

RESOLUTION 2022-02-02

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 FUTURE NOTICE OF DISPOSITION OF THAT CERTAIN CITY-OWNED PROPERTY REFERRED TO AS THE RIVERFRONT PLAZA DEVELOPMENT PAD (THE NORTHEAST CORNER OF THE FORMER JACKSONVILLE LANDING); AUTHORIZING THE MARKETING 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.

WHEREAS, DIA is the designated Community Redevelopment Agency for the North Bank CRA, for which a BID Plan, inclusive of a Community Redevelopment Plan, was adopted by Ordinance 2014-560-E; and

WHEREAS, the City owns an approximately 1.0 acre within the Northeast corner of Riverfront Plaza, bounded by E. Independent Drive on the North, S. Main St. on the East, and the Riverfront Plaza (f/k/a the Jacksonville Landing) on the South and West, comprising a portion of Duval County Tax Parcel Numbers 074457 1100 and 07445 0700, hereto referred to as the “Property”; and

WHEREAS, DIA desires to seek proposals for the redevelopment of the Property; and

WHEREAS, to allow marketing of the Property to begin in accordance with the Timeline attached hereto as Exhibit 1, the DIA has established the framework for the terms and conditions and scoring criteria to be included in a future Notice of Disposition, attached hereto as Exhibit 2 and Exhibit 3, respectively; and

WHEREAS, DIA envisions that the property and anticipated disposition will be marketed following adoption of this Resolution with the Notice of Disposition issued in March 2022; and

WHEREAS, the terms of the disposition and scoring criteria are hereby adopted in final form; and

WHEREAS, the DIA finds that this resolution furthers the following Redevelopment Goal and Strategic Objectives found in the BID Plan:

Redevelopment Goal No. 1

Reinforce Downtown as the City’s unique epicenter for business, history, culture, education, and entertainment; and

Redevelopment Goal No. 3

Simplify the approval process for downtown development and improve departmental and agency coordination, NOW THEREFORE

BE IT RESOLVED, by the Downtown Investment Authority:

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

Section 2. The DIA approves the Timeline attached hereto as Exhibit 1.

Section 3. The DIA approves the Notice of Disposition framework contained in the Terms attached hereto as Exhibit 2 and Scoring Criteria attached hereto as Exhibit 3 for incorporation into the formal Notice of Disposition.

Section 4. The DIA anticipates issuance of a formal open Notice of Disposition of the Property in March 2022 in accordance with the Timeline.

Section 5. The DIA instructs the Chief Executive Officer of the Downtown Investment Authority to take all necessary action necessary to effectuate the purposes of this Resolution.

Section 6. This Resolution shall become effective on the date it is signed by the Chair of the DIA Board.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY

Rymer Chisholm

[Signature]
W. Braxton Gillam, Esq., Chair

2/23/2022
Date

VOTE: In Favor: 7 Opposed: 0 Abstained: 0

**RESOLUTION 2022-02-02
EXHIBIT 1**

Marketing period pre-NOD: February 23- March 20,2022

NOTICE TIMELINE	DATE*
Issue Notice	March 21, 2022
Pre-proposal Conference	March 28, 2022
Written Questions Due	April 1, 2022
Written Answers Due	April 8, 2021
Bids Due	April 20, 2022
Oral Presentations for Respondents	Week of April 25
Evaluation Committee recommendation to REPD Committee	May 2, 2022
DIA Board Meeting for Selection of Proposal	May 18, 2022
Award Posted	

*Date to be interpreted as "on or by" with a fourteen (14) calendar day extension at the sole discretion of the DIA CEO. The DIA Board will select a proposal at the earlier of a special meeting or its May 2022 regularly scheduled Board Meeting, and the Award Posted date will correspond accordingly.

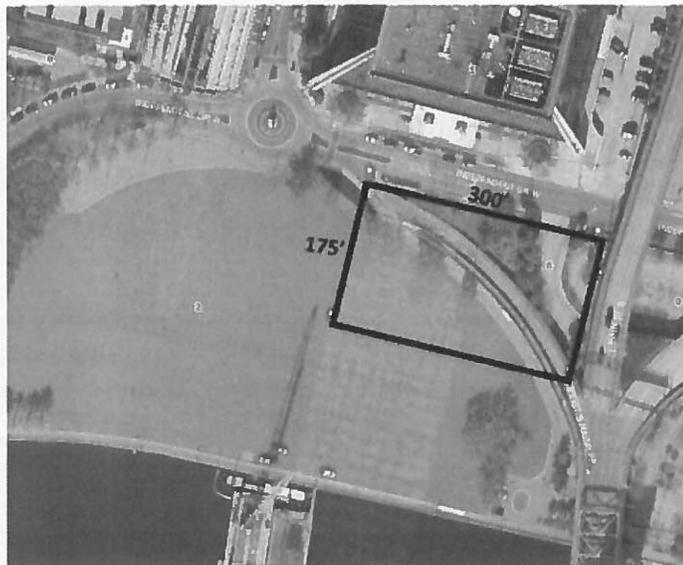
EXHIBIT 2

RIVERFRONT PLAZA DEVELOPMENT PAD NOD TERMS

1) Riverfront Plaza-Northeast Development Pad

- a) This Notice of Disposition shall be issued for the Northeast corner of Riverfront Plaza, bounded by E. Independent Drive on the North, S. Main St. on the East, and the Riverfront Plaza on the South and the West (the "Site").
- b) Part of RE #s: 074457 1100 and 074445 0700, Approximately 1 (one) Acre with no more than 300 feet of frontage on Independent Drive and no more than 175 feet of depth along Main Street Bridge.
- c) The disposition may be for fee simple purchase or long-term ground lease, with points awarded for ground leases of less than 99 years. For financial proposals that include a cash purchase price for the Site, the DIA would consider dedicating a portion of said funds towards enhanced programming and maintenance of the Park.
- d) The design and construction of the improvements to be developed on the Site (the "Project") must integrate into and coordinate with the design and construction of Riverfront Plaza, a 7+ acres world-class park along the St. Johns River in Downtown Jacksonville.

Approximate Dimensions



2) The Site

- a) Rare opportunity to develop approximately one (1) acre within what will become one of Jacksonville's premier destination parks. Riverfront Plaza will become a main attraction in Downtown and along the majestic St. Johns River.
- b) The design of the adjacent park is under contract and 50% complete with the park design substantially complete by September 2022. The design was the result of a public design competition with extensive public input resulting in the selection of the Perkins&Will team and their winning design. Perkins & Will's design will include a multi-elevation public park and plaza, a destination playground, civic stairs,

riverfront plaza, and numerous places to gather, dine and enjoy the idyllic river views and breeze. Due to the extensive public input and competitive process, the general design and its relationship to the development pad should be accepted as a given.

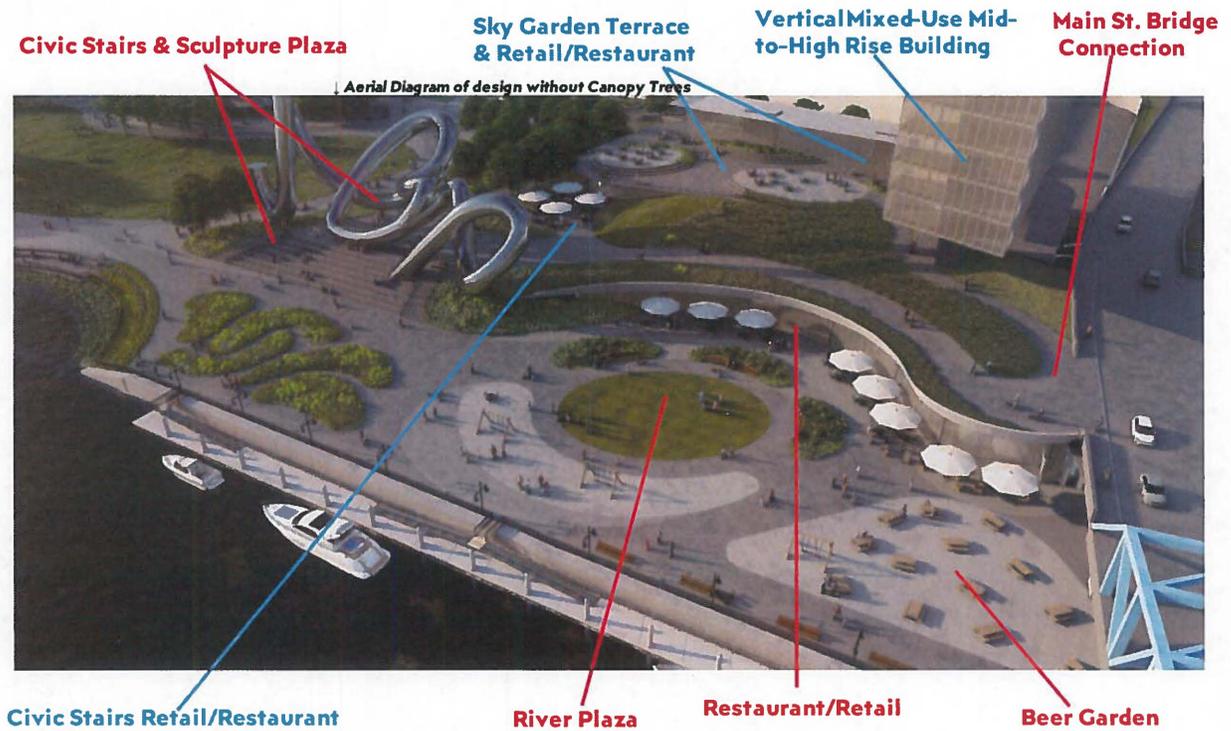
- c) Perkins & Will provided a conceptual design for the Site and a possible development concept for this private development pad that is seamlessly integrated into the park space of Riverfront Plaza. Please note, the private development building concepts for this development pad included in the Perkins & Will design are not binding on a respondent and within the confines of the site and the parameters of this Notice of Disposition, the developer is free to design the size, shape and height of building that suits its program. However, the interface of the Site and park, including the concept of the raised plaza for outdoor dining overlooking the park, will be required.
- d) The design of the Site must integrate into the park design scope, specifically (and depicted below):
 - i) The riverfront façade of the Project must slope to or connect to the landscaped pedestrian ramp for the Main St. Bridge which is part of the park project
 - ii) A service entry, to the ground level “River Plaza” and food and beverage spaces below the pedestrian ramp that will be designed by Perkins & Will, must be provided through the Project garage
 - iii) Elevated (+/- 20-44’BFE) restaurant, retail and open plaza space that overlooks the park (open to the public and with entrances accessible from the park and plaza) (Sky Garden Terrace) must be included
 - iv) An optional additional restaurant space with outdoor dining at the elevation of the Civic Stairs will be rewarded in scoring
 - v) Any mid-rise or high-rise tower should be perpendicular to the river and parallel to the Main Street bridge
- e) Below are graphics depicting the relevant portions of Riverfront Plaza: (1) overall Riverfront Plaza Design, (2) aerial diagram depicting the eastern side of Riverfront Plaza, and (3) a diagram identifying the park scope and Site scope:



1. Overall Riverfront Plaza Design



2. Aerial Rendering of Eastern side of Riverfront Plaza

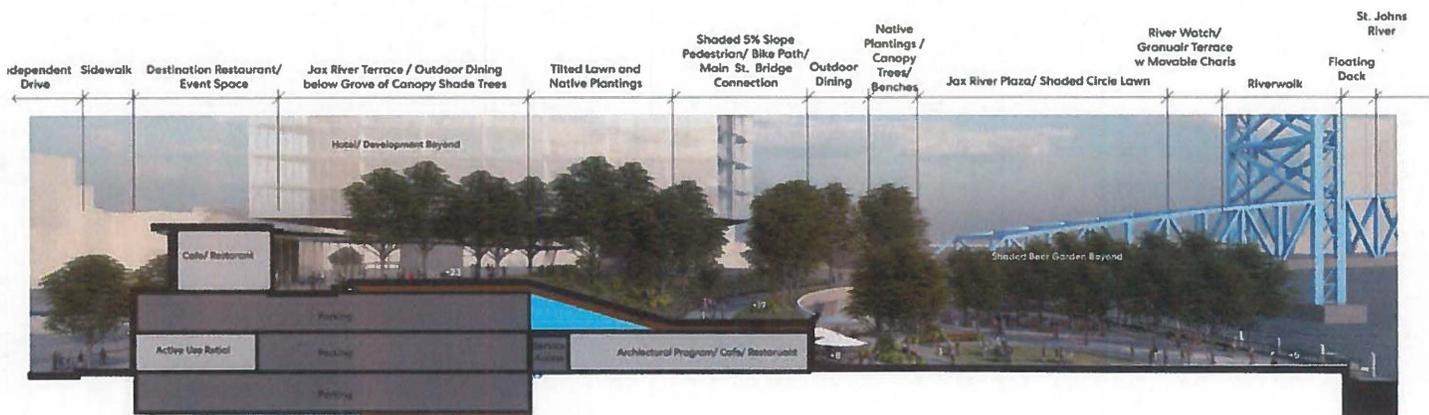


3. Diagram of Park and Site Scopes

3) Building Requirements

- a) **Mid-to-high-rise building** (at least 7 stories but preferably 15 or more stories in tower)
 - i) Any mid-rise or high-rise tower should be perpendicular to the river and parallel and adjacent to the Main Street Bridge.
 - ii) The Main Street Bridge Pedestrian Ramp will be located immediately east of the pad and will run parallel to the pad. A building could cantilever over the ramp.
 - iii) Parallel to E. Independent Drive and located at least 2 stories above grade (at an elevation of +20 BFE or higher) but no higher than 4 stories above grade, activated restaurant/bar/event/meeting room space that frames a public plaza/open space, depicted as the "Sky Garden Terrace" in the Perkins & Will design. This retail space and plaza should be at least one, but no more than three, stories above the elevation of the Civic Stairs and the open plaza should approximate one quarter (1/4) of the entire Site. It is envisioned that this plaza and restaurant level is located on the roof of the parking garage.
 - iv) Building frontage parallel to Independent Drive that exceeds 56 feet in height will be minimized so as not to obstruct current building views.
- b) **Parking Structure wrapped with retail components:**
 - i) At least 3 levels of parking (as depicted below).
 - ii) One optional level of subterranean parking level, with appropriate stormwater management system.
 - iii) Parking level at grade (roughly+8 BFE) that provides "back-of-house" access to the under-ramp retail spaces in the building that fronts "River Plaza."

- iv) One or more parking levels above grade (maximum of 4 above grade). The rooftop above the top parking level will need to accommodate the Sky Garden Terrace.
- v) The exterior façade of the parking structure needs to be completely screened as follows:
 - (1) On the north side adjacent to E. Independent Drive a minimum of 30% of the length of the building façade facing the street shall be wrapped with storefront retail accessible from the street at the sidewalk level. Additional points will be awarded for higher percentages or other activation of Independent Drive.
 - (2) On the upper level facing Independent Drive and on the east side adjacent to Main Street: at a minimum, landscaping or architectural screening that meets DDRB standards will be required but enhance architectural treatment and the use of art as screening will be rewarded in scoring. The Respondent is not precluded from proposing wrap-around construction that includes commercial or residential uses abutting E. Independent Drive or Main Street at all levels.
 - (a) On the south side facing the river and adjacent to the pedestrian pathway: Below the grade of the pedestrian ramp, the garage will provide at grade service access to the under-ramp restaurants and otherwise be entirely embedded into a landscaped berm or other hardscape that follows the landscape design of Perkins & Will. Above the pedestrian ramp elevation, and provided the open Sky Terrace Plaza is maintained, any level of garage space must be completely wrapped with retail or restaurant spaces, amenity spaces, office, hotel or residential uses.
 - (b) On the southwest corner, additional points will be awarded for a restaurant space that wraps the outside corner of the garage at the same elevation as the top of the Civic Stairs.
 - (c) On the west side: at all levels above the grade of the Park, a landscaped berm that seamlessly abuts with the "Titled Lawn/Grass Amphitheater" or such other completely enclosed building façade or treatment that completely obscures the garage from public view and complements the Park.
 - (d) No level of the garage may be visible from the park or riverfront.



- 4) **Mixed Use Development** - While no particular uses other than restaurant/bar spaces are required, it should be noted that the parking demand of dense residential and the associated garage size likely make the site more suitable for hotel and office. Hotel use is deemed to economically benefit the most from, and be most compatible with the adjacent park, in part because the required restaurant/bar spaces serve the hotel needs as well as the public. Proposals shall include a vertical mix of uses such as, but not limited to:

a) **Mixed Use Requirements:**

- i) Required Mix of Uses: Proposals shall include a vertical mix of uses including restaurant(s) and one or more other uses including non-restaurant retail, hotel, office or residential uses.
- ii) Riverfront Plaza Activation:
 - (1) A crucial component of any proposal will be the activation of the Riverfront Plaza, particularly, on the western side adjacent to the Civic Stairs and Sculpture Plaza and the inclusion of the Sky Garden Terrace. The activated Sky Garden Terrace public plaza space is expected to be the majority of the garage rooftop approximating 5000 square feet or more. Adjacent private development that would be considered to activate the Sky Garden Terrace includes, but is not limited to: café, signature restaurant, bar, entertainment or event space, coffee shop, ice cream parlor, gift shops, and destination retail.
 - (2) Minimum of 7500 SF of enclosed conditioned destination restaurant & bar space, with a minimum river/park facing frontage of no less than 150 feet, shall be provided on the Sky Garden Terrace level. Activation points will be awarded for restaurants directly accessible from the park by walkways. Responses shall include description of restaurant concept, operational hours, indoor and outdoor seating, and proposed capacity.
 - (3) At least one riverfront/park front full-service restaurant with the ability to serve meals to at least 100 patrons at one time must be provided.
- iii) Independent Drive Activation:
 - (1) Retail (shops, entertainment venue, food & beverage) with storefront entrances accessible from the sidewalk are required.
 - (2) Minimum ratio of 30% percent of ground floor building facade facing Independent Dr. shall be retail meeting the above criteria.
 - (3) Minimum 100 Linear Feet of retail frontage shall be provided on Independent Drive.
- iv) Scoring:
 - (1) Retail density, whether located on E. Independent Dr. or facing and accessible from Riverfront Plaza, **in excess of the minimum required** will be scored.

b) **Requirements for optional uses:**

- i) Hotel
 - (1) Due to its prominent location, any proposed hotel brand should be a four-star or higher hotel, based on Forbes or AAA. Ideal location for boutique hotel.
- ii) Office
 - (1) Only Class A office space or better. Suitable for a corporate headquarters.

c) **Optional considerations:**

- i) Retail/Commercial
 - (1) Special attention should be paid to destination retail that will not only service future downtown residents and workers but will also act as a regional draw for the city
 - (2) Ground floor retail/restaurant and other sidewalk level activation along Independent Dr. is strongly encouraged and will be rewarded in scoring
 - (3) Rooftop or upper story dining, restaurant, bar or lounge above 7 stories.
 - (4) No minimum of retail adjacent to and accessible from the Civic Stairs & Sculpture Plaza level is required, however, the provision of indoor and outdoor food and beverage space in this location will be scored.
 - (5) Outdoor dining spaces in addition to the Sky Garden Terrace will be rewarded as additional retail but will not satisfy the minimum requirements.

5) Phasing

- a) Must coordinate with the Riverfront Plaza Park development and the Main Street Pedestrian Ramp construction; with the park and ramp intended to be completed in early to mid-2024. The private development may be completed after the Park but the foundation and garage interface shall be completed during park construction to ensure consistency.
- b) Must commence within 120 days of closing. Closing to occur upon receipt of DDRB approvals and proof of financial capacity to complete construction- which shall be completed within nine months of City Council approval of disposition

6) St. Johns River

- a) Setbacks are automatically satisfied due to location of pad and no height limitation will apply to mid-rise or high-rise building provided it is parallel and adjacent to Main Street Bridge and perpendicular to the river.

7) Resiliency

- a) The use of resilient construction materials and how the proposal addresses potential flooding and site elevation will be considered. On site-storage capability in storm events will be evaluated.
- b) Stormwater drainage needs to integrate into overall site development
- c) Adequate pervious surface and resilient landscaping

8) Design and Materials

- a) As a prominent waterfront and Independent Dr./ Laura St. location, the design and choice of construction materials will be given considerable weight, and we encourage high quality product with architectural details and exterior finish worthy of the site. This criterion relates to the shape of and material used in the building finish, its relation to the site, Jacksonville, and Florida, and an elevated level of architectural style. The scoring criteria provide points for unique architectural features that elevate the design, and for designs that complement the Perkins & Will Park design.
- b) The design shall conform to the Downtown Zoning Overlay & Downtown Design Guidelines, including but not limited to:
 - i) Dual orientation of building fronting Independent Drive at lower levels and the park
 - ii) Enhance the skyline

9) Construction and Maintenance Contribution

Proposals should include Developer's proposed monetary or in-kind contribution to the construction and ongoing maintenance and or programming of the adjacent plaza/park space at this location, if any. An ongoing maintenance or programming contribution to the park is anticipated.

10) Development Team

The following criteria will be used to pre-qualify proposals:

- a) A bid bond of \$25,000.00 shall be included with all proposals in a form to be determined by the DIA Chief Executive Officer.
- b) Proposals shall be from developers with experience of a singular project with aggregate value in excess of \$75 million, successful completion of a project of similar product type and scale, and successful completion of a previous project a minimum of 7 stories in height and Type 1 construction. The principal individual or company who is the controlling or managing member of the Development Team submitting the proposal shall meet this criterion and the financial capacity of lenders and

partners will not replace the experience and financial capacity of the Developer who is leading the project.

- c) Proposals shall include descriptions and visual materials related to the qualifying projects detailed above.
- d) No proposal shall be accepted for evaluation if the developer has judgement liens (related to development performance) in excess of \$10 million, unpaid taxes in excess of \$1 million or active judgement liens not related to development performance in excess of \$10 million.

11) Scoring Criteria

The criteria identified on the scoring criteria matrix are further explained, where necessary, below:

- a) **Experience developing mixed-use projects of comparable size and cost in an urban setting**
 - i) The experience of the managing or controlling member of the development team; the number and scale of projects similar in product type or program that have been successfully completed; urban vs. suburban settings; the number of mid to high rise buildings 7 stories or greater completed by the developer; the number of projects of comparable value or in excess of \$75 million in value at time of construction; how recent are comparable projects
- b) **Financial Strength of Development Team**
 - i) The financial strength of the managing or controlling member of the development team as evidenced by financial statements, bank references of liquidity, etc.; demonstration that the respondent has the financial resources necessary to complete site redevelopment, ability to service debt (if applicable), and ability to implement the development and business plan.
- c) **Active Litigation; judgement liens, outstanding tax payments**
 - i) Description of any pending litigation, administrative, or regulatory proceedings and disclosure of any judgement liens related to development performance or outstanding tax payments. This is a negative factor and points *may* be deducted based on explanation and *will* be deducted for failing to provide any explanation.
- d) **Fee simple acquisition price/ground lease duration**
 - i) Fee simple disposition will be considered, however, a ground lease of 99 years or less is preferred. The acquisition price or rent will be evaluated against appraised value.
- e) **Financial return to the City, Economic impact**
 - i) ROI meaning tax revenues received and retained by the City after any incentives, value paid for the land, bed tax, sales tax, etc. to be produced by development upon completion (not inclusive of greater economic impact projections); creation of temporary and permanent jobs
- f) **Equal opportunity/local participation**
 - i) Commitment to Jacksonville Small and Emerging Business (“JSEB”) participation in project by percent of value
- g) **Park and programming contribution**
 - i) For example: cash or in-kind contributions towards Park improvements; ongoing park maintenance and/or programming contributions; offers of capital contributions to initial park construction or to construct the park to City’s design on City’s behalf; Park construction management contributions; timing and duration of contribution;
- h) **Project’s ability to activate Downtown**
 - i) For example: Project’s overall interaction with the Park and Independent Drive; Project’s likelihood to attract more visitors to Downtown; creates connectivity and a sense of place along the Riverfront and on the Northbank; enhances vibrancy and walkability of Downtown and the Riverwalk.

- i) Thoughtful mix of uses**
 - i) The mix of uses should create synergy within the Site, with the Park and with the surrounding area; provide an explanation as to the reasoning for the selection and location of all proposed uses.
- j) Retail Density above minimum**
 - i) Points only awarded for retail density in excess of minimums required, i.e., providing more than 100 Linear Feet of retail frontage on Independent Drive.
- k) Roof top/upper story dining/bar**
 - i) Points only awarded for the inclusion of roof top or upper story (7th floor or above) restaurant, bar, or lounge
- l) Unique architectural features, character**
 - i) For example: architectural design that acknowledges the importance and prominence of the Site; enhances the Downtown skyline and the Riverfront; design tells a story unique to Jacksonville; iconic structure
- m) Development Timeline**
 - i) Achievable construction commencement and final delivery timeline; coordination of proposed timeline with park development schedule
- n) Civic and community benefits**
 - i) For example: providing leasable meeting space(s) for the public; placemaking; creating safe, verdant, and accessible connections to the Park, Riverwalk, Downtown, and the pedestrian ramp; cultural amenities; public art; permanent job opportunities; opportunities for local subcontractors; coordination and partnerships with local small businesses
- o) Activation of the riverfront on Civic Stairs level**
 - i) For example: Restaurants with outdoor seating; storefront accessible from the Park; uses that provide daytime and nighttime activity and foot traffic to, and within, the Park (5 points for civic stairs, additional points for size and level of activation, unique features, connections to pedestrians and park visitors)
- p) Quality of construction materials and finishes**
 - i) Type 1 Construction as opposed to wood frame; quality of finish materials such as stone, glass, cast features etc. as opposed to hardy board, stucco, etc.
- q) Design for resiliency**
 - i) The design should be responsive to anticipated changes in the environment and the economy; utilization of resilient building techniques, such as use of flood-proof materials on first floor/subsurface elements, elevation of critical assets (HVAC, generators, utility boxes, etc.) to above the first floor, and use of reflective materials on the roof to create a "cool roof"; landscape design to address flooding and heat, including installation of catchment systems, increasing tree canopy.
- r) Provision of public parking available to the general public for park use**
 - i) Points only awarded for parking made available for public use; provide expected availability and cost to users, if not 24/7 or free
- s) Failure to design within proposed criteria and integrate with park**
 - i) A meaningful deduction for any project that does not meet the required criteria for interface and engagement with the park proportional to the extent and impact of the deviation from the requirements in one or more respects. A proposal that significantly exceeds the parcel size proposed will receive maximum deduction. However, a minor deviation in the size of the required restaurant, such as 50 feet less than required, would result in a minor deduction. If the proposal meets all of the required criteria, do not deduct any points.
- t) Defined and reliable source and percentage of debt and equity**

- i) Both the relative percentages of debt and equity proposed for the project, and the expected sources for each and evidence of available funds or repeat prior relationships of similar magnitude that can reasonably be expected to provide the Developer with funding capacity sufficient to execute the project.
- u) Financial feasibility and cash flow analysis**
 - i) Operating proformas that demonstrate the project feasibility and cost and market assumptions made by the development team.
- v) Post completion management plan**
 - i) Will the Developer own and operate the facility or will the Developer sell the facility when the development stabilizes? If a hotel use, who will be the flag or brand?
- w) Oral presentation**
 - i) The clarity and focus of the presentation, does the applicant demonstrate a clear understanding of the DIA's goals for the development, are questioned answered directly

EXHIBIT 3

RIVERFRONT PLAZA DEVELOPMENT PAD

Experience and Qualifications	24	
Experience developing mixed use projects of comparable size, program and cost (at least \$75 million) in an urban setting	12	
Financial Strength of Development Team	12	
Active litigation, judgement liens and outstanding tax payments	0 to minus 5	
Economic Benefit	30	
Fee Simple acquisition price or ground lease rent and term	7	
Financial return to the City (ROI), Economic impact (e.g. job creation, tax revenues)	15	
Equal opportunity / local participation	3	
Park & Programming contribution	5	
Project Development and Design	90	
Project's ability to activate Downtown	10	
Thoughtful Mix of Uses	5	
Retail Density above minimums required on Sky Terrace and Independent Drive, type, location, marketability, and quality of tenants, if known	15	
Roof top/upper story dining/bar (above 7 stories)	5	
Unique Architectural Features, Character (i.e. architectural design that enhances the skyline and riverfront view of Downtown Jacksonville)	15	
Development timeline (e.g. construction commencement and delivery timing)	5	
Civic and community benefits	5	
Activation of the riverfront on Civic Stairs levels (e.g. restaurants with outdoor seating, storefronts accessible from the Park)	10	
Quality of Construction Material and finishes	10	
Design for Resiliency	5	
Provision of parking available to the general public for park use	5	
Failure to design within proposed criteria and integrate with park	-5 to Minus 50	
Financial Proposal	14	
Defined and reliable source and percentage of debt and equity	5	
Financial feasibility and cash flow analysis	7	
Post-Completion Management Plan	2	
Oral Presentation	5	
Total Base Score Available	163	