

DESTINATION MEDICAL CENTER CORPORATION

RESOLUTION NO. 66-2018

Approving the 21 1st Street SW Development Project, Contingent Upon Evidence of Financing

This Resolution was offered by Ardell Brede, seconded by Mark Hickey.

BACKGROUND RECITALS

A. Under Minnesota Statutes, Section 469.41 Subdivision 13, a project must be approved by the Destination Medical Center Corporation (“DMCC”) before it is proposed to the City of Rochester (the “City”). The DMCC must review the proposed project for consistency with the Development Plan, adopted by the DMCC on April 23, 2015, as amended (the “Development Plan”).

B. By correspondence to the DMCC dated June 15, 2018, and attached hereto as Exhibit A, the City has requested approval of the 21 1st Street SW Development Project (the “Proposed Project”), and that City expenditures and financing in the amount of up to \$2,400,000 be credited to the City’s \$128,000,000 local contribution as required by statute. The City’s expenditures and financing include funding from tax increment financing bonds.

C. Pursuant to Minnesota Statutes, Section 469.47, subdivision 4, the City’s local match contribution may be provided by the City from any source identified in Minn. Stat. Section 469.45 and any other local tax proceeds or other funds from the City and may include providing funds to assist developers undertaking projects in accordance with the Development Plan or by the City directly undertaking public infrastructure projects in accordance with the Development Plan, provided the projects have been approved by the DMCC.

D. Pursuant to Minn. Stat. Section 469.45, Subdivision 4, the City may elect to establish one or more redevelopment tax increment financing districts within the Development District to fund public infrastructure projects.

E. Minnesota Statutes, Section 469.40, subdivision 11, defines “public infrastructure project” as “a project financed in part or in whole with public money in order to support the medical business entity’s development plans, as identified in the DMCC development plan” and expressly includes, among other items, the ability to

. . . (2) demolish, repair or rehabilitate buildings; . . . (4) install, construct, or reconstruct elements of public infrastructure required to support the overall development of the destination medical center development district including, but not limited to, streets, roadways, utilities systems and related facilities, utility relocations and replacements, network and communication systems, streetscape improvements, drainage systems, sewer and water systems, subgrade structures and associated improvements, landscaping, facade construction and restoration, wayfinding and

signage, and other components of community infrastructure; . . .
[and] (6) install, construct or reconstruct, furnish, and equip parks,
cultural, and recreational facilities, facilities to promote tourism
and hospitality, conferencing and conventions, and broadcast and
related multimedia infrastructure

F. The site of the Proposed Project is located in the development district boundaries as adopted in the Development Plan (the “Development District”) and in the Heart of the City district as described in the Development Plan.

G. On April 27, 2017, the DMCC approved Resolution No. 51-2017, which requires additional review of projects upon material deviation from the approvals granted, to ensure that “as-built” projects are consistent with approvals that have been granted.

H. The City and the Destination Medical Center Economic Development Agency (the “EDA”) have examined the Proposed Project applying the evaluation factors contained in the Development Plan, and now recommend the Proposed Project for approval. Copies of those reports are available and on file with the City and the EDA.

RESOLUTION

NOW, THEREFORE, BE IT RESOLVED, by the Destination Medical Center Corporation Board of Directors, that the DMCC finds that the Proposed Project is a public infrastructure project within the meaning of Minnesota Statutes, Section 469.40, subdivision 11, which provides for: demolishing, repairing or rehabilitating buildings; installing, constructing or reconstructing elements of public infrastructure required to support the overall development of the Development District; and, installing, constructing or reconstructing, furnishing, equipping facilities with respect to parks, cultural, recreation, tourism, hospitality, conferences and conventions, and broadcast and related multimedia infrastructure; and that the DMCC approves the Proposed Project as consistent with the Development Plan.

BE IT FURTHER RESOLVED, that the DMCC approves the Proposed Project for the purposes of Minnesota Statutes, Section 469.47, subdivision 4, and supports the certification of the City’s expenditures of up to \$2,400,000 in tax increment financing identified in the Proposed Project, upon final approval by the City, subject to approval and certification by the State of Minnesota, Department of Employment and Economic Development, as part of the City’s \$128,000,000 local contribution.

BE IT FURTHER RESOLVED, that the approvals contained herein are expressly contingent upon evidence of financing satisfactory to the Board, such evidence to be presented within 90 days concurrent with the 90 day period set forth in the City’s approved development assistance agreement.

BE IT FURTHER RESOLVED, that DMCC Resolution No. 51-2017 is incorporated fully herein by reference.

BE IT FURTHER RESOLVED, that the Chair or the Treasurer of the DMCC is authorized to take such actions as are necessary and appropriate to effectuate the findings and approvals of this Resolution.

The question was on the adoption of the Resolution and there were 6 YEAS and 0 NAYS, as follows:

BOARD OF DIRECTORS
Destination Medical Center Corporation

| | <u>YEA</u> | <u>NAY</u> | <u>OTHER</u> |
|----------------------|------------|------------|--------------|
| Dana L. Bailey | <u>X</u> | _____ | _____ |
| James V. Bier | <u>X</u> | _____ | _____ |
| Ardell F. Brede | <u>X</u> | _____ | _____ |
| James R. Campbell | _____ | _____ | _____ |
| Michael E. Dougherty | _____ | _____ | _____ |
| Mark Hickey | <u>X</u> | _____ | _____ |
| R.T. Rybak | <u>X</u> | _____ | _____ |
| Paul D. Williams | <u>X</u> | _____ | _____ |

RESOLUTION ADOPTED on June 28, 2018.

ATTEST: _____

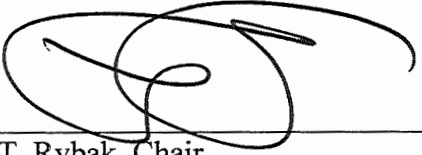

R.T. Rybak, Chair
Destination Medical Center Corporation

EXHIBIT A

Memorandum

To: DMCC Board of Directors

Cc: Kathleen Lamb, Kathleen Brennan, Lisa Clarke, Patrick Seeb, Tim Cody, Steve Rymer, Aaron Parrish, Brent Svenby

From: Terry Spaeth

Date: June 15, 2018

Subject: DMCC Board approval for the Wells Fargo (21 1st St. SW) Building Renovation Project

The City of Rochester provides the following information relating to the Wells Fargo Building renovation for your consideration at your June 28, 2018 meeting.

1. DMCC Board action requested. Grant approval of the prepared resolution to approve the Wells Fargo Building Renovation Project (herein after "Project") as a DMC Public Infrastructure Project that is consistent with the DMC Development Plan. The approval as a DMC public infrastructure project by the DMCC Board is required before the City Council can act to approve it as a DMC Public Infrastructure Project. Such approval would need to be made contingent upon the City of Rochester's subsequent approval of the Project as a DMC Public Infrastructure Project and of the Development Assistance Agreement (DAA) for the Project.
2. Current project status/schedule. The City of Rochester has land use, planning and zoning authority for all projects in the City including within the DMC Development Plan Area. In addition the City has the authority to provide financial assistance, if needed, to assist in the development of projects through Tax Increment Financing (TIF) including the authority to establish TIF districts within the DMC Development Plan area. The DMC legislation authorizes the City's use of TIF for DMC projects and to receive credit for TIF financial assistance provided to DMCC Board approved projects towards the City's required \$128 Million local contribution.

- a. Land Use and Zoning Status. Based upon the proposed project, the Planning staff has indicated the project is subject to approval of a Site Development Permit, which is an “over the counter” review and approval and does not require public review of the project. To date, a Site Development Permit application has not yet been submitted. It is anticipated the application will be submitted in the near future.

- b. Establishment of Tax Increment Financing (TIF) District and Development Assistance Agreement (DAA) AND APPROVAL AS A PUBLIC INFRASTRUCTURE PROJECT INCLUDED IN THE DEVELOPMENT PLAN. The land use approvals would allow the Project to proceed to construction by the developer and are independent of any financial assistance considerations or approval as a DMC Public Infrastructure Project. However, the Developer has indicated the Project would not be able to proceed to construction and be financially feasible without or “but for” some financial assistance from the City or the DMCC. The developer has provided detailed financial information to document the need for \$1,780,000 in assistance to close the financial “gap” for this Project. In addition, it was recently discovered that a water line utility relocation in the Peace Plaza must occur to facilitate this project. Along with that, the developer has expressed a willingness to construct some of the proposed Heart of the City public realm improvements (namely, some lighting improvements on underside of Wells Fargo Building skyway bridge over 1st Avenue) on the City’s behalf, as part of their construction project. That being the case, the intent is to draft provisions within the Development Assistance Agreement that will provide for up to \$2.4 million in TIF being provided to the project, if those improvements are completed as part of the project. The City Council will consider establishment of a tax increment district and terms and conditions of a Development Assistance Agreement (DAA) at its July 16, 2018 meeting.

For the Wells Fargo Renovation project the City Administration team will be recommending to the Mayor and City Council that the City provide up to \$ 2.4 Million of tax increment financing assistance for this Project. The Council will consider this as a component of the Development Assistance Agreement (DAA) at their meeting on July 16, 2018. It should be noted that the City team has been working closely with the DMC EDA team in the review of all aspects of this Project including the proposed amount of financial assistance that is recommended for the Project. The DMC EDA will be providing their comments on the Project separately and independently from the City staff. The DMC EDA and City teams are in agreement concerning the recommended amount of assistance. Approval by the DMCC Board of the Wells Fargo Building Renovation Project as a DMC Public Infrastructure Project will also mean that DMC provisions relating to prevailing wage rates, WMBE, and American-made steel will also apply for the construction of the Project.

The City’s review of the financial information provided by the developer which showed a financing gap, was based on our experience in reviewing other TIF projects over the years and a financial analysis of the submitted developer information by Springsted, Inc., the City’s financial consultant, which performs such reviews for many

communities. The public assistance comprises approximately 1/12th of the project development cost.

3. Financial Impact Information.

The request for public funding, as a proposed Public Infrastructure Project, is what requires DMCC approval before the presentation to the City Council.

a. Wells Fargo Building Renovation Capital Project Investment.

- (1) General State Infrastructure Aid (GSIA). The project developers have submitted information that shows that the overall project cost is estimated at \$26.6 Million. That \$26.6 Million investment is multiplied by 2.75% to determine the amount of General State Infrastructure Aid (GSIA) payments that investment may be equal to annually, which is \$731,500.
- (2) State Transit Aid (STA). That same \$26.6 Million investment amount is multiplied by 0.75% to determine the State Transit Aid (STA) annual payment equivalent amount, which is \$199,500 per year payable annually over several years, but lower in earlier years. An estimated 40% of the annual STA amount would be from the required local match provided by Olmsted County.
- (3) City TIF Contribution. The State GSIA can only be received if sufficient matching dollars have been spent by the City at the rate of \$1 City to secure \$2.55 GSIA. The proposed City TIF contribution of up to \$2.4 Million is multiplied by 2.55 to determine the amount of GSIA that can be secured over time from that matching contribution, which is \$6,120,000.

4. Summary of the Proposed Project.

- a. The applicant is proposing a major renovation of the current downtown Wells Fargo building. The major components of the \$26.6M renovation is a facelift of the existing building façade by replacing the existing glass with transparent glass, a glass addition to the lobby to provide an extension of the public space in the Peace Plaza and connect the subway, ground and skyway levels. The renovation will also include removal of the existing escalator and replace with egress stair in the building. As mentioned above, it will also include a water line relocation in the Peace Plaza and possibly lighting improvements on the skyway bridge.

5. How does the proposed Project address the DMC Development Plan goals and objectives? (these are addressed more thoroughly in the developer's application and in the DMC EDA report, but these are a few that the City staff would note):

- a. The Project is within the DMC Heart of the City subzone (a priority area) and the proposed renovation is consistent with, and a part of the larger vision for the Heart of the City, by facilitating connections to the Peace Plaza and 1st Avenue public realm and the Chateau Theater.

- b. The Project will provide a capital investment of \$26.6 million within the DMC Development Plan area.
- c. The project incorporates various sustainability elements, which is consistent with the DMC vision.
- d. The project construction will include wage rates, WMBE and American made steel provisions.