Historic Gas Plant District | Economic & Fiscal Benefits

09.14.23 | **Confidential Preliminary Draft for Discussion**

To:	City of St. Petersburg
From:	HR&A Advisors, Inc.
Date:	September 14, 2023
Re:	Economic and Fiscal Benefits for the Redevelopment of the Historic Gas Plant District

Redevelopment of the Historic Gas Plant District site will have a generational impact on St. Petersburg, creating billions of dollars of economic activity in the region. The project, which includes a new ballpark for the Tampa Bay Rays and 8.7 million square feet of new mixed-use development, is one of the largest development projects in the country today. Key impacts and benefits of the project include:

- Over its initial 30 years, a new ballpark will generate more than **$20 billion in regional economic output**, inclusive of **$9.79 billion** in direct spending, anchoring a district that brings new jobs, housing, hotels, and entertainment to St. Pete;
- As one of the largest construction projects in the region, this **$6.4 billion investment** will create more than **32,000 jobs** across the buildout of the project;
- The district will generate **$2.14 billion in total fiscal revenue** for local governments and taxing jurisdictions over its initial 30 years; and
- The joint venture of Hines and the Tampa Bay Rays will invest **$50 million in community benefits**, provide affordable and workforce housing, and build open space accessible to all.

This memorandum details the direct quantitative and qualitative impacts from the Gas Plant project, including jobs, taxes generated, and community benefits. Note that all quantitative numbers are nominal (e.g., not in net present value terms). Figures for the ballpark's economic output, tax revenue, and construction impacts are from a report conducted by Victus Advisors for Pinellas County in February, 2023.

Key benefits of the overall project include:

- Fiscal revenue for local government, including the City, County, school districts, and other local taxing jurisdictions;
- Talent retention and attraction;
- New housing to support population growth;
- Affordable and workforce housing;
- New investments in district infrastructure;
- New public parks and plazas;
- An active and walkable district that will support retail tenants and drive spending; and
- Direct community benefits and engagement.

EXECUTIVE SUMMARY

Summary	
Total Direct Ballpark-Driven Spending (30 Years)*	$9.79 billion
Total Ballpark Economic Output (30 Years)*	$20.94 billion
Total Gross Fiscal Revenue to Local Governments, School Districts, and Other Local Taxing Jurisdictions (30 Years)	$2.14 billion
Total Gross Revenue to City of St. Petersburg (30 Years) **	$660 million
Total Gross Fiscal Revenue to Pinellas County (30 Years)	$1.04 billion
Total One-Time Jobs, Project Construction	32,900
Total Ongoing Jobs (District Only)	7,000
Total Development Costs	$6.4 billion

** Economic output in the Victus Advisors report includes direct, indirect, and induced impacts. All other figures depict only direct project impacts.*
*** Includes tax revenue, land payments, and any direct financial contributions from Hines for community benefits.*

There will be a series of one-time benefits associated with construction of both the ballpark and the district. Construction is anticipated to take 20 years to build out the full 8.7 million GSF district.

Development Costs	
Estimated Stadium Costs*	$1.0 billion
District Development Costs	$5.4 billion
Total	**$6.4 billion**

**Stadium cost estimate is sourced from Victus Advisors report and should be considered preliminary in nature*

Job Creation

The construction of the project will provide jobs for the regional economy. Once built, the office, retail, and hotel components of the project will create ongoing jobs. These figures reflect only direct impacts of the project, which will also generate additional positive ripple effects throughout the regional economy associated with supporting economic activity and worker spending.

Jobs	District	Ballpark
One-Time Construction Jobs (Years)	28,400*	4,500**
Ongoing Jobs (At Full Buildout)	7,000	--

**Full-time equivalent*
*** Victus Advisors report, includes full-time and part-time jobs*

Gross New Tax Revenues

New development in the Historic Gas Plant District will generate property taxes for the City and the County; today, the site generates no property taxes. Additionally, new onsite hotel and retail development will generate sales tax revenue from residents and tourists visiting, dining, and shopping in the district.

Fiscal Revenue Gross (30 Years Cumulative)	City of St. Petersburg	Pinellas County
Property Taxes	$475 million	$415 million
Sales Tax*	$40 million	$175 million
Hotel Tax	--	$260 million
Ballpark Sales and Tourism Tax**	$20 million	$195 million
Total	**$535 million**	**$1.04 billion**

** Includes estimates of the County's 1% sales tax and local government distributions of the State portion of sales tax. County portion includes County and other local municipalities besides St. Petersburg.*
*** Estimated sales inside and outside the ballpark by ballpark visitors, derived from the Victus Advisors report.*

Development of the Historic Gas Plant District will benefit all local taxing jurisdictions, creating new revenue for education, water management, transportation, and more.

Gross Property Tax Breakdown (30 Years Cumulative)	
County	$415 million
City	$475 million
School Local	$200 million
School State	$230 million
SW FLA Water Management	$20 million
Juvenile Welfare Board	$60 million
Suncoast Transit Authority	$55 million
Local Jurisdictions Total	**$1.46 billion**

Developer Contributions

A joint venture of Hines and the Tampa Bay Rays, the City's selected partner in redeveloping the Historic Gas Plant District, has agreed to $105 million in payments for the land and an investment equivalent to $50 million for community benefits initiatives.

Direct Developer Contributions	City
Land Payment	$105 million
Community Benefits	$50 million
Total	**$155 million**

Net New Revenues

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HGP St. Pete Negotiations
DRAFT
10/13/2023

Vertical Assumptions

Category	Multifamily	Multifamily	Hotel	Retail	Office	Museum	Entertainment	Phase
Building GSF by Use								
Parcel 1								
Parcel 2								
Parcel 3								
Parcel 4								
Parcel 5								
Parcel 6								
Parcel 7								
Parcel 8								
Parcel 9								
Parcel 10								
Total	**0 GSF**	**0 GSF**	**0 GSF**	**0 GSF**	**0 GSF**	**0 GSF**	**0 GSF**	
Parking Spaces by Ratio - Surface								
Parcel 1								
Parcel 2								
Parcel 3								
Parcel 4								
Parcel 5								
Parcel 6								
Parcel 7								
Parcel 8								
Parcel 9								
Parcel 10								
Total								
Parking Spaces - Structured								
Parcel 1								
Parcel 2								
Parcel 3								
Parcel 4								
Parcel 5								
Parcel 6								
Parcel 7								
Parcel 8								
Parcel 9								
Parcel 10								
Total								
Building Efficiency Assumptions								
Gross-to-Net SF Ratio (%) - Modeled								
Vertical Parking Costs								
Cost Per Space - Surface								
Cost Per Space - Structured								
Development Cost Assumptions								
Hard Costs (per GSF) - Modeled								
Soft Costs Excl. Fin. & Loan Fees (%)								
Ongoing Assumptions								
Property Taxes (% of Revenue)								
Other OpEx (% of Revenue)								
Rent (per NSF per Yr.)								
Rent (per NSF per Mo.)								
Capital Expenditures (per NSF per Yr.)								
Capital Expenditures (per NSF per Mo.)								
Inflation Rate (% per year)								
Target Leveraged IRR								
LIHTC Assumptions								
Qualified Basis								
As-of-Right Rate								
Percent Low-Income								
Investor Ratio								
Upfront Fee								
Years of Credits								

Vertical Assumptions

Category	Multifamily	Multifamily	Hotel	Retail	Office	Museum	Entertainment	Phase
Building GSF by Use								
Parcel 1								
Retail/Office-Specific Assumptions								
Leasing Commission as % of Lease								
Length of Lease								
Upfront Leasing Commission								
Modeled T/I								
Hotel-Specific Assumptions								
ADR (per key)								
Occupancy Rate								
Revenue Per Available Room (Rev PAR)								
Non-room Revenue as % of Room Revenue								
Non-room Revenue ($)								

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Land and Infrastructure Assumptions

Parcel	Land Value / Cost
Parcel 1	
Parcel 2	
Parcel 3	
Parcel 4	
Parcel 5	
Parcel 6	
Parcel 7	
Parcel 8	
Parcel 9	
Parcel 10	
Total	**$0**

Horizontal Infrastructure Costs by Year*

Parcel	Infr. Costs	Start Year	Completion Year	Type of Infrastructure Investment
Phase I Infrastructure				
Phase II Infrastructure				
Phase III Infrastructure				
Phase IV Infrastructure				
Total	**$0**			

**Current dollars; should exclude any base site costs included in hard/soft cost projections*

Growth/Discount Rates

Category	Assumption
Inflation	
Inflation - Infrastructure	
Discount Rate	

Predevelopment Planning, Management, Activation

Category	Amount	Year Beginning	Year Ending
Entitlements			
Programming Costs			

Appraisal Comps

Name	City	State	Acreage	Usable SF	Sale Cost	Value PSF	Date of Sale
1 Great America Parkway	Santa Clar	CA	116.64	5080838	310000000	$61.01	2022
Great Park Neighborhoods	Irvine	CA	42	1829520	240000000	$131.18	2022
Apple Office Development	San Jose	CA	43	1873080	138172000	$73.77	2015
North Point	Cambridge	MA	42	1829520	291040300	$159.08	2015
Northwest Mall	Houston	TX	45.22	1969783	69700000	$35.38	2020
Churchill Downs	Miami Gar	FL	95.7	4168692	291000000	$69.81	2022

Comps by Use

Name	Use	Location	Address	Acres	SF	Cost	Date	FAR (base)	Per SF	Expected/	Per Unit
Tempo by Hilton	Hotel	St. Petersb	232 2nd St	0.533012	23218	$7,500,000.00	2021	3	$323.03	192	$39,062.50
Mixed-Use	Hotel/MF	St. Petersb	110 2nd St	1.258494	54820	15075000	2020	4	$274.99	354 Units, 29700 (MF), 26000 (hotel key)	
The Balm Hotel	Hotel	St. Petersb	1050 1st A	0.444858	19378	3000000	2020	3	$154.81	135	$22,222.22
Tru by Hilton	Hotel	St. Petersb	1650 Centr	0.229316	9989	1775000	2018	3	$177.70	132	$13,446.97
Site 1	Office/Con	St. Petersb	1st Ave N	0.453811	19768	2500000	2019	3	$126.47		
Red Apple- Mixed Use	Office/Con	St. Petersb	400 Centra	2.255739	98260	16500000	2017	4	$167.92		
Central Ave & 13th St	Office/Con	St. Petersburg		1.244766	54222	3650000	2018	3	$67.32		
Parking Lot	Office/Con	St. Petersb	1st Ave N a	0.642792	28000	5300000	2019	4	$189.29		
5th Ave	Office/Con	St. Petersb	5th Ave N	0.847107	36900	4800000	2019	3	$130.08		
Orange Station	Office/Con	St. Petersb	1300 Centr	2.068687	90112	6400000	2019	3	$71.02		
900 Central Ave	Office/Con	St. Petersb	900 Centra	0.833333	36300	6080000	2019	3	$167.49		29091
Artistry Apartments	MF	St. Petersb	1601 Centr	2.020202	88000	5382105	2018	3	$61.16	246	$21,878.48
Slocum Flats	MF	St. Petersb	1701 Centr	2.020202	88000	7240000	2018	3	$82.27	243	$29,794.24
Vantage Lofts	MF	St. Petersb	114 16th S	1.875275	81687	3290000	2017	3	$40.28	211	$15,592.42
Bainbridge 930 Central Flats	MF	St. Petersb	930 Centra	1.515152	66000	4700000	2016	3	$71.21	218	$21,559.63
Icon Central	MF	St. Petersb	801 Centra	2.484848	108240	9380000	2016	3	$86.66	368	$25,489.13
430 3rd Ave N	MF	St. Petersb	430 3rd Av	0.845294	36821	7550000	2019	3	$205.05	270	$27,962.96
Gallery 3100 Apts	MF	St. Petersb	3100 Centr	1.762626	76780	2910000	2019	1.12	$37.90	122	$23,852.46
The Vibe	MF	St. Petersb	352 2nd Av	0.883838	38500	5990000	2018	3	$155.58	219	$27,351.60
The Exchange	MF	St. Petersb	555 MLK S	2.38051	103695	3600000	2016	2.5	$34.72	132	$27,272.73
770 Apartments	MF	St. Petersb	770 4th Av	0.663522	28903	1880000	2018	3	$65.05	126	$14,920.63

DISCLAIMER: The model worksheets included represent testing dashboards and not end results of analysis

INTERNAL HR&A RLV DRAFT -

Appraisal Comps

Name	City	State	Acreage	Usable SF	Sale Cost	Value PSF	Date of Sale
1 Great America Parkway	Santa Clara Coun	CA	116.64	5080838	310000000	$61.01	2022
Great Park Neighborhooc	Irvine	CA	42	1829520	240000000	$131.18	2022
Apple Office Developmer	San Jose	CA	43	1873080	138172000	$73.77	2015
North Point	Cambridge	MA	42	1829520	291040300	$159.08	2015
Northwest Mall	Houston	TX	45.22	1969783	69700000	$35.38	2020
Churchill Downs	Miami Gardens	FL	95.7	4168692	291000000	$69.81	2022

3.50% <--- do we need to refine this assumption

Comps by Use

Name	Use	Location	Address	Acres	SF	Cost	Date	FAR (ba	Per SF	Per SF $2023	Expected/Actual Ui	Per Unit	Per Unit $2023	
										2023				
Tempo by Hilton	Hotel	St. Petersl	232 2nd Street N	0.533012	23218	$7,500,000.00	2021	3	$323.03	$346	192	$39,062.50	$41,845	
Mixed-Use	Hotel/MF	St. Petersl	110 2nd St N	1.258494	54820	15075000	2020	4	$274.99	$305	354 Units, 172 keys, 68	29700 (MF), 26000 (hotel key)		
The Balm Hotel	Hotel	St. Petersl	1050 1st Ave N	0.444858	19378	3000000	2020	3	$154.81		135	$22,222.22	$24,638	
Tru by Hilton	Hotel	St. Petersl	1650 Central Ave	0.229316	9989	1775000	2018	3	$177.70	$211	132	$13,446.97	$15,971	
Moxy	Hotel			1.070868	46647	$13,000,000	2019		$278.69	$320	163	$79,754.60	$91,520	
Site 1	Office/Commercia	St. Petersl	1st Ave N	0.453811	19768	2500000	2019	3	$126.47	$145				
Red Apple- Mixed Use	Office/Commercia	St. Petersl	400 Central Ave	2.255739	98260	16500000	2017	4	$167.92					
Central Ave & 13th St	Office/Commercia	St. Petersl	Central Ave & 13th St	1.244766	54222	3650000	2018	3	$67.32	$80				
Parking Lot	Office/Commercia	St. Petersl	1st Ave N and 5th St N	0.642792	28000	5300000	2019	4	$189.29	$217				
5th Ave	Office/Commercia	St. Petersl	5th Ave N & 1st Street I	0.847107	36900	4800000	2019	3	$130.08	$149				
Orange Station	Office/Commercia	St. Petersl	1300 Central Ave N	2.068687	90112	6400000	2019	3	$71.02	$82				
900 Central Ave	Office/Commercia	St. Petersl	900 Central Ave	0.833333	36300	6080000	2019	3	$167.49	$192		$29,091	$33,383	
Artistry Apartments	MF	St. Petersl	1601 Central Ave	2.020202	88000	$5,382,105	2018	3	$61.16	$73	246	$21,878	$25,985	2022 tax bill
Slocum Flats	MF	St. Petersl	1701 Central Ave	2.020202	88000	$7,240,000	2018	3	$82.27	$98	243	$29,794	$35,386	
Vantage Lofts	MF	St. Petersl	114 16th St N	1.875275	81687	$3,290,000	2017	3	$40.28	$50	211	$15,592	$19,167	
Bainbridge 930 Central Fl	MF	St. Petersl	930 Central Ave	1.515152	66000	$4,700,000	2016	3	$71.21	$91	218	$21,560	$27,430	
Icon Central	MF	St. Petersl	801 Central Avenue	2.484848	108240	$9,380,000	2016	3	$86.66	$110	368	$25,489	$32,429	
430 3rd Ave N	MF	St. Petersl	430 3rd Ave N	0.845294	36821	$7,550,000	2019	3	$205.05		270	$27,963		
Gallery 3100 Apts	MF	St. Petersl	3100 Central Ave	1.762626	76780	$2,910,000	2019	1.12	$37.90	$43	122	$23,852	$27,371	
The Vibe	MF	St. Petersl	352 2nd Avenue S	0.883838	38500	$5,990,000	2018	3	$155.58	$185	219	$27,352		
The Exchange	MF	St. Petersl	555 MLK St S	2.38051	103695	$3,600,000	2016	2.5	$34.72	$44	132	$27,273	$34,699	
770 Apartments	MF	St. Petersl	770 4th Ave N	0.663522	28903	$1,880,000	2018	3	$65.05	$77	126	$14,921	$17,721	
New Site														

*NOTE STAND ALONE AH AND CULTURAL USES ARE NOT INCLUDED

Phase 1 Findings

Construction Start

	Office	Multifamily	Retail	Hotel	Senior Living	Entertainment	TOTAL	
Program GSF	652,173	262,500	187,500	263,095	186,000	50,000	1,601,268	
Units / Keys		1,739		525	200			
Affordable Share Modeled		8.5%						
RLV PSF	($286)	($34)	$0	($238)	($108)	$0	($354,567,512)	*Total*
Hines LV	$4,270,875	$21,874,552	$0	$3,071,250	$1,300,000	$350,000	**$30,866,677**	
Hines LV PSF	$6.55	$83.33	$0.00	$11.67	$6.99	$7.00	$19.28	

Phase 2 Findings

Construction Start

	Office	Multifamily	Retail	Hotel	Senior Living	Entertainment	TOTAL
Program GSF	666,667	1,869,874	125,000	201,923	246,154		3,109,617
Units / Keys		1,858		175	200		
Affordable Share Modeled		5.0%					
RLV PSF	($27)	($0)	($17)	$39	($25)		
Hines LV	$4,960,061	$24,779,506	$0	$1,248,120	$1,470,831		**$32,458,518**
Hines LV PSF	$7.44	$13.25	$0.00	$6.18	$5.98	#DIV/0!	$10.44

Phase 3 Findings

Construction Start

	Office	Multifamily	Retail	Hotel	Senior Living	Entertainment	TOTAL
Program GSF	222,222	1,670,303	87,500	-	246,154		2,226,179
Units / Keys		1,615			200		
Affordable Share Modeled		5.0%					
RLV PSF							
Hines LV	$2,027,617	$29,946,613			$1,748,355		**$33,722,585**
Hines LV PSF	$9.12	$17.93	$0.00		$7.10		$15.15

	Land Value Per Unit	Phase 1 Value	Phase 2 Value	Phase 3 Value	Total Land Value
Market Rate	$23,830	$39,081,200	$38,533,110	$38,509,280	$116,123,590
Workforce	$0.00				
Affordable	$0.00				

Base Case

Phase	Market Rate Total Q&A	Affordable Total Proposal	Affordable Share	Standalone Units (Proposal)	Total	
1	1,640	86	5.0%	402	2,128	1,726
2	1,617	86	5.0%	201	1,904	1,703
3	1,616	84	4.9%	0	1,700	1,700
	4,873	**256**		**603**	**5,732**	5,129

Affordable Housing Scenarios

Phase	Market Rate Total Q&A	Affordable Total Proposal	*Select* Total Affordable Share	Affordable Workforce Split	Standalone Units (Prop	Total
1	1,640	86	5%	50%	402	2,128
2	1,618	85	5%	50%	201	1,904
3	1,615	85	5%	50%		1,700
	4,873	**256**			**603**	**5,732**

	Market Rate Units	Mixed-Income Units	Phase 1 Land Value	Phase 2 Land Value	Phase 3 Land Value	Total	Net Reduction In Land Value	Percent Reduction in Land Value
5%	4,873	256	$40,289,898	$45,240,320	$54,640,020	$140,170,238	$0	0.0%
6%	4,821	308	$39,865,794	$44,764,106	$54,064,862	$138,694,762	($1,475,476)	-1.1%
7%	4,770	359	$39,441,690	$44,287,892	$53,489,704	$137,219,286	($2,950,952)	-2.1%
8%	4,719	410	$39,017,586	$43,811,678	$52,914,546	$135,743,810	($4,426,429)	-3.2%
9%	4,667	462	$38,593,481	$43,335,464	$52,339,388	$134,268,334	($5,901,905)	-4.2%
10%	4,616	513	$38,169,377	$42,859,251	$51,764,230	$132,792,857	($7,377,381)	-5.3%

INTERNAL HR&A RLT DRAFT - CONFIDENTIAL & PROPRIETARY

The Historic Gas Plant District Redevelopment | 20-Year Cash Flow Projection

CONFIDENTIAL

Project Year				1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
Calendar year			Total	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043
Development Cost by Project (Unlev Constructio Construction End																							
C2	Hotel - Full Service	2028	($124,408,781)	0	(9,064,303)	(53,889,482)	(61,390,060)	(264,937)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
C1	Multifamily - Highrise	2029	($164,606,005)	(1,684,200)	(2,957,710)	(56,874,695)	(66,971,081)	(35,332,823)	(785,496)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
D1	Multifamily - Midrise	2029	($147,165,385)	(1,329,265)	(2,347,151)	(59,545,386)	(68,058,069)	(15,100,019)	(785,496)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
K2	Office - T3	2028	($107,620,022)	(765,000)	(8,780,282)	(51,690,914)	(32,578,827)	(13,805,000)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
U1	Office - T3	2028	($107,620,022)	(765,000)	(8,780,282)	(51,690,914)	(32,578,827)	(13,805,000)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
D2	Senior Living	2028	($115,992,477)	0	0	(48,330,199)	(57,996,238)	(9,666,040)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
G1	Entertainment	2028	($18,192,721)	0	(98,357)	(2,618,478)	(11,438,281)	(4,037,605)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Q2	Hotel - Limited Service	2031	($50,022,512)	0	0	0	(4,346,189)	(11,981,701)	(30,875,840)	(2,769,160)	(49,623)	0	0	0	0	0	0	0	0	0	0	0	0
J1	Multifamily - Midrise	2031	($157,673,677)	0	0	(610,363)	(2,441,453)	(41,990,191)	(72,458,935)	(39,331,151)	(841,584)	0	0	0	0	0	0	0	0	0	0	0	0
V1	Office - T3	2031	($115,588,964)	0	0	0	(1,971,950)	(35,784,531)	(56,265,619)	(20,218,935)	(1,347,929)	0	0	0	0	0	0	0	0	0	0	0	0
K1	Multifamily - Micro Units	2032	($125,938,132)	0	0	0	(411,704)	(2,470,224)	(29,399,180)	(56,393,661)	(36,394,393)	(868,969)	0	0	0	0	0	0	0	0	0	0	0
B2	Multifamily - Midrise	2033	($167,276,004)	0	0	0	0	(647,534)	(2,590,138)	(44,547,393)	(76,871,684)	(41,726,418)	(892,837)	0	0	0	0	0	0	0	0	0	0
J2	Multifamily - Midrise	2034	($172,294,284)	0	0	0	0	0	(666,960)	(2,667,842)	(45,883,815)	(79,177,834)	(42,978,211)	(919,622)	0	0	0	0	0	0	0	0	0
F2	Office - Trophy	2034	($245,906,264)	0	0	0	0	0	0	(3,805,235)	(74,497,622)	(108,686,671)	(36,822,960)	(22,093,776)	0	0	0	0	0	0	0	0	0
O	Senior Living	2033	($142,656,116)	0	0	0	0	0	0	0	(41,608,034)	(71,328,058)	(29,720,024)	0	0	0	0	0	0	0	0	0	0
E	Multifamily - Midrise	2035	($177,463,112)	0	0	0	0	0	0	(886,969)	(2,747,877)	(47,260,329)	(81,553,169)	(44,267,557)	(947,210)	0	0	0	0	0	0	0	0
I	Multifamily - Highrise	2036	($204,449,156)	0	0	0	0	0	0	0	(597,675)	(3,586,051)	(42,936,552)	(78,453,680)	(74,426,231)	(4,448,967)	0	0	0	0	0	0	0
V2	Hotel - Limited Service	2037	($59,729,496)	0	0	0	0	0	0	0	0	0	(5,189,576)	(14,306,778)	(36,867,367)	(3,306,522)	(59,253)	0	0	0	0	0	0
P	Multifamily - Highrise	2038	($216,900,110)	0	0	0	0	0	0	0	0	0	(951,110)	(3,804,442)	(50,686,860)	(85,230,887)	(75,191,768)	(1,035,042)	0	0	0	0	0
N	Multifamily - Highrise	2039	($223,407,113)	0	0	0	0	0	0	0	0	0	0	(979,644)	(3,918,575)	(52,207,466)	(87,787,814)	(77,447,521)	(1,066,094)	0	0	0	0
U2	Office - T3	2039	($146,424,641)	0	0	0	0	0	0	0	0	0	0	0	(2,498,008)	(45,330,773)	(71,275,602)	(25,612,742)	(1,707,516)	0	0	0	0
M1	Senior Living	2040	($170,338,862)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(49,682,168)	(85,169,431)	(35,487,263)	0	0	0
M2	Multifamily - Midrise	2041	($211,900,237)	0	0	0	0	0	0	0	0	0	0	0	0	(820,277)	(3,281,109)	(56,431,305)	(97,378,749)	(52,857,778)	(1,131,019)	0	0
L2	Multifamily - Micro Units	2042	($169,250,318)	0	0	0	0	0	0	0	0	0	0	0	0	0	(553,296)	(3,319,775)	(39,510,039)	(75,788,365)	(48,911,021)	(1,167,822)	0
B1	Office - T3	2043	($167,766,811)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(2,895,876)	(52,550,790)	(82,627,958)	(29,692,188)
L1	Multifamily - Midrise	2043	($177,730,717)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(923,229)	(3,692,917)	(63,513,931)	(109,600,640)
Q1	Multifamily - Midrise	2043	($70,173,979)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(950,926)	(3,803,704)	(65,419,349)
R	Multifamily - Midrise	2043	($4,897,269)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	(979,454)	(3,917,816)
Total Development Cost (Unlevered)			($3,963,393,190)	($4,543,465)	($32,028,084)	($325,050,431)	($340,182,678)	($184,885,605)	($193,827,663)	($170,420,346)	#########	#########	($241,044,440)	($164,825,498)	($169,344,251)	($191,344,892)	($238,148,841)	($213,528,553)	($224,831,830)	($167,952,511)	($107,236,673)	($152,092,869)	#########

INTERNAL HR&A RLV DRAFT -

Phase	Market Rate Total Q&A	Affordable Total Proposal	Affordable Share	Standalone Units	Total
1	1,640	86	5.2%	402	2,128
2	1,617	86	5.3%	201	1,904
3	1,616	84	5.2%		1,700
					5,732

Source: Q&A response | *Data frin Q&A* | *Data from cash flow*

Parcel	Acres	Use Detail	Use	Construction	Construction	Phase	Market Rate Units	Affordable / Workfo	Total Resi Units	Keys	Senior Living	TOTAL UNITS / KEY	Rentable SF	Efficiency	Gross SF	Land Value	Land Vale / GSF	Development Costs	Cost / GSF
C2	1.15	Hotel - Full Service	Hotel	2024	2028	1				333		333	280,000	70%	400,000	$1,995,000	$5	($124,408,781)	($311)
C1	1.15	Multifamily - Highrise	Multifamily	2025	2029	1	333	17	350			333	280,000	80%	350,000	$4,239,375	$12	($164,606,005)	($470)
B1	0.98	Multifamily - Midrise	Multifamily	2025	2029	1	309	16	325			309	260,000	80%	325,000	$3,936,563	$12	($147,165,385)	($453)
K2	1.125	Office - T3	Office	2024	2028	1		0	0			0	200,000	90%	222,222	$1,400,000	$6	($107,620,822)	($484)
U1	1	Office - T3	Office	2024	2028	1		0	0			0	200,000	90%	222,222	$1,400,000	$6	($107,620,822)	($484)
B2	0.98	Senior Living	Senior Living	2025	2028	1		0	0		200	200	160,000	65%	246,154	$1,300,000	$5	($115,992,477)	($471)
G1	0.665	Entertainment	Entertainment	2025	2028	1		0	0			0	50,000	100%	50,000	$350,000	$7	($18,192,721)	($364)
Q2	0.81	Hotel - Limited Service	Hotel	2026	2031	1		0	0	175		175	140,000	70%	200,000	$1,076,250	$5	($50,022,512)	($250)
J1	0.965	Multifamily - Midrise	Multifamily	2027	2031	1	309	16	325			309	260,000	80%	325,000	$4,135,851	$13	($157,673,677)	($485)
V1	1.155	Office - T3	Office	2027	2031	1		0	0			0	200,000	90%	222,222	$1,470,875	$7	($115,588,964)	($520)
K1	1.125	Multifamily - Micro Units	Multifamily	2028	2032	1	380	20	400			380	320,000	80%	400,000	$5,217,535	$13	($125,938,132)	($315)
D2	1.07	Multifamily - Midrise	Multifamily	2029	2033	1	309	16	325			309	260,000	80%	325,000	$4,345,228	$13	($167,276,004)	($515)
J2	0.965	Multifamily - Midrise	Multifamily	2030	2034	2	309	16	325			309	260,000	80%	325,000	$4,453,859	$14	($172,294,284)	($530)
F2	1.2	Office - Trophy	Office	2030	2034	2		0	0			0	400,000	90%	444,444	$3,167,943	$7	($245,906,264)	($553)
O	1.67	Senior Living	Senior Living	2030	2033	2		0	0		200	200	160,000	65%	246,154	$1,470,831	$6	($142,656,116)	($580)
E	2.1	Multifamily - Midrise	Multifamily	2031	2035	2	309	16	325			309	260,000	80%	325,000	$4,565,206	$14	($177,463,112)	($546)
I	1.06	Multifamily - Highrise	Multifamily	2032	2036	2	333	18	351			333	280,000	80%	350,000	$5,039,285	$14	($204,449,156)	($584)
V2	1.155	Hotel - Limited Service	Hotel	2032	2037	2		0	0	175		175	140,000	70%	200,000	$1,248,120	$6	($59,729,496)	($299)
P	1.53	Multifamily - Highrise	Multifamily	2034	2038	2	333	18	351			333	280,000	80%	350,000	$5,294,398	$15	($216,900,110)	($620)
N	1.45	Multifamily - Highrise	Multifamily	2035	2039	2	333	18	351			333	280,000	80%	350,000	$5,426,758	$16	($223,407,113)	($638)
U2	1	Office - T3	Office	2035	2039	2		0	0			0	200,000	90%	222,222	$1,792,118	$8	($146,424,641)	($659)
M1	1.1	Senior Living	Senior Living	2037	2040	3		0	0		200	200	160,000	65%	246,154	$1,748,355	7	($170,338,862)	($692)
M2	0.5	Multifamily - Midrise	Multifamily	2037	2041	3	309	16	325			309	260,000	80%	325,000	$5,294,239	$16	($211,900,237)	($652)
L2	1.1	Multifamily - Micro Units	Multifamily	2038	2042	3	380	20	400			380	320,000	80%	400,000	$6,678,886	$17	($169,250,318)	($423)
D1	1.07	Office - T3	Office	2040	2043	3		0	0			0	200,000	90%	222,222	$2,027,617	$9	($167,766,811)	($755)
L1	1.1	Multifamily - Midrise	Multifamily	2041	2043	3	309	16	325			309	260,000	80%	325,000	$5,843,849	$18	($177,730,717)	($547)
Q1	1.83	Multifamily - Midrise	Multifamily	2042	2043	3	309	16	325			309	260,000	80%	325,000	$5,989,945	$18	($70,173,979)	($216)
R	2.15	Multifamily - Midrise	Multifamily	2043	2043	3	309	16	325			309	260,000	80%	325,000	$6,139,694	$19	($4,897,269)	($15)
	33.155	**TOTAL**					**4,873**	**256**	**5,129**				**6,590,000**		**8,269,017**	**$97,047,780**	**$12**		

1. Hines Initial Offer			
Phase 1 Total LV			
2.5% Future Escalation	**$30,886,107**		
5% Future Escalation	**$32,020,558**		
Assumptions	**LV Per Unit / Key / RSF**	**Affordable Housing Share**	
MF Market Rate	$12,500	Share of total units	5%
Hotel	$6,000	Split of affordable units	
Senior Living	$6,500	80% AMI	50%
Office	$7	120% AMI	50%
Entertainment	$7		

2. Hines Initial Offer - HR&A MF RLV Findings			
Phase 1 Total LV			
2.5% Future Escalation	**$39,900,040**		
5% Future Escalation	**$41,460,906**		
Assumptions	**LV Per Unit / Key / RSF**	**Affordable Housing Share**	
MF Market Rate	$18,000	Share of total units	5%
Hotel	$6,000	Split of affordable units	
Senior Living	$6,500	80% AMI	50%
Office	$7	120% AMI	50%
Entertainment	$7		

3. Hines Initial Offer - HR&A MF RLV Findings Updated Affordable Share			
Phase 1 Total LV			
2.5% Future Escalation	**$30,166,709**		
5% Future Escalation	**$31,267,129**		
Assumptions	**LV Per Unit / Key / RSF**	**Affordable Housing Share**	
MF Market Rate	$12,331	Share of total units	7.5%
Hotel	$6,000	Split of affordable units	
Senior Living	$6,500	80% AMI	50%
Office	$7	120% AMI	50%
Entertainment	$7		

4. Hines Initial Offer - HR&A MF RLV Findings Updated Affordable Share			
Phase 1 Total LV			
2.5% Future Escalation	**$20,538,111**		
5% Future Escalation	**$21,183,039**		
Assumptions	**LV Per Unit / Key / RSF**	**Affordable Housing Share**	
MF Market Rate	$6,723	Share of total units	10.0%
Hotel	$6,000	Split of affordable units	
Senior Living	$6,500	80% AMI	50%
Office	$7	120% AMI	50%
Entertainment	$7		

INTERNAL HR&A RLV DRAFT - [illegible]

Start Year	[illegible]	End Year	Source
Phase 1	2024	2027	*Proposal page 108*
Phase 2	2028	2029	

Responsible Party	Phase 1 Total	Phase 2 Total	Total
City	$0	$0	$0
Hines	$66,175,796	$84,227,863	$150,403,659

Phase 1 Infra Total Investment	$66,175,796
Phase 1a Development Program	2,155,648
Investment / GSF	**$30.70**
Phase 2 Infra Total Investment	$84,227,863
Phase 1b Development Program	1,741,515
Investment / GSF	**$48.36**

NON STADIUM INFRA INVESTMENT	Investment	Responsible Party	Start Year	End Year	*Year* 2023	2024	2025	2026	2027	2028	2029
Phase 1		*Select one*									
Public Access Improvements											
Roads & Utilities	$36,328,775	Hines	2024	2027	$0	$9,082,194	$9,082,194	$9,082,194	$9,082,194	$0	$0
Hardscape	$2,121,578	Hines	2024	2027	$0	$530,395	$530,395	$530,395	$530,395	$0	$0
Streetscape, Landscape, Site Furnishings	$13,438,723	Hines	2024	2027	$0	$3,359,681	$3,359,681	$3,359,681	$3,359,681	$0	$0
Public Amenity											
Trail Enhancements	$11,429,376	Hines	2024	2027	$0	$2,857,344	$2,857,344	$2,857,344	$2,857,344	$0	$0
Booker Creek	$2,857,344	Hines	2024	2027	$0	$714,336	$714,336	$714,336	$714,336	$0	$0
Phase 2											
Public Access Improvements											
Roads & Utilities	$49,986,339	Hines	2028	2029	$0	$0	$0	$0	$0	$24,993,170	$24,993,170
Hardscape	$2,907,878	Hines	2028	2029	$0	$0	$0	$0	$0	$1,453,939	$1,453,939
Streetscape, Landscape, Site Furnishings	$17,763,547	Hines	2028	2029	$0	$0	$0	$0	$0	$8,881,774	$8,881,774
Public Amenity											
Park Space, Underpass Renovations	$13,570,099	Hines	2028	2029	$0	$0	$0	$0	$0	$6,785,050	$6,785,050
TOTAL	**$150,403,659**				**$0**	**$16,543,949**	**$16,543,949**	**$16,543,949**	**$16,543,949**	**$42,113,932**	**$42,113,932**

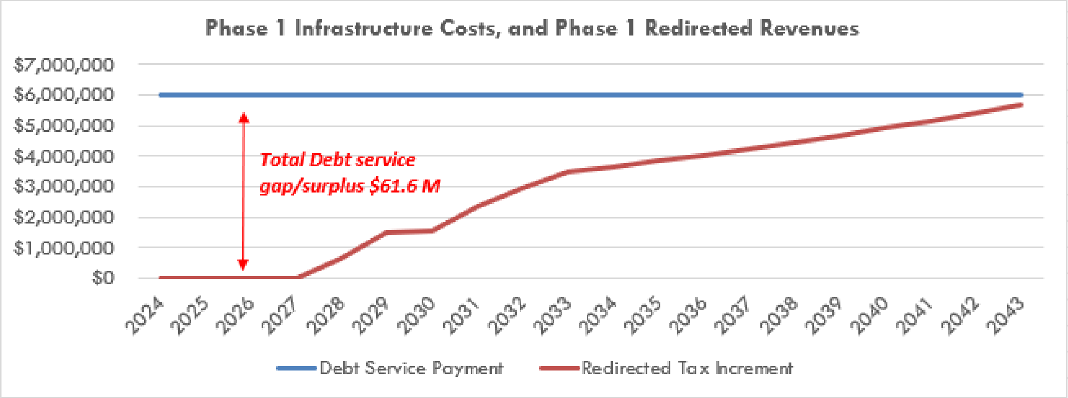
Infrastructure Financing Scenarios

Term	20 Years
Interest Rate	6.50%
Participation Rate	50%

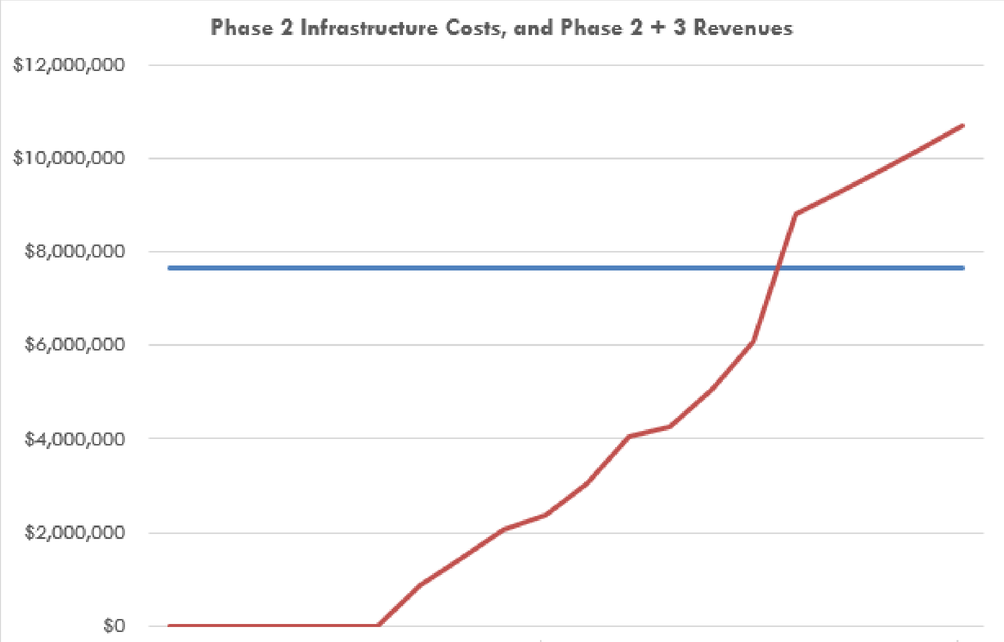
Costs	**Phase 1**	**Phase 2**	**Phase 2**
Infrastructure	$66,175,796	$84,227,863	$84,227,863
Annual Debt Service	($6,005,877)	($7,644,217)	($7,644,217)
Total Debt	**($120,117,534)**	**($152,884,345)**	**($152,884,345)**

Revenue Sources	**Phase 1**	**Phase 2 + 3**	**All Phases**
Hines Proposed Land Value	$30,456,872	$65,156,909	
HR&A Estimated Land Value*	$83,579,390	$137,810,232	
City Property Tax Increment Redirected (20 YR)	$58,482,519	$77,851,212	$162,040,419
County Property Tax Increment Total (20 YR)	$102,486,470	$95,349,421	$283,964,349

*note this is excludes the $50M in commu



> Total debt service gap / surplus
($61,635,015)



Levers

Revenues (based on participation share)

HR&A Assumptions

CRA Growth Rate: 5%

Capturable Start Ye: 2032

		City Revenues (Property Taxes)			
		Phase 1	Phase 2	Phase 3	City Total
1	2024	$0	$0	$0	$0
2	2025	$0	$0	$0	$0
3	2026	$0	$0	$0	$0
4	2027	$0	$0	$0	$0
5	2028	$1,712,477	$0	$0	$1,712,477
6	2029	$3,375,624	$0	$0	$3,375,624
7	2030	$3,544,405	$0	$0	$3,544,405
8	2031	$5,096,846	$0	$0	$5,096,846
9	2032	$6,246,718	$0	$0	$6,246,718
10	2033	$7,322,626	$0	$0	$7,322,626
11	2034	$10,030,251	$2,341,493	$0	$12,371,744
12	2035	$11,617,334	$3,544,139	$0	$15,161,473
13	2036	$13,150,126	$4,673,271	$0	$17,823,396
14	2037	$14,244,716	$5,344,019	$0	$19,588,735
15	2038	$16,006,449	$6,660,716	$0	$22,667,165
16	2039	$18,435,426	$8,622,407	$0	$27,057,832
17	2040	$20,314,566	$9,053,527	$957,369	$30,325,462
18	2041	$22,458,438	$9,506,203	$2,133,381	$34,098,022
19	2042	$25,039,268	$9,981,513	$3,697,959	$38,718,740
20	2043	$30,914,826	$10,480,589	$8,506,451	$49,901,865
21	2044	$32,460,567	$11,004,618	$8,931,773	$52,396,959
22	2045	$34,083,595	$11,554,849	$9,378,362	$55,016,807
23	2046	$35,787,775	$12,132,592	$9,847,280	$57,767,647
24	2047	$37,577,164	$12,739,221	$10,339,644	$60,656,029

	County Revenues (Property Taxes)			
	Phase 1	Phase 2	Phase 3	County Total
2024	$0	$0	$0	$0
2025	$0	$0	$0	$0
2026	$0	$0	$0	$0
2027	$0	$0	$0	$0
2028	$1,085,057	$0	$0	$1,085,057
2029	$2,590,672	$0	$0	$2,590,672
2030	$2,720,205	$0	$0	$2,720,205
2031	$4,121,454	$0	$0	$4,121,454
2032	$5,150,976	$0	$0	$5,150,976
2033	$6,111,030	$0	$0	$6,111,030
2034	$6,416,582	$1,496,964	$0	$7,913,546
2035	$6,737,411	$2,570,565	$0	$9,307,976
2036	$7,074,281	$3,574,888	$0	$10,649,169
2037	$7,427,995	$4,155,761	$0	$11,583,756
2038	$7,799,395	$5,329,112	$0	$13,128,508
2039	$8,189,365	$7,093,971	$0	$15,283,336
2040	$8,598,833	$7,448,670	$0	$16,047,503
2041	$9,028,775	$7,821,103	$1,037,921	$17,887,799
2042	$9,480,214	$8,212,159	$2,431,129	$20,123,501
2043	$9,954,224	$8,622,766	$6,806,509	$25,383,500
2044	$10,451,936	$9,053,905	$7,146,835	$26,652,675
2045	$10,974,532	$9,506,600	$7,504,176	$27,985,309
2046	$11,523,259	$9,981,930	$7,879,385	$29,384,574
2047	$12,099,422	$10,481,027	$8,273,355	$30,853,803

	CRA Future Growth		
	CRA City Share	County Share	CRA Future Growth
2024	$9,255,937	$6,835,634.00	$0
2025	$9,928,489	$7,332,323.00	$0
2026	$10,594,880	$7,824,461.00	$0
2027	$11,361,035	$8,390,276.00	$0
2028	$12,180,820	$8,995,699.00	$0
2029	$12,992,701	$9,595,284.00	$0
2030	$13,926,581	$10,284,967.00	$0
2031	$14,925,833	$9,726,976.00	$0
2032	$15,915,057	$10,213,324.80	$4,774,517
2033	$16,710,810	$10,723,991.04	$5,013,243
2034	$17,546,350	$11,260,190.59	$5,263,905
2035	$18,423,668	$11,823,200.12	$5,527,100
2036	$19,344,851	$12,414,360.13	$5,803,455
2037	$20,312,094	$13,035,078.13	$6,093,628
2038	$21,327,699	$13,686,832.04	$6,398,310
2039	$22,394,083	$14,371,173.64	$6,718,225
2040	$23,513,788	$15,089,732.32	$7,054,136
2041	$24,689,477	$15,844,218.94	$7,406,843
2042	$25,923,951	$16,636,429.89	$7,777,185
2043	$27,220,148	$17,468,251.38	$8,166,045

INTERNAL HR&A RLV DRAFT -

Infrastructure Data		Phase 1				Phase		
	2023	2024	2025	2026	2027	2028	2029	TOTAL
Total Infra Costs	$0	$16,543,949	$16,543,949	$16,543,949	$16,543,949	$42,113,932	$42113,932	**$150,403,659**
Phase 1 Total	$66,175,796							
Phase 2 Total	$84,227,863							

Infra Cost Sharing Scenarios											
City	100%	> *Select*									
Hines	0%										
						PHASE 1					
		1	2	3	4	5	6	7	8	9	10
City Cost Scenarios	**TOTAL**	**2024**	**2025**	**2026**	**2027**	**2028**	**2029**	**2030**	**2031**	**2032**	**2033**
Total City Infra Costs	**$150,403,659**	$16,543,949	$16,543,949	$16,543,949	$16,543,949	$42,113,932	$42,113,932	$0	$0	$0	$0
Phase 1 Infra Costs	**$66,175,796**	$16,543,949	$16,543,949	$16,543,949	$16,543,949						
Phase 2 Infra Costs	**$84,227,863**					$42,113,932	$42,113,932				
FISCAL REVENUE											
Fiscal Revenue Inflation Modeled	5.00%	> *Toggle on cumulative tax tab*									
City Revenues		$0	$0	$0	$0	$1,238,347	$2,956,664	$3,104,497	$4,703,704	$5,878,670	$6,974,354
Cumulative Taxes			$0	$0	$0	$1,238,347	$4,195,010	$7,299,507	$12,003,211	$17,881,881	$24,856,234
Phase 1 Revenues		$0	$0	$0	$0	$1,238,347	$2,956,664	$3,104,497	$4,703,704	$5,878,670	$6,974,354
Phase 2 Revenues											
Phase 3 Revenues											
County Revenues		$0	$0	$0	$0	$1,085,057	$2,590,672	$2,720,205	$4,121,454	$5,150,976	$6,111,030
Cumulative Taxes			$0	$0	$0	$1,085,057	$3,675,729	$5,310,877	$6,841,659	$9,272,430	$11,262,006
Phase 1 Revenues		$0	$0	$0	$0	$1,085,057	$2,590,672	$2,720,205	$4,121,454	$5,150,976	$6,111,030
Phase 2 Revenues											
Phase 3 Revenues											
Other Revnue Considerations											
CRA Fund Balance		$31,558,334	$24,751,338	$24,379,480	$25,346,410	$27,226,021	$29,868,817	$33,394,506	$37,158,745	$36,204,800	$38,739,136
Potential Ground Lease Revenue		$0	$0	$0	$500,000	$4,449,437	$5,048,426	$5,149,394	$5,252,382	$6,059,969	$6,181,168

	PHASE 2							
	11	12	13	14	15	16	17	18
City Cost Scenarios	**2034**	**2035**	**2036**	**2037**	**2038**	**2039**	**2040**	**2041**
Total City Infra Costs	$0	$0	$0	$0	$0	$0	$0	$0
Phase 1 Infra Costs								
Phase 2 Infra Costs								
City Revenues	$9,031,516	$10,622,941	$12,153,609	$13,220,228	$14,983,211	$17,442,459	$18,314,582	$20,414,861
Cumulative Taxes	$33,887,750	$44,510,691	$56,664,300	$69,884,528	$84,867,739	$102,310,198	$120,624,780	$141,039,641
Phase 1 Revenues	$7,323,071	$7,689,225	$8,073,686	$8,477,370	$8,901,239	$9,346,301	$9,813,616	$10,304,297
Phase 2 Revenues	$1,708,444	$2,933,716	$4,079,923	$4,742,857	$6,081,972	$8,096,158	$8,500,966	$8,926,014
Phase 3 Revenues							$0	$1,184,551
County Revenues	$7,913,546	$9,307,976	$10,649,169	$11,583,756	$13,128,508	$15,283,336	$16,047,503	$17,887,799
Cumulative Taxes	$14,024,576	$17,221,521	$19,957,145	$22,232,925	$24,712,264	$28,411,844	$31,330,839	$33,935,302
Phase 1 Revenues	$6,416,582	$6,737,411	$7,074,281	$7,427,995	$7,799,395	$8,189,365	$8,598,833	$9,028,775
Phase 2 Revenues	$1,496,964	$2,570,565	$3,574,888	$4,155,761	$5,329,112	$7,093,971	$7,448,670	$7,821,103
Phase 3 Revenues							$0	$1,037,921
Other Revnue Considerations								
CRA Fund Balance	$41,450,876	$44,352,437						
Potential Ground Lease Revenue	$6,304,792	$6,430,888	$6,559,505	$6,856,299	$6,993,425	$7,133,293	$7,275,959	$7,421,478

Revenues vs Costs	Phase 1	Phase 2 + 3
Length of TIF (YR)	20	20
Cumulative Taxes	$116,965,039	
Participation Rate	50%	
Available to Redirect	$58,482,519	

INTERNAL HR&A RLV DRAFT - CONFIDENTIAL & PROPRIETARY

Property Tax Distribution

Authority	**Millage**	**%**
General Fund	4.7398	24%
Health Department	0.079	0%
EMS	0.8775	4%
School State Law	3.215	16%
School Local	2.748	14%
St Petersburg	6.525	33%
SW FLA Water Mangement	0.226	1%
Pinnelas County Planning Council	0.021	0%
Juvenille Welfare Board	0.8508	4%
Suncoast Transit Authority	0.75	4%
	20.0321	

Taxing Authorities Groupes	
County	29%
City	33%
School Local	14%
School State	16%
SW FLA Water Mangement	1%
Juvenille Welfare Board	4%
Suncoast Transit Authority	4%

Source: *https://pinellas.county-taxes.com/public/real_estate/parcels/R213407/bills/11952545?parcel=b99191e9-e368-11eb-94d1-005056815028*

INTERNAL HR&A RLV DRAFT - [illegible]												
	Base Case	0.336548328						Affordable Share of Units				
	Phase	Market Rate Total Q&A	Affordable Total Proposal	Affordable Share	Standalone Units (Proposa	Total			5.2%			
	1	1,640	86	5.0%	402	2,128	1,726		5.5%			
	2	1,617	86	5.0%	201	1,904	1,703		5.8%			
	3	1,616	84	4.9%	0	1,700	1,700		6.1%			
		4,873	256		603	5,732	5,129		6.4%			
									6.7%			
	Affordable Housing Scenarios			Select					7.0%			
	Phase	Market Rate Total Q&A	Affordable Total Proposal	Total Affordable Share	Affordable Workforce Split	Standalone Units (P	Total		7.3%			
	1	1,579	160	8.5%	50%	402	2,141	1739	7.6%			
	2	1,618	240	5.0%	50%	201	2,059	1858	7.9%			
	3	1,615		5.0%	50%		1,615	1615	8.2%			
		4,812	400			603	5,815		8.5%			
	Revenue	Phase 1	Phase 2	Phase 3								
	Rent Per Unit (monthly)											
	Market Rate Rent	$2,963	$2,963	$2,963								
	Affordable Rent	$1,232	$1,232	$1,232				AMI	Rent Limit (1BR)			
	Workforce Rent	$1,834	$1,834	$1,834				60%	$924			
								80%	$1,232			
	1							120% (Workf	$1,834	$1,533		
	Total Rent Per Phase (Mo)											
	Market Rate Rent	$4,679,902	$4,794,167	$4,785,721								
	Affordable Rent	$98,560	$147,840	$0			Highrise / Midrise	Hines Data	2022 AMI	2024 AMI	Monthly Rent	Annual Rents
	Workforce Rent	$146,720	$220,080	$0				80%	$46,000	$47,610	$1,256	$15,072
								100%	$57,500	$59,513	$1,570	$18,840
	Total Revenue	$4,925,182	$5,162,087	$4,785,721				120%	$69,000	$71,415	$1,884	$22,608
	Total Revenue Per Unit	$2,831.7	$2,778.5	$2,963.3								
	Total Revenue Per NSF	$3.2	$3.1	$3.3				SF Per Unit	Rent Per SF $20:	Average		
							Midrise	933				
							80%		$1.35			
							120%		$2.02	$1.68		
							Highrise	877				
							80%		$1.43			
							120%		$2.15	$1.79		

Option 1

Description	
Phase 1 Infra Costs	Hines pays for phase 1 infra upfront
	TIF funding, supplemented by CRA
Phase 2 Infra Costs	Hines pays for phase 2 infra upfront
	Costs are then reimbursed from Phase 2 TIF funding
Risk Consideration	Based on performance of phase 1 AND 2 development program
	Hines will have to be willing to pay upfront

Assumptions	
Phase 1 Costs	$66,175,796
Phase 2 Costs	$84,227,863
Interest	6.5%
Term	20
Participation Rate - Redirection of Incremental City Pr	50%
Phase 1 Proposed LV	$30,456,872
Phase 2+3 Proposed LV	$65,156,909

Findings	Phase 1		Phase 2	
Land Value		$30,456,872	$65,156,909	
Total Years with Pre Revenue		4	6	
Total Debt Incurred Pre Revenue		($24,023,507)	($45,865,303)	
Year Redirected Revenue Exceeds Debt Service	N/A		16	<-- put in actual year
Annual Debt Service		($6,005,877)	($7,644,217)	
Total Debt Service		($120,117,534)	($152,884,345)	
Principal Share		55%	55%	
Total Tax Increment Redirected to the Project		$58,482,519	$77,851,212	
Net Property Tax Benefit to the City		$58,482,519	$77,851,212	
Debt Service Gap/Surplus		($61,635,015)	($75,033,133)	
Max City Contribution		$88,939,391	$143,008,121	
Delta		($31,178,143)	($9,876,223)	

Phase 1

City Redirection - Sensitivities - Participation + Period

	15	20	25	30
25%	$16,330,207	$29,241,260	$45,719,399	$66,750,144
50%	$32,660,413	$58,482,519	$91,438,798	$133,500,288
75%	$48,990,620	$87,723,779	$137,158,196	$200,250,432
100%	$65,320,826	$116,965,039	$182,877,595	$267,000,576

Phase 1

Total Debt Payments Sensitivities - Interest Rate + Term

($120,117,534)	4.25%	5.00%	5.75%	6.50%
15	($121,128,740)	($127,510,551)	($134,055,633)	($140,759,601)
20	($99,554,649)	#########	($113,059,361)	($120,117,534)
25	($86,974,218)	($93,906,707)	($101,087,720)	($108,503,795)
30	($78,879,228)	($86,096,610)	($93,594,068)	($101,351,464)

Option 2

Description	
Phase 1 Infra Costs	Publicly fund phase 1 from the CRA or other sources so its paid for upfront
Phase 2 Infra Costs	Hines pays for the infra and is then reimbursed from phase 1 TIF revenue
Risk Consideration	Pool of funding for phase 2 infra will already be established
	City is offering more subsidy and less risk

Assumptions	
Phase 1 Costs	$66,175,796
Phase 2 Costs	$84,227,863
Interest	6.5%
Term	20
Redirection of City Revenue	50%
Phase 1 Proposed LV	$30,456,872
Phase 2 Proposed LV	$65,156,909

Findings	Phase 2 Only
Land Value	
Total Years with Pre Revenue	
Total Debt Incurred Pre Revenue	
Year Redirected Revenue Exceeds De	12
Annual Payment to Cover Costs	($7,644,217)
Debt Service for Phase 2 Costs	($152,884,345)
Principal Share	55%
Total Redirected to the Project	$162,040,419
Net Property Tax Benefit to the City	$162,040,419
Debt Service Gap/Surplus	$9,156,075
Max City Contribution	$227,197,329
Delta	$9,156,075
Net Property Tax Benefit to City	$162,040,419

Costs	Phase 1	Phase 2	Phase 2
Infrastructure			
Annual Debt Service			
Total Debt			

Revenue Sources	Phase 1	Phase 2	All Phases
Hines Proposed Land Value			
HR&A Estimated Land Value			
City Property Tax Increment Total			

Timing Chart

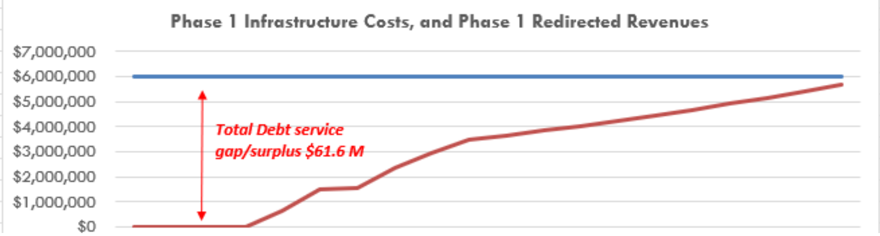
Infrastructure Financing Scenarios

Term	20 Years
Interest Rate	6.50%
Participation Rate	50%

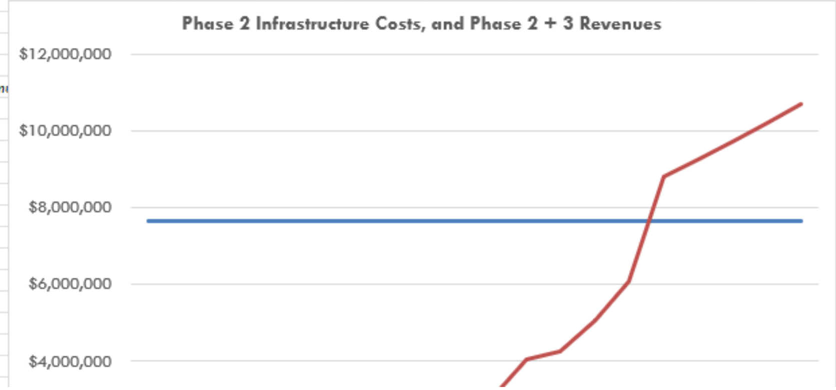
Costs	**Phase 1**	**Phase 2**	**Phase 2**
Infrastructure	$66,175,796	$84,227,863	$84,227,863
Annual Debt Service	($6,005,877)	($7,644,217)	($7,644,217)
Total Debt	**($120,117,534)**	**($152,884,345)**	**($152,884,345)**

Revenue Sources	**Phase 1**	**Phase 2 + 3**	**All Phases**
Hines Proposed Land Value	$30,456,872	$65,156,909	
HR&A Estimated Land Value*	$83,579,390	$137,810,232	
City Property Tax Increment Redirected (20 YR)	$58,482,519	$77,851,212	$162,040,419
County Property Tax Increment Total (20 YR)	$102,486,470	$95,349,421	$283,964,349

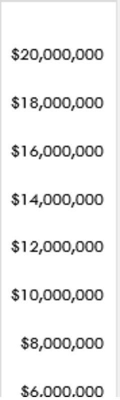
*note this is excludes the $50M in commu



> Total debt service gap / surplus
($61,635,015)



> Total debt service gap / surplus
($75,033,133)



OLDSummary				
Phase 1 Uses			**Phase 2 Uses**	
Upfront Infrastructure Payment	$66,175,796		Phase 2 Infrastructure Payments	($16,735,866)
Phase 1 Sources			NPV	($10,000,000)
Phase 1 Land Value	$57,093,308		**Phase 2 Sources**	
Required Additional Sources	$9,082,488		Tax Revenues	$283,224,264
			Land Value Required	$3,347,173
			IRR	

> redirected total that is contributed, based on scenarios below

> return to Hines if they agree to pay for phase 2 then get reimbursed

Land Value Summary			
Scenario	Based on Current Ca:	Hines Land Value	HR&A Land Value Less Community Benefits
Total LV Dedicated to Phase 1 Costs	$57,093,308	($66,175,796)	($66,175,796)
Remaining LV	$83,279,526	$29,437,985	$155,213,827
LV Needed to Support Phase 2 Fina	($3,347,173)	($3,347,173)	($3,347,173)
Remaining LV	**$79,932,352**	**$26,090,812**	**$151,866,653**

City Participation	30%
County Participatio	0%
CRA Growth Rate	5%
Capturable Start Ye	2032

Revenues (based on participation share)

HR&A Assumptions

City Revenues (Property Taxes)

		Phase 1	Phase 2	Phase 3	City Total
1	2024	$0	$0	$0	$0
2	2025	$0	$0	$0	$0
3	2026	$0	$0	$0	$0
4	2027	$0	$0	$0	$0
5	2028	$1,712,477	$0	$0	$1,712,477
6	2029	$3,375,624	$0	$0	$3,375,624
7	2030	$3,544,405	$0	$0	$3,544,405
8	2031	$5,096,846	$0	$0	$5,096,846
9	2032	$6,246,718	$0	$0	$6,246,718
10	2033	$7,322,626	$0	$0	$7,322,626
11	2034	$10,030,251	$2,341,493	$0	$12,371,744
12	2035	$11,617,334	$3,544,139	$0	$15,161,473
13	2036	$13,150,126	$4,673,271	$0	$17,823,396
14	2037	$14,244,716	$5,344,019	$0	$19,588,735
15	2038	$16,006,449	$6,660,716	$0	$22,667,165
16	2039	$18,435,426	$8,622,407	$0	$27,057,832
17	2040	$20,314,566	$9,053,527	$957,369	$30,325,462
18	2041	$22,458,438	$9,506,203	$2,133,381	$34,098,022
19	2042	$25,039,268	$9,981,513	$3,697,959	$38,718,740
20	2043	$30,914,826	$10,480,589	$8,506,451	$49,901,865
21	2044	$32,460,567	$11,004,618	$8,931,773	$52,396,959
22	2045	$34,083,595	$11,554,849	$9,378,362	$55,016,807
23	2046	$35,787,775	$12,132,592	$9,847,280	$57,767,647
24	2047	$37,577,164	$12,739,221	$10,339,644	$60,656,029

County Revenues (Property Taxes)

	Phase 1	Phase 2	Phase 3	County Total
2024	$0	$0	$0	$0
2025	$0	$0	$0	$0
2026	$0	$0	$0	$0
2027	$0	$0	$0	$0
2028	$1,085,057	$0	$0	$1,085,057
2029	$2,590,672	$0	$0	$2,590,672
2030	$2,720,205	$0	$0	$2,720,205
2031	$4,121,454	$0	$0	$4,121,454
2032	$5,150,976	$0	$0	$5,150,976
2033	$6,111,030	$0	$0	$6,111,030
2034	$6,416,582	$1,496,964	$0	$7,913,546
2035	$6,737,411	$2,570,565	$0	$9,307,976
2036	$7,074,281	$3,574,888	$0	$10,649,169
2037	$7,427,995	$4,155,761	$0	$11,583,756
2038	$7,799,395	$5,329,112	$0	$13,128,508
2039	$8,189,365	$7,093,971	$0	$15,283,336
2040	$8,598,833	$7,448,670	$0	$16,047,503
2041	$9,028,775	$7,821,103	$1,037,921	$17,887,799
2042	$9,480,214	$8,212,159	$2,431,129	$20,123,501
2043	$9,954,224	$8,622,766	$6,806,509	$25,383,500
2044	$10,451,936	$9,053,905	$7,146,835	$26,652,675
2045	$10,974,532	$9,506,600	$7,504,176	$27,985,309
2046	$11,523,259	$9,981,930	$7,879,385	$29,384,574
2047	$12,099,422	$10,481,027	$8,273,355	$30,853,803

CRA Future Growth

	CRA City Share	County Share	CRA Future Growth
2024	$9,255,937	$6,835,634.00	$0
2025	$9,928,489	$7,332,323.00	$0
2026	$10,594,880	$7,824,461.00	$0
2027	$11,361,035	$8,390,276.00	$0
2028	$12,180,820	$8,995,699.00	$0
2029	$12,992,701	$9,595,284.00	$0
2030	$13,926,581	$10,284,967.00	$0
2031	$14,925,833	$9,726,976.00	$0
2032	$15,915,057	$10,213,324.80	$4,774,517
2033	$16,710,810	$10,723,991.04	$5,013,243
2034	$17,546,350	$11,260,190.59	$5,263,905
2035	$18,423,668	$11,823,200.12	$5,527,100
2036	$19,344,851	$12,414,360.13	$5,803,455
2037	$20,312,094	$13,035,078.13	$6,093,628
2038	$21,327,699	$13,686,832.04	$6,398,310
2039	$22,394,083	$14,371,173.64	$6,718,225
2040	$23,513,788	$15,089,732.32	$7,054,136
2041	$24,689,477	$15,844,218.94	$7,406,843
2042	$25,923,951	$16,636,429.89	$7,777,185
2043	$27,220,148	$17,468,251.38	$8,166,045

INTERNAL HR&A RLY DRAFT -

Infrastructure Data		Phase 1				Phase 2		
	2023	2024	2025	2026	2027	2028	2029	TOTAL
Total Infra Costs	$0	$16,543,949	$16,543,949	$16,543,949	$16,543,949	$42,113,932	$42,113,932	$150,403,659
Phase 1 Total	$66,175,796							
Phase 2 Total	$84,227,863							

Infra Cost Sharing Scenarios

City	100%	> Select
Hines	0%	

		PHASE 1					
		1	2	3	4	5	6
City Cost Scenarios	TOTAL	2024	2025	2026	2027	2028	2029
Total City Infra Costs	$150,403,659	$16,543,949	$16,543,949	$16,543,949	$16,543,949	$42,113,932	$42,113,932
Phase 1 Infra Costs	$66,175,796	$16,543,949	$16,543,949	$16,543,949	$16,543,949		
Phase 2 Infra Costs	$84,227,863					$42,113,932	$42,113,932
FISCAL REVENUE							
Fiscal Revenue Inflation Modeled	5.00%	>Toggle on cumulative tax tab					
City Revenues		$0	$0	$0	$0	$1,238,347	$2,956,664
Cumulative Taxes			$0	$0	$0	$1,238,347	$4,195,010
Phase 1 Revenues		$0	$0	$0	$0	$1,238,347	$2,956,664
Phase 2 Revenues							
Phase 3 Revenues							
County Revenues		$0	$0	$0	$0	$1,085,057	$2,590,672
Cumulative Taxes			$0	$0	$0	$1,085,057	$3,675,729
Phase 1 Revenues		$0	$0	$0	$0	$1,085,057	$2,590,672
Phase 2 Revenues							
Phase 3 Revenues							
Other Revenue Considerations							
CRA Fund Balance		$31,558,334	$24,751,338	$24,379,480	$25,346,410	$27,226,021	$29,868,817
Potential Ground Lease Revenue		$0	$0	$0	$500,000	$4,449,437	$5,048,426

					PHASE 2							
	7	8	9	10	11	12	13	14	15	16	17	18
City Cost Scenarios	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041
Total City Infra Costs	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Phase 1 Infra Costs												
Phase 2 Infra Costs												
FISCAL REVENUE												
Fiscal Revenue Inflation Modeled												
City Revenues	$3,104,497	$4,703,704	$5,878,670	$6,974,354	$9,031,516	$10,622,941	$12,153,609	$13,220,228	$14,983,211	$17,442,459	$18,314,582	$20,414,861
Cumulative Taxes	$7,299,507	$12,003,211	$17,881,881	$24,856,234	$33,887,750	$44,510,691	$56,664,300	$69,884,528	$84,867,739	$102,310,198	$120,624,780	$141,039,641
Phase 1 Revenues	$3,104,497	$4,703,704	$5,878,670	$6,974,354	$7,323,071	$7,689,225	$8,073,686	$8,477,370	$8,901,239	$9,346,301	$9,813,616	$10,304,297
Phase 2 Revenues					$1,708,444	$2,933,716	$4,079,923	$4,742,857	$6,081,972	$8,096,158	$8,500,966	$8,926,014
Phase 3 Revenues											$0	$1,184,551
County Revenues	$2,720,205	$4,121,454	$5,150,976	$6,111,030	$7,913,546	$9,307,976	$10,649,169	$11,583,756	$13,128,508	$15,283,336	$16,047,503	$17,887,799
Cumulative Taxes	$5,310,877	$6,841,659	$9,272,430	$11,262,006	$14,024,576	$17,221,521	$19,957,145	$22,232,925	$24,712,264	$28,411,844	$31,330,839	$33,935,302
Phase 1 Revenues	$2,720,205	$4,121,454	$5,150,976	$6,111,030	$6,416,582	$6,737,411	$7,074,281	$7,427,995	$7,799,395	$8,189,365	$8,598,833	$9,028,775
Phase 2 Revenues					$1,496,964	$2,570,565	$3,574,888	$4,155,761	$5,329,112	$7,093,971	$7,448,670	$7,821,103
Phase 3 Revenues											$0	$1,037,921
Other Revenue Considerations												
CRA Fund Balance	$33,394,506	$37,158,745	$36,204,800	$38,739,136	$41,450,876	$44,352,437						
Potential Ground Lease Revenue	$5,149,394	$5,252,382	$6,059,969	$6,181,168	$6,304,792	$6,430,888	$6,559,505	$6,856,299	$6,993,425	$7,133,293	$7,275,959	$7,421,478

Revenues vs Costs	Phase 1	Phase 2 + 3
Length of TIF (YR)	20	20
Cumulative Taxes	$116,965,039	
Participation Rate	50%	
Available to Redirect	$58,482,519	

Cumulative GSF Delivery Schedule	TOTAL GSF	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043
Office	1,555,556	-	-	-	-	444,444	444,444	444,444	666,667	666,667	666,667	1,111,111	1,111,111	1,111,111	1,111,111	1,111,111	1,333,333	1,333,333	1,333,333	1,333,333	1,555,556
Multifamily	5,125,000	-	-	-	-	-	675,000	675,000	1,000,000	1,400,000	1,725,000	2,050,000	2,375,000	2,725,000	2,725,000	3,075,000	3,425,000	3,425,000	3,750,000	4,150,000	5,125,000
Multifamily Market Rate (85%)	4,356,250	-	-	-	-	-	573,750	573,750	850,000	1,190,000	1,466,250	1,742,500	2,018,750	2,316,250	2,316,250	2,613,750	2,911,250	2,911,250	3,187,500	3,527,500	4,356,250
Senior Living	738,462	-	-	-	-	246,154	246,154	246,154	246,154	246,154	246,154	492,308	492,308	492,308	492,308	492,308	492,308	738,462	738,462	738,462	738,462
Entertainment	50,000	-	-	-	-	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000
Hotel	800,000	-	-	-	-	400,000	400,000	400,000	600,000	600,000	600,000	600,000	600,000	600,000	800,000	800,000	800,000	800,000	800,000	800,000	800,000
Retail	400,000	-	-	-	-	-	187,500	187,500	187,500	187,500	187,500	187,500	312,500	312,500	312,500	312,500	312,500	312,500	312,500	312,500	400,000
Civic	50,000	-	-	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000
Hotel Room Calcs For Hotel Tax																					
Hotel Efficiency	70%																				
Hotel NSF	560,000	-	-	-	-	280,000	280,000	280,000	420,000	420,000	420,000	420,000	420,000	420,000	560,000	560,000	560,000	560,000	560,000	560,000	560,000
Total Hotel Rooms	700																				
SF Per Hotel Room	800																				
Cumulative Rooms	700	-	-	-	-	350	350	350	525	525	525	525	525	525	700	700	700	700	700	700	700

Annual Tax Revenue Based on Cumlative SF

Year		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
HR&A ASSUMPTIONS		2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043
Sales Tax		$0	$0	$0	$0	$0	$1,273,091	$1,336,745	$1,403,583	$1,473,762	$1,547,450	$1,624,822	$2,843,439	$2,985,611	$3,134,892	$3,291,636	$3,456,218	$3,629,029	$3,810,480	$4,001,004	$5,377,350
Hotel Tax		$0	$0	$0	$0	$1,089,699	$1,144,184	$1,201,394	$1,892,195	$1,986,805	$2,086,145	$2,190,452	$2,299,975	$2,414,973	$3,380,963	$3,550,011	$3,727,512	$3,913,887	$4,109,582	$4,315,061	$4,530,814
Property Tax (Total)		$0	$0	$0	$0	$5,257,395	$10,363,347	$10,881,514	$15,647,592	$19,177,760	$22,480,854	$30,793,408	$35,665,839	$40,371,591	$43,732,043	$49,140,656	$56,597,745	$62,366,807	$68,948,609	$76,871,896	$94,910,173
County		$0	$0	$0	$0	$1,500,497	$2,957,771	$3,105,660	$4,465,931	$5,473,465	$6,416,191	$8,788,652	$10,179,277	$11,522,331	$12,481,428	$14,025,083	$16,153,388	$17,799,918	$19,678,410	$21,939,771	$27,088,020
City		$0	$0	$0	$0	$1,712,477	$3,375,624	$3,544,405	$5,096,846	$6,246,718	$7,322,626	$10,030,251	$11,617,334	$13,150,126	$14,244,716	$16,006,449	$18,435,426	$20,314,566	$22,458,438	$25,039,268	$30,914,826
School Local		$0	$0	$0	$0	$721,209	$1,421,642	$1,492,724	$2,146,534	$2,630,802	$3,083,920	$4,224,234	$4,892,634	$5,538,168	$5,999,154	$6,741,107	$7,764,069	$8,555,468	$9,458,358	$10,545,273	$13,019,761
School State		$0	$0	$0	$0	$843,772	$1,663,239	$1,746,400	$2,511,320	$3,077,885	$3,608,006	$4,942,108	$5,724,097	$6,479,334	$7,018,661	$7,886,702	$9,083,509	$10,009,399	$11,065,728	$12,337,356	$15,232,362
SW FLA Water Mangement		$0	$0	$0	$0	$59,313	$116,918	$122,764	$176,534	$216,361	$253,627	$347,408	$402,378	$455,468	$493,380	$554,400	$638,530	$703,616	$777,871	$867,260	$1,070,766
Juvenille Welfare Board		$0	$0	$0	$0	$223,291	$440,150	$462,158	$664,582	$814,515	$954,803	$1,307,852	$1,514,794	$1,714,655	$1,857,380	$2,087,094	$2,403,810	$2,648,833	$2,928,374	$3,264,890	$4,031,009
Suncoast Transit Authority		$0	$0	$0	$0	$196,836	$388,003	$407,403	$585,844	$718,014	$841,681	$1,152,902	$1,335,326	$1,511,509	$1,637,324	$1,839,822	$2,119,014	$2,335,008	$2,581,430	$2,878,077	$3,553,428

Annual Tax Revenue Based on Cumlative SF

Year		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20
HINES ASSUMPTIONS		2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043
Sales Tax		$0	$0	$0	$0	$0	$1,273,091	$1,336,745	$1,403,583	$1,473,762	$1,547,450	$1,624,822	$2,843,439	$2,985,611	$3,134,892	$3,291,636	$3,456,218	$3,629,029	$3,810,480	$4,001,004	$5,377,350
Hotel Tax		$0	$0	$0	$0	$1,089,699	$1,144,184	$1,201,394	$1,892,195	$1,986,805	$2,086,145	$2,190,452	$2,299,975	$2,414,973	$3,380,963	$3,550,011	$3,727,512	$3,913,887	$4,109,582	$4,315,061	$4,530,814
Property Tax (Total)		$0	$0	$0	$0	$5,770,267	$11,344,931	$11,912,177	$17,104,228	$20,888,052	$24,430,927	$33,690,259	$39,037,955	$44,104,631	$47,651,735	$53,468,364	$61,710,960	$67,929,101	$75,016,937	$83,538,185	$103,250,612
County		$0	$0	$0	$0	$1,646,874	$3,237,922	$3,399,818	$4,881,665	$5,961,595	$6,972,756	$9,615,433	$11,141,703	$12,587,767	$13,600,135	$15,260,241	$17,612,735	$19,387,436	$21,410,353	$23,842,376	$29,468,439
City		$0	$0	$0	$0	$1,879,533	$3,695,353	$3,880,120	$5,571,312	$6,803,807	$7,957,817	$10,973,834	$12,715,724	$14,366,078	$15,521,467	$17,416,101	$20,100,939	$22,126,356	$24,435,057	$27,210,660	$33,631,533
School Local		$0	$0	$0	$0	$791,564	$1,556,296	$1,634,110	$2,346,355	$2,865,419	$3,351,430	$4,621,624	$5,355,220	$6,050,266	$6,536,857	$7,334,781	$8,465,499	$9,318,502	$10,290,810	$11,459,754	$14,163,901
School State		$0	$0	$0	$0	$926,084	$1,820,775	$1,911,814	$2,745,099	$3,352,374	$3,920,978	$5,407,031	$6,265,295	$7,078,459	$7,647,742	$8,581,267	$9,904,141	$10,902,105	$12,039,649	$13,407,245	$16,570,939
SW FLA Water Mangement		$0	$0	$0	$0	$65,100	$127,992	$134,392	$192,968	$235,657	$275,627	$380,090	$440,422	$497,584	$537,602	$603,224	$696,216	$766,369	$846,333	$942,469	$1,164,862
Juvenille Welfare Board		$0	$0	$0	$0	$245,074	$481,840	$505,932	$726,448	$887,154	$1,037,626	$1,430,887	$1,658,014	$1,873,205	$2,023,857	$2,270,899	$2,620,978	$2,885,073	$3,186,107	$3,548,020	$4,385,243
Suncoast Transit Authority		$0	$0	$0	$0	$216,038	$424,753	$445,991	$640,381	$782,047	$914,692	$1,261,360	$1,461,577	$1,651,273	$1,784,077	$2,001,851	$2,310,453	$2,543,259	$2,808,627	$3,127,662	$3,865,694

L HR&A RLV DRAFT -

Hines Assumptions

Use	Land Value Calc	Unit	Notes
Entertainment	$7	RSF	
Hotel	$6,000	Key	
Office	$7	RSF	
Senior Living	$6,500	Unit	
Multifamily	$12,500	Unit	LV only applied to market rate units
Escalation	2.50%	Annually starting in 2026	

	Land Value	Land Value / GSF	Phase 1 Land Value	Phase 2 Land Value	Phase 3 Land Value
Office	$11,258,554	$7.24	$4,270,875	$4,960,061	$2,027,617
Senior Living	$4,519,186	$6.12	$1,300,000	$1,470,831	$1,748,355
Entertainment	$350,000	$7.00	$350,000	$0	$0
Hotel	$4,322,370	$5.35	$3,074,250	$1,248,120	$0
Multifamily	$75,163,671	$15.70	$21,461,747	$24,324,029	$29,377,896
Retail	$0	$0	$0	$0	$0
Cultural	$0	$0	$0	$0	$0
Affordable Housing	$0	$0	$0	$0	$0
TOTAL	**$95,613,781**		**$30,456,872**	**$32,003,041**	**$33,153,869**
			$30,456,872	32003040.6	33153868.74
Share of Units that are affordable	5%		$0	$0	$0
Value of workforce/ affordbale ur	$0				

Ground Up Assumptions

Use	Land Value Calc	Unit	Notes
Entertainment	$144	Per Land SF	$6,281,768.23
Hotel	$43,493	Key	
Office	$79.95	Per Land SF	
Senior Living	$23,830	Unit	
Multifamily	$23,830	Unit	
Escalation	2.50%	Annually starting in 2026	

	Land Value	Land Value / GSF	Phase 1 Land Value	Phase 2 Land Value	Phase 3 Land Value
Office	$26,209,990	$16.85	$11,626,652	$9,186,384	$5,396,954
Senior Living	$16,568,032	$22.44	$4,766,000	$5,392,292	$6,409,740
Entertainment	$4,177,376	$83.55	$4,177,376	$0	$0
Hotel	$31,142,202	$38.56	$22,094,688	$9,047,514	$0
Multifamily	$143,292,023	$29.94	$40,914,674	$46,371,328	$56,006,021
Retail		$0	$0	$0	$0
Cultural	$0	$0	$0	$0	$0
Affordable Housing	$0	$0	$0	$0	$0
TOTAL	**$221,389,623**		**$83,579,390**	**$69,997,518**	**$67,812,715**

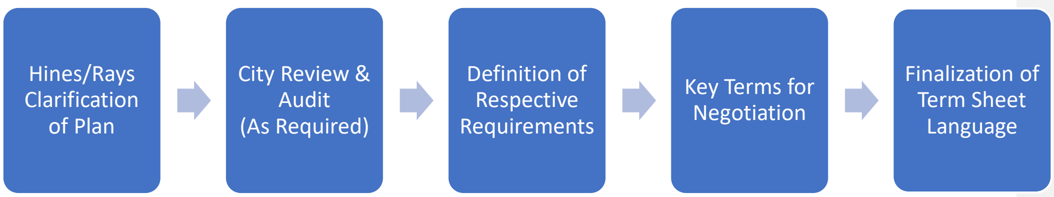
HR&A

February 17, 2023

St Pete Historic Gas Plant Negotiations | Internal Workshop

Overview

For each key topic:



Key Topics for Discussion

Infrastructure & Public Financing

Development Program

Affordable and Workforce Housing

Performance Standards and Guarantees

Jobs and Workforce Development

Other Community Benefits

Operations, Maintenance, and Capital Expenditures

Zoning and Land Use Controls

Land Valuation Methodology

Key Prospective Areas to Negotiate

Land price

Infrastructure program + limit cost overages

Percentage of onsite affordable, affordability term/length

Control over community benefits fund and $15M offsite housing fund

MWBE commitments

Performance guarantees / timing of delivery / penalties

Minimum program requirements

Upfront payment / skin in the game

Affordable housing developer

- Kickoff meeting – led by the City to create a schedule and agenda
  - Proposed process and intent
- Discuss key points in buckets
  - Sequence of topics becomes important
- Meeting cadence
  - In person at the end
  - Weekly?
  - 1-2 topics a meeting – a way to target analysis and prep

Sensitive deal terms that Hines-Rays will want to negotiate on:
- Flexibility
- Funding
- Subsidy available for housing

Levers the City has to use:
- TIF (project specific is unlikely)
- Zoning
- Public funding for the stadium

First meeting:

- They want infrastructure
  - Interested in them completing this on their own
- Land values (parcel, cost, schedule)
- Community benefits implementation

HR&A

February 21, 2023

Key Topics for Discussion

Infrastructure & Public Financing	Proposed infrastructure program	Projected cost of infrastructure program (with potential for City to review/audit)	Proposed phasing and guarantees	Proposed financing structure	Responsibility for risk and cost overruns		
Development Program	Program mix and required minimums	Proposed phasing and guarantees	Commercial affordability	Zoning requirements			
Affordable and Workforce Housing	Local qualifications	Number / percentage of onsite units (including minimum commitment)	AMI bands and unit typology (e.g., bedroom count)	Timing and integration into development	Affordability period	Financing approach and viability	Offsite affordable housing fund
Performance Standards and Guarantees	Project phasing & development rights for subsequent phases	Timing of pre-development, construction, and completion milestones	Guarantees, penalties, and remedies				
Jobs and Workforce Development	MWBE commitments	Workforce training programs / grants	Local hiring commitments				
Other Community Benefits	Delivery and timing of cultural uses / program components	Clarification over the uses of the Community Endowment	Clarification over governance of Community Endowment	Sustainability criteria	Affordable commercial space and overall tenant mix	Delivery and timing of open space	

Operations, Maintenance, and Capital Expenditures	Operations and maintenance of open space	Ongoing maintenance of the public realm	Ongoing maintenance of public infrastructure	
Zoning and Land Use Controls	Required zoning changes to permit program	Role of design guidelines or other non-zoning measures		
Land Valuation Methodology	Return metrics used/ appropriate return metrics	Timing and escalation assumptions	Clarification of current assumed value by parcel	Timing of payments

HR&A

March 1, 2023
Attendees: DF, CH, ADP, TS

Agenda | HGP Internal

1. Open Records + Communications

2. Schedule + Work Plan

- We should propose some version of a timeline internally w/ key milestones:
    a. Introduced all topic areas and represented each sides' priorities
    b. Complete initial round of "problem solving" on each priority/topic area
    c. Draft terms
    d. Final terms
    e. Draft development agreement
- Set internal/external meeting rhythm based on the above
- What do we want to get done in our meetings over next two weeks?
    a. Monday, March 6: Agree to defined process; review priorities
    b. Wednesday, March 15: Review financial model?

3. Negotiation Process

- Key Topics
    a. Outstanding questions from Monday's call
        i. Stadium deal vs. district deal
        ii. Infrastructure approach
        iii. What else?
    b. Laying out areas for discussion
- Approach to Working Groups/Topic Areas
    a. What can/can't happen in these sessions?
        i. Suggestion: Lay out priorities for each party- not rigid terms, but what is important
- Approach to Negotiating Business Terms
    a. Focus on creative problem solving: both sides expected to bring ideas out that help meet the other's priorities- what tools are available? How can things shift in one area to accommodate a priority in another area?
    b. Sample term sheets?

4. Financial Model

- Confirm necessary functionality and template choice
- Approach to assumptions

February 21, 2023

Key Topics for Discussion

Infrastructure & Public Financing	Proposed infrastructure program	Projected cost of infrastructure program (with potential for City to review/audit)	Proposed phasing and guarantees	Proposed financing structure	Responsibility for risk and cost overruns		
Development Program	Program mix and required minimums	Proposed phasing and guarantees	Commercial affordability	Zoning requirements			
Affordable and Workforce Housing	Local qualifications	Number / percentage of onsite units (including minimum commitment)	AMI bands and unit typology (e.g., bedroom count)	Timing and integration into development	Affordability period	Financing approach and viability	Offsite affordable housing fund
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Land Valuation Methodology	Return metrics used/ appropriate return metrics	Timing and escalation assumptions	Clarification of current assumed value by parcel	Timing of payments

Florida Housing Finance Corporation
2022 Qualified Allocation Plan
Low Income Housing Tax Credits Program

I. Introduction

Pursuant to Section 420.5099, Florida Statutes, the Florida Housing Finance Corporation (FHFC) is designated as the "housing credit agency" responsible for the allocation and distribution of Low Income Housing Tax Credits (Housing Credits) in Florida. As the allocating agency for the state, FHFC must distribute Housing Credits to Applicants pursuant to a Qualified Allocation Plan (QAP).

Section 42(m) of the Internal Revenue Code (IRC) requires each state allocating agency to adopt an allocation plan that includes certain priorities and selection criteria.

A. Preferences given when allocating Housing Credits:
- Serving the lowest-income tenants
- Serving qualified tenants for the longest periods
- Projects located in qualified census tracts

B. The following selection criteria will be considered when determining the allocation of Housing Credits:
- Project location
- Housing needs characteristics
- Projects characteristics including housing as part of a community revitalization plan
- Sponsor characteristics
- Tenant populations with special housing needs
- Public housing waiting lists
- Tenant populations of individuals with children
- Projects intended for eventual tenant ownership
- Energy efficiency of the projects
- Historic nature of the project

C. Provides a procedure that the agency will follow in monitoring for noncompliance with the provisions of Section 42, IRC, and in notifying the Internal Revenue Service of such noncompliance which such agency becomes aware of and in monitoring for noncompliance with habitability standards through regular site visits.

FHFC issues and allocates Competitive Housing Credits through competitive solicitation processes pursuant to Rule Chapter 67-60, F.A.C.

Prior to the issuance of a Housing Credit Allocation, a Development must be underwritten in accordance with Rule 67-48.0072, F.A.C., or as outlined in a competitive solicitation in order to determine the Development's feasibility, ability to proceed and the appropriate Housing Credit amount, if any. FHFC shall issue Housing Credits in an amount no greater than the amount

67-48.002(96), F.A.C.
67-21.002(89), F.A.C.

needed for the financial feasibility and viability of a Development throughout the Housing Credit compliance period. The issuance of Housing Credits or the determination of any allocation amount in no way represents or purports to warrant the feasibility or viability of the Development by FHFC.

All capitalized terms not otherwise defined herein have the meanings set forth in Rule Chapters 67-21, 67-48 and 67-60, Florida Administrative Code, or a competitive solicitation.

II. Competitive Housing Credits

The portion of the Allocation Authority (annual per capita allocation amount plus any unused Housing Credit carryovers allocated among certain States per Section 42, IRC, (National Pool) minus any applicable binding commitments) designated to be available within each respective competitive solicitation process at the time the Board approves the list of applications to award funding will be awarded in accordance with each competitive solicitation process as approved by the Board. All Developments will be reviewed if eligible pursuant to Rule Chapter 67-48, Florida Administrative Code, and/or the requirements of a competitive solicitation, and evaluated pursuant to FHFC's competitive solicitation process.

A. Up to five percent of the Allocation Authority will be reserved for high-priority affordable housing projects, as defined by the Board.

B. Five percent of the Allocation Authority will be reserved for affordable housing projects that target persons who have a disabling condition. Any Housing Credits not allocated because of a lack of eligible projects targeting persons who have a disabling condition shall be distributed for high-priority affordable housing projects.

C. The remaining Allocation Authority available will be set aside for those Applicants that select and qualify for the following Development Categories: New Construction, Rehabilitation, Acquisition and Rehabilitation, Redevelopment, Acquisition and Redevelopment, Preservation, or Acquisition and Preservation.

   The Geographic Set-Aside distributions for Allocation Authority in this section are based on the most recent statewide market study:

Large County Allocation Authority:	59.65 %
Medium County Allocation Authority:	37.74 %
Small County Allocation Authority:	2.61 %

D. FHFC's goal is to have a diversified rental housing portfolio. Therefore, its annual competitive solicitation process targeting goal is to include an allocation of Housing Credits with a minimum of: one (1) affordable housing project in the Florida Keys Area of Critical State Concern and/or the City of Key West Area of Critical State Concern, pursuant to Section 420.507, Florida Statutes. All other targeting will be as approved by the Board.

67-48.002(96), F.A.C.
67-21.002(89), F.A.C.

E. FHFC will endeavor to allocate through one or more competitive solicitations not less than 15 percent of the Allocation Authority for Developments with Applicants qualified as Non-Profit under Rule Chapter 67-48, F.A.C., or as provided in the competitive solicitations, as applicable, unless the Board approves otherwise. FHFC is required by Section 42, IRC, to allocate no more than 90 percent of the Allocation Authority to Applicants which do not qualify as Non-Profit Applicants.

F. Any Allocation Authority received on or before September 30th from returned Housing Credits from a prior year or from National Pool, will be used (i) to fully fund any Application that has been partially funded with a binding commitment and then (ii) use will be determined by the Board.

G. Unless the Board approves otherwise, any Allocation Authority received on or after October 1st from returned Housing Credits from a prior year, will be used (i) to fully fund any Application that has been partially funded with a binding commitment and then (ii) applied to the next annual Allocation Authority.

H. FHFC will retain the authority to designate Developments as a high-cost area, eligible for up to the 30% boost if that Development is not located in a HUD-designated DDA or a QCT, as authorized by the Housing and Economic Recovery Act of 2008, enacted July 30, 2008. Person with Special Needs Developments, Homeless Developments, and Developments located in FHFC-designated Areas of Opportunity, will be eligible for such designation based on the criteria outlined in a competitive solicitation. In addition, if, at the time of final allocation, the Development is no longer located in a HUD-designated DDA or QCT because the 730-day period after the Application Deadline has expired, the Development may retain the status as a DDA or QCT.

I. If time constraints preclude the conduct of a competitive solicitation process and Allocation Authority remains available to FHFC after the allocation of Housing Credits to all Developments which (i) applied in a competitive solicitation process, and (ii) were determined to be eligible for funding by the Board, FHFC may allocate Housing Credits to any Development in a manner designated by the Board.

J. Notwithstanding any other provision of this QAP, where a Development has not been placed in service by the date required pursuant to Section 42 of the IRC, or it is apparent that a Development will not be placed in service by the date required pursuant to Section 42 of the IRC, and the Applicant has returned its Housing Credit Allocation after the end of the second calendar quarter of the year in which it was otherwise required to be placed in service pursuant to Section 42 of the IRC, the Corporation will reserve allocation in an amount not to exceed the amount of Housing Credits returned, and will issue a Carryover Allocation Agreement allocating such Housing Credits to the Applicant for either the current year or the year after the year in which the Development was otherwise required to be placed in service pursuant to Section 42 of the IRC, provided the following conditions have been met:

67-48.002(96), F.A.C.
67-21.002(89), F.A.C.

(i) The sponsor must have provided written notice to the Corporation, describing the circumstances, all remedial measures attempted by the Applicant to mitigate the delay, and any other pertinent information, prior to returning the allocation; and

(ii) A site inspection reflecting the percentage of Development completion must be completed. If the Development is at least fifty (50) percent completed, as reflected in the site inspection, the approval may be made by Corporation staff. If the Development is less than fifty (50) percent completed, as reflected in the site inspection, the approval must be made by the Board. In making such determination, the Board must find and determine that the delay was caused by circumstances beyond the Applicant's control, and that the sponsor exercised due diligence in seeking to resolve the circumstances causing delay; and

(iii) The Corporation or Board, as applicable, must find that the Development in all respects, except time placed in service, still meets the conditions upon which the Housing Credits were originally allocated, and that the Development is still desirable in terms of meeting affordable housing needs.

A Development located in a HUD-designated DDA or QCT at the time of original allocation may retain its designation as such.

K. In the event of a disaster declared by the federal or state government, any Allocation Authority not preliminarily allocated, as well as authority remaining after October 1st, may be diverted to one or more federally or state declared disaster areas.

L. In the event a natural disaster is declared by the federal or state government, a portion of the current year or a future year Housing Credit Allocation Authority may be allocated to be used for natural disaster recovery. The process for allocating the current year Housing Credits and/or awarding Housing Credits from a future Allocation Authority will be approved by the Board of Directors.

M. In the event of an unprecedented increase in the federal inflation rate, causing volatility in construction pricing which results in significant increases in Development Construction cost outside of the Applicant's control, a portion of the current year or a future year Housing Credit Allocation Competitive Authority may be allocated to be used to fill funding gaps in Developments not currently under construction. The process for allocating the current year Housing Credits and/or awarding Housing Credits from a future Allocation Authority for this purpose is not required to be competitive and will be approved by the Board of directors.

N. Housing Credits will be allocated in accordance with this Qualified Allocation Plan until a subsequent Qualified Allocation Plan becomes effective.

O. For any Application awarded Housing Credits with a Binding Commitment, the Carryover Allocation will reflect the same place-in-service deadline requirement as the Application awarded through that same competitive solicitation process.

67-48.002(96), F.A.C.
67-21.002(89), F.A.C.

III. Non-Competitive Housing Credits

Developments financed with Tax-Exempt Bonds subject to volume cap are required to meet FHFC minimum Housing Credit guidelines to qualify and be eligible for a Housing Credit analysis. If 50 percent or more of the aggregate basis of a Development's building(s) and the land on which such building(s) are located is financed with volume cap Tax-Exempt Bonds, the Housing Credits are issued at the federal level rather than as part of the State's Allocation Authority and these Developments are subject to Rule Chapter 67-21, Florida Administrative Code; however, they must meet the minimum threshold criteria, as follows:

A. Developments that receive Tax-Exempt Bonds issued by FHFC, without any other FHFC competitive funding, will be deemed to have met the minimum threshold criteria by successfully completing a request for Housing Credits in their Non-Competitive Application, or through a competitive solicitation for the Bonds by the date specified in Rule Chapter 67-21, Florida Administrative Code or the competitive solicitation, as applicable.

B. Developments that receive Tax-Exempted Bonds issued by a County Housing Finance Authority, without any other FHFC competitive funding, will be deemed to have met the minimum threshold criteria by successfully completing a request for Housing Credits utilizing the Non-Competitive Application Package by the date specified in Rule Chapter 67-21, Florida Administrative Code, and meet the threshold requirements thereof.

C. Developments receiving other FHFC funding awarded through a competitive solicitation process, where the Tax-Exempt Bonds are issued either by FHFC or a County Housing Finance Authority and the Bonds will be used with such other FHFC funding, will be deemed to have met the minimum criteria for a Housing Credit request upon final Board action regarding such competitive solicitation.

D. Developments that receive Tax-Exempt Bonds issued by any entity other than FHFC or a County Housing Finance Authority must request the Non-Competitive Housing Credits using the Non-Competitive Application Package, must meet threshold requirements specified in the application instructions and Rule Chapter 67-21, Florida Administrative Code, and must submit the Application by the date specified in Rule Chapter 67-21, Florida Administrative Code.

The Non-Competitive Housing Credits are subject to applicable provisions of Rule Chapter 67-21, Florida Administrative Code, as outlined in subsection 67-21.027, Florida Administrative Code, including, but not limited to, the compliance monitoring requirements set forth in Part IV of this plan.

IV. Compliance

A. All Developments funded with Housing Credits will be monitored by FHFC or its appointee. Detailed compliance requirements are set forth in Rule Chapter 67-53, Florida Administrative Code, and in 26 CFR Part 1 Section 1.42-5.

67-48.002(96), F.A.C.
67-21.002(89), F.A.C.

B. FHFC shall promptly notify the Internal Revenue Service of any Development non-compliance in relation to Section 42 of the Code and all other related applicable federal regulations.

New: 4-30-90; Amended: 3-25-91; 3-12-92; 3-4-93; 12-16-93, 2-9-95; 1-5-96; 10-21-96, 12-8-97, 9-25-98, 12-16-99, 1-4-01, 2-22-02, 2-28-03, 3-1-04, 1-11-05, 12-22-05, 3-6-07, 3-4-08, 4-29-09, 11-18-10, 6-24-11, 11-1-11, 9-18-13, 9-4-14, 7-26-16, 6-11-18, 6-4-19, 5-28-20, 4-23-21, 6-9-22.

67-48.002(96), F.A.C.
67-21.002(89), F.A.C.

Case Study Selection Criteria:									
Public Private Deal	Large or semi-large sites	Horizontal infrastructure improvements needed							

Case Study	Project Background	Deal Structure	Infrastructure	Performance Metrics	Community Benefits / Open Space	Other Interesting Terms
Peer 70, San Francisco, CA	28 acres Waterfront site to catalyze rest of pier 70 project- securing entitlements and approvals for public financing to fund sitewide public benefits At buildout will include 9acres of open space, 1-2M SF of commercial, and 2K resi units	Land sale – the site was divided into ~25 parcels to be developed in 4 phases (combinations of the parcels at each phase to respond to market conditions)	Developer responsible to build and own infra but to be repaid by tax increment	Agreed to phasing schedule as part of the DA Master developer not obligated/ penalized to meet schedule of performance for vertical development BUT does have to meet performance schedule for horizontal Master developer can change phasing w/ port approval as long as each phase had minimum of 400,000 gsf; delivered and proportional level of public benefits to the original phase	Park is owned by the city but programmed by the developer; maintenance funded by special taxes imposed on privately owned and occupied land and buildings in a community facilities district Local hiring commitments, small business retail program goals, funding for job training 30% of all units below market rent; and at buildout of each phase	

Baltimore Penn Station, MD		99-year ground lease for each element With respect to each Project Element, proposed terms should be clearly indicated and must include: An Upfront Rent Payment; fixed Basic Rent Payments, Revenue Sharing Rent Payments based on gross revenues generated by the Project Element, and ; Capital Event Participation based on Developer's proceeds from monetizations (sale, transfer, assignment or refinancing) above an investment return threshold		Set minimums for phase 1 development		
Petco Park, San Diego, CA	A development team led by the San Diego Padres plans to redevelop the Petco Park-adjacent Tailgate Park parking lot with 1,800 residential units in a $1.5 billion, mixed-use project called East Village Quarter.	Land Sale, City and developers The proposed transaction includes a $35.1 million purchase price for the land Although there is no public subsidy, the city's appraisal	A 1,060-space replacement parking garage for the Padres will be part of the overall development with a credit against the land sale.	The units will be constructed in two phases, with start dates and completion timelines to be memorialized	Memorialized affordable housing	

		arrived at a fair market value that includes $42 million worth of credits because of site building restraints and a financial obligation associated with the existing long-term lease the Padres have for the site.				
Sofi Stadium, Inglewood CA	298 ac site The long-term final buildout of Hollywood Park will include 2,500 homes, 900,000 square feet of office space, 890,000 square feet of retail and a 300-key hotel. The complex has 25 acres of open space featuring a six-acre artificial lake fronting SoFi Stadium 15M SF oof entitlements	Originally a private land sale in 2005 Years later created a development agreement with the city for infrastructure and zoning	Infrastructure payments: Either privately from the developer; Through the community facility district financing; Homeowner association fees; TIF Developer is responsible for all costs necessary to design and construct public improvements necessary to the development of the project	Acknowledge that the timing and phasing in unknown but included some SF mins to hit in phase 1 and an intention to prioritize housing	Formed a community facilities district for improvements or maintenance including the park and open space	Very detailed infra plan with maps
Red bulls Stadium, NJ						
Mecklenburg County		Land sale Upfront payment of $1M	Developers' responsibility, county as the right to oversee, County to maintain	Sets a minimum requirement for each phase across all uses	County is responsible for maintenance of the park	

		Agree to total price for all phases and the price per phase to be paid prior to each start of construction			Park is required to be built in phase 1 or the developer has to credit the county	
Hudson Yards, NY		Ground Lease 99-year ground lease; Deposit was 10% of initial land value Agreed to annual base rent w/ fixed escalation that could reset at certain periods			Developer solely responsible for reconstruct or maintain portion of High Line located on the Westside Railyard	
North Hollywood	Metro owned all four parcels of land adjacent to the North Hollywood Metro Station. In 2007, the California Redevelopment Agency re-zoned the area for high-density development, unlocking an unprecedented joint development opportunity	Ground lease As part of the 99-year ground lease, Metro will earn a percentage of gross revenue from all income-producing development. After the first transfer of property rights, Metro will earn 1% of the transaction value of any subsequent development rights or asset transfers 30% ground lease discount to	Upfront payment to fund shared infrastructure from the developer Infra will be owned by Metro			

		accommodate affordable housing				

HR&A + Client Logo

Development Agreement Case Studies

Historic Gas Plan

April 2023

Key Findings

While each site, city and agreement have nuances, key themes are constant across the board.

INFRASTRUCTURE

- Typically paid for by the Developer
- However, for Hudson Yards, established creative bond financing to make upfront payments
- Often some structure to reimburse infrastructure through PILOTS, or tax increment capture

DEAL TERMS

- Other land sales have fixed prices for all phases
- Upfront payments are common
- Land prices are often discounted to account for community benefits
- Sales or transfers from the developer typically include a 1% profit agreement with the city
- With ground leases, profit sharing agreements exist

PERFORMANCE STANDARDS

- Parties agree and memorialize a development plan and high level phasing schedule noting that market conditions change
- Often requirements are set for phase 1
- Phasing or the combining of parcels is subject to change

COMMUNITY BENEFITS

- Funding is specific to the needs of each community
- Developers pay for the creation of open space which is then maintained by the city, although in some cases programmed by the developer

Hudson Yards

Following a rezoning and coordination with transit and city agencies, a new neighborhood was built over the railyards in NYC.

PROJECT DESCRIPTION:

- 28 acre
- When completed 16 skyscrapers to be constructed in two phases
- The public cost of the project was over $3 billion, private investment brought the total to over $25 billion

DEAL STRUCUTRE:

- Ground Lease
- 99-year ground lease; Deposit was 10% of initial land value
- Agreed to annual base rent w/ fixed escalation that could reset at certain periods
- The City created two non-profit special purpose entities to manage the project.
    - **HYDC** is a local development corporation that manages the implementation and ongoing operations of the public investments.
    - **HYIC** has the authority to issue debt to finance the public investment, separating the debt obligation from the City
        - PILOTs are revenues paid to HYIC not the city to streamline and avoid City budget making process

Hudson Yards

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PROJECT DESCRIPTION:

- 28 acre
- When completed 16 skyscrapers to be constructed in two phases
- The public cost of the project was over $3 billion, private investment brought the total to over $25 billion

INFRASTRUCTURE:

- To finance the public investment in the 7-train and public realm upfront, HYIC issued $2 billion in bonds in 2007, followed by another $1 billion in 2012 – PILOTS from the developer pay this off
- Given the expected lag between infrastructure construction and tax/fee revenue to be generated by commercial development, the City agreed to make Interest Support Payments (ISPs) should HYIC's revenue fall short – in the end the City paid $360M

COMMUNITY BENEFITS:

- Affordable housing set aside
- Developer is responsible for rebuilding a section of the Highline (rail park)

Pier 70

28-acre mixed use development to support economic development on a new pier.

PROJECT DESCRIPTION:

- 28 acres
- Waterfront site to catalyze rest of pier 70
- At buildout will include 9 acres of open space, 1-2M SF of commercial, 2K resi units

DEAL STRUCUTRE:

- Land sale
- The site was divided into ~25 parcels to be developed in 4 phases (combinations of the parcels to be decided at each phase to respond to market conditions)

INFRASTRUCTURE:

TBD – speaking to someone from the Port (tax increment helped finance this)

PERFORMANCE STANDARDS:

- Agreed to phasing schedule as part of the DA
- Master developer not obligated/ penalized to meet schedule of performance for vertical development BUT does have to meet performance schedule for horizontal development
- Master developer can change phasing schedule as long as each phase had minimum of 400,000 gsf

Pier 70

28-acre mixed use development to support economic development on a new pier.

PROJECT DESCRIPTION:

- 28 acres
- Waterfront site to catalyze rest of pier 70
- At buildout will include 9 acres of open space, 1-2M SF of commercial, 2K resi units

COMMUNITY BENEFITS:

- Park is owned by the city but programmed by the developer
- Park maintenance is funded by special taxes imposed on privately owned and occupied land and buildings in a community facilities district
- Local hiring commitments, small business retail program goals, funding for job training
- 30% of all units below market rent; and at buildout of each phase

SoFi Stadium

Development supporting a new privately financed stadium and arena.

PROJECT DESCRIPTION:

- 298 ac site
- The final buildout will include 2,500 homes, 900,000 square feet of office space, 890,000 square feet of retail and a 300-key hotel.
- 25 ac of open space
- 15M SF oof entitlements

DEAL STRUCUTRE:

- Originally a private land sale in 2005
- Years later created a development agreement with the city for infrastructure and zoning

INFRASTRUCTURE:

- The developer is responsible for all infrastructure payments
- If annual tax revenue to the city from the completed project exceeds $25 million as expected, the developers, would be entitled to reimbursements from the city
  - $25M was a negotiated price
  - Revenues are based on all city revenues that flow to the general fund from the project (including the stadium), there was no mechanism put in place to capture tax increment
  - Reimbursements are based on actual costs spent for infrastructure

SoFi Stadium

Development supporting a new privately financed stadium and arena.

PROJECT DESCRIPTION:

- 298 ac site
- The final buildout will include 2,500 homes, 900,000 square feet of office space, 890,000 square feet of retail and a 300-key hotel.
- 25 ac of open space
- 15M SF oof entitlements

PERFORMANCE STANDARDS:

- Acknowledge that the timing and phasing in unknown but included some SF mins to hit in phase 1 and an intention to prioritize housing

COMMUNITY BENEFITS:

- Formed a community facilities district for improvements or maintenance including the park and open space

Walter Reed Medical Center

Development of a former Army Campus to create a new vibrant community.

PROJECT DESCRIPTION:

- 66-acre redevelopment of the former Walter Reed Army Medical Center
- In total 3.1 million square feet of mixed-use space with both adaptive reuse of existing historic buildings and new construction

DEAL STRUCUTRE:

- The District purchased the property in fee simple from the Army for a total cost of $22.5 M
- The district will then lease the site to a master developer
- The Master Developer will make an initial payment of $5 million at closing, then pay $5 million 1 year later; $1 million a year for the next 4 years; and $5 million a year in 2023 and 2024.
- Overall, the district will receive $25 million for a lease term of 29 years and 11 months
- The District will receive one percent of the parcels’ gross sales price beyond $35 million
- To determine the value of the property to use as a baseline in negotiations with the Army, the District engaged an independent economic development and real estate planning firm for an RLV appraisal

Walter Reed Medical Center

Development of a former Army Campus to create a new vibrant community.

PROJECT DESCRIPTION:

- 66-acre redevelopment of the former Walter Reed Army Medical Center
- In total 3.1 million square feet of mixed-use space with both adaptive reuse of existing historic buildings and new construction

INFRASTRUCURE:

- The Master Developer is responsible for the horizontal development of the site
- Two funds were established: the Walter Reed Redevelopment Fund and the Walter Reed Reinvestment Fund:
  - The *possessory interest tax* generated from the site will be deposited into the Redevelopment Fund and the District will have authority to grant these funds back to the Developer to support construction, maintenance, and operation activities
  - Any payments the District receives from the sale or lease of the property, including the one percent fee earned on transfers to Component Developers, will be deposited in to the Reinvestment Fund. These monies will only be available to use at the site for construction and demolition, landscaping, and planning and marketing
  - After seven years, the District must remit any unspent money in the Reinvestment Fund to the Army

COMMUNITY BENEFITS:

- Payments pledged for a homeless assistance fund

Petco Park

Plans for a new neighborhood development adjacent to a stadium

PROJECT DESCRIPTION:

- A development team led by the San Diego Padres plans to redevelop the Petco Park-adjacent Tailgate Park parking lot with 1,800 residential units in a $1.5 billion, mixed-use project called East Village Quarter

DEAL STRUCUTRE:

- Land Sale between the City and developers
- $35.1 million purchase price for the land
- Although there is no public subsidy, the city's appraisal arrived at a fair market value that includes $42 million worth of credits because of site building restraints and a financial obligation associated with the existing long-term lease the Padres have for the site

INFRASTRUCTURE:

- The develop is responsible for horizontal improvements
- A 1,060-space replacement parking garage for the Padres will be part of the overall development with a credit against the land sale

PERFORMANCE STANDARDS:

- Memorialized start and end dates for the residential construction

North Hollywood Development

Following a rezoning, the transit authority partnered with a developer to revitalize the area around the station.

PROJECT DESCRIPTION:

- Metro owned all four parcels of land adjacent to the North Hollywood Metro
- In 2007, the area was rezoned for high-density development,

DEAL STRUCUTRE:

- 99 Year Ground lease
- Metro will earn a percentage of gross revenue from all income-producing development.
- After the first transfer of property rights, Metro will earn 1% of the transaction value of any subsequent development rights or asset transfers
- 30% ground lease discount to accommodate

INFRASTRUCTURE:

- Upfront payment to fund shared infrastructure from the developer
- Infra will be owned by Metro

Mecklenburg County

Public Sector Land Sale for a new neighborhood.

PROJECT DESCRIPTION:

- 17-acre mixed-use development in Uptown
- 1,243 residential units including
- 712,400 SF of office
- 252,000 SF of retail
- 3,700 SF of cultural
- 280 hotel rooms

DEAL STRUCUTRE:
- Land sale
- Upfront payment of $1M
- Agree to total price for all phases and the price per phase to be paid prior to each start of construction

INFRASTRUCTURE:
- Developers’ responsibility
- The county has the right to oversee and alter plans to the horizontal infrastructure implementation

PERFORMANCE STANDARDS:
- Set minimum requirements for each phase

COMMUNITY BENEFITS:
- County is responsible for maintenance of the park
- Park is required to be built in phase 1 or the developer has to credit the county

Redbulls Stadium

Public Sector Land Sale for a new neighborhood.

PROJECT DESCRIPTION:

- MLS Soccer stadium in Harrison, 25K seats and $200M to build

DEAL STRUCUTRE:

- Lease
- Town paid $40M for the site at the start of the project
- the Red Bulls agreed to pay just $1 a year rent, plus $125,000 in payments in lieu of property taxes, or PILOTs. (The team received a full property-tax exemption, though this is currently tied up in legal issues.)
- The rest of the city's payback was to come out of PILOT payments from new hotels and apartments that would accompany the stadium

INFRASTRUCTURE:

- Hudson County chipped in with a $15 million parking garage and the town cleared the land to be ready for improvements

PERFORMANCE STANDARDS:

- Hotel, apartments, and condos were meant to be built near the stadium but due to the economic downturn they were never realized

Baltimore Penn Station

Amtrak put out an RFP to solicit development ideas and financing to invest in the area near their station in Baltimore.

PROJECT DESCRIPTION:

- Apartments, offices and retail space building a total of 2 million square feet of new space within a 5-acre area
- $400 million to $600 million transformation of the area

DEAL STRUCUTRE:

- 99-year ground lease for each element of the project (parcel or combo of parcels)
- With respect to each Project Element, proposed terms should be clearly indicated and must include:
    - An Upfront Rent Payment; fixed Basic Rent Payments, Revenue Sharing Rent Payments based on gross revenues generated by the Project Element, and ; Capital Event Participation based on Developer's proceeds from monetization's (sale, transfer, assignment or refinancing) above an investment return threshold

PEROFMANCE STANDARDS:

- Agreed to an overall phasing and development schedule, noting it could be subject to change
- Set minimums for phase 1 development

Historic Gas Plant District – Hines Rays

PRIORITY TOPICS (In order of priority)	EXISTING COMMITMENTS	WHAT DO WE NEED WANT KNOW / DISCUSS?	STRUCTURE AND NEXT STEPS (City + HR&A)
Infrastructure and Public Finance	$150M in costs "Preliminary estimates for the total cost of the design and construction of the **roadways, utilities, streetscapes, and public space** is **$150.4 million**, which is comprised of approximately $66.2 million for infrastructure located predominantly east of Booker Creek (Phase I) and approximately $84.2 million for infrastructure predominantly west of Booker Creek (Phase II)." "Hines and the Rays proposal assumes that the cost for both phases of infrastructure will be financed through a combination of Tax Increment Financing ("TIF"), and/or other creative state or local financing tools that are available to finance infrastructure projects. Estimates include soft costs, contingency, and escalation associated with the timing of each development phase."	**Technical topics:** City needs to understand the specific program (exactly what types of infrastructure is included in the $150M) and timing. Detail on how they arrived at the $150M total costs. **Terms** Responsibility over cost overruns during construction. Responsibility of maintenance, ownership, and operations of infrastructure. Maintenance and operations of open space. Maximum amount of public finance to support infrastructure. Public financing strategies to deliver infrastructure.	Align on city priorities on subtopics, and key technical question. Assemble a smaller group to meet 1-2 times in a technical working group to discuss clarifications (no negotiations). Review detailed information and discuss desired business terms. 1-2 Meetings to discuss and negotiate business terms.
Affordable Housing	Onsite affordable / Workforce: 859 Offsite: 600 23% combined of housing total *Proposal Page 109 / 118* "$15 million contribution from the Rays and Hines which will impact an estimated 600 residences off-site through various	**Technical Topics:** Understand and clarify offsite affordable housing commitment, Detail LIHTC financing pathways and subsidy per unit requirements. Understand the phasing of affordable units and how they will be folded into the development.	Align city priorities, goals, and key technical questions. Assemble a smaller group to meet 1-2 times in a technical working group to discuss clarifications (no negotiations).

	homeownership and rental assistance programs in St. Petersburg." "Hines, the Rays and Dantes Partners intend to finance the 5,728 multifamily units contemplated within the masterplan with two separate financing strategies: conventional construction loans, general partner, and limited partner equity for the market-rate multifamily which includes 5% inclusionary housing (50% for workforce units and 50% for affordable units); and creative and existing financing tools that will help build 603 affordable units for individuals and families with modest means. Additional funding sources we plan to utilize to support our affordable housing strategy include Pinellas County and the City of St. Petersburg HOME, SHIP, CDBG programs as well as the Penny for Pinellas Affordable Housing Program." "Units provided on-site will be affordable to a broad range of income strata to address the needs of low-income (40% AMI) through workforce (120% AMI) households."	**Terms**: Discuss total affordable units and level of affordability. Create assurances for the delivery of the program. Discuss timing of offsite commitments (and mechanisms by which they are delivered). Timing and delivery of affordable units.	Review detailed information and discuss desired terms. Vet LIHTC financing assumptions and feasibility. 1-2 Meetings to discuss and negotiate business terms.
Economic Terms	Land value proposed: \$97M, \$64.5M NPV (HR&A analysis) Hines + Rays is committing \$180M in developer equity and \$1.8B in total equity. *Proposal page 199* "The master development plan is based on a residual land value approach. Each parcel available for new building construction will be delivered in "pad ready condition" with construction documents, a final GMP, and a construction loan. At the commencement of construction for each parcel, Hines and the Rays will purchase that parcel from the City at an agreed upon price per square foot for	**Technical Topics**: Clarify assumptions and detail on land value calculation. **Terms**: Reach a consensus on the appropriate land value approach and total cost. Discuss the purchase mechanisms and timing of purchase.	Align city priorities, goals, and key technical questions. Review land value calculations and assumptions. Compare to HR&A's land value modeling and assessment of the appraisal. 1-2 Meetings to discuss and negotiate business terms.

	each office, retail and entertainment uses, and on a per unit basis for market-rate residential, hospitality and senior living. We propose these land values escalate by 2.5% annually beginning in year 2026. Based on the phasing schedule described herein, the total land value attributed to the masterplan is **$97,000,000**..... however, additional affordable and workforce housing units on-site will impact the land value above."		
Development Program	9.2M SF over 21 years *Detailed program information included in the strengths and weaknesses report.*	**Terms**: Program timing and phasing commitments and areas to add guarantees. Discuss an effective shared parking strategy. Responsibility for delays and cost overruns.	Align city priorities, goals, and key technical questions. Review detailed program and phasing schedule (already provided). Discuss desired terms. 1-2 Meetings to discuss and negotiate business terms.
Community Benefits	**$50M** community benefits package with identified grant areas. Community Advisory Board will oversee implementation. CDFI or 501c3 will govern and distribute funds	**Technical Topics**: Detail governance and timing of the $50M community fund. Understand the intention around the programs that will be funded, **Terms**: Create accountability and transparency over how and when funds are distributed.	Align city priorities, goals, and key technical questions. Meeting 1 time to review community benefits technical topics. Review detailed fund outline. Discuss desired terms. 1-2 Meetings to discuss and negotiate business terms.

MEMORANDUM OF UNDERSTANDING BETWEEN THE CITY OF SAN JOSE AND GOOGLE LLC

THIS MEMORANDUM OF UNDERSTANDING ("MOU"), entered into as of December 4, 2018 , is by and between the CITY OF SAN JOSE, a California charter city ("City"), and Google LLC, a Delaware limited liability company ("Developer" or "Google"). The City and Developer shall each be referred to herein as a "Party" and collectively as the "Parties."

The Parties intend that the aspirations set forth herein in this MOU will form the basis for negotiations of a future development agreement regarding Google development in and around the Diridon Station Area.

RECITALS

Whereas, the City Council of the City adopted the Envision San José 2040 General Plan ("General Plan") in 2011 setting forth a vision and comprehensive road map to guide the City's continued growth through the year 2040;

Whereas, the General Plan includes land use policies to shape the transformation of strategically identified "Growth Areas" into higher density, mixed-use, urban districts or "Urban Villages" which can accommodate employment and housing growth and reduce environmental impacts of that growth by promoting transit use and walkability;

Whereas, the Diridon Station Area, located generally within the San José Downtown, is identified as a "Growth Area" and "Urban Village" in the General Plan;

Whereas, the City Council of the City adopted the Diridon Station Area Plan in 2014 to establish a land use plan and policy framework that will guide future development and redevelopment toward land uses that support transit ridership and economic development, and create a world-class urban destination, among many other objectives;

Whereas, the City and Google intend to collaborate on development in and around the Diridon Station Area to aid implementation of the planned expansion of San José's Downtown, the Diridon Station Area Plan, and the General Plan;

Whereas, Google has acquired or controls properties within or proximate to the Diridon Station Area Plan area (hereafter, the "Google Properties") that the Developer intends to develop in conjunction with certain City-owned properties in the Diridon Station Area as a master-planned, cohesive urban development proximate to the Diridon Station;

Whereas, the City is considering selling to Google certain City properties proximate to the Diridon Station (hereafter, the "City Properties") because of potential benefits to San José and the South Bay from integrating future development in the Diridon Station Area with improved public transit access, broadly expanding economic opportunity, enhancing the natural and built environment, and creating a transit-oriented urban destination;

Whereas, on June 20, 2017, the City Council of the City adopted a resolution authorizing the City Manager to negotiate and execute an Exclusive Negotiations Agreement ("ENA") between the Parties, and the executed ENA was fully executed on June 30, 2017;

Whereas, the City and Google aspire to partner in the planning and design of office, retail, residential, and public amenity projects that maximize use and support of public transit;

Whereas, the City and Google have a shared goal of timely implementation of development projects in the Diridon Station Area to maximize integration with planned transit projects and successful implementation of the Diridon Station Area Plan;

Whereas, the City and Google agree that it is imperative that development of City Properties and the Google Properties maximize development density consistent with the General Plan and the Diridon Station Area Plan, as may be amended in conjunction with Google's future development proposals, integrate development of the property into the urban fabric of the City, and allow for Google to build a work environment that is conducive for its business;

Whereas, the City and Google intend to continue developing a comprehensive approach to identify and deliver community benefits that is informed by input gained from continuation of the community engagement process that is underway;

Whereas, the City and Google contemplate that the ideas and concepts expressed in this MOU will be a basis for negotiating a future Development Agreement to identify elements of future development that are intended to be vested and to memorialize community benefits, the terms and details of which will be determined and refined during the negotiation process;

Whereas, Google understands that by execution of this MOU, the City is not committing to or agreeing to undertake (a) any disposition of land to the Developer; or (b) any other acts requiring the subsequent independent exercise of discretion by the City or its departments, and this MOU does not imply any obligation on the part of City or the

Developer to enter into any agreement that may result from the aspirations and intentions set forth herein;

Whereas, this MOU does not commit City to a definite course of action with regard to any project, including approval of any project that may be proposed, the execution and approval of this MOU is not a "project" under the California Environmental Quality Act ("CEQA");

NOW, THEREFORE, based on the recitals set forth above, the Parties hereby agree as follows:

SCOPE OF AGREEMENT

I. Effective Date; Term

This MOU shall become effective on the date on which a) City Council approves this MOU, and b) the Parties execute an agreement for the sale of at least one of the City Properties to Google ("Effective Date"). The term of this MOU shall begin on the Effective Date and shall terminate upon the Parties' execution of a Development Agreement approved by the City Council of the City or on December 31, 2022, whichever occurs first.

II. Vision

The Parties' shared vision is to create a vibrant, welcoming, and accessible urban destination consisting of a mix of land uses and that are well-integrated with the intermodal transit station, adjacent neighborhoods, and Downtown. This shared vision embodies a commitment to place making, social equity, economic development, environmental sustainability, and financially-viable private development.

The Parties intend to collaborate and innovate in the development of this urban destination to bring opportunity to the local community and create new models for urban and workplace design and development.

III. Shared Goals

In the development of the Diridon Station Area, the City and Google aspire to:

A. **Create a Balanced Development.** Balance and address the objectives of the City, Google and the community in creating a vibrant urban destination advancing economic opportunity, social equity, and environmental sustainability with a financially-viable private development.

B. **Capitalize on Transit Synergy.** Create a "whole greater than the sum of the parts" in the Diridon Station Area with new urban development, expanded transit service, and a new intermodal station in conjunction with transit partners Valley Transportation Authority, Caltrain, and the California High Speed Rail Authority.

C. **Optimize Density and Mix of Uses.** Optimize development density and create a complementary mix of uses in order to create a vibrant, transit-oriented urban neighborhood and destination.

D. **Grow and Preserve Housing.** Grow and preserve housing in the City to help address rising housing costs and displacement. Housing in the Diridon Station Area should include on-site units affordable to low-income households and "missing middle" households, and market rate homes in a combination that is financially viable for residential developers to ensure that planned housing is built. Affordable units can be built both integrated into market-rate developments and as stand-alone affordable housing projects.

E. **Create Broad Job Opportunities.** Promote opportunities for San José residents of all skill and educational levels and diverse backgrounds to prepare for and secure jobs in the Diridon Station Area. Provide opportunities for existing and new small, local businesses to benefit from and/or integrate into the new development.

F. **Pursue Equitable Development.** Develop the Diridon Station Area with intent to minimize potential negative impacts on people and place, and to maximize opportunity for local youth and adults to participate and benefit from job opportunities in the Diridon Station Area, through partnerships among the City, Google, and others.

G. **Design for Human Scale.** Design buildings and spaces that are oriented to the human-scale to support an active street life and accessibility for people of all abilities.

H. **Enhance and Connect the Public Realm.** Develop robust, publicly accessible amenities, including parks, open space, plazas, and trails, and create attractive, vibrant, and safe experiences for pedestrians and bicyclists. Integrate public art and preserve cultural and historical assets. Assure that development provides and enables multi-modal access and connections to the Guadalupe River, Los Gatos Creek, and other public spaces, with an emphasis on ecological restoration and preservation.

I. **Pursue Excellence in Design.** Create a new-model urban tech workplace that is appropriately open to the public, and well integrated with the surrounding community. Support Google to create workplaces that serve its needs to create healthy, secure and productive workplace for its employees. Explore innovative and replicable building design, construction, and operation to demonstrate new, scalable models of urban development.

J. **Maximize Use of Public Transit and Minimize Parking.** The City acknowledges and supports Google's desire to minimize parking for its own use and to maximize use of public transit by employees and visitors. Plan and develop parking for the Diridon Station Area that is not visually prominent and is conducive to adaptive re-use as transportation modes change in the future.

K. **Pursue Excellence in Transit Access and Operations.** Collaborate with the transit agencies Caltrain, Valley Transportation Authority, and California High Speed Rail Authority to provide design input for the new Diridon Station that optimizes the traveler experience, demonstrates and incorporates state-of-the-art sustainability features, and enables place making, private development, and investment in the area.

L. **Optimize Sustainability.** Advance the City's sustainability goals as outlined in the City's "Climate Smart San José" Plan, including reducing greenhouse gas emissions aligned with the Paris Agreement to combat climate change. Enhance the wildlife habitat, water quality, public access, and flood protection of the creek corridors.

M. **Be Open to Innovation.** The City and Google envision an open-to-innovation approach for any proposed development plans, review of those plans, and approaches to achieving place making, economic, social equity, and environmental objectives for the community.

N. **Proceed with Timely Implementation.** Implement development projects in a timely manner.

O. **Participate in Fair Share Development.** Ensure that all projects in the Diridon Station Area and adjacent areas contribute their fair share of investment to support amenities, infrastructure, improvements, and mitigations that benefit all properties.

IV. Project Work Product

A. Applications for Land Use Entitlements. Following its acquisition of the City Properties, Google intends to prepare plans for its proposed development of the Google Properties and City Properties consistent with the Vision and Shared Goals set forth in Sections II and III above, and submit planning applications in a timely manner to the City for processing.

B. Revisions and Plan Updates. Google and City desire to collaborate on the preparation, review, and ultimate adoption of any and all documents or plans necessary to effectuate the implementation of an agreed upon development project. It is anticipated that review and approval of a development project will likely include at minimum the following legislative acts by the City Council: amendments of the General Plan, Diridon Station Area Plan, and Zoning Code, and the related certification of an Environmental Impact Report ("EIR") prepared pursuant to CEQA. In addition, the Council may consider revisions to the One Engine Inoperable ("OEI") practices regarding allowable building heights in and around the Diridon Station Area.

C. Diridon Station Area Plan Amendment. The City intends to update and amend the Diridon Station Area Plan ("DSAP") adopted in 2014 to reflect changed conditions, including but not limited to a proposed Google development. In addition to preparing plans for its proposed development, Google may prepare masterplan concepts for the Diridon Station Area (250 acres) for consideration by the City. The City will independently review any submitted masterplan concepts for potential inclusion in the DSAP revisions recommended to the City Council.

D. Development Agreement. Google seeks to enter into a Development Agreement with the City to memorialize community benefits and secure vested development rights aligned with any proposed development masterplan. The Parties agree that a primary goal of this MOU is to provide a reference for negotiating a future Development Agreement. The Development Agreement is expected to provide certainty with regard to the rules and regulations that will govern the future development in addition to other terms, a time frame for delivery of development projects, a description of the specific project types and densities, and a schedule of payment or delivery of community benefits.

The Development Agreement should include provisions related to effective date and term of the agreement, vested project approvals, uses of the property, the density or intensity of use, the maximum height and size of proposed buildings, dedications of land, project mitigations, timing and phasing of development, timing and phasing of community benefits, allocation of funds for community benefits by category, applicable laws and requirements, required subsequent City approvals, Developer obligations, City obligations and mutual obligations.

The Parties recognize that the Development Agreement negotiations shall take into account the financial viability of any project developed by Google, and the development-related priorities of the City and community.

E. Community Benefits Plan.

The Parties intend to include a specific Community Benefits Plan in the Development Agreement.

The Parties expect that private investment in new commercial and residential development in the Diridon Station Area—aligned with the Envision 2040 General Plan and DSAP--will bring substantial positive benefits for the City, and that these benefits will outweigh the various impacts accompanying the potential development. The benefits may include substantial contributions to achieving the City's jobs and housing goals for Downtown, positive impact on the City's budget and service provision, improved ability to create affordable housing, serving as a catalyst for broader economic development in the City, significant improvement and investment in the public realm, and substantial increases in transit riders and associated fares.

The City and Google acknowledge that development of the Diridon Station Area may contribute to rising housing costs, potential business and residential displacement, and other impacts on people and place. The Parties intend to develop approaches to equitable development that are effective, replicable, and leverage resources of the City, Google, and other partners.

The City's expectation of a community benefit contribution would be premised on, among other factors, the additional value Google receives as a result of the legislative changes that may be approved by the City Council that enhance the value of both the City Properties and the Google Properties, and the certainty that could be provided to Google through a Development Agreement. The City would expect Google to share a portion of the value created by the City Council's actions with the City through a Community Benefits Plan. The base for estimating the value created would be the price Google paid for both the City Properties and the Google Properties.

In developing the Community Benefits Plan, the parties intend to consider the input provided to date through the City's community engagement process (Diridon Station Area Civic Engagement Report) and subsequent input provided by the community or City Council, as well as addressing the shared goals in this MOU. In developing the Community Benefits Plan, consideration will be given to major categories of community priorities identified to date, including the following:

- Affordable housing, displacement prevention and mitigation
- Education, workforce training, and career opportunities
- Small business opportunity
- Historic and cultural preservation, public art

- Public space, trails, and mobility
- Community nonprofit support, including homeless services
- Habitat and environmental sustainability

The following costs will not be considered Community Benefits: costs required to mitigate impacts under CEQA; costs associated with project design, project elements, or other improvements proposed by Google as part of its development; and costs incurred to meet City standard requirements, conditions of approval, fees, or taxes.

F. Financing of Shared Infrastructure and Services. The Parties contemplate that Google will participate in the future comprehensive financing plan for the Diridon Station Area Plan and certain surrounding areas in the Downtown ("Diridon Financing Plan") to fund public improvements, affordable housing, and other amenities and services. The future Diridon Financing Plan may include the creation of (i) Community Facilities District(s); (ii) Enhanced Infrastructure Financing District(s); (iii) Property Based Improvement District(s); (iv) Mitigation Impact Fee program(s); (v) Commercial linkage fee program; and/or (vi) other financing mechanisms. Google and other affected property owners will be subject to, fully participate in, and pay any and all charge, fee, assessment or tax included in the City Council approved Diridon Financing Plan, as may be amended, which may include one or more of the financing mechanisms identified above.

G. Commercial Linkage Fee. Google supports the City's study of a potential Commercial Linkage Fee on development in the Downtown, including but not limited to the Diridon Station Area, to support investment in affordable housing and infrastructure.

H. District Utilities. The Parties seek to collaborate in the study and evaluation of a district wide program of shared utilities, such as electricity, data, water, storm water, waste and sewer that allows for necessary City easements.

I. Parking. The City and Google will work to develop a parking plan for the Diridon Station Area that addresses initial and long-term goals in order to balance the need for parking and the desire to minimize parking in the long-term. The parking plan is expected to include elements such as available physical spaces and tools/processes (such as Transportation Management Plan) necessary to support efficient operation of the Diridon Station Area.

J. Consideration of Street Closures/Vacations. The Parties intend to collaborate on a pedestrian friendly masterplan that will consider opportunities that may be created by the closure, narrowing and/or abandonment of certain existing streets to fully optimize the Diridon Station Area redevelopment potential consistent with the General Plan, DSAP, and other City requirements. The Parties will also explore opportunities to provide Developer offsets for the use of the vacated streets in exchange for equal areas for publicly accessible open space within the Diridon Station Plan Area.

K. Ongoing Community Engagement. The Parties contemplate that in addition to the public process as may be legally required for specific development applications, at minimum periodic reports will be provided by the City to the Station Area Advisory Group, or its successor, until such time as a Development Agreement is executed.

L. Planned Parkland on Fire Training Site. The General Plan and DSAP currently identify certain open space areas. If the General Plan and DSAP are amended to change the open space allocations, the Parties intend that the total amount of public open space identified in the DSAP would not be decreased.

V. No City Funds or Tax Subsidies for Private Development

A. No Subsidy or Waiver. Google shall fully pay the City all applicable fees, charges, and taxes in accordance to the City's standard payment requirements for any development project that it proposes. Google will purchase the City Properties at fair market value and will not be paid for in whole or in part out of public funds.

B. No City Funds. No City funds shall be expended on private development or private construction any development project that Google proposes.

C. No Tax Dollars. No City tax revenue will be expended by the City directly for private development or private construction of any development project that Google proposes.

VI. General Conditions

A. Nonbinding. This MOU shall not be binding upon the Parties and creates no legal obligations on either Party, including any obligation to negotiate or continue negotiations at any stage. No development applications have been submitted by Google to the City for any possible development referenced herein.

B. Governing Law. The law governing this MOU shall be that of the State of California.

C. Venue. In the event that suit shall be brought by either party, the Parties agree that trial of such action shall be exclusively vested in a state court in the County of Santa Clara, or where appropriate, in the United States District Court for the Northern District of California, San José, California.

D. No Third Party Beneficiaries. This MOU is not intended nor shall it be construed to create any third-party beneficiary rights in any person or entity other than the Parties.

E. No Assignment. The MOU is intended to be between the City and Google. Neither City nor Google may not assign the MOU, or any portion of the MOU to another party.

F. Extension. The City's City Manager shall have the authority to extend the term of this MOU, in one or more extensions, by a maximum total period of no more than one year through December 31, 2023.

G. Counterparts. This MOU may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same non-binding instrument.

WITNESS THE EXECUTION HEREOF the day and year first hereinabove set forth.

THE CITY	DEVELOPER
CITY OF SAN JOSE, a municipal corporation	**GOOGLE LLC a Delaware Limited Liability Company**
By: ______________________	**By:** ______________________
Toni J. Taber, CMC City Clerk	**Mark Golan, VP-REWS Bay Area**

APPROVED AS TO FORM:

By: ______________________

Johnny V. Phan
Senior Deputy City Attorney

TROPICANA FIELD APPRAISAL SYNOPSIS – Effective Date of Valuation 1/1/2023

The appraiser, Linwood Gilbert, MAI, performed a nationwide search in order to find sales of properties to utilize in the valuation of the subject property which consists of several parcels totaling approximately 76.19 acres (main property) per Pinellas County Appraiser's Office information. The appraisal has also considered the valuation of the "Optional Site" containing approximately 2.02 acres.

Eight primary sales were considered, ranging in size from 6.2 acres to 116.6 acres. The two largest sales, each containing approximately 116 acres, are located in Santa Clara, CA and Miami Gardens, FL. The assemblage of approximately 32 acres in Tampa (Ybor City) has also been considered. The report addendum includes eleven additional sales of smaller sites, ten of which are located in St. Petersburg.

Adjustments made to the sales include, among other factors, market conditions (time adjustments), contributary value of any improvements on the sales, extraordinary site development costs, zoning, and land use. Adjustments for location consider market relevant factors including proximity to complementary supporting uses, size of roadway and traffic volumes, transportation linkages, population and labor markets. The report summarizes that the eight primary sales have locations in neighborhoods of dense populations and good access to transportation in growth metropolitan areas.

Estimated Market Value of the subject under the four scenarios requested:

1. Valuation of the vacant land only, no improvements or demolition costs are to be considered, not including the Optional Site. Total land area of 76.19 acres (MOL): **$330,000,000.**
2. Per scenario #1 including the Optional Site containing 2.02 acres (MOL) - total of 78.21 acres (MOL): **$349,360,000.**
3. Valuation of the vacant land only, no improvements or demolition costs are to be considered, not including the Optional Site, and LESS 17.3 acres reserved for possible future stadium development per attached illustrations. Total land area of 58.89 acres (MOL): **$260,000,000.**
4. Per scenario #3 including the Optional Site containing 2.02 acres (MOL) - total of 60.91 acres (MOL): **$279,360,000.**

CONFIDENTIAL DRAFT FOR DISCUSSION

Annual Tax Revenue Based on Cumlative SF

Year		1 2027	2 2028	3 2029	4 2030	5 2031	6 2032	7 2033	8 2034	9 2035	10 2036
Sales Tax	$213,462,755	$248,664	$267,314	$410,518	$441,307	$2,798,990	$3,008,914	$3,508,700	$3,771,853	$4,371,518	$3,782,817
City	$38,423,296	$44,760	$48,117	$73,893	$79,435	$503,818	$541,605	$631,566	$678,933	$786,873	$680,907
County	$175,039,459	$203,905	$219,198	$336,625	$361,872	$2,295,172	$2,467,310	$2,877,134	$3,092,919	$3,584,645	$3,101,910
State Half-Cent Distribution											
Pinellas County	$7,011,463	$8,168	$8,780	$13,484	$14,495	$91,936	$98,832	$115,248	$123,891	$143,588	$124,252
St. Pete	$2,712,631	$3,160	$3,397	$5,217	$5,608	$35,569	$38,237	$44,588	$47,932	$55,552	$48,071
Hotel Tax		$1,839,599	$1,931,579	$2,028,158	$2,129,566	$2,236,044	$2,314,305	$3,592,961	$3,718,715	$3,848,870	$3,983,581
Property Tax (Total)	$1,456,061,683	$6,422,060	$6,743,163	$8,995,675	$9,445,459	$16,100,515	$16,664,033	$21,724,114	$22,484,458	$28,036,607	$29,017,888
County	$415,570,083	$1,832,900	$1,924,545	$2,567,428	$2,695,799	$4,595,198	$4,756,030	$6,200,213	$6,417,220	$8,001,842	$8,281,906
City	$474,278,906	$2,091,840	$2,196,432	$2,930,136	$3,076,643	$5,244,376	$5,427,929	$7,076,135	$7,323,800	$9,132,286	$9,451,916
School Local	$199,742,289	$880,977	$925,026	$1,234,025	$1,295,726	$2,208,666	$2,285,969	$2,980,110	$3,084,414	$3,846,057	$3,980,669
School State	$233,686,848	$1,030,692	$1,082,226	$1,443,738	$1,515,925	$2,584,010	$2,674,451	$3,486,555	$3,608,585	$4,499,663	$4,657,151
SW FLA Water Mangement	$16,427,131	$72,453	$76,076	$101,488	$106,563	$181,644	$188,002	$245,089	$253,667	$316,306	$327,377
Juvenille Welfare Board	$61,841,608	$272,757	$286,394	$382,063	$401,166	$683,818	$707,752	$922,663	$954,956	$1,190,766	$1,232,443
Suncoast Transit Authority	$54,514,817	$240,441	$252,463	$336,797	$353,637	$602,802	$623,900	$813,349	$841,816	$1,049,688	$1,086,427

Year	11 2037	12 2038	13 2039	14 2040	15 2041	16 2042	17 2043	18 2044	19 2045	20 2046
Sales Tax	$4,317,346	$4,533,213	$5,077,199	$5,331,059	$6,227,343	$6,538,710	$7,328,498	$7,694,923	$8,589,964	$9,019,462
City	$777,122	$815,978	$913,896	$959,591	$1,120,922	$1,176,968	$1,319,130	$1,385,086	$1,546,194	$1,623,503
County	$3,540,224	$3,717,235	$4,163,303	$4,371,468	$5,106,421	$5,361,742	$6,009,368	$6,309,837	$7,043,770	$7,395,959
State Half-Cent Distribution										
Pinellas County	$141,809	$148,899	$166,767	$175,106	$204,545	$214,772	$240,714	$252,750	$282,149	$296,256
St. Pete	$54,864	$57,607	$64,520	$67,746	$79,136	$83,092	$93,129	$97,785	$109,159	$114,617
Hotel Tax	$4,123,006	$4,267,311	$4,416,667	$4,571,250	$4,731,244	$4,896,838	$5,068,227	$5,245,615	$5,429,211	$5,619,234
Property Tax (Total)	$34,027,071	$35,047,883	$41,275,320	$42,513,580	$50,373,456	$51,380,925	$55,998,031	$57,117,992	$63,910,697	$65,188,911
County	$9,711,562	$10,002,908	$11,780,262	$12,133,670	$14,376,933	$14,664,472	$15,982,226	$16,301,870	$18,240,555	$18,605,366
City	$11,083,543	$11,416,049	$13,444,495	$13,847,830	$16,408,005	$16,736,165	$18,240,082	$18,604,884	$20,817,453	$21,233,802
School Local	$4,667,828	$4,807,862	$5,662,141	$5,832,005	$6,910,222	$7,048,426	$7,681,800	$7,835,436	$8,767,258	$8,942,603
School State	$5,461,087	$5,624,919	$6,624,376	$6,823,107	$8,084,557	$8,246,248	$8,987,259	$9,167,004	$10,257,182	$10,462,325
SW FLA Water Mangement	$383,890	$395,406	$465,664	$479,634	$568,308	$579,674	$631,764	$644,399	$721,034	$735,454
Juvenille Welfare Board	$1,445,192	$1,488,548	$1,753,038	$1,805,630	$2,139,453	$2,182,242	$2,378,339	$2,425,906	$2,714,404	$2,768,693
Suncoast Transit Authority	$1,273,970	$1,312,190	$1,545,344	$1,591,705	$1,885,978	$1,923,697	$2,096,561	$2,138,492	$2,392,811	$2,440,667

Year	21 2047	22 2048	23 2049	24 2050	25 2051	26 2052	27 2053	28 2054	29 2055	30 2056
Sales Tax	$10,033,035	$10,534,687	$11,061,422	$11,614,493	$12,195,217	$12,804,978	$13,445,227	$14,117,488	$14,823,363	$15,564,531
City	$1,805,946	$1,896,244	$1,991,056	$2,090,609	$2,195,139	$2,304,896	$2,420,141	$2,541,148	$2,668,205	$2,801,616
County	$8,227,089	$8,638,444	$9,070,366	$9,523,884	$10,000,078	$10,500,082	$11,025,086	$11,576,341	$12,155,158	$12,762,915
State Half-Cent Distribution										
Pinellas County	$329,548	$346,026	$363,327	$381,493	$400,568	$420,596	$441,626	$463,707	$486,893	$511,237
St. Pete	$127,497	$133,872	$140,566	$147,594	$154,974	$162,722	$170,859	$179,402	$188,372	$197,790
Hotel Tax	$8,031,488	$8,312,590	$8,603,531	$8,904,654	$9,216,317	$9,538,888	$9,872,749	$10,218,296	$10,575,936	$10,946,094
Property Tax (Total)	$72,476,170	$73,925,694	$75,404,208	$76,912,292	$78,450,538	$80,019,549	$81,619,939	$83,252,338	$84,917,385	$86,615,733
County	$20,685,201	$21,098,905	$21,520,883	$21,951,300	$22,390,327	$22,838,133	$23,294,896	$23,760,794	$24,236,009	$24,720,730
City	$23,607,461	$24,079,610	$24,561,202	$25,052,426	$25,553,475	$26,064,544	$26,585,835	$27,117,552	$27,659,903	$28,213,101
School Local	$9,942,268	$10,141,114	$10,343,936	$10,550,815	$10,761,831	$10,977,068	$11,196,609	$11,420,541	$11,648,952	$11,881,931
School State	$11,631,875	$11,864,513	$12,101,803	$12,343,839	$12,590,716	$12,842,530	$13,099,381	$13,361,368	$13,628,596	$13,901,168
SW FLA Water Mangement	$817,668	$834,022	$850,702	$867,716	$885,071	$902,772	$920,827	$939,244	$958,029	$977,189
Juvenille Welfare Board	$3,078,196	$3,139,760	$3,202,555	$3,266,606	$3,331,938	$3,398,577	$3,466,548	$3,535,879	$3,606,597	$3,678,729
Suncoast Transit Authority	$2,713,501	$2,767,771	$2,823,127	$2,879,589	$2,937,181	$2,995,925	$3,055,843	$3,116,960	$3,179,299	$3,242,885

GROSS	Total Cumulative At 30 Years	30 year NPV
County Revenue	**$690,625,300**	**$338,464,523**
Sales	$108,981,252	$62,018,302
Hotel	$170,212,523	$82,390,147
Property	$411,431,524	$194,056,074
City Revenue (Property)	**$493,478,395**	
City Property Tax	$469,555,681	$221,470,953
City Share of Sales Tax	$23,922,714	

Total Cumulative At 30 Years	NET	GROSS
County Revenue	**$443,013,830**	**$690,625,300**
Sales	$54,490,626	$108,981,252
Hotel	$102,127,514	$170,212,523
Property	$286,395,690	$411,431,524
City Revenue	**$338,817,019**	**$493,478,395**
Sales	$11,961,357	$23,922,714
Property	$326,855,662	$469,555,681

City NET Property Taxes 30 Year	$326,855,662
City NET Sales Tax 30 Year	$11,961,357
County NET Property Taxes 30 Year	$286,395,690
County NET Sales Tax 30 Year	$54,490,626
County NET Hotel Tax 30 Year	$102,127,514

Development Budget	Gross	Ballpark	Total	
TDC	**$5,359,500,000**		$1,000,000,000	$6,359,500,000
Construction Spending Multiplier	0.000006	*5.5 direct jobs / $1M construction spending*		
Total FTE Jobs	**28,394**			
Average wage	$92,657	*Victus*		
Total Labor Income	$2,630,888,191			
Taxable Materials Cost	$2,728,611,809			
County Sales Tax From Construction (1%)	**$27,286,118**			

Summary	
Annual Total Spending (gross, full buildout)	
Ballpark	$313,983,903
District Retail	$284,620,000
Total Jobs Construction FTE	
District	28,394
Ballpark	4,501
Total Jobs (full buildout)	
District	7,023
Construction Fiscal Revenues	
County Sales Tax (district and ballpark)	27,286,118
Ongoing Fiscal Revenues	
City Fiscal Revenue	
30 Year Cumulative ($2023)	$469,555,681
County Fiscal Revenue (district and ballpark)	
30 Year Cumulative ($2023)	$719,320,784
Total Land Value	$105,300,000 *> final inputs from the city*
Total Community Benfits Funding	$50,000,000 *> final inputs from the city*

Summary		
Total Development Costs	$6,359,500,000	
Total One-Time Jobs	32,895	
Total Ongoing Jobs (District only)	7,023	
Total Revnue to City (30 Years fiscal + Hines contrib	$660,012,586	
Total Gross Revenue to County (30 Years)	$883,748,324	
	$1,524,537,103	
Development Costs		
Stadium Total Costs	$1,000,000,000	
District Development Total Costs	$5,359,500,000	
TOTAL	**$6,359,500,000**	
Jobs	**District**	**Ballpark**
Construction One-Time Jobs	28,394	4,501
Ongoing Jobs (Full buildout)	7,023	
Fiscal Revenue GROSS (30 years cumulative)	**City**	**County**
Property Taxes	$474,278,906	$415,570,083
Sales Tax	$38,423,296	$175,039,459
Hotel Tax		$259,410,327
Ballpark Sales and Tourism Tax	$20,310,384	$193,123,023
		$1,043,015,599
Fiscal Revenue NET (30 years cumulative)	**City**	**County**
Property Taxes	$474,278,906	$415,570,083
Sales Tax	$11,961,357	$54,490,626
Hotel Tax		$102,127,514
Ballpark Sales	$14,826,580.41	$140,979,807
	$501,066,844	$713,168,031
Other Revenue Sources	**City**	
Land Value	$105,000,000	
Community Benefits	$22,000,000	
Gross Property Tax Breakdown		
County	$415,570,083	
City	$474,278,906	
School Local	$199,742,289	
School State	$233,686,848	
SW FLA Water Mangement	$16,427,131	
Juvenille Welfare Board	$61,841,608	
Suncoast Transit Authority	$54,514,817	
District Sales	$153,214,351	
Hotel	$170,212,523	
Property	$1,456,061,683	
Ballpark Sales and Tourism	$193,123,023	
	$1,958,111,025	

Summary				
Total Development Costs	$6.4 billion			
Total One-Time Jobs	32,900			
Total Ongoing Jobs (District only)	7,000			
Total Revnue to City (30 Years fiscal + Hines contributions)	$660,012,586			
Total Gross Revenue to County (30 Years)	$.88 billion			
	$1.5 billion		$429,112,724.26	$1,953,649,826.92
Development Costs				
Stadium Total Costs	$1. billion			
District Development Total Costs	$5.4 billion			
TOTAL	**$6.4 billion**			
Gross Jobs	**District**	**Ballpark**		
Construction One-Time Jobs	28,400	4,500		
Ongoing Jobs (Full buildout)	7,000			
Fiscal Revenue GROSS (30 years cumulative)	**City**	**County**		
Property Taxes	$470 million	$415 million		
Sales Tax	$24 million	$175 million		
Hotel Tax		$259 million		
Ballpark Sales and Tourism Tax	$20,310,384	$193 million		
	$514 million	**$1.04 billion**		
Fiscal Revenue NET (30 years cumulative)	**City**	**County**		
Property Taxes	$474 million	$415 million		
Sales Tax	$38 million	$88 million		
Hotel Tax		$156 million		
Ballpark Sales		$141 million		
	$513 million	**$.8 billion**		
Other Revenue Sources	**City**			
Land Value	$105 million			
Community Benefits	$50 million			
Gross Property Tax Breakdown				
County	$415 million			
City	$474 million			
School Local	$200 million			
School State	$234 million			
SW FLA Water Mangement	$16 million			
Juvenille Welfare Board	$62 million			
Suncoast Transit Authority	$54 million			
	$1.46 billion			