



CITICOMMUNITIES LLC

Solicitation 975-11962

Response by Citicommunities LLC regarding the Lease of Vacant
Parcels at Fort Lauderdale Executive Airport.

July 5, 2017

City of Fort Lauderdale
Procurement Services Division
100 N. Andrews Avenue #619
Fort Lauderdale, FL 33301 (City Hall)

Re: Lease of Vacant Parcels at Fort Lauderdale Executive Airport (RFP # 975-11962)

To Whom It May Concern:

On behalf of Citicommunities LLC, I am pleased to offer our response for the above referenced RFP in which the City seeks a long-term lease and development of an entertainment / athletic venue on Parcels 19B, 25, 26 and 27 located at the Fort Lauderdale Executive Airport.

Citicommunities LLC is a large luxury vacation home builder specializing in resort master planned communities. Several of our projects include waterparks within our communities. Waterparks require specialized knowledge to construct and operate and we have a team of experts that are adept at both. This team will be fully engaged on the Fort Lauderdale Executive Airport project if Citicommunities LLC is the successful respondent. As the Company's Chief Executive I assure you that, in addition to our operational expertise, we also possess the financial strength to fund the cost to design, construct and operate the proposed development project.

Our Team greatly appreciates the opportunity to work with the City of Fort Lauderdale in developing a new entertainment / athletic destination at the Executive Airport Site. We look forward to your response.

Jim Bagley, Chief Executive Officer
Citicommunities LLC

Citicommunities LLC
7835 Osceola Polk Line Road
Reunion, FL 33896
(407) 566-7171



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Section I: Executive Summary

- A. **Solicitation Summary:** The City of Fort Lauderdale is seeking an experienced, qualified firm to lease and develop parcels contiguous to the Fort Lauderdale Executive Airport. The City further desires that the parcels be developed into an entertainment and/or athletic venue which will be operated by the Lessee. This venue is to include four new soccer fields and at least one of the two stadiums is to remain operational on property. The stadium(s) and soccer fields are to be considered “Public Assets” and will be available for public use no fewer than 180 days annually. Citicommunities LLC is confident that we can accomplish the above goal and provide an attractive rent to the City of Fort Lauderdale.
- B. **Who we are:** Citicommunities LLC is a large luxury vacation home builder specializing in resort master planned communities. Citicommunities LLC is the operating partner overseeing the design, development, construction and operation of the \$800 million Margaritaville Resort Orlando, a master-planned resort community in Kissimmee scheduled to be completed late 2018. Resort amenities include a 187 room Margaritaville branded Hotel, 200,000 square feet of retail, dining and entertainment, a 12 acre water park, 300 timeshare units and 1000 vacation rental homes.

Citicommunities LLC is a Florida Limited Liability Corporation with its primary office located at 7835 Osceola Polk Line Road, Reunion, FL 33896. Citicommunities LLC will establish a special purpose entity to lease and operate the park. The key individuals who will implement the plan, construct the project and operate the facilities are as follows (See Section III for corporate Biographies):

- a. Jim Bagley, Chief Executive Officer - Mr. Bagley will serve as chief negotiator with the City.
 - b. Mike Fritz, Principal – Mr. Fritz will serve as Lead Project Manager
 - c. Adam Bennet, Principal – Mr. Bennett will serve as Project Manager
 - d. Michael Black, Principal – Mr. Black will lead the Operations efforts for the project.
- C. **Summary of Citicommunities LLC Proposal:** Citicommunities proposes the following:
1. To construct and maintain four (4) new soccer fields that will be accessible to the City and general public no fewer than 180 days annually.
 2. To design, construct and operate a 25 acre, state of the art waterpark designed to accommodate 500,000 guests annually.
 3. To maintain the Fort Lauderdale Stadium in its current, existing state.

Section II: Development and Operating Experience

A. Description of Comparable Projects Performed by Citicommunities LLC:

a. Encore Club at Reunion, Florida



Encore Club is a vacation resort community located in Reunion, Florida that has been developed and constructed by Citicommunities LLC. Major facilities and attractions are as follows:

- 100+ vacation homes
- Water Park (5 acres), 1,500 daily capacity.
 - Speed Slides
 - Kid's Water Playground
 - Leisure Pool
 - Cabanas
 - Food & Beverage Facility
 - Indoor Recreation Center
- Clubhouse (15,000 sf)
 - Fitness Center
 - Restaurants (2)
 - Grab and Go Market
- Current Status: Open year-round.
- Project Cost: \$40+ million, exclusive of land.

b. Margaritaville Resort Orlando

Margaritaville Resort Orlando is a 320-acre vacation resort located in Orlando Florida currently being developed, constructed and operated by Citicommunities LLC. Major facilities and attractions are as follows:

- 1000+ vacation rental homes
- 187 room resort hotel
- 300 unit Timeshare
- 200,000 sf of Retail Entertainment Zone
- 45 acre man-made lake
- 12 acre waterpark (Designed for 500,000 guests annually)
- Status: Under construction.
- Project Cost: \$800+ Million. Water Park portion to cost \$45 Million exclusive of land.

- B. **Senior Management Team:** Our Senior Management team has long histories in real estate development and water park operations:
- a. **Jim Bagley:** Mr. Bagley is the Chief Executive Officer of Citicommunities LLC and has over 25 years experience in real estate development. He founded a private development firm in the 1980's that he subsequently sold to Pulte Homes. He was thereafter Pulte's Division President in Michigan and Orlando. Bagley also served as President of Meritage Homes of Florida, where he was responsible for the company's operations in Orlando, Naples and Fort Myers. Citicommunities has developed master planned communities throughout Florida and Michigan.
 - b. **Michael Black:** Mr. Black started in the waterpark industry in 1984 when hired by The Howard Hughes Organization and Wet 'n Wild to assist in the development, construction and operation of the first waterpark in Las Vegas. Opened in 1985 on the Las Vegas Strip, the 25-acre park hosted millions of guests before closing in 2000. In 1988 Mr. Black transferred to Wet 'n Wild Orlando, a 40-acre waterpark owned by Universal Studios Parks and Resorts. Mr. Black served there as Senior Vice President and General Manager through 2014, overseeing 700+ employees as the park operated year-round and hosted approximately a million guests annually. Mr. Black was also directly involved in the conceptual design and operations layout for Volcano Bay, Universal's new \$300M waterpark.
 - c. **Michael Fritz:** Mr. Fritz has over forty years of experience in the construction industry. He has held senior management positions in Meritage Homes and Pulte Homes, Tampa. Mr. Fritz is currently overseeing all commercial construction for Citicommunities LLC, including Margaritaville Resort, Orlando.
 - d. **Adam Bennett:** Mr. Bennett has devoted over twenty years in the waterpark industry and has held upper management operations positions in numerous parks, including Water World California (Concord CA), Nashville Shores (Nashville TN) and Alabama Adventure (Bessemer AL). He possesses extensive waterpark construction knowledge and has led construction efforts for Hawaiian Falls (Austin, TX), Gulf Islands (Gulfport, MS) and Encore Club (Kissimmee FL) water parks.

Section IV: Vision and Development Plan

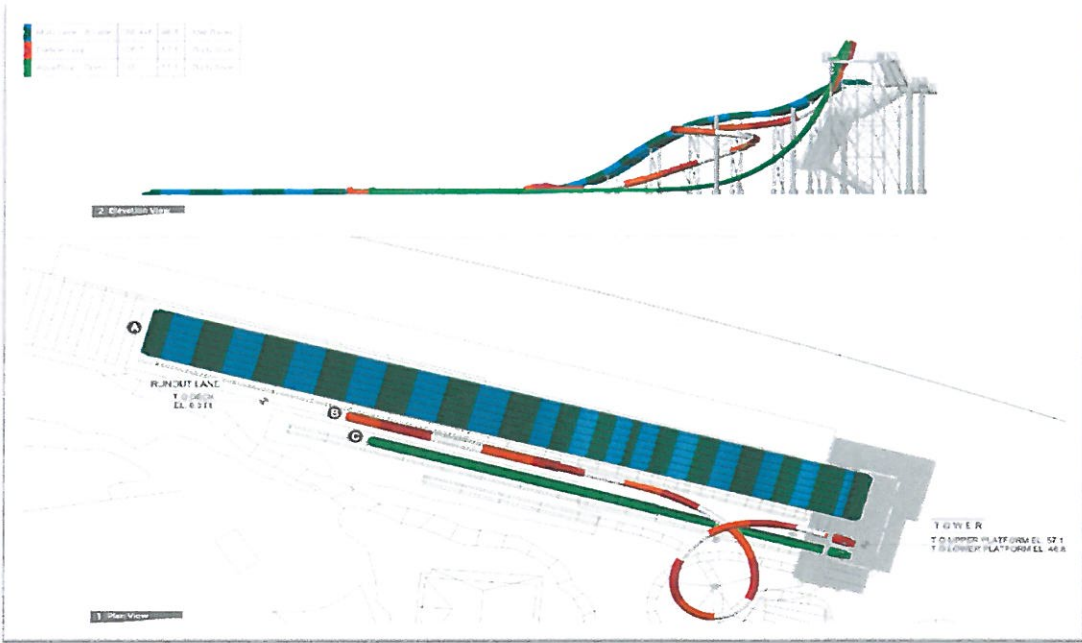
We share the City's vision to develop the Fort Lauderdale Executive Airport parcels into a family entertainment and athletic destination. The first key component will be our addition of four new soccer fields with dedicated parking to be located at the south end of the destination. On the north end of the site the Fort Lauderdale Stadium will remain and be available for Little League, Soft ball, Band Festivals and other events. At the center of the site, where Lockhart Stadium currently resides, will be a new 25 acre, state of the art waterpark. The waterpark will be the primary draw to the site and we anticipate over 400,000 guests annually.

- A. **The Waterpark:** We believe that the greater Fort Lauderdale area is an ideal market and the Executive Airport site is an ideal location for a new, state of the art waterpark. There are three primary reasons we believe this:
- Fort Lauderdale population density – There are over three million residents living within a 25 mile radius of the site, in addition to 14 million annual Fort Lauderdale visitors.
 - Ideal Climate – The south Florida climate will allow the park to operate from March through October, perhaps longer.
 - Lack of competition – The closest waterpark (Rapids) is 38 years old and 40 miles north in Riviera Beach. We believe we will have distinct advantage given the newness of the park and superior location.
- a. **Overview:** The waterpark will employ approximately 300 employees during season and be designed to accommodate 5,000 guests daily, with an operating schedule spanning from March through October. The Park will include a 25,000-sf wave pool, an endless action river, a two-acre kid's water play island and the most innovative attractions in the industry. The park will appeal to families and guests of all ages. It will be an ideal venue for hosting group events such as Little League Day, Soccer Day, Pop Warner Day and Festivals. Waterparks are also very popular with International travelers.
- b. **Subcontractors:** We will use one of two industry leaders in the fabrication and installation of our attractions: Whitewater Industries West or Proslide, Inc.
- c. **Buildings:**
- General Admission, Group Sales, Operations (1700sf)
 - Retail (1,000sf)
 - Restrooms/Lockers: One Primary (4200sf), two secondary (1200sf)
 - Food & Beverage – Primary outlet (5500 sf) and six secondary stands

d. Water Slide Summary

o Body Slide Complex

- 1. Upper Level (57' high): Six lane mat slides
- 2. Lower Level (47'): Two lane body speed slides



○ **Two Person Slide Complex (41'):**

1. Master Blaster – two-person uphill water coaster that accelerates guests up and down a winding path that climbs a near vertical wall before terminating in a splash pool.
2. Constrictor/Rattler – a two-person attraction taking riders along a twisting route with high banked turns and oscillations.
3. Super Bowl – The two-person slide ends in a bowl where centrifugal force keep riders on the wall for several revolutions.

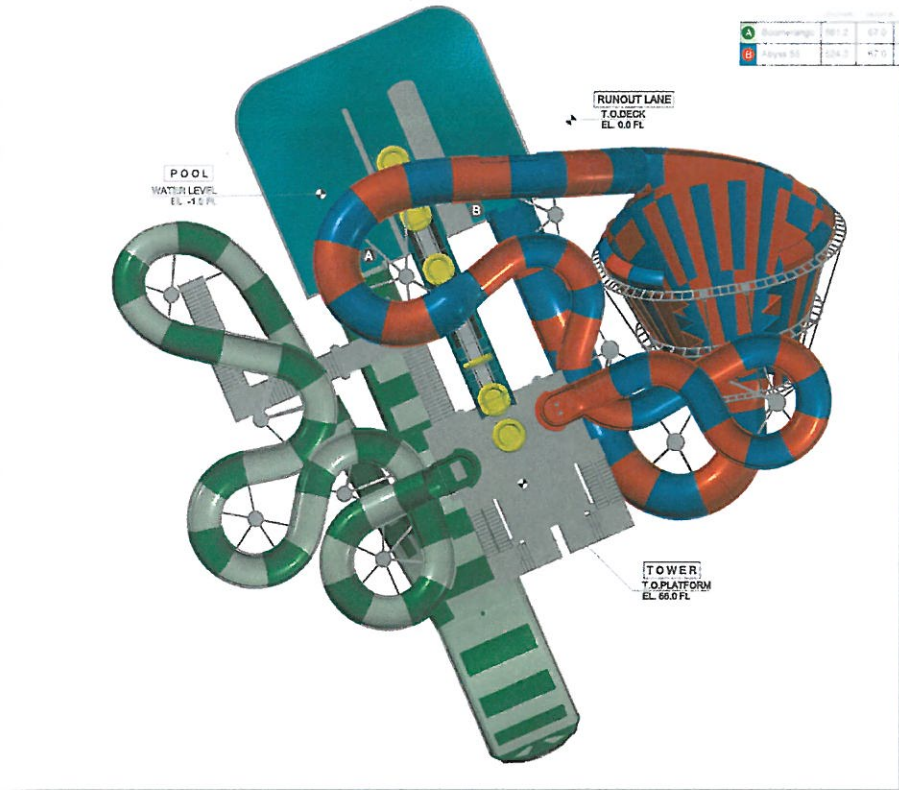




- **Multi Person**

Slide Complex (65')

1. Abyss – a four-person attraction allowing an entire family to enjoy a winding ride ending in a giant funnel taking riders up and down walls over several oscillations.
2. Family Boomerango – A four person slide that's fun for the entire family. Ends with a thrilling vertical climb before splash down.





- e. **Kid's Island** – a 90,000 square foot island designed with smaller children specifically in mind. Kid's Island will feature the following specific elements:
- Giant Play Structure: a 50' high Play Structure featuring seven (7) slides and over one hundred (100) interactive toys.
 - Activity Pool (3500 sf) with active play elements and pool for moms.
 - Toddler Area (4500sf) with five (5) toddler slides and shallow splash area.

f. Pools/Rivers



- o Wave Pool – 25,000 sf Wave Pool with the latest wave making technology.



- o Fast River – a 1500 linear foot river that propels guests at 5 feet per second along an endless loop river.

- B. **The Soccer Fields** – Citicommunities LLC will construct four (4) new soccer fields that will be located at the south end of the parcels. The fields will have a dedicated vehicular entrance along with dedicated parking. The fields will be available for public use at least 180 days annually. We have chosen this location for the soccer fields for guest ease of access and our understanding of FAA height restrictions prohibiting the construction of any significant structures.
- C. **Fort Lauderdale Stadium** – Citicommunities LLC will maintain Fort Lauderdale Stadium in its current condition and, provided we are authorized to operate under its existing state of repair, will make it available to the public for at least 180 days annually. We will also market the stadium via our group sales channels for Little League events, Soft Ball events, Band Festivals and other compatible uses.
- a. Fort Lauderdale Stadium Site Alternative Uses (Phase II): After reviewing the Kimley-Horn 2013 Assessment Report and conducting our own on-site inspection, we do not believe it is prudent to spend \$4-\$6 million dollars on an obsolete, 55-year-old structure nearing the end of its useful life. We think a better use is to demolish the stadium and develop an updated entertainment and/or athletic venue that will draw far more guests and enhance the overall master development plan. For example, Citicommunities LLC has held preliminary discussions with SurfLoch, a recognized name in the waterpark industry. SurfLoch has expressed interest to us in building a Surf Resort, complete with a 100,000 square foot surfable pool, cafes, and overnight accommodations. (See Attached Letter of Interest).
- D. **Construction Schedule** – The estimated timeline for the waterpark is estimated below. The soccer fields will be constructed concurrently with the waterpark.
- a. Architectural and Design: Four to six months
 - b. Approvals (Including FAA): Six to nine months
 - c. Construction: Ten to Twelve months
- E. **Estimated Capital Investment** – The estimated cost to execute the development as described above is \$45-\$50 million dollars.
- F. **Economic Benefit to the City**
- a. Water Park – benefits to the City of having a new, large water park include the creation of new jobs and enhanced employment opportunities, and the enhancement of the community’s image.
 - b. Soccer Fields – New soccer fields will enhance the City’s image and provide much needed fields to the soccer community.
 - c. The Stadiums – The City will no longer incur the cost of two aging stadiums and the surrounding area.
 - d. Revenue to the City – The City will receive revenue from a long-term lease.

Section V. Proposed Lease Terms

We propose the following lease terms:

- A. **Term:** Fifty (50) years, commencing upon substantial completion of waterpark construction and opening to the general public. Tenant will also have two (2) 10-year options to extend. At the end of the lease period, the water park will revert to the City of Fort Lauderdale.
- B. **Triple Net Lease:** The leased premises will be a ground lease subject to satisfactory lease terms for both parties. The cost of maintenance for the premises and related property taxes will be borne by the tenant. Tenant may seek public private partnership funding based on mutually agreeable terms. All improvements to the premises will remain the property of the City after the expiration of lease.
- C. **Lease Payment:** Lease payment to be \$500,000 annually, payable in monthly installments. Minimum rent to be adjusted annually to CPI or 1%, whichever is greater. In no event will annual increase be greater than 2%.
- D. **Rent Abatements:** Under the above outlined development plan Lockhart Stadium will be demolished. Citicommunities LLC will agree to oversee demolition and underwrite the related costs but would be looking to the City for reimbursement of demolition costs via prorated rent credits over the first five years of the lease term.
- E. **Assignment / Sublease:** Citicommunities LLC requests the right to assign the lease subject to City approval and the right to sublease without City approval.
- F. **Approved Uses:** Citicommunities LLC proposal is contingent on achieving acceptable permitting from Development Review Committee, the City of Fort Lauderdale and the Federal Aviation Administration.

Appendix

A. Cost Proposal Page

Proposer Name: Citicommunities LLC

Proposer agrees to lease at the prices bid below in accordance with the terms, conditions and specifications contained in this RFP.

Cost to the City: Proposer must quote firm, fixed, lease payment identified in this request for proposal.

Notes:

- | | |
|----------------------------------|----------------------------------|
| 1) Initial Lease Term | Fifty (50) Year(s) |
| 2) Option to Extend Term: | Two Ten (10) year options |
| 3) Base Rent : | \$500,000 annually |
| 4) Additional Rent | N/A |
| 5) Deposit Amount | \$50,000 |

Respondent agrees to lease Parcel 19B, 25, 26 and 27 combined at the price in accordance with the terms, conditions and specifications contained in this Proposal subject to both parties entering into a mutually acceptable lease.

Submitted by:

James Bagley, CEO _____

Date: July 5, 2017

B. Bid/Proposal Certification

BID/PROPOSAL CERTIFICATION

Please Note: If responding to this solicitation through BidSync, the electronic version of the bid response will prevail, unless a paper version is clearly marked **by the bidder** in some manner to indicate that it will supplant the electronic version. All fields below must be completed. If the field does not apply to you, please note N/A in that field.

If you are a foreign corporation, you may be required to obtain a certificate of authority from the department of state, in accordance with Florida Statute §607.1501 (visit <http://www.dos.state.fl.us/>).

Company: Citicommunities LLC _____ EIN (Optional): _____

Address: 7835 CR 532

City: Reunion State: FL Zip: 33896

Telephone (407) 566-7171 Cell (407) 446-8250 Email: jbagley@cityhomes-us.com _____

Delivery: Calendar days after receipt of Purchase Order (section 1.02 of General Conditions): N/A _____

Total Bid Discount (section 1.05 of General Conditions): N/A _____

Does your firm qualify for MBE or WBE status (section 1.09 of General Conditions): MBE N/A WBE N/A_

ADDENDUM ACKNOWLEDGEMENT - Proposer acknowledges that the following addenda have been received and are included in the proposal:

<u>Addendum No.</u>	<u>Date Issued</u>	<u>Addendum No.</u>	<u>Date Issued</u>	<u>Addendum No.</u>	<u>Date Issued</u>
1	5/19/17	2	6/17/17	_____	_____
_____	_____	_____	_____	_____	_____

VARIANCES: If you take exception or have variances to any term, condition, specification, scope of service, or requirement in this competitive solicitation you must specify such exception or variance in the space provided below or reference in the space provided below all variances contained on other pages within your response. Additional pages may be attached if necessary. No exceptions or variances will be deemed to be part of the response submitted unless such is listed and contained in the space provided below. The City does not, by virtue of submitting a variance, necessarily accept any variances. If no statement is contained in the below space, it is hereby implied that your response is in full compliance with this competitive solicitation. If you do not have variances, simply mark N/A. **If submitting your response electronically through BIDSYNC you must also click the "Take Exception" button.**

_____ n/a _____

The below signatory hereby agrees to furnish the following article(s) or services at the price(s) and terms stated subject to all instructions, conditions, specifications addenda, legal advertisement, and conditions contained in the bid/proposal. I have read all attachments including the specifications and fully understand what is required. By submitting this signed proposal I will accept a contract if approved by the City and such acceptance covers all terms, conditions, and specifications of this bid/proposal. The below signatory also hereby agrees, by virtue of submitting or attempting to submit a response, that in no event shall the City's liability for respondent's direct, indirect, incidental, consequential, special or exemplary damages, expenses, or lost profits arising out of this competitive solicitation process, including but not limited to public advertisement, bid conferences, site visits, evaluations, oral presentations, or award proceedings exceed the amount of Five Hundred Dollars (\$500.00). This limitation shall not apply to claims arising under any provision of indemnification or the City's protest ordinance contained in this competitive solicitation.

Submitted by:

Name (printed) James Bagley

Signature

July 5, 2017

Title Chief Executive Officer

C. Site Plan





Terms and Conditions (Remitter and Payee):

- * Please keep this copy for your record of the transaction
- * The laws of a specific state will consider these funds to be "abandoned" if the Cashier's Check is not cashed by a certain time
 - Please cash/deposit this Cashier's Check as soon as possible to prevent this from occurring
 - In most cases, the funds will be considered "abandoned" before the "Void After" Date
- * Placing a Stop Payment on a Cashier's Check
 - Stop Payment can only be placed if the Cashier's Check is lost, stolen, or destroyed
 - We may not re-issue or refund the funds after the stop payment has been placed until 90 days after the original check was issued
- * Please visit a Chase branch to report a lost, stolen, or destroyed Cashier's Check or for any other information about this item

**FOR YOUR PROTECTION SAVE THIS COPY
CASHIER'S CHECK**

Customer Copy

9500626635

07/03/2017

Void after 7 years

Remitter: CITICOMMUNITIES LLC

\$ 50,000.00 ****

Pay To The Order Of: CITY OF FT. LAUDERDALE

Drawer: **JPMORGAN CHASE BANK, N.A.**

NON NEGOTIABLE

Memo: _____
Note: For information only. Comment has no effect on bank's payment.

282111107 NEW 01/08 8810004306

HOLD DOCUMENT UP TO THE LIGHT TO VIEW TRUE WATERMARK

CASHIER'S CHECK

HOLD DOCUMENT UP TO THE LIGHT TO VIEW TRUE WATERMARK



Date 07/03/2017

Void after 7 years

9500626635

25-3

440

Remitter: CITICOMMUNITIES LLC

Pay To The Order Of: CITY OF FT. LAUDERDALE

Pay: FIFTY THOUSAND
DOLLARS AND 00 CENTS

\$ 50,000.00 ****

Drawer: **JPMORGAN CHASE BANK, N.A.**

Managing Director
JPMorgan Chase Bank, N.A.
Columbus, OH

CAM 17-1014
EXHIBIT 4
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Do not write outside this box
Memo: RFP 975-11962
Note: For information only. Comment has no effect on bank's payment.