

MEMORANDUM

Agenda Item No. 11(A)(28)

TO: Honorable Chairman Esteban L. Bovo, Jr.
and Members, Board of County Commissioners

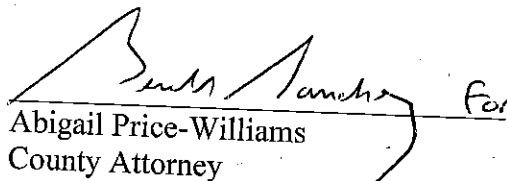
DATE: May 1, 2018

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Resolution approving allocation, subject to recapture, of up to \$4,500,000.00 from Building Better Communities General Obligation Bond Program Project No. 124 - "Economic Development Fund" to fund public infrastructure costs associated with the construction of the Grove Central Project to be located at or adjacent to the Coconut Grove Metrorail station; waiving Bond Program Administrative Rule requiring Project 124 funds to be allocated in minimum amount of \$10,000,000.00

Resolution No. R-483-18

The accompanying resolution was prepared and placed on the agenda at the request of Prime Sponsor Commissioner Xavier L. Suarez.


Abigail Price-Williams
County Attorney

APW/jls



MEMORANDUM

(Revised)

TO: Honorable Chairman Esteban L. Bovo, Jr.
and Members, Board of County Commissioners

DATE: May 1, 2018

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Agenda Item No. 11(A)(28)

Please note any items checked.

- ☐ "3-Day Rule" for committees applicable if raised
- ☐ 6 weeks required between first reading and public hearing
- ☐ 4 weeks notification to municipal officials required prior to public hearing
- ☐ Decreases revenues or increases expenditures without balancing budget
- ☐ Budget required
- ☐ Statement of fiscal impact required
- ☐ Statement of social equity required
- ☐ Ordinance creating a new board requires detailed County Mayor's report for public hearing
- ☒ No committee review
- ☐ Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous ____) to approve
- ☐ Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 11(A)(28)
5-1-18

RESOLUTION NO. R-483-18

RESOLUTION APPROVING ALLOCATION, SUBJECT TO RECAPTURE, OF UP TO \$4,500,000.00 FROM BUILDING BETTER COMMUNITIES GENERAL OBLIGATION BOND PROGRAM PROJECT NO. 124 - "ECONOMIC DEVELOPMENT FUND" TO FUND PUBLIC INFRASTRUCTURE COSTS ASSOCIATED WITH THE CONSTRUCTION OF THE GROVE CENTRAL PROJECT TO BE LOCATED AT OR ADJACENT TO THE COCONUT GROVE METRORAIL STATION; WAIVING BOND PROGRAM ADMINISTRATIVE RULE REQUIRING PROJECT 124 FUNDS TO BE ALLOCATED IN MINIMUM AMOUNT OF \$10,000,000.00

WHEREAS, Appendix A to Resolution No. R-914-04 (the "Public Infrastructure Resolution"), lists projects eligible for funding from the Building Better Communities General Obligation Bond Program (the "Bond Program") by project number, municipal project location, commission district, project description, street address, and project funding allocation; and

WHEREAS, one of the projects listed in Appendix A to the Public Infrastructure Resolution and approved by the voters for funding is Project No. 124 - "Economic Development Fund" ("Project 124") with a project description that states "Provide infrastructure improvements to spur economic development and attract new businesses to the community in order to create jobs"; and

WHEREAS, the goal of Project 124 is to encourage private sector development through public infrastructure investments that will create jobs and cause economic development which will have long term benefits to the community; and

WHEREAS, on April 6, 2018, GRP Grove Metro Station LLC, prepared and submitted an application for Project 124 funding, a copy of which is attached to this resolution as Exhibit A, for

funding of public infrastructure costs associated with the construction of the Grove Central project to be located on County owned land at or adjacent to the Coconut Grove Metrorail station (the "Grove Central Project"); and

WHEREAS, this Board has previously allocated the entire Project 124 funds to other infrastructure projects, subject to the negotiation by the County Mayor or the County Mayor's designee (the "County Mayor"), in accordance with Resolution No. R-123-15, of a Grant Agreement or Interlocal Agreement for each of those other infrastructure projects to be presented to this Board for approval; and

WHEREAS, in the event that the County Mayor is unable to successfully negotiate a Grant Agreement or Interlocal Agreement and/or this Board does not approve the award of the Project 124 funds to one or more of the proposed Project 124 grant recipients to whom the Project 124 funds have been allocated, such funds will be recaptured and be available for re-allocation to other eligible Project 124 projects (the "Recaptured Funds"); and

WHEREAS, in the event that Recaptured Funds become available for re-allocation, this Board wishes to prioritize and approve an allocation of up to \$4,500,000.00 from Project 124 to fund the Grove Central Project in accordance with the administrative rules of the Bond Program (the "Administrative Rules") such that the Grove Central Project shall be next in line to receive any Recaptured Funds; and

WHEREAS, this Board wishes to waive the requirement for the Grove Central Project, established in Resolution No. R-668-10 and set forth in the Bond Program's Administrative Rules, that Project 124 allocations be made to projects in the minimum amount of \$10,000,000.00 to fund public infrastructure costs,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that:

Section 1. The foregoing recitals are approved and incorporated in this Resolution.

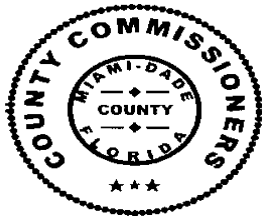
Section 2. This Board hereby waives, for the Grove Central Project, the requirement in the Bond Program's Administrative Rules that each Project 124 allocation be a minimum of \$10,000,000.00 and approves an allocation, subject to the availability of Recaptured Funds, of up to \$4,500,000.00 from Project 124 to fund the Grove Central Project.

Section 3. The County will reallocate Recaptured Funds to projects in the order in which projects are allocated Project 124 Funds (i.e. the oldest allocation will receive Recaptured Funds first). Recaptured Funds shall be allocated to the Grove Central Project as such Recaptured Funds become available until such project is fully funded in the amount of the allocation approved by this Board.

The Prime Sponsor of the foregoing resolution is Commissioner Xavier L. Suarez. It was offered by Commissioner **Rebeca Sosa**, who moved its adoption. The motion was seconded by Commissioner **Sally A. Heyman** and upon being put to a vote, the vote was as follows:

Esteban L. Bovo, Jr., Chairman	aye		
Audrey M. Edmonson, Vice Chairwoman	aye		
Daniella Levine Cava	aye	Jose "Pepe" Diaz	aye
Sally A. Heyman	aye	Barbara J. Jordan	aye
Joe A. Martinez	aye	Jean Monestime	aye
Dennis C. Moss	aye	Rebeca Sosa	aye
Sen. Javier D. Souto	absent	Xavier L. Suarez	aye
District 5 - Vacant			

The Chairperson thereupon declared the resolution duly passed and adopted this 1st day of May, 2018. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this Resolution and the filing of this approval with the Clerk of the Board.



MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: ***Christopher Agrippa***
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

JRA

Juliette Antoine

EXHIBIT A

Economic Development Fund
Building Better Communities
General Obligation Bond Program

EDF General Project Overview

Grove Central

Project Title

GRP Grove Metro Station LLC

Name of Business

Amended 4/6/18

Date Submitted

After review of this *Project Overview*, the Office of Economic Development and International Trade may request additional information including a business plan containing a market assessment, financial proformas, and development site plans. The submission of this project overview does not guarantee funding.

Jack Osterholt, Director
Regulatory and Economic Resources Department
STEPHEN P. CLARK CENTER, 111 N.W. 1ST STREET, SUITE 1900
MIAMI, FLORIDA 33128
Telephone (305) 375-1254 Fax (305) 679-7895
www.miamidade.gov/oedit



ECONOMIC DEVELOPMENT, GENERAL PROJECT OVERVIEW



1. BUSINESS INFORMATION

- A. Name of Business Unit: GRP Grove Metro Station LLC
- B. Mailing Address: 2977 McFarlane Road Suite 300
- Street Address*
- Miami Florida 33133
- City State Zip Code*
- C. Primary Contact Person of Parent Company (if applicable):
Peter LaPointe
- D. Title: Development Partner
- Mailing Address: 2977 McFarlane Road Suite 300
- Street Address*
- Miami Florida 33133
- City State Zip Code*
- Telephone: 305-901-1000 Fax: 305-901-1002
- Email: plapointe@grassriver.com Website: www.grassriver.com
- E. Federal Employer Identification Number: 46-3038549
- F. Unemployment Compensation Number: Florida #3212727 New York #52-14467
- G. Florida Sales Tax Registration Number: _____
- H. What is the business's tax year? (ex: Jan 1 to Dec 31): January 1 - December 31
- I. Is this business an active and duly registered for-profit Florida corporation?
- Yes ☒ No ☐ If no, please explain: _____

Indicate ownership status: (Note: Responding to this question is voluntary and not required. The County does not use this information as a factor in determining the award of County funds or contracts.) Check all that apply.

Minority Owned Business ☐ Woman Owned Business ☐ Privately Owned Business ☒
Publicly Owned Business ☐ None ☐

Is this business an active and duly registered not-for-profit 501(C)(3) Florida corporation?

Yes ☐ No ☒

- J. Will the business requesting grant funds own or lease the property where the project will be located?

Own ☐ Lease ☒ (Note: Provide a copy of the deed showing ownership or a copy of the lease.) The proposed improvements will be on public ROW and public land at the Coconut Grove Metrorail Station.

- K. If the business will own the property, is or will the property be encumbered by any mortgage and if so provide the balance of the mortgage(s).

2. PROJECT OVERVIEW

- A. Which of the following best describes this business¹:

- ☐ New business unit to Miami-Dade County creating jobs.
- ☐ Existing Miami-Dade County business creating/expanding jobs in Miami-Dade.
(If an expansion, how many jobs are currently in the expanding business unit?) _____
- ☒ Developer building new construction for business GRP Grove Metro Station LLC (name of the company)
that will be creating 140 jobs.

¹ Must be a separate business unit or reporting unit of a business unit that is or will be registered with the State of Florida for unemployment compensation purposes.

ECONOMIC DEVELOPMENT, GENERAL PROJECT OVERVIEW



B. How many individuals are employed at all Florida locations? (FTE²)

30

C. Are any jobs being transferred from other Florida locations? _____

Yes ☐ No ☒ If yes, how many jobs and from where? _____

Why are these jobs being transferred? _____

D. Project Location Information:

(i) What is the project's proposed location address:

Coconut Grove Metrorail Station

Street Address Miami	FL	33133
City	State	Zip Code

(ii) What is the project's current location address (if different):

Street Address	State	Zip Code
City		

(iii) Is the project location within a current or proposed Brownfield site / area?

Yes ☐ No ☒ If yes, attach a copy of the official document designating the Brownfield area.

(iv) Is the project location in an Enterprise Zone, Empowerment Zone or a Targeted Urban Area as defined in Section 30A-129(2) of the Miami-Dade County, FL Code of Ordinances?

Yes ☐ No ☒ If yes, which zone? _____

E. Give a full description of this proposed project. (Not to exceed 500 words. Be specific)

Please see Exhibit 2E, attached below

F. Explain how this proposed project will spur economic development, attract new businesses to Miami-Dade County and create jobs.

Please see Exhibit 2F, attached below

G. Provide a complete project line item budget, including estimated cost, sources and uses of funds, a detailed description of project elements, and the portion of the project proposing to utilize Economic Development Fund grants. (EDF grants can only be used for public infrastructure.) Please see Exhibit 2G, attached below

H. What proportion of gross operating revenues from this project are anticipated to represent sales to customers located outside of Miami-Dade County? (If sales are not a reasonable measure, use another basis for measure and provide explanation below.)

<20% Explain, if necessary: Grove Central is a project that intends to serve surrounding residents that live and work nearby. While residents outside Miami-Dade County may shop at Grove Central we expect them to be a small portion of the sales.

² An FTE or "full-time equivalent" job implies at least 35 hours of paid work per week per employment position.

3. JOB AND WAGE OVERVIEW

A. How many new FTE jobs are to be created as part of this project? What are the initial

During the period in which the Grove Central mixed-use project is being developed, over 1,590 jobs will be created, including 959 construction jobs on-site (direct jobs). The remainder of the jobs will either be in businesses that support the construction industry such as building supply and trucking companies (indirect jobs) or in establishments in which the construction workers and the indirect workers spend their earnings (induced jobs). The workers occupying these direct, indirect and induced jobs are projected to earn more than \$84.4 million in wages and salaries throughout the period in which the project is being constructed.

After the development of the Grove Central mixed-use project has been completed, it is expected that 140 workers will be employed on-site annually on a full-time equivalent basis in the proposed retail, restaurant, and residential space. An additional 142 indirect and induced workers will be employed. The earnings of all these workers on an annual basis are expected to exceed \$9.2 million annually.

B. What employee benefits are included above? (e.g. health insurance, 401(k) contributions, vacation and sick leave, etc.) The construction workers are expected to receive typical industry benefits such as health insurance and sick leave. The full time permanent employees at Grove Central will receive benefits from their employers such as health insurance, vacation/sick leave and retirement benefits.

C. If this is an existing business located in Miami-Dade, then how many jobs are expected to be retained as part of this project? (Jobs in jeopardy of leaving Miami-Dade should only be included here.) N/A (Note: EDF grants cannot be used solely for the purpose of retaining existing jobs.)

D. What is the business' principal industry classification code? (Use North American Industry Classification System - NAICS.) 44-45, 722, 531 If more than one NAICS code applies, then provide a breakdown of the project's primary business activities:

Business Unit Activities	NAICS Code	% of Project Revenues (total = 100%)	Annualized Wages Total (\$)
Retail	44-45	80.72 %	\$ 7,426,835
Food & Beverage	722	14.63 %	\$ 1,345,500
Residential	531	4.65 %	\$ 427,500
Total		100.0 %	\$ 9,199,835

4. CAPITAL INVESTMENT OVERVIEW

A. Describe the capital investment in real and personal property (Examples: construction of new facility; remodeling of facility; upgrading, replacing, or buying new equipment. Do not include the value of land purchased for construction of a new building but include architect, engineering and design costs).

Please see Exhibit 4A, attached below

ECONOMIC DEVELOPMENT, GENERAL PROJECT OVERVIEW



- B. List the anticipated amount (thousands of dollars) and type of major capital investment to be made by the applicant in connection with this project: (Attach separate schedule if investment will be made over more than five years)

Please see Exhibit 2G, attached below

- C. What is the estimated square footage of the new or expanded facility? 135,000sf Retail - 288 Apartments
D. What is the deadline to make the location decision (date)? Location is final
E. What is the anticipated date that construction will begin? 3rd Quarter 2018
F. What is the anticipated construction completion date? 3rd Quarter 2020
(If this project is being built in phases, then provide a commencement and completion date for each phase.)
G. What is the anticipated date that operations will commence? 4th Quarter 2020
H. Submit documentation demonstrating financial capacity and financial commitments using other non-County sources to complete the project. Project is being financed using developer and bank financing. Additional documentation can be submitted upon request.

5. PUBLIC INFRASTRUCTURE NEEDS

- A. Describe the type of public infrastructure investment needed. Sitework, watermain relocation, parking, and bus lane.
B. What is the total anticipated cost of public infrastructure needed for this project? \$14,388,650
C. EDF grants will be disbursed only after the public infrastructure investments are complete and negotiated performance benchmarks are met. Describe the business's capacity to finance the public infrastructure costs. Project is being financed using developer equity and bank financing.

6. ECONOMIC IMPACT AND CORPORATE RESPONSIBILITY

- A. Provide a brief synopsis of any special economic impacts/benefits the project is expected to stimulate in the community, the County, and the rest of South Florida. Please see Exhibit 6A
B. Will business operations being supported with an Economic Development Fund grant establish a plan for maximizing the employment of persons with family incomes less than 80% of the County's median household income, or persons living in Census Block Groups where 50% of residents live in households with income less than 80% of the median? If yes, explain how that plan will be developed and implemented. Please see Exhibit 6B
C. Will the business operations be conducted in LEED certified (or equivalent energy efficiency rating system) buildings? If yes, at what level of certification
Yes ☒ No ☐ LEED Silver is anticipated

ECONOMIC DEVELOPMENT, GENERAL PROJECT OVERVIEW



D. List and explain any criminal or civil fines or penalties or ongoing investigations or debarments that have been performed/imposed upon the company, its executives, its principals or its affiliates and any bankruptcy proceedings (within the past 10 years) of the applicant or its parent company. Do not leave this question blank. If there are no issues to be identified, write "NONE." Failure to disclose this information may result in this application being denied. NONE

E. Is the company current with all its state, local and federal taxes? If no, please explain.

Yes ☒ No ☐

F. Provide any additional information you wish considered as part of this review of your request for incentives or items that may provide supplementary background information on your project or company.

7. SIGNATURES

Application Completed By:

[Signature]
Signature

Christopher Bate
Name

Associate
Title

Grass River Property
Company

Address, if different than mailing address

305-901-1000
Phone number

305-901-1002
Fax Number

cbate@grassriver.com
Email Address

4/6/2018
Date

Name of contact person, if different than above

Phone Number

Address

Address

Email Address

To the best of my knowledge, the information included in this application is accurate

[Signature]
Signature (Authorized Company Officer)
REQUIRED

Peter LaPointe
Name

Duly Authorized
Title

GRP Grove Metro Station LLC
Company

c/o Grass River Property LLC

2977 McFarlane Road Suite 300 Miami, FL 33133

Address, if different than mailing address

305-901-1000
Phone number

305-901-1002
Fax Number

plapointe@grassriver.com
Email Address

4/6/2018
Date

RESPONSE TO QUESTION 2E

Grove Central is a true urban, transit-oriented, mixed use development to be located on the Miami-Dade County owned Coconut Grove Metrorail Station site. The Developer and EDF applicant **GRP Grove Metro Station LLC**, a joint partnership of Grass River Property LLC and Terra Group, is the leaseholder under a 90-year ground-lease with Miami-Dade County Transit. The project will be served daily by cars, pedestrians, bicycles, buses (Metrobus) and trains (Metrorail) making it a true urban multi-modal development. The project will be anchored by approximately 135,000 SF of leasable retail space and 288 residential units.

Both the retail and residential will connect to a parking garage in the center of the site. The parking garage will have three levels that will be served by a ramp system allowing customers to park directly opposite the retailer they want to visit regardless of the floor the retailer is located on. This type of "stacked retail" has proven successful and desirable by consumers in other Miami area submarkets. The project will include parking for commuters, customers, residents and employees of the project.

The ground lease requires the developer to renovate the Miami-Dade County Metrorail and Metrobus stations at the property. Exclusive of other improvements applicant is required to fund and deliver under its lease obligations with the County. These station improvements will benefit both the existing station and the proposed development with the intention of increasing ridership at the station. Bus lanes and drop-offs will likewise be rebuilt and incorporated, including landscaped public plazas to better incorporate the project with the transit station and the Underline, a bicycle and pedestrian path covering 13 miles from Brickell Avenue to Kendall which runs alongside the property under the Metrorail infrastructure.

RESPONSE TO QUESTION 2F

Grove Central is a transit-oriented development located on the Metrorail with immediate access to the Coconut Grove station. The project is also conveniently located on US-1 which is one of the most important North/South corridors in Miami-Dade County. The project will serve both the surrounding residents as well as residents in Brickell/Downtown which is only 4 miles away.

Most shoppers at Grove Central are expected to be residents who live in the surrounding area or commute past the project daily on their commute to work. The restaurant/retail component of Grove Central is expected to produce over \$93.8 million in annual sales. The retail business at Grove Central will be mostly large tenants, which are currently unable to find space in the surrounding area. Grove Central has the unique opportunity to attract these large retail tenants and spur job growth. Also, an added benefit of the project is that employees will be able to use the Metrorail to commute to work, which will increase Metrorail ridership.

For the purpose of this analysis, MEAI assumed that the big and medium boxes will be staffed on a full-time equivalent basis with 1.75 workers per 1,000 square feet while the in-line retail space will be staffed on a full-time equivalent basis with 2 workers per 1,000 square feet. It was also assumed that the space occupied by restaurants will employ 5 workers per 1,000 square feet on a full-time equivalent basis. Accordingly, employment in the retail portion of the project will be at least 140 workers on a full-time equivalent basis. However, since a substantial portion of the workforce in retail establishments and restaurants is typically comprised of part-time rather than full-time workers, the actual number of people employed by the tenants at the proposed project is likely to exceed 140 workers.

The proposed 288 rental apartment units will consist of 192 one-bedroom units and 96 two-bedroom units that will be sized between 550 and 800 square feet. The one-bedroom units, which will constitute two-thirds of the total units, will rent for an average of \$1,705 per month. As such, they will qualify as workforce housing since they will be accessible by people with incomes no greater than 140 percent of the Miami-Dade County's Area Median Income (AMI) as annually for less than 30 percent of their monthly income. Currently the U.S. Department of Housing and Urban Development estimates that the AMI for Miami-Dade County is \$51,800, which means that the households who qualify for these units would have incomes equal to or less than \$72,520. The rental rate for the two-bedroom units will be \$2,560 per month.

Based on the preceding, MEAI estimates that over 140 people will be employed on a full-time equivalent basis in the retail, food and beverage, and residential space proposed for development at Grove Central. However, the actual number of workers employed in those uses is likely to exceed that number because substantial portions of the workforce in the retail, food and beverage sectors is comprised of part-time workers. It should also be noted that the workers employed on-site are likely to include people involved in property operations, leasing and maintenance; however, the number of such workers will be dependent on the extent to those functions are performed by contract workers, which is not yet known.

RESPONSE TO QUESTION 2G and 4B

I. Land Costs

Land	5,225,000	3%
Broker Fee	0	0%
Ground Lease Payments	1,900,000	1%
Other Closing Costs	200,000	0%
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SUB - TOTAL LAND COSTS	7,325,000	5%

II. Hard Costs

Water Main Relocation	4,500,000	3%
Station Improvements	5,000,000	3%
Site Lighting / FPL / Signage	2,500,000	2%
Building Costs	87,302,245	54%
Tenant Improvements	5,932,000	4%
Hard Cost Contingency	5,261,712	3%
<hr/>		
SUB - TOTAL HARD COSTS	110,495,957	68%

III. Soft Costs

A&E	4,377,616	3%
Commercial Leasing Commissions	1,047,698	1%
Direct Administration	2,925,000	2%
Miami Dade County Impact Fees	5,542,074	3%
Indirect Administration	3,375,000	2%
Builders Risk Insurance	1,658,476	1%
Legal	1,400,000	1%
Marketing Fees	1,497,303	1%
Municipal and Permits	2,092,661	1%
Other Owners Direct	1,016,331	1%
RE Taxes	500,000	0%
Wasa Fees	616,548	0%
Soft Cost Contingency (5.0%)	1,176,661	1%
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SUB - TOTAL SOFT COSTS	27,225,368	17%

IV. Interest & Financing Costs

Financing Costs	3,473,215	2%
Interest Expense	13,772,856	8%
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SUB - TOTAL INTEREST & FINANCING COSTS	17,246,071	11%

V. TOTAL DEVELOPMENT COST	162,292,396	100%
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Equity	15%	24,343,859
Traditional Financing	60%	97,375,438
Mezzanine Financing	25%	40,573,099
TOTAL SOURCES	100%	162,292,396

Land Cost	5%	7,325,000
Hard Costs	68%	110,495,957
Soft Costs & Commissions	17%	27,225,368
Interest & Financing Costs	11%	17,246,071
TOTAL USES	100%	162,292,396

RESPONSE TO QUESTION 3A

During the period in which the Grove Central mixed-use project is being developed, 1,590 jobs will be created, including 959 construction jobs on-site (direct jobs). The remainder of the jobs will either be in businesses that support the construction industry such as building supply and trucking companies (indirect jobs) or in establishments in which the construction workers and the indirect workers spend their earnings (induced jobs). The workers occupying these direct, indirect and induced jobs are projected to earn more than \$84.4 million in wages and salaries throughout the period in which the project is being constructed.

After the development of the Grove Central mixed-use project has been completed, it is expected that over 140 workers will be employed on-site annually on a full-time equivalent basis in the proposed retail and restaurant space. An additional 101 indirect and induced workers will also be employed. The earnings of all these workers on an annual basis are expected to approximate \$9.2 million annually.

RESPONSE TO QUESTION 4A

Grove Central will cost approximately \$138 million in hard and soft costs. This excludes the cost of land allocated to the project. A summary of the public infrastructure costs can be found below:

GROVE CENTRAL

Estimated Site Infrastructure Costs

1	Water Main Relocation Work	\$	4,500,000
2	Incremental Public Parking Cost (Difference between surface parking 12k/space versus structured parking 24k/space)	\$	2,448,000
3	Other Site Costs (Promenade, Lighting, and Site Work)	\$	1,750,000
4	Concrete paving for bus lane (in lieu of asphalt)	\$	460,650
5	Re-pave, re-grade and re-stripe for bus lane during construction	\$	130,000
6	New 12" sanitary line rerouted from site for station feed	\$	100,000
7	Metrorail Station Improvements	\$	5,000,000
TOTAL		\$	14,388,650

RESPONSE TO QUESTION 6.A

Non-Recurring

- The amount the City of Miami collects for general building permits for a multi-family residential and/or commercial project is based on the amount that will be spent to build it in terms of hard costs. The rate charged is 1.0 percent for all costs up to \$30.0 million and 0.5 percent on all costs above that figure. Based on estimated hard construction costs approximating \$110.5 million, general building permit fees in the amount of \$702,500 will be paid to construct the Coconut Grove Station mixed-use project.

- The various trades involved in constructing a new project including the roofing, electrical, plumbing, structural, mechanical, elevator, swimming pool and fire safety system contractors will also be required to pay permit fees on their work at a rate of 1.0 percent of the dollar value of their work. Calculation of the fees that the trades will pay requires that the project's final engineering drawings be completed, which has not yet occurred. Accordingly, the trade-related fees that will be paid cannot be quantified at this time.

- The City of Miami charges impact fees on all new construction projects for police, fire-rescue and general services. Park impact fees are also paid on residential units. For the purpose of calculating these fees, it is assumed that the space occupied by restaurants would be classified as retail space.

Based on the quantities of development proposed and the City's current impact fee rate schedule, it is estimated that impact fees totaling \$1,467,018 will be paid to the City of Miami with respect to the Grove Central mixed-use project. Of this amount, \$98,505 will be for police, \$148,427 for fire-rescue, \$80,172 for general services and \$1,139,904 for parks.

- A new construction project located in the City of Miami needs to pay impact fees to Miami-Dade County for roads. When the project includes residential units, it also needs to pay impact fees to the Miami-Dade County Public School District for schools. Based on the quantities of development proposed and the County's current impact fee schedule, road impact fees will total \$3,575,789 and school impact fees, \$499,277.

- The Miami-Dade Water & Sewer Department requires that connection fees be paid to activate water and sewer service for a new project. The amount that will need to be paid will be dependent on the number of meters through which service is provided and the size of the meters. Since these engineering parameters have not been established, a fee estimate cannot be formulated at this time.

- The project will spend approximately \$5.0 million for improvements to the Coconut Grove Station itself and the paths and hardscape surrounding the station as well as the Underline.

Recurring

- As previously discussed, the Grove Central mixed-use project will be constructed on land leased from Miami-Dade Transit. According to Grass River Property LLC, annual rent in the third year will be \$450,000 and is expected to stabilize at the level for the foreseeable future thereafter.
- The millage rates currently being levied for ad valorem tax purposes by the governmental entities referenced on Table 2 are shown in the table below. The ad valorem tax revenues projected were calculated by applying these millage rates to proposed project's estimated taxable value, which was assumed to be \$110.5 million. That figure equates to the cost of hard construction. Since the residential units are rental apartments, they will not be eligible for the Homestead Exemption.

Entity	Rate/\$1000 Taxable Value	Taxes
City of Miami		
General Fund	7.4365	\$ 821,733
Debt Service Fund	0.5935	\$ 65,581
Miami-Dade County		
General Fund	4.6669	\$ 555,692
Debt Service Fund	0.4000	\$ 44,200
Library	0.2840	\$ 31,382
Miami-Dade County Public Schools		
Operating	6.7740	\$ 748,527
Debt Service	0.2200	\$ 24,310
Children's Trust	0.4673	\$ 51,637

Source: GRP Grove Metro Station LLC; Miami-Dade County Property Appraiser; Miami Economic Associates, Inc.

- The City of Miami collects utility taxes and franchise fees from the providers of telephone, electric and other such services based on their revenues. The amount collected as a result of the development of the Grove Central mixed-use project will be dependent on the amount of these services used by the project's residents and commercial tenants; therefore, it cannot be quantified at this time.
- The Miami-Dade Water & Sewer Department will provide water and sewer services to the Grove Central mixed-use project. The service fees that will be generated will be a determined by usage and the number and the size of the meters through which service is provided. Since the engineering parameters of the proposed project are not yet known, an estimate of the service fees earned cannot be formulated at this time.
- Both the City of Miami and Miami-Dade County will collect occupational license fees from the occupants of the proposed commercial space. The amounts collected cannot be estimated at this time since they will depend on knowing the exact nature of the businesses housed in the retail space, which is not currently known.

- Miami-Dade County will collect a 1-cent County option sales tax on all rents paid at the proposed project as well as on the overwhelming preponderance of the sales receipts of the project's retailers and restaurants. The amounts collected will be shared equally by the Miami-Dade Health Trust and Miami-Dade Transit. Based on information provided to MEAI by GRP Grove Metro Station LLC, it is estimated that approximately \$105.47 million in revenues will be subject to sales tax including \$11.67 in rents paid (assuming the rental apartments are 95 percent occupied on an annual basis) and \$93.8 million in retail and restaurant sales. Accordingly, Miami-Dade County will collect \$1,054,700 annually in local option sales tax revenues.
- Miami-Dade County currently subsidizes the operations of its Metrorail and Metrobus services because their fare box revenues are insufficient to defray all operating expenses. It is anticipated that the development of the Grove Central mixed-use project will serve to increase ridership on those services, thereby reducing the amount of subsidy required. It is not, however, with MEAI's competence to estimate the extent to which ridership will increase.

RESPONSE TO QUESTION 6.B

The project team for Grove Central will coordinate with both the construction contractor and permanent retail tenants to host job fairs that will attract a diverse group applicants and aim to maximize the employment of persons with family incomes under 80% of the County's median household income. The project will work to coordinate hiring efforts and job fairs with the local community and reach out to residents of Miami-Dade County.

Prepared by and return to:

Albert E. Dotson, Jr., Esquire
Bilzin Sumberg Baena Price & Axelrod LLP
1450 Brickell Avenue, Suite 2300
Miami, Florida 33131

MEMORANDUM OF GROUND LEASE

KNOW ALL MEN BY THESE PRESENTS, that on the 28th day of December, 2015, the COCONUT GROVE METRORAIL LEASE (the "Lease") was entered into between Miami-Dade County, through the Miami-Dade Transit Department (the "Landlord") and GRP GROVE METRO STATION LLC, a Florida limited liability company, (the "Tenant") for certain property located at the Coconut Grove Metrorail Station, more particularly described below. Terms not defined in this Memorandum of Ground Lease shall have the meanings ascribed to them in the Lease. Certain provisions of the Lease are outlined below:

1. Landlord Address: Miami-Dade Transit Department, 701 N.W. 1st Court, Suite 1700, Miami, FL 33136, Attention: Director, Miami-Dade Transit.
2. Tenant Address: 2977 McFarlane Road, Suite 300, Miami, FL 33133, Attention: Peter LaPointe, Esquire
3. Legal Description: See attached Exhibit "A".
4. Commencement Date: January 1, 2016
5. Term: Thirty (30) years commencing on the Commencement Date and shall automatically renew for two additional terms of thirty (30) years each upon expiration of the preceding terms, with the third and final term, ending on the date which is ninety (90) years from the Commencement Date.
6. Replacement and Incorporation: This Memorandum of Ground Lease replaces that certain memorandum of ground lease recorded February 25, 2003 in Official Records Book 21053 at page 21 of the Public Records of Miami-Dade County, Florida. Further, this Memorandum of Lease summarizes certain portions of the Lease. The full Lease is incorporated unto this instrument by reference. If any conflict exists between the Memorandum of Lease and the Lease, the terms of the Lease shall control.
7. Resolution: See attached, as Exhibit "B", a copy of Miami-Dade County, Florida Resolution No. R-1174-15.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, Landlord has caused this Memorandum of Ground Lease to be executed in its name as authorized signator, as authorized by the Board of County Commissioners, and Tenant has caused this Memorandum of Lease to be executed by its duly authorized representative all on the day and year first hereinabove written.

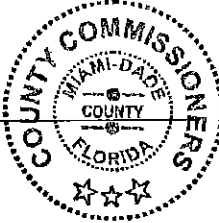
MIAMI-DADE COUNTY, a
political subdivision of
the State of Florida

LANDLORD

ATTEST:
COMMISSIONERS
HARVEY RUVIN, CLERK

BY ITS BOARD OF COUNTY

By: [Signature]
Signed in the presence of



By: [Signature]
TENANT

GRP GROVE METRO STATION, LLC,
a Florida limited liability company

Witnesses as to Miami-Dade County, through the
Miami-Dade Transit Department

[Signature]
Print Name: Loisa K. Klopp
[Signature]
Print Name: Gladys Fernandez

By: [Signature]
Name: GEORGE SPILLIS (Duly Authorized)
Title: Principal

Witnesses as to GRP Grove Metro Station, LLC

[Signature]
Print Name: Christian Spillis
[Signature]
Print Name: George A. Spillis

[Signature]
Approved as to form and legal sufficiency
Print Name: Bruce Libhaber


[Notarizations begin on following page]

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27th day of December, 2015, by George Petrosakis as Principal of GRP GROVE METRO STATION, LLC, a Florida limited liability company.

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced Fla. Drivers License # 5142-315-61-059-0



Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:



EXHIBIT "A"

LEGAL DESCRIPTION

Tract A as described on the Plat of Coconut Grove Station prepared by the Kaiser Transit Group in October, 1983, and recorded on the 10th day of September, 1985, at 3:43 p.m. in Book 127 of Plats at Page 85 of the Public Records of Dade County, Florida.

Note: Tract B not included and not a part.

Approved _____ Mayor
Veto _____
Override _____

Amended
Agenda Item No. 14(A)(1)
12-15-15

RESOLUTION NO. R-1174-15

RESOLUTION APPROVING A LEASE AGREEMENT FOR A TERM OF 90 YEARS BETWEEN MIAMI-DADE COUNTY AND GRP GROVE METRO STATION, LLC AS AN ECONOMIC DEVELOPMENT CONVEYANCE UNDER SECTION 125.045, FLORIDA STATUTES; APPROVING A SETTLEMENT AGREEMENT BETWEEN MIAMI-DADE COUNTY AND FIRST-CITIZENS BANK AND TRUST COMPANY; WAIVING ADMINISTRATIVE ORDER 8-4 AS IT RELATES TO REVIEW BY PLANNING ADVISORY BOARD; AUTHORIZING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO EXECUTE THE LEASE AGREEMENT AND SETTLEMENT AGREEMENT FOR AND ON BEHALF OF MIAMI-DADE COUNTY AND TO EXERCISE ALL RIGHTS CONTAINED THEREIN, INCLUDING ANY RENEWAL AND TERMINATION PROVISIONS; DIRECTING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO PROVIDE A COPY OF THE LEASE AGREEMENT TO THE PROPERTY APPRAISER

WHEREAS, Miami-Dade County owns and operates the real property located at 2780 Southwest 27th Avenue, Miami, Florida 33133, which is commonly known as the "Coconut Grove Metrorail Station," a portion of which the County desires to lease to a third-party developer and operator for the development and operation of transit-friendly improvements, including commercial, retail, and other permitted uses under the Lease Agreement attached to the County Mayor's memorandum as Exhibit "A"; and

WHEREAS, in addition to this Board's expectation that the development pursuant to the attached Lease Agreement will result in enhanced ridership by bus and rail to and from the Coconut Grove Metrorail Station and provide revenue to Miami-Dade Transit, for the reasons outlined in the accompanying memorandum, this Board also anticipates that the proposed development, under the terms agreed to by the parties, will form an important part of the County's plan to provide economic development to the community; and

Exhibit B

WHEREAS, in order to benefit Miami-Dade Transit as well as the community at large, this Board wishes to promote economic development at or near Miami-Dade Transit facilities especially large-scale facilities and properties such as the Coconut Grove Metrorail Station; and

WHEREAS, this Board finds that the Lease Agreement, in accordance with section 125.045(3) of the Florida Statutes, "constitutes a public purpose to expend public funds for economic development activities, including leasing or conveying real property . . . to private enterprises for the expansion of businesses existing in the community or the attraction of new businesses to the community"; and

WHEREAS, this Board finds that the anticipated economic benefits of the Lease Agreement would justify the use of the economic development incentives contemplated by section 125.045, Florida Statutes; and

WHEREAS, through Resolution No. R-269-00, this Board previously approved a lease agreement for the development and operation of transit-friendly improvements at the Coconut Grove Metrorail Station to Coconut Grove Station Development, Ltd. and South Dixie/27, Inc. (the "Former Tenants"), but the County terminated that lease agreement in 2010, because the Former Tenants failed to pay rent and develop the property in accordance with the lease agreement; and

WHEREAS, the County prevailed in litigation against the Former Tenants, obtaining a judgment from the Eleventh Judicial Circuit, which judgment awarded substantial monetary damages in the County's favor, denied all relief sought by the Former Tenants, and declared the lease agreement to be "terminated," awarding the County "all right, title and interest in the property that was the subject of the lease and . . . immediate full possession of such property"; and

WHEREAS, notwithstanding the County's successful litigation against the Former Tenants, which granted the County all rights with respect to the property, a financial institution claiming to hold a mortgage filed a separate lawsuit against the County seeking in excess of \$6.5 million as recompense for damages that financial institution allegedly sustained when the County terminated the lease with the Former Tenants, which lawsuit is styled *First-Citizens Bank and Trust Company v. Miami-Dade County*, Case No. 14-008051-CA-01 (Fla. 11th Jud'l Circuit) (the "Pending Lawsuit"); and

WHEREAS, in the Pending Lawsuit the County filed certain claims against the financial institution, which seek declarations of the County's rights, but no monetary relief in the County's favor; and

WHEREAS, in the course of the County's defense against the claims raised in the Pending Lawsuit, GRP Grove Metro Station, LLC (the "Prospective Tenant") expressed an interest in developing and operating the property previously leased to the Former Tenants on substantially better financial terms than those reflected in the lease with the Former Tenants; and

WHEREAS, as a condition to the County's entry into the Lease Agreement, the County has required that the Prospective Tenant resolve the Pending Lawsuit at no cost to the County; and

WHEREAS, the Prospective Tenant has agreed to offer the necessary inducement to the plaintiff in the Pending Lawsuit, such that the plaintiff is willing to enter into the Settlement Agreement and Full Mutual Release attached to the County Mayor's memorandum as Exhibit "B,"

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that:

Exhibit B

Section 1. The County Mayor's memorandum and the foregoing recitals are incorporated into this resolution and are approved.

Section 2. This Board hereby authorizes the conveyance by lease of the portion of the Coconut Grove Metrorail Station better described in the attached Lease Agreement as an economic development conveyance under section 125.045, Florida Statutes and waives Administrative Order 8-4 as it pertains to review by the Planning Advisory Board.

Section 3. This Board approves and authorizes the County Mayor or County Mayor's designee to execute the Lease Agreement and Settlement Agreement for and on behalf of Miami-Dade County, to take all actions necessary to effectuate same, and to exercise any termination and renewal provisions and all other rights contained in the Lease Agreement.

Section 4. This Board directs the County Mayor or County Mayor's designee to provide a copy of the Lease Agreement to the Property Appraiser.

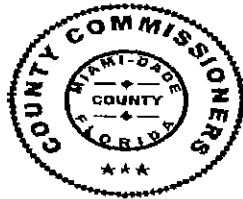
The foregoing resolution was offered by Commissioner **Xavier L. Suarez** who moved its adoption. The motion was seconded by Commissioner **Rebeca Sosa** and upon being put to a vote, the vote was as follows:

Jean Monestime, Chairman	aye
Esteban L. Bovo, Jr., Vice Chairman	aye
Bruno A. Barreiro	aye
Jose "Pepe" Diaz	aye
Sally A. Heyman	aye
Dennis C. Moss	aye
Sen. Javier D. Souto	aye
Juan C. Zapata	aye
Daniella Levine Cava	aye
Audrey M. Edmonson	aye
Barbara J. Jordan	aye
Rebeca Sosa	aye
Xavier L. Suarez	aye

Amended
Agenda Item No. 14(A)(1)
Page No. 5

The Chairperson thereupon declared the resolution duly passed and adopted this 15th day of December, 2015. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this Resolution and the filing of this approval with the Clerk of the Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS



HARVEY RUVIN, CLERK

By: Christopher Agrippa
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

A handwritten signature in dark ink, appearing to be "B. Libhaber", written over a horizontal line.

Bruce Libhaber

Exhibit B

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

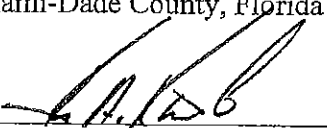
SS:

I, **HARVEY RUVIN**, Clerk of the Circuit and County Court in and for Miami-Dade County, Florida and Ex-Officio Clerk of the Board of County Commissioners of said County, **Do Hereby Certify** that the above and foregoing is a true and correct copy of Resolution No. R-1174-15 adopted by said board of County Commissioners at its meeting held on December 15, 2015, as appears of record.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 28th day of December, A.D. 2015.

HARVEY RUVIN, Clerk
Board of County Commissioners
Miami-Dade County, Florida

By


Deputy Clerk



Board of County Commissioners
Miami-Dade County, Florida

Exhibit B