

**AGENDA  
CITY OF KEY WEST  
TRUMAN WATERFRONT ADVISORY BOARD**

**OLD CITY HALL, 510 GREENE STREET**

**FRIDAY, NOVEMBER 6, 2009 – 12:00 P.M.**

**1. CALL MEETING TO ORDER**

**2. ROLL CALL**

**3. PLEDGE OF ALLEGIANCE TO THE FLAG**

**4. APPROVAL OF AGENDA**

**5. APPROVAL OF MINUTES:**

- a. October 9, 2009

**6. REPORTS:**

- a. Coordinator Doug Bradshaw
  - 1. MSM Letter to City
  - 2. Key West Bight Management District Board Powers and Duties
  - 3. Update on Admirals Cut
- b. Board Member update on Truman Waterfront Marina
- c. Board Member update on Assisted Care Living Facility
- d. Board Member update on Infrastructure/Utilities

**7. ITEMS FOR ACTION**

- a. Mission Statement

**8. BOARD COMMENTS**

**9. PUBLIC COMMENT**

**10. NEXT MEETING: November 20, 2009**

**11. ADJOURNMENT**

**OCTOBER 9, 2009  
MINUTES**

**MINUTES**  
**TRUMAN WATERFRONT ADVISORY BOARD MEETING**  
**OLD CITY HALL, 510 GREENE STREET**  
**FRIDAY, OCTOBER 9, 2009**

A regular meeting of the Truman Waterfront Advisory Board of the City of Key West, Florida was held in Commission Chambers, Old City Hall, 510 Greene St. on Friday, October 9, 2009.

Chairman Gilleran called the meeting to order at 12:03 p.m.

Answering roll call were Board Members Kurt Lewin, Albert Sullivan, Jerry Curtis, Vice-Chair Margaret Domanski, Chairman Gilleran and Non-voting Ex-officio Board Member Sean Morton.

Absent were Board Members Ashish Sonie, Owen Trepainer and Ron Demes

Also present were Assistant City Attorney Larry Erskine, Port Operations Project Manager Doug Bradshaw, City Planner Amy Kimble-Murley, Deputy Clerk Angela Budde and members of the press and community.

The pledge of allegiance to the flag of the United States of America was given by all present.

**APPROVAL OF AGENDA:**

It was moved by Mrs. Domanski and seconded by Mr. Sullivan to approve the agenda without changes. The agenda was accepted.

Chairman Gilleran stated that he would like to see the minutes posted under the City's website Truman Waterfront Minutes Section.

Mr. Bradshaw stated that staff would do that.

## **REPORTS:**

### **a. Coordinator Doug Bradshaw**

#### **1. Ingress/Egress TAMPOA Settlement Agreement**

Doug Bradshaw stated that he had provided the board with a copy of the TAMPOA Settlement Agreement used as reference to the ingress and egress to the Truman Waterfront Property. In response to Mrs. Domanski's question regarding the Ingress and Egress issue being resolved, Mr. Bradshaw stated that the issues on Southard Street with TAMPOA and the City had been resolved. However, with regards to the ingress and egress of the other roads leading into the property, including Eaton Street, staff knew which roads they were but use of these roads had not been finalized.

Sean Morton of NOAA spoke on the issue and stated that he would provide the Board with the Settlement Agreement between TAMPOA and the Federal Government that would clear things up. He stated that in a nut shell there would be unrestricted access through Southard Street through the easement to the Navy property and the NOAA Property.

#### **Utility Easements**

Doug Bradshaw stated that he had provided the Board with copies of what was attached to the deed documents as far as easements. He stated that he also provided them with the other half of the easements that did not make the deed document, but were still recognized as part of the easements agreement. He stated that they were nonexclusive easements so they could be moved, so long as they did not disrupt service to the Navy, more than likely at the City's or developer's expense. In response to

Chairman Gilleran's question as to who would be responsible for clean up if the fuel lines were moved and contamination was found, Mr. Bradshaw stated that the Navy would be.

### **Board Member update on Truman Waterfront Marina**

Mrs. Domanski gave an update on the Meisel Spottswood Management Truman Waterfront Marina and Presidential Park proposal. She stated she had spoken with Mr. Robert Spottswood and that he had stated that MSM was in the process of interviewing design and architectural firms to move ahead with a final design to present to the City. He told her that they were also in consultation with lawyers that specialized in bond issues and the ranking and feasibility of same for the City, in terms of moving ahead with that as the potential financing for the development of the marina and park land. He also was expecting that within a month from now all the information would be together and ready to present to the City Manager. He stated that he would love to come before the Board at that time to discuss their design and plans for the marina as well as updating them on how they were moving head. Mrs. Domanski stated that Mr. Spottswood had stated that all along they had kept in mind, in terms of the design, the use of that area for major events. These included the power boat races and the Sailboat races which being major tourist attractions, brought thousands of people into town. He stated that they were looking at utilizing ½ cent of the 4<sup>th</sup> penny bed tax as a means to finance the bond issue. Therefore, there is a desire to keep these events front and center as part of the uses of the park as well as the other community focus events, such as Aids Help's Taste of Key West. All the community events that have traditionally been held there were kept in mind in the design plans so that there would be maximum use of the park space and the marina space.

In response to Mr. Sullivan's questions, Mrs. Domanski stated that they did not speak about the two retired navy vessels on the site. She stated that with regards to the TDC they would not be contacting them until they had the whole issue of the bond issue and the feasibility in place. She stated that Mr. Spottswood said that there was a huge potential for this park for resident use as well as an attraction for our visitors. She stated that the design would focus on both those uses by helping draw people to come to Key West and benefit the residents who use it 365 days a year.

Mr. Lewin stated for the record that he would like to be made aware of any other potential or upcoming leases to the property prior to them being agreed upon in order to review and give recommendation.

#### **Board Member update on Assisted Care Living Facility**

Mr. Sullivan stated that he spoke with Sandy Higgs and invited her to give a presentation to the Board. She stated that she wanted to wait until she had the information that would be going before the Planning Board in order to make that presentation. Mrs. Higgs led him to believe that the Planning Board had too much on their agenda this month so therefore it would be deferred to next month. Mr. Sullivan stated he looked into it further and found that two things had occurred, one being that the Assisted Care Coalition was not up to snuff with their paperwork in order to make their presentation to the Planning Board. Additionally they were looking for an extension of their lease expiration which is December 2010.

Amy Kimble-Murley stated that they had not yet completed their application, but they had a group of volunteers who were working on it. She stated that she met with them last week to review a few things that the Planning Department would need.

She stated that she was in agreement with the amendment to the zoning of the property as a conditional use which would allow the Assisted Care Living Facility to be located as zoned. She stated that the applicant would initiate the request for the Land Development Regulations amendment. She stated that it was a simple request; however, it took a lot of time to gather the backup information with which the applicant was assisting and that is what they were waiting on. She stated that in all fairness, the Planning Department had quite a backlog that they were trying to clear up by November, but that they were willing to support this amendment as a conditional use. She stated that after that conditional use amendment is approved, the Assisted Care Coalition could move forward with their full plans which will require a full development plan and a conditional use plan and that would be a long process. She stated this would also require doing some architectural engineering plans which will take an additional six months on a project this large, but they could not begin these processes until they secured the land use approvals. She stated that when you look at the December 2010 deadline, you realize that it would become a push, so that was why they had approached the City Attorney's office for an extension.

Larry Erskine stated that the City Manager had placed on the agenda a request to extend the commencement date from December 2010 to December 2011. He stated that he had prepared a tentative amendment for execution by the City Commission should they agree to pass it to address the issues that Amy had been discussing. Mr. Lewin questioned what would happen if the coalition could not meet their deadlines and the City did not wish to extend them. Mr. Erskine stated that the referendum that was done clearly did not say the City had to extend the completion date only that it could if it wanted to

enter into this lease of city property and it had done that. He stated that City did not have any requirement that they had to go beyond what it had already done. So in the event that the City Commission did not want to push those dates into the future, it would put the coalition in the position of make a definitive decision.

In response to Mrs. Domanski's question regarding the deadline extension, Mrs. Kimble-Murley stated that in all fairness to the coalition, when they came before the Planning Department back in 2007, in what they call a pre application conference, all the issues should have been identified to the applicant. She stated that not being in attendance the department should be held responsible and looking at the documentation that was provided to the applicant and in all fairness she did not feel that they identified the extent of the serious land use considerations that needed to be addressed at that time. She stated that it was her responsibility now sitting in the department seat. She stated that she did not feel that a year's extension was unreasonable due to the circumstances the coalition was facing.

The Board unanimously agreed to recommend to the City Commission that the Agenda item sponsored by the City Manager, requesting to extend the deadline for the Assisted Care Living Facility, be tabled until a member of the coalition came before the Board and gave a presentation.

Mr. Bradshaw stated that he could request that the City Clerk pull the item from the agenda until next meeting to give them time to review the request.

**Board Member update on Infrastructure/Utilities**

No up date was given.

**BOARD DISCUSSION:**

**a.) Mission Statement**

Chairman Gilleran read the current Mission Statement into the record, a copy of which is attached hereto and made a part hereof.

Mrs. Domanski stated that she would like to propose that language be added to seek public opinion on the projects proposed for the Truman Waterfront Property and to disseminate information to the public on same.

Mr. Sullivan stated that he would like to propose the following language: Advise the Key West City Commission on how to use this land for the benefit of the people of Key West, first and foremost as public park, and secondly, so that any profit produced by areas of economic development return to the citizens of Key West.

Mr. Curtis stated that the most important word that needed to be in there was to seek public input.

Chairman Gilleran read into the record a list of proposed changes, a copy of which is attached hereto and made apart hereof with amendments.

Mrs. Domanski stated that she would like to see the statement read: "Facilitate productive communication and elicit opinions from the residents of Key West, all interested individuals and entities, especially the United States Navy."

Chairman Gilleran stated that due to the time restraint, it was his recommendation that the Board members reach out to the public and to the Commissioners to see if they supported a more detailed and involved Mission Statement and that it be placed back on the Agenda at the next board meeting.

It was a unanimously agreed upon.

## **BOARD COMMENTS**

The Board members concurred with the statement made with on amending the Mission Statement.

Mr. Morton questioned the wording “special” in Mr. Gilleran’s mission statement draft.

Mr. Gilleran amended it to read as the original mission statement “especially”.

## **PUBLIC COMMENT**

Stan Wolcough, 11 Hutchitson Lane, commented that he was pleased that development of the Truman Waterfront was finally moving forward.

It was moved by Mrs. Domanski and seconded by Mr. Sullivan to adjourn. There being no further business the Chairman adjourned the meeting at 1:16 p.m.

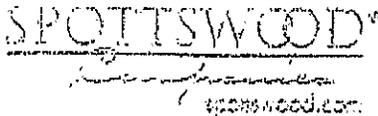
All board members were in agreement.

## **ADJOURNMENT**

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Martha Arencibia  
Port Operations Coordinator

# **MSM LETTER TO CITY**

**RECEIVED**

OCT 19 2009

CITY MANAGER

Spottswood Companies, Inc.  
515 Fleming Street  
Key West, FL 33040  
305 294-6100  
Fax 305 294-6122  
spottswood.com

**HAND DELIVERED**

October 19, 2009

City of Key West, Florida  
525 Angela Street  
Key West, Florida 33040  
Attention: Jim Schull, City Manager

**Re: Truman Waterfront - Resolution 09-249; Memorandum of Understanding describing the proposed development of Harry S Truman Presidential Park & Marina ("Presidential Park")**

Dear Jim:

On September 16, 2009, the City Commission of Key West, in its capacity as the Naval Properties Local Redevelopment Authority ("LRA"), unanimously approved the award of Request for Proposal (RFP) #08-011 "Marina and Development Opportunity" for the Truman Waterfront to Melsel and Spottswood Marina Management Company, LLC ("MSM"). This action is referred to as Resolution 09-249 in the minutes of the September 15<sup>th</sup> meeting.

Enclosed is a memorandum which outlines the essential elements of the project, including a preliminary schedule for design, permitting, financing and construction. We would appreciate your review and confirmation of the information included in the memorandum to serve as an accurate statement of our understanding today and to serve as a roadmap for the development of Presidential Park.

The opportunity to create Presidential Park has been a source of great excitement for our team, and we have already begun moving forward with the project planning, team selection and other diligence tasks.

Again, thank you for the leadership and effort you and your staff have provided over a great many years on the Truman Waterfront. We look forward to working together with you and your team to create this wonderful asset for the City.

Best regards,

A handwritten signature in black ink, appearing to read "R. Spottswood", written over a vertical line.

Robert A. Spottswood, Manager  
Melsel & Spottswood Mariana Management Company, LLC

cc: Joel S. Meisel

**MEISEL & SPOTTSWOOD MARINA MANAGEMENT LLC**

506 Fleming Street  
Key West, Florida 33040  
(305) 294-6100

**Memorandum**

**TO:** Jim Scholl, City Manager, Key West, Florida

**FROM:** Robert A. Spottswood, Manager 

**DATE:** October 19, 2009

**SUBJECT:** Truman Waterfront – Resolution 09-249, Approval of the award of Request for Proposal (RFP) #08-011 "Marina and Upland Development Opportunity" - Proposed development of Harry S Truman Presidential Park & Marina ("Presidential Park")

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On September 15, 2009, the City Commission of the City of Key West, in its capacity as the Naval Properties Local Redevelopment Authority ("LRA"), unanimously approved the award of Request for Proposal #08-011 "Marina and Development Opportunity" for the Truman Waterfront to Meisel & Spottswood Marina Management Company LLC ("MSM"). This action is referred to as Resolution 09-249 in the minutes of the September 15<sup>th</sup> meeting.

This Memorandum is intended to memorialize the understandings reached between the City of Key West and MSM through the RFP process; to provide an outline of upcoming development activities such as due diligence, planning, approvals, permitting (through all local, state and Federal agencies), negotiation of relevant agreements, financing and construction; and, to provide an overall project schedule and key development milestone dates.

**General Project Description**

The development and management of Presidential Park will be in accordance with MSM's written response to RFP#08-011, inclusive of all exhibits (the "Response"), and in accordance with further negotiation and direction from the City. The upland project site is approximately 23.9 acres in size and consists of all of the Navy property acquired by the City as described in the RFP, except for the parcel set aside for the ACLF envisioned by the City and the parcel set aside for the BCCLT affordable housing project. The project site will also include the adjacent submerged lands incorporated within the project and required for the development of the marine-based components.

MSM proposes to develop and construct a world class, state-of-the-art waterfront amphitheater, beach, park, marina and historical complex, to be known as the Harry S Truman Presidential Park, which will effectively: (i) showcase the City's significant historical story, its contributions to the development of the early America's from the 1800's through today, and the City's significant naval and maritime history; (ii) advertise and promote tourist-related activities in Monroe County;

and, (iii) provide for the advancement, growth and promotion of our tourism industry by attracting tourists from around the world. The development of Presidential Park will include, by way of example, the redevelopment of an existing 14,000 square foot building located on the property to be used as a naval and maritime museum; the development of a logical connection from the project property to the existing public beach facilities located at Fort Zachary Taylor; the development and construction of an amphitheater for concerts, county festivals and other tourist-related activities; and, the permanent restoration and repair of the shoreline along the project property, including the repair of the existing seawall and construction of a new wave attenuation wall; and, the construction of a fishing pier along Presidential Park's waterside boundary. Presidential Park will also include as one of its many components a state of the art, world class marina positioned to attract mega yachts from around the world and to provide a future gateway for travel to and from other Caribbean destinations.

Presidential Park will be publicly owned and controlled, will be open to the public, and will be designed, developed and managed so as to generate substantial, stabilized long term income for the City, while at the same time creating a world class waterfront complex for the benefit of the City's residents and tourists alike. The entire project will be designed and constructed in accordance with the latest green building practices and the marina will be maintained in accordance with the Clean Marina program. MSM shall process all plans and approvals for Presidential Park in accordance with the City's laws, rules and land development regulations, through all local, state and Federal agencies, and all such plans shall be subject to final approval by the City.

### **Management Agreement**

As described in the Response, the City will retain full ownership and control of the property and MSM will have responsibility for the development, construction and management of all aspects of Presidential Park. A proposed management agreement is set forth in the Response as Schedule "A." It is contemplated that the management agreement will also incorporate the development services (and the fees and costs related thereto) to be provided by MSM as described in the Response, but the parties may choose to provide for these services in a separate agreement. The City and MSM shall commence negotiations, and shall enter into one or more definitive agreements contemplating these terms and conditions as soon as possible. The final form of these agreements will be subject to approval by the City and MSM.

### **Financing**

In addition to its other development responsibilities, MSM will be responsible for obtaining financing on behalf of the City to complete the project. Two alternatives for financing were outlined on page 27 of the Response. It is initially contemplated that MSM and the City will work together to determine the feasibility of alternative 1 – the issuance of a long term revenue bond supported by (i) the income produced by the project and (ii) a pledge of one-half (1/2) cent of the one cent High Tourism Impact Tax which was adopted pursuant to Section 125.0104(3)(m), Florida Statutes, effective June 1, 2009 (the "fourth cent"). Provided that this path is taken, additional project approvals related to the pledge of a portion of the fourth cent and other financing matters will be required from Monroe County, the Tourist Development Council, and possibly a public referendum. Alternative 1 is the preferred method of financing for the project

but if it is determined that Alternative 1 is not feasible, then MSM shall consider and propose other alternatives for financing the project.

### **Project Schedule**

A minimum of thirty-six (36) months after formal kickoff will be required for delivery of the final project. This schedule allows approximately eighteen to twenty-four (18 - 24) months for design, financing and permitting, followed by approximately eighteen (18) months for construction, with approximately six (6) months of overlap.

A preliminary project schedule is attached to this Memorandum. The schedule is based upon various assumptions about the time it will take to gather information upon which to conduct due diligence, to finalize the agreement(s) between the City and MSM, the process for obtaining revenue bond financing and project approvals, many of which are beyond the control of MSM. Therefore, the parties should anticipate that reasonable adjustments will be made to the schedule as we proceed through the various phases of development. The project schedule shall be updated and approved periodically throughout the development process.

### **Present Course of Action**

In reliance upon the City's approval of our Response and the understandings reached during the public hearings, MSM has commenced its diligence and has begun the process of engaging design consultants, bond counsel and other professionals and consultants in connection with the project. We intend to move the development process forward consistent with the Response and the terms set forth in this Memorandum. We would like to schedule a formal project kick off meeting with you and your management team for sometime in December to introduce members of our project team and to lay out our development plans in further detail.

In the meantime, we would like to meet with Shawn Smith, David Fernandez, Mark Finigan, Amy Kimball-Murley, Raymond Archer and other key members of your management team to begin our information gathering and due diligence process. Please confirm that this is okay.

Project Schedule  
 Truman Waterfront - Harry S Truman Presidential Park & Marina

Task ID	Task Name	Start	End	Days	Months
1	1.00 PRE-DEVELOPMENT				
2	1.01 Preliminary studies and historical research	01/01/09	01/31/09	1	1
3	1.02 Selection of project team	01/01/09	01/31/09	1	1
4	1.03 Negotiation of CM/DM/PM agreements	01/01/09	01/31/09	1	1
5	1.04 Update Budget, Programs and Schedule	01/01/09	01/31/09	1	1
6	1.05 Review the design alternatives feasibility	01/01/09	01/31/09	1	1
7	2.00 PROJECT DEFINITION & DUE DILIGENCE				
8	2.01 Risk of liability	02/01/09	02/28/09	1	2
9	2.02 Duration strategy	02/01/09	02/28/09	1	2
10	2.03 Public Outreach	02/01/09	02/28/09	1	2
11	2.04 Historical Research	02/01/09	02/28/09	1	2
12	2.05 Programming	02/01/09	02/28/09	1	2
13	2.06 Feasibility study issues	02/01/09	02/28/09	1	2
14	2.07 Identify required permits and permits	02/01/09	02/28/09	1	2
15	2.08 Update cost estimate	02/01/09	02/28/09	1	2
16	2.09 Final conceptual design	02/01/09	02/28/09	1	2
17	2.10 Preliminary RIBS/IFB's	02/01/09	02/28/09	1	2
18	2.11 APPROVALS, PERMITS				
19	2.12 Environmental permits	02/01/09	02/28/09	1	2
20	2.13 Construction permits	02/01/09	02/28/09	1	2
21	2.14 40% FINANCING				
22	2.15 Bond structure	02/01/09	02/28/09	1	2
23	2.16 City of Key West	02/01/09	02/28/09	1	2
24	2.17 Monroe County	02/01/09	02/28/09	1	2
25	2.18 District Advisory Board	02/01/09	02/28/09	1	2
26	2.19 Tourist Development Council (lead by the Key/Lane 7010)	02/01/09	02/28/09	1	2
27	2.20 Board of County Commissioners	02/01/09	02/28/09	1	2
28	2.21 State of Florida	02/01/09	02/28/09	1	2
29	2.22 Public Referendum	02/01/09	02/28/09	1	2
30	2.23 Bond placement	02/01/09	02/28/09	1	2
31	2.24 Early permits	02/01/09	02/28/09	1	2
32	2.25 Allowances	02/01/09	02/28/09	1	2
33	2.26 Key Interagency	02/01/09	02/28/09	1	2
34	2.27 County Commission	02/01/09	02/28/09	1	2
35	2.28 County Commission	02/01/09	02/28/09	1	2
36	2.29 CONSTRUCTION PHASE				
37	3.00 Design Development Phase	03/01/09	03/31/09	1	3
38	3.01 Construction	03/01/09	03/31/09	1	3
39	3.02 Construction	03/01/09	03/31/09	1	3
40	3.03 Construction	03/01/09	03/31/09	1	3
41	3.04 Construction	03/01/09	03/31/09	1	3
42	3.05 Construction	03/01/09	03/31/09	1	3
43	3.06 Construction	03/01/09	03/31/09	1	3
44	3.07 Construction	03/01/09	03/31/09	1	3
45	3.08 PREOPENING / START-UP				
46	3.09 Preparation of final design	03/01/09	03/31/09	1	3
47	3.10 Acquisition of permits for final	03/01/09	03/31/09	1	3
48	3.11 Mobilization of resources for Amphibious	03/01/09	03/31/09	1	3
49	3.12 Final E/F/E	03/01/09	03/31/09	1	3
50	3.13 Soil opening	03/01/09	03/31/09	1	3

**KEY WEST BIGHT  
MANAGEMENT DISTRICT  
BOARD POWERS AND  
DUTIES**

## KEY WEST BIGHT MANAGEMENT DISTRICT BOARD

Sec. 2-554. Powers and duties; responsibility of city.

(a) The board shall have the following duties:

- (1) Oversee the operation and development of an expanded public marina on the Key West Bight property.
- (2) Facilitate and approve applications for all required permits necessary for redevelopment and/or expansion of the uplands property and marina.
- (3) Make application to the trustees of the internal improvement trust fund for renewal of all baybottom lease rights and apply for those deemed necessary to carry out marina expansion plans.
- (4) Identify and recommend grant applications for approval by the city commission.
- (5) Review and approve the annual budget and business plan prepared by the manager prior to submission for approval or disapproval by the city commission, without line item veto.
- (6) Approve rental rates and lease terms negotiated by the manager for marina and upland tenants at Key West Bight; all leases shall be consistent with the Charter, this Code and marina bond covenants.
- (7) Review all conflicts between the manager and tenants; all decisions of the board regarding the terms and management of rental property and administration of leases shall be final.

(8) Consider for review and comment only, all matters within the Key West Bight subject to review and/or approval by the community redevelopment agency.

(b) On the following matters the board shall submit ordinances and resolutions to the city commission, which shall retain final approval authority on those ordinances and resolutions coming before it:

- (1) The Key West Bight Management District budget and annual business plan.
  - (2) Architectural concept, design or plans of redevelopment at Key West Bight.
  - (3) Acquisition and/or sale of real property at Key West Bight.
  - (4) The expenditure of funds in excess of \$7,500.00.
  - (5) Transfers of funds from one budget category to another.
- (c) The city commission shall request voter approval on matters of pledging commercial rents and marina revenues for the financing of improvements, expansion or property acquisition at or around the Key West Bight. The city commission shall have final review over any matter which may affect the tax exempt status of the marina/conservation bond.
- (d) The city by and through its city manager shall have day-to-day responsibility for the operation of the Key West Bight. The manager of the Key West Bight shall be a city employee, subject to hiring, supervision and termination by the city manager.

Additionally, the city manager shall prescribe the duties of the manager upon the advice and consent of the board.