

City staff received the 2 versions of the same file on 12/13/2021. This document is not considered the most current submission to City staff by developer. Multiple versions provided to show history of change in leadership of the project.

Shopping Center/Supermarket Project (Project)
 Informational Request
 City of Gainesville, Florida
 August 4, 2021

Development Team

1) Name of the Development Entity (legal entity that is negotiating with the City).

Response: FEW Grocers, LLC is a special purpose entity created by sponsors Richard Sanchez, and Fredric Washington.

2) Principals of the Development Entity. Provide a list of three (3) references for each

Response:

Principles	Refence#1	Refence#2	Refence#3
Richard Sanchez	Name: Dennis Wallin, Sr Executive VP Krasdale Foods Phone: (305) 332-0905	Name: Jose Jorge, Senior Manager, Beta II Marketing Phone: (786) 512-2646	Name: Ricardo Lira, Retail Counselor, Beta Marketing/Bravo Phone: (305)332-0905
Fredric Washington	Name: Henry DeGeneste, retired Director of New York Port Authority, and Phone: (973)202-5371	Name: Mary Etta Clarkson, Plaza Tenant, C2 Destiny Phone: (803)212-8523	Name: Robert Carter, Plaza Tenant, C2 Destiny Phone: (313)304-5937

3) Ownership of the Development Entity, if different from the principals.

Response: The same principles listed above: Richard Sanchez, and Fredric Washington.

4) Identify the individual who will lead this effort as the “key” person and the primary contact with the city.

Response: Richard Sanchez, will lead this effort as the “key” person and the primary contact with the city. Richard has a combined 40 years in the grocery industry, which includes grocery store development. (Please see Richard’s resume in the attachments).

5) Is the legal entity negotiating with the City the same entity that will manage the project during the construction and stabilization periods? If they are not the same, identify the management entity to the extent known at this time.

Response: The legal entity negotiating with the city is FEW Grocers, LLC. Richard Sanchez will lead a special purpose entity created by the sponsors that will manage during construction, stabilization, and the on-going operation of the Bravo Grocery Store. Mr. Sanchez has developed 60 Bravo store in the state of Florida.

Development Team Experience

6) Briefly describe relevant experience of the Development Team in commercial/retail developments (including property management); in grocery store/supermarket development. This can be limited to experience over the past seven (7) years.

Response:

Richard Sanchez is an experienced real retail developer and executive with significant experience and expertise around grocery stores. Richard has spent nearly his entire career of over 40 years in the field. He currently owns and manages two facilities in Florida and provides consulting services to other owners and operators throughout the southeast and northeast. He has long standing relationships with Bravo and Krasdale having been involved with the site selection, development, opening and operations of forty-one new Bravo stores. dozens of stores. Richard served as District Sales Manager for Millbrook Distribution Services, Inc. National Distributor of HBC/GM/Specialty Foods for ten years, and Assistant Store Manager, Winn Dixie Stores, Inc. for six years where he was responsible for recruiting, hiring, training, and developing store personnel in every department. Richard has completed numerous courses in store management, advertising, grocery, produce and dairy

merchandising, team building, time management and activity-based costing, He has received Retail Masters Certification and the “Heartbeat” Leadership Award in Retail Master’s program from Cornell University, Ithaca, New York.

Fredric Washington has 25 years of experience structuring business deals and training and mentoring underrepresented businesses and community-based organizations. From 1998 to 2017 Fredric held the position of Senior Operations Analyst with the US Department of Housing and Urban Development responsible for the Detroit, MI, Tampa, FL and Jacksonville, FL. During that time, he was responsible for the deployment of over \$86 Million to underrepresented businesses and taught courses on how to obtain financing and federal funding. In 2017 Fredric founded Southern Accommodations, LLC, a customer focused hospitality company. He recently signed a major franchise agreement with Choice Hotels making him the largest African American majority owned Hospitality Company for the Choice brand. Other recent accomplishments include facilitating over \$9 Million of grants and financial support in the Detroit area, developing a preventive health screening platform for seniors and families without transportation, serving as a finance and development consultant, healthcare, and economic catalysis for Orlando, FL based organization, and serving as the Executive Director and Senior Partner of a \$7 Million urban development organization in the Detroit area. Fredric earned a Bachelor of Science degree from Eastern Michigan University, Ypsilanti, MI and did post graduate studies at Georgetown University, Washington, DC. Fredric earned a Fellowship to the Kennedy School of Government, Harvard University, Cambridge, MA.

- 7) Provide copies of the Development Entity’s financial statement for the last five (5) years.

Response:

FEW Grocers, LLC as an entity has received letters of intent from lenders in the amount of 1,400,000 (please see attached).

We have no corporate financial statements as we are preparing for our first project in Ocala Florida. We currently are working with the city to bring Bravo into the

west Ocala food desert. We expect to close on the land acquisition before the end of the year, and start construction has during this timeframe.

8) Describe the Development Team's history with the financial management of projects. Indicate a project or business which is/was affiliated with the Development Team or a member of the Development Team that declared that filed for bankruptcy protection during the last 10 years.

Response:

- **Richard Sanchez**, Develop and manage P & L, with revenues up to 14 million dollars.
- Continuously improve operational efficiencies of overall operations.
- Responsible for new business development and marketing strategies.
- Key account management.
- Planned, coordinated, and executed resets and new merchandising concepts.
- **Fredric Washington** has 25 years of experience assisting business and nonprofit in federal budget management and operation. Which included: structuring business deals and training and mentoring underrepresented businesses and community-based organizations.

b) No member of our development, or sponsorship has ever filed for bankruptcy.

9) List other professionals (to the extent determined) retained as part of the Development Team (e.g. architect, pre-construction services) to date.

Response: Pre-construction services:

Kristy M. Walson, PE, LEED Fellow, BEMPP*Principal*kristy.walson@tlc-eng.com
TLC ENGINEERING SOLUTIONS® 255 South Orange Ave., Ste 1600
Orlando, FL 32801 Direct: 407.487.1118 Cell: 352.514.5920 Main:
407.841.9050 www.tlc-engineers.com

Bahar Armaghani, LEED Fellow, WELL Faculty
Director, Sustainability and the Built Environment, and Lecturer

Director, UF Green Building Learning Collaborative
Sustainability and the Built Environment College of Design, Construction and
Planning 1480 Inner Road Architecture Building PO Box 115701
Gainesville, FL 32611-5701 PH: 352-294-1428 barmagh@ufl.edu
<https://dcp.ufl.edu/sbe/>

Michael Beard, *President Elevated Construction* 2441 NW 43rd Street
Suite 5C, Gainesville Florida, 32606, (O) 352-872-5994
(C) 352-256-0424 Email: Michael@elevateddc.com
www.elevateddc.com

Esmirna Caraballo, Esmirnas Notary Accounting & Tax Services, LLC
CEO/Owner 216-688-8173, Lic#A53090
GG# 134903Tax ERO# 11380E
Lic #CCA9904420

- 10) List and describe all pending or threatened claims, lawsuits, arbitrations, or investigations involving a claim for relief against the Development Team or any member of the Development Team. List all unsatisfied judgments, orders, and decrees to which the Development Team or any member of the Development Team is subject.

Response: None

Related Parties

- 11) Provide a narrative description and flowchart that explains the relationship between and among the entities involved in the Project including, but not limited to, ownership, equity source(s), Development Entity, the borrower(s) of debt, the guarantor(s) of any obligations (development, funding and/or operating), and all leases and subleases contemplated in the Project.



Response:

Seller: INDUSTRIAL CORPORATION, INC., a Florida corporation

Buyer: SOUTHERN ACCOMMODATIONS, LLC, a Florida limited liability company

Property: 2286 2308 SE Hawthorne RD, FL 32641

Address: _____

PACE -Counterpoint Financing: The sponsor entity will bring an additional 800 – 1.2 million into the construction budget through PACE financing which in the first two years. The loan will be guaranteed by Fredric Washington.

INDUSTRIAL CORPORATION, INC: Owner financing for the first two years:

Total down payment at closing, including escrow deposits, shall be \$250,000.

In addition to the down payment buyer will pay prepaid interest, closings costs, title insurance and any other charges that may be incurred.

The purchase price is \$5,100,000. The balance of the mortgages and notes is \$4,850,000 represented by 2 notes as follows:

Note #1 will be in the amount of a \$2,125,000 payable @4.5% interest per annum with said interest being prepaid at closing for a period of 2 years (\$191,250.00) and monthly thereafter for the remaining term of the note.

Guarantor: Fredric E Washington

Note #2 will be in the amount of \$2,725,000 payable @ 2% interest per annum with said interest being prepaid at closing for a period of 2 years

(\$109,000.00) and monthly thereafter for the term of the note. Guarantor:
Fredric E Washington

The notes and mortgage shall be interest only and be due and payable at the end of said term with the entire outstanding principal balance and accrued interest, if any.

Refinancing:

Climax First Bank/Community Development Financial Institution (CDFI):

Following the first two years of owner financing FEW Grocers, LLC, will refinance the project with Climax First Bank, or another a combination of CDFI, and a bank. Please note that Climate First

Strategic Plan

The strategic plan for East Gainesville Plaza (GV Plaza) starts with a shared vision between the City of Gainesville and the developer/owner/operator team to make an impact socially on the lives of an underserved and underrepresented community. Together, we believe that this mission and our goals can be carried out effectively, sustainably, and profitably.

GV Plaza will be a showcase for public private partnerships that address food deserts and healthcare scarcity. Today, the structure is in place to move forward. Design, development and permitting has been completed and once financing is in place construction is the next step. Construction/Remold is expected to take seven months.

SHW Grocers, LLC will be working to complete the leasing process by obtaining a Bravo lease, before the first disbursement of funds from the city of Gainesville. will be leveraged to demonstrate to others the commitment to realize the project to completions and the ownership team has developed an extensive list of affinity retailers to approach for tenancy. A key focus is on attracting additional services and support stores and agencies that employs residents of East Gainesville, as the priority. The intends to promote healthy lifestyles with fresh produce, locally sourced products when possible and sustainable living.

- 12) Provide a copy of the Purchase and Sale Agreement (or option to purchase) for the property located at 2286 SE Hawthorne Road, Gainesville, Florida 32641.

Response: (please see attached)

- 13) Provide a copy of the retail leases that will be assigned to the Development Entity.

Response: (please see attached)

- 14) If there is a management entity, provide a draft management agreement between that entity and the Development Entity, to extent a draft agreement may exist.

Response: Still interviewing management companies. Will attempt to hire a Gainesville area company.

Projections and Project Assumptions

- 15) Estimated or projected development costs (construction and carrying costs) for each project component. Provide any internal or third-party analysis used to derive development costs including demonstrating the gap in financing that the City's forgivable loan will serve to eliminate.

Response: (please see detailed proforma which incorporates the City's loan) Project Timeline. Specifically outline the proposed development timeline from Project start to stabilization, including financing, design, permitting, construction, tenant buildout and occupancy, for each component of the project monthly.

- 16) Identify all preconditions and milestones necessary to proceed with the development within the Project Timeline.

Response: The projected construction period is six-seven months. The priority will be fitting the plaza roof. Several of the stores are experiencing leaks, including the proposed space for Bravo.

Milestones: **A)** Obtain a floor plan of the Bravo, before 8/30/21, **B)** Receiving an estimate from the GC, for the Bravo remodel, and the 11,000 sq/ft space before 9/30/21. **C)** Begin remodel by 10/01/21 -complete by May 2022.

17) Provide any internal or third-party reports that are the basis of Project feasibility, including, but not limited to, any market studies and feasibility analysis and environmental studies completed as of the date of this request. Provide this for each specific component of the Project; specifically, the grocery store/supermarket.

Response: Bahar Armaghani, LEED Fellow, WELL Faculty Director, Sustainability and the Built Environment, and Lecturer, will complete an environmental study of the development. There are no feasibility studies available for this development.

18) Outline the proposed financing plan (all forms of debt and equity) for each of the Project components.

Response: The plaza will owner financed for two years, then refinanced after the Bravo and remaining 11000 sq/ft of unit has been built out and leased. The owner has agreed to finance based on the condition that sponsor entity obtaining a Bravo lease.

- The owners will secure a PACE loan estimated at 1.2 million dollars for aspects of the construction and property renovations where environmentally friendly development is possible.
- Prior to the conclusion of the first two years of operations, the sponsor entity will seek to refinance with Climate First Bank, and/or a community development financial institution.

19) To the extent that there have been any projections or other material shared with any lenders or equity investors, provide the same information to the city.

Response: The current owner of the plaza, agreed to provide financing after the sponsor entity demonstrated to ability to obtain a Bravo lease. The

sponsor entity provided an excused lease from Bravo for the to be built development in Ocala FL.

- The property owner received proof of the sponsor entity's ability to obtain traditional bank financing. A term sheet from Climate First Bank was provide in the amount of 8.5 million (please see in attachments). This is of relevance because the financing was obtained for a retail plaza that will be anchor by a Bravo.
- A Term sheet from PACE in the amount of 1.9 million (please see in attachments) was also provided to the property owner, as PACE financing is a critical component of the financial structure.

20) Outline any additional concession, leasehold interest or license agreement which is contemplated with any related entity or third-party entity, including, but not limited to, retail leasing and grocery store/supermarket lease.

Response: Sponsors will seek to obtain a lease from Bravo. Additionally, Climate First Bank would require that the project obtain a minimum LEED certification if the development is refinanced after two years by their bank.

Additional Information

21) Delineate any permits, approvals, consents, or other agreements that may be necessary from any government entity beyond the City of Gainesville.

Response: Certificate of Occupancy

22) Is the Project able to proceed with the current Development Team and Development Entity without a contingency related to debt or equity financing? If the answer is "no", what are the specific financing contingencies?

Response: No: Sales Agreement for the property is contingent upon obtaining incentives from the City of Gainesville.

23) Provide any third-party appraisals or other land valuation studies completed. Identify any third-party appraisals or other land valuation studies in process of being completed.

Response: None have been completed at this time.

- 24) Provide any experience where a business affiliated with the Development Team, or a member of the Development Team successfully implemented a local hiring program and indicate how that program functioned.

Response: Bravo Grocer Stores has a long history of hiring locally. The member of our development who has the most experience in this area is Richard Sanchez. Richard has developed/opened 60 Florida Bravo Grocery in Florida. He has used local hire program such as Work Force Development, Veterans Services, and APD for persons with disabilities. The experience most closely related to East Gainesville would be the Belle Glades Florida. Most hires lived in the area surrounding the market.

Exemption from Public Records

To the extent the responder believes that any information provided pursuant to this Informational Request is exempt from disclosure to anyone other than City of Gainesville, their officers, employees, contractors and/or agents, mark the applicable response as “Exempt From Disclosure Pursuant to Florida Statute Section XXX.XX” where XXX.XX is the Florida Statute section number containing the specific exemption.

(City staff received this updated version on Dec 13,2021. Staff asked developer to update these questions to reflect the change in LLC and because 1 partner (J. Hart) dropped out. This document is considered the most current version of the Round 1 of questions to developer).

Shopping Center/Supermarket Project (Project)
 Informational Request
 City of Gainesville, Florida
 August 4, 2021

Development Team

1) Name of the Development Entity (legal entity that is negotiating with the City).

Response: Gainesville Food Security, LLC is a special purpose entity created by sponsors Richard Sanchez, and Fredric Washington.

2) Principals of the Development Entity. Provide a list of three (3) references for each

Response:

Principles	Refence#1	Refence#2	Refence#3
Richard Sanchez	Name: Dennis Wallin, Sr Executive VP Krasdale Foods Phone: (305) 332-0905	Name: Jose Jorge, Senior Manager, Beta II Marketing Phone: (786) 512-2646	Name: Ricardo Lira, Retail Counselor, Beta Marketing/Bravo Phone: (305)332-0905
Fredric Washington	Name: Henry DeGeneste, retired Director of New York Port Authority, and Phone: (973)202-5371	Name: Mary Etta Clarkson, Plaza Tenant, C2 Destiny Phone: (803)212-8523	Name: Robert Carter, Plaza Tenant, C2 Destiny Phone: (313)304-5937

3) Ownership of the Development Entity, if different from the principals.

Response: The same principles listed above: Richard Sanchez, and Fredric Washington.

4) Identify the individual who will lead this effort as the “key” person and the primary contact with the city.

Response: Fredric Washington, will serve as the primary contact for all startup development and general questions.

Richard Sanchez, will lead handle any questions related to the Bravo grocery operation itself. Richard has a combined 40 years in the grocery industry, which includes grocery store development. (Please see Richard's resume in the attachments).

5) Is the legal entity negotiating with the City the same entity that will manage the project during the construction and stabilization periods? If they are not the same, identify the management entity to the extent known at this time.

Response: The legal entity negotiating with the city is Gainesville Food Security, LLC. Richard Sanchez will lead a special purpose entity created by the sponsors that will manage during construction, stabilization, and the on-going operation of the Bravo Grocery Store. Mr. Sanchez has developed 60 Bravo store in the state of Florida.

Development Team Experience

6) Briefly describe relevant experience of the Development Team in commercial/retail developments (including property management); in grocery store/supermarket development. This can be limited to experience over the past seven (7) years.

Response:

Richard Sanchez is an experienced real retail developer and executive with significant experience and expertise around grocery stores. Richard has spent nearly his entire career of over 40 years in the field. He currently owns and manages two facilities in Florida and provides consulting services to other owners and operators throughout the southeast and northeast. He has long standing relationships with Bravo and Krasdale having been involved with the site selection, development, opening and operations of forty-one new Bravo stores. dozens of stores. Richard served as District Sales Manager for Millbrook Distribution Services, Inc. National Distributor of HBC/GM/Specialty Foods for ten years, and Assistant Store Manager, Winn Dixie Stores, Inc. for six years where he was responsible for recruiting, hiring, training, and developing store personnel in every department. Richard has completed numerous courses

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- 7) Provide copies of the Development Entity’s financial statement for the last five (5) years.

Response:

The entity will be a newly created special purpose limited partnership solely dedicated to the operation and contractual operations of the East Gainesville Bravo. The new Gainesville Food Security, LLC will be composed of Bravo, and Southern Accommodations, LLC (SAL). SAL will control the real estate operations and will manage and maintain the physical property. Bravo will be responsible for the retail grocery operations.

Southern Accommodations, LLC is also the property arm of the Ocala development. A letter from Climate First Bank has been attached as evidence of SAL available to garner requisite financing.

will be connected in this entity. has received letters of intent from lenders in the amount of 8,100,000 (please see attached).

We have no corporate financial statements as we are preparing for our first project in Ocala Florida. We currently are working with the city to bring Bravo into the west Ocala food desert. We expect to close on the land acquisition before the end of the year, and start construction has during this timeframe.

8) Describe the Development Team's history with the financial management of projects. Indicate a project or business which is/was affiliated with the Development Team or a member of the Development Team that declared that filed for bankruptcy protection during the last 10 years.

Response:

- **Richard Sanchez**, Develop and manage P & L, with revenues up to 14 million dollars.
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Response: Pre-construction services:

Kristy M. Walson, PE, LEED Fellow, BEMPP*Principal*kristy.walson@tlc-eng.com TLC ENGINEERING SOLUTIONS® 255 South Orange Ave., Ste

1600 Orlando, FL 32801 Direct: 407.487.1118 Cell: 352.514.5920 Main:
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- 10) List and describe all pending or threatened claims, lawsuits, arbitrations, or investigations involving a claim for relief against the Development Team or any member of the Development Team. List all unsatisfied judgments, orders, and decrees to which the Development Team or any member of the Development Team is subject.

Response: None

Related Parties

- 11) Provide a narrative description and flowchart that explains the relationship between and among the entities involved in the Project including, but not limited to, ownership, equity source(s), Development Entity, the borrower(s) of debt, the guarantor(s) of any obligations (development, funding and/or operating), and all leases and subleases contemplated in the Project.



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Guarantor: Fredric E Washington

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Strategic Plan

The strategic plan for East Gainesville Plaza (GV Plaza) starts with a shared vision between the City of Gainesville and the developer/owner/operator team to make an impact socially on the lives of an underserved and underrepresented community. Together, we believe that this mission and our goals can be carried out effectively, sustainably, and profitably.

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Response: (please see attached)

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Response: (please see attached)

- 14) If there is a management entity, provide a draft management agreement between that entity and the Development Entity, to extent a draft agreement may exist.

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Projections and Project Assumptions

- 15) Estimated or projected development costs (construction and carrying costs) for each project component. Provide any internal or third-party analysis used to derive development costs including demonstrating the gap in financing that the City's forgivable loan will serve to eliminate.

Response: (please see detailed proforma which incorporates the City's loan)

Project Timeline. Specifically outline the proposed development timeline from Project start to stabilization, including financing, design, permitting, construction, tenant buildout and occupancy, for each component of the project monthly.

- 16) Identify all preconditions and milestones necessary to proceed with the development within the Project Timeline.

Response: The projected construction period is six-seven months. The priority will be fitting the plaza roof. Several of the stores are experiencing leaks, including the proposed space for Bravo.

Milestones: **A)** Obtain a floor plan of the Bravo, before 8/30/21, **B)** Receiving an estimate from the GC, for the Bravo remodel, and the 11,000 sq/ft space before 9/30/21. **C)** Begin remodel by 1001/21 -complete by May 2022.

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Response: Bahar Armaghani, LEED Fellow, WELL Faculty Director, Sustainability and the Built Environment, and Lecturer, will complete an environmental study of the development. There are no feasibility studies available for this development.

- 18) Outline the proposed financing plan (all forms of debt and equity) for each of the Project components.

Response: The plaza will owner financed for two years, then refinanced after the Bravo and remaining 11000 sq/ft of unit has been built out and leased. The owner has agreed to finance based on the condition that sponsor entity obtaining a Bravo lease.

- The owners will secure a PACE loan estimated at 1.2 million dollars for aspects of the construction and property renovations where environmentally friendly development is possible.
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- 19) To the extent that there have been any projections or other material shared with any lenders or equity investors, provide the same information to the city.

Response: The current owner of the plaza, agreed to provide financing after the sponsor entity demonstrated to ability to obtain a Bravo lease. The sponsor entity provided an excused lease from Bravo for the to be built development in Ocala FL.

- The property owner received proof of the sponsor entity's ability to obtain traditional bank financing. A term sheet from Climate First Bank was provide in the amount of 8.5 million (please see in

attachments). This is of relevance because the financing was obtained for a retail plaza that will be anchor by a Bravo.

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- 21) Delineate any permits, approvals, consents, or other agreements that may be necessary from any government entity beyond the City of Gainesville.

Response: Certificate of Occupancy

- 22) Is the Project able to proceed with the current Development Team and Development Entity without a contingency related to debt or equity financing? If the answer is “no”, what are the specific financing contingencies?

Response: No: Sales Agreement for the property is contingent upon obtaining incentives from the City of Gainesville.

- 23) Provide any third-party appraisals or other land valuation studies completed. Identify any third-party appraisals or other land valuation studies in process of being completed.

Response: None have been completed at this time.

- 24) Provide any experience where a business affiliated with the Development Team, or a member of the Development Team successfully implemented a local hiring program and indicate how that program functioned.

Response: Bravo Grocer Stores has a long history of hiring locally. The member of our development who has the most experience in this area is

Richard Sanchez. Richard has developed/opened 60 Florida Bravo Grocery in Florida. He has used local hire program such as Work Force Development, Veterans Services, and APD for persons with disabilities. The experience most closely related to East Gainesville would be the Belle Glades Florida. Most hires lived in the area surrounding the market.

Exemption from Public Records

To the extent the responder believes that any information provided pursuant to this Informational Request is exempt from disclosure to anyone other than City of Gainesville, their officers, employees, contractors and/or agents, mark the applicable response as “Exempt From Disclosure Pursuant to Florida Statute Section XXX.XX” where XXX.XX is the Florida Statute section number containing the specific exemption.

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1. Expand on the relationship between the grocer and supermarket. How does the Developers' incentives pass through the grocery store?

Revenue projections in the grocery industry have been diminished due to the pandemic's effect on the supply chain. Grocers are spending more time and resources to keep their shelves filled. The net result has been a steady increase in the cost of groceries. The development team of East Gainesville Bravo understands these price increases can't be passed on to the consumers of East Gainesville.

Given the impracticality of passing on the increasing costs of consumer goods, the profit projections following a 5-7 stabilization period are not adequate for a three-member partnership, Josephine Hart, Richard Sanchez, and Fredric Washington. In the short time in which our RFP was submitted, delivery costs and field to market expenses have increase substantially.

We have concluded that given the scope of the development, we can deliver a sustainable grocery store in East Gainesville with Richard Sanchez, who has over 40 years of experience in the grocery industry, will be solely dedicated to operating and supplying the grocery store, while Fredric Washington directs consumer engagement and community outreach efforts. Bravo Grocery Store, which is a niche grocer well suited to meet the unique consumer needs of the East Gainesville's consumer base, will attract customers from the county at-large. Josephine Hart will direct her attention to our Ocala Bravo development and look for crossover benefits for both Gainesville and Ocala projects.

Developer incentives will pass directly through the grocery store during the development of the supply chain, market strategy/implementation and the renovation project management. Supply chains have been a popular topic due to the impact of the pandemic. Even larger grocery chains like Publix are finding it difficult to stock their shelves, which as previously mentioned, is why prices are on the rise.

Bravo grocery store has been able to maintain their price structure because their source is local Florida based suppliers for the bulk of their products. Whenever a new Bravo opens, there a need to establish a new supply chain for that location. For example, the next closest Bravo is in Brandon, FL; so, growers and suppliers closer to Gainesville would need to be connected. This involves both on and offsite logistics negotiations before the store can open.

Advertising and marketing strategies will be conducted by a Gainesville firm familiar with east Gainesville. Developers have discussed this opportunity with two different minority owned firms, and the Black Farmers & Agriculturists of Central Florida. In short, the incentives will flow through the following:

- Design, drawings and renovations
- Development of a locate supply chain.
- Marketing and Advising
- Outreach and customer procurement.
- Project management
- Community engagement

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- Pre-Development soft costs
- 2. What assurances does the City have that the primary developer, Fred Washington, will stay engaged with the future of the Grocery store, Bravo?

Following several community engagement events, at which Bravo was in attendance or briefed, immediately after, I was informed that the Bravo would only provide a lease for the Gainesville location if I'm available on-site or virtually during the first 24 months of operation. The reason is the commitment to being responsive, and proactive to community concerns. I'm willing to add my continual involvement in the contract.

- 3. Please list previous experience by all parties and groups', specifically the Gainesville Food Security, LLC and Southern Accommodations, experience with starting a grocery store?

Previous experience starting a grocery --- Richard Sanchez:

Bravo Supermarkets

July 2018 – present

Group of supermarkets, Florida; Managing Partner

- Run the daily operations for two Bravo Supermarkets.
- Recruit, hire, and train, new personnel.
- P&L responsibilities.

Beta II Marketing / Bravo Supermarkets

October 2004 – July 2018

Group of supermarkets, Florida; Business Development

- Prospect, qualify, and approve new locations and operators.
- Assist in lease negotiations and project management for new locations.
- Store design, shelf-space allocation, and equipment selection for locations.
- Analyze store demographics, marketing research, ad distribution.
- Procure promotions with DSD vendors.
- Consult on and coordinate weekly ad layouts.
- Train and support store owners, general managers, and department managers.
- Create and implement new merchandising concepts to increase gross profits.
- Develop and implement new marketing programs to maximize sales.

Accomplishments -

- **Coordinated openings for forty-one, new Bravo stores, successfully.**
- Adjusted ad distributions, which has increased customer counts.
- Developed uniform pricing structure within DSD vendors.
- Re-merchandised all stores, which increased existing store sales 24%.
- Implemented category management. Resulted in higher gross profits.

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- Created and implemented “Bravo Retail Operations Manual.”
- Develop statewide radio and television advertising campaign.

Previous experience starting a grocery --- Fredric Washington: As a developer of the Ocala Grocery will be discussed in greater detail under question #4.

4. Please list previous experience by all parties and groups’, specifically the Gainesville Food Security, LLC and Southern Accommodations, experience with developing a retail plaza/ strip mall?

Southern Accommodations, LLC will to the parent company of the to be created special entity Gainesville Food Security, LLC. We used a special entity in the Ocala Bravo development called M2PCD, LLC, which involved a local General Contractor, Steve Allen Construction. Please note, we identified a General Contractor from East Gainesville that is also a minority owned company, Michael Bead, owner of Elevated Designed and Construction from the City of Gainesville minority vendors list. GC, Michael Bead, will be contracted for the complete renovation of the grocery store and plaza.

Our strategy is to model the Ocala plan used in the development of the Ocala plaza called “Paradise Plaza,” in East Gainesville. Paradise Plaza should break ground Q3 2022. Our 8-acre site has been purchased and financing has been previously secured for a 72,000 sq/ft location from SunTrust Bank, now Truist Bank through the New Markets Tax Credit Program. We are currently revising the architectural drawings and leasing the remaining units before closing the deal with Climate First Bank of St Petersburg, FL and Counter Point Financial, a PACE lender.

The following is a summary of the grocery anchored plaza development background of Fredric Washington (please note acquisition of diverse funding sources and tenants):

Paradise Plaza Ocala Florida Lease Summary

Summary

Timeline

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3rd Party Reports Completed
Project Incentives
Opportunity Zone
CPACE Zone
P3 with City CRA \$ Contribution
New Market Tax Credit
Estimated Combined Value

Tenant Analysis (NNN Leases)

Tenant

Bravo Supermarket
Cattle Dog Roasters
Simply Elegant Event Center
Simply Elegant Event Center
Simply Elegant Event Center
Heart of Florida Medical Center
Pediatrics Medical Office
Looking Good Beauty Supply



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5. What community engagement meetings for this project have been completed after August 28, 2021?

For details on engagement meetings prior to 8/28/21, please contact Karissa Raskin, Civic Collaboration Supervisor Office of Strategic Initiatives City of Gainesville. She will have records of meetings from two community forums, and three Zoom calls convened prior to this date. After 8/28/21, Project developers requested a pause in community engagement due to low attendance related to COVID-19 concerns for public meetings and lack of advance notice for the Zoom calls. The temporary pause was also requested to provide an opportunity to share community input with Bravo Corporate. The Commissioners have diligently worked to fill the void left by the departure of Food Giant, and then, Save-A-Lot grocery stores from the area. Following a bid process, we were offered the opportunity by Commissioners to work with the City Attorney and staff on a contract for a Bravo Grocery store. The Commissioners emphasized the importance of involving the residents of East Gainesville in a community engagement process. Subsequently, we have participated in community forums, both in person and virtually. Here are the requests heard most often during those forums:

- Community Market Concept
 - Profit Sharing
 - Employment Preferences for East Gainesville
 - Medical, Childcare and/or minority businesses in the 11, 000 sq ft vacant space
 - Need to include local farmers
- a. If yes, who attended? I, Fredric Washington provided my personal cell phone for follow up calls after the 28th of August. There were only 14 individual callers.
- b. If yes, how many participants were present? Estimated number of callers 14
- c. If yes, what types of information was presented? An overview of the project.
- d. If yes, what was outcome of the sessions? Please see the first paragraph for summary.
- e. If yes, is there a final report summarizing the findings from the engagement sessions?
The Chamber of Commerce is currently circulating a survey intended for community members who were unable to attend the public sessions. We will be able to share a final report following the 12/31/2021 deadline for survey collection.
- f. If yes, are there follow on/ additional engagement sessions already on the calendar and when? Just the survey
6. What data collection/ surveys have you conducted to gather feedback from the community about your vision for the retail plaza and grocery store?

This survey is currently being circulated through the surrounding community by The Alachua Chamber of Commerce:

Eastside Community Grocery Survey

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Greater Gainesville Community

* Required

Demographics (Gender) *

Male
Female
Prefer not to say
Other:

Demographics (Age) *

18-24
25-34
35-44
45-54
55-64
65-74
75+

Demographics (Ethnicity) *

Asian/Pacific Islander
Black or African American
Caribbean not Hispanic
Hispanic or Latino
Native American or American Indian
White
Other:

Demographics (Employment) *

Employed for Wages
Self-Employed
Out of Work and Looking
Out of Work and Not Looking
Homemaker
Student
Military
Retired
Unable to Work

Demographics (Where do you live?) *

NE Gainesville
NW Gainesville
SE Gainesville
SW Gainesville
Downtown Gainesville
Surrounding City/Town
Other:

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Demographics (Where do you work?) *

NE Gainesville
NW Gainesville
SE Gainesville
SW Gainesville
Downtown Gainesville
Surrounding City/Town
Other:

Do you think a grocery store is needed on the Eastside of Gainesville? *

Yes
No
Other:

Would you shop at a community grocery store on the Eastside of Gainesville? *

Yes
No
Other:

What services or products would attract you to a grocery store on the Eastside? *

Lunch and Dinner Buffet
Dine-In Cafe
International Products and Foods
Local Products
Home-made Pizza
Prepared Food
On-Tap Coffee, Beer, & Wine
Other:

What other tenants/businesses would you like to see in a proposed shopping plaza? *

Daycare/Preschool
Banking Services
Hairdresser/Barber
Healthcare Provider/Pharmacy
Discount Store
Restaurant
Other:

Submit

Clear form

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- a. How many respondents completed the survey? Just starting on 12/13/21, estimated 50 returned.
 - b. What questions were asked? Please see the complete survey above.
 - c. Is there a final report to share on the results of the survey? Survey will be an on-going part of customer input for the Bravo, but this development related survey is due back on 12/31/2021
7. Which parties will be signing the promissory note to the City of Gainesville? Please specify first and last names. Fredric E Washington, principal role will be adherence to the loan agreement with the City Gainesville. Experience serving in the same capacity with the City of Ocala.
 8. What demonstrated experience do you have setting up a complex agreement like this? Please provide examples of successful projects that include multiple types of city-provided incentives and forgivable loans. Please provide examples of executed contracts. Demonstrated experience setting the complex and multilevel agreement with the City of Ocala. Have attached a copy of the agreement which city-provided incentives. The contract was executed but must be updated to include revisions and higher impact fees.
 9. Based on the first round of Due Diligence, the plaza has not been appraised to gauge current market value. Why has the property not been appraised? Because we are using private financing that won't require an appraisal until after the Bravo renovations have been completed. We plan to have the site appraised at that point and will share a copy with the City of Gainesville.
 10. Do you have a multi-year business plan that covers the scope of the entire retail plaza- to include Bravo, the two empty spaces currently stated as Tenant #5 Medical Center and Tenant #6 Pharmacy and the updating of current spaces already occupied? We don't at this time but plan to develop one after consultation with our leasing agent about suggested tenants/businesses received from the surveys. Bravo has a proprietary business and operating plan for each of their individual grocery stores. Southern Accommodations has previously submitted leases to the City Manager's Office for the Family Dollar, Southern Soul Food Restaurant, Chinese Restaurant, and Laundry Mat. Leasing to a Medical Center was an option before we learned of the proximity of the Eastside Medical Center. The pharmacy we are recruiting is happens to be the same one we are using in Ocala.
 11. What is your plan to recruit Tenant #5 Medical Center and Tenant #6 Pharmacy as mentioned We have engaged Cornerstone Pharmacy, based in Ocala. My understanding is that East Medical Clinic will sufficiently cover the medical needs in the area.
 12. For Tenant #5 Medical Center and Tenant #6 Pharmacy as mentioned in the proforma, how did you estimate the amount of revenue? We haven't gotten that far along in the process to

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confirm the assumptions that were made in the proforma. The estimates provided were based on the current operation.

13. Do you have a business plan specific to the grocery store that includes sustainability? There have been two failed attempts at this location for a grocery store. What makes your plan different?

I asked this same question to Bravo, and I was hoping City Staff would ask because it allows me to differentiate between Bravo's business model and other grocers. Here's what I was told:

- 1) **Consumer Directed Products:** When you shop at Food Lion, Save-A-Lot, Walmart, or even Publix you are going to see the same products regardless of the community. That's why the other grocery stores failed. Customer specific product line fill the shelves at Bravo. That means, if a customer from East Gainesville, or anywhere in the world, wants a specific product found



nowhere else in America Bravo has a reputation for having the exact product on the shelves in a week. For this reason, Bravo has a strong international customer base. This will enhance the sustainability of the Bravo Market for two reasons: it draws upon a large, dedicated consumer base, and most importantly for East Gainesville it will bring revenue into the community.

- 2) **Affordable Ready-Made Foods at Low Prices:** Publix, and Walmart can't compete with the international menu, and you can get a full meal for less than \$5.00. Bravo's soul food, and Cuban meals are legendary!

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- 3) **Fresh Unfrozen Seafood:** Unlike Publix and Walmart Bravo has access to fresh unfrozen seafood in several varieties.



14. In the previous Due Diligence document Gainesville Food Security LLC's sales agreement for the retail property is contingent upon obtaining incentives (specifically a forgivable loan) from the City of Gainesville. Are there other monies that will be used for this project? The City seeks clarity of whether the City is funding the whole project or if only providing "gap" financing.

The total project was \$7,500,000 before the building materials shortage. That estimate includes a new roof costing \$317,000, but due to an increase in the cost of supplies this line item and other in the proforma may increase. The \$3,300,000, will not cover the total cost, but will serve as gap financing to continue our loan from Counterpoint\PACE financing (www.counterpointees.com) once finalized.

15. Thank you for providing references in the first round of due diligence questions. For this round, please provide an additional professional reference on completed projects of similar character/complexity from Developer and Supermarket Operator.

Name: Henry DeGeneste, retired Director of New York Port Authority

Phone: (973)202-5371

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16. Have you conducted any market studies or gap analysis on the need for this project in this area?
If yes, please submit study and/or analysis. None completed.
17. Do you have an architectural rendering of the proposed project and preliminary plan for site development? No, but Bravo has agreed to design the floor and criteria internally

Michael Beard
President/CEO
Elevated Design & Construction, LLC
2441 NW 43rd Street
Suite 5C
Gainesville, Florida 32606

Fredric Washington
Ocala, Florida

RE: 2286-2308 SE Hawthorne Rd

Dear Mr. Washington,

We at Elevated Design & Construction would like to first offer our thanks to you for giving us the opportunity to provide a proposal for your roofing project. We hope that you will find this proposal letter to be thorough and clearly communicate the terms of our forthcoming relationship. Should you find that any portion needs to be altered to better suit your needs, please do not hesitate to contact us before proceeding.

This project will include all the following labor and materials associated with the Bus Loop Adjustment:

Construction Inclusions

- Furnish and install a TPO roof system including: flat roof portion
- Mechanically fasten .060 mil TPO to the deck. Color will be: White
- Flash all roof penetrations such as plumbing pipe vents, pitch pans, HVAC stands, and roof drains.
- TPO base flashings at all walls and curbs. Mechanically fasten 0.060 Densdeck cover board.
- Costs associated with supervision, safety, equipment, and freight.
- TPO walkway pads at HVAC units.
- Reuse all metal coping around building. Reseal and install new screws.
- Remove all trash from property within scope of work
- Protect landscaping
- Permit will be provided by contractor
- Five Year Workmanship Warranty
- Twenty Year Manufacturer Warranty
- Elevating units above China Wok

Estimated Price.....\$317,252.00

HVAC estimate hasn't come back yet, as of 12/15/2021.

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19. If the answers to any of these questions listed in this document could change or influence the already submitted proformas, please revise the proformas and resend to the City.

NA

20. In the Due Diligence document that was submitted to the city on 12/13, the follow question referring to "Related Parties" was asked:

Related Parties

Provide a narrative description and flowchart that explains the relationship between and among the entities involved in the Project including, but not limited to, ownership, equity source(s), Development Entity, the borrower(s) of debt, the guarantor(s) of any obligations (development, funding and/or operating), and all leases and subleases contemplated in the Project.

Your previous answer was incomplete. The City is looking for a narrative statement and flowchart explaining the key pieces of the relationship of all parties involved. In your previous response, you referred to Southern Accommodations as the primary buyer. Please explain any equity source(s), how will obligations beyond development like operating costs be sourced, etc.

We anticipate the same flowchart, between entities, and equity sources that we have in Ocala. The only exception being Josephine Hart for reasons explained under question #1.

There are two parties involved in the project. **R.J.W.Bravo Grocers, LLC** operator Richard Sanchez and **Southern Accommodations, LLC**, managing partner Fredric Washington.

The relationship between the two entities is landlord tenant.

R.J.W.Bravo Grocers, LLC: (Tenant) Bravo will be responsible for operations the grocery and make lease payments as reflected in the proforma on a monthly basis.

Southern Accommodations, LLC: (Landlord) through a Gainesville area Management company with a track record connected to East Gainesville will collect lease payments and be responsible for debt service maintenance and upkeep of the physical property.

Financing for the plaza was secured by using Ocala land, and assets held by subsidiaries of Southern Accommodations, LLC. If additional equity partners are needed in the future Southern Accommodations here is a partial list of resources:

1. Incentis Group, LKramer@IncentisGroup: This plan would involve using New Market Tax Credit Equity as have in the Ocala Plaza.
2. Seated Investments, LLC: A REIT currently been used by Southern Accommodations as equity source on real estate transactions.

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3. Counter Point PACE Funding: Providing both equity and debt financing for the East Gainesville Plaza.
4. Climate First Bank of St Petersburg: They are financing Ocala Project and have expressed interest in financing the East Gainesville Plaza.

21. Do you anticipate any issues hiring a local management firm to be the property manager?

We plan to hire a managing company from the list of City of Gainesville vendors list with ties to East Gainesville.

*Unrelated to the questions asked but we have a signed LOI from VyStar Federal Credit Union to have a presence inside the Bravo.

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