

MEMORANDUM

Agenda Item No. 14(A)(4)

TO: Honorable Chairman Jose "Pepe" Diaz
and Members, Board of County Commissioners

DATE: June 15, 2021

FROM: Geri Bonzon-Keenan
County Attorney

SUBJECT: Resolution approving award of Contract No. RFP-01600 to Terra International Services, LLC for the development of Dolphin Station property for a 97-year agreement for development, construction and lease for the Department of Transportation and Public Works, with a projected revenue in the amount of \$1,169,662,369.00 in rental income, and approximately \$20,165,000.00 in developer investment in improvements to the Dolphin Station and maintenance services for a total benefit in an amount of \$1,189,827,369.00 to the County; and authorizing the County Mayor to execute same for and on behalf of Miami-Dade County and to exercise all provisions of the contract, including any cancellation or extension provisions, pursuant to section 2-8.1 of the Code of Miami-Dade County, Florida and Implementing Order 3-38

Resolution No. R-612-21

The accompanying resolution was prepared by the Internal Services Department and placed on the agenda at the request of Prime Sponsor Chairman Jose "Pepe" Diaz.



Geri Bonzon-Keenan
County Attorney

GBK/jp

Memorandum



Date: June 15, 2021

To: Honorable Chairman Jose "Pepe" Diaz
and Members, Board of County Commissioners

From: Daniella Levine Cava
Mayor 

Subject: Recommendation for Approval to Award: Development of Dolphin Station Property

Recommendation

It is recommended that the Board of County Commissioners (Board) approve a competitive contract award, *Contract No. RFP-01600, Development of Dolphin Station Property*, to Terra International Services, LLC (Terra), the proposer agreed to by the selection committee as having a more comprehensive proposal, for the Department of Transportation and Public Works (DTPW). Terra will submit the design and construction packages to the Small Business Division of Internal Services Department for review and determination of appropriate small business program measures for the project.

Background

This contract will provide for a Transit Oriented Development (TOD) of property located on the corner of NW 14th Street and NW 118th Place, which sits at the northwest quadrant of the Florida Turnpike and the Dolphin Expressway (SR 836) in Miami-Dade County. The development site consists of approximately 43 acres of County-owned vacant, undeveloped property and the Dolphin Station Park and Ride. The proposed mixed-use development, Upland Park, will include elderly housing and features that serve to complement, harmonize and benefit the surrounding community. Additionally, the developer's proposal will be in alignment with the Smart Plan and enhance transit related amenities by promoting the use and increasing efficiency of public transit services.

On April 17, 2020, the Strategic Procurement Division of the Internal Services Department issued a competitive Request for Proposals (RFP), on behalf of DTPW, to obtain proposals from qualified development teams for the Dolphin Station TOD. Two proposals were received on August 7, 2020, from Terra International Services, LLC (Terra) and Adler 13th Floor Dolphin Station, LLC (Adler).

The Competitive Selection Committee (Committee) completed an evaluation of the proposals received, following the guidelines published in the solicitation. Following the completion of final scores (technical and price combined), the scores of the local proposer, Terra, were within five percent of the scores obtained by the non-local proposer, Adler, and therefore Terra had the opportunity to proceed to negotiations pursuant to Section 2-8.5 of the County Code. The Committee elected to advance Terra to negotiations. The Committee reached a consensus that Terra's overall proposal demonstrated a strong approach in meeting the project objectives. Terra's proposal detailed a comprehensive response to all requirements of the solicitation and demonstrated its ability to provide a development that incorporates creativity and innovation in architectural and layout designs, maximizing the use of the entire development site. The proposal includes a robust sustainability plan to attain LEED for Neighborhood Development certification for the project.

Terra will invest private capital to develop the property that maximize both ridership and revenues to the County. Upland Park will include nearly three million square feet of development, including office, retail, a hotel, a school, a life sciences facility, and more than 1,700 new mid-rise and garden apartments, including 122 senior housing units. The developer will make efforts for units to be accessible for workforce and military personnel. Upland Park will also include developer-funded improvements to the County's transit station to ensure that the project is fully integrated with the County's transit system.

Terra will provide the County with a \$1 Million cash security deposit to guarantee its obligation to permit and finance the project and pay the County a non-refundable development fee of more than \$4 Million for the opportunity to develop the property. Once the project is shovel ready, Terra will obtain a 90-year lease for the property. Terra will pay rent both during the construction of the project and for the entire term of the lease. The rent will increase at a rate of 3% per year and equal nearly \$1.2 Billion over the lease term (present value of \$337.3 Million). If Terra sells the project after completing construction, it must share with the County the greater of ten percent of profits or \$4.5 Million.

Scope

The Dolphin Station TOD is located in County Commission District 12, represented by Commissioner Jose "Pepe" Diaz. The scope of this item is countywide in nature.

Fiscal Impact/Funding Source

The developer will finance the project and no public funding is required. The 97-year Agreement (Development and Leases) will generate estimated total rental income of \$1,169,662,369. Additionally, the developer will invest approximately \$20,165,000 in improvements to the station and to provide maintenance services. The proposed development represents total benefit to the County in the amount of \$1,189,827,369 over the term of the agreements. In addition, new County real estate taxes generated by the project are estimated at more than \$3 Billion.

Track Record/Monitor

Vanessa Stroman of the Internal Services Department is the Procurement Contracting Manager. Javier Bustamante, Chief Right of Way, Utilities & Joint Development Division, DTPW, is responsible for this project.

Delegated Authority

If this item is approved, the County Mayor or County Mayor's designee will have the authority to exercise all provisions of the contract, including any cancellation or extension provisions, pursuant to Section 2-8.1 of the County Code and Implementing Order 3-38.

Vendor Recommended for Award

A Request for Proposals was issued under full and open competition. Two proposals were received in response to the solicitation.

Vendor	Principal Address	Local Address*	Number of Employee Residents	Principal
			1) Miami-Dade 2) Percentage*	
Terra International Services, LLC	3310 Mary Street Suite 302 Coconut Grove, FL	Same	60	David P. Martin
			100%	

*Provided pursuant to Resolution No. R-1011-15. Percentage of employee residents is the percentage of vendor's employees who reside in Miami-Dade County as compared to the vendor's total workforce.

Vendor Not Recommended for Award

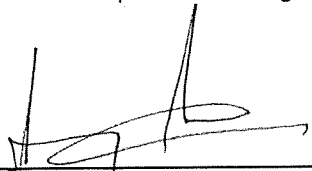
Vendor	Local Address	Reason for Not Recommending
Adler 13th Floor Dolphin Station, LLC	Yes	Evaluation Scores/Ranking, adjusted for local preference.

Due Diligence

Pursuant to Resolution No. R-187-12, due diligence was conducted in accordance with the Internal Services Department's Procurement Guidelines to determine vendor responsibility, including verifying corporate status and that there are no performance and compliance issues through various vendor responsibility lists. The lists that were referenced included convicted vendors, debarred vendors, delinquent contractors, suspended vendors, and federal excluded parties. There were no adverse findings relating to vendor responsibility.

Applicable Ordinances and Contract Measures

- The two percent User Access Program provision does not apply due to the contract being revenue generating.
- The Small Business Enterprise Selection Factor and Local Preference were applied.
- The Responsible Wages and Living Wages are not applicable.



Jimmy Morales
Chief Operations Officer



MEMORANDUM

(Revised)

TO: Honorable Chairman Jose "Pepe" Diaz
and Members, Board of County Commissioners

DATE: June 15, 2021

FROM: 
Gen Bonzon-Keenan
County Attorney

SUBJECT: Agenda Item No. 14(A)(4)

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 present ____, 2/3 membership ____, 3/5's ____, unanimous ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3)(h) or (4)(c) ____, or CDMP 9 vote requirement per 2-116.1(4)(c)(2) ____ 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. 14(A)(4)
6-15-21

RESOLUTION NO. _____ R-612-21

RESOLUTION APPROVING AWARD OF CONTRACT NO. RFP-01600 TO TERRA INTERNATIONAL SERVICES, LLC FOR THE DEVELOPMENT OF DOLPHIN STATION PROPERTY FOR A 97-YEAR AGREEMENT FOR DEVELOPMENT, CONSTRUCTION AND LEASE FOR THE DEPARTMENT OF TRANSPORTATION AND PUBLIC WORKS, WITH A PROJECTED REVENUE IN THE AMOUNT OF \$1,169,662,369.00 IN RENTAL INCOME, AND APPROXIMATELY \$20,165,000.00 IN DEVELOPER INVESTMENT IN IMPROVEMENTS TO THE DOLPHIN STATION AND MAINTENANCE SERVICES FOR A TOTAL BENEFIT IN AN AMOUNT OF \$1,189,827,369.00 TO THE COUNTY; AND AUTHORIZING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO EXECUTE SAME FOR AND ON BEHALF OF MIAMI-DADE COUNTY AND TO EXERCISE ALL PROVISIONS OF THE CONTRACT, INCLUDING ANY CANCELLATION OR EXTENSION PROVISIONS, PURSUANT TO SECTION 2-8.1 OF THE CODE OF MIAMI-DADE COUNTY, FLORIDA AND IMPLEMENTING ORDER 3-38

WHEREAS, this Board desires to accomplish the purposes outlined in the accompanying memorandum, a copy of which is incorporated herein by reference,

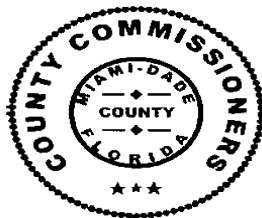
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that this Board approves award of contract no. RFP-01600 to Terra International Services, LLC for the development of Dolphin Station property for a 97-year agreement for development, construction and lease for the Department of Transportation and Public Works, with a projected revenue in the amount of \$1,169,662,369.00 in rental income, and approximately \$20,165,000.00 in developer investment in improvements to the Dolphin Station and maintenance services for a total benefit in an amount of \$1,189,827,369.00 to the County; and authorizes the County Mayor or County Mayor's

designee to execute same for and on behalf of Miami-Dade County and to exercise all provisions of the contract, including any cancellation or extension provisions, pursuant to 2-8.1 of the Code of Miami-Dade County and Implementing Order 3-38. A copy of the contract documents are on file with and available upon request from the Internal Services Department, Strategic Procurement Division. This Board further directs the County Mayor or County Mayor's designee, in accordance with Resolution No. 791-14, to provide a copy of the lease to the Miami-Dade County Property Appraiser.

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

Jose "Pepe" Diaz, Chairman	aye		
Oliver G. Gilbert, III, Vice-Chairman	aye		
Sen. René García	aye	Keon Hardemon	aye
Sally A. Heyman	aye	Danielle Cohen Higgins	aye
Eileen Higgins	aye	Joe A. Martinez	nay
Kionne L. McGhee	absent	Jean Monestime	aye
Raquel A. Regalado	aye	Rebeca Sosa	aye
Sen. Javier D. Souto	aye		

The Chairperson thereupon declared the resolution duly passed and adopted this 15th day of June, 2021. 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: **Melissa Adames**
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

Bruce Libhaber