



CITY OF FORT  
PIERCE  
REDEVELOPMENT  
AGENCY  
Former H.D. King Plant

Virgin Trains USA  
LLC  
January 23, 2019

# STATEMENT OF QUALIFICATIONS

REQUEST FOR QUALIFICATIONS No. 2019-003

A. *Qualifications*

1. *Name and address of respondent, including all team members if any, including personnel who will be involved and the business address of key individuals*

<b>Name</b>	<b>Position</b>	<b>Address</b>	<b>City, State, Zip</b>
Patrick Goddard	President of Virgin Trains USA LLC ("Brightline")	161 NW 6th Street, Suite 900	Miami, FL 33136
Mike Salzman	Chief Development Officer	161 NW 6th Street, Suite 900	Miami, FL 33136
Chris Sariego	Chief Operating Officer	161 NW 6th Street, Suite 900	Miami, FL 33136
Jeff Swiatek	Chief Financial Officer	161 NW 6th Street, Suite 900	Miami, FL 33136
Scott Sanders	EVP of Development and Construction (Florida East Coast Industries, LLC "FECI")	161 NW 6th Street, Suite 900	Miami, FL 33136
Eric Claussen	Senior Vice President of Construction (FECI)	161 NW 6th Street, Suite 900	Miami, FL 33136
Brian Kronberg	Vice President of Development (FECI)	161 NW 6th Street, Suite 900	Miami, FL 33136
Adrian Share	EVP President of Rail Infrastructure	10705 Jeff Fuqua Blvd, Suite 4114	Orlando, FL 32827
Michael Cegelis	EVP of Infrastructure Development	10705 Jeff Fuqua Blvd, Suite 4114	Orlando, FL 32827
Christopher Wang	Vice President of Development (FECI)	161 NW 6th Street, Suite 900	Miami, FL 33136
Myles Tobin	General Counsel	161 NW 6th Street, Suite 900	Miami, FL 33136
Russell (Rusty) Roberts	Vice President, Government Affairs	10705 Jeff Fuqua Blvd, Suite 4114	Orlando, FL 32827
Kolleen O.P. Cobb	General Counsel, and Chief Administrative Officer (FECI)	117 NE 1 <sup>st</sup> Ave, 11 <sup>th</sup> Floor	Miami, FL 33132
Husein Cumber	Chief Strategy Officer (FECI)	2002 San Marco Blvd, Suite 202	Jacksonville, FL 32207
Mauricio H. Anderson	Chief Financial Officer, and Chief Investment Officer (FECI)	117 NE 1 <sup>st</sup> Ave, 11 <sup>th</sup> Floor	Miami, FL 33132

2. *Nature of respondent's business organization including state of incorporation or formation of partnership, in any.*

Brightline was formed as AAF Holdings B LLC, a limited liability company in Delaware in August 2013 and effected a name change to Brightline Holdings LLC in March 2018 and to Virgin Trains USA LLC in November 2018. The address of our principal executive offices is currently 161 NW 6<sup>th</sup> Street, Suite 900, Miami, FL 33136. Our website is currently [www.virgintrainsusa.com](http://www.virgintrainsusa.com).

3. *Respondent's organizational structure*

The primary list of participants that will be working on the project are listed above however below is an organizational chart for Vice President level and above. In addition to the names listed on the organizational chart, the project will include construction managers, project accountants and administrative support.

## VIRGIN TRAINS USA ORGANIZATION CHART (DEVELOPMENT)



4. *The respondent's professional qualifications and experience in development, financing, and management of comparable projects. The specific role played by the respondent in any project, which is referenced in regard to the respondent's experience, shall be described in detail.*

Brightline has the proven experience to successfully develop Fort Pierce's former H.D. King Plant property. We are a unique company in that we specialize in both transportation and transportation oriented real estate development.

After multiple years of planning, design and construction, we are now open to the public and running our express passenger train service on a daily basis. Brightline reinvigorated a century old railway and currently connects the cities of Miami, Fort Lauderdale and West Palm Beach.

We are the first new major private passenger intercity railroad in the United States in over a century and believe our passenger rail system offers travel that is faster, safer, more eco-friendly, more reliable, less expensive, more productive and more enjoyable than travel by car or air.

Successfully developing and launching a business as complex as Brightline and several other of our large scale development projects requires a dedicated and experienced team of professionals, the same of which will be engaged and working on the redevelopment of the former H.D. King Plant property.

Brightline's highly experienced leadership team is ready and capable to oversee the development of the former H.D. King Plant property in downtown Fort Pierce. The experience of our core project leadership team is listed below.

**Patrick Goddard**, President of Brightline. Patrick is responsible for all aspects of Brightline, including safety, development, commercial, operations, and guest experience. Prior to joining Brightline, Patrick was the President and Chief Operating Officer for Trust Hospitality, an international owner, developer, and operator of boutique and luxury hotels.

**Mike Salzman**, Chief Development Officer of Brightline. Mike is responsible for all passenger rail and real estate development across the U.S. Mike will lead the Phase 2 expansion between West Palm Beach and Orlando and the potential Phase 3 expansion to Tampa. He will also oversee Brightline's expansion into other markets across the country and transit oriented development opportunities.

**Jeff Swiatek**, Chief Financial Officer of Brightline. Mr. Swiatek oversees the financial aspects of the development and operations of the Company.

**Brian Kronberg**, Vice President of Development. Brian is responsible for delivering the stations and transit-oriented real estate development. Brian has worked on Brightline since the company's inception in 2012 and has served in many different capacities ranging from land acquisitions to construction management.

**Eric Claussen**, Senior Vice President – Design/Construction. Eric is responsible for overseeing entitlements, design, and construction of Brightline Stations, which for Phase I included the Fort Lauderdale and West Palm Beach “in line” stations, and the downtown Miami station. He also was responsible for the delivery of the Brightline Parking facilities at Fort Lauderdale and West Palm Beach, as well as the three TOD Residential Towers (Parkline North and South in Miami) and Parkline Palm Beaches in West Palm Beach.

**Chris Sariego**, Chief Operating Officer of Brightline. Chris is responsible for all aspects of the day to day management of the business including current operations and future growth. He provides the leadership, management, and vision necessary to ensure that the company has the proper operational controls, administrative and reporting procedures, and personnel in place to effectively grow the organization.

**Adrian Share, PE**, Executive Vice President of Rail Infrastructure for Brightline. Adrian is responsible for overseeing the design, engineering, and construction of Brightline's first phase of the rail system and station platforms and managing the team of engineers and contractors in charge of completing system improvements. He is also responsible for managing the schedule, implementation of safety measures, including positive train control and environmental oversight for Phase 1.

**Michael Cegelis**, Executive Vice President of Infrastructure Development for Brightline. Michael is responsible for overseeing the infrastructure development for Brightline's future expansions, including Phase 2 to Orlando. He will manage the team responsible for schedule, budget, quality, implementation of safety measures, including positive train control and environmental oversight for Phase 2.

**Russell (Rusty) Roberts**, Vice President, Government Affairs for Brightline. With respect to Brightline, Mr. Roberts is responsible for engaging government stakeholders involved with Brightline Trains including elected officials, and local, state and federal agencies.

**Other leadership supporting the delivery of this Project:**

**Kolleen O.P. Cobb**, General Counsel, and Chief Administrative Officer for FECL. Kolleen is responsible for all legal affairs of FECL and its subsidiaries. Her focus is on corporate governance, development projects, land and asset sales and acquisitions, financing, commercial leases, and joint venture transactions.

**Husein Cumber**, Chief Strategy Officer for FECl. Husein is responsible for guiding major capital projects from initial concept through development. Prior to joining FECl, he served as Executive Vice President of Corporate Development for Florida East Coast Railway, L.L.C. (FECR). He also has served as Deputy Chief of Staff at the U.S. Department of Transportation (USDOT).

**Mauricio H. Anderson**, Chief Financial Officer, and Chief Investment Officer for FECl. Mr. Anderson is responsible for the financial leadership of FECl's current portfolio of companies and oversees the capitalization and monetization of FECl's significant infrastructure and commercial real estate investments, including FECl's TOD and industrial real estate platforms.

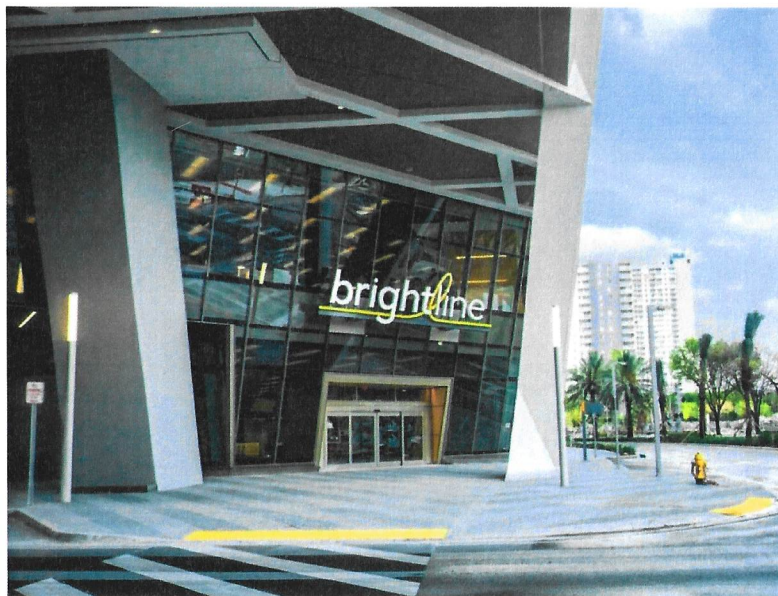
Recently Completed Development Projects:

**Brightline South Segment (Station and Rail Infrastructure)** – Brightline’s South Segment consists of 66 miles of railway from downtown Miami to West Palm Beach. The construction that we performed included rail infrastructure improvements consisting of adding additional track, relocating utilities and improving rail crossings. In addition, Brightline successfully completed and opened train stations in Downtown Miami, Fort Lauderdale and West Palm Beach.

*Brightline Train arriving at Miami Station (Below)*



*Miami Station (Below)*



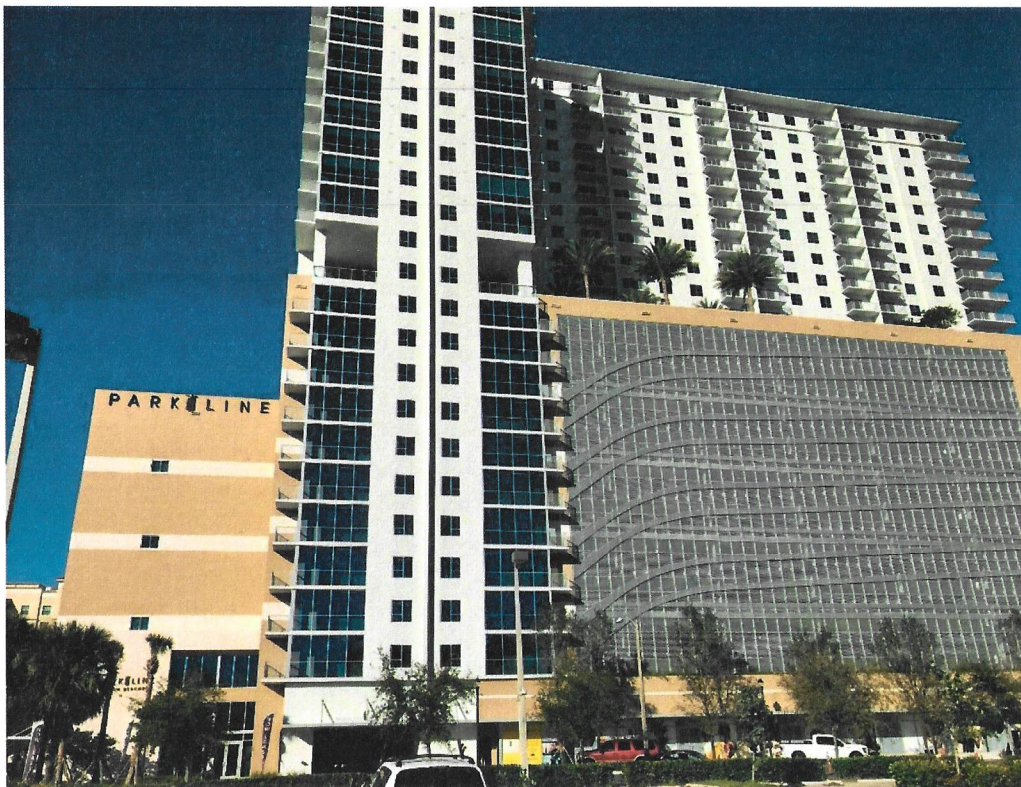
Fort Lauderdale Station (Below)



West Palm Beach Station (Below)



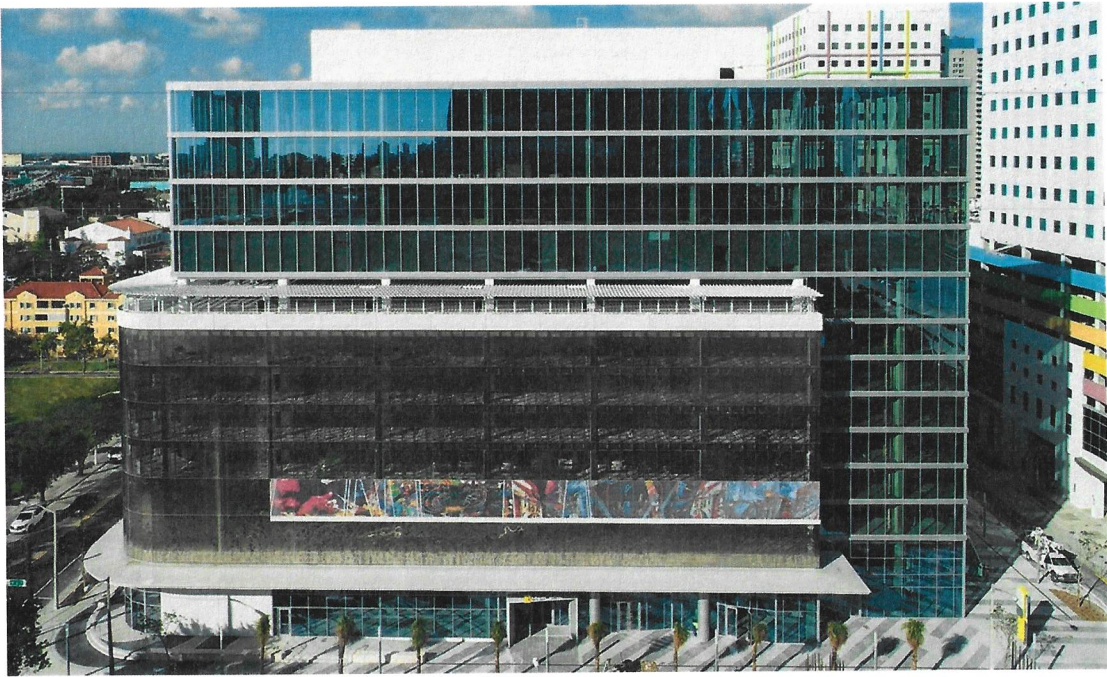
**West Palm Beach Parkline Towers (Residential and Parking Garage) – 290 unit rental apartment in Downtown West Palm Beach adjacent to the Brightline Train Station.**



**Two Miami Central (Office Building) – 190,000 sf of Class A Office Building located immediately above Miami Central Station.**



**Three Miami Central (Office, Retail and Parking Garage) – 95,000 sf of Class A Office space and 35,000 sf of ground floor retail.**



**Signature Restaurant and Food Hall at Miami Central (Retail, Food and Beverage) - Modern food hall that will include 20 different vendors and a 10,000 sf signature restaurant.**



Currently Under Development:

**Miami Parkline Towers (Residential and Parking Garage) –** Two residential apartment towers with 816 rental units. The towers sit above Brightline’s Miami Central Station.



5. Documentation demonstrating the respondent's financial capacity to acquire (to be determined) and develop the property and to obtain financing for large-scale real estate development projects.

Over the past ten years, Brightline and its parent company FECI, have successfully completed several million square feet of commercial and mixed used developments. Development of this scale would not be possible without the proven ability to secure financing for large scale development projects.

See chart below for a list of projects financed within the last ten years.

COMPANY NAME	PROJECT NAME AND LOCATION	PROJECT SIZE (In thousands of United States Dollars)	DEBT AMOUNT & SOURCE (In thousands of United States Dollars)	DATE OF FINANCIAL CLOSE	CONSTRUCTION START DATE
Brightline Trains LLC	Phase I – Rail Infrastructure Improvements, 3 Stations and Rolling Stock 67 Miles WPB-MIA	USD 968MM	USD 600MM – PAB -FDFC Surface Transportation Facility Revenue Bonds	Dec 2017	June 2014
AAF Holdings LLC	2 Miami Central and 3 Miami Central office buildings Miami, FL	USD 183MM	USD 103MM Wells Fargo NA	Sept 2016	June 2014
AAF Holdings LLC	Miami Parkline Towers Miami, FL	USD 340MM	USD 205MM Pac Life Insurance Company	March 2017	June 2014
AAF Holdings LLC	WPB Parkline Development West Palm Beach, FL	USD 123MM	USD 81MM Bank of America	August 2017	July 2016
FECI	South Florida Logistics Center  Miami, FL	USD 139.4 million	USD 121.2 million (85%, senior bank debt)	Dec 2012	Dec 2012

FECI	Countyline Corporate Park Phase I  Miami, FL	USD 239.8 million	USD 167.9 million (70%, senior bank debt)	Sept 2016	Nov 2016
FECI	Flagler Station Phase II  Miami, FL	USD 74.3 million	USD 56 million (75%, senior bank debt)	Dec 2012	Feb 2013
FECI	Flagler Station Phase III  Miami, FL	USD 129.2 million	USD 85.3 million (65%, senior bank debt)	June 2014	Nov 2014

6. List of references including contact names, addresses, telephone and facsimile numbers.

<b>Name</b>	<b>Position</b>	<b>Address</b>	<b>Telephone</b>	<b>Facsimile</b>
Paula Ryan	Commissioner, City of West Palm Beach	P.O. Box 3366 WPB, FL 33402	561-822-1390	(561) 822- 1399
Jack Seiler	Former Mayor of City of Fort Lauderdale	2850 N Andrews Avenue Fort Lauderdale, FL 33311	954-568-7000	954-568-2152
Carlos A. Gimenez	Mayor of Miami-Dade County	111 N.W. 1st Street, 29th Floor Miami, Florida 33128	305-375-5071	305-375-1880
Esteban L. Bovo, Jr.	Commissioner, Miami-Dade County	111 NW 1st Street, Suite 320 Miami, Florida 33128	305-820-8424	305-820-8430

## B. Preliminary Development Project Program

1. *Description of preliminary development program including proposed uses, intensity of uses, and general character of development.*

Our proposed development would include the following uses:

- Multimodal Transportation Hub – the development will include and or provide connections for the following modes of transportation: Train, Bus, Shuttle, Personal Vehicles, and Bicycles.
- Hotel – the ultimate number of rooms is not yet determined but the hotel will include a certain amount of event space.
- Retail – the retail program will include food and beverage uses to serve both the project and downtown Fort Pierce.
- Residential – exact number of units and unit mix has yet to be determined.

The intensity of uses are not yet determined but will be consistent with market demands.

The development will be carefully and elegantly master planned and designed to ensure that the project appropriately fits in with Fort Pierce's existing downtown.

2. *Description of types and numbers of structures, including anticipated dimensions and character of buildings.*

The development has not yet been master planned and through that master planning process it will be determined as to how many structures and the building dimensions. As stated above, the buildings and overall development will fit into the overall downtown of Fort Pierce.

3. *Description of anticipated pricing of real estate products and other indicators of character and quality of the proposed development program.*

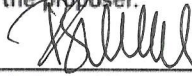
Although it is too early to list the pricing of the various products that we will develop, we can state that the pricing will be market driven and in line with market conditions. Providing products that consumers and tenants cannot afford would be very detrimental to the project.

4. *Description of special amenities or design features anticipated to be included in the development program.*

This project will be unique in that it is a true Transit Oriented Development (TOD). The combination of the variety of connections coming into and out of this location coupled with the variety of product mix (hotel, retail, residential) will set it apart from other projects.

Aside from the transportation amenity, this project will be designed to be very walkable and pedestrian friendly. Upon completion of a master plan and building design, we will be able to more appropriately and accurately speak to the project amenities.

C. *Additional Documentation Required by Fort Pierce*

<b>DELIVER TO:</b> City of Fort Pierce 100 North U.S. 1 Fort Pierce, FL 34950  <b>MAIL TO:</b> City of Fort Pierce Purchasing Division P.O. Box 1480 Fort Pierce, FL 34954-1480	<b>REQUEST FOR  QUALIFICATIONS  and  QUALIFICATIONS  ACKNOWLEDGMENT</b>
Contact: Purchasing Division, 772-467-3749	RFQ No: 2019-003
Pre-Qualification Conference Date: December 5, 2018 at 3:00 PM	RFQ Title: KING PLANT PROPERTY REDEVELOPMENT
Pre-Qualification Location: City Hall, Commission Chambers 100 North U.S. 1 Fort Pierce, FL 34950	RFQ Opening Location: City of Fort Pierce Purchasing Division 100 North U.S. 1, 1st Floor Ft. Pierce, Florida 34950
RFQ Due Date & Time: January 9, 2019 at 3:00 PM	If you need any reasonable accommodation for any type of disability in order to participate in this procurement, please contact this department as soon as possible.
Proposer Name: Virgin Trains USA LLC <hr/> Mailing Address: 161 NW 6th Street, Suite 900 <hr/> <hr/> <hr/>	I hereby certify that this proposal is made without prior understanding, agreement, or connection with any corporation, firm, or person submitting a bid for the same materials, supplies or equipment, and is in all respects fair and without collusion or fraud. I agree to abide by all conditions of this bid and certify that I am authorized to sign this proposal for the proposer.  X  Authorized Signature (Manual)
City, State, Zip Code: Miami, FL 33136	Typed or Printed Name: Patrick Goddard
Type of Entity (Circle One): <input checked="" type="radio"/> Corporation <input type="radio"/> Partnership <input type="radio"/> Proprietorship	Title: President
Incorporated in the State of: <u>DE</u> Year: <u>2018</u>	Delivery in <u>n/a</u> days, ARO
Phone Number: 305-521-4820	Payment Terms: Net 30 Days
Fax Number: n/a	FEIN or SS Number: 36-4893027
E-Mail Address: Patrick.Goddard@gobrightline.com	Local Business: <u>Y</u> <u>X</u> <u>N</u> MWBE: <u>Y</u> <u>X</u> <u>N</u>
Bid Security is attached, when required, in the amount of \$ <u>n/a</u> <b>F.O.B. DESTINATION</b>	If returning as a "No Bid" state reason:
<b>THIS PAGE MUST BE COMPLETED AND RETURNED WITH YOUR BID.</b>	

**DECLARATION OF INTEREST**

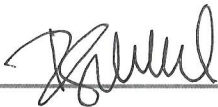
Each respondent shall execute a Declaration of Interest in substantially the following form:

The undersigned, as Respondent, declares that the only persons interested in this Statement of Qualifications submitted in response to this Request for Qualifications are named herein, that no other person or entity has any interest in this Statement of Qualifications or any Proposal which may arise out of the Statement, that this Statement of Qualifications is submitted without connection or arrangement with any other person and that this Statement of Qualifications is true and correct and is in every respect fair, in good faith, and without collusion or fraud.

The Respondent further declares that he/she/it has complied in every respect with all of the instructions to respondents, that he/she/it has read the Request for Qualifications and any addenda [which addenda shall be listed in the declaration] which may be issued and that he/she/it has satisfied himself/herself fully with regard to all matters and conditions with respect to the Proposal.

Virgin Trains USA LLC

\_\_\_\_\_  
Name of Firm, Individual or Corporation

_____ Signature	 Signature
President	
_____ (Title)	_____ (Title)

_____ Signature	_____ Signature
_____ (Title)	_____ (Title)


**DRUG-FREE WORK PLACE FORM**

The undersigned vendor in accordance with Florida Statute 287.087 hereby certified that  
Virgin Trains USA LLC does:

*(Name of Business)*

1. Publish a statement notifying employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the workplace and specifying the actions that will be taken against employees for violations of such prohibition.
2. Inform employees about the dangers of drug abuse in the workplace, the business policy of maintaining a drug-free workplace, any available drug counseling, rehabilitation, and employee assistance programs, and the penalties that may be imposed upon employees for drug abuse violations.
3. Give each employee engaged in providing the commodities or contractual services that are proposed a copy of the statement specified in subsection (1).
4. In the statement specified in subsection (1), notify the employees that, as a condition of working on the commodities or contractual services that are under bid, the employee will abide by the terms of the statement and will notify the employer of any conviction of, or plea of guilty or nolo contendere to, any violation of Chapter 893 or of any controlled substance law of the United States or any state, for a violation occurring in the workplace no later than five (5) days after such conviction.
5. Impose a sanction on, or require the satisfactory participation in a drug abuse assistance or rehabilitation program if such is available in the employees community, by any employee who is so convicted.
6. Make a good faith effort to continue to maintain a drug-free workplace through implementation of this section.

As the person authorized to sign the statement, I certify that this firm complies fully with the above requirements.

  
\_\_\_\_\_  
Proposer's Signature

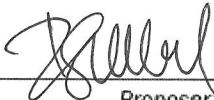
1/22/19  
\_\_\_\_\_  
Date

**CITY OF FORT PIERCE PROPOSER'S CHECKLIST**

This checklist is provided to assist each Proposer in the preparation of their proposal response. Included in this checklist are important requirements, which is the responsibility of each Proposer to submit with their response in order to make their response fully compliant. This checklist is only a guideline ~ it is the responsibility of each Proposer to read and comply with the Request for Qualifications in its entirety.

Check "Yes" or "No" to each of the following:	YES	NO
Is Request for Qualifications cover page (page 35) completed, signed and attached?	X	
Include proof of proper licensing as stated in qualification documents.	X	
Qualifications envelope is marked accordingly.	X	
Is Drug-Free Workplace form signed and enclosed (if applicable)?	X	
Is Declaration of Interest form signed and enclosed?	X	
Are eleven (11) complete qualifications packages included? (ten printed copies and 1 digital copy)	X	
Is each Addendum (when issued) signed and included?	X	

**PLEASE SIGN AND RETURN WITH QUALIFICATION**

  
 \_\_\_\_\_  
 Proposer's Signature  
 1/22/19  
 \_\_\_\_\_  
 Date



**January 4, 2019**



**CITY OF FORT PIERCE**

**FORMER H.D. KING SITE PLANT REDEVELOPMENT**

**RFQ-P NO. 2019-003**

**ADDENDUM NO. 1**

The purpose of this addendum is to change the bid due date from Wednesday, January 9, 2019 to:

**3:00 PM., WEDNESDAY, JANUARY 23, 2019**

All other conditions of this bid remain the same.

Please acknowledge receipt of this addendum and include it with your submittal.

Signature: \_\_\_\_\_  
Manual

Signature: Patrick Goddard  
Typed or Printed

Company Name: Virgin Trains USA LLC

Address: 161 NW 6<sup>th</sup> St, Suite 900  
Miami, FL 33136

Date: 1/22/2019

/gm

Business Tax Receipt / Occupational License

003785

**Local Business Tax Receipt**  
Miami-Dade County, State of Florida  
-THIS IS NOT A BILL - DO NOT PAY



7236075

**BUSINESS NAME/LOCATION**  
BRIGHTLINE OPERATIONS  
161 NW 6TH ST 900  
MIAMI FL 33136

**RECEIPT NO.**  
**RENEWAL**  
**7522061**

**EXPIRES**  
**SEPTEMBER 30, 2019**

Must be displayed at place of business  
Pursuant to County Code  
Chapter 8A - Art. 9 & 10

**OWNER**  
ALL ABOARD FLORIDA - OPERATIONS LLC  
C/O DAVID C HOWARD

**SEC. TYPE OF BUSINESS**  
213 SERVICE BUSINESS

**PAYMENT RECEIVED**  
**BY TAX COLLECTOR**  
\$45.00 08/21/2018  
FPPU04-18-017942

Employee(s) 2

This Local Business Tax Receipt only confirms payment of the Local Business Tax. The Receipt is not a license, permit, or a certification of the holder's qualifications, to do business. Holder must comply with any governmental or nongovernmental regulatory laws and requirements which apply to the business.

The RECEIPT NO. above must be displayed on all commercial vehicles - Miami-Dade Code Sec 8a-276.

For more information, visit [www.miamidade.gov/taxcollector](http://www.miamidade.gov/taxcollector)