SAINT PAUL
PORT AUTHORITY

MEMORANDUM

TO: BOARD OF COMMISSIONERS (Regular Meeting of June 28, 2011) DATE: June 22, 2011

FROM: Louis Jambois

SUBJECT: **PUBLIC HEARING - DONATION OF PROPERTY INCLUDING EXCHANGE LAND FOR THE CONTINUED USE OF BARGE TERMINAL #2 FOR HARBOR OPERATIONS**
RESOLUTION NO. 4384

LEASE WITH UPPER RIVER SERVICES AT BARGE TERMINAL #2
RESOLUTION NO. 4385

Action Requested:
Approval of a 20 year lease with Upper River Services at Barge Terminal #2.

Approval of a resolution to donate property in exchange for the donation of Barge Terminal #2 that was authorized in resolution #4272, adopted September 23, 2008. We propose to donate approximately 16 acres of property at Riverbend, North Port, Southport, and Red Rock. In addition we will donate approximately 11 acres of property as authorized in resolution #4272.

Activity:
In 2010, the Port Authority decided to explore continuing Upper River Services (URS) operations at Barge Terminal #2 (BT-2). Initial due diligence was completed and the topic was brought to the Port Authority Board in November 2010.

Based on Board direction in November, staff has proceeded to negotiate a new lease with Upper River Services and to negotiate new open space dedications with the Saint Paul Parks and Recreation Department (Parks) to allow for the retention of Barge Terminal #2 (BT-2) in Port Authority ownership and to continue to operate it as Harbor management property. This effort has included refining deal points associated with a new lease with Upper River Services (URS), the Port Authority's Harbor Operator, some of which are outlined herein, and refining ideas on how to honor the Port Authority's original commitment to convert 13 acres of Port Authority owned property to permanent public open space, also outlined herein.

In order for this transaction to be feasible the following things had to happen:

1. Develop an acceptable design concept for a new site plan at BT2, and use the concept to develop criteria that would be included in a new lease with URS.

2. Consult with the neighborhood about retaining BT2 for harbor operation purposes.
3. Port Authority and City Parks identify exchange parkland and trail connections, in lieu of BT2, for the continued industrial use at the site.

The Port Authority engaged Riverfront Corporation to assist with stakeholder outreach.

If approval to proceed is achieved from the Board, Port Authority staff will execute appropriate documents pursuant to Port Authority procedures for a new lease and for parkland donations. Following Port Authority Board approval, staff will pursue appropriate City Council approvals to complete land transfers, clear title issues, and obtain necessary permits.

Background:
The Port Authority established BT-2 in 1960. In 1963 it constructed a dock wall of approximately 1,317 lineal feet and undertook significant land filling. This facility was first used by the Twin City Barge and Towing Company, which cleaned barges and provided switching activities. Since 1984, URS has leased and operated this facility as the Port's Harbor Operator. It provides switching, dry-docking, barge maintenance, and cleaning for customers moving their barges through the Harbor. This site is currently zoned I-2, medium intensity industrial.

In 2007 and 2008 the Port Authority Board approved a series of actions, based on staff recommendations. Those actions included closing BT-2 and dedicating the property to Parks, constructing a replacement Harbor management facility and a new dock wall at Southport, and dedicating additional property at Southport for permanent public open space. The Port Authority also financed and orchestrated the construction of the Southport dock wall and renegotiated its lease with Upper River Services to acknowledge additional costs associated with operating from the Southport facility.

The new dock wall was constructed with both Port Authority and MnDOT grant funds (through the Port's Development Assistance Program). The contract with MNDot focuses on the new construction and is not contingent to the location of the home base for Upper River Services.

Public Purpose:
Of the 26 miles of riverfront in Saint Paul the Port Authority controls and uses for River shipping commerce approximately 5.7 miles for fleeting and three miles constituting shipping areas. Shipping is an important part of the economic diversification of Saint Paul and also has a positive impact on the state and regional economy. Retaining ownership of this property is in the best interest of the Port Authority's mission and its goal to maintain the Working River. We should provide the maximum amount of commercial navigation-related activity as possible in our Harbor. This should be undertaken in a manner that provides the greatest amount of business and jobs growth, sound management of Mississippi River water quality, and excellent aesthetics and environmental stewardship.

The new Southport dock wall will be available to lease to a river shipper to increase tonnage in the harbor and increase overall revenues derived from the working river.

The BT-2 site will be remediated (if contaminants are found) and redeveloped by Upper River Services to modern industrial standards. A new lease document and site design criteria will dictate cleanup, environmental improvements, building upgrades, and will serve as a prototype for future Port Authority riverfront tenant improvements

The Port Authority will dispose of some remnant parcels that have limited functional use for industrial or River shipping activities, but do have value for public open space and public safety, through donation to the City for parks and open space uses.

BT-2 Site Plan/Riverfront Corporation Assistance:
The Port Authority hired the Riverfront Corporation to help engage stakeholders who were invited to attend a workshop on February 28, 2011. The major outcome of the workshop was a set of concepts that URS could incorporate into a site plan based on feedback from design professionals, the Great River Park team, and community stakeholders. Another outcome included trail connection ideas put together by the Great River Park team with input from URS and community stakeholders. A discovery from the process was that both the design professionals and community stakeholders didn't want to hide the industry, but rather incorporate it into the neighborhood. The term "fascinatingly ugly" was coined as the phrase that drove everyone to get excited about what this site could be. Upper River Services took this information to put together a plan is being vetted through the Port Authority Design Review Process, led by Rick Carter of LHB Architects. The Design Review Process was also used to define criteria that are included in the new lease with URS.

Lease Transaction with Upper River Services:
In early 2007, the Board of Commissioners approved a 20-year lease with Upper River Services. This lease was executed in April, 2007. The lease details the fleeting usage in the Harbor, a short-term lease period for BT-2, and Southport land usage over the long term.

With Board approval we will execute a new 20 year lease for the continuance of Upper River Services operations at BT-2, in lieu of Upper River Services moving to Southport.

We have negotiated a new Lease with Lee Nelson, the President of Upper River Services Inc., and a condition to remain at BT-2 will be for URS to significantly upgrade the property pursuant to formalized Site Design Criteria that the Port Authority generated with the help of the design review team that generates our business center covenants. In addition, language to strengthen enforcement, and a penalty for non-conformance with required ongoing maintenance was added into the new lease document. Some fundamental conditions in the new Lease include:

- **Site Design Criteria:** Upper River Services will undertake improvements based upon this document included in the lease, which will outline development parameters.
  - ❖ **Quality Building Construction:** Upper River Services will be required to replace their existing buildings with new structures that will be constructed according to typical Port Authority Business Center quality standards. The Port will recognize flood area construction requirements in this process. Upper River Services will be responsible for all architectural, engineering, site preparation, and other pre-development costs associated with the improvement of the land and the construction of the new building.
  - ❖ **Stormwater Control:** Upper River Services must install all appropriate and necessary stormwater features that are consistent with the needs of this site and with current engineering standards.
  - ❖ **Appropriate Plantings:** Upper River Services must provide the Port Authority with a detailed planting plan, which will be approved by the Port Authority at its sole discretion.
- **On-Going Site Cleanliness:** Upper River Services must maintain the site and its building to modern standards, and this will be monitored closely by the Port Authority.

- **Lease Rate:**
  - ❖ The lease rate and term shall remain the same as it would have been at Southport:

    Land Rent based on leasable area of 98,900sf

4/1/11-3/31/12	$21,263.50	$0.215
4/1/12-3/31/13	$21,758.00	$0.22

    $.005 increase every year through 2032.

    Fleeting Rent
    $9.50/linear foot

  - ❖ The operational cost savings experienced by Upper River Services by remaining at BT-2 will be used by the company to finance some of the improvements noted above. It is our expectation that this will exceed the amount of capital investment that URS would have invested at Southport.
  - ❖ Any additional costs experienced by Upper River Services are to be covered completely by its own resources.
  - ❖ The new Southport dock wall will be available to lease to a river shipper to increase tonnage in the harbor and increase overall revenues derived from the working river.

Upper River Services must comply with the terms noted above in order to remain at BT-2. We believe that these conditions will ensure a significantly improved site that will better protect the water quality of the Mississippi River. They will result in the type of quality visual enhancement that should be along our River and across from Downtown.

- **Enforcement:** Site design and ongoing site cleanliness will be enforced in the lease as follows:
  - ❖ If the plans are not approved for the new construction, the lease will not be renegotiated and URS will move to Southport.
  - ❖ URS will be required to construct those improvements on the Leased Site (which include water and land-based improvements), as per the approved redevelopment plans.
  - ❖ URS will be required throughout the lease term to maintain, repair and/or replace the Leased Site, and all improvements thereon, per a standard that is equivalent to what is found in Port Authority Business Centers that have been developed since 1995.
  - ❖ Port shall have the right at its sole discretion to enter and inspect the Leased Site for on-site cleanliness.
  - ❖ In the event Port deems that URS is not maintaining, repairing, or replacing the improvements on the Leased Site as per the terms and conditions of the Lease Agreement, and if URS fails to comply within 30-days of Port's written request to correct any deficiency, then the Port shall have the following options:
    - To enter onto site and correct the deficiency and URS shall reimburse Port for the actual cost of said work plus a management fee of 20%, or
    - Seek court action to force URS to comply, or
    - Give notice to URS that the lease is terminated.

Land Donations to the City of Saint Paul for Parks and Open Space Purposes:
Three years ago, the Port Authority Board and the Saint Paul City Council approved the donation of three land parcels to the City of Saint Paul for parks and open space uses. They total 13.3 acres and consist of BT-2 (2.3 acres), a small parcel (1 acre) at the entrance to Cherokee and Lilydale Regional Parks, and wetlands (10 acres) within the Southport Industrial District adjacent to the recently constructed dock wall and rain gardens area.

The Port Authority has worked with City Parks and the Riverfront Corporation to identify donation parcels in exchange for the land at BT-2 to remain for Harbor management purposes. These exchange parcels total 16 acres to replace the 2.7 acres at BT-2. There is more riverfront land in the new proposal and the value (per tax assessor records) is 4.6 x greater than the value of land at BT-2. The attached chart and maps show the proposed donation parcels. Included in this proposal is a trail connection through the Southport River Terminal to connect St. Paul to South St. Paul. The trail would be located on Port Authority and public right-of-way property, and would be provided to Parks through easement.
Port Authority staff requests authorization to donate and dispose of:

- Approximately 16 acres of property at Riverbend, North Port, Southport, and Red Rock to donate in exchange for the donation of BT-2. (Attachment #2)
- Approximately 11 acres of property to be donated as authorized in resolution #4272. (Attachment #3)

Community Review Process:
We have been coordinating with the Riverfront Corporation and the Saint Paul Parks Department to meet with citizens and stakeholders before this matter proceeded to the Port Authority Board and City Council for approval.

With the help of Riverfront Corporation, the Port Authority came up with a list of stakeholders to engage in the process. The District Council also known as West Side Citizens Organization (WSCO) is in support of BT-2 remaining industrial and furthermore sees that there is an important historical element of the shipping industry at this site. They think of businesses as their neighbors and want to reflect the importance of River shipping, along with interpretive elements, into the new site design. Friends of the Mississippi River, had similar feelings about the importance of industry on the Mississippi River, but also mentioned that a fair parkland donation was an important consideration. WSCO wanted to see a trail connection, but was open to a connection physically to the water or an interpretive and/or visual connection. The Great River Park Team discussed the importance of trail connections on West Side. Letters of recommendation from these groups are attached. (Attachment #4)

To date, we have discussed this proposal with all of you, the Mayor's Office, Parks and PED staff, City Council members, WSCO, Friends of the Mississippi River, and the Friends of Parks and Trails, and concerned citizen Tom Dimond.

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Attachments:
1. Proposed Lease with URS
2. Approximately 16 acres of property at Riverbend, North Port, Southport, and Red Rock to donate in exchange for the donation of BT-2.
3. Approximately 11 acres of property to donate as authorized in resolution #4272.
4. Letters of support from WSCO and Friends of the Mississippi River

Resolution No. 4384

RESOLUTION
OF THE
PORT AUTHORITY OF THE CITY OF SAINT PAUL

WHEREAS, The Port Authority of the City of Saint Paul ("Port Authority"), pursuant to Minnesota Statutes, Section 469.065, did place a notice, a copy of which with proof of publication is on file in the office of the Port Authority, of a public hearing on the proposed sale of property owned by the Port Authority in a legal newspaper, said hearing to be held to determine whether it is in the best interests of the port district of Saint Paul and the people thereof and in furtherance of the general plan of port improvement and industrial development to convey the real property described in Exhibit "A" attached hereto and by reference made a part hereof and any improvements and any personal property of the Port Authority thereon included therewith (collectively, the "Property"); and

WHEREAS, The Port Authority did conduct a public hearing pursuant to said notice on June 28, 2011, at which hearing all taxpayers in the port district, both for and against the conveyance, were allowed to state their views; and

WHEREAS, It is in the best interests of the port district and the people thereof, and in furtherance of the general plan of port improvement and industrial development, to convey the Property as described; and

WHEREAS, The Port Authority has investigated the facts of the proposed conveyance of the Property, said investigation including the terms and conditions of the conveyance to the City of Saint Paul as a donation, the proposed use of the Property, and the relationship thereof to the port district of Saint Paul and the business facilities of the Port Authority in general; and

WHEREAS, The conveyance of the Property meets the terms and conditions set forth by the Port Authority as its guide in determining if such proposals are in the best interests of the port district and of the public;

NOW, THEREFORE, BE IT RESOLVED BY THE PORT AUTHORITY OF THE CITY OF SAINT PAUL:

1. That the Board of Commissioners of the Port Authority hereby finds, determines and declares that it is for the best interests of the port district and the people thereof, to convey the Property to the City of Saint Paul; and

2. That the actions of the President of the Port Authority in causing public notice of the proposed conveyance, and in describing the terms and conditions of the conveyance, which have been available for inspection by the public at the office of the Port Authority from and after the publication of notice of hearing, are in all respects ratified and confirmed; and

3. That the President of the Port Authority is hereby authorized and directed to complete and execute said conveyance of the property, and the proper Port Authority officers are hereby authorized and directed to complete and execute all documents necessary to convey title in form as approved by counsel.

Adopted: June 28, 2011.

Vice Chair
Port Authority of the City of Saint Paul

Attest:

Secretary

53545.v1

EXHIBIT A

Legal Description

River Bend Site: 12-28-23-13-0002

Subdivision of the NW1/4 of the NE1/4 and Gov't. Lot 2 of Section Twelve of T28 R22 With Riparian Rights And Ex Nwly 80 Ft Part Of Upper Levee Across Part Of Gov't. Lot 8 And Lots 10 Thru 14 And Govt Lot 2 In Sec 12 T 28 R 23 Nely Of L Run SEly At RA To Nly L Of Sd Levee And From Pt Thereon 700 Ft SWly From Its Intersection With E L Of Lot 14 And W Of Extended E L Of Sd Lot 14

Northport Site:

04-28-22-23-0001: Section 4 Town 28 Range 22 Outlot A, Northport Addition

05-28-22-11-0006: Section 5 Town 28 Range 22 Outlot B, Northport Addition

Southport Site:

09-28-22-42-0005: Section 9 Town 28 Range 22 Tract A, RLS 446, Ramsey Co., MN

09-28-22-42-0006: Section 9 Town 28 Range 22 Tract B, RLS 446, Ramsey Co., MN

Trail Connection:

Southerly Portion:

An easement for pedestrian trail purposes being a strip of land 16.00 feet wide lying northeasterly of, adjacent and parallel to the Chicago Rock Island Railroad right of way located in part of Gov't. Lot 8 and part of the SW1/4 of the SW1/4 of Section 9, Township 28 North, Range 22 West, Ramsey County, Minnesota; lying southerly of the southerly right of way of Barge Channel road and northerly of the former centerline of vacated Wyoming Street. Said 16-foot wide strip also being a part of Lots 21, 22, and 23, Block 56; part of Lots 10, 11, 12, 13, 14, 15, 16 and 17, Block 51; and, portions of vacated Winona Street, vacated Wyoming Street and vacated Versailles Avenue all within and according to the recorded plat THE WEST ST. PAUL REAL ESTATE & IMPROVEMENT SYNDICATE ADDITION NO. 4, on file and of record in the Office of the County Recorder, in and for, Ramsey County, Minnesota.

And,

Together with an easement for pedestrian purposes being a strip of land 16.00 feet wide lying northeasterly of, adjacent and parallel to the Chicago Rock Island Railroad right of way located in Gov't. Lot 8 of Section 9, Township 28 North, Range 22 West, Ramsey County, Minnesota; lying southerly of the former centerline of vacated Wyoming Street and northerly of the former centerline of vacated Annapolis Street, all within and according to the recorded plat THE WEST ST. PAUL REAL ESTATE & IMPROVEMENT SYNDICATE ADDITION NO. 3, on file and of record in the Office of the County Recorder in and for Ramsey County, Minnesota.

Northerly Portion:

An easement for pedestrian trail purposes being a strip of land 16.00 feet wide lying northeasterly of, adjacent and parallel to the Chicago Rock Island Railroad right of way located in Gov't. Lot 9 and the SW1/4 of the SW1/4 of Section 9, Township 28 North, Range 22 West, Ramsey County, Minnesota. Said 16.00 foot strip being a part of TRACT H, Registered Land Survey 446 on file and of record in the Office of the Registrar of Titles in and for Ramsey County, Minnesota and being part of Government Lot 9 in the SW1/4 of the SW1/4 in said Section 9 lying southerly of the following described "Line A" and northerly of the following described "Line B", according to the Government survey and the Registered Land Survey thereof.

Line A

Commencing at the southwest corner of Section 9, Township 28, Range 22, Ramsey County, Minnesota; thence North 89 degrees 28 minutes 04 seconds East, assumed bearing, along the south line of the Southwest Quarter of said Section 9, a distance of 290.72 feet to the point of beginning of the line to be described; thence North 25 degrees 04 minutes 25 seconds East 2363.69 feet and said line there terminating.

Line B

Commencing at the Northeast corner of the Northwest ¼ of said Township 28 North, Range 22 West, Section 16; thence North 0 degrees 50 minutes 30 seconds West (assuming the north line of aid Northwest ¼ of Section 16 bears South 89 degrees 28 minutes 00 seconds West) for 341.10 feet; thence North 60 degrees 11 minutes 00 seconds West for 796.39 feet; thence North 29 degrees 29 minutes 00 seconds East for 500.00 feet; thence North 60 degrees 11 minutes 00 seconds West for 800.00 feet to the point of beginning of the line to be described; thence South 29 degrees 29 minutes 00 seconds West for 398.23 feet to the Northeasterly right of way line of the Chicago Rock Island Railroad and said line there terminating.

Red Rock Site:

14-28-22-31-0004:

Section 14 Town 28 Range 22 Ex The Nwly 50 Ft; The Fol. Part Of Ne 1/4 Of Sw 1/4 & Part Of Nw 1/4 Of Se 1/4 Of Sec 14 Tn 28 Rn 22 Wly Of Ry R/w & Ely Of Red Rock Road & Sely Of Fol Desc Line. Com At Most Nely Cor Of Red Rock Road Th Sly Along Ely Line Of Sd Rd 381 Ft To Pt Of Beg Th N 75 Deg 18 Min E 1068.28 Ft To Swly Line Of Ry R/w & There Term

23-28-22-34-0005:

Section 23 Town 28 Range 22 Tract G, RLS 416, Ramsey Co., MN

10-Acres:

A portion of Block "A" of Paul Martin's First Addition to the City of St. Paul, Ramsey County, Minnesota, described as follows, to-wit:

> Commencing at the point which marks the intersection of the Northwesterly line of said Block "A" and the Northeasterly right-of-way of the Chicago, Rock Island and Pacific Railway; thence running Northeasterly along said Northwesterly line 278.0 feet to the Northerly corner of said block "A"; thence running Southeasterly 213.45 feet to a point which is 207.5 feet Southeasterly of the said Northwesterly line measured at right angles thereof; running thence Southwesterly parallel to said Northwesterly line a distance of 205.0 feet to said right-of-way line and thence Northwesterly on said right-of-way line to the point of beginning.

Intending to describe all that part of the Northwesterly 207.5 feet of Block "A" lying Northeast of the Chicago, Rock Island and Pacific Railway, according to the recorded plat thereof on file and of record in the office of the Register of Deeds in and for said County. (Torrens Certificate No. 128025)

TOGETHER WITH:

That part of block A, Paul Martin's First Addition, which lies Northeasterly of the Chicago, Rock Island and Pacific Railway company's right of way, except the Northwesterly 207.50 feet of said Block A and except that part thereof within Lot 7 Section 9, Township 28, Range 22. (Torrens Certificate No. 524847)

TOGETHER WITH:

That part of the following described parcel lying northerly, northwesterly and westerly of the hereinafter described Line A:

Government Lot 9, Section 9, Township 28, Range 22, lying Northeasterly of the Chicago, Rock Island and Pacific Railroad Company's right of way, being bounded on the Northwesterly side by Block A, Paul Martin's First Addition and on the Southerly side of the center line of Belvidere Street.

Line A

> Commencing at the southwest corner of Section 9, Township 28, Range 22, Ramsey County, Minnesota; thence North 89 degrees 28 minutes 04 seconds East, assumed bearing, along the south line of the Southwest Quarter of said Section 9, a distance of 290.72 feet to the point of beginning of the line to be described; thence North 25 degrees 04 minutes 25 seconds East 2363.69 feet; thence North 64 degrees 23 minutes 37 seconds East 269.33 feet; thence North 08 degrees 42 minutes 37 seconds East 195.00 feet; thence North 85 degrees 32 minutes 37 seconds East 200.00 feet and there terminating.

TOGETHER WITH:

That part of the following described parcel lying northerly, northwesterly and westerly of the hereinafter described Line A:

> That part of the Southwest Quarter (SW1/4), and of the Southeast Quarter (SE1/4), and the Northwest Quarter (NW1/4) (also known as Government Lots 7, 9, 10, 11, 15 and 16) all in Section Nine (9), Township Twenty-eight (28) North, Range Twenty-two (22) West, Ramsey County, Minnesota and block 18, Brown & Jackson's Add. To W. St. Paul, said Ramsey County, described as follows:
>
> Commencing at the center on said Section 9; thence South 0°50'30" East along the East line of the Southwest Quarter of Section 9 for 894.0 feet to the point of beginning of the property to be described; thence North 89°38' East for 282.68 feet; thence North 60°11' West for 2,482.2 feet to a point on the Westerly line of Block 18, Brown and Jackson's Addition, said point being 4.15 feet Southerly of the Northwest corner of said Block 18; thence South 26°40' West along the Westerly line of Block 18 for 203.81 feet to the Northeasterly right of way line of the Chicago, Rock Island and Pacific Railroad; thence Southeasterly along said railroad right of way for an arc distance of 183.83 feet (center line of said right of way being 50.0 feet from the Northeasterly right of way line and said center line being on a 5° curve) to the Southerly line of said Block 18; thence South 66°27' East along the Southerly line of Block 18 for 126.85 feet to the Northwesterly line of Block "A" of Paul Martin's First Addition; thence North 40°19' East along the Northwesterly line of block "A" for 204.5 feet; thence South 39°11' East along the Northeasterly line of said Block "A" for 461.63 feet to the Northeasterly corner of Block "A"; thence South 39°19 West along the Southeasterly line of Block "A" for 41.15 feet to the East line of Government Lot 9; thence South 0°36'30" East along the East line of Lot 9 for 649.24 feet; thence North 89°38' East for 1,309.11 feet to the point of beginning.

Line A

Commencing at the southwest corner of Section 9, Township 28, Range 22, Ramsey County, Minnesota; thence North 89 degrees 28 minutes 04 seconds East, assumed bearing, along the south line of the Southwest Quarter of said Section 9, a distance of 290.72 feet to the point of beginning of the line to be described; thence North 25 degrees 04 minutes 25 seconds East 2363.69 feet; thence North 64 degrees 23 minutes 37 seconds East 269.33 feet; thence North 08 degrees 42 minutes 37 seconds East 195.00 feet; thence North 85 degrees 32 minutes 37 seconds East 200.00 feet and there terminating.

Lilydale Parcel

That part of Government Lot 2, Section 7, T.28N., R.22W. and of Government Lot 8, Section 12, T.28N., R.23W., Ramsey County, Minnesota and of Block B, Langevin's 4th Addition to St. Paul, said Ramsey County; bounded on the northeast by the northeast line of said Langevin's 4th Addition to St. Paul, on the southeast by the northwest right-of-way line of the former Chicago, St. Paul, Minneapolis and Omaha Railway and on the northwest by the shoreline of the Mississippi River.