

MIAMI BEACH

OFFICE OF THE CITY MANAGER

TO: Members of the Planning Board

FROM: Jimmy L. Morales, City Manager

DATE: May 21, 2019

SUBJECT: PLANNING BOARD APPROVAL, PURSUANT TO SECTION 1.03(b)(4) OF THE CITY CHARTER, OF THE VACATION OF THAT PORTION OF (1) OCEAN TERRACE, BETWEEN THE CENTERLINE OF 74th STREET AND THE NORTHERN RIGHT-OF-WAY LINE OF 75th STREET, WHICH CONSISTS OF A 60-FOOT WIDE RIGHT-OF-WAY CONTAINING APPROXIMATELY 25,200 SQUARE FEET IN TOTAL LOT AREA; (2) THE NORTH HALF OF 74th STREET, BETWEEN OCEAN TERRACE AND COLLINS AVENUE, WHICH CONSISTS OF A 30-FOOT WIDE RIGHT-OF-WAY CONTAINING APPROXIMATELY 8,880 SQUARE FEET IN TOTAL LOT AREA; AND (3) A PORTION OF 75th STREET, BETWEEN OCEAN TERRACE AND COLLINS AVENUE, WHICH CONSISTS OF A 40-FOOT WIDE RIGHT-OF-WAY CONTAINING APPROXIMATELY 11,840 SQUARE FEET IN TOTAL LOT AREA (COLLECTIVELY, THE "CITY RIGHT-OF-WAY AREAS"), IN FAVOR OF THE ABUTTING PROPERTY OWNERS, G & V REALTY, LLC, 7400 OCEAN TERRACE, LLC, 7410 OCEAN TERRACE, LLC, 7420 OCEAN TERRACE INVESTMENT, LLC, 7436 OCEAN TERRACE, LLC, 7450 OCEAN TERRACE, LLC, AND 7441 COLLINS AVENUE INVESTMENT, LLC (COLLECTIVELY, THE "DEVELOPER"); CONDITIONING THE VACATION UPON THE CITY COMMISSION'S APPROVAL OF, AND DEVELOPER'S SATISFACTION OF, CERTAIN TERMS AND CONDITIONS, TO BE SET FORTH IN A DEVELOPMENT AGREEMENT BETWEEN THE CITY AND DEVELOPER, WHICH CONDITIONS SHALL, AMONG OTHER TERMS, REQUIRE THE DEVELOPER TO (1) GRANT TO THE CITY A PERPETUAL UTILITY, ROADWAY AND PEDESTRIAN ACCESS EASEMENT OVER, ACROSS AND UNDER THE CITY RIGHT-OF-WAY AREAS; AND (2) OBLIGATE THE DEVELOPER TO DEVELOP, DESIGN, AND CONSTRUCT, AT THE DEVELOPER'S SOLE COST AND EXPENSE (EXCEPT FOR PAYMENT OF CERTAIN CITY FEES), CERTAIN PUBLIC PARK AND STREETSCAPE IMPROVEMENTS IN THE VICINITY OF OCEAN TERRACE, BETWEEN 73RD STREET AND 75TH STREET, WITH SUCH PUBLIC IMPROVEMENTS HAVING A VALUE OF APPROXIMATELY FIFTEEN MILLION DOLLARS (\$15,000,000).

BACKGROUND

On December 12, 2018, the City Commission unanimously adopted the Ocean Terrace Neighborhood Urban Design Plan, a concept plan for proposed public streetscape and park improvements to the Ocean Terrace area, prepared by The Corradino Group and Garcia-Pons + Associates (the "Neighborhood Design Plan"), and referred the proposed Neighborhood Design Plan to the Finance and Citywide Projects Committee (FCWPC) for prioritization and potential funding options. The Neighborhood Design Plan had previously been endorsed by the North Beach Steering Committee on August 29, 2018.

On February 22, 2019, after review of funding alternatives for the approximate \$15 million that would be required to bring the Ocean Terrace portion of the Neighborhood Design Plan to fruition, the FCWPC recommended that the City explore entering into a public-private partnership that would fund the proposed improvements.

On March 22, 2019, the FCWPC recommended proceeding with negotiations with Ocean Terrace Holdings, LLC with regard to a development proposal which would provide for the Developer to complete a portion of the public improvements contemplated in the Neighborhood Design Plan, but which would require the vacation of certain City right-of-way areas, as described more fully below, subject to Developer granting the City with an irrevocable easement for the continued public use of the right-of-way areas for pedestrian and vehicular traffic, as modified by the public improvements, which will pedestrianize portions of Ocean Terrace. The proposed vacation would allow the Developer to make its proposed mixed use project along Ocean Terrace, between 74th Street and 75th Street, financially viable, and creating new public spaces (including park space), to be funded and constructed by Developer, that is less auto-oriented, and more centered on the pedestrian experience.

On March 22, 2019, the FCWPC further recommended that the Administration obtain an appraisal and retain a consultant to assess the economic benefits which the proposed project would provide to the City.

On April 10, 2019, the City Commission adopted Resolution No. 2019-30771, accepting the recommendation of the FCWPC at its March 22, 2019 meeting to proceed with the negotiations for the proposed vacation.

In accordance with the City's administrative policies, the vacation of the City streets, alleys, and/or rights of way, requires compliance with Article II, Sections 82-36 through 82-40, of the City Code (which establish the procedures governing the sale or lease of public property). Specifically, prior to approving a request for vacation, (1) the City's Planning Department shall prepare a written planning analysis, to be submitted to the City Commission concurrent with its consideration of the proposed vacation; and (2) the City shall obtain an independent appraisal of the fair market value of the property proposed to be vacated.

In addition, as the proposed vacation involves a conveyance of property, the proposed vacation requires approval by a majority 4/7ths vote of the Planning Board, pursuant to Section 1.03(b)(4) of the City Charter. If approved by the Planning Board, Section 1.03(b)(4) of the Charter also requires that the vacation be approved by 6/7ths vote of the City Commission.

ANALYSIS OF THE PROPOSED VACATION

The City holds a right-of-way dedication to the following areas:

(1) a portion of Ocean Terrace, running from the centerline of 74th Street and the northern right-of-way line of 75th Street, consisting of a sixty (60) foot wide right-of-way, and containing approximately 25,200 square feet in total lot area; as shown on as shown on the Plat of the Townsite of Harding, recorded in Plat Book 34, Page 4 of the Public Records of Miami-Dade County (the "Harding Townsite Plat");

(2) the north half of 74th Street, between Ocean Terrace and Collins Avenue, which consists of a 30-foot wide right-of-way containing approximately 8,880 square feet in total lot area; and

(3) a portion of 75th Street, between Ocean Terrace and Collins Avenue, which consists of a 40-foot wide right-of-way containing approximately 11,840 square feet in total lot area (collectively, (1) through (3) above, the "City Right-of-Way Areas", each as shown on the Harding Townsite Plat).

The City Right-of-Way Areas are depicted in the sketch attached as Exhibit "A" hereto.

Various entities controlled by and affiliated with the principals of Ocean Terrace Holdings, LLC, namely, G & V Realty, LLC, 7400 Ocean Terrace, LLC, 7410 Ocean Terrace, LLC, 7420 Ocean Terrace Investment, LLC, 7436 Ocean Terrace, LLC, 7450 Ocean Terrace, LLC, and 7441 Collins Avenue Investment, LLC (collectively, the "Developer") own the properties abutting or in the vicinity of the City Right-of-Way Areas; which parcels are known as 7401, 7409, 7421, 7433, 7435, 7437, 7439, 7441, and 7449 Collins Avenue, and 7400, 7410, 7420, 7430, 7436, and 7450 Ocean Terrace (collectively, the "Property").

The vacation of the City Right-of-Way Areas would result in the City vacating approximately 45,920 square feet of existing right of way in accordance with the plat. Specifically, by virtue of the vacation, the right-of-way reverts to the abutting property owners to the centerline of the street, except that (1) with respect to 75th Street, which is located on the edge of the plat, the entire 40 feet of the 65 foot right of way, that was initially contributed by the predecessor owner of the abutting property along 75th Street, would revert to the Developer by operation of law (see, e.g., *Pelican Creek Homeowners, LLC v. Pulverenti*, 243 So. 3d 467 (Fla. 5th DCA 2018)); and (2) with respect to Ocean Terrace, the full 60 foot width of the Ocean Terrace right of way would revert to the Developer, as the Developer is the abutting property owner on the west side of Ocean Terrace (thereby entitling Developer to reversion of the western 30 feet to the centerline of Ocean Terrace) and Developer will, pursuant to the terms of the proposed Development Agreement, reserve the reversionary interest in the eastern 30 feet of Ocean Terrace.¹

The Developer intends to develop the Property as a mixed-use residential and commercial development in accordance with the requirements of the Ocean Terrace Overlay District (collectively, the "Proposed Development"), pursuant to a Florida Statute Chapter 163 development agreement to be entered into between the City and the Developer (the "Development Agreement"). The Proposed Development would be developed as a unified development site. In conjunction with Proposed Development, the Developer is requesting that the City vacate the City Right-of-Way Areas abutting 7401, 7441, and 7449 Collins Avenue and 7400, 7410, 7420, 7430, 7436, and 7450 Ocean Terrace, and has submitted its application to the City's Public Works Department with respect thereto, to permit Developer to utilize the F.A.R. associated with the City Right-of-Way Areas within the Developer's Project (but with the City Right-of-Way Areas to continue to be used for pedestrian and vehicular travel).

¹ As part of the Development Agreement, Developer will quit claim to the City its fee interest in the platted public reservation area abutting the east side of Ocean Terrace (described in Exhibit "A-1"), subject to a reservation of the reversionary interest in the eastern 30 feet of the Ocean Terrace right of way.

As part of the Proposed Development, the Developer would develop, design, permit and construct, at the Developer's sole cost and expense (with the exception of certain City fees, as set forth below), certain park and streetscape improvements between 73rd Street and 75th Street having a value upon completion of approximately \$15 million, thereby implementing the vision of the Neighborhood Design Plan ("Park/Streetscape Project").

Ultimately, to implement the foregoing, the City Commission would need to approve three major components for the Proposed Development:

(1) the vacation of the City Right-of-Way Areas (subject to an irrevocable easement in favor of the City, for subsurface utilities and pedestrian and vehicular travel), following the Planning Board's approval of the vacation pursuant to Section 1.03(b)(4) of the City Charter;

(2) the Development Agreement, specifying the terms and conditions for the development of the Proposed Development and the Park/Streetscape Project; and

(3) amendments to the City's Future Land Use Map and Zoning Map, to:

- (a) amend the Future Land Use Map to change the designation of the portions of the City Right-of-Way Areas designated PF, "Public Facility," and ROS, "Recreation and Open Space," to the Future Land Use categories of CD-2, "Commercial Medium Intensity" and MXE, "Mixed-Use Entertainment"; and
- (b) amend the City's Zoning Map to rezone the City Right-of-Way Areas from the current zoning classification of GU, "Government Use District," to CD-2, "Commercial Medium Intensity" and MXE, "Mixed-Use Entertainment," and extending the boundary of the Ocean Terrace Overlay Zone to encompass the City Right-of-Way Areas.

As the three components of the Development are interrelated, the three components will "travel" together and be considered by the City Commission on the same date(s).

Planning Analysis

The Planning Department's analysis of the proposed vacation, pursuant to Section 82-38 of the City Code, is attached as Exhibit "B" hereto.

Appraisal

The appraisal of the City Right-of-Way Areas valued the land and associated Floor Area Ratio (F.A.R.) of the City Right-of-Way Areas at \$11,000,000, and is attached as Exhibit "C" hereto.

The City's preliminary cost estimate of the design and construction of the proposed Neighborhood Design Plan is \$14.8 million, and is attached hereto as Exhibit "D."

The Developer's proposal to complete the Park/Streetscape Project, with a value of approximately \$15 million (consistent with City's cost estimate in Exhibit "D"), is well in excess of the \$11 million appraised value of the City Right-of-Way Areas.

Economic Development Analysis

The City's economic development consultant has analyzed the anticipated economic benefits associated with the proposed Project. The consultant's draft report is attached as Exhibit "E."

Figure 3: Summary of Estimated Long-term Incremental Fiscal Benefits to the City of Miami Beach from Ocean Terrace Development (Upon Stabilized Operations, 2019 \$'s)

Source	Annual	NPV (30 yrs)
Ad Valorem Tax – Ocean Terrace	\$1,600,000	\$27,000,000
Ad Valorem Tax – Surrounding Properties ³	\$135,000	\$2,300,000
Resort Tax – Ocean Terrace	\$1,040,000	\$17,500,000
Total	\$2,775,000	\$46,800,000

Conditions of the Proposed Vacation; Key Terms of the Development Agreement

The vacation of the City Right-of-Way Areas would be conditioned on the Developer's execution of a Development Agreement which contains the following key terms:

(1) **Development of the Project.**

Developer's Proposed Development will be developed based on, and in accordance with, the requirements of the Ocean Terrace Overlay District as set forth in Sections 142-870 and 142-870.1 of the City Code. Within the Ocean Terrace Overlay District, the maximum height of a main use residential building shall not exceed 235 feet, and the maximum height of a main use hotel building shall not exceed 125 feet. Architectural projections will comply with the terms of the Development Agreement and other applicable provisions of the City's Land Development Regulations. The current main permitted uses in the Ocean Terrace Overlay District are (a) apartments; (b) apartment/hotels; (c) hotels; (d) commercial; and (e) uses that serve alcoholic beverages. Package alcohol stores are prohibited in the Ocean Terrace Overlay District.

(2) **Developer to Design and Construct the Park/Streetscape Project for the City.**

Developer shall develop, design, permit, and construct, at its sole cost and expense, the Park/Streetscape Project; provided, however, that the City would be responsible for the zoning application fees, in the amount of up to \$80,000, and would waive any fees for the City/Streetscape Project for which a waiver is permitted under the existing City Code, as set forth below.

The Development Agreement will include initial approval by the City Commission of the Concept Plan for the Park/Streetscape Project, which Concept Plan was designed by renowned landscape architect Raymond Jungles, and is attached as Exhibit "F." The design for the Park/Streetscape Project shall be subject to regulatory approval by the Historic Preservation Board ("HPB"). Further, in recognition that the design of the Park/Streetscape Project may evolve during design development, the Development Agreement will require the City Manager's approval of the final plans and specifications for the Park/Streetscape Project (and any modifications thereto).

(3) **Timeframe for Completion of Project and Park/Streetscape Project.**

As set forth in the table below outlining the various timeframes set forth in the Development Agreement, the Developer has proposed to complete the Park/Streetscape Project in two phases, with Phase 1 to be completed within 48 months following the Effective Date of the Development Agreement (the date the agreement is executed by the Parties and recorded), and with Phase 2 to be completed within 96 months following the Effective Date. The City will not issue a temporary certificate of occupancy (TCO) or certificate of occupancy (CO) for the Proposed Development until the Developer has completed the Park/Streetscape Project.

As the Proposed Development is an important component for realizing the economic development benefits the City has long desired for the Ocean Terrace neighborhood and North Beach, as part of the Development Agreement, Developer has agreed that it will apply for a building permit for the Proposed Development not later than 96 months following the Effective Date, subject to extension for force majeure and/or economic force majeure pursuant to the terms of the Development Agreement. As the parties' negotiations are on-going, the foregoing timeframes are subject to further refinement, as the Administration desires to improve upon the proposed terms and realize the completion of the Proposed Development and the Park/Streetscape Project at the earliest possible date.

(4) **Developer to Grant Easements in Favor of City For the Public's Continued Use of the City Right-of-Way Areas.**

At the time of the closing for the City's conveyance to the Developer of the City Right-of-Way Areas, Developer shall grant a perpetual, non-revocable utility, roadway and pedestrian access easement in favor of the City, for the City's continued use of the City Right-of-Way Areas for public vehicular and pedestrian use and access, as modified by the Park/Streetscape Project.

(5) **Developer to Provide the City with Bond or Lender Agreement to Guarantee Completion of the Park/Streetscape Project.**

As the City would have vacated the City Right-of-Way Areas prior to Developer's completion of the Park/Streetscape Project, Developer has agreed to provide the City with a bond or a lender recognition agreement, in a form acceptable to the City, to secure Developer's obligations and permit the City to step in and complete the Park/Streetscape Project in the event the Developer fails to do so.

In addition to the foregoing, among other terms and conditions intended to protect the City's interest in the Park/Streetscape Project, the Developer's construction contractor for the Park/Streetscape Project shall be required to (1) indemnify the City as provided in the Development Agreement; (2) name the City as an express intended third-party beneficiary of the construction contract; and (3) name the City as a co-obligee on a performance and payment bond for the Park/Streetscape Project.

(6) **Developer to Convey Its Fee Interest in the Public Reservation Area Located East of Ocean Terrace.**

Developer shall convey to the City any right, title and interest the Developer has in the public reservation area depicted in Exhibit "A-1;" provided, however, that in such deed, Developer has

proposed that it would reserve its reversionary interest in the eastern 30 feet of the Ocean Terrace right of way, as well as the upland rights for a maximum of 175 feet, for a beachfront concession, to be offered through the City's beachfront concessionaire, the Boucher Brothers Miami Beach, LLC, subject to the terms of the Development Agreement. The issues relating to proposed beachfront concession rights for the Developer's project, if any, are currently the subject of on-going negotiations, and are likely to be refined further prior to the City Commission's consideration of the proposed agreement.

(7) Timing for Key Project Milestones and Completion of the Park Streetscape Improvements.

The Development Agreement will include timeframes for the various deliverables and submittals set forth in the Development Agreement. The Developer's proposed timeframes, representing the key steps in the development process, are included in the Agreement and summarized below:

Effective Date of Development Agreement	Following second reading, the date the Development is fully executed by all parties, and recorded.
HPB Hearing for the Park/Streetscape Project and the Proposed Development	Developer will endeavor to have the zoning applications for the Park/Streetscape Project and the Proposed Development heard by the City's Historic Preservation Board within 12 months following the Effective Date of the Development Agreement, but the failure to do so will not be deemed an event of default.
Completion of Phase 1 of Park/Streetscape Project	Phase 1 will be completed within 48 months following the Effective Date of the Development Agreement.
Completion of Phase 2 of Park/Streetscape Project	Phase 2 will be completed within 96 months following the Effective Date of the Development Agreement.
Closing (the date for City's conveyance of Right of Way Areas to the Developer, and Developer's conveyance of its Interest in Public Reservation Area, and easements and other agreements/bonds required under the Development Agreement	The Closing will take place not later than 10 business days after the Developer obtains (i) all final, non-appealable zoning approvals for the Proposed Development, and (ii) all final, non-appealable permits and approvals needed to commence construction of the Park/Streetscape Project.
Completion of the Proposed Development	Within 96 months following the Effective Date, subject to one 36-month extension if Developer has completed Phase 2 of the Park/Streetscape Project within the timeframes set forth in the Development Agreement and has then commenced construction of the Proposed Development.

Duration of Development Agreement	10-year initial duration following the Effective Date, with Developer requesting (subject to on-going negotiations) one automatic 15-year extension if Developer completes the Park/Streetscape Improvements within the timeframes set forth in the Development Agreement.
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(8) **Application Fees.**

In consideration for the Developer's commitment to complete the Park/Streetscape Project, and in recognition of Developer's prior payment of \$206,835.00 (as per invoice number 00091435) to the City in zoning application fees for the Proposed Development, Developer has proposed that the City cover the zoning application fees for both the Proposed Development and the Park/Streetscape Project, the maximum total amount of which would be \$80,000. Developer has also requested the waiver of any other City fees relating to the Park/Streetscape Project, to the extent any such waiver is currently permitted under the City Code (i.e., without requiring any legislation to provide for any such waiver).

In addition, Developer has requested that in the event the City Commission, at its sole discretion, adopts any amendments to the City's Land Development Regulations to provide any credit or refund for previously paid zoning application fees, the Development Agreement will provide the Developer with the right to obtain any such credit or refund for the corresponding portion of the application fees previously paid by the Developer for the Proposed Development (the total of which amounted to \$206,835).

Except with respect to the foregoing, Developer shall be responsible for all other governmental fees applicable to the Proposed Development and the Park/Streetscape Project.

(9) **Staging.** Developer has requested that the City provide the following construction accommodations to the Developer and its contractors:

(a) During construction of the Park/Streetscape Project, the Developer and its contractors will have the right to use the eastern half of the parking lot at 75th Street (provided the property is being operated as a municipal parking lot or is otherwise owned by the City and unimproved with buildings at time of construction of the Park/Streetscape Project) and the areas within Phases I and II of the Park/Streetscape Project as staging areas and lay-down yards in connection with the construction of the Park/Streetscape Project.

(b) During construction of the Proposed Development, the Developer and its contractors will have the right to use the southern portion of the parking lot at 75th Street (provided the property is being operated as a municipal parking lot or is otherwise owned by the City and unimproved with buildings at the time of construction of the Proposed Development) and the area within Phase II of the Park/Streetscape Project as staging areas and lay-down yards in connection with the construction of the Proposed Development.

(c) The City will budget and appropriate, from the General Fund, the amounts necessary to pay the Parking System for the costs of 100 monthly parking passes for use by the Developer and its contractors at the City-owned parking lot at 75th Street, during construction of

the Park/Streetscape Project and the Proposed Development or any phase or portion thereof, or if such parking lot is not then being operated as a municipal parking lot, then at the City-owned parking lot at 72nd Street, or at a combination of the two.

The Administration is currently evaluating the Developer's request, particularly as it relates to the proposed use of the 75th Street parking lot. Accordingly, the proposed terms may be further negotiated and refined prior to the City Commission's consideration of the development agreement.

(10) **Maintenance of the Park/Streetscape Project.** Upon completion of the Park/Streetscape Project, the City will maintain the improvements to the level of service required by the maintenance specifications approved by the City in connection with the City's approval of the final plans and specifications.

(11) **Café.** The proposed Concept Plan includes an area of approximately 2,000 square feet, designated for use as an outdoor café serving the general public. The Development Agreement will provide that if the café is approved by the HPB, the Developer would have the right to operate the café generally consistent with the sidewalk café permit requirements as set forth in Chapter 82 of the City Code, and in accordance with the minimum standards, criteria and conditions set forth in Sections 82-385 to 82-388 of the City Code.

Summary of Open Negotiation Points.

As noted above, although the parties are in agreement as to the core elements of the proposed transaction (which terms shall be incorporated as conditions of the vacation of the City Right-of-Way Areas), the Administration has not concluded its negotiations for the Development Agreement, or its final position or Administration recommendation as to the following terms:

- 1) Earlier timeframes for Building Permit for the Proposed Development and completion of the Park/Streetscape Project;
- 2) Beachfront concession rights for the Developer, if any;
- 3) Application fees and waiver of City fees for the Park/Streetscape Project to the extent currently permitted under the City Code; and
- 4) Staging/parking during construction of the Proposed Development and Park/Streetscape Project.

It is the Administration's intent to continue its dialogue with the Developer with respect to the terms of the Development Agreement, and to resolve the foregoing issues prior to the City Commission's consideration of the terms of the Development Agreement. To this end, it is the Administration's aim to accommodate the Proposed Development and the Park/Streetscape Project to the extent possible, while also protecting the City's interests, particularly as such interests may relate to the use or operation of public spaces for which the City has a paramount interest.

Proposed Amendments to City's Comprehensive Plan and Land Development Regulations.

Finally, the Property is currently located within the Ocean Terrace Overlay District, and the two separate underlying zoning districts are designated as CD-2, "Commercial Medium Intensity," and MXE, "Mixed-Use Entertainment."

The proposed Development Agreement contemplates that the City Commission will approve amendments to the City's Future Land Use Map and Zoning Map, to: (a) amend the Future Land Use Map to change the designation of the portions of the City Right-of-Way Areas designated PF, "Public Facility," and ROS, "Recreation and Open Space," to the Future Land Use categories of CD-2, "Commercial Medium Intensity" and MXE, "Mixed-Use Entertainment"; and (b) amend the City's Zoning Map to rezone the City Right-of-Way Areas from the current zoning classification of GU, "Government Use District," to CD-2, "Commercial Medium Intensity" and MXE, "Mixed-Use Entertainment," and extending the boundary of the Ocean Terrace Overlay Zone to encompass the City Right-of-Way Areas.

As set forth above, the foregoing amendments will be heard together with the Vacation Resolution and approval of the Development Agreement, as the three components of the Proposed Development are interrelated.

CONCLUSION

The Administration recommends that the Planning Board approve the proposed vacation of the City Right-of-Way Areas, with the vacation conditioned upon the City Commission's approval of, and Developer's satisfaction of, certain terms and conditions, to be set forth in a Development Agreement between the City and Developer, which conditions shall, among other terms, require the Developer to (1) grant to the City a perpetual utility, roadway and pedestrian access easement over, across and under the City Right-of-Way Areas; and (2) obligate the Developer to develop, design, and construct, at the Developer's sole cost and expense (with the exception of those city fees noted above), the Park/Streetscape Project, with such public improvements having a value of approximately Fifteen Million Dollars (\$15,000,000).