



**Downtown Investment Authority
Retail Enhancement and Property Disposition Committee**

**Hybrid Virtual In-Person Meeting
Tuesday, January 18th, 2022 at 2:00 p.m.**

RE&PD AGENDA

Oliver Barakat, Chair
Carol Worsham, Committee Member

Todd Froats, Committee Member
David Ward, Esq., Committee Member

- I. CALL TO ORDER
- II. PUBLIC COMMENTS*
- III. NOVEMBER 16, 2021 RETAIL ENHANCEMENT AND PROPERTY DISPOSITION COMMITTEE MEETING MINUTES APPROVAL
- IV. DISCUSSION ITEMS
 - a. FORD ON BAY COURTHOUSE DISPOSITION (Lori Boyer, Chief Executive Officer)
 - i. Discussion of Committee role and authority
 - ii. Review of compiled scores and rankings
 - iii. Discussion of responses to NOD
 - iv. Recommendation
 - b. MOSH DISPOSITION (Lori Boyer, Chief Executive Officer)
- V. OLD BUSINESS
- VI. NEW BUSINESS
- VII. ADJOURN

** Only individuals attending the meeting in-person will have an opportunity to provide live 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.*



**Downtown Investment Authority
Retail Enhancement and Property Disposition Committee**

**Hybrid Virtual In-Person Meeting
Tuesday, January 18th, 2022 at 2:00 p.m.**

[CONTINUED ON FOLLOWING PAGE]

Please be advised that this will be a hybrid virtual in person meeting.

PHYSICAL LOCATION

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

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

VIRTUAL LOCATION

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

Join Zoom Meeting

<https://us02web.zoom.us/j/82363263280?pwd=MytYei9tSUdja3NNbDIEMzlvbXVvUT09>

Meeting ID: 823 6326 3280

Passcode: 534965

One tap mobile

+1 (312) 626-6799 (Chicago)

+1 (646) 558-8656 (New York)

Find your local number: <https://us02web.zoom.us/j/keg325N2hY>

TAB III
NOVEMBER 16, 2021
RE&PD COMMITTEE MEETING MINUTE



Downtown Investment Authority
Retail Enhancement and Property Disposition Committee Hybrid
Meeting
Tuesday, November 16, 2021 – 2:00 p.m.

RE&PD Committee Hybrid Meeting
MEETING MINUTES

Retail Enhancement and Property Disposition Committee Members in Attendance:

Oliver Barakat, Chair	David Ward, Esq., Committee Member
Carol Worsham, Committee Member	Todd Froats, Committee Member

Committee Members Excused: None

Board Members in Attendance: Jim Citrano (via Zoom)

DIA Staff Present: Lori Boyer, Chief Executive Officer; Ina Mezini, Marketing and Communications Specialist (via Zoom); Lori Radcliffe-Meyers, Downtown Development Coordinator (via Zoom); and Xzavier Chisholm, Administrative Assistant

Office of General Counsel: John Sawyer, Esq.

I. CALL TO ORDER

The Retail Enhancement and Property Disposition Committee meeting of October 19, 2021, was called to order at 2:02 p.m. by Chairman Barakat.

Chairman Barakat called for each Committee Member and DIA staff present to introduce themselves.

II. PUBLIC COMMENTS

Chairman Barakat opened the floor to public comment.

The following persons made in-person public comments, made public comments virtually through Zoom, or provided comments that were read into the record by DIA Staff. Note: the subject matter of the comment(s) indicated to the right of each person:

Cliff Miller	Advocated for a “showcase zone” which would justify higher spending on architecture; advocated for restoring old buildings before giving attention to new developments
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III. OCTOBER 19, 2021 RETAIL ENHANCEMENT AND PROPERTY DISPOSITION COMMITTEE MEETING MINUTES APPROVAL

Having called for corrections or other edits by his fellow committee members and after receiving none, Chairman Barakat asked for a motion and second on the item.

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

Seconded: Committee Member Worsham seconded the motion

Vote: Aye: 4 Nay: 0 Abstain: 0

THE MOTION PASSED UNANIMOUSLY 4-0-0.

IV. RESOLUTION 2021-11-05: FORD ON BAY COURTHOUSE DISPOSITION

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) APPROVING THE FRAMEWORK FOR THE TERMS AND CONDITIONS, SCORING CRITERIA AND TIMELINE TO BE INCLUDED IN A NOTICE OF DISPOSITION OF THAT CERTAIN CITY-OWNED PROPERTY COMMONLY REFERRED TO AS THE FORMER COURTHOUSE PROPERTY; AUTHORIZING THE ISSUANCE OF A NOTICE OF DISPOSITION IN ACCORDANCE WITH THE TERMS ESTABLISHED HEREIN; INSTRUCTING ITS CHIEF EXECUTIVE OFFICER (“CEO”) TO TAKE ALL NECESSARY ACTION TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; FINDING THAT THIS RESOLUTION FURTHERS THE BUSINESS INVESTMENT AND DEVELOPMENT (“BID”) PLAN, INCLUDING THE COMMUNITY REDEVELOPMENT AREA PLAN; AND PROVIDING FOR AN EFFECTIVE DATE.

CEO Boyer provided an overview of the resolution, stating that it would authorize the issuance of a Notice of Disposition for the Ford on Bay courthouse site, approving the framework for the terms and conditions, scoring criteria and timeline. **Changes to Exhibit 1:** 1) Issue Notice Date changed to November 19th; and 2) Bid Due Date changed to December 22nd

Joseph Ayers, with CBRE, commented that they have not received any major feedback that would suggest changing the requirements. Adding that, there are developers who are not interested due to the public process while there are others – some of whom are highly regarded – that have shown significant interest.

The committee expressed unanimous support for the resolution.

Chairman Barakat called for a vote.

Motion: Committee Member Ward moved to approve Resolution 2021-11-05 as presented

Seconded: Committee Member Froats seconded the motion

Vote: Aye: 4 Nay: 0 Abstain: 0

THE MOTION PASSED UNANIMOUSLY 4-0-0.

V. RESOLUTION 2021-11-01: MOSH DISPOSITION

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) INSTRUCTING ITS CHIEF EXECUTIVE OFFICER (“CEO”) TO ISSUE A 30-DAY NOTICE OF DISPOSITION IN ACCORDANCE WITH THE NEGOTIATED DISPOSITION PROCEDURE ADOPTED BY DIA; AUTHORIZING THE PUBLICATION OF A NOTICE OF DISPOSITION FOR THE GROUND LEASE OF A 2.5 ACRE PARCEL (THE “MUSEUM PARCEL”) OF CITY-OWNED REAL PROPERTY LOCATED WITHIN THE BOUNDARY OF THE PARCEL DEPICTED ON EXHIBIT A ATTACHED HERETO (THE “PROPERTY”) AND COMPRISING A PORTION THE LAND GENERALLY KNOWN AS SHIPYARDS EAST LOCATED BETWEEN GATOR BOWL BOULEVARD AND THE ST. JOHNS RIVER, AND IDENTIFIED BY DUVAL COUNTY TAX PARCEL NUMBER RE#130571-000, (“THE PROPERTY”); EXPRESSING THE INTENTION, ABSENT HIGHER RESPONSIVE OFFERS, TO DISPOSE OF SAID PROPERTY SUBSTANTIALLY IN ACCORDANCE WITH THE NEGOTIATED TERMS ATTACHED HERETO AS EXHIBIT B TO THE MUSEUM OF SCIENCE AND HISTORY (“MOSH”) (THE “DEVELOPER”) SUBJECT TO BOARD APPROVAL AT THE NEXT REGULARLY SCHEDULED MEETING FOLLOWING EXPIRATION OF THE THIRTY DAY NOTICE PERIOD; ESTABLISHING THE TERMS OF THE PUBLISHED NOTICE OF DISPOSITION; FINDING THAT THIS RESOLUTION FURTHERS THE BUSINESS INVESTMENT AND DEVELOPMENT (“BID”) PLAN, INCLUDING THE COMMUNITY REDEVELOPMENT AREA PLAN; AUTHORIZING THE CEO OF THE DIA TO TAKE ALL ACTION NECESSARY TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.

CEO Boyer provided an overview of the resolution, stating that it authorizes the issuance of a Notice of Disposition for a portion of Lot X within the Shipyards. The NOD terms contemplate a civic attraction, museum, or entertainment venue for the site. MOSH is requesting exclusive use of 2.5 acres pursuant to a long-term ground lease, along with the right to host events and program on an additional 1.5 acres and the authority to design the entire 6.86-acre site. The minimum capital investment in the museum will be not less than \$70M, a portion of which may be City funds.

Chairman Barakat called for Committee Member comments, and in order of acknowledgement by the Chair the following discussion occurred:

Responding to question from Committee Member Ward, CEO Boyer stated that the terms established within Exhibit C are binding once the disposition is published. Exhibit B is flexible but must fit within the parameters established in Exhibit C.

Responding to a question from Committee Member Froats, CEO Boyer spoke to how the number of estimated visitors would be determined. Noting that, interested developers would need to demonstrate

experience with civic attractions and the number of visitors would be used for evaluation purposes, not as a performance measure.

Responding to a question from Committee Member Worsham, CEO Boyer commented that MOSH would be responsible for designing the Riverwalk portion of the site and confirmed that they would coordinate their site design with existing design standards, park and riverfront studies, resiliency plans, Hogan's Creek designs, etc., to ensure integration.

Board Member Citrano asked if the board can expect to see a preliminary site design in January. CEO Boyer responded "no," current site designs are conceptual, and the board should not expect preliminary site designs to reflect what the actual site will be. CEO Boyer agreed to distribute the old site plan to board members following the meeting.

CEO Boyer urged the board to keep minimum requirements in place to prevent low-magnitude developments from bidding.

Bruce Fafard, CEO of MOSH, spoke to the number of annual visitors MOSH receives and the number of annual visitors they anticipate after relocating. [*MOSH currently has a 5-year average of 160,000 visitors with a peak of 226,000. Their current projections for the new facility show 440,000 annually by year 3*]. He also provided a summary of where MOSH is in their design process and what their goals are with the site.

The committee agreed to the following:

- Minimum of 100,000 annual visitors for item 7
- Add "cultural" to item 4
- Keep item 6

Chairman Barakat asked CEO Boyer for further comment regarding the 40-year ground lease. CEO Boyer responded that it is the same length of the ground lease that was agreed upon with Iguana for the Shipyards office building. She also noted that the longer ground leases (e.g., 75-year, 99-year) have caused issue in the past.

Committee Member Ward expressed a desire for waterfront activation, such as a kayak launch, and asked that it be considered by the selected developer.

Committee Member Froats asked who will be responsible for the costs [design and construction] of the remaining property outside of the 2.5-acres. CEO Boyer responded that the City has an existing Capital Improvement Project (CIP) for the space and the budget for that would be used to design and construction. MOSH will assist with the design and programming of the space.

Committee Member Worsham expressed concern for having too much space being utilized by surface parking and referenced the 16-bus parking lot (Exhibit B, *Design*, d.)

Chairman Barakat stated he would like more information on the agreement for the design of the park space as well as the overall site plan development. CEO Boyer spoke to the Cost Disbursement

Agreement, stating that there is a cap of \$500,000 on the cost that the City will reimburse to the developer/design firm for the design of the park project and science themed activity node. The funds will come from the existing CIP. She also commented that MOSH will have an easier time with fundraising efforts once they have a definitive location for the project and that a timeline for the site plans could be built into the terms.

Motion: Committee Member Froats moved to approve Resolution 2021-11-01 as amended

Seconded: Committee Member Ward seconded the motion

Vote: Aye: 4 Nay: 0 Abstain: 0

THE MOTION PASSED UNANIMOUSLY 4-0-0.

VI. RESOLUTION 2021-11-04: DVI DUVAL GARAGE RETAIL LEASE DISPOSITION

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) INSTRUCTING ITS CHIEF EXECUTIVE OFFICER (“CEO”) TO ISSUE A 30-DAY NOTICE OF DISPOSITION IN ACCORDANCE WITH THE NEGOTIATED DISPOSITION PROCEDURE ADOPTED BY DIA; AUTHORIZING THE PUBLICATION OF A NOTICE OF DISPOSITION FOR THE LEASE OF APPROXIMATELY 20,660 SQUARE FEET OF FIRST FLOOR RETAIL, STORAGE AND LOADING SPACE WITHIN THE DUVAL STREET PARKING GARAGE (THE “LEASED PREMISES”) MORE SPECIFICALLY DEPICTED ON EXHIBIT A ATTACHED HERETO AND COMPRISING A PORTION OF DUVAL COUNTY TAX PARCEL NUMBER RE# 073716 0000, (“THE PROPERTY”); EXPRESSING THE INTENTION TO LEASE SAID PROPERTY IN ACCORDANCE WITH THE NEGOTIATED TERMS TO DOWNTOWN VISION, INC. (“DVI”) (THE “TENANT”) UPON EXPIRATION OF THE THIRTY DAY NOTICE PERIOD ABSENT HIGHER RESPONSIVE OFFERS; APPROVING THE TERMS AND CONDITIONS OF SAID DISPOSITION INCLUDED AS EXHIBIT ‘B’; AUTHORIZING THE DISPOSITION OF THE PROPERTY AND ITS BUILDOUT ON THE TERMS SET FORTH ON EXHIBIT B IF NO ALTERNATIVE RESPONSIVE OFFER IS RECEIVED; FINDING THAT THIS RESOLUTION FURTHERS THE BUSINESS INVESTMENT AND DEVELOPMENT (“BID”) PLAN, INCLUDING THE COMMUNITY REDEVELOPMENT AREA PLAN; AUTHORIZING THE CEO OF THE DIA TO NEGOTIATE A LEASE, DISBURSEMENT AGREEMENT AND IF APPROPRIATE A REDEVELOPMENT AGREEMENT AND ASSOCIATED DOCUMENTS; AUTHORIZING THE CEO TO INITIATE THE FILING OF LEGISLATION WITH THE CITY COUNCIL AS MAY BE REQUIRED; AUTHORIZING THE CEO OF THE DIA TO TAKE ALL ACTION NECESSARY TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION, INCLUDING THE EXECUTION OF A REDEVELOPMENT AGREEMENT, LEASE, DISBURSEMENT AGREEMENT OR FUNCTIONAL EQUIVALENTS; PROVIDING FOR AN EFFECTIVE DATE.

CEO Boyer provided an overview of the resolution, stating that it is a proposed 10-year lease, with two 5-year renewal options, of ground level retail space in the Duval Street Garage. DVI plans to use the space for its offices, a meeting room, programming, and a small gift shop open to the public. A Notice of Disposition is required for this lease proposal which would provide others with an opportunity to bid as well.

Chairman Barakat stated for the record that he will be filing a Form 8B.

Committee Member Worsham asked is there a timeline of when DVI [if selected] could move into the building. CEO Boyer responded that it would be in 1 to 1.5 years.

Responding to a question from Committee Member Ward, CEO Boyer stated that DVI may be able to allow artists or startups to use space as they see fit, but it could present a problem if rent were to be collected considering DVI is leasing the space for free.

Motion: Committee Member Worsham moved to approve Resolution 2021-11-04 as presented

Seconded: Committee Member Ward seconded the motion

Vote: Aye: 4 Nay: 0 Abstain: 0

THE MOTION PASSED UNANIMOUSLY 4-0-0.

VII. CEO INFORMATIONAL BRIEFING

CEO Boyer stated the following:

- The scoring committee will need to be selected at the December Board meeting
- A revised disposition spreadsheet has been prepared which illustrates the status of the major projects currently in the works
- Advised the board to consider what terms they would like to see for the riverfront plaza pad development and that a disposition is anticipated by February

VIII. ADJOURNMENT

Seeing no further matters for discussion, Chairman Barakat adjourned the meeting at 3:35 p.m.

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


TAB IV.A
FORD ON BAY COURTHOUSE DISPOSITION



Downtown Investment Authority

Memorandum

TO: DIA Board Members

FROM: Lori Boyer, CEO 

RE: Ford on Bay Schedule and Process

DATE: January 11, 2022

The Ford on Bay Notice of Disposition (NOD) closed December 23, and DIA received six responses. The respondents were: Related Group, Van Trust, Silver Hills, Carter, Southeast Group, and MAA. Oral interviews, open to the public, were held on January 5th, and all scorers and respondents participated. With this memo, the entire Board is receiving a digital link to each respondent's submittal as well as the audio and video recordings of the interviews. Similarly, we will advise City Council members that the submittals are available for their review.

SCORING: The proposals received were be scored by me, Stephanie Burch as the representative of the Administration and Carol Worsham and Jim Citrano, Jr. as DIA Board Members. CBRE was required by their contract to provide certain factual information regarding the applicants and their proposals to Procurement who in turn made that information available to the scorers to assist in their review and is provided to you in the link provided. Scores were provided to Procurement, who prepared the ranked and averaged score sheet included in the link. Scorers did not discuss the proposals with each other, but each independently scored the same respondent as number 1. Attached to this memo is the averaged and ranked score sheet for the Ford on Bay which reflects that Carter is the number one ranked respondent collectively but also individually by each of those scoring. The score sheet summary is also included at the link.

TIMELINE: The timeline for consideration and meetings is as follows:

1/11/2022 @ 2:00 p.m. – deadline for publication of Notice and agenda for RE & PD (Retail Enhancement and Property Disposition) Committee of DIA (meeting 1/18 @ 2:00 p.m.)

1/18/2022 @2:00 p.m. – RE & PD Committee to consider NOD Responses and compiled scores and make recommendation to DIA Board. [Meeting location: City Hall, 1st floor, Lynwood Roberts Room. Open to the public.]

1/19/2022 @ 2:00 p.m. – DIA Board meeting at which recommendation of REP & PD Committee will be considered. [Meeting location: Jacksonville Public Library-Main Library/Downtown, 303 North Laura Street, Multipurpose Room (located in the Conference Center) Open to the public.]

SUNSHINE LAW AND PROCUREMENT CONSIDERATIONS: At the RE & PD meeting on 1/18, only committee members will vote on the recommendation, but the meeting will be noticed to allow all BOARD members the opportunity to speak and ask questions as is customary at our committee meetings. As with any matter to come before the Board, Board members should not discuss the award with one another except in a publicly noticed meeting.

STANDARD OF AWARD BY DIA BOARD: In accordance with Florida law, the standard to be followed by the Board in deciding whether to award and to whom, is to determine what is in the public interest. The Board is not bound by the ranking, or scores provided, but they should be considered in your evaluation of public interest and are reflective of the criteria established by the Board for the site which were incorporated in the NOD.

EVALUATION SCORING MATRIX

Title: Notice of Disposition of Duval County Tax Parcel 073358-0000 (330 East Bay Steet) aka The Ford on Bay								
ISP No.: ISP-0287-22								
Close Date: December 22, 2021								
Analyst: David Klages								
No. Invited: (20,000+ by CBRE) Received: (6) Other: (0)								
Recorded By: Melissa Pierce								
Contractors/Reviewers	Experience & Qualifications	Economic Benefit	Project Development & Design	Financial Proposal	Oral Presentation	Bonus Points	Total	Rank
CARTER								
Boyer	14.00	14.00	58.00	7.00	5.00	28.00	126.00	1
Burch	15.00	16.00	72.00	10.00	5.00	30.00	148.00	
Citrano	18.00	15.00	69.00	12.00	5.00	30.00	149.00	
Worsham	19.00	14.00	65.00	11.00	5.00	30.00	144.00	
Average	16.50	14.75	66.00	10.00	5.00	29.50	141.75	
MID-AMERICA APARTMENTS								
Boyer	18.00	13.00	57.00	12.00	5.00	14.00	119.00	2
Burch	17.00	12.00	59.00	9.00	5.00	20.00	122.00	
Citrano	20.00	18.00	57.00	12.00	4.00	21.00	132.00	
Worsham	20.00	14.00	54.00	12.00	5.00	8.00	113.00	
Average	18.75	14.25	56.75	11.25	4.75	15.75	121.50	
RELATED DEVELOPMENT								
Boyer	18.00	9.00	36.00	12.00	4.00	6.00	85.00	3
Burch	20.00	12.00	68.00	11.00	5.00	24.00	140.00	
Citrano	20.00	15.00	61.00	12.00	5.00	25.00	138.00	
Worsham	19.00	13.00	46.00	12.00	5.00	20.00	115.00	
Average	19.25	12.25	52.75	11.75	4.75	18.75	119.50	
SOUTHEAST DEVELOPMENT GROUP								
Boyer	13.00	18.00	38.00	6.00	3.00	6.00	84.00	4
Burch	10.00	20.00	50.00	7.00	5.00	25.00	117.00	
Citrano	4.00	22.00	41.00	5.00	3.00	25.00	100.00	
Worsham	19.00	18.00	66.00	9.00	5.00	25.00	142.00	
Average	11.50	19.50	48.75	6.75	4.00	20.25	110.75	

EVALUATION SCORING MATRIX

Title: Notice of Disposition of Duval County Tax Parcel 073358-0000 (330 East Bay Steet) aka The Ford on Bay								
ISP No.: ISP-0287-22								
Close Date: December 22, 2021								
Analyst: David Klages								
No. Invited: (20,000+ by CBRE) Received: (6) Other: (0)								
Recorded By: Melissa Pierce								
Contractors/Reviewers	Experience & Qualifications	Economic Benefit	Project Development & Design	Financial Proposal	Oral Presentation	Bonus Points	Total	Rank
SILVER HILLS DEVELOPMENT								
Boyer	14.00	15.00	23.50	9.50	4.00	4.00	70.00	5
Burch	14.00	12.00	55.00	8.00	5.00	17.00	111.00	
Citrano	18.00	16.00	48.00	12.00	4.00	13.00	111.00	
Worsham	19.00	16.00	40.00	11.00	3.00	7.00	96.00	
Average	16.25	14.75	41.63	10.13	4.00	10.25	97.00	
VANTRUST REAL ESTATE								
Boyer	16.00	8.00	23.00	11.00	4.00	8.00	70.00	6
Burch	20.00	8.00	48.00	6.00	5.00	15.00	102.00	
Citrano	20.00	14.00	48.00	12.00	5.00	16.00	115.00	
Worsham	20.00	14.00	31.00	11.00	3.00	7.00	86.00	
Average	19.00	11.00	37.50	10.00	4.25	11.50	93.25	

TAB IV.B
MOSH DISPOSITION

RESOLUTION 2022-01-03

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) APPROVING THE DISPOSITION BY GROUND LEASE OF A 2.5 ACRE PARCEL (THE “MUSEUM PARCEL”) OF CITY-OWNED REAL PROPERTY LOCATED WITHIN THE BOUNDARY OF THE PARCEL DEPICTED ON EXHIBIT A ATTACHED HERETO (THE “PROPERTY”) AND COMPRISING A PORTION THE LAND GENERALLY KNOWN AS SHIPYARDS EAST LOCATED BETWEEN GATOR BOWL BOULEVARD AND THE ST. JOHNS RIVER, AND IDENTIFIED BY DUVAL COUNTY TAX PARCEL NUMBER RE#130571-000, (“THE PROPERTY”) IN ACCORDANCE WITH THE TERMS ATTACHED HERETO AS EXHIBIT A TO THE MUSEUM OF SCIENCE AND HISTORY (“MOSH”) (THE “DEVELOPER”); FINDING THAT THIS RESOLUTION FURTHERS THE BUSINESS INVESTMENT AND DEVELOPMENT (“BID”) PLAN, INCLUDING THE COMMUNITY REDEVELOPMENT AREA PLAN; AUTHORIZING THE CEO OF THE DIA TO TAKE ALL ACTION NECESSARY TO EFFECTUATE THE PURPOSES OF THIS RESOLUTION; PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, via Ordinance 2012-0364-E, the City Council created the Downtown Investment Authority, designating the DIA as the City’s Community Redevelopment Agency for the Combined Northbank Downtown Community Redevelopment Area and authorizing it to approve and negotiate economic development agreements and dispose of City-Owned property; and

WHEREAS, the City owns an approximately 21.7-acre parcel of real property currently which is identified by Duval County Tax Parcel Number RE# 130571-000 (“Shipyards East”); and

WHEREAS, MOSH has expressed the desire to construct a new museum facility on Shipyards East; and

WHEREAS, Shipyards East is located within the Combined Downtown Northbank Community Redevelopment Area (“Northbank CRA”); and

WHEREAS, Jessie Ball DuPont Fund has shared with DIA a master plan of the Catherine Street to Metropolitan Park waterfront that envisions a civic attraction on Shipyards East; and

WHEREAS, the DIA finds that such a civic attraction is also consistent with the Conceptual Master Plan contained in the adopted BID Plan for the Northbank CRA; and

WHEREAS, pursuant to Resolution 2021-07-03, the DIA directed the CEO to enter into negotiations with MOSH regarding the potential disposition of a civic attraction site in Shipyards East in accordance with the negotiated disposition procedure adopted by DIA.

WHEREAS, Developer submitted a proposal for redevelopment of the Museum Parcel and associated easements and public partnerships to be designed and constructed within the boundary of the Property depicted on **Exhibit B**; and

WHEREAS, DIA entered into negotiation with Developer regarding the terms of the disposition and redevelopment in accordance with DIA's approved negotiated disposition process; and

WHEREAS, pursuant to Resolution 2021-11-01 DIA authorized a Notice of Disposition for the Property consistent with the terms established in that Resolution; and

WHEREAS, The Notice of Disposition was published on November 22, 2021 and closed on December 23, 2021 and no other offers were received; and

WHEREAS, in order to determine fair value for the property pursuant to Florida Statutes Chapter 163.380(2), and as required by City of Jacksonville Code of Ordinances §122.432, the DIA has obtained an appraisal of the various parcels involved in the disposition; and

WHEREAS, DIA is the designated Community Redevelopment Agency for the Northbank CRA, for which a Business Investment and Development Plan, inclusive of a Community Redevelopment Plan, ("BID/CRA Plan") was adopted by Ordinance 2014-560-E; and

WHEREAS, Section 55.108 of the Jacksonville Code of Ordinances grants certain powers and duties to the DIA, including:

Interpreting the BID/CRA Plan and approving development and redevelopment projects within Downtown;

Implementing the BID/CRA Plan, and negotiating and approving downtown development and redevelopment agreements, grant agreements, license agreements, and lease agreements;

Planning and proposing Projects and Public facilities within Downtown; and

WHEREAS, at a publicly noticed meeting held on January 18, 2022, the DIA Retail Enhancement and Property Disposition Committee ("REPD") recommended that the DIA Board adopt Resolution 2022-01-03; and

WHEREAS, the DIA finds that the proposed disposition and redevelopment proposal further the following Redevelopment Goal and Strategic Objectives found in the BID/CRA Plan:

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

Applicable Strategic Objectives:

1. Support the expansion of entertainment and restaurant facilities.
2. Increase venues
3. Focus efforts on drawing many diverse attractions, rather than a small number of large ones.
4. Create a consistent theme and image that conveys a sense of the excitement and activity Downtown.

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

Applicable Strategic Objectives:

1. Provide publicly owned land and building space for public and private development which will support and strengthen Downtown's commercial and residential base and comply with the other Redevelopment Goals.
2. Initiate public-private partnerships
3. Promote clean-up and redevelopment of brownfields.
4. Increase recreation, entertainment, cultural heritage, and other programming opportunities.
5. Provide spaces for residents to conduct community business and spaces for social events and educational programs.

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

Applicable Strategic Objectives:

1. Improve access to and from the St. Johns River and enhance Downtown experience for all Jacksonville citizens and visitors through variety of spaces, signage, lighting, and technology.
2. Protect, enhance, and increase public perpendicular access to the Riverwalk in line with street grid.
3. Provide for proper management and maintenance of public spaces.
4. Create a mixture of uses so that housing, activities, retail, and other businesses are within useful walking distance.
5. Require all buildings to have active facades at street level. Encourage active street life through a mixture of restaurants (including cafes with outdoor seating), retail, services, and connection to the street. Minimize blank walls and surface parking.

Redevelopment Goal No. 5- Establish a waterfront design framework to ensure a unique experience and sense of place.

Applicable Strategic Objectives:

1. Ensure that the riverfront is both physically and visually accessible for locals and tourists of all ages and income.
2. Enforce the 50-foot (minimum) building setback from the St. Johns River's water edge.
3. Prioritize beautification and greening of the Riverwalk using Florida-Friendly landscaping practices and plant material that is indigenous to the region

4. Ensure that the riverfront includes a variety of immersive environments, ranging from passive enjoyment of the River to active entertainment areas with restaurants, shops, and attractions, all linked by the Riverwalk.

Redevelopment Goal No. 7 – Use planning and economic development policies to promote design for healthy living.

Applicable Strategic Objectives:

1. Recognize the economic value: Encourage Downtown development to be compact and walkable as it provides economic benefits to developers through higher residential sale prices, enhanced marketability, and faster sales or leases creating an economic multiplier effect.
2. Mix it up: Entice mixes of uses and densities; remove regulatory barriers; rethink parking; and optimize uses.

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

Section 1. The recitals set forth above are true and correct and are hereby incorporated herein by this reference.

Section 2. The DIA has determined that in furtherance of its plan to redevelop the Northbank Riverwalk and associated park spaces as a destination for residents and visitors alike, the Property should be developed for use as a civic or cultural attraction, or entertainment venue.

Section 3. The DIA hereby approves the disposition of a 2.5-acre portion of the Property by Ground Lease in accordance with the terms of the Term Sheet attached hereto as Exhibit A, together with such other terms and conditions identified therein.

Section 4. The DIA Board hereby authorizes the CEO of the Downtown Investment Authority to take all action necessary to effectuate the purposes of this Resolution., including the preparation and filing of legislation with City Council.

Section 5. This Resolution, 2022-01-03, shall become effective on the date it is signed by the Chair of the DIA Board.

[Signatures on Following Page]

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

W. Braxton Gillam, Chairman

Date

VOTE: In Favor: ___ Opposed: ___ Abstained: ___

DRAFT

Exhibit A
Term Sheet
 Resolution 2022-01-031

Developer:	Museum of Science and History (“MOSH”).
The Property:	A 6.86 plus or minus acre parcel of land commonly referred to as Lot X and depicted on the sketch attached as Exhibit B.
The Museum Parcel:	A 2.5-acre parcel located on the Property and on which a public museum building and all associated driveways, parking, and other spaces controlled exclusively by MOSH will be located.
The Partnership Parcel:	Up to 1.5 acres of the Property surrounding and contiguous to the Museum Parcel. All berms, buffers and landscape designed solely to screen or aesthetically enhance the building on the Museum parcel must be included in the Partnership Parcel. The Partnership Parcel may be used by Developer for exclusive and private events and programs on an occasional basis.
The Project:	A 75,000 SF to 130,000 SF public museum facility, together with associated parking, driveways, and private outdoor exhibit spaces to be constructed by MOSH on the Museum Parcel.
The Park Project:	A publicly accessible Riverwalk and park space to be designed by Developer for the balance of the Property inclusive of the Partnership Parcel, but exclusive of the Museum Parcel. The Developer may seek reimbursement for the design through a cost disbursement agreement subject to City Council approval. Contiguous landscaped areas designed for programmatic use as park space shall be maximized. At the point of 30% design plans and subject to City approval, the Developer may elect to construct or design/build the Riverwalk and Park Project with reimbursement through a cost disbursement agreement specific to such improvements.
Redevelopment Agreement	The Redevelopment Agreement will establish the essential terms of the Ground Lease of the Museum Parcel, the Partnership Agreement with respect to use and maintenance of the Partnership Parcel, the Developer’s rights and responsibilities with respect to design of the Park Project, the Developer’s and the City’s obligations with respect to construction of infrastructure improvements, site remediation, park improvements, etc., on the Property and other terms relevant to development of the Property. The RDA will become effective upon its execution following approval by City Council. Its terms will govern the period prior to the Effective Date of the Ground Lease as well as rights and responsibilities of the parties for other portions of the Property throughout the term of the RDA.
Ground Lease Terms:	<p>The DIA on behalf of the City will enter into a Ground Lease of the Museum Parcel with the Developer.</p> <p>The term of the Ground Lease shall consist of a Construction Term not to exceed Four (4) years commencing on the Effective Date of the Ground Lease</p>

	<p>(Commencement of Construction) and ending upon Substantial Completion of the Project. Upon Substantial Completion of the Project, the Occupancy Term of Forty (40) years shall commence, which lease will provide one (1) ten-year renewal option provided the Developer remains in compliance with the Redevelopment Agreement and Ground Lease, including the use and maintenance obligations therein. At any time prior to the expiration of the Occupancy Term, whether or not extended by renewal, MOSH may seek an extension of the term, subject to review and approval by the City Council.</p> <p>Annual ground lease rent shall be \$1.00/year.</p> <p>MOSH may obtain, at its expense, leasehold title insurance but the City shall have no obligation to warrant title or remove any title defects.</p>
<p>Site Investigation:</p>	<p>Following the execution of the Redevelopment Agreement, MOSH will have a period of 180 calendar days (“Due Diligence Period”) to inspect and perform tests on the Property to determine its suitability for the Project, and to investigate the quality and marketability of the title of the leasehold interest it will receive from the City. Upon notice to the City, MOSH may terminate the Redevelopment Agreement and the Project any time within the period without cause and without incurring any obligations under the Lease or Redevelopment Agreement.</p>
<p>Environmental:</p>	<p>The City will remain responsible for compliance with the Shipyards BSRA and all orders and consent agreements governing environmental issues applicable to the Property.</p> <p>MOSH will provide access to the Property for any required investigation and monitoring activities but shall not be liable for environmental issues applicable to the Property except to the extent the cause of the same is attributable to the use or occupancy of the Property by MOSH, including liability for any damage caused by Developer or its contractors during construction.</p>
<p>Entitlements:</p>	<p>The City and the DIA will allocate all required entitlements for the Project, including but not limited to Downtown Development Rights and Mobility Credits at no expense to the Developer. Stormwater Credits will be available for purchase by Developer in accordance with the ordinance governing the same once the quantity of credits required is known.</p>
<p>Design:</p>	<p>a. MOSH will design the museum facility and the surrounding park space comprising the Property with the aspirational goal of creating an iconic venue. Iconic means that the facility will be visually dramatic, unique, and memorable. It will be designed with the intent to draw visitors from around the Southeast Region and serve as an important and enduring landmark contributing to that which defines the City as a distinctive urban center and will remain visually and experientially appealing with the passage of time.</p> <p>b. The design will comply with the Downtown Overlay Standards as enacted within the Jacksonville Municipal Code as well as the DDRB’s</p>

	<p>development guidelines, except as may otherwise be approved by the DDRB and allowed by code. A minimum 50' building setback from the river on all waterfront sides of the Property will be required and no portion of the Museum Parcel may encroach within this zone.</p> <p>c. MOSH shall advise its Design team that DIA desires an expanded riverfront park space adjacent to Riverwalk to connect parks east and west of the site. To the extent feasible, the building itself and the boundary of the Museum Parcel will be set back 100 feet or more from the bulkhead but its riverfront frontage should open to and engage with the Riverfront park. Furthermore, the building should be designed to engage with Bay Street. DIA envisions a walkable activated corridor, and this site needs to contribute to the activation of that street frontage. In most cases, we are requiring retail or restaurant space with direct sidewalk access and the zoning Overlay includes a "build to" line.</p> <p>d. The Design of the Park Project (inclusive of the Partnership Parcel) is subject to review and approval of the Downtown Investment Authority for consistency with its BID and CRA Plan and of the DIA and COJ Department of Parks, Recreation and Community Services for consistency with associated adopted studies and plans of each for the Riverwalk and riverfront.</p> <p>e. By September 30, 2022, the Developer shall submit to the Downtown Investment Authority a site plan for the Museum Parcel (inclusive of approximate building dimensions, setbacks, entrances, uses and engagement on Bay and the riverfront) which shall be subject to DIA's review and approval, for consistency with the design elements contemplated hereunder.</p> <p>f. The design of the Museum Parcel may include queueing space for loading and unloading a maximum of 6 buses delivering and picking up museum patrons. Surface parking of buses on the Property shall not be permitted.</p> <p>g. In collaboration with the City's Chief Resiliency Officer, the design will include resiliency features, including to the extent practicable the design recommendations set forth in the 2021 Report by the City Council Special Committee on Resiliency and/or other City requirements adopted as of design review, consistent with the term of the Ground Lease. Further, by April 1, 2022, a storm surge simulation will be provided to the Developer by the City to evaluate how flooding can be mitigated, and the results factored into the design.</p> <p>h. The design must be coordinated with the Hogan's Creek resiliency project which is under design and Emerald trail segment contemplated to cross the site. Preliminary designs contemplate a living shoreline to improve habitat and water quality at the mouth of Hogan's Creek. In addition, the current concept design proposes up to a 100' buffer from</p>
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	<p>the existing bulkhead. The concept design also contemplates a Trail visitor center at Bay Street on the creek front and the trail must connect to the Riverwalk Publicly available restrooms for trail and Riverwalk users should be accommodated either in the visitor center or elsewhere within the Park Project. Finally, the location of the pedestrian bridge crossing the creek will be subject to coordinated design and placement.</p> <ul style="list-style-type: none"> i. A science themed activity node will be included on the Property executed at a scale, durability and appeal complementing other activity nodes within the Downtown Area. The node marker shall be capable of being lighted at night and visible from other locations along the Riverwalk. j. The design will include access to and features complementing the portion of the Riverwalk located adjacent to the Property. k. Landscaping will comply with the City’s standards, Downtown Design Standards, and the Riverwalk Plant Palette within the Riverwalk adjacent portion of the Property.
<p>Construction and Financing of Infrastructure:</p>	<p>Pursuant to a previously approved and funded CIP project, the City shall complete:</p> <ul style="list-style-type: none"> a. During the Due Diligence Period, surveys, ground penetrating radar, soil borings, environmental testing and similar studies and investigations appropriate to make the Property available for sale or lease for any development. b. During the Due Diligence Period and thereafter prior to Commencement of Construction pursuant to a Cost Disbursement Agreement, the City will reimburse the Developer for the Design of the Park Project and science themed activity node (excludes the Museum Parcel) in an amount not to exceed \$800,000. c. Following expiration of the Due Diligence Period but prior to commencement of the Construction Term, on-site horizontal improvements including unsuitable materials removal and disposal, dewatering, filling, grading, extension, or relocation of utilities within the Property and measures required to provide stable bases for structural foundations and substantial loadbearing Project elements, including but not limited to excavation work. d. Following expiration of the Due Diligence Period and satisfaction of the fundraising goal for the construction of the museum facility and associated improvements on the Museum Parcel but prior to commencement of the Construction Term, the stubbing of electric, water, wastewater, and reuse water utility services at the property and facilities for receiving and transporting stormwater from the Property for management off-site if required or connecting to the River.

	<p>e. During the Construction Term and prior to commencement of the Occupancy Term of the Lease, the City shall design and construct an extension of A. Philip Randolph Blvd. contiguous to the Property boundary to provide access to the future driveway/parking entrance for the Project.</p> <p>f. During the Construction Term and prior to commencement of the Occupancy Term of the Lease, the City shall construct the Riverwalk contiguous to the Property boundary as is currently permitted within the approved CIP Project Scope</p> <p>g. During the Construction Term and prior to commencement of the Occupancy Term of the Lease, the Developer may elect to construct the Park Project and science themed activity node, or portions thereof, and the City shall reimburse Developer, pursuant to a Cost Disbursement Agreement, for construction of the approved Park Project in accordance with the approved budget therefor, with Developer assuming responsibility for cost overruns, if any, associated with such construction. If Developer elects not to construct all or any portion of the Park Project, the City shall construct the same during the Construction Term.</p> <p>h. Any excess funds in the approved CIP project upon completion of the approval of budgets for the foregoing items (a) through (g), shall be used to further extend the Riverwalk beyond and in the vicinity of the Property as is currently permitted within the approved CIP Project Scope.</p>
<p>Fundraising Condition:</p>	<p>MOSH is responsible for securing funds (private donations, grants, etc. other than City grants or CIP) for the construction of the museum facility and associated improvements on the Museum Parcel totaling at a minimum \$40,000,000, with a total projected capital investment of \$85,000,000. MOSH anticipates the principal sources for such funds to be twofold: (i) donations secured by pledge agreements with individuals, business entities, foundations, and the like; and (ii) a grant or grants from the State, Federal Government, or other grant organizations. To qualify as having been secured, a pledge must be binding, though it may be collected over a period of years. MOSH is not prohibited from procuring institutional financing for facility construction so long as neither the Museum Parcel, the Ground Lease nor the museum facility and fixed improvements are pledged as security. Such financing may be secured by donation pledge agreements.</p> <p>The above required minimum construction financing must be secured on or before December 31, 2023. Failure to secure sufficient funding to commence construction by December 31, 2023, subject to extensions as permitted in the RDA and by force majeure, will result in the termination of the RDA and MOSH will have no further rights to development of the Property.</p>
<p>Use of the Museum Parcel:</p>	<p>The facility constructed on the Property will be used by MOSH primarily as a public museum with exhibits, programs and fixed improvements focused</p>

	<p>principally on science and history including education centered around technology, engineering, and mathematics. Ancillary uses may include a gift shop and food service. MOSH is authorized to charge general admission fees; rental fees for on-site third-party events; specific program charges and tuition for workshop, classroom and educational units provided by MOSH; admission fees for school sponsored visits.</p> <p>The Museum will contain no less than 50,000 square feet of exhibit and gallery space, in addition to classrooms, gift shops, cafés, event space and other facilities. The Museum will be open to the public no fewer than 295 days per year; no fewer than 5 hours/day. It is understood that the activation of the riverfront on a consistent basis is a material inducement to the Ground Lease.</p>
<p>Use of the Partnership Parcel:</p>	<p>The Partnership Parcel shall remain generally open and available for public use as a park, however pursuant to an operating agreement or parks partnership agreement MOSH shall have the non-exclusive right to program such space and on occasion restrict access to portions of the Partnership Parcel for private or ticketed events. MOSH shall be responsible for routine maintenance of the Partnership Parcel, other than Capital Expenditures, may establish rules for its use and shall include the Partnership Parcel within its insurance coverage for all MOSH programs, sponsored or private events. In no event shall the Partnership Parcel be permanently gated, fenced or access otherwise restricted to require entry through the Museum. During hours other than (i) Museum Operating hours and (ii) hours of occasional special events sponsored by the Museum after such Operating hours subject to coordination with the Parks and Recreation Department, the Partnership Parcel shall be publicly accessible in accordance with applicable City Park rules for the Riverwalk and adjacent parks space.</p>
<p>Permits:</p>	<p>MOSH will be responsible for obtaining all building and other permits required for the Project.</p>
<p>Selected Ground Lease Provisions:</p>	<p>The Ground Lease will include provisions, among others in the standard City Ground Lease, addressing the following:</p> <ul style="list-style-type: none"> a. MOSH will obtain and maintain liability and premises insurance with limits established by City Risk management. The City must be an additional insured under each policy. b. Without the City’s consent, the Lease will not be assigned by MOSH to a third party, nor will MOSH sublease any portion of the Property to a third party; provided, the foregoing will not prohibit MOSH from subleasing any portion of the Property to the Duval County School District for educational purposes, or from renting the facility to third parties for short term events, or from subleasing space to a third-party provider of food service, and the City’s consent will not be required for the same. c. Upon the termination of the Lease for any reason, the City promptly will be let into possession of the Property. Throughout the term of the

	<p>Lease, title to the museum facility and other fixed improvements made to the Property by MOSH will remain with MOSH until the termination of the Lease, whereupon such title will pass to the City.</p> <p>d. Typical lease remedies for default with cure opportunities.</p>
<p>Performance Schedule:</p>	<p>a. Est. February 2022 – The Redevelopment Agreement will be entered into by MOSH and the City immediately following the effective date of the legislation authorizing the City’s entry.</p> <p>b. Est. March-August 2022 – Due Diligence Period.</p> <p>c. April 1, 2022 – Storm surge simulation provided to the Developer by the City.</p> <p>d. September 30, 2022 – Submittal of the site plan for the Museum Parcel for review and approval by the Downtown Investment Authority.</p> <p>e. Est. February 2022-November 2023 – Satisfaction of conditions to enter into Ground Lease, including fundraising for museum facility and associated improvements on the Museum Parcel; upon completion of fundraising, commencement of construction or installation of the infrastructure and site work funded by the CIP Appropriation, including stubbing of utilities at the Property and construction of stormwater facilities.</p> <p>f. Est. November 2023 – Ground Lease will be entered into immediately upon satisfaction of all conditions.</p> <p>g. Dec. 31, 2023 – Commencement of Construction or termination of RDA. Construction of the museum facility must commence no later than December 31, 2023. The commencement of construction or installation of the infrastructure and site work funded by the CIP Appropriation or any portions thereof shall not be deemed the commencement of construction of the museum facility.</p> <p>h. Dec. 31, 2027 – Substantial Completion of construction of all improvements on the Property.</p> <p>i. The foregoing deadlines will be subject to extensions of up to six (6) months granted by the DIA’s Executive Director and an additional up to six (6) months by the DIA Board without additional City approval upon reasonable cause shown by MOSH, and by force majeure. Such extension of the Commencement Date shall also apply to the date of Substantial Completion, so that a single extension provided will apply to both simultaneously.</p> <p>j. The development of the Property and construction of the museum building will not be phased; however, this provision does not preclude</p>

	<p>future finishing out of the interior of buildings and other improvements after Substantial Completion. Any future exterior work in the Museum Parcel will be subject to DDRB review and approval.</p> <p>k. Following entry into the Redevelopment Agreement MOSH will provide to the City, project updates every six months.</p>
Existing Museum	<p>One hundred and eighty days following the date substantial completion of the new museum facility on the Property has been achieved, the lease and sublease for the existing MOSH museum located at 1025 Museum Circle will be deemed terminated. Prior to termination, MOSH will retain exclusive possession of the existing museum facility for the purpose of packing and removing non-fixed property belonging to MOSH, immediately following which MOSH will vacate the premises and surrender possession to the City. Simultaneously with the termination, the Duval County School District shall relinquish all interests in the premises. Title to and ownership of all structures and fixtures on the premises by MOSH will pass to the City upon the date following the vacating of the premises by MOSH. Notwithstanding the foregoing, in the event existing grant conditions require that the existing facility remain in operation through 2026, MOSH will comply with such grant requirements or cause the same to be released prior to vacation of the current facility.</p>

The provisions of this Term Sheet are intended to guide the parties in negotiating the Ground Lease, the Redevelopment Agreement and any other documents that may be necessary to give effect to the manifest intent of the parties expressed herein.

Exhibit B to Resolution 2022-01-03

