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JOINT DEVELOPMENT AT DOUGLAS ROAD METRORAIL STATION

2.0 Scope of Services

2.1 Introduction

Miami-Dade County is seeking proposals from experienced developers with a proven track record of undertaking and successfully completing commercial and/or mixed-use developments. Previous experience in successfully completing developments will be a factor in the evaluation of the proposals. The proposer must have the authority to submit the proposal and negotiate and execute the resulting agreement. The County will only negotiate and subsequently award an agreement under this RFP to the legal entity that submits the proposal.

Proposals shall offer development of the Development Site to the highest and best economic and transit-related use permitted by existing market conditions. The development must include functional and aesthetic integration of the Douglas Road Metrorail Station into the overall development.

2.2 Project Objectives

The objectives of the County in offering the Development Site described in Exhibit A are the following:

- A. Achievement of the highest and best use of the Development Site within the shortest time feasible through a mixed-use public/private development which meets the following requirements:
 - Iconic design demonstrating excellence, creativity and innovation in architectural and layout design,
 - Design and inclusion of components that will serve to transform the Site into an exciting and vibrant destination attractive to community residents, visitors and transit patrons and which will complement and harmonize with existing and planned development in the surrounding area.
 - Incorporation of resource efficient features
- B. Focusing density around the Douglas Road Metrorail Station and promoting increased patronage of the Miami-Dade Transit System.
- C. Functional and aesthetic integration of the Douglas Road Metrorail Station and connectivity of the M-path (the pedestrian/ bicycle pathway within the Metrorail right-of-way) into the overall development with direct access links between the development, the station, the M-path and surrounding areas.
- D. To provide a long term source of income for the County based upon fair market value.
- E. To upgrade and/or update Metrorail facilities, including but not limited to, replacement of escalators, elevators, and surveillance systems, upgrading of station landscaping,

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hardscaping, site illumination and wayfinding signage, and enhancement of facilities which promote pedestrian accessibility.

- F. Rebuilding of the parking lot southwest of the Development Site
- G. Redesign and upgrading of transit terminal facilities which include the bus driveway, bus bays, passenger waiting areas and the shelters and/or benches located in those areas.

2.3 The Development Site

The Development Site is located within the City of Miami, at and adjacent to, the Douglas Road Metrorail Station, including air rights over the station. (See Exhibit A - Development Site.)

A. Development Within the Rapid Transit Zone

All development within the Rapid Transit Zone must comply with Chapter 33C of the Miami-Dade County Code (See Exhibit B).

It should be noted that the County retains jurisdiction for building and zoning approvals, including issuance of building permits, building inspections and issuance of certificates of occupancy within the Rapid Transit Zone in accordance with Florida State Statutes 125.011 and 125.015 and Miami-Dade County Code, Chapter 33C-2.

Proposers are strongly encouraged to contact the Development Services Division of the Miami-Dade Regulatory and Economic Resources Department to obtain information regarding the Development Impact Committee approval process. Contact information can be obtained through the Miami-Dade County website at <http://www.miamidade.gov/zoning/contact.asp>.

B. Special Site Conditions

The following conditions apply to development of the site:

- 1) The bus driveway must remain but relocation of the driveway may be considered. Any relocation and/or redesign of the bus driveway shall not negatively impact transit operations and must be approved by MDT.
- 2) The County is conveying a parcel of property immediately adjacent to the Development Site to the Florida Department of Transportation (FDOT) for the purpose of realigning a portion of US 1. (See property identified in Exhibit A as property being conveyed to FDOT.) A tower containing a stairway and elevator which supports the pedestrian overpass spanning US 1 is currently located on that property, however, as part of the FDOT project, the tower will be relocated onto the Development Site by FDOT. The Selected Developer will be required to closely coordinate and work cooperatively with FDOT on the relocation of the tower and the project to realign US 1. The pedestrian overpass tower must remain on the Development Site in the location determined by FDOT but the sidewalk leading to

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- the overpass may be relocated with FDOT and MDT approval. Construction of the US 1 realignment project is scheduled to commence in early 2018. (FM# _____)
- 3) The site design of the development must provide an effective barrier which will channel development and transit patrons crossing US 1 upon entering or leaving the site, to the pedestrian overpass. See Section 2.12 Approach to the Development Site. If a fence is proposed to be used to meet that objective, the fence must, at minimum, meet the specifications contained in Exhibit J.
 - 4) The Art in Public Places “Leaning Arches” may be relocated to another space on the site with written County approval.
 - 5) There are currently seven bus bays located at the Douglas Road Station site. Seven bus bays must remain but relocation of the bays may be considered. Such relocation may not negatively impact transit operations and must be approved by MDT. Additionally, if relocated or altered, two of the bays must be lengthened to accommodate 60 foot articulated buses. Exhibit H contains the basic specifications for bus bays.
 - 6) The existing pedestrian/bike path (M-path) must remain but may be relocated with MDT approval.
 - 7) A covered walkway currently exists between the Douglas Road Metrorail Station and the Water and Sewer Department office building located adjacent to the Development Site. Direct access between the station and this building must be maintained and such access must be protected from the elements.
 - 8) The existing 226 parking spaces for transit patrons shall be replaced with structured parking, however, every effort must be made to maintain the maximum number of parking spaces, throughout the construction process and the number of spaces cannot be relocated or reduced below 226 without written approval of MDT. The Selected Proposer will also be required to provide no less than an additional 74 parking spaces within the Development Site for the exclusive use of transit patrons in addition to the existing 226 parking spaces.

Additionally, there are currently eight handicapped accessible spaces, two spaces reserved for stroller parking and four parking spaces reserved for passenger drop-off and pick-up. These spaces cannot be modified in number or location without written approval of MDT.
 - 9) There currently exists a parking lot containing sufficient area for approximately 50 parking spaces under the Metrorail guideway, southwest of the Douglas Road Station and outside of the Development Site. The Selected Proposer will be required to design and rebuild a parking lot in that area, at its sole expense. This lot can then be used to provide some of the required parking spaces for transit patrons during construction activities. Exhibit I contains a survey and preliminary design for that parking lot. The spaces in this lot will be in addition to the 300 parking spaces for transit patrons that must be provided within the Development Site. Additionally, with

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written approval of the County, the Selected Developer may be permitted to provide conveniently located off-site parking for transit patrons during construction.

- 10) The property being offered for development is located within the City of Miami and in the Rapid Transit Zone. As noted in Section 2.5 below, the requirements for development in the Rapid Transit Zone and the applicable development standards for developments located within the City of Miami are contained in Chapter 33-C of the Miami-Dade County Code (Exhibit B).
- 11) The property is subject to a covenant running with the land and ingress/egress grants of authority. The applicable documents are included in Exhibit A – Development Site.
- 12) All construction on the Development Site is subject to review and approval by the Miami-Dade Transit Rail Change Review Board and must be in compliance with the Miami-Dade Transit Adjacent Construction Safety Manual, November 2011 (Exhibit D), Miami-Dade Transit Construction Safety Manual, May 2012 (Exhibit E) and the Miami-Dade Rail Fixed Guideway System Safety Program Plan, January 2014 (Exhibit G) or their replacements.
- 13) Design of applicable facilities must be in compliance with the Rapid Transit System Extensions Compendium of Design Criteria, Volume I, Chapter 3, Traffic Design Criteria, as revised (Exhibit F).
- 14) All development and related activities must comply with National Fire Protection Association (NFPA) codes and standards (Information can be found on the NFPA website at <http://www.nfpa.org/>.) and will be subject to the review and approval by the Miami-Dade Transit Fire/Life Safety Technical Committee.
- 15) Up to thirty feet of open area may be required to remain on either side of the Metrorail guideway and station to allow for emergency vehicle access, inspections and maintenance. The exact requirements will be determined by MDT and the Miami-Dade Fire Life Safety Committee.
- 16) Construction and development may not interfere with MDT communication systems.
- 17) All structures must be self-supporting. Structures shall not require the support of any existing MDT structures or facilities.

2.4 Ground Lease

The Development Site will be leased to the Selected Proposer under a long-term Ground Lease with an initial term of thirty years with two optional renewals terms of up to thirty years each.

The County reserves the right to determine the form of the agreement and to include standard County clauses and requirements including, but not limited to, indemnification, insurance, bonding requirements and compliance with state, local and federal regulations. A sample Ground Lease is included as Attachment 1.

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Fee simple title ownership of the Development Site shall remain in the name of the County and no subordination of the fee simple interest will be permitted.

The property is being offered for development on an “as is” basis. The Proposer is solely responsible for completing a comprehensive due diligence process regarding development of the Development Site. After award of the Lease the County reserves the right to decline to accept changes in the Lease or agree to concessions to the Selected Proposer due to factors which should have been discovered through a reasonable due diligence process.

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2.5 Site Construction

The construction phase of the Project shall be completed in accordance with the applicable rules, regulations, ordinances and standards required by the City of Miami, Miami-Dade County or any other applicable regulatory agency. The Selected Proposer shall obtain certified, experienced and reputable architectural and engineering services, and construction services including a general contractor, project manager and subcontractors. Applicable governmental regulations may include, but are not limited to:

- A. All applicable Occupational, Health and Safety Administration (OSHA) regulations.
- B. All applicable County construction regulations.
- C. Florida Statutes Section 255.05 (Bond of contractor constructing public buildings).
- D. Florida Statutes Section 255.20 (Local bids and contracts for public construction works).
- E. Florida Statutes Section 287.055 (Acquisition of professional architectural, engineering, landscape architectural, or surveying and mapping services).
- F. Chapter 33C of the Miami-Dade County Code (Exhibit B) which includes requirements for development within the Rapid Transit Zone and contains the development standards specific to developments in the Rapid Transit Zone located within the City of Miami (Section 33C-8).
- G. All applicable federal, state and local regulations, rules and guidelines.

No construction will commence on the Development Site until the Selected Proposer has obtained all appropriate approvals and permits from all appropriate jurisdictions. Building permits within the Rapid Transit Zone are issued by Miami-Dade County.

The Selected Proposer shall mitigate and/or remediate any negative impact to transit operations and/or facilities prior to commencing any work that may have such impact. A mitigation and/or remediation plan may be required by MDT and MDT may require amendments to the plan as the project progresses. The plan and any amendments or changes to the plan must be approved by MDT, in writing, prior to commencing any work that may impact transit operations.

2.6 Development Costs

All development costs shall be the responsibility of the Selected Proposer. The Selected Proposer will be required to obtain all necessary permits and pay all required permit fees and shall be responsible for all expenses incurred in connection with the proposed development including, but not limited to, environmental assessments and remediation, if applicable, surveying, platting, application fees, etc. All off-site public improvements and/or infrastructure required for development of the Site (streets, street widening, street lights, sidewalks, water/sewer infrastructure, landscaping, etc.) will be the responsibility of the Selected Proposer. Extension, relocation and/or upgrading of utilities, including utilities serving existing County facilities, or connection of new utilities, if necessary, will be the sole responsibility of the Selected Proposer. All development fees imposed in connection with the development by any municipality, the County or any other agency of appropriate jurisdiction will be the sole responsibility of the Selected Proposer.

2.7 Financing

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The Selected Proposer shall secure all necessary financing, as well as, any and all licenses and permits required prior to and after construction. The Selected Proposer shall acquire a term sheet and a letter of intent (or a commitment letter) from a lender indicating its willingness to lend an amount necessary for construction financing of the Project or other documents indicating that the Selected Proposer has sufficient financing to complete the development.

Should the Selected Proposer fail, for any reason, to secure adequate financing for development as described in the proposal submitted in response to this RFP, the County retains the right to terminate the Ground Lease.

2.8 Environmental Issues

The Selected Proposer shall prepare any required environmental reviews, pursuant to the requirements of the Miami-Dade Department of Environmental Resource Management (DERM), or any other applicable regulatory agency as they pertain to the Site. The Selected Proposer shall be solely and fully responsible for providing any and all information and paying the cost of any and all studies and analyses required for completion of these assessments. The Selected Proposer shall be solely responsible for any further environmental remediation of the Site, if required. The County does not make or offer any representation or warranty, whatsoever, regarding the condition of the Site or its sustainability for the uses contemplated by this Solicitation.

2.9 Selected Proposer's Responsibilities

After award of lease, the Selected Proposer shall be responsible for the following:

- A. At its sole cost and expense, applying for, obtaining and maintaining any and all permits, licenses and approvals, necessary prior to and after construction.
- B. All costs associated with the alteration, relocation, or replacement of MDT facilities, either temporary or permanent, and with any measures required to maintain transit operations during development shall be at the sole cost of the Selected Proposer.
- C. Submission of plan(s) to mitigate any disruption to transit operations and/or impacts to transit facilities. The plan(s) must be approved in writing by MDT prior to commencement of any work that may impact transit operations and/or transit facilities. Any damage or impacts to transit systems and/or facilities resulting from activities undertaken or authorized by the Selected Proposer must be immediately remediated at the Selected Proposer's sole expense. If required by MDT, the Selected Proposer must prepare and submit a settlement, monitoring and remediation plan. The plan must receive the written approval of MDT and be executed by the Selected Proposer.
- D. Certain activities will require the use of MDT employees ("spotters") to monitor and coordinate the activities as described in Section 5.1 of the Miami-Dade Transit Adjacent Construction Safety Manual (Exhibit D). The Selected Proposer shall be responsible for all costs incurred as a result of such activities, including payment for the use of "spotters".
- E. Re-platting of the Development Site, if required.

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- F. If recertification of the Douglas Road Metrorail Station is required as a consequence of the development resulting from this Solicitation, all costs incurred as a result of recertification shall be borne by the Selected Proposer.
- G. Any additional environmental review, soil testing, and/or remediation on the Site. This shall be done at the sole expense of the Selected Proposer.
- H. Payment of any and all taxes associated with the development of the Site, and all recording fees and taxes associated with filing a lease memorandum and Project financing.
- I. Payment of any other taxes, including, but not limited to ad valorem real estate taxes, that may be associated with the Project and/or the Site.
- J. Submission of status reports to the County regarding the Project development on a quarterly basis, or more frequently, if required by the County.
- K. Commencement and completion of the construction of the Project in a timely manner.
- L. Replacement of the existing 226 transit parking spaces with structured parking and provision of an additional 74 parking spaces (a total of 300 spaces) for the exclusive use of transit patrons. (See section 2.3 B 6.) A minimum of four parking spaces must be retained for the drop-off and pick-up of passengers.
- M. There currently exists a parking lot containing sufficient area for approximately 50 parking spaces under the Metrorail guideway, southwest of the Douglas Road Station and outside of the Development Site. The Selected Proposer will be required to design and rebuild a parking lot in that area, at its sole expense. This lot can then be used to provide some of the required parking spaces for transit patrons during construction activities. Exhibit I contains a survey and preliminary design for that parking lot. The spaces in this lot will be in addition to the 300 parking spaces for transit patrons that must be provided within the Development Site.
- N. The County is conveying a parcel of property immediately adjacent to the Development Site to the Florida Department of Transportation (FDOT) for the purpose of realigning a portion of US 1. (See property identified in Exhibit A as property being conveyed to FDOT.) A tower containing a stairway and elevator which supports the pedestrian overpass spanning US 1 is currently located on that property, however, as part of the FDOT project, the tower will be relocated onto the Development Site by FDOT. The Selected Developer will be required to closely coordinate and work cooperatively with FDOT on the relocation of the tower and the project to realign US 1. The pedestrian overpass tower must remain on the Development Site in the location determined by FDOT but the sidewalk leading to the overpass may be relocated with FDOT and MDT approval. Construction of the US 1 realignment project is scheduled to commence in early 2018 (FM# 433455-1).

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- O. The site design of the development must provide an effective barrier which will channel development and transit patrons crossing US 1, upon entering or leaving the site, to the pedestrian overpass. See Section 2.12 Approach to the Development Site. If a fence is proposed to be used to meet that objective, the fence must, at minimum, meet the specifications contained in Exhibit J.
- P. If the bus bays are relocated or altered, two of the bays must be lengthened to accommodate 60 foot articulated buses. Exhibit H contains the basic specifications for bus bays.
- Q. Prior to construction the Selected Proposer's designated Project Manager, its contractors and/or subcontractors, as determined appropriate in the sole discretion of MDT, will be required to meet with MDT staff to provide relevant information and to coordinate construction related activities. Upon commencement of construction, such meetings will be required as frequently as deemed appropriate by MDT.
- R. If required by the County the Selected Proposer shall participate in community outreach activities.

2.10 Property Taxes

Because the Site is County-owned property, it is not currently subject to real estate taxes. However, it is the responsibility of the Selected Proposer to determine any and all tax consequences which may arise due to placing the development on County-owned land. The County makes no representations or warranties as to the continued availability of any exemption or tax benefit, or to the Selected Proposer's ability to receive any such exemption or benefit.

2.11 FTA and FDOT Requirements and Approvals

This solicitation is for the joint development of property purchased, in part, with funds provided by the Federal Transit Administration (FTA) and the Florida Department of Transportation (FDOT). Accordingly, all agreements resulting from this solicitation must comply with all FTA requirements for joint development. (Information related to FTA regulations regarding joint development is attached as Exhibit C.) Additionally, award of any agreement subsequent to this RFP will be subject to approval from the FTA and FDOT. Such approvals are required prior to submission for consideration by the Board of County Commissioners.

2.12 Approach to Site Development

The Proposer shall include in its approach to development of the Site the following:

- A. Submission of an analysis of the economic impacts of the proposed development to include the following information:
- Estimated annual ad valorem taxes directly generated by the development for the County, the City of Miami and Miami-Dade County Public Schools,
 - Estimated impact fees.
 - Proposed improvements to area infrastructure,

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- Estimated permit fees,
 - Number of jobs to be generated during construction,
 - Number of permanent jobs created by development,
 - Estimated increase in Metrorail ridership.
- B. Submission of a project schedule/plan delineating steps to complete development of the Site. The project schedule/plan must be approved by the County.
- C. Design which best meets the highest and best economic and transit-related use permitted by existing market conditions and project objectives outlined in Section 2.2 above.
- D. Layout which maximizes use of the Development Site.
- E. Proposers are encouraged to propose developments that incorporate the use of resource efficient features and, if awarded a Lease, to obtain LEED certification.
- F. The Selected Developer must coordinate and cooperate with FDOT in the relocation of the pedestrian overpass tower and the US 1 realignment project. The sidewalk leading to the pedestrian overpass may be relocated with appropriate approvals as noted in Section 2.3 above, however, the site plan of the proposed development must be designed so as to provide an effective barrier so as to channel patrons of the proposed development and the Metrorail station to and from the overpass. Designs which, in any way, discourage the use of the pedestrian overpass will not be considered.
- G. Aesthetic and functional integration of the station and transit facilities into the overall development. Miami-Dade County is encouraging the development of landscaped and hardscaped spaces at Metrorail Stations that will provide a pleasant setting for passengers entering and leaving Metrorail stations and that provide connectivity to the M-Path, a bicycle/pedestrian pathway. Information on this initiative is contained in the Miami-Dade County Open Space Master Plan which is available on-line at <http://www.miamidade.gov/parksmasterplan/home.asp>. Additionally, the County has developed Urban Design Manuals available on-line at <http://www.miamidade.gov/planning/urban-design-manual.asp>. Proposers are encouraged to propose designs in keeping with these guides.
- H. Construction that meets all applicable regulatory requirements.
- I. Monitoring, mitigation and remediation of negative impacts to transit operations and/or transit facilities during and after construction.
- J. An analysis of the Development Site to include, at minimum, the following information.
- Determination of the most appropriate market driven use of the Development Site,
 - Analysis of economic and demographic conditions,
 - Most effective phasing of development, if any,
 - Potential regulatory and/or legal challenges and methods of dealing with such challenges,
 - Identification of geographic constraints and methods of dealing with such constraints.

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2.13 Payments to the County

The Selected Proposer shall pay to the County Minimum Guaranteed Rent or Participation Rent, whichever is greater. The payments shall be provided as follows:

A. Minimum Guaranteed Rent

Upon, or prior to, issuance of the Notice to Proceed and through the termination date of the Agreement, the Selected Proposer shall pay the County either Minimum Guaranteed Rent or Participation Rent, as described below in Section 2.13 B, whichever is greater, in accordance with the terms of the resulting Lease. The Minimum Guaranteed Rent will be based upon the appraised fair market rental value which shall be determined by appraisal(s) performed by independent appraiser(s) selected by the County. If a Lease for a phased development is negotiated, a separate amount of minimum rent will be negotiated for each phase, the aggregate of which shall not be less than the proposed Minimum Guaranteed Rent. Proposers may propose a graduated Minimum Guaranteed Rent over the first three years after issuance of the Notice to Proceed. The Minimum Guaranteed Rent will be re-evaluated at the end of the initial 30-year term and at the end of each optional renewal term to adjust for market conditions.

B. Participation Rent

Participation Rent shall be a percentage of Adjusted Gross Revenue generated by the development in accordance with the terms of the resulting agreement. In calculating the Adjusted Gross Revenue pass-through expenses may be excluded from Gross Revenue. Pass-through expenses may include revenue paid to the Tenant for the purpose of providing security services, maintenance of common areas, equipment or facilities and all other expenses that may be construed to be pass-through expenses; i.e., revenue received by the Tenant for goods and services other than payment for use of space within the Development Site. However, such pass-through expenses may not, in total, exceed 20% of Gross Revenue as defined in Section 1.2 above.