

This Instrument Prepared by:
Nicolle Shalley, City Attorney
City of Gainesville
P.O. Box 490, Station 46
Gainesville, Florida 32627

ASSIGNMENT OF AGREEMENTS/OBLIGATIONS and PERSONAL PROPERTY

THIS ASSIGNMENT (this "Assignment") is made by and between the **Gainesville Community Redevelopment Agency**, a body public and politic of the State of Florida, whose address is 802 NW 5th Avenue, Suite 200, Gainesville, Florida 32601 ("CRA") and the **City of Gainesville**, a Florida municipal corporation, whose address is 200 East University Avenue, Gainesville, Florida 32601 ("City") with reference to the following facts:

A. As a result of discussions between the City and Alachua County that occurred between November 2017 and April 2019, the City and Alachua County entered into an Agreement regarding Community Development dated April 9, 2019 and recorded in Official Record Book 4675, Page 2154, of the Public Records of Alachua County (the "Agreement"); and

B. In furtherance of the Agreement, the City Commission adopted Ordinance No. 181001 which dissolves the CRA, creates the Gainesville Community Reinvestment Area, creates the GCRA Fund, maintains the four former CRA redevelopment trust funds until expended and creates a new City department to manage and administer the Gainesville Community Reinvestment Area effective as of October 1, 2019 (the "Ordinance"); and

C. This Assignment is entered into to document the assignment and assumption of all agreements/obligations and personal property from the CRA to the City in accordance with Section 5 of the Ordinance. The transfer of ownership interests in real property and fixtures will be done by separate Special Warranty Deed.

NOW, THEREFORE, in consideration of the foregoing, and in consideration of the mutual agreements and covenants hereinafter set forth, CRA and City agree as follows:

1. **Assignment and Acceptance of Agreements and other Obligations.** Upon the effective date of the Ordinance, the CRA hereby assigns, transfers and sets over to the City all rights, title and interest held by the CRA in and to the agreements and obligations listed on the following Exhibits to this Assignment:

Exhibit A – CRA Agreements
Exhibit B – Façade Grant Agreements
Exhibit C – Existing PO/PD as of 7/25/2019
Exhibit D – Memoranda of Understanding
Exhibit E – CRA Debt

The CRA warrants and represents that said documents are in full force and effect and that the CRA is not in default under the terms of said documents. The City, through its GCRA Department and utilizing the GCRA Fund and/or former CRA redevelopment trust funds, hereby assumes and agrees to perform all the existing, remaining and executory obligations of the CRA under the documents. The City shall be entitled to all monies remaining to be paid under the documents, if any, which rights are also assigned hereunder. The parties agree that Debt owed to the City by the CRA will not be extinguished by operation of this Assignment or by operation of law, but rather will continue to be repaid to the City from the GCRA Fund and/or former CRA redevelopment trust funds.

2. **Assignment and Acceptance of Personal Property.** Upon the effective date of the Ordinance, the CRA hereby assigns, transfers and sets over to the City all rights, title and interest held by the CRA in and to the personal property listed on the Fixed Asset Inventory maintained by the City and the IT inventory maintained by the CRA, together with all other personal property owned by the CRA (collectively, the "Personal Property"). The CRA warrants and represents that it holds title to the Personal Property. The City hereby assumes and accepts the Personal Property, in its as-is condition and subject to any outstanding encumbrances, if any.

3. **Other Assets and/or Liabilities.** As set forth in Section 5 of the Ordinance, it is the express intent of the parties to this Assignment that, upon dissolution of the CRA, all assets and liabilities of the CRA (e.g., cash on hand, fund balance, agreements, obligations, personal property) whether or not they are specifically listed on the Exhibits to this Assignment are transferred to and accepted by the City. All transferred assets and liabilities of the former CRA will be administered and accounted for by the City on behalf of and for the account of its new GCRA Department.

This Assignment shall be binding upon and inure to the benefit of the parties, their successors and assigns.

IN WITNESS WHEREOF, the CRA and the City have executed this Assignment.

Witness:

**GAINESVILLECOMMUNITY
REDEVELOPMENT AGENCY**

Name: _____

By: _____

**Deborah Bowie, Interim CRA Executive
Director**

Name: _____

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me on _____, 2019 by Deborah Bowie, as the Interim Executive Director, Gainesville Community Redevelopment Agency, who is personally known to me and duly sworn, acknowledged that as such officer she executed the foregoing instrument for the uses and purposes set forth and contained in this instrument.

Print Name: _____
Notary Public, State of Florida

CITY OF GAINESVILLE

Witness:

Name: _____

By: _____
Deborah Bowie, Interim City Manager

Name: _____

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me on _____, 2019 by Deborah Bowie, as the Interim City Manager for the City of Gainesville, who is personally known to me and duly sworn, acknowledged that as such officer she executed the foregoing instrument for the uses and purposes set forth and contained in this instrument.

Print Name: _____
Notary Public, State of Florida



Exhibit A- Gainesville CRA Agreements

Executed/ Entered Date	Between	And	For	Name	Until
5/15/2015 recorded in OR Book 4351, page 802, public records of Alachua County	Gainesville Community Redevelopment Agency	LM Gainesville	The Standard	Development Agreement	5/13/2020
2/19/2007 recorded in OR Book 3548, page 731, public records of Alachua County	Gainesville Community Redevelopment Agency	Jefferson 2nd Avenue LP	Jefferson on 2nd	Development Agreement	5/1/2024
1/11/2010 Recorded in OR Book 3930, page 1130, public records of Alachua County	Gainesville Community Redevelopment Agency	University House Gainesville, LLC	University House	Development Agreement	5/1/2023
4/13/2007 recorded in OR Book 3581, page 633, public records of Alachua County	Gainesville Community Redevelopment Agency	Southwest 2nd Ave LLC	The Palms	Development Agreement	3/1/2024
08/24/1998	Gainesville Community Redevelopment Agency	McGurn Investment Company	Union Street Station	Development Agreement	3/01/2020



Exhibit A- Gainesville CRA Agreements

Executed/ Entered Date	Between	And	For	Name	Until
	City of Gainesville	The District Board of Trustees of Santa Fe College, Florida	Agreements and Mortgages with the United States Department of Commerce, Economic Development Administration (EDA) to develop and operate a technology incubator at 2153 SE Hawthorne Road, Gainesville, Florida, 32641, and which is now known as the Gainesville Technology Entrepreneurship Center (GTEC);	Interlocal Agreement	12/31/2020 *Automatical ly renews one year-terms up to five times.
	City of Gainesville	Tenants @ GTEC	Assumption of tenant Leases	Interlocal Agreement	12/31/2020 *Automatically renews one year-terms up to five times.
4/6/2017	Gainesville Community Redevelopment Agency	Southpark Investment Group, LLC	Innovation Square Development Agreement	Development Agreement	4/6/2027



Exhibit A- Gainesville CRA Agreements

Executed/ Entered Date	Between	And	For	Name	Until
12/21/2007	Gainesville Community Redevelopment Agency	City of Gainesville	Promissory Note - Commerce Building		
12/21/2007	Gainesville Community Redevelopment Agency	City of Gainesville	Amended Interlocal Agreement		7/1/2024
5/7/2012	Gainesville Community Redevelopment Agency	Capital Asset Group, LLC John L. Fleming	Subordination Agreement to Federal Home Loan Bank		
6/18/2007	Gainesville Community Redevelopment Agency	GG Development Associates, LLC	Development and Disposition of Property First Amendment		



Exhibit A- Gainesville CRA Agreements

Executed/ Entered Date	Between	And	For	Name	Until
2/26/2018	Gainesville Community Redevelopment Agency	James Moore & Co.	Professional Services		
3/12/2018	City of Gainesville, Gainesville Community Redevelopment Agency and Gainesville Regional Utilities	"BBI Construction Management, Inc."	Construction Management for Minor Projects		3/12/2021
6/1/2018	Gainesville Community Redevelopment Agency	Crime Prevention	Provide crime prevention services for 802 NW 5th Ave		10/1/2019



Exhibit A- Gainesville CRA Agreements

Executed/ Entered Date	Between	And	For	Name	Until
10/1/2018	Gainesville Community Redevelopment Agency	RICOH	Lease Agreement		
10/1/2018	Gainesville Community Redevelopment Agency	Causseaux, Hewett & Walpole, INC	Professional Architectural, and Engineering Consulting Services		10/1/2023
4/12/2019	Gainesville Community Redevelopment Agency	Sherwin Williams	Paint consultation services		10/1/2019



Exhibit A- Gainesville CRA Agreements

Executed/ Entered Date	Between	And	For	Name	Until
6/28/2019		Sherwin Williams	Contract Amendment		Term of contract
10/1/2018	City of Gainesville, Gainesville Community Redevelopment Agency and Gainesville Regional Utilities	DRMP, Inc.	Architectural and Engineering Consulting		10/1/2023
7/2/2019	Gainesville Community Redevelopment Agency	A & J Quality Coating LLC	Paint at CRA building		8/14/2019



Exhibit B- Gainesville CRA Façade Grant Agreements

Recipient	Street Address	Executed Date	Termination Date
Damascus Holiness Church	1734 SE Hawthorne Road	4/5/2018	4/4/2023
Larson Highpoint Properties	307 SW 4th Avenue	3/29/2019	3/27/2024
Larson Highpoint Properties	317 SW 4th Avenue	3/29/2019	3/27/2024
Brad Kinsell - Gator Fire	1032 South Main Street	5/28/2019	5/26/2024
Florida Theater Gainesville, LLC	233 West University Ave	5/14/2019	5/12/2024
Big Top Brewing Company, LLC	201 2nd Ave	5/14/2019	5/12/2024
Semrani Holdings, Inc	214 W. University Ave	4/17/2019	4/15/2024
Plummer's Barber Shop	502 NW 4th Street	4/17/2019	4/15/2024
Study Edge LLC	1717 NW 1st Ave	6/26/2017	6/25/2022
University Lutheran Church	1826 W. University Ave	11/22/2016	11/21/2021
Diocese of St Augustine	1738 W. University Ave	4/4/2018	4/3/2023
Alpha Eta House Corporation of Pi Kappa Alpha	1904 West University Ave	1/4/2018	1/3/2023
University Lutheran Church	1902 NW 1st Ave	10/19/2016	10/18/2021
Delta Upsilon Alumni Club	1814 W University Ave	5/7/2018	5/6/2023
Baptist Convention	1604 W University Ave	5/13/2017	5/12/2022
Mojo Hogtown BBQ, LLC	12 SE 2nd Ave	3/2/2015	2/29/2020
W.K.P. Properties, LLC	2505 NW 71st Pl	1/26/2016	1/24/2021
Christian Study Center of Gainesville, Inc	112 NW 16 Street	2/22/2018	2/21/2023
Samba Cantina	15 SE 1st Ave	1/27/2015	1/26/2020
Delta Investment Group, LLC	321 SW 13th St.	1/25/2015	1/24/2020



Exhibit B- Gainesville CRA Façade Grant Agreements

"Herritage Investment Group of Gainesville, LLC"	321 SW 13th St.	7/22/2015	7/20/2020
Lewco, Inc.	PO Box 141283	11/2/2015	10/31/2020
GI Holdings,LLC	3434 SW 24th Ave	6/25/2015	6/23/2020
Meldon Law	703 N Main Street	11/9/2018	11/8/2023
Christopher Leckering (dba Dick Mondell's Gainesville LLC)	412 SW 4th Ave	1/14/2019	1/13/2024
Mayonia Denise Franklin	1735 Hawthorne Road	8/30/2018	8/29/2023
First Lutheran Church of Gainesville, Florida	1801 NW 5th Ave	8/8/2018	8/7/2023
Medical Equipment Sales	302 NW 6 Street	8/8/2018	8/7/2023
Dayspring Missionary Baptist Church	1945 NE 8 Ave	3/27/2018	3/26/2023
Child Advocacy Center	500 East University Ave	12/8/2017	12/7/2022
Jamola Capital LLC	1445 SE Hawthorne Road	2/12/2014	2/11/2019
Matheson History Museum, Inc.	513 E University Avenue	2/10/2015	2/9/2020
"Porter's Beer Garden/ Maria Teresa Callen"	PO Box 358237	6/28/2017	6/27/2022



Exhibit C- Gainesville CRA Existing PO/PD as of 7/25/2019

Agreement	Contract	COG/CRA Reference Number	Total Amount of Agreement	Encumbered	Dollar Amount Encumbered	Effective Start Date	Termination Date	Vendor	Project Manager
Yes	Yes	65700725190019	\$2,182.50	No		7/23/2019	1/23/2020	Barbara Kemp dba Kemp Design Services	TL
Yes	Yes	65700725190020	\$5,635.00	No		7/22/2019	1/22/2020	DRMP	TL
Yes	Yes	65100723190074	\$1,800.00	Yes	\$1,800.00	7/22/2019	1/22/2020	Gainesville Black Professionals	TL
Yes	Yes	65500723190028	\$2,500.00	Yes	\$2,500.00	7/11/2019	9/30/2019	GMUER Engineering	DG
Yes	Yes	65100710190072	\$1,300.00	Yes	\$1,300.00	7/1/2019	8/12/2019	A&J Quality Coatings	MD
Yes	Yes	65100617190068	\$2,500.00	Yes	\$2,500.00	6/17/2019	9/30/2019	Handy Daads	DB
Yes	Yes	65100723190073	\$240.00	Yes	\$240.00	5/31/2019	8/31/2019	Brogan's Pest Solutions	NH
Yes	Yes	65700619190018	\$3,987.25	Yes	\$3,987.25	5/7/2019	9/30/2019	GRU	DG
Yes	Yes	65100503190062	\$1,000.00	Yes	\$1,000.00	5/3/2019	9/30/2019	EveryMan Sound Company	NH
Yes		65100416190060	\$5,000.00	Yes	\$12,000.00	4/16/2019	9/30/2019	Sherwin Williams	DB
Yes		65100416190059	\$5,000.00	Yes	\$5,000.00	4/16/2019	9/30/2019	A&J Quality Coatings	DB
		DRAB:Madrina's	\$5,000.00	No		4/12/2019	4/11/2020	Madrina's	DB



Exhibit C- Gainesville CRA

Existing PO/PD as of 7/25/2019

Agreement	Contract	COG/CRA Reference	Total Amount of	Encumbered	Dollar Amount	Effective Start	Termination Date	Vendor	Project Manager
Yes		65100412190058	\$2,500.00	Yes	\$2,500.00	4/5/2019	9/30/2019	Bernard Walker	DB
Yes		DRAB: Bigtop	\$10,000.00	No		2/15/2019	2/14/2020	BigTop Brewery	DB
Yes	Yes	65100625190069	\$23,250.00	No	\$23,250.00	12/7/2018	12/7/2019	Larson Highpoint Prop	DB
		Tuptim Thai	\$50,000.00	No		9/5/2018	9/4/2019	Bosshardt Property Management	DB
		ERAB: Hope to World	\$10,000.00	No		4/3/2017	7/30/2019	Hope to World Church	DB
No	No	65501001180003	\$308.70	Yes			9/30/2019	GRU W/WW	AM
No	No	65500211190020	\$1,166.73	Yes			9/30/2019	GRU W/WW	AM
No	No	65701126180004	\$17,162.50	Yes			9/30/2019	GRU W/WW	AM
No	No	65700110190010	\$57,071.12	Yes			9/30/2019	GRU Electric	AM
	Yes	65101001180009	\$5,760.00	Yes	\$5,760.00		9/30/2019	GRU	MD
	Yes	65101001180010	\$8,000.00	Yes	\$8,000.00		9/30/2019	GRU	MD
	Yes	65101211180034	\$2,175.00	Yes	\$2,175.00		9/30/2019	Mowrey	MD
	Yes	65101001180008	\$1440 / \$2570	Yes	\$1440 / \$2570		9/30/2019	Newmans Heating & Air	MD
	Yes	65101001180007	\$755.40	Yes	\$755.40		9/30/2019	Crime Prevention	MD
	Yes	65101001180013	\$6,240.00	Yes	\$6,240.00		9/30/2019	Quality First	MD

Cleaning Service



Exhibit C- Gainesville CRA

Existing PO/PD as of 7/25/2019

Agreement	Contract	COG/CRA Reference	Total Amount of	Encumbered	Dollar Amount	Effective Start	Termination Date	Vendor	Project Manager
	Yes	65101001180005	\$918.33	Yes	\$918.33		9/30/2019	Dr Buggs	MD
	Yes	65101001180012	\$2,118.00	Yes	\$2,118.00		9/30/2019	CopyFax	MD
Yes	Yes	65100620180003	\$7,101,099.20	Yes			9/1/2019	Oelrich	AM
Yes	Yes	65100228180025	\$24,960.00	Yes			8/27/2019	GAI	AM
Yes	Yes	65500201190019	\$34,990.00	Yes			8/1/2019	CHW	AM
Yes	Yes	65501218180010	\$10,041.00	Yes			7/20/2019	GAI	AM
	Yes	65101001180016	\$2,251.44	Yes	\$2,251.44		7/13/2019	Ricoh	MD
Yes	Yes	65700716180027	\$4,660.00	Yes			7/13/2019	JB Profession al Group	AM
Yes	Yes	65500130180011	\$40,000.00	Yes			7/1/2019	Nix Engineerin g	AM
No	No	65500522180024	\$1,014,155.00	Yes			7/1/2019	GRU Electric	AM
Yes	Yes	65700712170019	\$1,863,293.29	Yes			6/7/2019	Brentwood Constructi on	AM
Yes	Yes			Yes	\$3,300.00		5/30/2019	Emerson Appraisals	TL
Yes	Yes	65100211190045	\$12,015.00	Yes	\$12,015.00		5/8/2019	A + J Quality Coating	MD
Yes	Yes	TBD	\$83,000.00			8/1/2019	6/30/2020	Manley Design	DR



Exhibit D- Gainesville CRA

Memorandum of Understandings

Executed/ Entered Date	Between	And	For	Name
1/27/2009	City of Gainesville	Gainesville Community Redevelopment Agency ("CRA")	corporate and politic, created pursuant to Part III of Chapter 163 F.S.	
12/20/2011	Gainesville Regional Utilities	Gainesville Community Redevelopment Agency ("CRA")	Redevelopment of a portion of real property owned by the City and listed as a GRU asset and located in the general vicinity of Depot Park and the Kelly Power Plant	Power District
10/2/2012	City of Gainesville	Cade Museum Foundation, Inc.	Redevelopment of an approximately 2-acre site within the limits of certain real property referred to generally as Depot Park for purposes of establishing a museum.	Cade and Depot Park
2/11/2013	City of Gainesville	Cade Museum Foundation, Inc.	First Amendment to MOU	Cade and Depot Park
9/18/2014	City of Gainesville	Cade Museum Foundation, Inc.	Amendment to MOU	Cade and Depot Park



Exhibit D- Gainesville CRA

Memorandum of Understandings

Executed/ Entered Date	Between	And	For	Name
1/24/2015	City of Gainesville	Cade Museum Foundation, Inc.	Second Amendment to MOU	Cade and Depot Park
1/11/2016	City of Gainesville	Cade Museum Foundation, Inc.	Third Amendment to MOU	Cade and Depot Park
3/2/2018	City of Gainesville Public Works Department (PW)	Gainesville Community Redevelopment Agency ("CRA")	Feasibility Analysis of Stormwater Credit Basins for CPUH CRA	CPUH Storm- Water Basin

EXHIBIT E – CRA DEBT

CRA Promissory Notes - Balances at 03/31/18

Fiscal Year	<u>Commerce Building AMJ Project</u>			<u>The Lofts Project</u>			<u>Fifth Avenue/Pleasant Street</u>			<u>Courthouse Parking Facility</u>		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
FY20	71,136.50	1,522.32	72,658.82	26,097.30	7,741.98	33,839.28	45,023.47	3,354.18	48,377.65	87,603.74	11,464.96	99,068.70
FY21	-	-	-	26,097.30	6,531.06	32,628.36	47,375.51	2,291.64	49,667.15	91,947.64	9,397.50	101,345.14
FY22	-	-	-	28,272.08	5,248.92	33,521.00	49,727.54	1,173.56	50,901.10	97,015.77	7,227.54	104,243.31
FY23	-	-	-	30,446.85	3,842.17	34,289.02	-	-	-	102,083.89	4,937.96	107,021.85
FY24	-	-	-	30,446.85	2,362.46	32,809.31	-	-	-	107,152.02	2,528.78	109,680.80
FY25	-	-	-	32,621.80	809.06	33,430.66	-	-	-	-	-	-
Total	71,136.50	1,522.32	72,658.82	173,981.98	26,535.65	200,517.63	142,126.52	6,819.38	148,945.90	485,803.06	35,556.74	521,359.80

Fiscal Year	<u>Eastside District Redevelopment</u>			<u>College Park/2nd Ave Note</u>			<u>CRA Office Building</u>			<u>UDAG Repayment</u>		
	<u>Principal</u>	<u>Interest</u>	<u>Total</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
FY20	17,021.28	2,618.08	19,639.36	45,390.07	6,981.56	52,371.63	7,472.52	18,542.52	26,015.04	17,000.00	6,225.00	23,225.00
FY21	17,819.15	2,226.60	20,045.75	47,517.73	5,937.58	53,455.31	7,984.88	18,030.16	26,015.04	17,000.00	5,800.00	22,800.00
FY22	18,617.02	1,816.76	20,433.78	49,645.39	4,844.68	54,490.07	8,476.54	17,538.50	26,015.04	17,000.00	5,375.00	22,375.00
FY23	19,414.89	1,388.56	20,803.45	51,773.05	3,702.84	55,475.89	8,998.45	17,016.59	26,015.04	49,500.00	4,950.00	54,450.00
FY24	19,946.81	942.02	20,888.83	53,191.49	1,900.36	55,091.85	9,505.93	16,509.11	26,015.04	49,500.00	3,712.50	53,212.50
FY25	21,010.63	483.24	21,493.87	56,028.37	1,288.66	57,317.03	269,691.49	6,729.83	276,421.32	49,500.00	2,475.00	51,975.00
FY26	-	-	-	-	-	-	-	-	-	-	-	-
Total	113,829.78	9,475.26	123,305.04	303,546.10	24,655.68	328,201.78	312,129.81	94,366.71	406,496.52	249,000.00	29,775.00	278,775.00