

EXHIBIT "B" – PROPOSAL FORM

REQUEST FOR PROPOSAL
FOR THE PURCHASE & DEVELOPMENT
CITY-OWNED REAL PROPERTY
LOCATED AT
1300 – 1st AVENUE NORTH
ST. PETERSBURG, FLORIDA, 33701

Issue Date

January 7, 2019

The undersigned certifies that the enclosed proposal is being submitted and is subject to the terms and conditions as outlined in the Request for Proposal as issued by the City of St. Petersburg on January 7, 2019.

Waverly Capital, LLC

Name of Company/Organization


Signature of individual submitting proposal
for above Company/Organization

Jugal K Taneja

Printed name of individual

5/8/19

Date

Jugal K Taneja

Proposal Contact Person

jt@belcherpharma.com

Contact Person E-mail address

727-480-9500

Contact Person Phone

813-438-2040

Contact Person Fax



EDGE CENTER Mixed-Use Development

SUBMITTED BY:

Waverly Capital, LLC

CSJM Architects, Inc.

Skanska USA Building Inc.

May 10, 2019 | 10:00 AM



Response to Request for Proposal for the Purchase &
Development of City-Owned Real Property Located at
1300 1st Ave. North, St. Petersburg, FL 33701



May 10, 2019

City of St. Petersburg
Municipal Services Center
9th Floor
Real Estate & Property Management
One Fourth Street North
St. Petersburg, FL 33731

Re: Proposal for 1300 - 1st Avenue North

Dear Members of the Selection Committee,

Waverly Capital would like to thank the City of St. Petersburg for allowing us to be a part of the RFP process regarding the property located at 1300 First Avenue within the Edge District. Waverly, along with its Architectural partner, CISM Architects and its Construction partner, Skanska are pleased to provide this proposal in connection with the property. We believe our team has the breadth of knowledge to create a world class property of which we can all be proud.

Thank you,

Waverly Capital, LLC

Mihir Taneja
Member



Table of Contents

1	Team Members and Entity Primary Contacts	Page 3	6	Envision / Wellness / Grow Smarter	Page 22
2	Previous Experience / City Projects	Page 5	7	Construction Budget / Project Pro-forma	Page 23
3	Financial Confirmation / Affirmation Statement / Job Creation	Page 12	8	Construction Impact	Page 25
4	RFP Required Items and Responses	Page 14	9	PREFERRED Item 7.5 Timely Development Plan and Construction Schedule	Page 26
5	Proposed Development Description with Conceptual Site Plan and Design	Page 15	10	PREFERRED Items and Responses	Page 27
				Signed Proposal Form Exhibit "B"	Page 28

1

Team Members and Entity Primary Contacts

Project Team Members

Our Project Team, which includes Waverly Capital, CSJM Architects and Skanska, consists of broad-reaching team members with the ability and experience to complete successful mixed-use projects, such as this important project for the City of St. Petersburg. The name of our project, the 'EDGE CENTER Mixed-Use,' consists of components which will tap into each team member's wide range of experience.

The individuals of Waverly Capital have the expertise in both the Bioscience and Pharmaceutical fields and technologies. Their years of experience have allowed them to create relationships that not only cover the Biosciences and Pharma worlds, but also the Medical fields.

CSJM Architects has an unrivaled ability to create successful mixed-use projects specifically in Downtown St. Petersburg. Its principals Calvin Samuel, AIA and John Maricone, LEED AP, have not only produced these Downtown projects as Architects, but have also Designed and Developed the 700 Central block as members of its Ownership group. As you may know, 700 Central not only consists of a new Urban Publix and Chinily Collection Gallery but also contains major Offices, Retail, Restaurant and Structured Parking — the very same components proposed for this EDGE CENTER Mixed-Use project.

Our third team member, Skanska, needs no introduction as they are a worldwide leader in both Construction and Development. Skanska's wealth of experience across the U.S. and right here in Downtown St. Petersburg is based on their strong values in offering sustainable solutions for the most complex assignments. Their continued goal is to deliver an industry-leading total shareholder return while building for a better society. Skanska is an industry-leading innovator in both safety and project execution, and offers competitive solutions for both the traditional and complex projects to help build a more sustainable future for its customers and communities — goals and values which our entire Team have adopted.

Our Team's goal is to bring and create as many jobs as possible to this important part of the Edge District here in Downtown St. Petersburg. This is why we have decided to include more than double the amount of required Office space and Retail required in our project, as well as abundant Structured parking to support such.

Developer: Waverly Capital LLC

Waverly Capital is family owned and operated equity real estate investment fund. Our Tampa Bay based firm specializes in investments focused on land development in the office and retail markets. Our proven, differentiated strategy is based on our robust approach to identifying unique opportunities that will help create long term value for the community.

We leverage technology, predictive analytics and robust data sets to analyze and uncover shifting market dynamics. Our entrepreneurial spirit offers a nimble approach yet also a thorough assessment of each investment's fundamentals.

At our core, Waverly Capital is driven by intrinsic values of integrity, innovation and collaboration. We make disciplined, responsible investments and operate under the guiding principles of stewardship, social responsibility and sustainable growth.



Entity Primary Contact:

Jugal K. Taneja
phone 727.480.9500
fax 813.438.2040
email jt@belcherpharm.com

Jugal K. Taneja, Managing Member & Co-Founder

Mr. Taneja is the Co-Founder and Managing Member of Kaligia Biosciences. Originally from New Delhi, India, Mr. Taneja holds a B.S. Degree in Mining & Petroleum, an M.S. Mechanical Engineering from NYU and an MBA from Rutgers University.

In 1983, Mr. Taneja was Senior Vice President of Huntington Bank, which he left to start an Investment & Merchant Banking Company with the partnership of Retired Chairman and President of Union Commerce Bank. As an Energy Banker in Ohio, he became a lead banker for the Ohio Energy Industry. He later controlled three seats in the New York Stock Exchange and owned and operated several Community Banks in the midwest and California.

In early 1990, he bought all limited partners and formed BANCEQUITY Petroleum Inc, operating 400 Ohio Wells. BANCEQUITY now operates 235. Presently, he is a Managing Partner of Belcher Pharmaceuticals LLC in Florida and American Antibiotics Pharmaceuticals Inc. in Baltimore, Maryland.

Fazal Fazlin, Co-Founder & CEO

Mr. Fazlin is the Chief Executive Officer (CEO) of Kaligia Biosciences, responsible for directing the company towards its vision of building next generation medical diagnostic devices. Prior to Kaligia Biosciences, Mr. Fazlin was founder and CEO of Advanced Plasma Systems, Inc. (APS) and Practical Software Inc. Under his leadership, APS became one of the nation's most profitable designers and manufacturers of Gas Plasma Systems; a product used primarily for surface treatment of materials in the computer and medical industries.

Mr. Fazlin holds more than ten design and process patents resulting from his leadership and technological creativity while at APS. Prior to founding APS, Mr. Fazlin was with Control Data Corporation in Minneapolis, and Zenith Corporation in Chicago. Mr. Fazlin holds a Bachelor's Degree in Industrial/Chemical Engineering.

Architectural Partner: CSJM Architects, Inc.

Primary Contact: Calvin B. Samuel, AIA, President | Phone 727.224.2722

Email: csamuel@csjmarchitects.com

Founded in Downtown St. Petersburg, Florida in 1995 by Calvin B. Samuel and John J. Maricone, CSJM Architects has grown and developed over the past 24 years to become one of the most respected Architectural Firms in the Tampa Bay area. They have designed award winning Office Buildings including the ASI Insurance Company Campus in St. Petersburg, Retail Centers including the original Baywalk Retail Center in St. Petersburg, the Winter Garden Retail Center just outside Orlando, as well as the Urban Publix and Chihuly Collection anchored Retail and Office Complex at 700 Central Avenue. In addition, they are the Architects for the award-winning Fusion 1560 Apartments in the Edge District, and the Hermitage Apartments, also in downtown St. Petersburg. CSJM have also been the Architects for hundreds of Airport Restaurant Concession locations nationally for HMS Host, including Tampa International Airport as well as all the major airports in Florida and Georgia. On each project they have shown an attention to detail and to their client's needs that is unsurpassed in the region.

CSJM Architects, as mentioned above, have been actively involved in the design and renovation of award-winning retail and office projects in Florida, specifically in the City of St. Petersburg, for more than 20 years. They have a demonstrated depth of experience in combining these disciplines in large mixed-use projects like the Retail and Office Complex at 700 Central Avenue and the Fusion 1560 and Hermitage Apartment and Retail developments. Their experience in this type of project in Downtown St. Petersburg cannot be rivaled. Led by their co-founder, Calvin Samuel AIA, who resides in St. Petersburg and has more than 37 years of architectural experience, CSJM has successfully completed these projects on time and on budget. Their depth of knowledge and familiarity with Downtown St. Petersburg and the Edge District is unparalleled making them the ideal choice for this project.

Calvin B. Samuel, AIA, President

A graduate of the University of Florida's College of Architecture with a Master Degree in Architecture in 1982. Mr. Samuel has been a Principal and the President of CSJM Architects Inc. in St. Petersburg, Florida since 1995. Prior to that he was Project Manager with Mudano Architects in Largo, Florida, and Robbins Bell and Kuehlem Architects in Tampa, Florida

Mr. Samuel is a registered Architect in Florida and in many other States and is NCARB certified. He has served as an architect for the City from 1999 through 2007, and from 2015 to present. He is also actively involved with and a member of the AIA.

Mr. Samuel was the Lead Architect for the recently completed eight-story Hermitage Apartments, Fusion 1560 Apartments in the Edge District, and the 700 Central Avenue Retail and Office complex — all in Downtown St. Petersburg, Florida. He was also the lead Architect for the award-winning ASI Corporate HQ and Office Campus.

John J. Maricone, LEED AP, BD & C, Vice President

A graduate of the University of Florida's College of Architecture, Mr. Maricone has been a Principal and Vice President of CSJM Architects Inc. in St. Petersburg, Florida since 1995. Prior to that, he was Project Manager with Zivic and Hurdle Architects in Fairfax, Virginia and with the Marriott Corporation in Washington, DC. Prior to moving to the Northern Virginia Area, he was a member of Architects Diversified Inc, Hamm Woodruff Architects and Robbins, Bell, and Kuehlem Architects in Tampa, Florida.

Mr. Maricone has been a LEED Accredited Professional since 2009.

Mr. Maricone was the Project Manager and LEED AP assigned to the Hermitage Apartments in Downtown St. Petersburg, Florida which is seeking LEED Certification, and for the \$35 million LEED Certified ASI, HQ and Corporate Office Campus which is in St. Petersburg, Florida. He was also the Project Manager for the Fusion 1560 Apartments in the Edge District and the 700 Central Avenue Retail and Office complex in Downtown St. Petersburg, Florida.

Construction Partner: Skanska

Primary Contact: Chuck Jablon, Senior Vice President | Phone 813.477.5874

Email: chuck.jablon@skanska.com

Skanska is one of the world's leading construction and development companies. In the U.S., Skanska's core operations include building construction, civil infrastructure and developing self-financed properties, which together generated \$8 billion in revenue in 2018.

We are LOCAL. Skanska has been working in St. Petersburg and Tampa Bay for more than 25 years. We are part of this community through the 170+ full-time employees who call Tampa Bay home—through the offices, parks, hospitals and schools we build—and through our strong network of subcontractor relationships which enable us to offer highly competitive pricing. We will bring our brightest talent and best experiences to your project to ensure its success.

We embrace your VISION. Working together, collectively and individually, our team has delivered numerous mixed-use projects with structured parking and office, retail and restaurant space. We will communicate regularly and transparently with all stakeholders ensuring that the final facility reflects your goals and vision.

We know ST. PETERSBURG. Our experience working in downtown St. Petersburg is unmatched. We know how to meet all of the City's requirements for safety of the public, maintenance of traffic, noise restrictions, allowable work hours and cleanliness of the site. We will navigate the permitting and inspection process efficiently to deliver this important development as quickly as possible.

We understand the power of ARCHITECTURE. The built environment is a powerful business tool. It directly impacts employee productivity and can bolster a firm's reputation as an employer and business partner. We are proud to partner with CSJM Architects, a firm with strong St. Petersburg roots, who shares our commitment to excellence and our enthusiasm for development in the Edge District. Our relationship, founded on principles of collaboration and

mutual respect, will benefit the City immediately through a comprehensive and collaborative preconstruction and construction process that honors design and balances the budget.

We are RELIABLE. Skanska USA is one of the largest, most financially sound construction and development companies in the U.S. We have the resources to offer high-quality services at competitive prices. We offer the City more than construction management services – we offer you a partnership that will continue even after the last employee settles into their new desk and the last Retail and Restaurant tenant holds its grand opening.

We foster INNOVATION. A learning organization, we pride ourselves on sharing best practices across the company, and on continually finding ways to enhance the project process to benefit our clients. The City will benefit from our project team's experience on multiple mixed-use developments in urban environments. Our site logistics plan provided in Tab 8 reflects our commitment to maintaining a safe and secure site, giving the City peace of mind for the Community experience during construction.

Chuck Jablon, Senior Vice President

A St. Petersburg native and lifelong area resident, Chuck has played a significant role in building St. Petersburg into the thriving community that it is today. Chuck will be your single point of contact for Skanska on a daily basis through preconstruction, and will be instrumental in bringing your vision to life. Drawing on more than 40 years of experience and a network of strong subcontractor relationships, Chuck will help the City maximize its investment by bringing the project within budget without sacrificing architectural detail.

Chuck has led some of the area's most iconic and successful projects, including Jabil Innovation Center, Florida Polytechnic University and Johns Hopkins All Children's Hospital Research and Education Building just down the street. Chuck is also leading the highly anticipated New St. Pete Pier and Pier Approach projects.

Jon Meese, Vice President of Preconstruction

Jon directs and manages the preconstruction team and process for Skanska's Florida operations. He works closely with design teams and owners to ensure that the necessary resources are supplied for the preconstruction effort, beginning with the programming in the schematic design phase. Jon is responsible for cost estimating, GMP development, value engineering, developing bid packages and determining best value recommendations. Jon manages a staff of architectural, structural, civil, mechanical and electrical estimators that support the preconstruction efforts. A collaborative leader with 16 years of industry experience, Jon works with key members of the project team during preconstruction for constructability, site utilization and scheduling reviews to ensure the City's goals and design intent are met.

Jon holds a B.S. in Industrial Engineering from Georgia Tech and was a 2018 Tampa Bay Business Journal 40 Under 40 award recipient.

2

Previous Experience / City Projects



1 View from corner of Central Ave and 16th Street



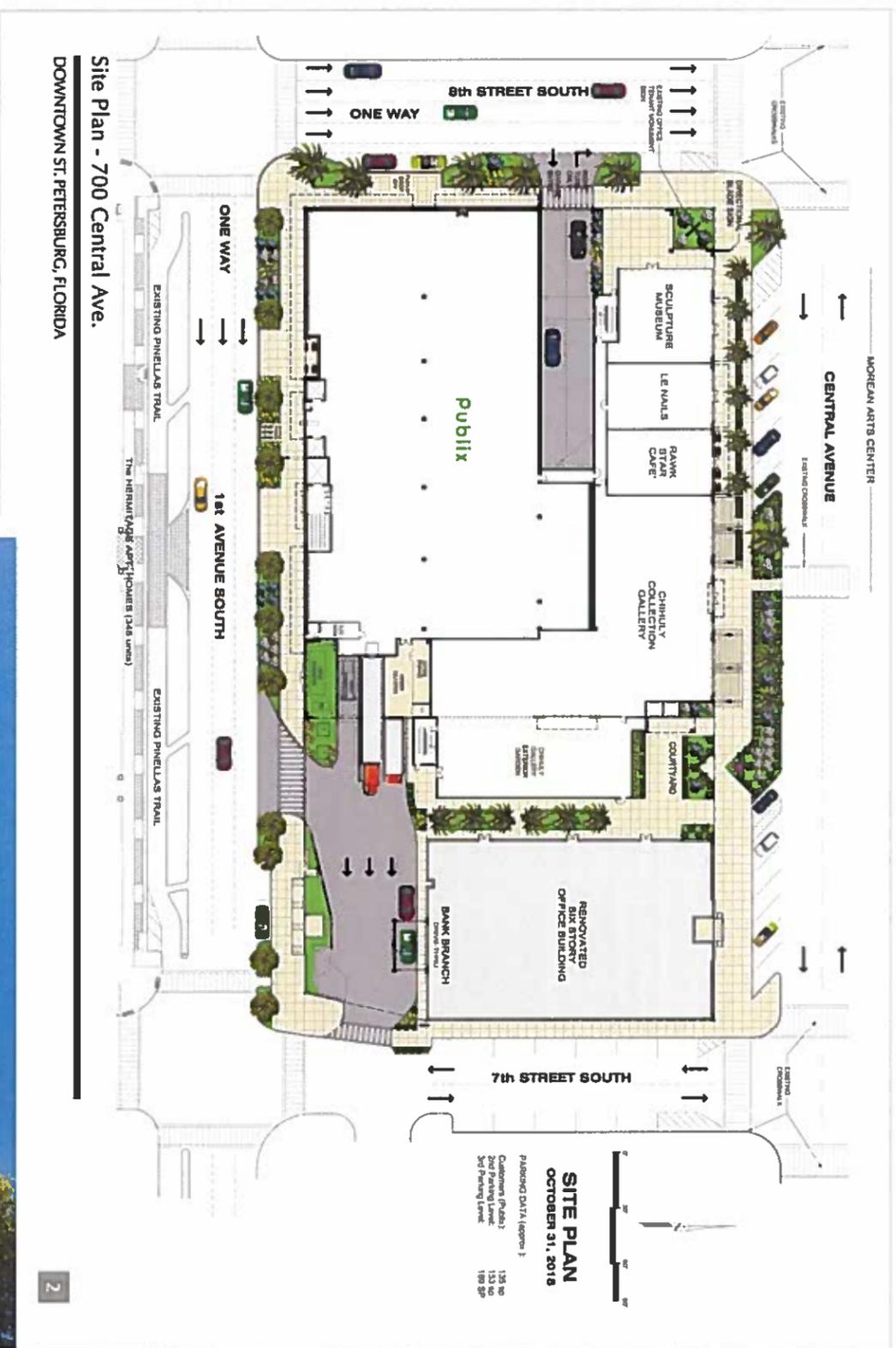
2 Rooftop Amenities overlooking Downtown St. Petersburg



3 Central Avenue Apartments with street level Retail and Workout Facilities

Fusion 1560 | CSJM Architects

Fusion 1560 is a mixed-use project consisting of 325 high end apartment homes with Retail and Activity spaces along the entire Central Ave side, along with Structured Parking and abundant Rooftop Amenities. It is not only located within the DC-1 zoning district but is also located within the Edge District, directly across from the old Police Station Site. It anchors the SW corner of the Edge District on the corner of Central Ave and 16th Street. It was important to completely surround the Structured Parking on three sides with Apartments, Retail and Activity spaces. This allowed for a more inviting walk for Pedestrians along Central Ave and 16th Street.



700 Central | CSJM Architects

- 1 Urban Publix with Historic Photo Facade
 - 2 Mixed-Use Site Plan (Office Building, Publix, Retail, Restaurants, Structured Parking)
 - 3 Chihuly Collection Gallery and Retail
- 700 Central is a mixed-use project consisting of a new Urban Publix and an 82,000-SF Office Building, along with the Chihuly Collection Gallery, Retail and Restaurants along Central Ave. The Structured Parking above consists of approximately 450 spaces on three levels. This project was not only designed by CSJM Architects but its Principals, Calvin Samuel and John Maricone, are also part of the Ownership group and Development team that took the project from inception to completion. Our 700 Central Mixed Use block is also located within the DC-1 zoning district and has helped trigger the growth of our Downtown westward. The project not only focuses on Central Ave but has created activity on 1st Ave South by locating the main entrance to Publix mid-block for visibility and cohesiveness with the Hermitage apartment homes located across the street.





1 Corner of 1st Ave South and 7th Street



2 Main Entrance

3 Rooftop Amenities

Hermitage | CSJM Architects

Hermitage Apartment Homes is a project consisting of a new urban full-block 348-unit multi-family complex with approximately 21,000-SF of Rooftop Amenities along with a Restaurant located on the corner of 1st Ave S and 7th Street. The eight levels of Structured Parking are surrounded on three sides by apartment homes and has on its south facade multi-level Public Art. The Hermitage is also located within the DC-1 zoning district directly across the street from our new Urban Publicx and is a part of the westward growth of our Downtown. The project's entire north facade and north entrance is located directly on the Pinellas trail and is heavily used by both Pedestrians and Bicycle traffic.





ASI Corporate HQ and Campus | CSJM Architects

- 1 Main Entrance Lobby
- 2 Building One of HQ Campus
- 3 Courtyard Amenities

ASI Corporate HQ and Campus is a project consisting of three main buildings with a central Courtyard full of Amenities including a health and fitness track with workout station stops as well as sand volley ball courts. It is located on 4th Street North and has full Child Care facilities as an important Amenity for its Corporate office personnel as well as for the Public. The offices are on the top two levels of each of the two main Office Buildings consisting of approximately 200,000-SF with child care facilities and amenities on the ground level. ASI Corporate HQ is LEED Certified and focuses on the health and well-being of its large office population.





1 Rendering of Plaza and Pavilion



2 Rendering of New St. Pete Pier

3 Aerial photo of New St. Pete Pier progress
May 1, 2019



City of St. Petersburg, New St. Pete Pier | Skanska

Skanska is providing construction management services for the New St. Pete Pier consisting of a new 148,000-SF concrete deck supported on approximately 426 concrete piles. This new deck supports elements such as the coastal thicker equipped with trees and landscaping as well as a boardwalk. It also includes a new sloped lawn bowl that will be used for events and general recreation. The deck also supports two buildings: the new Pier Head and the new Education Center. The Pier Head includes a 6,800-SF restaurant and a 4,500-SF Roof/Observation Deck. The Education Center is a 2,000-SF multipurpose space at the center of the new pier that provides both indoor and outdoor program space. Surrounding the new pier are breakwaters that provide erosion protection for the newly constructed Spa Beach. On the landside, a new plaza called Pier Plaza supports outdoor program space, a new splash pad, a new tilted lawn and the Pavilion building. The Pavilion building, along with other Restaurants and Retail spaces, will provide a complete visitor experience.



1 Jabil Innovation Center open office concept



2

Jabil, Inc. Innovation Center | Skanska

Skanska was selected to provide preconstruction and construction services for a new 270,000-SF headquarters building. Project scope includes offices, labs, customer engagement space, support services and amenities for Jabil's new state-of-the-art global headquarters.

The development objective is to combine the new construction with the existing General Services Building (GSB) to present a unified and symbiotic facility. The project leverages the natural beauty of the lake and current environment by providing outdoor recreation/exercise amenities to employees, as well as increased security on the perimeter of the campus.

Skanska is constructing this campus in phases as three separate projects in order to minimize disruptions to on-going Jabil operations:

- Jabil Innovation Center (39,000-SF) which contains labs and office spaces.
- New Roosevelt Building (170,000-SF) which contains office spaces, a gym and cafeteria/food service.
- General Services Building (62,000-SF) renovation which involved restack and renovation of offices and labs.

2 Exterior view of Jabil Innovation Center

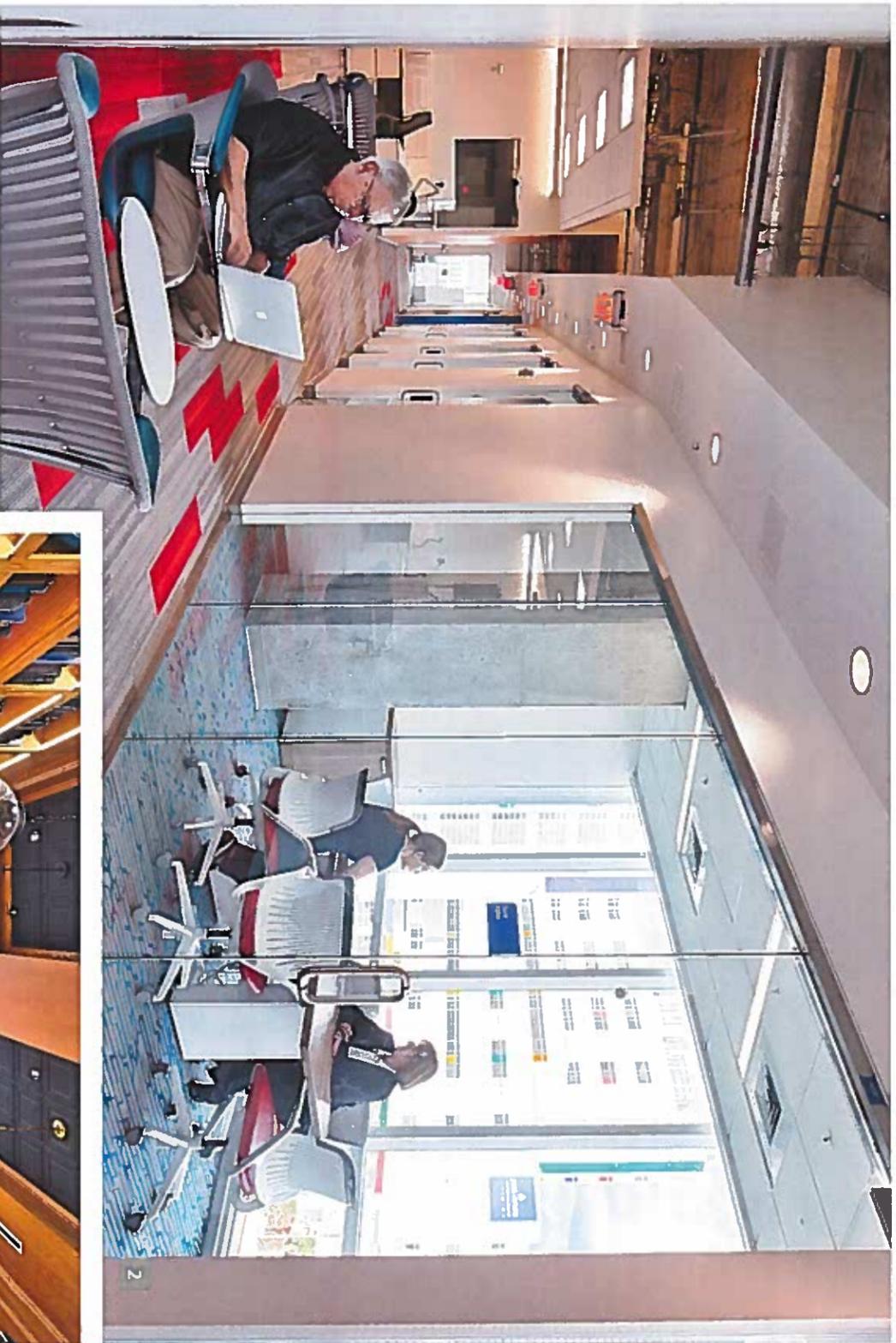
3 Jabil Innovation Center corridors face a central courtyard employee amenity space which allows daylight and views for the laboratory spaces



3



1 Johns Hopkins All Children's Hospital, Research and Education Building exterior



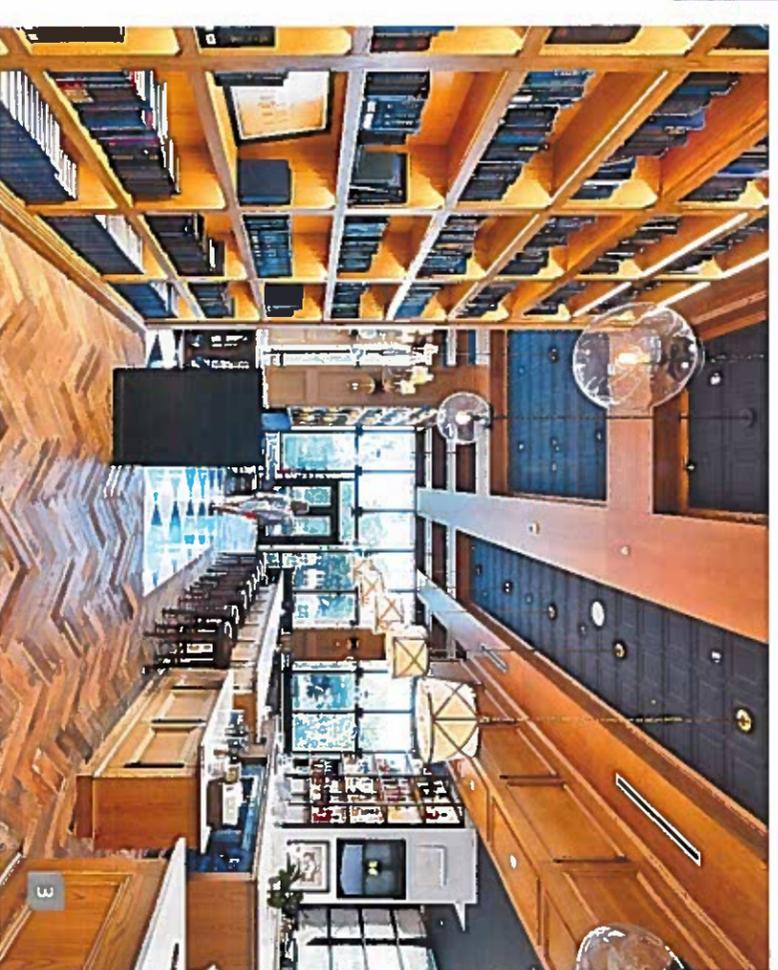
2

2 Johns Hopkins All Children's Hospital, Research and Education Building interior conference and touch down space

3 The Library Restaurant

Johns Hopkins All Children's Hospital, Research and Education Building | Skanska

Skanska provided preconstruction services and construction management at risk services for the new \$100 million, 230,000-SF research and education building that connects to the existing Outpatient Care Center building. The new building was constructed on 1.4 acres of land that All Children's Hospital acquired from the University of South Florida. The new facility includes 30,000-SF of research and laboratory spaces, 30,000-SF of educational/simulation spaces including a 400-seat auditorium, 20,000-SF collaboration space, 50,000-SF of office/administration space, a biorepository and The Library Restaurant on the ground floor.



3

3

Financial Confirmation / Affirmation Statement / Job Creation

Financial Confirmation



Waverly Capital was created as a vehicle to invest in various real estate and property development ventures. Waverly Capital is owned by four partners; three of which own 90% and the fourth that owns 10%. The combined balance sheet of the 4 partners is in excess of \$750 million. The financial strength is supported by an income stream along with free cash flow of approximately \$100 million per year. Waverly has an available borrowing capacity of \$200 million dollars. Waverly has the financial strength to not only purchase the land but to fully finance this project as described in the proposal without financial contingencies. If necessary, these financial figures can be supported by audited financials.

Regards,

Jugal K Taneja
Jugal K Taneja
Managing Member

J.P.Morgan

April 30, 2019

RE: Jugal Taneja

To: City of St. Petersburg Florida
1300 1st Ave
St. Petersburg, FL 33705

This letter is to confirm that JP Morgan Private Bank has maintained a banking relationship with Jugal Taneja since 2012.

Please use this letter as affirmation that Jugal Taneja has access to sufficient funds in the eight figure range to close on a new property.

All of our experience with our client has been very satisfactory.

Please do not hesitate to call me at 844.203.0505 should you have any further questions.

Sincerely,

Kristopher Gilliam

Kristopher Gilliam
Senior Client Service Associate
JP Morgan Private Bank

THIS LETTER AND ANY INFORMATION PROVIDED IN CONNECTION HERewith ARE FURNISHED ON THE CONDITION THAT THEY ARE STRICTLY CONFIDENTIAL, THAT NO LIABILITY OR RESPONSIBILITY WHATSOEVER IN CONNECTION HERewith SHALL ATTACH TO JPMORGAN CHASE & CO., ITS SUBSIDIARIES OR AFFILIATES, OR ANY OF ITS OFFICERS, EMPLOYEES, OR AGENTS, THAT THIS LETTER MAKES NO REPRESENTATIONS REGARDING THE GENERAL CONDITION OF THE SUBJECT, ITS MANAGEMENT OR THE SUBJECT'S FUTURE ABILITY TO MEET ANY OBLIGATIONS, AND THAT ANY INFORMATION PROVIDED IS SUBJECT TO CHANGE WITHOUT NOTICE. VALUATIONS OF CERTAIN ASSETS HELD IN THE ACCOUNTS MAY NOT NECESSARILY REFLECT THEIR MARKET PRICE ON TODAY'S DATE. AS CERTAIN ASSET VALUES ARE NOT DETERMINED ON A DAILY BASIS, IF ANY ASSET IS NOT PRICED DAILY (E.G., IF IT IS PRICED WEEKLY OR MONTHLY), THE ACCOUNTS WILL REFLECT THE ASSET'S VALUE AS OF THE LAST PRICING. THE INFORMATION PRESENTED IS OBTAINED FROM SOURCES BELIEVED TO BE RELIABLE, WITHOUT EXPRESS OR IMPLIED WARRANTIES AS TO COMPLETENESS OR ACCURACY. WE EXPRESSLY DISCLAIM ANY LIABILITY FOR ERRORS AND OMISSIONS REGARDING THE INFORMATION.

Bank products and services, which may include bank-managed investment accounts and custody as part of its trust and fiduciary services, are offered through JPMorgan Chase Bank, N.A. and its affiliates.

Brokerage investment products and services are offered through J.P. Morgan Securities LLC, member FINRA and SIPC.

INVESTMENT PRODUCTS - NOT FDIC INSURED - NO BANK GUARANTEE - MAY LOSE VALUE

500 Stanton (North) Road, Newark, Delaware 19713-2107

JP Morgan Chase Bank, N.A.

Bank products and services are offered through JPMorgan Chase Bank, N.A. and its affiliates. Securities are offered by J.P. Morgan Securities LLC

Affirmation Statement (Required Item 6.23)



The Proposer is not party to or affected by any litigation, administrative action, investigation or other governmental or quasi-governmental proceeding which would or could have an adverse effect upon the Property or upon the ability of Proposer to fulfill its obligation under any agreement relating to this RFP, and there are no lawsuits, administrative actions, governmental investigations, or similar proceedings pending or, to Proposer's actual knowledge, threatened against or effecting the Proposer's interest herein.

Job Creation

Waverly Capital expects the EDGE CENTER Mixed-Use complex to provide upwards of 350 new jobs to St. Petersburg for the Office portion alone (nic: Retail and Restaurant). We anticipate concentrating on new jobs for the City as opposed to relocating Jobs from other St. Petersburg locations. However, should that need arise, we will welcome those as well. This mixed use complex comprises over 100,000-SF of offices and approx 25,000-SF of Retail. Waverly has had high-level discussions with several national as well as regional companies in the biotech, pharmaceutical and construction sectors that have expressed interest in relocating their headquarters to downtown St. Petersburg. One of these companies indicated building out and occupying the top two floors or approximately 40,000-SF of the proposed EDGE CENTER Mixed-Use while other have expressed interest in entire floors. Each of these companies have in excess of 125 employees that would occupy the space. We are also planning on accommodating smaller office users and entrepreneurial users as well within our project.

We anticipate no issues with our Office Tower being 50 to 70 percent pre-leased through the relationships mentioned above. This translates into 175 new Jobs from day one and a timeline of leasing the remaining space within 12 months from completion. The anticipated average salary for our Office Users is expected to be \$60,000 plus yearly.

SKANSKA



All trades and all experience levels welcome!

Construction Workforce Fair New St. Pete Pier™ and Pier Approach

Date: March 20, 2019 Time: 11:00am — 1:00pm
Location: Campbell Park Resource Center
601 14th Street South, St. Petersburg, FL 33705

Supported By:
Pinellas Technical College
Pinellas County Urban League
Pinellas Ex-Offender Re-Entry Coalition
The 2020 Plan
City of St. Petersburg
CareerSource Pinellas

Skanska Contact:
Angelica Rodriguez LEED AP
813.440.8165
Angelica.Rodriguez@Skanska.com

Workforce Development and Hiring Local

(Required Items 6.25 and 6.26)

Our team is fully committed to maximizing opportunities for the participation of St. Petersburg-based Small Business Enterprise (SBE) companies and St. Petersburg residents with this project. We believe in the potential of projects such as the EDGE Center to further our transform our community into a place where we can all live, work and play.

Skanska is currently working with the City's Workforce Development Team on the New St. Pete Pier and Pier Approach projects. We not only understand but fully embrace these efforts.

4

RFP Required Items and Responses

Required Item	Response
6.1. Ground leasing the Property from the City with a purchase option for land value after completion of the Proposed Development, defined as follows;	Yes
6.2. A description of the proposed development(s) to be building including building(s), with square footage, and proposed use(s) ("Proposed Development") and proposed end-users, if not the Proposer. Include a conceptual site plan or illustration.	See Section 5 and Waverly letter
6.3. Proposer is to address the construction impact on the community regarding related parking, placement of any temporary offices, storage of materials, effect on vehicular and pedestrian traffic;	See Section 8
6.4. A Proposed Development that incorporates ground floor retail along Central Avenue, including small locally-owned businesses;	Yes, see Section 5
6.5. A project pro-forma and construction budget;	See Section 7
6.6. Confirmed or verifiable sources of funds supporting the Proposer's financial capability of undertaking the Proposed Development, including company operating revenues and expenses, history of debt repayments, and letters of credit.	Yes and see Section 3
6.7. A time line for project approvals and construction, including date specific milestones such as commencing and completing construction and opening for business. Phased projects must include this information for each phase.	Not phased. Also see Section 9
6.8. Estimated type and number of new jobs that the development will create, including a time line, projected salaries, and where the jobs will come from;	See Section 3
6.9. Estimated type and number of jobs to be relocated to the site from any other St. Petersburg location(s);	See Section 3
6.10. A complete description of the Proposer's entity (corporation, partnership, etc.) and identification of all parties including disclosure of all persons or entities having a beneficial interest in the proposal;	See Section 1
6.11. Resume of Proposer's previous experience and a description of the scope and quality of past projects;	See Sections 1 and 2
6.12. A list of previous or current City-projects that the Proposer or any member of the Proposer's team was involved with, whether directly or indirectly;	See Section 2
6.13. A complete description of the development team including names, addresses, individual resumes of those individuals to be assigned to the project; the responsibilities of each team member or firm; and the experience of all those involved;	See Section 1
6.14. Any extraordinary terms or conditions related to the purchase or lease;	None
6.15. Inclusion of public parking spaces provided at market rate in the Proposed Development. Developer shall indicate the hours and days public parking spaces would be available, if not twenty-four (24) hours a day, seven (7) days a week, year round. Approximately three-hundred (300) public spaces required, with proposals providing the most spaces available for the greatest amount of time given the most favorable consideration. This allocation of public spaces is in addition to required parking for the development;	Yes, more than 300 public spaces. See Section 5
6.16. If housing is included, the City prefers a mix of market-rate, workforce (81% to 120% of Pinellas County median family income, adjusted by household size "MFI") and affordable housing units (80% or less of Pinellas County MFI). Provide the type and number of units at each income level being proposed;	Housing is not included in our design.
6.17. Inclusion of office and/or entrepreneurial space that aligns with the Grow Smarter Strategy, preference is not less than 50,000 square feet. In addition, the City encourages that a portion of this space be affordable to those businesses in the targeted sectors of the strategy;	Yes. See Sections 5 and 6

Required Item	Response
6.18. Incorporation of the EDGE Plan;	Yes, see Section 5
6.19. Building and site design connectivity with Baum Avenue which is proposed to be improved as a "festival" street per the EDGE Plan;	Yes, see Section 5
6.20. High quality urban streetscape along all public ROW frontages consistent with the EDGE Plan;	Yes we will
6.21. An emphasis on implementing complete streets standards and enhancing mobility options to and from the site;	Yes we will
6.22. Incorporation of outdoor quality civic space consistent with the EDGE Plan concept;	Yes, see Section 5
6.23. Affirmative statement of the following: "Proposed is not party to or affected by any litigation, administrative action, investigation or other governmental or quasi-governmental proceedings which would or could have an adverse effect upon the Property or upon the ability of Proposer to fulfill its obligations under any agreement relating to this RFP, and there are no lawsuits, administrative actions, governmental investigations or similar proceedings pending or, to Proposer's actual knowledge, threatened against the Proposer's interest herein."	Yes, correct. See Section 3
6.24. Proposer shall have the Property replatted, if necessary, at its sole cost and expense;	Yes we will
6.25. Utilization of businesses participating in the City's Small Business Enterprise Program ("SBE"), with preference for St. Petersburg based SBE companies, during the design and construction phases of the Proposed Development with an SBE participation rate of thirty percent (30%);	Yes we will
6.26. Working with the City's Workforce Development Team on hiring individuals for construction of the Proposed Development as well as permanent jobs related to the completed project;	Yes we will
6.27. Incorporating the City's executive order (EO-2017-01 Sustainable St. Petersburg) which aims to achieve the goal of a more sustainable and resilient community through numerous initiatives, programs and policies including active design guidelines, LEED rating system, ENVISION framework, WELL Communities standards and bike friendly business attributes;	Yes we will and see Section 6
6.28. Pursuant to Executive Order EO-2018-04, it is the policy of the City to apply the consideration of health, health impacts, and the social determinants of health to the City's decision-making. Proposers are encouraged to propose development that promotes health to the greatest extent practicable in their response, and are encouraged to provide workplaces that promote the health and well-being of their employees;	Yes we will and see Section 6
6.29. A primary contact name and numbers including phone, fax, and email;	See Section 1
6.30. A signed Proposal Form, attached as Exhibit "B" to this RFP, accompanied by a NON-REFUNDABLE payment of two hundred fifty (\$250) dollars. Payment should be made in the form of a check, payable to the City of St. Petersburg.	Yes, see attached Exhibit "B"

5

Proposed Development Description With Conceptual Site Plan and Design

Bringing the EDGE Center to Life

- Please also reference Section 4 Required Items and
- Sections 9 and 10 Preferred Items.

We are excited and pleased to present our Conceptual Design, Vision and Thought Process to the City for this extremely important mixed use project - EDGE Center. Not often do Architects and their Development Team have the opportunity to make a substantial positive difference for a deserving City such as ours.

We understand the importance and need for high quality Office space ranging from Startup and Co-working space to Major User and Corporate HQ, along with supporting Retail, Restaurant and abundant Structured Parking. This is why we have made the conscious decision to focus on those specific elements, and not incorporate other mixed-use elements such as Multi-family Housing. As you know, our City has been blessed with an abundance of Housing projects, either just finished or currently under construction. Our Team historically has focused on producing realistic solutions that translate into projects making significant positive impacts for our City.

Please remember that our proposed design is certainly not final, since we intend to meet with the City in order to incorporate your thoughts and suggestions. Our final proposed Design will of course include details such as material selections and project colors, after we meet with City staff.

Having said that, our proposed Development - EDGE Center - consists of five (5) or (6) levels of quality Office Space totaling between 98,000 and 118,000-SF and we acknowledge that in the DC-1 West of MLK St. zoning district the maximum footprint for each level above 50 feet is 20,000-SF - this we have done.

We have also included two example Conceptual Floor Plans to emphasize our understanding of total office population on each level of our Office tower.

Our project also includes between 20,000 and 30,000-SF of Retail, Restaurant and 'EDGE District' Office space (Preferred Items 7.3 and 7.6) along Central Ave, 13th Street and 1st Ave North. These components have been integrated with significant outdoor spaces such as 'Baum Plaza' anchoring the SE corner of our project. This Plaza Space also accommodates quality Outdoor Civic Space (Required Item 6.22) which is strategically located on the corner.

- Our project includes 20,000 to 30,000-SF of Retail, Restaurant and 'EDGE District' Office space along Central Ave, 13th Street and 1st Ave North. These components have been thoughtfully integrated with significant outdoor spaces to further the quality of life for all building tenants and community members.

Emphasis will be placed on implementing complete Streets Standards and Mobility to and from our Site, along with high quality Urban Streetscapes along all ROW consistent with the EDGE Plan (Required Items 6.20 and 6.21).

Our thought process for Structured Parking includes flexibility on multiple levels throughout our Design (Required Item 6.15). First, since we do not have any Housing within our project we do not have a requirement for reserved after hour and weekend parking spaces. Second, we not only have a minimum of 300 dedicated parking spaces for the City but we also have approx. 400 additional parking spaces for our Offices users which can be utilized for other parking needs after hours and on weekends. And third, we have allowed for the option of 100 to 200 below grade parking spaces to be included in the project, should the City request them. We understand the importance of Structured Parking spaces, not only for our users, but also spaces which are readily available to the public.

- We not only have a minimum of 300 dedicated parking spaces for the City but we also have approx. 400 additional parking spaces for our Offices users which can be utilized for other parking needs after hours and on weekends

Our overall Design focuses and embraces both the EDGE Plan and Baum Ave's 'festival' street connectivity (Required Items 6.18 and 6.19) as well as Pedestrians along Central Ave. We have done so starting on Ground Level, then up to Level 5 with abundant Rooftop Amenities and Activities (Preferred Item 7.2) and then again up to the top levels of the Office Tower with a large Terrace facing both Baum Ave as well as Central Ave.

Also on the ground level, we've incorporated 'Bike Share' is an integral part of the Plaza design. The main Entrance to our entire facility, located within the Plaza allows for easy vertical access to Rooftop Amenities from the Restaurants and Retail below, as well as from the Office population above. We anticipate that some of the Restaurants will request our Rooftop Amenities be an integral part their specific Restaurant's use and needs. On the west side of our project we will strive to solidify use of the CSX property in order to include it within our final design.

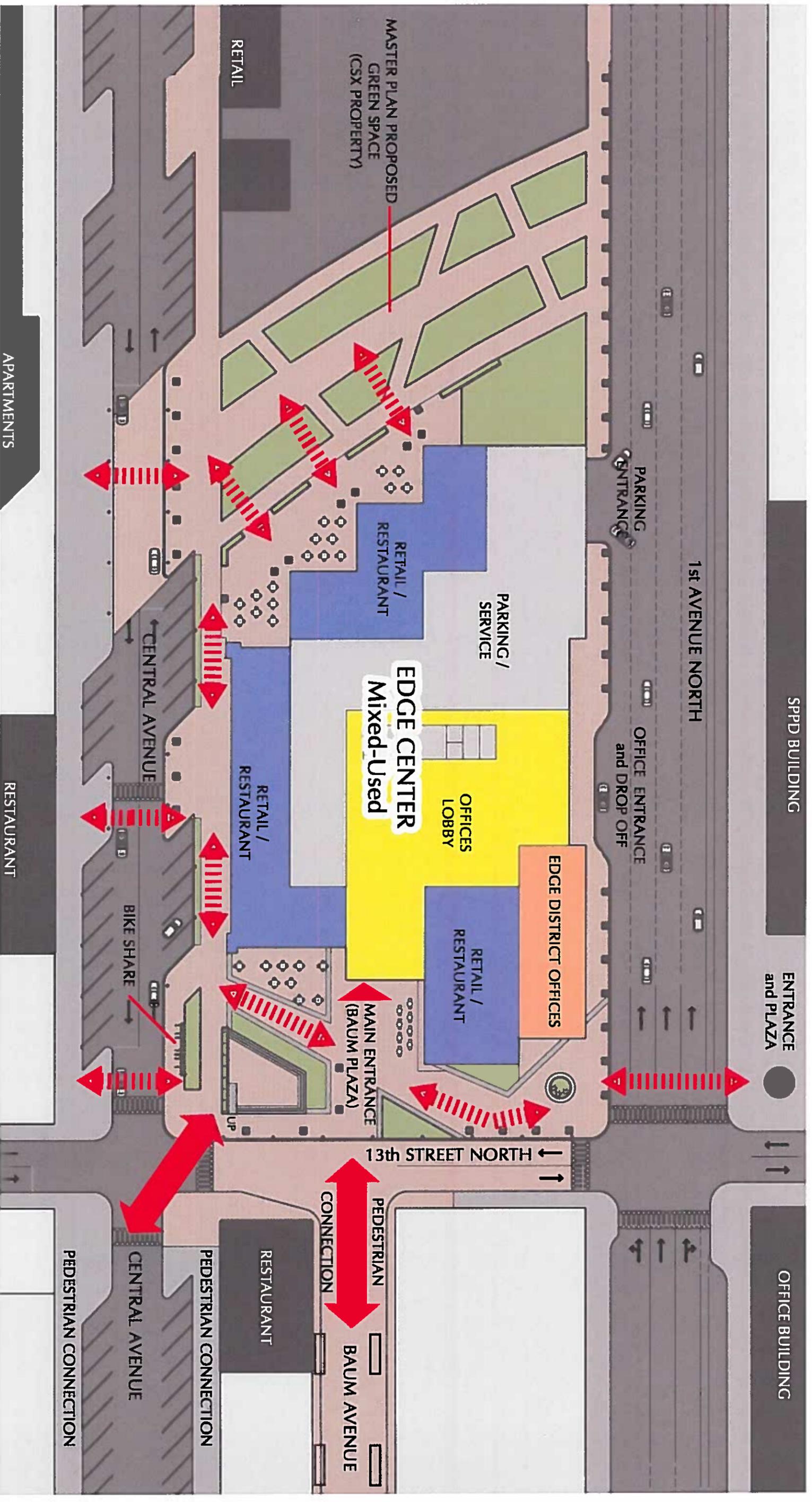
There will be no Re-zoning nor any requests for Variances, of any kind, in our EDGE Center project. (Preferred Item 7.7)

We have endeavored to develop our conceptual Site Planning and Design to a level sufficient enough to convey our overall thought process to our City.

We appreciate your consideration and look forward to answering any Design questions that you may have upon review of the drawings which follow.

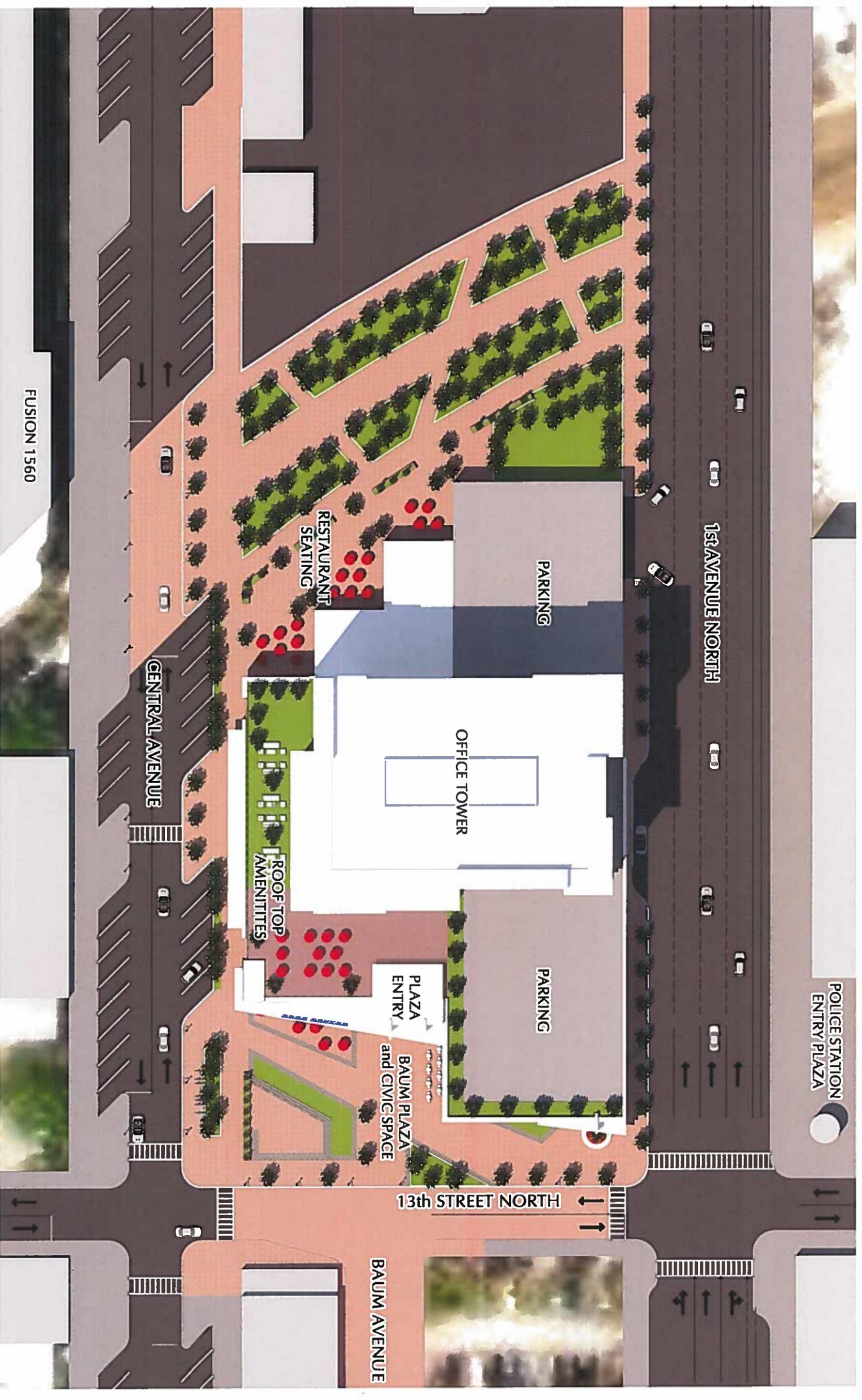
Thank you again for your time and consideration.





EDGE CENTER

Conceptual Master Plan and Diagram



POLICE STATION
ENTRY PLAZA

1st AVENUE NORTH

PARKING

OFFICE TOWER

PARKING

PLAZA
ENTRY
BAUM PLAZA
and CIVIC SPACE

13th STREET NORTH

BAUM AVENUE

RESTAURANT
SEATING

ROOF TOP
AMENITIES

CENTRAL AVENUE

FUSION 1560

EDGE CENTER

Conceptual Site Plan



EDGE CENTER

Conceptual Project Rendering



WAVERLY
CAPITAL

The Edge District - Downtown St. Petersburg

SKANSKA

CSJM Architects



EDGE CENTER

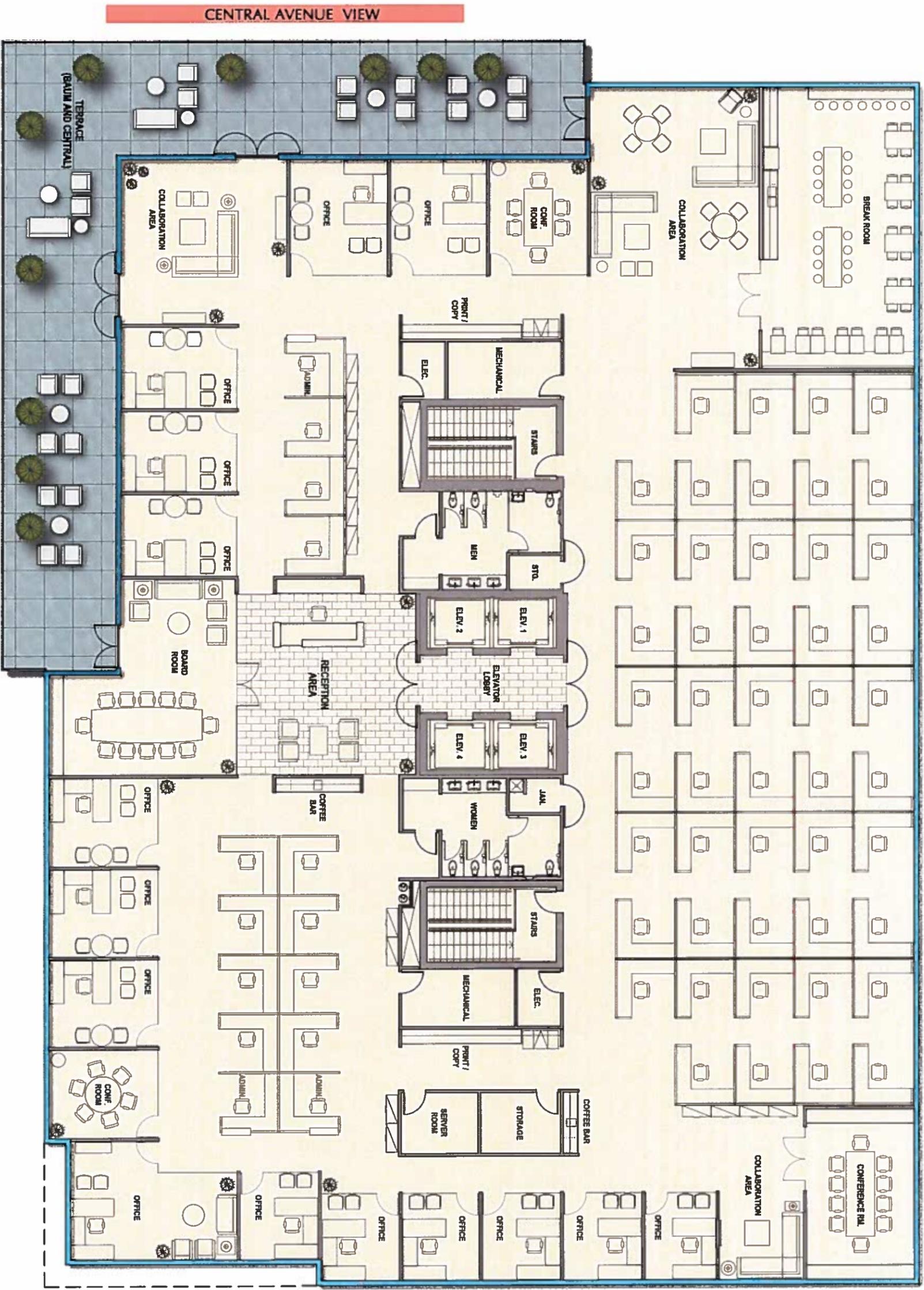
Conceptual Plaza Rendering



The Edge District - Downtown St. Petersburg

SKANSKA

CSJM Architects



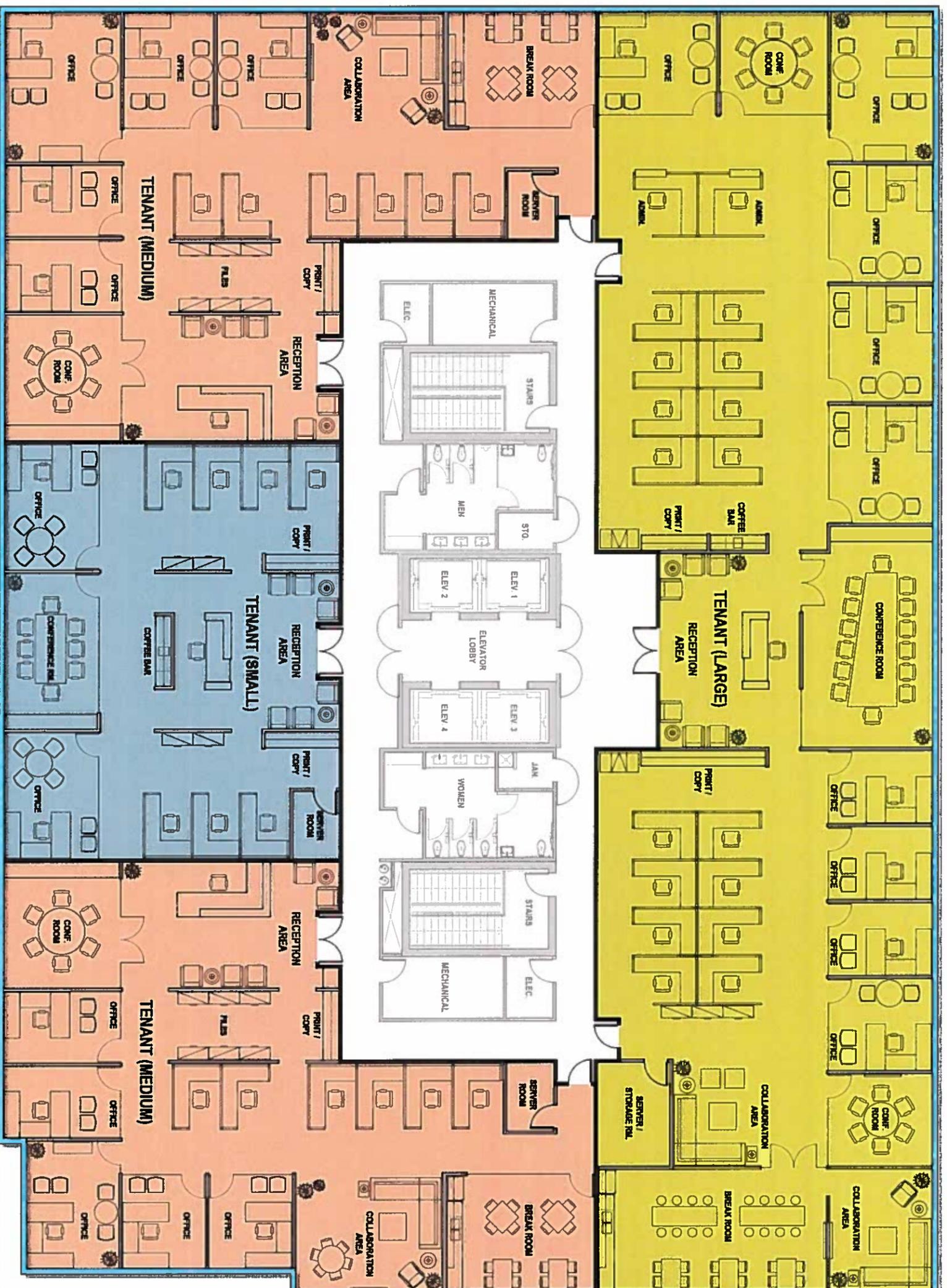
EDGE CENTER

Conceptual Corporate Office



The Edge District - Downtown St. Petersburg





EDGE CENTER

Conceptual Multi-Tenant Office

6

Envision / Wellness / Grow Smarter

Response to RFP Item 6.17

Our proposed project will include Office space that totals between 100,000-SF and 120,000-SF. As currently envisioned, it would have 4 or 5 office floors of approximately 20,000-SF each which would be tailored towards multiple office tenant occupancies. In keeping with the Grow Smarter Strategies goal to encourage entrepreneurship and expand startup incubation and acceleration strategy this would allow smaller businesses to rent the smaller spaces they need to begin their businesses. The top one or two floors would be targeted either for one single-use tenant occupancy for a corporate headquarters or for two large single use tenants and each floor would total approximately 18,000-SF each.

In addition, the project will designate one of the multiple tenant floors to serve as a co-working space for individuals and business startups. This level will promote community interaction and allow for users to rent private offices or suites, dedicated desks or Flex space, or even a “virtual” office. The level will focus on having the best workplace experience available to entrepreneurs, startups, independent professionals and small business teams through community building, innovative design and a desirable location in the Edge District. The community workspace would feature 24/7 access, free high speed internet, high level design, an organic coffee and tea cafe, receptionist services, business center, conference rooms, and social areas. It will feature affordable options that do not commonly exist in sought after real estate markets.



1. Jabill Inc. Innovation Center
2. Johns Hopkins All Children's Research and Education Building
3. Skyplex LLC, Corporate Campus
4. Skyplex LLC, Corporate Campus

City of St. Petersburg, Development Proposal for 1300 1st Avenue North | Envision / Wellness / Grow Smarter

Response to RFP Item 6.27

Our proposed project will incorporate many items and ideas included in the City's executive order for a Sustainable St. Petersburg.

These sustainability related items include:

- LEED v4 Certification for the project if practicable or at minimum, the application of Green Building Standards to the project. This will focus on energy efficiency, recycled and low emitting materials, and water efficiency/ conservation.
 - Envision v3 Certification for the project and its infrastructure related elements.
 - Both LEED and Envision now also encourage the quantification of and strategy-setting for carbon reduction. Skanska has created several significant tools that will provide guidance in identifying carbon impacts for the project. During estimating, we can evaluate the carbon impact of various material selections through our EC3 program which Skanska created in partnership with Microsoft and the University of Washington. In construction, Skanska's embodied carbon footprinting app is used to capture materials, transportation, utilities and any waste, that make up the building's pre-operational carbon.
 - Incorporation of WELL Community standards on the project.
 - Making the project bicycle friendly thru the incorporation of designated bicycle storage inside the building, bike racks in the Plaza area, and the City's "Coastshare" bicycle sharing program in the plaza area.
 - Leases for retail and restaurant tenants that incorporate limitations on single use plastics, polystyrene, and straws.
 - Building wide recycling program and collection/storage points.
- The team has extensive experience with the LEED certification process, including two recently completed projects in St. Petersburg by CSJM. In addition, Skanska is an industry leader in the Envision program and is engaged in the development of the program's new and evolved credits, from both a leadership and technical standpoint. LEED v4, WELL, Envision, and other upgraded or new certifications come as a natural evolution of the continued strides to improve the built environment, and the project team is prepared and excited to achieve these goals.



Response to RFP Item 6.28

The Project team is aware that providing a healthy atmosphere for building occupants is vital. Employee satisfaction is a main driver, with salaries often making up 90% of an owner's operating budget. In this project we will strive to achieve the healthiest environment possible for our tenant and their employees and also foster a sense of community and well being with how it integrates into the surrounding EDGE District.

Some of the strategies we will employ are as follows:

- Health initiatives such as a non-smoking building with no smoking allowed within 25 feet of entrances or outdoor air intakes.
- Use of low emitting materials in the building construction to provide the best possible air quality in the building.
- Use of natural lighting and views to the greatest extent possible in the office areas.
- A green roof open area for tenant use on the fourth floor. This is to promote community and provide an oasis for the tenants.
- An exterior tree shaded greenspace at the entrance plaza will serve to anchor and tie into the Baum Street Market and will serve promote a feeling of community for the public and tenants.

The project team is committed to and experienced in getting our owners to where they want to be. Our team's history building advanced, innovative facilities and infrastructure brings knowledgeable professionals and leading edge systems expertise to provide for a forward-thinking project.

Construction Budget / Project Pro-Forma

The Edge Center
 Waverly Capital, LLC
 St. Petersburg, FL



Concept Construction Budget - Project Summary

Target Range

*All Costs are Order-of-Magnitude and Square Footages are Approximate

May 10, 2019

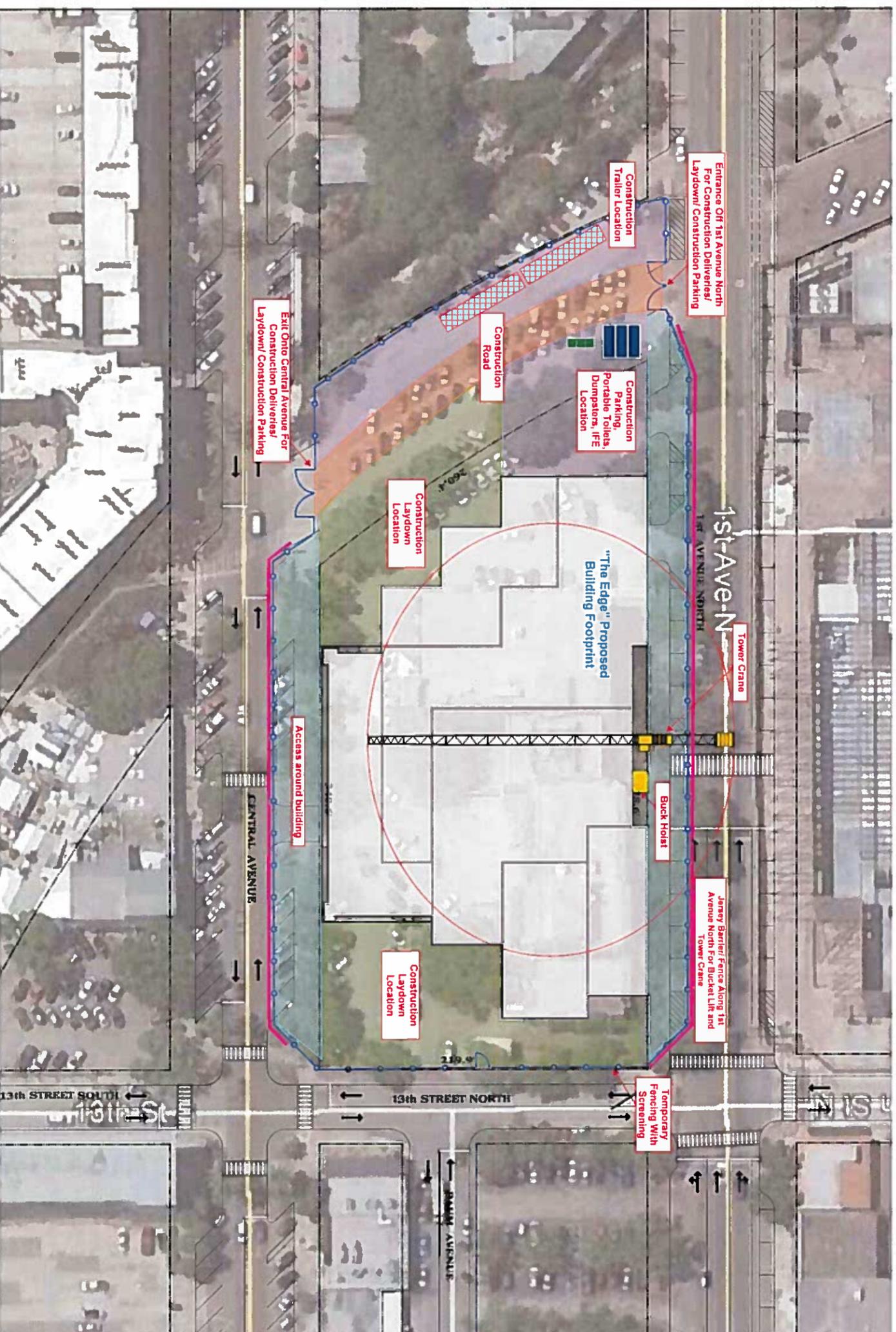
Pkg	Package Description	Budget Range	Cost / Unit	Notes
A	Demolition of Existing Buildings	1 ALLW \$750,000 - \$750,000	\$750,000	
B	Sitework - Earthwork, Grading, Utilities, & Improvements	2 ACRES \$750,000 - \$750,000	\$375,000	
C	Retail	20,000 - 30,000 GSF \$3,200,000 - \$4,800,000	\$160	Includes Office Space for the Edge District Core & Shell Only
D	Cast-In-Place Concrete Parking Deck	700 SPACES \$12,600,000 - \$12,600,000	\$18,000	300 Spaces dedicated to City, 400 Spaces for Office/Retail
E	Rooftop Amenities @ Levels 5 & 13	15,000 GSF \$1,500,000 - \$1,500,000	\$100	Rooftop Amenities on Level 5 for Restaurants, Retailers, and Visitors
F	Office Building	98,000 - 118,000 GSF \$15,680,000 - \$18,880,000	\$160	Includes Office Space for the Edge District Core & Shell Only
G	Lobby & Amenity Spaces	10,000 - 20,000 GSF \$2,000,000 - \$4,000,000	\$200	
Totals		\$36,480,000 - \$43,280,000		
H	Optional - Dedicated City Below-Grade Parking Spaces	100 - 200 SPACES \$3,200,000 - \$6,400,000	\$32,000	In Addition to the Dedicated 300 City Spaces Listed Above

Edge Center Mixed Use
 Waverly Capital
 St Petersburg, FL

PROFORMA
RENT ASSUMPTIONS AT STABILIZATION

Space Description	Rate / SF	Rentable SF	Annual Revenue
Office	\$33.00	110,000	\$3,630,000
Retail	\$40.00	25,000	\$1,000,000
Sub-Total	\$34.30	135,000	\$4,630,000
Parking Spaces (per Month)	\$75.00		\$300,000
Total Revenue			\$4,930,000

Construction Impact



1300 FIRST AVENUE NORTH
ST. PETERSBURG, FL.
SCALE 1:30

10

PREFERRED Items and Responses

Preferred Item	Response
7.1. A proposed mixed-use development with retail, office, mixed income housing and possibly a hotel;	See Section 5 (no housing or hotel)
7.2. Rooftop activities and/or amenities;	Yes. See Section 5
7.3. Ground floor retail along, 13 th Street N, and 1 st Avenue N;	Yes. See Section 5
7.4. Creation of the highest number of permanent, full time jobs;	Yes. See Section 3
7.5. A timely development plan and a construction schedule;	Yes. See Section 5
7.6. Inclusion of office space for the EDGE District Main Street nonprofit organization;	Yes. See Sections 5 and 10
7.7. No rezoning of any part of the Property.	Correct - No Rezoning

Part of our Project Team's philosophy is never settle for mediocrity nor any minimum requirements. Therefore, this philosophy, along with our long history of living and working in St. Petersburg solidified our desire to also include the Preferred Items requested by the City RFP. We have:

- Double the required Office square foot area
- Included an abundance of Retail and Restaurant
- Maximized Structured Parking with Option for additional spaces
- Included large Rooftop Amenities and Activities focused on Central Ave and Baum Ave and their Pedestrians
- Included Retail, Restaurant and EDGE District offices on 13th St. and 1st Ave North, along with associated Plazas
- Concentrated on high numbers of new full-time jobs
- Agreed to an aggressive and timely Development Plan and Construction Schedule
- Primary corner location for the EDGE District offices
- Not only will there be NO rezoning, but also NO variance requests for our Project





Exhibit B

Check and original Exhibit B provided outside envelope as requested in the City's RFP.

EXHIBIT "B" - PROPOSAL FORM

REQUEST FOR PROPOSAL
FOR THE PURCHASE & DEVELOPMENT
CITY-OWNED REAL PROPERTY
LOCATED AT
1300 - 1st AVENUE NORTH
ST. PETERSBURG, FLORIDA, 33701

Issue Date

January 7, 2019

The undersigned certifies that the enclosed proposal is being submitted and is subject to the terms and conditions as outlined in the Request for Proposal as issued by the City of St. Petersburg on January 7, 2019.

<u>Waverly Capital, LLC</u>	<u>Jugal K Taneja</u>
<u>Name of Company/Organization</u>	<u>Proposal Contact Person</u>
	<u>ji@belcherpharma.com</u>
<u>Signature of individual submitting proposal for above Company/Organization</u>	<u>Contact Person E-mail address</u>
<u>Jugal K Taneja</u>	<u>727-480-9500</u>
<u>Printed name of individual</u>	<u>Contact Person Phone</u>
<u>5/8/19</u>	<u>813-438-2040</u>
<u>Date</u>	<u>Contact Person Fax</u>



Primary Contact:

Jugal K. Taneja

phone 727.480.9500

fax 813.438.2040

email jt@belcherpharm.com