

MIDTOWN DEVELOPMENT WRITTEN PROPOSAL & RESPONSE SUMMARY

Midtown will . . .

1. Serve as the Master Developer of the Tropicana Field Site. Midtown will negotiate a Development Agreement (DA) with the City that defines the planning, development, financing and community benefits. Alex Vadia, Midtown Development, and Dean Warhaft, Warhaft Group, will be project leads for the development team. The team will consist of the entities found in Exhibit A.
2. The project will not require any zoning amendments.
3. Work in partnership with the city, engage the community and discuss the mutual benefits of the project with the Tampa Bay Rays, if they decide to stay on the site, and an agreement is reached between the Rays and the City.
4. Explore involving Sugar Hill-JMA in some aspects of the project.
5. Pay the city \$60 million for the site, assuming 49.34 development acres, as follows:
 - A. A non-refundable option deposit of \$10,000,000 to be made upon execution of the agreement.
 - B. Start of Phase 1 - \$15,100,000
 - C. Start of Phase 2 - \$11,700,000
 - D. Completion of Phase 2 - \$23,200,000
 - E. The City may negotiate a purchase, a lease-to-purchase, or a long term lease for each phase of the project.

See Exhibit B for the approximate locations of the phases.

Property will only be transferred in Phases 1 and 2 to the developer after the payment is made and after all development performance requirements have been met. Development Performance requirements will be spelled out in the DA. Failure to make payment and/or execute development performance requirements is cause for termination of the agreement. If Development performance requirements are not met for Phases 1 & 2, the property acquisition amount will be re-imbursed and the city will maintain ownership of the land. The Option deposit will not be reimbursed, unless failure to perform on behalf of the City. Upon successful completion of Phase 2 and the final payment, the City will transfer the remaining acreage to Midtown.

6. Spend approximately \$168.8 million on infrastructure, horizontal development on the site which will include the following:
 - A. Site Demolition
 - B. 16th St. South Revitalization
 - C. Pinellas Trail Revitalization
 - D. Booker Creek Revitalization
 - E. 175 Bridge
 - F. Central Park

- G. Street Improvements
- H. Walkways/Sidewalk improvements
- I. Hardscape Allowance
- J. Landscape Allowance
- K. Irrigation Allowance
- L. Directional Signalization
- M. Utilities
- N. Soft Costs
- O. Other fees and Developer Costs
- P. Escalation
- Q. Environmental Site Remediation

Anticipated infrastructures costs are:

- Site Demolition - \$6,934,536
- Horizontal Infrastructure - \$124,237,113
 - Site Preparation - \$38,211,605
 - Site Utilities - \$24,218,498
 - Site Construction - \$23,026,051
 - Water Features/Other - \$5,398,549
 - Landscaping – \$23,787,712
 - Environmental Remediation - \$9,594,699
- Soft costs - \$37,646,263

The City will contribute \$75 million toward this infrastructure, horizontal development in Tax Increment Funds. The City will approve how these Funds will be used, in accordance with the Intown Redevelopment Plan, per the above itemized list and approve the infrastructure plan for the site. The Developer will be responsible to cover any costs above \$75 million and above the approximate cost of \$168.8 million if necessary. The Developer will consult the Rays if the Rays are part of the project before finalizing the Infrastructure plan. The Developer will also do community engagement prior to finalizing the plan. The plan will be outlined per phases of the project and the public money will be spent proportionally with private dollars for each phase. The Development Program and Parking Plan (Exhibit B) will reflect the proposal submitted to the city as part of the RFP.

7. Parking: The Parking plan for the site is identified in Exhibits B & C and will be funded by the Developer as part of the project. The Developer will work with the Rays if they are part of the project on a shared parking arrangement whereby the Rays stadium patrons can use parking garages developed from the project. This financial arrangement will be between the Rays and the Developer. The City will participate in these discussions in terms of the availability of other parking opportunities off site, if necessary. The parking arrangement will cover construction timeframes for all phases of the project, including a new stadium if an agreement is reached. The amount of parking available for the Rays in each phase is identified in Exhibit C.

8. The Developer will develop, construct and finance all vertical development outlined in its final proposal to the city. The city recognizes that there are essentially four development scenarios – with and without the ballpark (which will reduce the developable land) and a mid-FAR and high-FAR development scenario. The mid-FAR development plan will total a minimum of 10,511,707 sf and the high-FAR plan will total a minimum of 14,190,545 sf. Assuming development begins in 2023, the project will be completed by 2048.
9. Housing: Each plan will identify how much affordable/workforce housing that will be developed in each phase and the price points per AMI. Under any case, the affordable units will be the greater of 1,000 units or 20% of the overall housing units. Of the first 1,000 units delivered, 100 units will be at or below 30% AMI, 700 units will be at or below 80% AMI, and 200 units at or below workforce housing level (120% AMI). The mix of affordable, workforce, and market rate housing constructed per phase is outlined in Exhibit C. This proportion of affordable and workforce units will be applied to any additional units over the first 1,000. The affordable and workforce housing will not require additional city funds to implement; however, the city will support the developer in applying for federal, state, and local programs for affordable housing funds.
10. The mid-FAR development plan will be as follows:
 - A. 6,220,068 sq ft residential,
 - B. 378,036 sq ft creative office,
 - C. 2,918,956 sq ft office,
 - D. 314,103 sq ft retail,
 - E. 433,034 sq ft hotel/conference center, and
 - F. 237,510 sq ft cultural.
11. The high-FAR development plan will be as follows:
 - A. 8,509,534 sq ft residential,
 - B. 482,966 sq ft creative office,
 - C. 3,506,024 sq ft office,
 - D. 388,497 sq ft retail,
 - E. 920,248 sq ft hotel/conference center, and
 - F. 383,277 sq ft cultural.
12. Midtown will commit to developing a minimum of 200,000 sq ft of office and 100,000 sq ft of retail on spec for Phase I.
13. Natural space (greenspace/parks) will consist of a minimum of 30% of the development (24.77 acres)
14. The project will deliver the following Community Benefits:
 - A. 20% of the construction jobs will be filled by South St. Pete CRA residents. (Exhibit D)
 - B. Hold no less than 20 job fairs, targeting individuals from the South St. Pete CRA.
 - C. The Affordable/Workforce Housing will be integrated into the market rate housing and other developments of the site. See section 7 above.
 - D. 20% SBE/MWBE participation rate in all phases of the development (Exhibit D)
 - E. 20% of total labor hours on major construction projects with values of \$1M or greater will be performed by apprentices. (Exhibit D)

- F. 10% of the direct hard costs of the project will be dedicated to City located contractors or businesses.
- G. \$5M commitment to the Unlocking Opportunities Program, providing grants towards minority and BIPOC-owned small businesses, launched in the Phase I of the development.
- H. \$1M commitment to the City's For All From All Program for the development of affordable/workforce housing throughout St. Petersburg.
- I. \$500,000 commitment to assist the City in the I-175 study
- J. \$10M commitment to Local Retail Storefront Program, \$5M at the start of the development and \$5M in the start of Phase 3. The program will support independently-owned businesses through buildout assistance, incentives, and promotion.
- K. \$5M commitment to gap financing for the development of affordable housing (\$1M per phase).
- L. \$1M commitment for the Community Benefits Foundation to fund projects related to vocational training, education, equitable justice, art in public places, conservation, and cultural initiatives.
- M. Commit \$8,130,500 for community outreach, as outlined in Exhibit E.
- N. Provide smart cities technologies in the development, such as emergency call boxes, digital signage, site-wide A/V system, campus wifi, uniform cellular coverage, mass notification, and security devices.
- O. Work with the City and its economic development partners to identify potential office users, in accordance with the Grow Smarter Strategy.
- P. Pursue LEED certification and incorporate WELL and Fitwel standards into the development.
- Q. Create or procure renewable energy and develop resilient energy systems.
- R. Collaborate with research, innovation, and higher education organizations to determine the potential for an Innovation Campus development as part of Phase 2.
- S. Remediate any environmental issues on the site.
- T. Commit to the necessary environmental and engineering controls necessary to develop Booker Creek as identified in the RFP response.
- U. Implement Complete Streets principles throughout the development.

15. Economic and Fiscal Impact:

- A. The total project will create between approximately 1,900-2,600 construction FTEs over 12 years and approximately 18,000-22,000 permanent jobs, depending on FAR.
- B. Property Tax revenue to the City will result in approximately \$17,600,000 - \$24,000,000 annually, depending on FAR. This will result in property tax revenue of - \$352-\$480 million over 20 years, at full buildout.
- C. Sales and Tourist Tax Revenue will result in approximately \$1,360,000 - \$2,600,000 annually, depending on FAR. This will result in sales and tourist tax revenue of \$27.2 - \$52 million over 20 years.

D. The net value to the city on the project equates to approximately \$175.8 million. Project net value is value given to the city minus value city is giving to the project. (\$60 million purchase price + \$168.8 million for infrastructure + \$22 million for workforce development minus \$75 million from the city).

16. The developer will submit 6-month reports to the city on the status of the project and the status of the requirements of the Agreement.
17. The City will support a CDD for the site and any fee attached to the property owners will be in addition to property taxes collected. No city tax revenue will be reduced by the creation of the CDD.

The City will . . .

1. Commit \$75 million to the Infrastructure plan for the site contingent upon the entirety of the plan being executed per the plan. The City's money will be spent proportionate to private funding per phase.
2. The City will lease the property to the developer in Phases 1 and 2 until all items in the development plan (horizontal and vertical) are met and then the property will be sold to the developer for the amount shown in item 4 above. After successful completion of Phase 2, the City will sell the developer the remainder of the site as identified in item 4.
3. The city will facilitate communication and facilitation between the developer and Rays if required. The city will keep the developer informed of the status of the Rays discussions and the important development issues surrounding these discussions.
4. The City will participate in the parking discussions related to offsite parking for the Rays. The Developer is responsible for all parking discussions related to onsite parking for the Rays.
5. The City will make all of its departments available to the Developer to assist in finalizing plans and obtaining critical information.
6. The City will facilitate pre-development discussions, permitting and zoning approvals for the project throughout its build out.
7. The City will bring its St. Pete Works program to the table for the project.
8. The developer may apply for funding from any existing program that the city may have that can add value to the project. Otherwise, the city's financial incentive for the project is \$75 million for the Infrastructure plan.
9. The city administration will bring this Term Sheet to Council for consideration followed by a Development Agreement.
10. The City will participate in outreach meetings with the community.

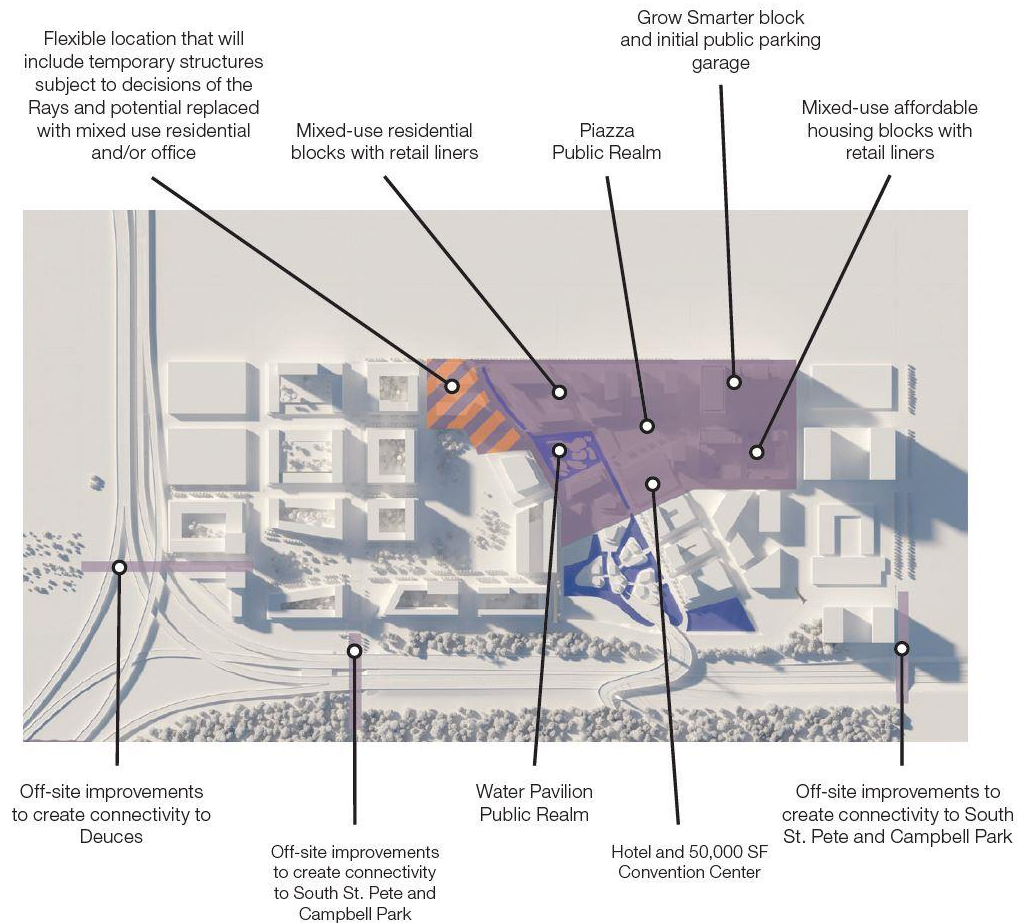
Exhibit A – Organizational Partners



Exhibit B – Phasing & Development Plan

PHASE 1

- 3** Please define each proposed phase of development, including:
a. Phase 1 Site Plan



PHASE 1

3 b. Development program and parking plan; Phase 1

PHASE 1

USE	Mid (FAR 5)	PARKING (FAR 5)	High (FAR 7)	PARKING (FAR 7)
Residential	1,570,401	1570	2,000,000	2000
Creative Office	200,000	600	200,000	600
Office	1,115,212	3346	1,575,000	4725
Retail	117,780	353	150,000	450
Hotel (w Conference)	300,000	300	300,000	300
Subtotal	3,303,393	6,170	4,125,000	7,775

c. Community benefits to be delivered in phase 1:

\$1 MM toward "Gap Financing" plan to help ensure Affordable Housing in Phase 1

\$3 MM Land Valuation Contributed to Capital Stack to Ensure Affordable Housing in Phase 1

\$5 MM BIPOC Funds

\$1 MM "From All For All" Funds

\$1 MM Community Benefits Foundation Fund Start Up

\$5 MM for Phase 1 of Local Retail Storefront Program

\$500,000 I-175 Task Force Fund

\$1.53 MM Creekside Community Outreach Phase 1 Budget

d. Financial commitments/payment for land to the City in phase 1:

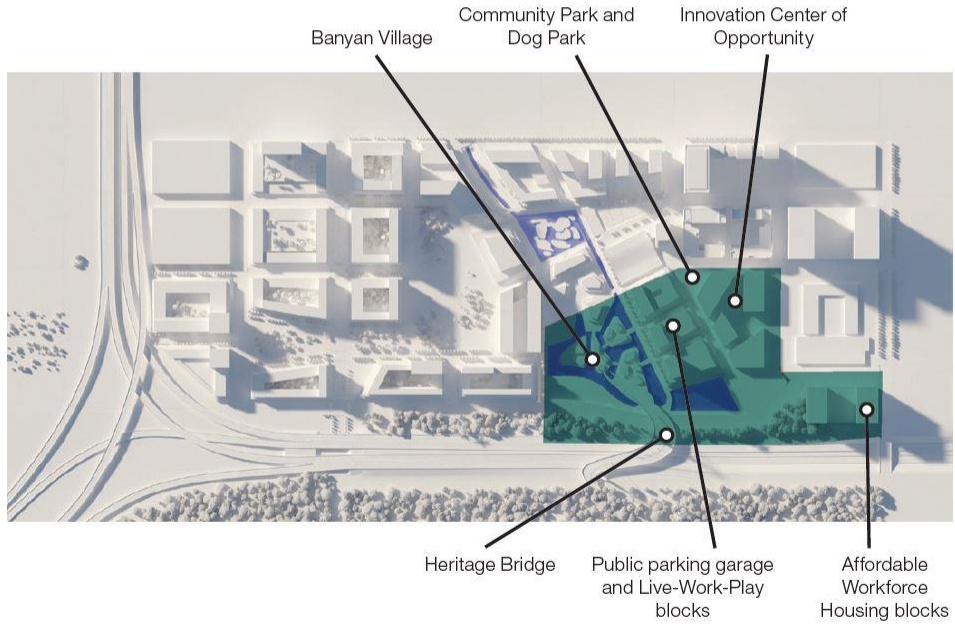
\$10 MM Up Front Payment to the City, and \$15.1 MM payment to begin Phase 1

e. Financial support from the City required to support each phase:

City to pledge \$26.5 MM in TIF Financing toward the anticipated \$60 MM in infrastructure spending on Phase 1

PHASE 2

- 3** Please define each proposed phase of development, including:
a. Phase 2 Site Plan



PHASE 2

3 b. Development program and parking plan; Phase 2

PHASE 2

USE	Mid (FAR 5)	PARKING (FAR 5)	High (FAR 7)	PARKING (FAR 7)
Residential	1,571,006	1,571	2,199,408	2,199
Creative Office	104,734	314	146,627	440
Office	392,751	1,178	549,852	1,650
Retail	52,367	157	73,314	220
Hotel (w Conference)	314,201	314	439,882	440
Cultural	78,550	79	109,970	220
Subtotal	2,435,059	3,535	3,409,082	7,775

c. Community benefits to be delivered in phase 2:

\$1 MM toward "Gap Financing" plan to help ensure Affordable housing in Phase 2

\$3 MM Land Valuation Contributed to Capital Stack to Ensure Affordable Housing in Phase 2

\$1.2 MM Creekside Community Outreach Phase 2 Budget

d. Financial commitments/payment for land to the City in phase 2:

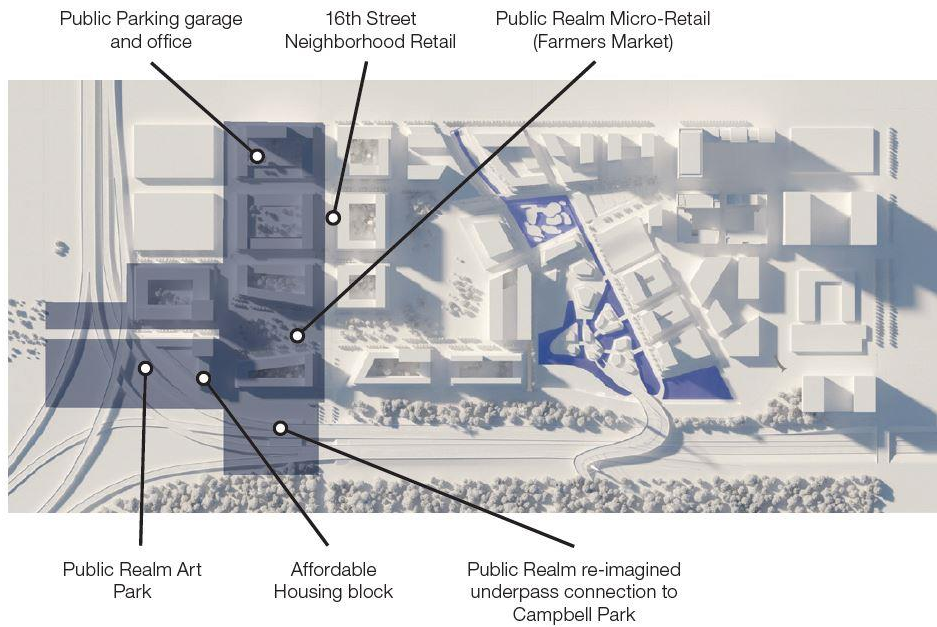
\$11.7 MM payment to begin Phase 2; and at completion of Phase 2 infrastructure improvements, the remaining \$23.2 MM is to be paid to the City for transfer of title to remaining lands

e. Financial support from the City required to support phase 2:

City to pledge \$15.9 MM in TIF Financing toward the anticipated \$34 MM in infrastructure spending on Phase 2

PHASE 3

- 3** Please define each proposed phase of development, including:
a. Phase 3 Site Plan



PHASE 3

3 b. Development program and parking plan; Phase 3

PHASE 3

USE	Mid (FAR 5)	PARKING (FAR 5)	High (FAR 7)	PARKING (FAR 7)
Residential	1,060,528	1,061	1,484,739	1,485
Creative Office	79,540	239	75,000	225
Office	927,962	2,784	875,000	2,625
Retail	79,540	239	75,000	225
Hotel (w Conference)	0	0	0	0
Cultural	53,026	53	50,000	100
Subtotal	2,147,569	4,322	2,509,739	4,560

c. Community benefits to be delivered in phase 3:

\$1 MM toward "Gap Financing" plan to help ensure Affordable housing in Phase 3

\$4 MM Land Valuation Contributed to Capital Stack to Ensure Affordable Housing in Phase 3

\$5 MM for Phase 2 of Local Retail Storefront Program

\$1.2 MM Creekside Community Outreach Phase 3 Budget

d. Financial commitments/payment for land to the City in phase 3:

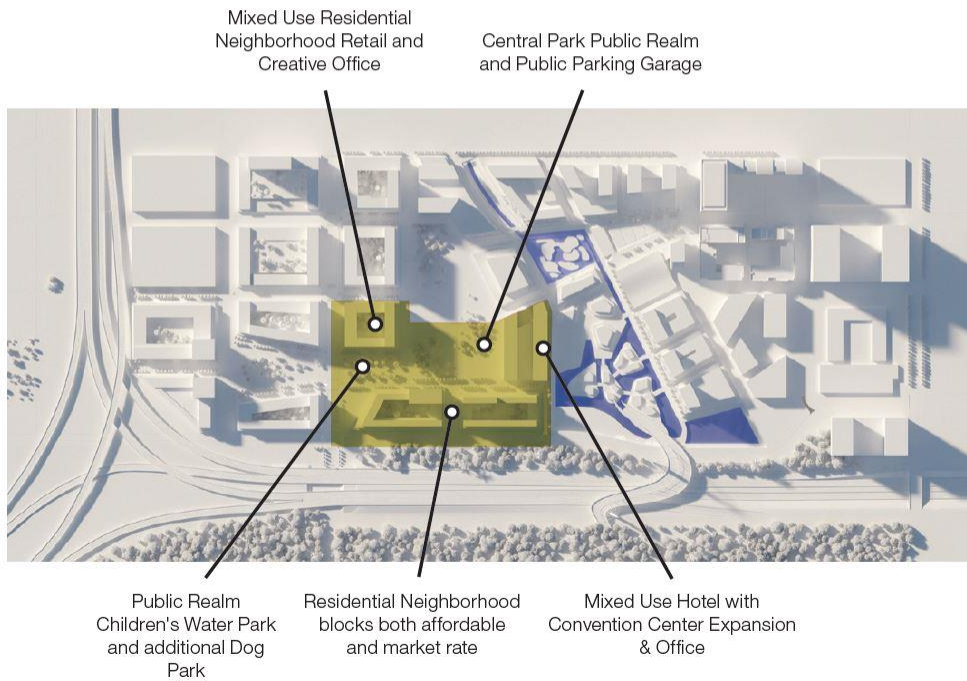
All funds previously transferred at completion of Phase 2 infrastructure improvements

e. Financial support from the City required to support phase 3:

City to pledge \$15.2 MM in TIF Financing toward the anticipated \$34 MM in infrastructure spending on Phase 3

PHASE 4

- 3** Please define each proposed phase of development, including:
a. Phase 4 Site Plan



PHASE 4

3 b. Development program and parking plan; Phase 4

PHASE 4

USE	Mid (FAR 5)	PARKING (FAR 5)	High (FAR 7)	PARKING (FAR 7)
Residential	930,874	931	1,303,224	1,303
Creative Office	74,470	223	104,258	313
Office	307,188	922	430,064	1,290
Retail	37,235	112	52,129	156
Hotel (w Conference)	74,470	74	104,258	104
Cultural	65,161	65	91,226	182
Subtotal	1,424,238	2,262	1,993,933	3,167

c. Community benefits to be delivered in phase 4:

\$1 MM toward "Gap Financing" plan to help ensure Affordable housing in Phase 4

\$5 MM Land Valuation Contributed to Capital Stack to Ensure Affordable Housing in Phase 4

\$1.2 MM Creekside Community Outreach Phase 4 Budget

d. Financial commitments/payment for land to the City in phase 4:

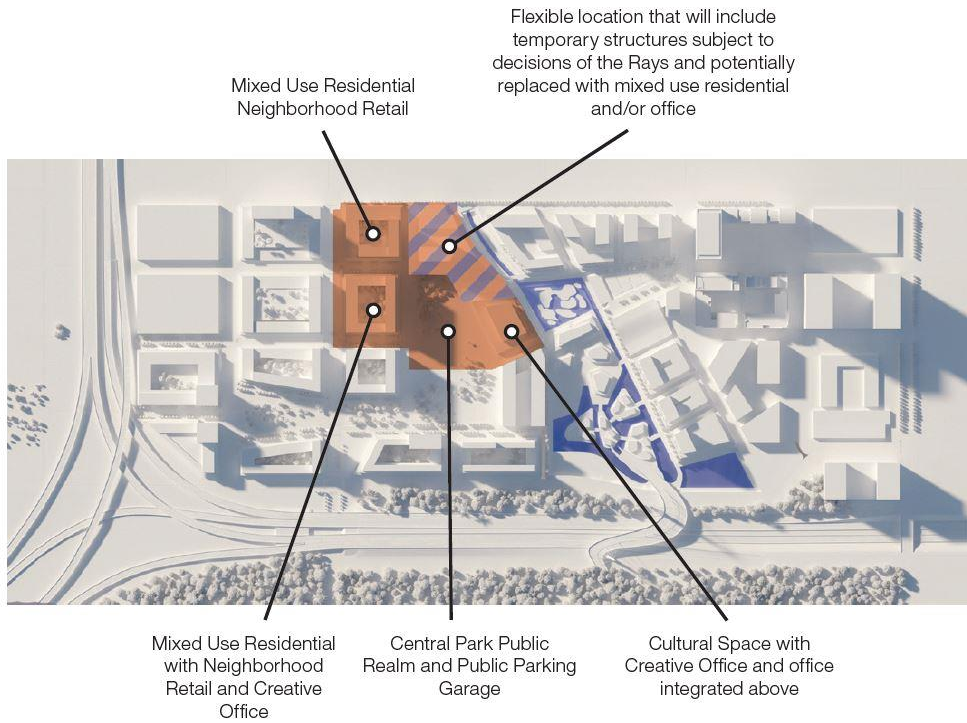
All funds previously transferred at completion of Phase 2 infrastructure improvements

e. Financial support from the City required to support phase 4:

City to pledge \$9.5 MM in TIF Financing toward the anticipated \$21 MM in infrastructure spending on Phase 4

PHASE 5

- 3** Please define each proposed phase of development, including:
a. Phase 5 Site Plan



PHASE 5

3 b. Development program and parking plan; Phase 5

PHASE 5

USE	Mid (FAR 5)	PARKING (FAR 5)	High (FAR 7)	PARKING (FAR 7)
Residential	1,087,259	1,087	1,522,163	1,522
Creative Office	40,772	122	57,081	171
Office	54,363	163	76,108	228
Retail	27,181	82	38,054	114
Hotel (w Conference)	54,363	54	76,108	76
Cultural	40,772	41	57,081	114
Subtotal	1,263,939	1,509	1,769,514	2,112

c. Community benefits to be delivered in phase 5:

\$1 MM toward "Gap Financing" plan to help ensure Affordable housing in Phase 5

\$5 MM Land Valuation Contributed to Capital Stack to Ensure Affordable Housing in Phase 5

\$3 MM Creekside Community Outreach Phase 5 Budget

d. Financial commitments/payment for land to the City in phase 5:

All funds previously transferred at completion of Phase 2 infrastructure improvements

e. Financial support from the City required to support phase 5:

City to pledge \$7.9 MM in TIF Financing toward the anticipated \$18 MM in infrastructure spending on Phase 5

Exhibit C – Affordable Housing (a), Green Space (b), & Rays Parking (c)

Monday, July 26, 2021

Phase 1:

a.

Total Units Built MID FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
1,745	> 120% AMI	Market	80%	N/A	1,396
	90 - 120% AMI	Workforce	4%	20%	70
	60 - 90% AMI	Affordable LI*	14%	70%	244
	< 60% AMI	Affordable ELI**	2%	10%	35
			100%		1,745
	* LI = Low Income		Minimum 1,000 Affordable/WKFC Check		349
	** ELI = Extremely Low Income				
Total Units Built HIGH FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
2,222	> 120% AMI	Market	80%	N/A	1,778
	90 - 120% AMI	Workforce	4%	20%	89
	60 - 90% AMI	Affordable LI*	14%	70%	311
	< 60% AMI	Affordable ELI**	2%	10%	44
			100%		2,222
	* LI = Low Income		Minimum 1,000 Affordable/WKFC Check		444
	** ELI = Extremely Low Income				

b. 4.63 Acres

c. MID FAR will require 3,946 Office and Creative Office spaces. Midtown anticipates 3,500 of those spaces will be shared with the Rays during Phase 1 to account for any lost spaces prior to the end of the 2027 baseball season. HIGH FAR will require 5,325 Office and Creative Office spaces, which will allow for sharing up to 4,500 spaces with the Rays during Phase 1 to account for any lost spaces prior to the end of the 2027 baseball season.

Monday, July 26, 2021

Phase 2:

a.

Total Units Built MID FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
1,746	> 120% AMI	Market	80%	N/A	1,396
	90 - 120% AMI	Workforce	4%	20%	70
	60 - 90% AMI	Affordable LI*	14%	70%	244
	< 60% AMI	Affordable ELI**	2%	10%	35
			100%		1,746
	* LI = Low Income	Minimum 1,000 Affordable/WKFC Check			349
	** ELI = Extremely Low Income				
Total Units Built HIGH FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
2,444	> 120% AMI	Market	80%	N/A	1,955
	90 - 120% AMI	Workforce	4%	20%	98
	60 - 90% AMI	Affordable LI*	14%	70%	342
	< 60% AMI	Affordable ELI**	2%	10%	49
			100%		2,444
	* LI = Low Income	Minimum 1,000 Affordable/WKFC Check			489
	** ELI = Extremely Low Income				

b. 4.83 Acres

c. MID FAR will require 1,571 Cultural, Office and Creative Office parking spaces. Midtown anticipates 1,200 of those spaces will be shared with the Rays which will likely occur after the 2027 baseball season. HIGH FAR will require 2,310 Cultural, Office and Creative Office parking spaces, which will allow for sharing up to 1,500 spaces with the Rays which will likely occur after the 2027 baseball season.

Monday, July 26, 2021

Phase 3:

a.

Total Units Built MID FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
1,178	> 120% AMI	Market	80%	N/A	943
	90 - 120% AMI	Workforce	4%	20%	47
	60 - 90% AMI	Affordable LI*	14%	70%	165
	< 60% AMI	Affordable ELI**	2%	10%	24
			100%		1,178
	* LI = Low Income		Minimum 1,000 Affordable/WKFC Check		236
	** ELI = Extremely Low Income				
Total Units Built HIGH FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
1,650	> 120% AMI	Market	80%	N/A	1,320
	90 - 120% AMI	Workforce	4%	20%	66
	60 - 90% AMI	Affordable LI*	14%	70%	231
	< 60% AMI	Affordable ELI**	2%	10%	33
			100%		1,650
	* LI = Low Income		Minimum 1,000 Affordable/WKFC Check		330
	** ELI = Extremely Low Income				

b. 9.43 Acres

c. MID FAR will require 3,076 Cultural, Office and Creative Office parking spaces. Midtown anticipates 2,200 of those spaces will be shared with the Rays which will occur after the 2027 baseball season. HIGH FAR will require 2,950 Cultural, Office and Creative Office parking spaces, which will allow for sharing up to 2,250 spaces with the Rays which will occur after the 2027 baseball season.

Phase 4:

a.

Total Units Built MID FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
1,034	> 120% AMI	Market	80%	N/A	827
	90 - 120% AMI	Workforce	4%	20%	41
	60 - 90% AMI	Affordable LI*	14%	70%	145
	< 60% AMI	Affordable ELI**	2%	10%	21
			100%		1,034
	* LI = Low Income		Minimum 1,000 Affordable/WKFC Check		207
	** ELI = Extremely Low Income				
Total Units Built HIGH FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
1,448	> 120% AMI	Market	80%	N/A	1,158
	90 - 120% AMI	Workforce	4%	20%	58
	60 - 90% AMI	Affordable LI*	14%	70%	203
	< 60% AMI	Affordable ELI**	2%	10%	29
			100%		1,448
	* LI = Low Income		Minimum 1,000 Affordable/WKFC Check		290
	** ELI = Extremely Low Income				

b. 3.67 Acres

- c. As currently designed (and subject to modification based on Rays future ballpark location) MID FAR will require 1,210 Cultural, Office and Creative Office parking spaces. Midtown anticipates 1,000 of those spaces will be shared with the Rays which will occur after the 2027 baseball season. HIGH FAR will require 1,785 Cultural, Office and Creative Office parking spaces, which will allow for sharing up to 1,500 spaces with the Rays which will occur after the 2027 baseball season.

Monday, July 26, 2021

Phase 5:

a.

Total Units Built MID FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
1,208	> 120% AMI	Market	80%	N/A	966
	90 - 120% AMI	Workforce	4%	20%	48
	60 - 90% AMI	Affordable LI*	14%	70%	169
	< 60% AMI	Affordable ELI**	2%	10%	24
			100%		1,208
	* LI = Low Income		Minimum 1,000 Affordable/WKFC Check		242
	** ELI = Extremely Low Income				
Total Units Built HIGH FAR	Level of Affordability	Income Type	Percent of Total Units	Percent of Affordable / WKFC	Number of Units
1,691	> 120% AMI	Market	80%	N/A	1,353
	90 - 120% AMI	Workforce	4%	20%	68
	60 - 90% AMI	Affordable LI*	14%	70%	237
	< 60% AMI	Affordable ELI**	2%	10%	34
			100%		1,691
	* LI = Low Income		Minimum 1,000 Affordable/WKFC Check		338
	** ELI = Extremely Low Income				

b. 2.52 Acres

- c. As currently designed (and subject to modification based on Rays future ballpark location) MID FAR will require 326 Cultural, Office and Creative Office parking spaces. Midtown anticipates 150 of those spaces will be shared with the Rays which will occur after the 2027 baseball season. HIGH FAR will require 513 Cultural, Office and Creative Office parking spaces, which will allow for sharing up to 250 spaces with the Rays which will occur after the 2027 baseball season.

Exhibit D – Revised Community Benefits

Thursday, August 19, 2021

Alan and Brian,

Thank you for taking the time to meet on August 10 to discuss the terms of our offer as viewed by the City. Overall, the synopsis is correct. There are a few items we would like to clarify for the final version you will be providing to the Mayor:

13. Delivery of Community Benefits:

As previously drafted in all of our submissions, Midtown's community outreach efforts will be audited and certified to the City at our costs. We will be committed to the below, subject to availability as demonstrated through the 3rd party auditing process.

- A. ~~15%~~ 20% of construction jobs will be filled by South St. Pete CRA Residents.
- D. ~~15%~~ 20% SBE/MWBE participation rate in all phases of the development
- E. ~~15%~~ 20% of total labor hours on major construction projects with values of \$1M or greater will be performed by apprentices.

Site Demolition Estimate clarifications:

I went back through the estimators take-offs and our meeting notes from 2018/2019 regarding the Trop structure. The \$6.9 mm is for demolition of the Trop itself, and accounts for salvage values to the demo contractor. The price also contemplates keeping the below grade area and adaptively reusing it for a parking garage.

Doc Stamp Funding:

As discussed, the perpetual funding that will be created by Creekside's Community Benefit Foundation is a perpetual funding source beyond dollars the analysis is currently counting. This funding will be a critical piece of ensuring benefits never stop flowing to the community.

Assuring Affordable Housing:

In addition to the "Gap Financing" of \$5 Million toward affordable housing, Midtown, is purchasing the land from the City, Improving the land and then contributing the same land to the capital stack Atlantic Pacific Communities and the PCUL will utilize. Midtown's contribution of improved development parcels in all 5 phases (Estimated at \$20 MM), will create huge advantages over other applications on an annual basis, ensuring the affordable housing component, not only gets built, but does not become a hostage to a tumultuous financing system. Our priority is creating certainty.

Differential in Infrastructure Costs:

Midtown's detailed cost estimating by some of the highest regarded experts, included necessary offsite connectivity coverage. As provided for in our original January submission, the site is actually 109 acres when considering utility service connections, curb-to-curb redevelopment and/or refinishing disturbed off-site areas. For example, Milling and resurfacing curb to curb just along 1st Avenue South is more than

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110,000 square feet. As an example of other factors that may make a tremendous difference in the economics between the 2 teams, is the quality and maturity of landscaping being proposed. For example, the current price for a 10' high, 2.5" caliper live oak is \$285, while an 18'-20' foot high, 6" caliper live oak is currently \$1400. Delivery and installation prices move up in concert with size as well. As experienced Florida developers we understand the value planting mature trees for reduction of heat island effect, quicker canopy establishment and overall enjoyment of the green space. We understand when to purchase container and when to purchase field grown trees. When estimating this project, we considered all of this as well as a significant tree relocation program for the mature trees already on-site.

Exhibit E – Community Outreach

COMMUNITY OUTREACH BUDGET | PHASE 1

	2021	2022	2022	2022	2022
Community Outreach Budget - DRAFT	Q4	Q1	Q2	Q3	Q4
<i>Community Outreach Program Kick-off</i>					
Office Hours Modular Storefront: In conjunction with PCUL, a structure for regular office hours open for community feedback	\$50,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Office Hours Staffing: Local staff required for Modular Storefront	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
PCUL Community Outreach Coordinator: Full-time program coordinator	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Community Outreach Program Development: Dedicated taskforce to develop comprehensive plan with all	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00	\$6,000.00
Design-Focused Outreach: Allocated budget for design focused feedback from the community, more formal than general	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Walter Hood and Public Space Engagement: Hood Design Studio events with Hood Design team.	\$10,000.00	\$0.00	\$10,000.00	\$0.00	\$10,000.00
PCUL Focus Groups: Events with community ran and directed by PCUL.	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
St. Pete College Outreach: Focus groups directed by St. Pete College towards various interest groups	\$3,000.00	\$0.00	\$3,000.00	\$0.00	\$3,000.00
Direct Mail: Fees for printing and mailing polls, advertisements, and informative pieces promoting community outreach events.	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
<i>Community Celebration: Broader engagement.</i>					
Events	\$40,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00
Co-creation Sessions	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Large Culture Festivals	\$0.00	\$0.00	\$0.00	\$0.00	\$400,000.00
<i>Digital Outreach: Broader engagement.</i>					
Website	\$15,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Online Surveys	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00
Social Media	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
Zoom Sessions	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
Paid Media	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Public Polls	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
<i>Traditional Media: Broader engagement.</i>					
Public Relations	\$15,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Collateral Print Pieces	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00
Paid Media	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
Other	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
<i>Ongoing Outreach with Interest Groups: Targeted engagement.</i>					
Allocating for further development	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Total	\$190,500.00	\$78,500.00	\$91,500.00	\$78,500.00	\$491,500.00

COMMUNITY OUTREACH BUDGET | PHASE 2

	2023	2024	2025	2026	2027
Community Outreach Budget - DRAFT					
<i>Community Outreach Program Kick-off</i>					
Office Hours Modular Storefront: In conjunction with PCUL, a structure for regular office hours open for community feedback	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Office Hours Staffing: Local staff required for Modular Storefront	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
PCUL Community Outreach Coordinator: Full-time program coordinator	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
Community Outreach Program Development: Dedicated taskforce to develop comprehensive plan with all	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00
Design-Focused Outreach: Allocated budget for design focused feedback from the community, more formal than general	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Walter Hood and Public Space Engagement: Hood Design Studio events with Hood Design team.	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
PCUL Focus Groups: Events with community ran and directed by PCUL.	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
St. Pete College Outreach: Focus groups directed by St. Pete College towards various interest groups	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Direct Mail: Fees for printing and mailing polls, advertisements, and informative pieces promoting community outreach events.	\$12,000.00	\$12,000.00	\$12,000.00	\$12,000.00	\$12,000.00
<i>Community Celebration: Broader engagement.</i>					
Events	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00
Co-creation Sessions	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Large Culture Festivals	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00
<i>Digital Outreach: Broader engagement.</i>					
Website	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Online Surveys	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00
Social Media	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
Zoom Sessions	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
Paid Media	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Public Polls	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
<i>Traditional Media: Broader engagement.</i>					
Public Relations	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Collateral Print Pieces	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Paid Media	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00
Other	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
<i>Ongoing Outreach with Interest Groups: Targeted engagement.</i>					
Allocating for further development	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Total	\$300,000.00	\$300,000.00	\$300,000.00	\$300,000.00	\$300,000.00

COMMUNITY OUTREACH BUDGET | PHASE 3

	2028	2029	2030	2031	2032
Community Outreach Budget - DRAFT					
<i>Community Outreach Program Kick-off</i>					
Office Hours Modular Storefront: In conjunction with PCUL, a structure for regular office hours open for community feedback	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Office Hours Staffing: Local staff required for Modular Storefront	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
PCUL Community Outreach Coordinator: Full-time program coordinator	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
Community Outreach Program Development: Dedicated taskforce to develop comprehensive plan with all	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00
Design-Focused Outreach: Allocated budget for design focused feedback from the community, more formal than general	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Walter Hood and Public Space Engagement: Hood Design Studio events with Hood Design team.	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
PCUL Focus Groups: Events with community ran and directed by PCUL.	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
St. Pete College Outreach: Focus groups directed by St.Pete College towards various interest groups	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Direct Mail: Fees for printing and mailing polls, advertisements, and informative pieces promoting community outreach events.	\$12,000.00	\$12,000.00	\$12,000.00	\$12,000.00	\$12,000.00
<i>Community Celebration: . Broader engagement.</i>					
Events	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00
Co-creation Sessions	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Large Culture Festivals	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00
<i>Digital Outreach: Broader engagement.</i>					
Website	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Online Surveys	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00
Social Media	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
Zoom Sessions	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
Paid Media	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Public Polls	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
<i>Traditional Media: Broader engagement.</i>					
Public Relations	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Collateral Print Pieces	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Paid Media	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00
Other	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
<i>Ongoing Outreach with Interest Groups: Targeted engagement.</i>					
Allocating for further development	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Total	\$300,000.00	\$300,000.00	\$300,000.00	\$300,000.00	\$300,000.00

COMMUNITY OUTREACH BUDGET | PHASE 4

	2033	2034	2035	2036	2037
Community Outreach Budget - DRAFT					
<u>Community Outreach Program Kick-off</u>					
Office Hours Modular Storefront: In conjunction with PCUL, a structure for regular office hours open for community feedback	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Office Hours Staffing: Local staff required for Modular Storefront	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
PCUL Community Outreach Coordinator: Full-time program coordinator	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
Community Outreach Program Development: Dedicated taskforce to develop comprehensive plan with all	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00
Design-Focused Outreach: Allocated budget for design focused feedback from the community, more formal than general	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Walter Hood and Public Space Engagement: Hood Design Studio events with Hood Design team.	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
PCUL Focus Groups: Events with community ran and directed by PCUL.	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
St. Pete College Outreach: Focus groups directed by St. Pete College towards various interest groups	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Direct Mail: Fees for printing and mailing polls, advertisements, and informative pieces promoting community outreach events.	\$12,000.00	\$12,000.00	\$12,000.00	\$12,000.00	\$12,000.00
<u>Community Celebration: Broader engagement.</u>					
Events	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00
Co-creation Sessions	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Large Culture Festivals	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00
<u>Digital Outreach: Broader engagement.</u>					
Website	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Online Surveys	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00
Social Media	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
Zoom Sessions	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
Paid Media	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Public Polls	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
<u>Traditional Media: Broader engagement.</u>					
Public Relations	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Collateral Print Pieces	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Paid Media	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00
Other	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
<u>Ongoing Outreach with Interest Groups: Targeted engagement.</u>					
Allocating for further development	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Total	\$300,000.00	\$300,000.00	\$300,000.00	\$300,000.00	\$300,000.00

COMMUNITY OUTREACH BUDGET | PHASE 5

	2038	2039	2040	2041	2042
Community Outreach Budget - DRAFT					
<i>Community Outreach Program Kick-off</i>					
Office Hours Modular Storefront: In conjunction with PCUL, a structure for regular office hours open for community feedback	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Office Hours Staffing: Local staff required for Modular Storefront	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
PCUL Community Outreach Coordinator: Full-time program coordinator	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00	\$20,000.00
Community Outreach Program Development: Dedicated taskforce to develop comprehensive plan with all	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00	\$24,000.00
Design-Focused Outreach: Allocated budget for design focused feedback from the community, more formal than general	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Walter Hood and Public Space Engagement: Hood Design Studio events with Hood Design team.	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
PCUL Focus Groups: Events with community ran and directed by PCUL.	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
St. Pete College Outreach: Focus groups directed by St. Pete College towards various interest groups	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Direct Mail: Fees for printing and mailing polls, advertisements, and informative pieces promoting community outreach events.	\$12,000.00	\$12,000.00	\$12,000.00	\$12,000.00	\$12,000.00
<i>Community Celebration: Broader engagement.</i>					
Events	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00	\$15,000.00
Co-creation Sessions	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00	\$5,000.00
Large Culture Festivals	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00	\$100,000.00
<i>Digital Outreach: Broader engagement.</i>					
Website	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Online Surveys	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00	\$1,000.00
Social Media	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00
Zoom Sessions	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
Paid Media	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Public Polls	\$500.00	\$500.00	\$500.00	\$500.00	\$500.00
<i>Traditional Media: Broader engagement.</i>					
Public Relations	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00	\$8,000.00
Collateral Print Pieces	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Paid Media	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00	\$30,000.00
Other	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00
<i>Ongoing Outreach with Interest Groups: Targeted engagement.</i>					
Allocating for further development	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00	\$4,000.00
Total	\$300,000.00	\$300,000.00	\$300,000.00	\$300,000.00	\$300,000.00