



August 3, 2023

Ms. Susan Grant, CPA
Assistant City Manager
City of Ft. Lauderdale
100 N. Andrews Avenue
Fort Lauderdale, FL 33301



Dear Ms. Grant:

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pfm.com

The City of Fort Lauderdale, Florida (“City”) received an unsolicited proposal from Hall of Fame Partners, LLC (the “Proposer”) regarding the redevelopment of the East and West Buildings (and ancillary elements) at the City’s Aquatic Center – International Swimming Hall of Fame (“ISHOF Project”). Currently, the Proposer estimates the total development costs of the ISHOF Project at \$190.4 million (Table 1).

Table 1. Project Budget

Description	Amount
Construction	\$150,593,339
Contingency	\$7,200,000
Financing Costs interest	included
Additional Tenant Improvements	\$8,688,506
Financing Costs points	\$1,904,350
Legal fees	\$500,000
Design fees, Consultants surveys inspections and testing	Included
Master Lease Commission	\$4,562,536
Sub Lease Commissions	\$2,079,280
Marketing	\$325,000
Development fees	\$11,426,099
Construction Management Fees	<u>\$3,155,867</u>
Total	\$190,434,977

Source: Developer



The Proposer provided a detailed redevelopment analysis which includes a mixed-use facility incorporating the following uses:

- East Building Size: 74,963 total square feet
 - 33,339 leasable square feet
- West Building Size: 256,243 total square feet
 - 41,902 non-ISHOF leasable square feet
 - 308 public structured parking spaces
 - ISHOF Museum, 38,436 square feet

In addition to the redevelopment of the East and West Buildings, the ISHOF Project incorporates the following:

- 1) Redevelopment of the aquatic facilities,
- 2) Ocean Rescue Building – 9,327 square feet
- 3) New sea wall
- 4) Water Taxi Service

PFM provided an initial review of the ISHOF Project on November 12, 2020, and a follow up analysis on September 22, 2022. Since that time, the Proposer went back and updated its analysis based on feedback from the City and updates with respect to development costs as well as provided the following for additional review: 1) an initial 10-year financial pro forma and 2) back-up data associated with the FlowRider (Surf Machine) system, 3) Hospitality Alliance lease information, 4) the Industrious (Office) Letter of Intent, 5) ISHOF LOI, 6) Water Productions Incorporated back-up data regarding the dive show and 7) the four fully executed LOIs. Per the City's request, PFM has been asked to provide an updated independent analysis of the information provided with respect to its financial and market assumptions. Below is a summary of PFM's findings.

1.0 Initial Thoughts Regarding the Unsolicited Proposal

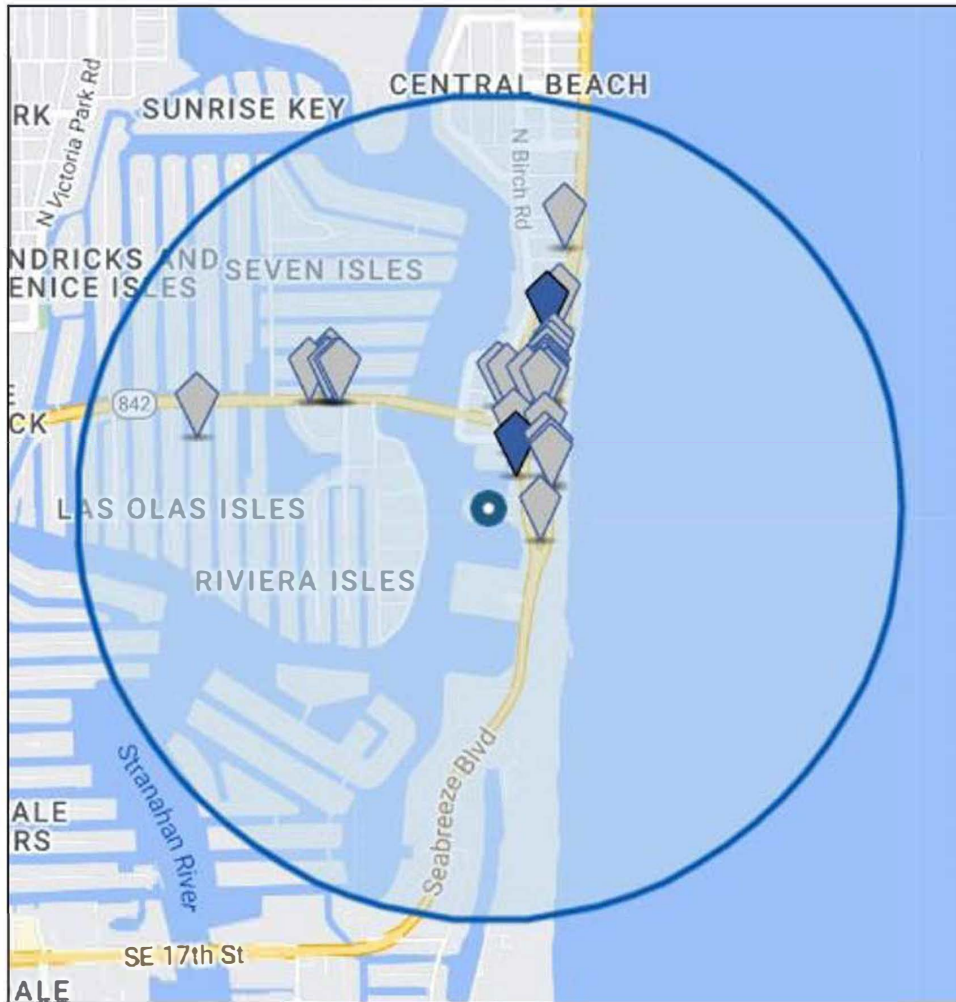
The Proposer envisions a public/private/partnership wherein: (1) the City enters into a ground lease for the ISHOF Project with Hall of Fame Partners ("HOFP"); then HOFP (as landlord) enters a master facility lease ("MFL") with the City, (2) the ISHOF enters into the MFL with the City for the ISHOF Project and (3) ISHOF subleases space to ISHOF sub tenants and operates the ISHOF Project. This type of structure is typical of P3 structures and is appropriate for the ISHOF Project.

2.0 Retail Lease Rate and Vacancy Analysis

PFM conducted a commercial retail lease rate analysis in September 2022 which per its review of the data, is currently applicable in June 2023 which looked at city-wide NNN lease rates as well as NNN lease rates within a 1-mile radius and 3-mile radius around the ISHOF Project. Map 1 shows the locations of retail development within the 1-mile radius. Table 2 summarizes the annual retail activity since 2014.



Map 1. Retail Development within 1-Mile Radius



Source: CoStar

Per PFM's review and our understanding of the Proposer's financial pro forma model estimates NNN commercial retail lease rate for the ISHOF Project at \$61.55 per sqft. This lease rate is consistent with the top 20% of retail space within a 1-mile radius of the ISHOF Project (see Table 3)



Table 2. Retail 1-Mile Radius, 3-Mile Radius Vacancy and Lease Rate Summary

1-Mile Radius						
Period	Inventory Bldgs	Inventory SF	Occupancy SF	Occupancy Percent	All Service Type Rent Overall	Annual Growth
2022 YTD	30	271,302	258,127	95.1%	\$57.29	4.26%
2021	30	271,302	252,799	93.2%	\$54.95	-2.67%
2020	32	290,355	263,299	90.7%	\$56.46	89.34%
2019	32	290,355	286,141	98.5%	\$29.82	-45.57%
2018	32	290,355	280,618	96.6%	\$54.79	71.22%
2017	32	290,355	269,723	92.9%	\$32.00	-17.65%
2016	32	290,355	262,753	90.5%	\$38.86	-1.84%
2015	32	290,355	274,171	94.4%	\$39.59	-17.85%
2014	32	290,355	279,999	96.4%	\$48.19	-6.74%
2013	32	290,355	277,899	95.7%	\$51.67	
					Avg Since 2014	8.05%

3-Mile Radius						
Period	Inventory Bldgs	Inventory SF	Occupancy SF	Occupancy Percent	All Service Type Rent Overall	Annual Growth
2022 YTD	747	8,724,762	8,270,960	94.8%	\$38.77	10.61%
2021	742	8,674,912	8,236,482	94.9%	\$35.05	-1.66%
2020	740	8,677,130	8,187,642	94.4%	\$35.64	-0.14%
2019	736	8,434,007	8,154,269	96.7%	\$35.69	-16.51%
2018	732	8,388,520	8,114,298	96.7%	\$42.75	30.22%
2017	733	8,379,845	8,135,948	97.1%	\$32.83	6.28%
2016	732	8,522,897	8,269,723	97.0%	\$30.89	8.84%
2015	742	8,541,244	8,022,955	93.9%	\$28.38	3.50%
2014	740	8,230,096	7,687,276	93.4%	\$27.42	16.53%
2013	739	8,216,439	7,694,220	93.6%	\$23.53	
					Avg Since 2014	6.41%

Source: CoStar

Table 3. Retail 1-Mile Radius Development with Lease Rates (Top 20%)

Property Name	Property Address	RBA	Rent/SF/Yr	Secondary Type	Year Built
Restaurant/Bar in Central Beach Area	2915 E Las Olas Blvd	5,300	\$82.18	Restaurant	1975
The Gallery At Beach Place	17 S Fort Lauderdale Bch Blvd	85,169	\$65.00	Storefront	1996
Clothes Connection	227 S Fort Lauderdale Bch Blvd	866	\$56.52	Storefront	1965
Las Olas Facing Suite	2400 E Las Olas Blvd	1,925	\$54.60	Retail/Office	1965
	241 S Atlantic Blvd	3,022	\$53.74	Bar/Nightclub	1962
	600 Seabreeze Blvd	3,000	\$53.67	Restaurant	1998
Top 20% of Retail Lease Rates within 1-Mile Radius			\$60.95		

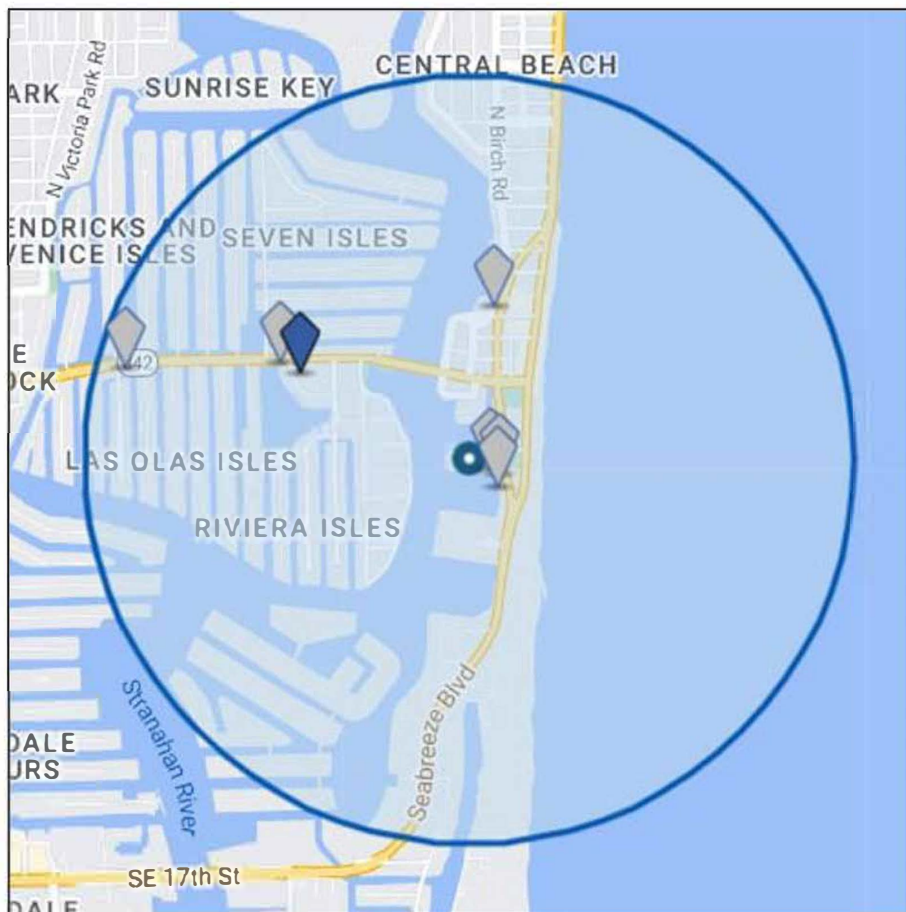
Source: CoStar



3.0 Office Lease Rate and Vacancy Analysis

PFM conducted a commercial office lease rate analysis which looked at city-wide NNN lease rates as well as NNN lease rates within a 1-mile radius and 3-mile radius around the ISHOF Project. Map 2 shows the locations of office development within the 1-mile radius. Table 4 summarizes the annual retail activity since 2014. Given the limited amount of office space in the immediate market, PFM also evaluated the 3-mile radius for comparison.

Map 2. Office Development within 1-Mile Radius



Source: CoStar

Per PFM's review and our understanding of the Proposer's financial pro forma model estimates NNN commercial office lease rate for the ISHOF Project at \$54.82 per sqft. This lease rate is consistent with the top 20% of office space within a 3-mile radius of the ISHOF Project (see Table 5).



Table 4. Office 1-Mile Radius, 3-Mile Radius Vacancy and Lease Rate Summary

1-Mile Radius					
Period	Inventory Bldgs	Inventory SF	Occupancy Pct	Office Gross Rent Overall	Annual Growth
2022 YTD	7	74,169	100.0%	-	-
2021	7	74,169	100.0%	-	-
2020	7	74,169	100.0%	\$36.93	-15.24%
2019	7	74,169	95.3%	\$43.57	4.11%
2018	7	74,169	100.0%	\$41.85	7.31%
2017	7	74,169	95.3%	\$39.00	
2016	7	74,169	100.0%	-	-
2015	7	74,169	100.0%	-	-
2014	7	74,169	100.0%	-	-
				Avg Since 2014	NA
3-Mile Radius					
Period	Inventory Bldgs	Inventory SF	Occupancy Pct	Office Gross Rent Overall	Annual Growth
2022 YTD	739	13,018,680	87.9%	\$48.25	6.16%
2021	738	13,017,410	85.6%	\$45.45	2.23%
2020	747	13,083,447	85.5%	\$44.46	11.09%
2019	746	12,598,890	90.5%	\$40.02	-0.65%
2018	748	12,651,893	92.0%	\$40.28	15.45%
2017	754	12,688,408	93.2%	\$34.89	-3.33%
2016	755	12,717,129	92.5%	\$36.09	16.80%
2015	766	12,758,238	91.9%	\$30.90	4.60%
2014	769	12,746,134	90.8%	\$29.54	
				Avg Since 2014	6.54%

Source: CoStar

Table 5. Office 3-Mile Radius Development with Lease Rates (Top 20%)

Property Name	Property Address	RBA	Rent/SF/Yr	Secondary Type	Year Built
	713 Broward Blvd	5,000	\$68.00	Loft/Creative Space	1963
Bank of America	401 E Las Olas Blvd	408,444	\$64.95		2002
Las Olas Centre I	450 E Las Olas Blvd	210,225	\$51.50		1997
	900 NE 26th Ave	8,444	\$50.00	Medical	1971
350 Las Olas Centre	350 E Las Olas Blvd	264,214	\$46.00		1999
The Main Las Olas- South	201 E Las Olas Blvd	387,402	\$45.50	Office Building	2020
Museum Plaza	200 S Andrews Ave	180,603	\$45.00	Medical	1986
SunTrust Center	515 E Las Olas Blvd	218,635	\$45.00		1991
Top 20% of Office Lease Rates within 3-Mile Radius			\$51.99		

Source: CoStar



4.0 Pro Forma Sensitivity and Risk Analysis

As part of its analysis, PFM reviewed the information provided in the latest set of financials which included the initial 10-year pro forma data. The structure is consistent with the prior proposal which involves two master leases. The City's MFL covers the debt service payments for the ISHOF's Project financing. The second lease runs between ISHOF and the City. ISHOF will be responsible for operating and maintaining the ISHOF Project and for subleasing space to its tenants.

The 10-year pro forma data includes the two revenue proposals, one being the "Waterfall – Revenue Share Proposal by the City 5/14/23" and the second being the "Waterfall – Revenue Share Proposal by ISHOF 5/25/23." PFM conducted a sensitivity analysis on July 6 using the base case of revenues as provided on 5/25/23. Since that sensitivity analysis, the Comprehensive Agreement has been further negotiated with respect to the non-leased based Flowrider revenues, with the following language:

ISHOF shall have the right of first refusal to sub, sub-Lease the Flow Rider from the City and if ISHOF so chooses to sub, sub-Lease the Flow Rider from the CITY, any Flow Rider revenues shall be excluded from the Non-Leased Based Revenues in accordance with this Section 5.02(q)(iv).

The ISHOF project involves multiple streams of revenue, some lease-based while others are function of overall utilization of the site. Based on its review, the revenue stream that produces the most concern is associated with the Dive Show, which is a 32-week (5 day a week) show that would be similar to a Cirque de Soleil act. An act of this type and scale is typically performed within theme parks and/or travelling shows or provided for as a Las Vegas-type attraction. As a result, it was tested more severely in the sensitivity analysis. The four scenarios are summarized below:

- **Scenario 1:** All base assumptions held static except for 50% reduction in Dive Show revenue
- **Scenario 2:** All base revenues via sources reduced by 10% and Dive Show revenue reduced by 50%
- **Scenario 3:** All base assumptions held static except for 100% reduction in Dive Show revenue
- **Scenario 4:** All base assumptions held static with occupancy reduced for lease-based tenants by 10% and a 50% reduction in Dive Show revenue

It's important to note that the financial implication of lost Dive Show revenue may have some partial offset due to the availability of the facility being open to alternative use(s); however, for purposes of this analysis a replacement revenue was not incorporated. Table 6 provides a summary of the Year 1 findings. A summary of each scenarios' output can be found in Exhibit A, which provides a 10-year forecast and the net revenues to the City assuming that the City's annual lease expense is \$9.5 million annually and subject to a 3% increase annually. It's important to note that the City's annual lease payment is not yet established and could vary; however, it's anticipated maximum MFL payment is \$11 million. Also, with respect to both revenue share proposals, the City's initial \$2 million preferred return is subject to the 3% increase annually.



Table 6. Revenue Source Allocation Summary

	Base	PFM Sensitivity			
		Scenario 1	Scenario 2	Scenario 3	Scenario 4
	Yr 1	Yr 1	Yr 1	Yr 1	Yr 1
Waterfall - Revenue Share Proposed by City 5/14/23					
Lease Based Revenue	\$5,530,098	\$5,530,098	\$5,208,004	\$5,530,098	\$5,088,641
City Preferred Return - \$2mm	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000
50/50 Revenue Share - City of Ft. Lauderdale	\$2,132,548	\$1,687,736	\$1,475,944	\$1,242,925	\$1,639,436
50/50 Revenue Share - ISHOF	\$2,132,548	\$1,687,736	\$1,475,944	\$1,242,925	\$1,639,436
Total City Revenue	\$9,662,646	\$9,217,834	\$8,683,948	\$8,773,023	\$8,728,077
Total ISHOF Revenue	\$2,132,548	\$1,687,736	\$1,475,944	\$1,242,925	\$1,639,436
TOTAL REVENUE	\$11,795,194	\$10,905,571	\$10,159,892	\$10,015,947	\$10,367,514
Waterfall - Revenue Share Proposed by ISHOF 5/25/23					
Lease Based Revenue	\$5,530,098	\$5,530,098	\$5,208,004	\$5,530,098	\$5,088,641
ISHOF EXCLUSION: Ticket Sales	\$456,250	\$456,250	\$410,625	\$456,250	\$456,250
ISHOF EXCLUSION: VIP Suites & Seats	\$480,000	\$480,000	\$432,000	\$480,000	\$480,000
ISHOF EXCLUSION: Sponsorships & Entertainment Venues	\$350,000	\$350,000	\$340,000	\$350,000	\$350,000
ISHOF FROR: Flow Rider Operations (Incl'd in Rev. Share & Other Income)	\$902,599	\$902,599	\$812,339	\$902,599	\$902,599
City Preferred Return - \$2mm	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$2,000,000
50/50 Revenue Share - City of Ft. Lauderdale	\$1,038,123	\$593,312	\$478,462	\$148,500	\$545,012
50/50 Revenue Share - ISHOF	\$1,038,123	\$593,312	\$478,462	\$148,500	\$545,012
Total City Revenue	\$8,568,222	\$8,123,410	\$7,686,466	\$7,678,598	\$7,633,653
Total ISHOF Revenue	\$3,226,972	\$2,782,161	\$2,473,426	\$2,337,349	\$2,733,861
TOTAL REVENUE	\$11,795,194	\$10,905,571	\$11,232,738	\$10,015,947	\$10,367,514
City Proposed Revenue Share Waterfall					
Total City Revenue	\$9,662,646	\$9,217,834	\$8,683,948	\$8,773,023	\$8,728,077
Master Lease with City (est.) low	\$9,500,000	\$9,500,000	\$9,500,000	\$9,500,000	\$9,500,000
Master Lease with City (est.) high	\$11,000,000	\$11,000,000	\$11,000,000	\$11,000,000	\$11,000,000
Difference (low)	\$162,646	(\$282,166)	(\$816,052)	(\$726,977)	(\$771,923)
Difference (high)	(\$1,337,354)	(\$1,782,166)	(\$2,316,052)	(\$2,226,977)	(\$2,271,923)
ISHOF Proposed Revenue Share Waterfall					
Total City Revenue	\$8,568,222	\$8,123,410	\$7,686,466	\$7,678,598	\$7,633,653
Master Lease with City (est.) low	\$9,500,000	\$9,500,000	\$9,500,000	\$9,500,000	\$9,500,000
Master Lease with City (est.) high	\$11,000,000	\$11,000,000	\$11,000,000	\$11,000,000	\$11,000,000
Difference (low)	(\$931,778)	(\$1,376,590)	(\$1,813,534)	(\$1,821,402)	(\$1,866,347)
Difference (high)	(\$2,431,778)	(\$2,876,590)	(\$3,313,534)	(\$3,321,402)	(\$3,366,347)

Source: Developer and PFM Group Consulting LLC



5.0 Summary of Findings and Recommendation

The main financial benefits of the proposal continue to be: 1) guaranteed construction performance and 2) minimum required City management of the ISHOF Project with full reversion of the ISHOF Project to the City in Year 30.

One element that has changed is that the project is now contemplated to be delivered in multiple phases to allow for a Progressive P3 / Progressive Guaranteed Maximum Price (GMP) process. This is being done to facilitate fast-track design and construction, while also providing flexibility to optimize the long-term financing. The project is currently contemplated to be delivered as follows:

- Phase 1 – Balance of Design & Permitting, Balance of Demolition & Abatement, Early Sitework/Infrastructure, Seawall Construction, and Ocean Rescue Building Construction
- Phase 2 – West ISHOF Building with Museum, Event Center, Grandstands, and Parking Garage
- Phase 3 – East ISHOF Building with Welcome Center, Flow Rider, and Shared Commercial Office Space
- Phase 4 – Museum & Commercial Tenant Improvements, Hardscape, Landscape, Water Taxi Dock, and all other Misc. Scope to support final project
 - *Note - All phases will include the applicable soft costs, including but not limited: to Development & Construction Fees, Financing Fees, Brokerage Commissions, Legal, Marketing, & Associated Contingencies*

In this delivery method, the Development Team will perform the applicable design to allow for Final Construction GMP Pricing and Financing Costs for each Phase, that will then translate into the progressive long-term MFL cost. In this scenario, the City will have the opportunity to review the open-book GMP pricing used to establish this progressive long-term MFL cost. This will ultimately allow the City and Development Team to collectively determine the final scope, price, and projected revenue share of the project. The Development Team and City have discussed placing a cap on the overall MFL of \$11M and/or establishing a cap on this anticipated variance in MFL versus projected revenues collected (yet to be determined).

Based on the information provided previously in Table 6, this variance between MFL payment and projected revenues collected could range from +\$162,646 to <\$3,366,437> depending on the final scope of the project, final construction pricing, current interest rates for each of the Phases, and long-term revenue performance of the project. Once the City makes the final determination as to what this variance between the MFL and projected revenues needs to be, this will allow the Development Team to advance the project within the agreed upon parameters.

It should also be noted that the Development Team has performed a full Economic Impact Study that shows the project will provide \$292M economic impact during construction (with 1,430 jobs) and \$77M recurring annual economic impact (with 750 permanent annual jobs) every year thereafter, that may be considered as offsetting factors when considering the MFL payment and projected revenue shares.



Additionally, the Development Team has provided the following Expenditure Milestone Schedule (Table 7) for costs to be incurred prior to Phase 1 financial closing, so that City can fully analyze and determine the risk of cancelling the project once the Comprehensive Agreement is executed.

Table 7. ISHOF Comprehensive Development Expenditures Prior to Financial Closing

Description	Amount
Costs to Date	\$3M
Design to 60% Completion	\$3M
Test Pile Program & Balance of Site Due Diligence	\$2M
DRC Submission	\$1M
Design to 90% Completion	\$2M
Seawall Design & Permitting	\$1M
Additional Legal & Marketing (as applicable)	\$1M
NNN & Master Lease Commissions (as/if applicable)	<u>\$7M</u>
Total	\$20M

Source: Developer

Current estimates using the base case pro forma indicate that the City's proposed revenue share best limits the risks to the City with respect to the funding gap in Year 1, while the ISHOF proposed revenue share results in a funding gap of an estimated \$931,778. In addition, as shown in Exhibit A, the application of the 3% escalator to the City's \$9.5 million lease payment limits any additional revenue to the City per its revenue share model and the application of the same escalator amplifies the funding gap in the ISHOF revenue share model. As the data show in Table 6 and Exhibit A, the four scenarios provide the range of potential funding gaps if the project incurs issues with respect to softer lease rates, reduced occupancy and/or reduced utilization or loss of potential revenue streams as currently anticipated.

At this time, based on the information currently available, PFM recommends that the City utilize the terms associated with its "Waterfall – Revenue Share Proposal by the City 5/14/23." This revenue share model best protects the City from the variability in the projected revenue outcomes.

The inherent risks associated with the ISHOF Project include 1) the estimated development cost of \$190.6M which requires a long-term commitment via lease payments, 2) ISHOF performance with respect to fundraising and operation of the Museum and 3) the variety of revenue streams and the required lease rates to support the ISHOF Project.



While the City can limit its risk, given the nature of the ISHOF Project, development and execution risk are inherent in the project and overall exposure to changes in market demand are associated with the ISHOF Project. We look forward to working with the City regarding further evaluation of this opportunity.

Sincerely,

A handwritten signature in blue ink, reading "Kevin J. Plenzler". The signature is fluid and cursive, with the first name "Kevin" and last name "Plenzler" clearly distinguishable.

Kevin Plenzler
Senior Managing Consultant
PFM Group Consulting LLC



EXHIBIT A

Table with columns Y1-Y10 and rows for Proposed City Revenues, Lease-Based revenues (Coffee Shop, Flow Rider, CGHP, etc.), Tenant/Operator Revenue-Shares, and Other Potential Income (Flow Rider Business Operations, etc.).

Waterfall - Revenue Share Proposed by City 5/14/23

Waterfall table showing revenue breakdown by source (Lease Based Revenue, City Preferred Return, etc.) and net city revenue after master lease.

Waterfall - Revenue Share Proposed by ISHOF 5/25/23

Waterfall table showing revenue breakdown by source (Lease Based Revenue, ISHOF EXCLUSION, etc.) and net city revenue after master lease.

- Notes: (1) Rent is \$2,000/month per kiosk... (2) \$3,000/event with 12 events per year... (3) Assumes net profit of \$5/space...