

June 13, 2024

To: City Commission and CRA Board

Through: Gregory P. Harrison, City Manager/CRA Executive Director

From: Suzette Sibble, Assistant City Manager^{SS}
Nguyen Tran, CRA Director

Subject: Downtown Public Private Development Agreement

Over twenty-four (24) years ago, the Pompano Beach Community Redevelopment Agency (CRA) initiated the planning and development of a new downtown located within an approximately 180-acre area located east of I-95 and west of Dixie Highway in the Northwest CRA (NWCRA) district. To make this plan come to fruition, the CRA began acquiring property located within this geographic area to create an assemblage of properties that would eventually be developed to create the downtown.

The City and CRA have taken numerous steps over the years to lay the foundation for the creation of the downtown and made significant investments in the area. In the ten (10) year span from 2012 – 2022, the CRA invested over \$48 million in capital projects in this core redevelopment area and provided local businesses with \$650,000 in incentives. The capital projects included streetscape and infrastructure improvements along the Dr. Martin Luther King Jr. Blvd. (MLK Blvd.) Corridor to serve as the foundation for the future downtown.

A Downtown Charette was held in 2008 to collaborate with stakeholders and gather input from the public. In 2010, the CRA engaged Urban Design firm EDSA to create a Downtown Connectivity Plan, which analyzed market demand, land use, traffic and transportation, and concepts for future development. Recognizing the importance of community participation, the CRA coordinated three (3) public meetings, three (3) presentations at NWCRA Advisory Committee meetings, and three (3) presentations at CRA Board meetings. Public input and consensus were important in shaping the direction throughout the master planning process. This phase was the beginning of approximately 100 meetings over the next decade and beyond where the future redevelopment of the downtown was discussed.

Planning and design for the new Cultural Center and Pompano Beach Library at 50 W Atlantic Boulevard also began in 2010. The Cultural Center and library opened in 2018 as part of a joint-use complex. The Cultural Center offers a 5,000 sq. ft., 336-seat theater/event space, 750 sq. ft. art gallery, and state-of-the-art multi-media digital center. The 26,000 sq. ft. library includes a multipurpose room, conference room, three tutoring rooms, a teen activity room, a storytelling room, an adult computer lab, a teen computer lab, and a Creation Station for maker projects and meeting space available for public rental.

With assistance from the City’s Planning and Zoning Department, the CRA completed a Massing and Zoning Analysis Report in February 2012 as part of the land use amendment to create the Downtown Pompano Transit Oriented Corridor (DPTOC). The CRA conducted a massing and zoning analysis workshop in December 2011 and provided the opportunity for the public to participate in the design process and provide input. After the adoption of the DPTOC, new zoning regulations were approved in 2013 to designate the area as Transit Oriented (TO) and create the Downtown Pompano Beach Overlay District (DPOD).

The vision is to create a vibrant, pedestrian-friendly Downtown by attracting a combination of daytime and nighttime uses, including retail, residential, hotel, restaurant, and civic uses. This mix of uses will balance Pompano’s predominantly industrial economy with a concentration of office space, create employment opportunities, and increase services for residents and employees of the district, neighborhood, city, and the Broward County region. A city’s downtown is the heart and soul of the community. It is the engine that fuels prosperity, provides opportunity, and creates a sense of place and unity for its residents.

To ensure the area is optimized for smart, safe growth, the City and CRA have undertaken a major \$46 million streetscape improvement project along Atlantic Boulevard and Dixie Highway to increase safety, create a signature entrance to the Downtown, and connect the three distinct districts of Downtown Pompano Beach: The Old Town District, also known as Old Pompano; The Civic Commons District which includes City Hall, the Cultural Center and Library; and the Innovation District, with MLK Boulevard as the “main street” between Dixie Highway and I-95. This transformative streetscape project is a partnership among Broward County, the City, the CRA and Florida Department of Transportation (FDOT), all contributing funding to make the project a reality.

The zoning regulations for this area were written and adopted to implement the general vision for the development of the Downtown as defined in the Downtown Pompano Beach Transit Oriented Corridor (DP-TOC) land use designation, which was adopted in 2012. The image below is the general vision plan associated with the DP-TOC land use designation, which is still the guiding concept behind the development of the Downtown.

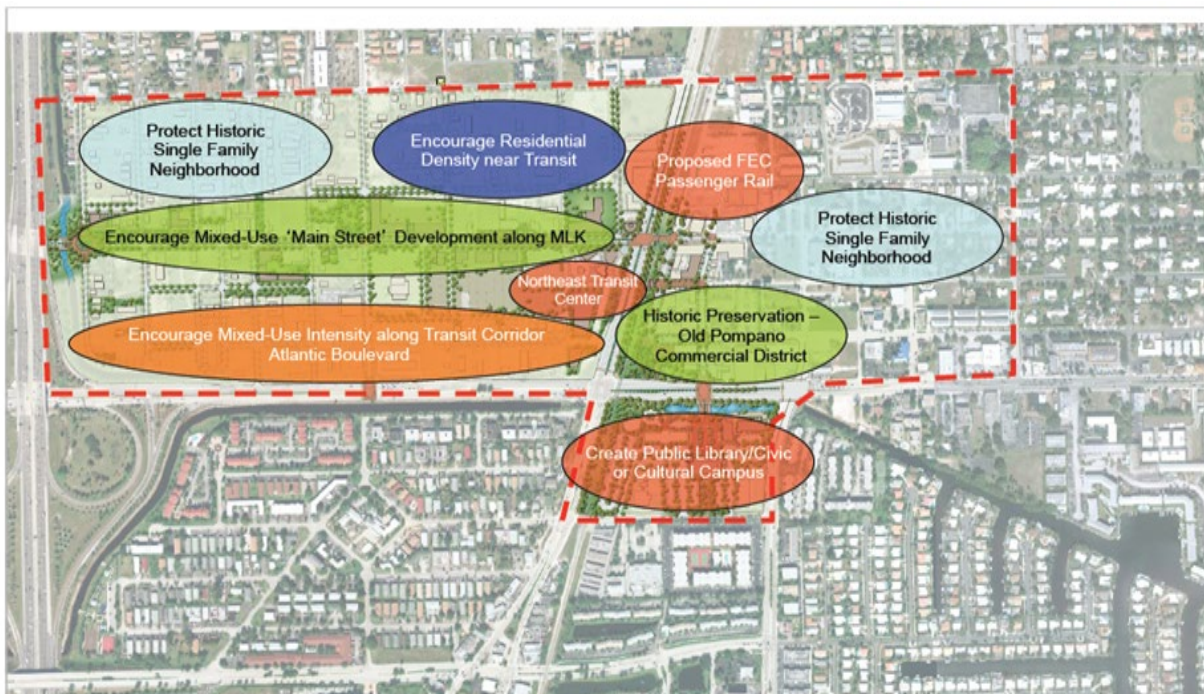
Implementation of micro and macro transit options is at the core of the City’s multi-modal vision today and into the future. Not only is the City slated to receive a commuter rail station on Dixie Highway in the middle of the Downtown, but the City has already implemented the Circuit micro-transit program and has plans to expand the program to address the “last mile” traveled by residents and visitors. At the core of the success of this program has been the City’s partnership with FDOT, as the agency has provided two (2) grants to date to enable the program to launch free to residents in 2022. The City is currently in the process of moving toward continued partnerships with FDOT to allow for larger capacity micro-vehicles to transport residents and visitors beyond the “last mile”, thereby connecting the east and western areas of the City. This innovative thinking will be instrumental in ensuring connectivity once the Downtown gets underway and reaches full build out over a 10-12 year timeframe.

The City has engaged the services of Kimley-Horn to develop a Master Transportation Plan (a City Strategic Plan action item) for the City, taking a comprehensive view of transportation throughout the major corridors of the City, as well as exploring regional transportation issues and relationships with Broward County, the Metropolitan Planning Organization and FDOT. A

16-member task force (the “Multimodal Task Force”) under the auspice of the Pompano Beach Economic Development Council (the “EDC”) was formed and met on July 12, July 26, August 9, and August 23, 2023. The task force is being chaired by Carla Coleman, former Director of the Urban Land Institute and its scope of work includes the following goals:

Discussion/actionable recommendations on integration & coordination of pedestrian, biking, and motor vehicle pathways and interactions throughout Pompano Beach, with special emphasis on high-traffic and redevelopment areas. Emphasis on livability criteria as City’s redevelopment plans unfold and new projects are developed causing added use of sidewalks and roads. Consider organizational and physical infrastructure needs including transit to make any future plans both a reality and sustainable into the future.

The Multimodal Task Force has been instrumental in providing input to the City’s consultant and staff and also presented their findings to the City Commission on October 24, 2023, and will continue to do so throughout the process. Ultimately Kimley-Horn will deliver recommendations to the City for implementing strategies to improve traffic flow throughout the City, inclusive of providing an implementation schedule and funding options.



Need for New City Hall

The existing City Hall has high operating costs due to age, and the City has outgrown its existing space. The City’s population when the current facility was built 34 years ago was 72,375 and today is 112,650, which represents a growth of 56%. To continue to provide governmental services in an efficient and effective manner over the next twenty years, an additional 42,450 sq. feet of space is required based upon the needs assessment conducted by Song and Associates. Song and Associates determined the need for 116,000 sq. ft. after interviewing the respective City departments and projecting for future staffing levels needed to continue to offer the level of service our residents, businesses, and visitors have come to expect. The new City Hall will

consolidate the decentralized management and departments by moving them into one building creating a more efficient operation.

Adding the additional 42,450 sq. ft. to the existing city hall building would cost an estimated \$28 Million in construction costs as well as temporary space of \$6 Million. The City commissioned a Facility Condition Assessment from Partner Engineering who determined deferred maintenance and capital expenditures investment of \$18.2 Million would be required if the City continued to occupy the existing facility for another 20 years.

A substantial improvement to the existing City Hall would require compliance with FEMA regulations and the City's Floodplain ordinance, which means raising the finished floor elevation (FFE) of the entire first floor. City Hall does not comply with current Floodplain regulations and is not built to withstand significant wind or rain events. The building's foundation was designed for the specific building height and area. To add additional stories to the building, analysis of the existing footings and Geotechnical reports would be required to develop a foundation to support the increase.

Since the building was constructed in 1990, the Florida Building Code and ADA requirements have changed and become more stringent. Renovations to the current building would require retrofitting the entire building, not just the renovated areas. Most likely, renovations would take 18 – 24 months to complete, require significant expense and require staff relocation to leased property and modular offices at an additional estimated cost of \$5.3 million to \$6.5 million.

The City can avoid the excessive cost of renovating and expanding the current City Hall building, as well as the disruption of serving the citizens of Pompano Beach by building a new City Hall that represents the current and future growth of the City and that consolidates City departments into an efficient, modern workplace of the future.

Solicitation History

The CRA issued Request for Letters of Interest (RLI) E-29-19 Phase 1 and Request for Proposals (RFP) E-29-19 Phase 2 to select a qualified Master Developer for redevelopment of the Downtown and Innovation Districts in 2019 and 2020. Of the three (3) firms qualified in Phase 1 only one (1) firm submitted a proposal in step 2. The CRA canceled the solicitation in 2021.

The City and CRA then issued a joint solicitation to select a Master Developer for Downtown on June 2, 2022, with responses due on October 6, 2022. The Selection Committee met on March 27, 2023 to evaluate the responses and have the respondents make oral presentations.

A joint City and CRA public workshop featuring presentations by the two short-listed firms was held on May 3, 2023, at the Cultural Center to gather input from the public. The recordings of the presentations were posted to the City website, and the public was encouraged to provide written comments at the meeting and after the meeting by emailing downtown@copbfl.com.

The Negotiating Team then held multiple negotiation sessions with each short-listed respondent to gather more information and create a listing in ranked order of the respondents to be considered for award by the CRA Board and City Commission.

At the October 12, 2023 Joint Special Meeting, the CRA Board and City Commission approved the Negotiating Team's recommendation to negotiate an agreement with RocaPoint Partners, LLC (RocaPoint).

To keep the City Commission and the public informed on the progress of the negotiations, a Joint Special Meeting between the CRA Board and City Commission was held on January 23, 2024, with RocaPoint making a presentation to provide an update on the new downtown project.

RocaPoint also held three (3) public community meetings on February 7, 2024, February 8, 2024, and April 2, 2024, for residents and business owners to learn about the vision for the Downtown and provide valuable input.

RocaPoint also continued to be available for meetings upon request with community members to gather insight on the community and their desires for their future downtown.

Negotiations Summary

After the award to RocaPoint Partners in 2023, weekly meetings began with the Negotiation Team, namely, Assistant City Manager Sibble, the CRA Director, Redevelopment Management Associates (RMA) Advisors, CBRE, Real Estate Advisors; Bilzen Sumberg, outside legal Counsel; the City Attorney, and the CRA Attorney.

As negotiations progressed the team identified the need for specialized assistance from a variety of Subject Matter Expert's (SME's) to ensure accurate data was obtained to create solid financial and business terms for the agreement. These firms include:

Performing Arts Center / Placemaking:

- Webb Management
- CHM Government Services

Architectural and Engineering (City Hall)

- Song and Associates
- Partner Engineering

Financial Advisors and Economic Impact Analysis

- PFM Advisors, City/CRA Financial Advisor
- Florida Economic Advisors
- Shawn Mitchell, CRA Financial Analyst

The negotiations included the following areas of focus culminating in the Master Development Agreement and associated Ground Lease, Sublease and Interlocal Agreement:

- Defined development area
- Mix of Uses and development schedule
- Taxes and revenue generation
- Community meetings and stakeholder outreach
- Placemaking / event center studies
- City Hall, Pat Larkins Center and parking
- Infrastructure and public spaces

- Broward County land exchange
- Economic and fiscal impact analysis
- Financing mechanisms to fund additional parcel acquisitions, infrastructure, parking, Civic and County facilities
- Defined business terms
- Negotiation of legal requirements and conditions

The Project will be governed by the following documents:

- Master Development Agreement (MDA)
- Ground Leases
- Subleases
- Interlocal Agreement between City and CRA

The following Exhibits summarize the legal documents from the Master Development Agreement that define the business terms of this real estate transaction:

- Exhibit B-1 Master Project Development Overview
- Exhibit B-2 Master Plan Concept
- Exhibit B-3 Master Project Schedule Milestones and Dates
- Exhibit B-4 Development Budget

Also included is information related to the following: Examples of Opportunities and Inclusion, Existing City Hall Financial Condition Assessment, Summary of City Hall Opinions of Costs, and General Business Terms.

Ongoing Master Development Updates/Activities

- Quarterly Reports provided to the City Commission
- Semi-annual public meetings with status update presentation by Master Developer
- City Commission design approval for city hall, parking garage, new E. Pat Larkins Center
- City Commission/CRA Board approval of CRA Bond(s)
- City Commission approval of debt issuance if City self-finances civic buildings
- Progress updates included in City/CRA e-newsletter and posted to City website
- Email address to allow ongoing input from City residents

The Invitation to Negotiate process used to procure the Master Developer enabled the Negotiation Team to establish a viable and realistic master plan that will guide the development of downtown over the next 20 years. This complex transaction includes not only the vision for the downtown, but, more importantly, the financial and public/private legal structure to build a mix of public and private uses that will have generational and transformational impacts to the city.

Funding and Financing

The City/CRA in conjunction with its professional financial advisors developed a funding/finance plan for the Master Infrastructure and Civic Buildings proposed. Planned funding includes, but is not limited to:

- Available cash
- Committed capital improvement funds
- New Tax Increment Bond issuance (bond proceeds)
- Existing tax increment revenue
- New Downtown development tax increment/ad valorem revenue
- New development non-ad valorem revenue, fire assessment fees, net parking revenues, park impact fees etc.

The City/CRA has ensured flexibility in considering financing options as part of its plan of finance for the Civic Buildings (and County Facility, if approved). Options include financing with the Developer or self-financing. Most importantly, the finance structure can be modeled to allow for additional flexibility to match planned sources for repayment of lease/rent payments over the planned financing term of 30 years.

EXHIBIT B-1
MASTER PROJECT DEVELOPMENT OVERVIEW

Estimated Program

Civic	136,000	SF
Retail	159,000	SF
Office	717,500	SF
Hotel	165	key
Resi-MKT	2,290	unit
Resi-For Sale	110	unit
Resi-Mixed	720	unit

Blended Use		Gross Leasable		Cumulative	
Year	Value	Year	Area (SF)	Year	GLA Sold (SF)
2024	\$	2024	136,000	2027	176,000
2027	\$ 7,760,000	2027	176,000	2028	1,265,300
2028	\$ 39,800,000	2028	1,053,300	2029	2,031,050
2029	\$ 33,155,000	2029	801,750	2030	2,639,050
2030	\$ 20,060,000	2030	608,000	2031	3,138,250
2031	\$ 21,140,000	2031	499,200	2032	3,662,250
2032	\$ 18,800,000	2032	524,000	2033	4,110,250
2033	\$ 18,400,000	2033	448,000	2034	
	\$ 159,115,000		4,246,250		

Gross Leasable Area total includes civic uses (City Hall, E. Pat Larkins Center)

Cumulative GLA Sold total excludes civic uses (City Hall, E. Pat Larkins Center)

Build to Suit Projects (G3) - City Hall, Parking Garage, New E. Pat Larkins Center

Sources	Total (30 years)*
Net Fiscal Impact Revenue to City/CRA ¹	\$319,394,926
Net Parking Revenues ¹ (600 spaces)	\$7,392,657
Park Impact Fees ¹	\$3,271,668
Land Sales to City/CRA ²	\$102,542,544
City Restricted Cash Available ³	\$21,007,425
Net Operating Expenditure Savings (Existing City Hall) ⁴	\$49,423,197
Deferred Capital Investment (Existing City Hall) ⁴	\$18,238,870
Total Sources.....	\$521,271,287
USES	
Rent Payments (30 years)	\$(368,464,473)
Total Uses (30 years)	\$(368,464,473)
Profit/Loss	\$152,806,814

***Note:** At the end of the Build to Suit Sublease term, City takes title to the Civic Buildings.

Source: Florida Economic Advisors (FEA) Economic and Fiscal Analysis. Net Fiscal Impact Revenue includes ad valorem, non- ad valorem, fire assessment revenues less projected impact on operating expenditures. Year 2027 and beyond assumes a 3% growth assumption in line with FEA assumptions in prior years. Parking revenues online after assumed full buildout (conservative).

Gross Leasable Area (GLA) value, net of Developer share of waterfall land sales and broker fees/closing costs

Committed within the City's 5 year Capital Improvement Plan (Building Inspections CIP). 2024-2025

Division's pro rata share of City Hall and Parking Garage (2024-2025)

Source: Partner Engineer and Science, Inc. Financial Condition Assessment.

Existing City Hall Deferred Capital Investment of \$18.2M is amortized over 20 years

Infrastructure, Land Acquisition, Parking

Sources

CRA Available Cash (pre-development)	\$5,000,000
Tax Increment Revenue Bond Proceeds**	\$64,500,000
CRA Available Cash	\$20,000,000
Existing Tax Increment Revenue	\$23,250,000
Sources	\$112,750,000

Uses

Downtown Infrastructure	\$64,500,000
Downtown Land Acquisition	\$30,000,000
Downtown Public Parking	\$8,000,000
Uses	\$102,500,000
Plus: Contingency (10%)*	\$10,250,000
Budget Cap	\$112,750,000

*Unforeseen conditions and/or escalations

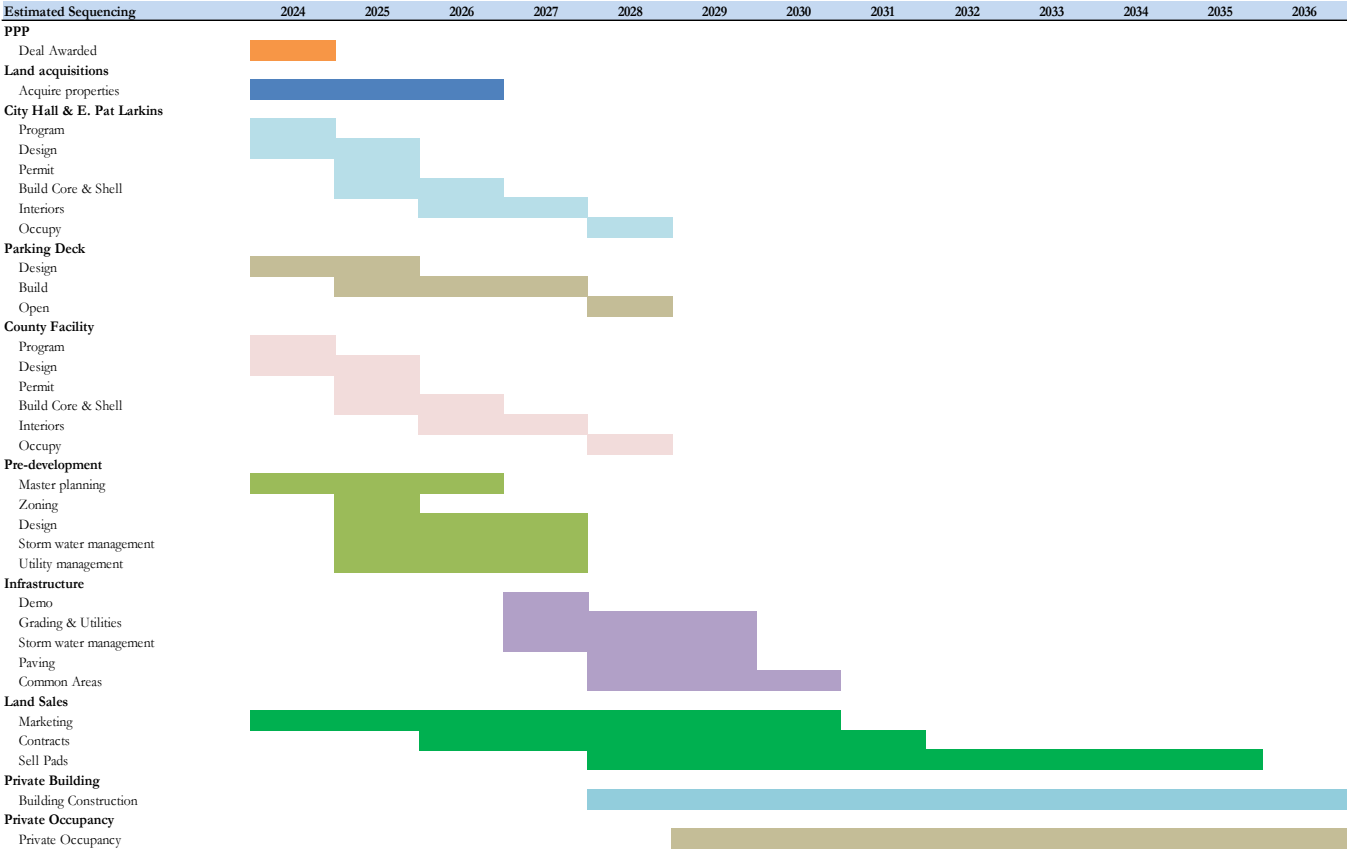
**New Tax Increment Bond Issue - amortized over 30 years to be repaid with existing tax increment

**EXHIBIT B-2
MASTER PLAN CONCEPT**



Estimated Program			
Civic	136,000	SF	
Retail	159,000	SF	
Office	717,500	SF	
Hotel	165	key	
Resi - MKT	2,290	unit	
Resi - FS	110	unit	
Resi - Mixed	720	unit	
Total	4,246,250		
Total less Civic	4,110,250		
Low Range	3,821,625	SF	-10%
High Range	4,670,875	SF	+10%

**EXHIBIT B-3
MASTER PROJECT SCHEDULE**



TARGETS AND TARGET DATES*:

Draft Concept Plans: Six (6) months following the end of the Acquisition Period, or if earlier, six (6) months following the Plans and Specifications NTP for the applicable Phase.

Plans and Specifications for Master Infrastructure Project: Six (6) months following City Contract Administrator’s approval of the Concept Plans.

Permits and Approvals for Master Infrastructure Project: Twelve (12) months following City Contract Administrator’s approval of final Plans and Specifications for the Master Infrastructure Project.

Presentment of Executable Form of General Contractor’s Construction Agreement for the Master Infrastructure Project to City Contract Administrator for Approval: Twelve (12) months following City Contract Administrator’s approval of final Plans and Specifications for the Master Infrastructure Project.

*For avoidance of doubt, Target Dates are estimated dates, and a failure to meet a Target Date shall not give rise to a Default or Event of Default under this Agreement.

MILESTONES AND MILESTONE DATES:

Satisfaction of all Targets: Twenty (24) months following the end of the Acquisition Period.

Satisfaction of Developer Commencement Conditions and Commencement of Construction for Master Infrastructure Project: Sixty (60) days following satisfaction of all of the following: (a) CRA Commencement Conditions, (b) City Contract Administrator’s approval of the General Contractor’s Construction Agreement, and (c) all Targets.

GLA Milestones:** See below schedule of sales.

Year	Cumulative GLA Sold
2027 SF	176,000
2028 SF	1,265,300
2029 SF	2,031,050
2030 SF	2,639,050
2031 SF	3,138,250
2032 SF	3,662,250
2033 SF	4,110,250
2034 SF	

**All GLA Milestone timelines are through December 31st of the applicable year and all GLA square footage Milestones depicted herein are cumulative with Milestones of all prior years.

**EXHIBIT B-4
DEVELOPMENT BUDGET**

Description	Amount
Downtown Infrastructure	\$64,500,000
Downtown Land Acquisition	\$30,000,000
Downtown Public Parking	\$8,000,000
Subtotal Estimated Project Costs	\$102,500,000
Plus: Contingency (10%)*	10,250,000
Total	\$112,750,000

*Contingency is part of the Cap and reserved for sole use by City/CRA to cover unforeseen conditions and/or potential cost escalations.

EXAMPLES OPPORTUNITIES AND INCLUSION

➤ **Expand and Leverage City/CRA resources to develop programs and partnerships**

- Leverage existing business and workforce resources
- Expand City Economic Development resources
- Engage potential partners – non-profits; County OESBA; State; Federal; sponsors

➤ **E. Pat Larkins Center**

- Community input for the design process
- Expand capacity
- Legacy wall for E. Pat Larkins
- Sports Hall of Fame/history wall
- Develop outreach plan – marketing, community centers, etc.

➤ **Educational & Skill Development Components**

- Explore relationships with providers (i.e., Broward College, Vocation Tech) and determine the feasibility of a satellite college campus or Vocation Tech School
- Target at-risk adults and high school students
- Develop vocational culinary/hospitality program (City/CRA) – coordinate with RP and end operators
- Construction and end operator apprenticeships – coordinate with RP and end operators

➤ **Local Contractor/Subcontractor Participation**

- Non-profit and other governmental partners (licensing and insurance)
- Community outreach (i.e., E. Pat Larkins Center and Emma Lou Center)
- Develop a strategy for ensuring inclusion for participation by local contractors and subcontractors (pre-qualify pool of subcontractors)
- Utilize City Job Resource Center resources
- Engage Broward County Office of Economic and Small Business Opportunity

➤ **Small Business Participation**

- Explore partner resources (i.e. County, State, non-profits) for funding
- Engage non-profit and other governmental partners to address barriers (credit counseling and building, financial literacy, business plan development)
- Community outreach (i.e., E. Pat Larkins Center and Emma Lou Center)

➤ **Permanent Jobs**

- Coordinate with RP on job opportunities and apprenticeships (i.e., job fairs, E. Pat Larkins Center, and Emma Lou Center)

Historic and Cultural Preservation

- E. Pat Larkins Center expansion
- E. Pat Larkins legacy wall and sports hall of fame/history wall
- Pioneer monument
- Homage to businesses on Rock and Hammondville Road
- Placemaking (entertainment, pop-up craft markets, green markets, etc.)
- City cultural and artistic elements to be included

➤ **Voluntary residential relocation/transition Opportunities**

- Rental Assistance
- Land swaps

- Moving expenses

➤ **Generational Wealth**

- Property value appreciation - build equity
- Taxable values capped at 3% for homestead
- Maximize qualifying exemptions available - outreach

➤ **Other Benefits**

- Activate area
- Crime reduction
- Vagrancy reduction

EXISTING CITY HALL FINANCIAL CONDITION ASSESSMENT

Current City Hall Facility	New City Hall Facility
34 years old	Catalyst to anchor and transform our new Downtown
Population in 1990 = 72,375	Population in 2024 = 112,650 (growth of 56% since current facility was built)
Outgrown 73,550 SF	116,000 SF needed based on space program and growth assumptions
\$18.2 M in deferred maintenance (see below)	Improvements in access to citizen services
Net operating/maintenance annual savings: \$1.1M	Efficiency gains by consolidating off-site departments
Located on prime, most expensive real estate - not highest and best use	Located on less expensive real estate
Cost prohibitive to rehab and add on to this facility	Enhanced customer service by locating key departments on 1st floor

SUMMARY OF CITY HALL OPINIONS OF COSTS

Property Type	Office		
Address	100 W Atlantic Blvd	Year Built	1990
City and State	Pompano Beach, FL	No. of Buildings	4
Site visit Date	2/13/2024	Gross Building (SF)	73,550
Report Date	3/7/2024	Rentable Area (SF)	73,550
Project Numer	24-437537	Analysis Term	20

Section No.	Section Name	Immediate Costs	Short Term Costs	Long Term Capital Planning
3.0	Site Conditions	\$ 7,000.00	\$ 5,370.00	\$ 993,200.00
4.0	Structural Frame and Building Envelope	\$ 278,048.00	\$ 8,500.00	\$ 1,141,292.50
5.0	Mechanical, Electrical, Plumbing, Elevators, Fire & Life Safety	\$ 294,750.00	0	\$ 2,606,400.00
6.0	Interior Elements	0	\$ 410,000.00	\$ 6,577,000.00
7.0	Accessibility	\$ 2,000.00	0	
Total		\$ 581,798.00	\$ 423,870.00	\$ 11,317,892.50
PROJECT TOTAL - Immediate, Short Term, Capital Plan				\$ 12,323,560.50
35%	Project Contingency	\$ 203,629.30	\$ 148,354.50	\$ 3,961,262.38
8%	Construction Management Fee	\$ 46,543.84	\$ 33,909.60	\$ 905,431.40
5%	Professional Fees	\$ 29,089.90	\$ 21,193.50	\$ 565,894.63
TOTAL		\$ 861,061.04	\$ 627,327.60	\$ 16,750,480.90
TOTAL - ALL				\$ 18,238,869.54

BUSINESS TERMS

RocaPoint (RP) Partners Obligations / Contributions	City / CRA Obligations / Contributions
PARCEL ASSEMBLAGE	
<ul style="list-style-type: none"> • Initiate due diligence for potential acquisition of key parcels • Within twelve (12) months the parties will have identified all land owned or controlled by the City/CRA • Finalize infrastructure plan and identify developable pads to update master plan 	<ul style="list-style-type: none"> • City/CRA to approve purchase/sale agreements • City/CRA provide relocation and moving assistance • Approve final infrastructure plan(s)
DESIGN AND CONSTRUCT INFRASTRUCTURE AND GOVERNMENT FACILITIES	
<ul style="list-style-type: none"> • Acquisition of additional parcels • Design, permit, construct all infrastructure/utilities • Contract for and design and construct Civic Buildings <ul style="list-style-type: none"> ○ City Hall ○ Structured parking ○ New E. Pat Larkins Community Center <p>**County Health Department and Broward Health facilities (if approved)</p> 	<ul style="list-style-type: none"> • Fund and approve acquisition of additional parcels • City/CRA to approve plans and specifications • Lease government facilities under Credit Tenant Lease (CTL) • Developer to receive a developer fee to manage, design and construct infrastructure and government facilities • 120 days to make adjustments to conceptual master plan and to confirm precise location for Civic Buildings, and update master plan for new location, if applicable.
FINANCIAL	
<ul style="list-style-type: none"> • Advance government facilities predevelopment costs (current estimated cost \$5.9M) • Advance equity (estimated \$15M) required to secure CTL financing • Borrow funds to covers costs for the design and construction of the civic facilities (excludes County new facility) – estimated \$110.2M • Developer receives 5% fee to project manage infrastructure and Civic Building construction (and County facility if approved) • Developer receives a 15% performance payment based on cost to construct the Civic Buildings (and the County Health buildings if approved); a) 1/3 upon CO for Civic Buildings, 2/3 for Infrastructure and pad preparation for resale. • Developer receives downstream waterfall proceeds from future land sales 	<ul style="list-style-type: none"> • CRA to advance up to \$30M in additional land acquisitions costs • CRA to advance infrastructure predevelopment costs (current estimated \$5M) • CRA to issue Tax Increment Bonds to cover infrastructure and land acquisition costs (not to exceed \$65M) • City to Review and execute CTL for Civic Buildings • City to make annual lease payments: \$10.4M - \$12.9M • Predevelopment, RP equity, construction costs, and RP development fee and performance payment funded through CTL lease financing • City receives downstream waterfall proceeds from future land sales • City/CRA receives incremental/ad valorem tax and non-ad valorem revenue in perpetuity

ESTIMATED FINANCIAL OBLIGATIONS/FEES

CRA Parcel Acquisition Funds	\$30M
New City Hall	\$71M
Structured Parking	\$29.2M
New E. Pat Larkins Center	\$10.3M
County and Broward Health	Pending specifications; approximately \$25M
Infrastructure	\$64.5M (includes soft costs and fees)
Developer Fee: 5% of Cost of Infrastructure and Civic Buildings	\$8.8M (Infrastructure and Civic Buildings)
Performance Payment: 15% of Cost of Civic Buildings and Health Facility – CO of Civic Buildings (1/3) + pad ready infrastructure (2/3)	\$20M
Waterfall Proceeds	<p>90% City, 10% RP for first \$15 M of sale proceeds 75% City, 25% RP up to \$100 M of sale proceeds 50% City, 50% RP thereafter</p> <p>Estimated Gross Proceeds: City/CRA - \$107M (67%) Developer \$52M (33%)</p>
Build-to-Suit Lease Payment	<p>Developer funded CTL to Fund Civic Buildings or option to City self-finance (30-year financing term) 8% lease constant with cap (delegated authority and budget constraints) No payments during construction First year of occupancy full rent abatement Graduated payments years 2 – 4 of occupancy City early redemption purchase option Lease payments covered with land sales, new development tax increment/ad valorem, non-ad valorem and existing City Hall capital and net operating and maintenance costs avoidance</p>