Resolution 2023-04-03: Fiscal Year 2023-2024 Southside TID Budget
- iii. Resolution 2023-04-06: Pagemaster Inn FAB-REP

Board Member Garrison requested the removal of Resolution 2023-04-01: WayPoint FAB-REP from the consent agenda.

Motion: Vice Chair Citrano moved to approve the Consent Agenda.

Seconded: Board Member Gibbs.

Vote: Aye: 7 Nay: 0 Abstain: 0

MOTION PASSED UNANIMOUSLY 7-0-0

I. RESOLUTION 2023-04-01: WAYPOINT FAB-REP (discussion):

Board Member Saoud questioned the safety in the area and the potential homeless issue. He requested a discussion with the applicant about how will they handle the security in the area.

Vice Chair Citrano inquired whether the applicant was eligible for the incentives with the mixed uses within the property. He also requested assurances regarding the safety in the area.

Board Member Gibbs questioned the applicant's intentions regarding opening hours during downtown events, i.e., Jaguar Football games. He also inquired about the effect the opening of this project will have on other pending projects in the area.

Applicant Jon Mroz is also a co-owner in Element and Myth Night club, states they are familiar with the homelessness in the area. He states there will be security outside the liquor store and the nightclub. The desire is not to have any issues with vagrancy in the area, causing problems for the residents in the area.

Addressing Board Member Gibbs, Mr. Mroz confirmed their weekend and event hours, as well as ability to meet their proposed numbers regardless of the upcoming projects.

Motion: Board Member Gibbs moved to approve Resolution.

Seconded: Board Member Gillam seconded the motion

Vote: Aye: 7 Nay: 0 Abstain: 0

MOTION PASSED UNANIMOUSLY 7-0-0

C. RESOLUTION 2023-04-04: FISCAL YEAR 2023-2024 NORTHBANK TID BUDGET

CEO Boyer explained the movement of \$250,000.00 from Unallocated to McCoy's Creek.; confirmed remaining balance in unallocated. Aside from that update, there were no further adjustments made in the Resolution.

Motion: Board Member Gillam moved to approve.

Seconded: Vice Chair Citrano seconded.

Vote: Aye: 7 Nay: 0 Abstain: 0

MOTION PASSED UNANIMOUSLY 7-0-0

D. RESOLUTION 2023-04-07: LYNCH LOAN EXTENSION

Board Member Gillam advised he filed Form 8B in Committee regarding 2023-04-07 and abstained from voting on this item.

Office of General Counsel, John Sawyer advised to read Form 8B into the record at the following Board Meeting, May 17th, 2023.

CEO Boyer provided details of the extension, term sheet and the amortization of the loan extension.

Vice Chair Citrano inquired if the DIA has the ability with the self-insurance fund to extend the loan's terms. He believes the request to extend is reasonable.

CEO Boyer answered, the self-insurance payment date extended beyond the loan date and the amortization schedule did not match the initial loan. She stated, the legislation will have to amend the FY22-23 Budget, as the budget was written with the expectation of the loan being paid in full in 2023.

Board Member Hassan agrees with the Board to extend the loan terms.

Motion: Vice Chair Citrano moved to approve.

Seconded: Board Member Saoud.

Vote: Aye: 7 Nay: 0 Abstain: 0

MOTION PASSED UNANIMOUSLY 7-0-0

D. OTHER MATTERS TO BE ADDED AT THE DISCRETION OF THE CHAIR

Bringing no further matters forward, Chair Worsham adjourned the Community Redevelopment Agency Meeting at 2:28 P.M.

**TAB III.C.
CONSENT AGENDA**

TAB III.D.
RESOLUTION 2023-05-01 RIVER'S EDGE (THE DISTRICT)

RESOLUTION 2023-05-01

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (THE “DIA”) RECOMMENDING AMENDMENTS TO THE REDEVELOPMENT AGREEMENT AMONG THE CITY, DIA, AND ELEMENTS DEVELOPMENT OF JACKSONVILLE, LLC (“ELEMENTS”) DATED JULY 12, 2018, (“RDA) AND RELATED DOCUMENTS, INCLUDING BUT NOT LIMITED TO THE CRA INFRASTRUCTURE IMPROVEMENTS COSTS DISBURSEMENT AGREEMENT (“DISBURSEMENT AGREEMENT”) BETWEEN THE DIA, ELEMENTS COMMUNITY DEVELOPMENT DISTRICT (“THE CDD”) AND ELEMENTS DEVELOPMENT OF JACKSONVILLE, LLC DATED _____ AND THE INTERLOCAL AGREEMENT (“INTERLOCAL AGREEMENT”) AMONG THE CITY, DIA AND THE CDD DATED _____, AS AMENDMED BY THE FIRST AMENDMENTS THERETO, IN ACCORDANCE WITH THE TERM SHEET ATTACHED HERETO AS EXHIBIT A, WITH ALL OTHER TERMS AND CONDITIONS OF THE RDA AND RELATED DOCUMENTS REMAINING UNCHANGED; AUTHORIZING THE CHIEF EXECUTIVE OFFICER OF THE DIA (THE “CEO”) TO FILE LEGISLATION TO ENACT THE MODIFICATIONS TO THE RDA AND RELATED DOCUMENTS; AUTHORIZE THE CEO TO EXECUTE ALL DOCUMENTS; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the DIA and City Council approved the RDA, Disbursement Agreement, and Interlocal Agreement and related documents via DIA Resolution 2018-04-01 and Ordinance 2018-313-E, respectively; and

WHEREAS, the DIA and City Council approved the First Amendment to the RDA, Disbursement Agreement, and Interlocal Agreement and related documents via DIA Resolution 2021-02-03 and Ordinance 2021-0158-E, respectively; and

WHEREAS, Elements and the CDD have been diligently pursuing and completing design and permitting of the CDD and CRA Infrastructure Improvements including the bulkhead, Riverwalk, parks and road; and

WHEREAS, the bulkhead is substantially complete and most of the underground infrastructure has been installed and road work is beginning; and

WHEREAS, the CDD and Elements are ready to begin construction of the parks, boardwalk, and paving of the roads; and

WHEREAS, DIA, the CDD and Elements wish to amend the RDA, Disbursement Agreement, Interlocal Agreement and other ancillary and related documents to effectuate the terms outlined on Exhibit A, with all other terms and conditions remaining un-modified, and

NOW THEREFORE BE IT RESOLVED, by the Downtown Investment Authority:

Section 1. The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

Section 2. The DIA recommends the amendment of the RDA and related documents to effectuate the modifications set forth in Exhibit A attached hereto.

Section 3. The DIA authorizes the CEO to initiate filing legislation with the City Council to enact the changes incorporated within this Resolution 2023-05-01.

Section 5. The Chief Executive Officer is hereby authorized to execute the contracts and documents and otherwise take all necessary action in connection therewith to effectuate the purposes of this Resolution.

Section 6. This Resolution, 2023-05-01, shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

Carol Worsham, Chairman

Date

VOTE: In Favor:___ Opposed:___ Abstained:

**RIVERSEDGE: TERM SHEET FOR PROPOSED SECOND AMENDMENT TO RDA,
INTERLOCAL AGREEMENT, CRA DISBURSEMENT AGREEMENT, AND ANCILLARY
DOCUMENTS**

THE REDEVELOPMENT AGREEMENT AND ASSOCIATED DOCUMENTS SHALL BE AMENDED AS FOLLOWS:

1. Add Additional Property to Project.

- a. Modify “Project Parcel” to include 2 Parcels recently acquired by Elements.
 - i. Remainder Parcel (parcel previously owned by DCPS and used for parking-upland or south side of Prudential Drive Extension)
 - ii. N ½ Iowa Street
- b. Subject to DIA Board approval, allow additional property acquired by Elements in the future to be included within the “Project Parcel”.
 - i. Intake Parcel along the Riverwalk.
 - ii. Portion of Broadcast Place current right of way, if vacated, subject to DIA concurrence.

2. Allow for Multiple Contractors for CRA Infrastructure Improvements, each specific contractor selection subject to Public Works approval.

- a. Allow six (6) contractors as follows:
 - i. J.B. Coxwell (horizontal)
 - ii. Shoreline Foundation, Inc. (bulkhead and waterfront improvements)
 - iii. Streetscape and Parks
 - iv. Kompan for Playground NE Park
 - v. Sculpture and Pavilion Artwork
 - vi. Vertical Construction for Pavilion
- b. Subject to City of Public Works approval, allow for one (1) additional general contractor.

3. Allow for Multiple Contractors for CDD Infrastructure Improvements not to exceed six (6), subject to Public Works Approval.

4. Modify Insurance Requirements for Contractors Per City Risk Management Criteria.

- a. For Artwork and Playground Equipment Contractors
- b. For Pavilion Vertical Contractor
- c. For Boardwalk Contractor if separate contract

5. Increase REV Grant Amount.

- a. Based on increased construction costs and projected NOI, the Project will yield substantially more tax revenue than originally contemplated.
 - i. Modify Maximum Indebtedness of REV to ninety-seven million nine hundred eighty six thousand dollars (\$97,986,000) to reflect increase in costs and taxable values; the REV will remain 75% of actual City/County portion.
 - ii. Modify term of REV consistent with updated BID Plan to change the final tax year on which the REV is payable to 2045, paid in 2046.

6. Modify Performance Schedule.

- a. Extend Completion Date for CRA Infrastructure Improvements from June 14, 2024, to December 31, 2024
- b. Extend the Completion Date for the CDD Infrastructure Improvements from April 5, 2025, to December 31, 2025.
- c. Authorize the CEO of the DIA to extend the Completion Date of any component of either the CRA Infrastructure Improvements or the CDD Infrastructure Improvements by up to six (6) months for each such component, in his or her sole discretion for good cause shown.
- d. Authorize the DIA Board to extend the Completion Date and any component of either the CRA Infrastructure Improvements or the CDD Infrastructure improvements for up to an additional six (6) months for good cause shown.

**SUPPLEMENTAL INFORMATION
RIVER'S EDGE SECOND AMENDMENT STAFF REPORT**

TAB III.E.
RESOLUTION 2023-05-02: NORTHBANK CRA BUDGET AMENDMENT

RESOLUTION 2023 -05-02

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY ACTING AS THE COMMUNITY REDEVELOPMENT AGENCY (“CRA”) FOR THE COMBINED NORTHBANK DOWNTOWN COMMUNITY REDEVELOPMENT AREA ADOPTING AN FY 22-23 AMENDED BUDGET AS DETAILED IN EXHIBIT ‘A’ ATTACHED HERETO; REQUESTING OF CITY COUNCIL TO APPROPRIATE \$3,714,503.79 OF UNAPPROPRIATED REVENUE AS IDENTIFIED IN EXHIBIT A TO THE NB SHIPYARDS WEST CRA PROJECT; TRANSFERRING \$194,643.67 OF EXCESS FINANCIAL OBLIGATION FUNDS THAT BY ORDINANCE BECOME UNALLOCATED PLANNED AUTHORIZED EXPENDITURE BUDGET TO THE NB SHIPYARDS WEST CRA PROJECT; INSTRUCTING ITS CHIEF EXECUTIVE OFFICER (“CEO”) TO TAKE ALL NECESSARY ACTION TO EFFECTUATE THE PURPOSE OF THIS RESOLUTION INCLUDING, BUT NOT LIMITED TO, THE FILING OF LEGISLATION; PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Downtown Investment Authority (“DIA”) is the CRA for the Combined Northbank Community Redevelopment Area; and

WHEREAS, the Combined Northbank Community Redevelopment Area has received unappropriated revenue in an amount of \$3,714,503.79, as more fully identified in Exhibit ‘A’; and

WHEREAS, the DIA has contracted with Agency Landscape + Planning, LLC, for the designing of park, restaurant and associated facilities for conceptual design services (i.e. 30% design) on the CRA portion of that property commonly referred to as Shipyards West; and

WHEREAS, the DIA is in process of issuance of a solicitation for professional design services to mature the conceptual plans through 100% engineering and construction bid documentation; and

WHEREAS, to further the design and to fund construction, the DIA desires for the City Council to appropriate \$3,714,503.79 of unappropriated revenue to the NB Shipyards West CRA Project,

NOW THEREFORE, BE IT RESOLVED by the Downtown Investment Authority:

Section 1. The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

Section 2. The DIA requests that City Council appropriate \$3,714,503.79 of unappropriated revenue to the NB Shipyards West CRA Project.

Section 3. The DIA Board hereby authorizes the CEO to take all actions necessary to effectuate the intent of this Resolution, including but not limited to, the filing of legislation for

the appropriation by City Council of \$3,714,503.79 of unappropriated revenue to the NB Shipyards West CRA Project.

Section 4. This Resolution shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS: **DOWNTOWN INVESTMENT AUTHORITY**

WITNESS: **DOWNTOWN INVESTMENT AUTHORITY**

Carol Worsham, Chair

Date

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

RESOLUTION 2023-05-02

EXHIBIT 'A'

FROM:	NB COURTHOUSE GARAGE TENANT LEASE:	\$40,282.26
	NB ADAMS ST GARAGE REVENUE (REEF PARKING)	\$67,158.27
	NB SPORTS COMPLEX GARAGE REV (REEF PARKING)	\$347,105.18
	IGUANA INVESTMENTS (RIGHT OF FIRST OFFER)	\$50,000.00
	FIDELITY NATIONAL INF./PROPERTY SALE -CYPRESS	\$10.00
	SHIPYARDS OFFICE – IGUANA PURCHASE	\$3,209,498.08
TO:	NB SHIPYARDS WEST CRA PROJECT	\$3,714,503.79



Downtown Investment Authority
Hybrid Meeting
Wednesday, April 19, 2023 – 2:00 p.m.

Downtown Investment Authority
DRAFT MEETING MINUTES

DIA Board Members (BM): Carol Worsham, Chair; Jim Citrano, Vice Chair; George Saoud, Esq.; Craig Gibbs, Esq.; Braxton Gillam, Esq.; Joe Hassan and Joshua Garrison

DIA Board Members Excused: Oliver Barakat.

Mayor’s Staff: None

Council Members: None.

DIA Staff: Lori Boyer, Chief Executive Officer; Wanda J. Crowley, Financial Analyst; Steve Kelley, Director of Downtown Real Estate and Development; Guy Parola, Operations Manager; Antonio Posey, Project Manager, Jovial Harper, Administrative Assistant, Susan Kelley, Redevelopment Coordinator (*attended virtually*), John Crescimbeni, Contract and Regulatory Compliance Manager (*attended virtually*).

Office of General Counsel: Joelle Dillard, Esq.

I. CALL TO ORDER:

Chair Worsham called to order the Downtown Investment Authority Meeting at 2:32 p.m.

II. PUBLIC COMMENTS

Carnell Oliver spoke regarding the Economic Development of Downtown and the inclusion the residents of Downtown Jacksonville in the negotiations.

III. DOWNTOWN INVESTMENT AUTHORITY

A. MARCH 15TH, 2023 DOWNTOWN INVESTMENT AUTHORITY BOARD MEETING MINUTES

Motion: Board Member Gibbs.

Seconded: Board Member Saoud.

Vote: Aye: 7 Nay: 0 Abstain: 0

MOTION PASSED UNANIMOUSLY 7-0-0

B. CONSENT AGENDA

- i. Resolution 2023-04-02: Fiscal Year 2023-2024 Administrative Budget

Motion: Vice Chair Citrano moved to approve.

Seconded: Board Member Gillam seconded.

Vote: Aye: 7 Nay: 0 Abstain: 0

MOTION PASSED UNANIMOUSLY 7-0-0

C. RESOLUTION 2023-04-05 FISCAL YEAR 2023-2024 DOWNTOWN VISION BUDGET

CEO Boyer spoke about the adjustments made on the Resolution, amending the page numbers of the Budget Exhibits.

Motion: Board Member Gillam moved to approve.

Seconded: Board Member Citrano seconded.

Vote: Aye: 7 Nay: 0 Abstain: 0

MOTION PASSED UNANIMOUSLY 7-0-0

V. OLD BUSINESS

VI. NEW BUSINESS

VII. CEO INFORMATIONAL BRIEFING

CEO Boyer provided a presentation via Agency of Shipyards West, *Site Updates*. She explained the Massing, Restaurant Relocation, providing two options for the relocation.

CEO Boyer next presented the Downtown Project Updates. She reviewed the progression of the projects from the beginning of the developments until now.

She discussed the Live Local Bill passed in Tallahassee that will have an impact on Affordable Housing and the Downtown Community Redevelopment Agency.

CEO Boyer provided an update with the outstanding employment vacancies. She concluded her briefing with the status of the various projects that have been initiated and are developing in Downtown Jacksonville.

VII. ADJOURN

Chair Worsham adjourned the Downtown Investment Authority Meeting at 3:16 p.m.

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

**TAB IV.B.
CONSENT AGENDA**

TAB IV.C.
RESOLUTION 2023-05-03 JONES BROTHERS' DPRP

RESOLUTION 2023-05-03

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) RECOMMENDING CITY COUNCIL APPROVAL OF A DOWNTOWN PRESERVATION AND REVITALIZATION PROGRAM (“DPRP”) LOAN PACKAGE FOR REHABILITATION OF THE BUILDING LOCATED AT 520 N HOGAN ST (THE “PROPERTY”) PURSUANT TO A REDEVELOPMENT AGREEMENT WITH CLL JONES BROS, LLC OR ASSIGNS (“OWNER” OR “DEVELOPER”); FINDING THAT THE PLAN OF DEVELOPMENT IS CONSISTENT WITH THE DIA’S BUSINESS INVESTMENT AND DEVELOPMENT PLAN (“BID PLAN”) AND THE DOWNTOWN NORTHBANK COMMUNITY REDEVELOPMENT AREA PLAN (“CRA PLAN”); AUTHORIZING THE CHIEF EXECUTIVE OFFICER TO EXECUTE THE CONTRACTS AND DOCUMENTS AND OTHERWISE TAKE ALL NECESSARY ACTION IN CONNECTION THEREWITH TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING AN EFFECTIVE DATE.

WHEREAS, the Property was awarded local historic landmark status in 2005 under Ordinance 2005-163-E, and is a contributing structure to the Downtown National Historic District, within the boundaries of the Downtown Northbank CRA

WHEREAS, development rights and an incentive package for redevelopment of the Property were initially approved for the previous owner, ACE Jax, LLC, by the DIA in Resolution 2018-03-01 and by the city of Jacksonville City Council in Ordinance 2018-630-E; and

WHEREAS, ACE Jax, LLC was unable to complete the redevelopment of the property as approved, and the development rights and incentive package for redevelopment were formally cancelled in 2022, and ACE Jax, LLC sold the property to the Developer also in 2022; and

WHEREAS, CLL Jones Bros, LLC is the current owner and proposed developer of the Property; and

WHEREAS, the Developer proposes to rehabilitate the property to provide a minimum of 28 units of multifamily housing, and 1,700 square feet of co-work space open to residents and the general public, as a mixed-use property in the NorthCore of Downtown Jacksonville; and

WHEREAS, the increased private capital investment totaling not less than \$15,162,000 in real property will increase the county ad valorem tax base over the useful life of the assets, will add to the housing options for residents and visitors in Downtown Jacksonville; and

WHEREAS, the Strategic Implementation Committee of the Downtown Investment Authority (“DIA”) met on May 12, 2023, to consider the recommendation of DPRP Program Forgivable Loans in accordance with the program guidelines established by City Council in accordance with the terms contained in the term sheet attached hereto as Exhibit A; and

NOW THEREFORE, BE IT RESOLVED, by the Downtown Investment Authority:

Section 1. The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

Section 2. The DIA instructs the Chief Executive Officer of the Downtown Investment Authority to take all necessary actions, including the filing of legislation before the City Council, to seek DPRP funding of up to **\$6,033,500** pursuant to the Downtown Historic Preservation and Revitalization Program guidelines in accordance with the terms set forth on the term sheet attached hereto as Exhibit A.

Section 3. The Chief Executive Officer is hereby authorized to execute the contracts and documents and otherwise take all necessary action in connection therewith to effectuate the purposes of this Resolution.

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

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

Carol Worsham, Chairman

Date

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

Exhibit A:

**DOWNTOWN PRESERVATION AND REVITALIZATION PROGRAM
TERM SHEET**

**Jones Bros. Furniture Building
520 N Hogan Street, Jacksonville, FL 32202**

Applicant/Borrower: **CLL Jones Bros, LLC (or assigns as may be approved)**

Project: The project comprises the redevelopment of the historic Jones Bros. property located at 520 N. Hogan Street (RE# 073857-0000) (the “Property”) in the NorthCore of Downtown Jacksonville, utilizing funding through the Downtown Preservation and Revitalization Program (“DPRP”).

The Jones Brothers Furniture building is a 7-story national landmark historic structure of approximately 38,000 square feet, originally constructed in 1926. The building is proposed for rehabilitation into a mixed-use property. The first floor will serve as the residential lobby, and will provide a co-work office suite, and service spaces. Floors two through seven are proposed to include 29 apartments including a mix of 1 studio and 28 1-bedroom units. The scope of work includes all new MEP systems, life safety upgrades, structural repairs, code compliance upgrades, exterior facade repairs, and windowreplacement.

Total Development Costs (As underwritten): **\$15,162,000**
Equity (proposed)¹: **\$5,015,500**

Of the total equity amount proposed, up to an estimated \$3,032,400 may be generated through Historic Tax Credit funding, providing a required minimum direct equity from the Developer/Investor of \$1,983,100.

City Funding: No more than **\$6,033,500** (through the City of Jacksonville Downtown Investment Authority), as follows:

	Historic Preservation, Restoration, and Rehabilitation Forgivable Loan (HPRR)	Code Compliance Forgivable Loan (CCR)	DPRP Deferred Principal Loan	TOTAL
TOTAL	\$2,089,900	\$2,736,900	\$1,206,700	\$ 6,033,500

At this level of funding and structure, the incentives proposed will require funding through the City of Jacksonville General Fund and are subject to further approvals by the Jacksonville City Council.

To be eligible for funding, all work must be reviewed and approved by the Planning and Development Department for consistency with the United States Secretary of Interior Standards and applicable design

guidelines during application processing and, further, for verification upon completion and request for funding under terms defined in the Redevelopment Agreement.

Construction Budget. The construction budget provided and reviewed by the DIA totals \$13,638,000 (the “Total Construction Budget Amount”), which includes Construction Costs to be incurred in each of the funding categories (each, a “Funding Category”) and in the minimum amounts (each a “Funding Category Minimum”) set forth in the table below:

Funding Category	Funding Category Minimum
Interior Rehabilitation	\$ 2,732,000
Interior Restoration	\$ 786,000
Exterior	\$ 1,948,000
Code Compliance	\$ 5,456,000
General Requirements/Other	\$ 1,274,000
N/A ¹	\$ 1,442,000
Total Construction Budget Amount:	\$13,638,000

1 The category “N/A” is not required to be met as a Funding Category Minimum for reimbursement of other categories under the DPRP. For further clarity, there will be no reimbursement for expenditures categorized as “N/A” in the construction budget.

Minimum Expenditures: In order to be eligible for the maximum amount of the DPRP Loan, the Borrower must provide evidence and documentation prior to the applicable DPRP Loan closing sufficient to demonstrate to the DIA, in its sole but reasonable discretion, the following:

- (i) a total equity capital contribution of at least ONE MILLION NINE HUNDRED EIGHTY-THREE THOUSAND ONE HUNDRED DOLLARS AND NO/100 (\$1,983,100) (the “Required Equity”) which shall exclude any tax credit equity or mezzanine debt provided for the Development project.
- (ii) Total Development Costs incurred of at least FIFTEEN MILLION ONE HUNDRED SIXTY TWO THOUSAND AND NO/100 (\$15,162,000), which shall include the purchase price of the property of the property shown by property appraiser records be \$1,150,000 and hard and soft construction costs in the redevelopment of the property but shall exclude developer fee, holding costs, interest reserves, operating reserves, tangible personal property (IT, FF&E), marketing, third party costs for risk management, and loan fees (the “Minimum Total Development Costs”);
- (iii) Minimum Eligible Construction Costs incurred of TWELVE MILLION ONE HUNDRED NINETY-SIX THOUSAND AND 00/100 (\$12,196,000) calculated as the Total Construction Budget Amount less costs classified as “N/A” (the “Minimum Eligible Construction Costs”), and
- (iv) Construction Costs incurred of at least the Funding Category Minimum with respect to each respective Funding Category.

Notwithstanding the foregoing,

- 1) the required Minimum Total Development Costs of \$15,162,000 may be reduced by a maximum of ten percent (10%) overall, as determined by the DIA in its sole and absolute discretion, without affecting the Borrower’s eligibility for funding under the DPRP.

- 2) the required Minimum Eligible Construction Costs of \$12,196,000 may be reduced by a maximum of ten percent (10%) overall, as determined by the DIA in its sole and absolute discretion, without affecting the Borrower's eligibility for funding under the DPRP.
- 3) any Funding Category Minimum may be reduced by a maximum of ten percent (10%) on a stand-alone basis, as determined by the DIA in its sole and absolute discretion; provided that, in such event, there shall be a pro rata reduction in any or each of the related DPRP Loans, as required. Eligibility for funding under any Funding Category shall be eliminated if the corresponding Funding Category Minimum is reduced by more than ten percent(10%).
- 4) Applicant/Borrower may not reallocate more than 25% of the cost and related funding proposed for any line item in the construction budget provided with the application to a different line item without prior approval from the DIA. In addition, the elimination of a line item from the construction budget shall eliminate any funding associated with that line item and such funds may not be reallocated to any other line item.

The DIA shall have the authority, without further action by City Council, to approve reduced DPRP Loan amounts provided the Total Development Costs incurred are not less than \$13,645,800, including Minimum Eligible Construction Costs incurred of not less than \$10,976,400.

Infrastructure: No City of Jacksonville infrastructure improvements are contemplated.

Land: No City of Jacksonville land is committed to this phase of the project.

Loans: No other City of Jacksonville loans are contemplated for this phase of the project.

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

Performance Schedule:

- A) From the date of initial drafting and presentation, Applicant will have no more than thirty (30) days to negotiate the Redevelopment Agreement in good faith for filing with the Mayor's Budget Review Committee and City Council.
- B) Redevelopment Agreement is to be executed within thirty (30) days of the Bill Effective Date which shall establish the Redevelopment Agreement Effective Date. (This requirement will be found in the ordinance as filed.)
- C) Commencement of Construction: Within six (6) months following the Redevelopment Agreement Effective Date, Applicant commits to commencement of construction, meaning receipt of all required approvals, permitting, and closing on all required financing to allow the start of construction activities and has actually broken ground to begin work.
- D) Substantial Completion: Within twenty-four (24) months following Commencement of Construction as defined above.
- E) The DIA CEO will have the authority to extend this Performance Schedule, in the DIA CEO's sole discretion, for up to six (6) months for good cause shown by the Applicant/Borrower. Any extensions to the Commencement Date shall have the same effect of extending the Completion

Date simultaneously. Any extensions provided for the Commencement Date, or the Completion Date shall apply to this phase of the project only.

Additional Commitments:

- A) Upon completion, the Property shall provide not less than 28 multifamily dwelling units, and not less than 1,700 square feet on the first floor to be built out as co-work space open to the public as well as to residents.
- B) Recommendation as to the eligibility of the approved scope of work on the Property by the Planning and Development Department shall be required prior to DIA Board approval of any program funding. Such recommendation by the Planning and Development Department may be conditional on further review and approvals by the State Historic Preservation Office (“SHPO”) and/or the National Park Service (“NPS”) as may be required.
- C) Upon completion and request for funding, all work on the Property must be inspected by the Planning and Development Department or designee for compliance with the approved application prior to funding under any DPRP loan component.
- D) Funding under the DPRP will be secured by a stand-alone, subordinate mortgage lien position on the Property behind any senior secured, third-party lender providing construction, mini-perm, or permanent financing, as long as such subordination does not alter the DIA approved maturity date of any DPRP Loan.
- E) Each DPRP loan will be cross defaulted with one another.
- F) Payment defaults, or other defaults that trigger legal actions against the Applicant that endanger the lien position of the City, shall also be a default on the subject facilities.
- G) As the Borrower will be utilizing a combination of a HPRR Forgivable Loan, and a CCR Forgivable Loan, the maturity of each of these Forgivable Loans will be five (5) years. Principal outstanding under each note will be forgiven at the rate of 20% annually on the anniversary date of each such funding, so long as each Forgivable Loan is not in default per loan documents.
- H) Standard clawback provisions will apply such that:
 - a) In the event the Borrower sells, including without limitation a capital lease transaction, or otherwise transfers the Property during the first five (5) years after the disbursement of the Forgivable Loans, the following amounts of any Forgivable Loan shall be due and payable at closing of the Sale:
 - i. 100% if the Sale occurs within 12 months after disbursement of the Forgivable Loan(s); or
 - ii. 80% if the Sale occurs after 12 months but within 24 months of disbursement of the Forgivable Loan(s); or
 - iii. 60% if the Sale occurs after 24 months but within 36 months of disbursement of the Forgivable Loan(s); or
 - iv. 40% if the Sale occurs after 36 months but within 48 months of disbursement of the Forgivable Loan(s); or
 - v. 20% if the Sale occurs after 48 months but within 60 months of disbursement of the Forgivable Loan(s).
 - b) Changes in the proposed intended use of the property must continue to contribute towards the relevant Redevelopment Goals and Performance Measures of the DIA and shall be

presented to the DIA for further approval not less than 90 days in advance of such changes, and such approval shall not be unreasonably withheld. In the event Borrower or any lessee or assignee of the Borrower uses the Project or the Historic Property or Properties for any use not contemplated by this Agreement at any time within five years following the disbursement of the Forgivable Loan or Loan without such approval, the full amount of the amounts awarded, together with all accrued but unpaid interest thereon, may be declared by the DIA to become due and payable by the Borrower.

- c) Notwithstanding the foregoing, a “transfer” shall not include the transfer by the existing members of the Applicant/Borrower of the direct or indirect ownership interests in the Applicant/Borrower so long as Christian Allen and/or George Leone retain managerial control of the Applicant/Borrower by one or more entities controlled by Christian Allen and/or George Leone, and no liquidity event has occurred by such transfer.
- I) Funding in the amount of the DPRP Deferred Principal Loan component (if any) will have a stated maturity date of ten years from the Funding Date. The loan balance is due in full upon maturity, sale, or refinancing of the property prior to maturity, subject to terms of the disposition and value of the property at the time of such event.
- J) The DPRP Deferred Principal Loan component (if any) requires fixed annual interest payments equal to the total principal outstanding multiplied by the prevailing yield on the Ten-Year Treasury Note (TMUBMUSD10Y) at the time established for closing.
- K) Partial Principal reductions on the DPRP Deferred Principal Loan (if any) may be made after the fifth anniversary with no prepayment penalty; however, a minimum of 50% of the initial loan balance must remain outstanding through the loan maturity date unless the Property or Properties are sold or refinanced during that period, subject to DIA approval.
- L) DIA reserves the right to approve any sale, disposition of collateral property, or refinance of senior debt prior to the forgiveness or repayment of any DPRP Loan. In connection with any refinance of the senior debt, DIA agrees to subordinate the lien of the DPRP Loan to the lien, rights and remedies of the lender providing a loan to refinance the senior debt pursuant to a subordination agreement acceptable to DIA and such senior lender.
- M) All property, business, and income taxes must be current at the time of application and maintained in current status throughout the approval process, the term of the Redevelopment Agreement, and through the DPRP loan period.
- N) Minimum insurance requirements as established by the City of Jacksonville Risk Management Department must be met prior to closing and maintained throughout the term of the development agreement.
- O) Payment defaults, bankruptcy filings, or other material defaults (subject to customary notice and cure periods) during the DPRP loan period will trigger the right for the City of Jacksonville to accelerate all amounts funded and outstanding under any or all programs at such time, plus a 20% penalty of any amounts amortized or prepaid prior to that date.

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

**TAB VII.A.
MONTHLY UPDATE**

TAB III.E.
RESOLUTION 2023-05-02: NORTHBANK CRA BUDGET AMENDMENT

TAB IV.A.
APRIL 19TH, 2023 DOWNTOWN INVESTMENT AUTHORITY BOARD MEETING
MINUTES

**TAB III.B.
CONSENT AGENDA**

TAB IV.C.
RESOLUTION 2023-05-03 JONES BROTHERS DPRP

TAB IV.D.
**RESOLUTION 2023-05-04 ADVERTISING AND PROMOTION SUPPORT FOR PARKS
AND PROGRAMMING**

**TAB VII.A.
CEO MONTHLY UPDATE**