REQUEST FOR PROPOSAL FOR PURCHASE AND DEVELOPMENT OF CITY OF GAINESVILLE, GEORGIA - OWNED PROPERTY

LOCATED AT THE NORTHWEST CORNER OF THE MAIN STREET AND JESSE JEWELL PARKWAY INTERSECTION IN LAND LOT 154, OF THE 9TH DISTRICT, CITY OF GAINESVILLE, HALL COUNTY, GEORGIA

RFP NO. 17022

RFP DATE: JANUARY 25, 2017

ISSUED BY: CITY OF GAINESVILLE, GEORGIA

300 HENRY WARD WAY, SUITE 303

P.O. BOX 2496

GAINESVILLE, GEORGIA 30501
# TABLE OF CONTENTS

SECTION 1  GENERAL INFORMATION, BACKGROUND AND INSTRUCTIONS .......... 1

- General .................................................................................................................. 1
- City of Gainesville Organizational Structure ..................................................... 1
- Procurement Objective ....................................................................................... 3
- Potential Public Incentives Available (But Not Guaranteed) for This Property ...... 5
- Property Description ........................................................................................ 5
- Information and Inquiries ................................................................................ 5
- Reference Information Documents .................................................................... 6
- Overview of Proposal Selection Process & Schedule ........................................ 7
- Proposal Submissions and Clarifications; Open Government Laws .................. 8
- Independent Price/Cost Determination ............................................................... 9
- Adjacent Property ............................................................................................. 10
- Selection Process .............................................................................................. 10
- Earnest Money Deposit/Option Price .................................................................. 11
- Reservation of Rights ....................................................................................... 11

SECTION 2  PROPOSAL SCOPE OF PROJECT .................................................. 12

- Site Development Goals for the Property ......................................................... 12
- Scope of Project ................................................................................................. 13

SECTION 3  INFORMATION REQUIRED FROM ALL PROPOSERS ............. 14

- Format .................................................................................................................. 14
- References .......................................................................................................... 16

SECTION 4  ADDITIONAL ADMINISTRATIVE DETAILS ............................ 17

- General Administrative Matters ....................................................................... 17
- Terms and Conditions ........................................................................................ 17

EXHIBITS
- A. Legal Description
- B. Reference Information Documents
- C. Term Sheet for Purchase & Sale Agreement
- D. Proposal Letter
SECTION 1

GENERAL INFORMATION, BACKGROUND AND INSTRUCTIONS

General

The opportunity presented in this Request for Proposal ("RFP") is generally described in the Scope of Services, and proposals must be submitted in accordance with the specifications in this RFP. Any proposal that does not conform fully to these instructions may be rejected, at the sole discretion of the City of Gainesville ("City").

City of Gainesville Organizational Structure

The City of Gainesville is issuing this RFP as part of its implementation of the Downtown Strategic Plan, as briefly summarized herein. The City is seeking responses from qualified firms/teams ("Proposers") for proposals concerning the purchase and development of the Property identified in the "Procurement Objective" below.

In 2015, the City of Gainesville initiated a strategic planning process for its central core which is comprised of Downtown and a 250-acre area south of Downtown known locally as “Midtown Gainesville”. The purpose of this initiative was to set a vision to guide growth and to develop strategies for new economic development on vacant tracts and redevelopment of existing, underutilized buildings. The vision for Downtown and strategies for achieving it are illustrated in the 2015 Downtown Gainesville Renaissance Strategic Vision & Plan (Downtown Strategic Plan). A very deliberate, intentional approach was taken to involve new community voices representing a wide array of interests, experience, and backgrounds in order to foster community “ownership” of the final plan and so as to ensure its viability beyond leadership changes. Support and interest in implementation has been overwhelmingly positive.

Through this strategic planning process, the City learned it has a young population when compared to the State as a whole, with an average age of 28.5 years. Comprising more than one-third of Gainesville’s total population, Millennials make up the City’s largest age group. Millennials, more than any age group, prefer walkable, downtown living with “everything in walking distance” with access to food, shopping, and entertainment options. Similarly, Baby Boomers/Empty Nesters who account for about 17 percent of Gainesville’s population share a desire to live in urban downtowns. Taking into account the age of the population and its preferred quality of life molded the Downtown Strategic Plan and resulted in creative, mixed-development concepts which embrace what the community most values – and that is, the historic character and sense of place. For Downtown Gainesville to reach its potential, the area needs more people living in it. National trends indicate a growing preference for urban living, and Gainesville locals repeatedly expressed the desire for downtown living. With its proximity to Brenau University as well as Lake Lanier’s reputation among retirees, Downtown Gainesville is uniquely suited to encourage downtown living. City-owned vacant lots along Main Street and Jesse Jewell Parkway at the south end of Downtown (i.e. “The Property”) represent a great opportunity for an urban, mixed-use infill development.
development which builds upon the character of Gainesville’s downtown, its historic Square, and streetscape.

All new development in the City of Gainesville must conform to the City’s overall architectural and site development guidelines, as laid out in Article 9-9 of the City’s Unified Land Development Code (ULDC), which was updated in June 2016. These provisions are largely targeted at the provision and implementation of architecture that is consistent with that which is in place in Downtown Gainesville. These code provisions can be found online at: https://www.gainesville.org/fullpanel/uploads/files/city-of-gainesville-adopted-unified-land-development-code-last-revised-2016-06-21.compressed.pdf.

The City reserves the right to award the right to purchase and redevelop/develop all or a portion of the Property (as defined hereinafter) to one Proposer, or to the extent practicable, to award the right to purchase and redevelop/develop distinct portions of the Property to separate Proposers. Individual firms and teams responding to this RFP must demonstrate the capability and resources to consummate the financial closing on, as well as the timely redevelopment/development of the Property (or portions thereof) awarded to them.
Procurement Objective

The City of Gainesville is seeking high quality proposals for the purchase and development of four City-owned parcels of land roughly bounded by Main Street, Jesse Jewell Parkway, Broad Street and West Academy Street in the red outline shown below. While not preferable, Maple Street which traverses the property may be included in this sale, and represents an opportunity for abandonment and inclusion in this sale or the potential use of air rights one floor above the street. These four parcels are heretofore referred to in this RFP as the "Property".

Two adjacent parcels, outlined in blue, are not part of this RFP process, but represent potential expansions for development, should a bidder so wish to pursue these properties. One is owned by the City of Gainesville and is home to the Engine 209 train and park. Discussions regarding the prices for these parcels and/or costs of relocating the historic train on the site must be negotiated. The other parcel, which is vacant of buildings, is privately owned and would require the proposer to work with that private owner.

It is anticipated that any development or redevelopment activity taking place on this Property will be consistent with the City of Gainesville’s Unified Land Development Code.

Goals for the Property

- Increase residential density, vitality, and diversity of Downtown Gainesville;
- Increase retail/commercial units along the streetscape; and
- Maximize the financial return to the City for the sale of the Property.

Our vision for the Project

- A project that is residentially-focused, providing market-rate rental apartments that can appeal to those currently living and/or working in the City of Gainesville, and one that provides commercial space fronting along Main Street and Jesse Jewell Parkway;
- A project with a design that is consistent with and enhances this revitalizing area of Downtown;
- A pedestrian-friendly project that relates well to the street, adjacent properties, and other public improvements;
- A project that will help encourage and precipitate revitalization of the area and positively impact surrounding properties and Downtown overall;
- Provision of some on-street parking to extend the character of the Downtown area to Jesse Jewell Parkway and to provide “teaser parking” for retail uses provided along Main Street;
A development plan that is more urban in character and greatly limits surface parking off of the street and screened from view from Main Street and Jesse Jewell Parkway (or which is incorporated as podium or structured parking), and instead takes advantage of the underutilized parking deck owned by the City on Main Street; and

- A project that will include a number of environmentally sensitive design features.

Parking can be achieved through a combination of on-site parking, street parking, and parking in a City-owned parking structure. The City of Gainesville owns the parking deck on Main Street (shown in blue on the map at left) across the street from the Property that is currently underutilized and represents an opportunity to house some of the parking needs of this potential redevelopment. Today the parking deck, which contains 419 spaces and is free to the public, is estimated to be only 25% utilized, largely in the daytime. In addition, the City has the ability to add levels of parking to the top of the parking structure.

Proposals must include a proposed parking plan that incorporates into the project design a combination of on-site parking, street parking, and/or the use of up to 130 dedicated spaces in the City’s parking deck located on Main Street.

The City is prepared to participate in the completion of an expansion of its parking deck of which the 130 dedicated spaces could be a part, and the City is open to the idea of an above-street walkway connecting the deck to the Property. However, the parking deck expansion will not commence until construction reaches a percentage of completion as identified in the project development agreement which will also specify the final, approved parking plan. Please note the amount of parking provided for the project must adhere to the standards outlined in Article 9-17 of the City’s Unified Land Development Code. While existing parking cannot be designated for use only by residents and patrons of the Property, these spaces can be utilized free of charge by residents and patrons.

The City obtained a market analysis for the property from Noell Consulting Group, an Atlanta-based real estate services firm, which identified the opportunity to develop approximately 200 rental apartments on the property, ranging from one-bedroom to two-bedroom units, and achieving rents of approximately $1.16/SF (2015 dollars).
In addition, Noell Consulting Group identified an opportunity to develop approximately 10,000 SF of retail space along Main Street with potential for additional retail space along Jesse Jewell Parkway. This 10,000 SF space could accommodate dining, entertainment uses, or retail shops.

**Potential Public Incentives Available (But Not Guaranteed) for This Property** – The Property is located within the Midtown Tax Allocation District (TAD or tax increment finance district) and is designated as an Opportunity Zone by the State of Georgia.

**Property Description**

The Property is comprised of four adjacent parcels totaling approximately 1.94 (+/-) acres with frontage located along Jesse Jewell Parkway and Main Street. A legal description is attached hereto as Exhibit A.

Currently this Property is zoned Central Business (C-B) and General Business (G-B). The proposed project design should be reflective of the Downtown Strategic Plan, with massing and density consistent with zoning, architectural design guidelines in the ULDC, and other developments in the immediate area.

**Information and Inquiries**

Prospective proposers are strongly encouraged to attend a pre-submittal meeting and site tour that will be held at **2:00 p.m. on Wednesday, February 8, 2017** in the Roosevelt Room on the 3rd floor of the City Administration Building, 300 Henry Ward Way, Gainesville, Georgia. Requests for information must be made in writing, and unwritten questions and any verbal responses and/or comments will not be binding. All inquiries must be received by the City by **2:00 p.m., on Monday, February 13, 2017**.

Should any prospective Proposer be in doubt as to the true meaning of any portion of this RFP, or should the prospective Proposer find any ambiguity, inconsistency, or omission herein, such person or entity shall make a written request for an official interpretation or correction. All questions concerning the solicitation and specifications shall be submitted in writing via e-mail or fax to the City representative named below. You are encouraged to submit your questions via email.

The City's staff will make such interpretations or corrections, as well as provide any supplemental or amendatory RFP provisions which the City may decide to include, but only as a RFP addendum or as officially published responses available to all potential Proposers as provided in this RFP. Staff will mail or deliver (including electronic delivery or web posting) addenda to each prospective Proposer recorded as having received a copy of the RFP. Any addendum issued by the City shall become a part of the RFP. Proposers should consider issued addenda in preparing his or her proposal.

The City will provide all written questions and responses to interested Proposers by **5:00 p.m. on Thursday, February 16, 2017**, via electronic delivery or web posting.
Inquiries regarding this RFP should be directed by email, writing or fax to:

**Mrs. Jessica Tullar, Special Projects Manager**  
Fax: (770) 297-7826  
Email: jtullar@gainesville.org

Proposers must strictly limit their contact to this person when seeking information on matters related to the Property transaction or the selection process. Written questions or comments are the only permitted method of communication, and City responses will be disclosed to all Proposers by posting same on the City website, unless they are clearly of a proprietary nature (as determined by City). Improper contact may result in disqualification from this procurement process and all subsequent phases of the Project. See also Terms and Conditions.

**Reference Information Documents**

Numerous planning and other analyses have been performed with respect to the Downtown Strategic Plan and Project Market Study, and are available for review upon request. Certain of these documents are referenced in Exhibit B (Reference Information Documents) attached hereto. Proposers are advised to read and be familiar with each of these documents prior to submitting a Proposal responsive to this RFP.

In addition to the above, the City of Gainesville ordinance requirements for planning, zoning, building, and parking can be accessed via the website located at: [http://www.gainesville.org/codes-1](http://www.gainesville.org/codes-1) or requested from the City's Community Development Department located at 311 Henry Ward Way, Gainesville, GA, whose general number is (770) 531-6570.

A supplemental packet of Reference Information Documents (sometimes referred to as the "RID") regarding the Property is available from the City, and includes the documents and material set forth in Exhibit B attached hereto.

The RID packet will be made available to requesting potential Proposers by the City by operation of a limited access web site or file sharing location. Link will be provided upon request and will be shared at the pre-proposal meeting.

**The City does not warrant or guarantee the accuracy of the Reference Information Documents provided under or otherwise described in this RFP.** Rather, it is providing the related documents and information for background purposes only and not for any other purpose. Potential Proposers are not relieved of their responsibility – and are encouraged – to make personal investigations of the Property and all such Reference Information Documents, and shall determine to its own satisfaction the conditions to be encountered, the nature of the ground, the difficulties involved, and all other factors affecting the propriety of purchasing the Property, planning, designing and financing its development or redevelopment, as the case may be, and undertaking any other development or redevelopment activities contemplated by this RFP or incidental to any other private development activity. In addition, the City cannot and will not guarantee the timing or completion of all or any portion of current public infrastructure projects underway or planned. Potential Proposers will assume all risk associated with the ownership of the Property, as and to the extent such is transferred to one or more of them as contemplated in this RFP. As and to the extent awarded, and contingent on execution of, and subject to the terms and conditions of,
definitive documents and the related conveyance of title or interests therein to the winning Proposer, the Property will be conveyed "As is, where is" with all faults, latent or patent, and without warranty, express or implied.

**Overview of Proposal Selection Process**

The City intends at this time to use the following process for awarding the Property (or interests therein) to one or more Proposer(s). The first step will consist of an evaluation of all Statements of Qualifications (“SOQs”) (setting forth the Proposer's experience with similar projects and catalytic undertakings) and selection of a short list of Proposers for interviews. For purposes of clarification, the SOQ forms an integral part of the RFP, and the SOQs will be evaluated and scored prior to the evaluation of any other components of the Proposals. The second step will consist of an extensive interview of the most qualified Proposers with the designated interview panel consisting of City staff and others. The Proposer(s) selected for interviews will submit a proposal and make a short presentation to the interview panel outlining the Proposers' approach to the development of similar projects, as well as other relevant experience. Negotiations on pricing and scope allocation may then be conducted with one or more Proposers at the City’s discretion.

The City reserves the right to award the Property to the Proposer or team of Proposers whom it deems the most responsible and most likely to develop the Property in a manner which is in the best overall interest of the advancement and attainment of the public policy and other objectives of the Downtown Strategic Plan, and not necessarily to the Proposer or team of Proposers offering to pay the highest price for the Property. The City further reserves the right to modify the procurement process in a manner that serves the interests of the City, including but not limited to: extending submission dates; extending timeline for selection, re-sequencing, deleting, or adding steps in the process; rejecting all SOQs; or re-advertising. Under no circumstances shall the City be liable for any cost or expense incurred by any Proposer or member of a Proposer team in connection with the procurement process.

**Proposed RFP and Evaluation Schedule**

<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>RFP Issued</td>
<td>Monday, 1/25/2017</td>
</tr>
<tr>
<td>Pre-Proposal Meeting &amp; Site Tour <em>(attendance strongly encouraged) at 2:00 P.M.</em></td>
<td>Wednesday, 2/8/2017</td>
</tr>
<tr>
<td>Deadline for Submittal of Questions by Potential Proposers <em>(by 2:00 P.M.)</em></td>
<td>Monday, 2/13/2017</td>
</tr>
<tr>
<td>City’s Response to Inquiries Publication Date</td>
<td>Thursday, 2/16/2017</td>
</tr>
<tr>
<td><strong>RFP Proposals &amp; Separate Sealed Acquisition Price Proposal Due Date (by 4:30 P.M. EST)</strong></td>
<td>Friday, 3/10/2017</td>
</tr>
<tr>
<td>RFP Interviews by Evaluation Committee, week of</td>
<td>March 27-31, 2017</td>
</tr>
</tbody>
</table>

The above schedule is subject to change at the absolute and unfettered discretion of The City.
Proposal Submissions and Clarifications; Open Government Laws

Proposals must be submitted in the proposal format required. Sealed Proposals with their separately sealed “Acquisition Price Proposal” will be received by the City, located at 311 Henry Ward Way, Gainesville, GA 30501 by 4:30 p.m. on Friday, March 10, 2017. Each Proposal must be enclosed in a sealed envelope, endorsed across one end as follows: [RFP NO. 17022].

One (1) original and six (6) copies of the Proposal and an electronic version of the Proposal in Adobe Acrobat format shall be submitted, with the Acquisition Price Proposal submitted separately in a sealed and marked envelope. The information included therein should be as concise as possible. To be considered, each Proposer must submit a complete response to this RFP using the format found in Section 3 of this RFP. No other distribution of the Proposals is to be made by the submitting Proposer. Each Proposal must be signed by an official authorized to bind the Proposer to its Proposal provisions.

Sealed Proposals and the associated separate sealed Acquisition Price Proposal must arrive no later than Friday, March 10, 2017 at 4:30 p.m. EST. Proposals received after the deadline will be deemed unacceptable for further consideration. Regardless of the delivery method the Proposer is responsible for the actual delivery of the Proposals to the City’s office as of the deadline. Each Proposer must agree to honor their Proposal for a period of one hundred twenty (120) days from the Proposal due date. All Proposals become the property of the City after the deadline whether awarded or rejected.

All Proposers should obtain and thoroughly familiarize themselves with the Georgia Open Records Act (O.C.G.A. § 50-18-70, et seq.) and the Georgia Open Meetings Act (O.C.G.A. § 50-14-1, et seq.) (collectively, the "Open Government Laws") applicable to the issues of confidentiality and public information. The City will not advise a Proposer as to the nature or content of documents entitled to protection from disclosure under the Open Government Laws, as to whether or to what extent documents submitted with their Proposal are or may be exempt from the Open Government Laws, as to the interpretation of such laws, or as to the definition of "proprietary." Each Proposer shall be solely responsible for determining the application and requirements of Open Government Laws. All written correspondence, exhibits, photographs, reports, printed material, tapes, electronic discs, and other graphic and visual aids submitted to the City during this procurement process are the property of the City, may not be returned to the submitting parties, and are subject to the Open Government Laws.

Georgia law also recognizes a protection from public disclosure for information which is determined to be a "trade secret." Each Proposer shall be responsible for clearly identifying and labeling any document contained in its Proposal Plan as "Proprietary" or "Trade Secret" that the Proposer has reasonably determined meets the definition of "proprietary" under Section 32-2-80(a)(4) of the Official Code of Georgia Annotated (the “Code”), a "trade secret" under Article 27 of Chapter 1 of Title 10 of the Code, or which is otherwise exempt from disclosure under Section 50-18-72 of the Code or any other applicable law. In addition, and as it relates to "trade secrets," any Proposer submitting and wishing to keep records containing trade secrets confidential shall submit and attach to all such records an affidavit affirmatively declaring that specific information in the records constitute trade secrets pursuant to Article 27 of Chapter 1 of Title 10 of the Code. Proposers are advised that the designation of "proprietary" or "trade secret" with
respect to any documents or other information submitted shall not be binding on the City or
determinative of any issue relating to confidentiality. Further, blanket "proprietary" or "trade
secret" designations by a Proposer shall be considered non-responsive. In no event shall the City
or any of its agents, representatives, consultants, directors, officers or employees be liable to a
Proposer or Proposer team member for the disclosure of all or a portion of a Proposal response
submitted under this RFQ.

If the City receives a request for public disclosure of all or any portion of the materials identified
as confidential (that is, materials which are propriety or include an asserted trade secret) in a
Proposal, the City will endeavor to notify the applicable Proposer of the request; but in all cases,
the City will follow the requirements placed upon it under the Open Government Laws. The
Proposer may seek, at its own cost and expense, a protective order, injunction or other appropriate
remedy. If the City determines in good faith that the materials identified as "proprietary" or as a
"trade secret" are not exempt from the Open Government Laws, unless otherwise ordered by a
court of competent jurisdiction, the City will release the requested information. By submitting
documents to the City, each Proposer agrees and affirms that the City shall have the unqualified
right to make the final determination regarding whether the requested information is to be
disclosed or withheld."

It should be noted that, other than private financial information and the Acquisition Price Proposal,
submission contents will not be deemed proprietary information or trade secret protected.

The City accepts no financial responsibility for costs incurred by any Proposer in responding to
this RFP. By responding to this RFP the Proposer agrees to hold the City harmless in connection
with the release of any information contained in its Proposal.

**Independent Price/Cost Determination**

1. By submission of a Proposal, the submitter certifies in connection with its Proposal:

   (a) It has arrived at the proposed purchase price (the "Acquisition Price Proposal") and
       projected costs to be borne by it in connection with the development or
       redevelopment activities described in the Proposal independently, without
       consultation, communication, or agreement for the purpose of restricting
       competition as to any matter relating to such fees with any other Proposer or with
       any competitor;

   (b) Unless otherwise required by law, the costs which have been quoted in the Proposal
       have not been knowingly disclosed by the submitter and will not knowingly be
       disclosed by the submitter prior to Award directly or indirectly to any other
       prospective Proposer or to any competitor; and

   (c) No attempt has been made or shall be made by the Proposer to induce any other
       person or firm to submit or not submit a Proposal for the purpose of restricting
       competition.

2. Each person signing the Proposal certifies that he/she is the person in the Proposer's
   organization responsible within that organization for the decision as to the Acquisition
Price Proposal being offered in the Proposal and has not participated (and will not participate) in any action contrary to 1(a)-(c) above.

3. A Proposal will not be considered for Award if it includes any statements or assumptions, or if the Acquisition Price Proposal is dependent upon such altered statements or assumptions, which serve to defeat, delete, amend or otherwise modify the certifications required to be made by the Proposer in 1(a) or 1(c) above. If certification 1(b) has been modified or deleted, the Proposal will not be considered for Award unless the Proposer furnishes with the Proposal a signed statement, which sets forth in detail the circumstances of the disclosure, and the City determines, in its sole discretion, that such disclosure was not made for the purpose of restricting competition.

Adjacent Property

Any Proposal that states or suggests that it will include adjacent property must verify the Proposer’s ownership of said property, or the commitment of adjacent property owners with a signed option to purchase from that property owner or other reasonably acceptable evidence or ownership or control thereof upon submission of the RFP response. Evidence of adjacent property control shall not count against the page limitation for Proposals as otherwise indicated in this RFP.

Selection Process

The Selection Committee for this RFP, at a minimum, will consist of representatives of the City. The City reserves the right to include non-staff as members of the Selection Committee.

The Selection Committee will initially evaluate responses to the RFP to decide which Proposer(s), if any, they will interview. For the initial evaluation, the Selection Committee will not consider Acquisition Price Proposals. For this reason, the Acquisition Price Proposal must be separately submitted in a sealed and marked envelope. Before the interview(s), the Acquisition Price Proposal(s) of the Proposer(s) selected for interview will be opened and reviewed.

The Selection Committee then may schedule the interviews with the selected Proposers. The selected Proposer(s) will be given the opportunity to discuss in more detail their qualifications, past experience, proposed development plan and Acquisition Price Proposal during the interview process. The interview shall consist of a presentation of approximately thirty (30) minutes by the Proposer, including the person who will be the project manager on this Contract, followed by approximately thirty (30) minutes of questions and answers. Audiovisual aids may be used during the oral interviews. Following the presentation, the Selection Committee may request additional financial or project information.

Interviewed Proposers will be re-evaluated after the interview and ranked. The highest-ranked qualified Proposer(s), will be recommended by the Selection Committee to the City’s Mayor and City Council for the award of the sale of the Property (the "Award"), contingent upon negotiation, execution and delivery of definitive agreements related to the purchase, sale and proposed development/redevelopment of the Property deemed satisfactory to the City, in its sole discretion.
After the Award, the City will proceed with negotiations of a mutually acceptable Purchase and Sale Agreement and/or Option Agreement, on the terms and conditions that are expected to be substantially similar to those set forth in Exhibit C – Term Sheet (attached hereto), with the highest ranked Proposer(s). Notwithstanding the foregoing, the final terms and conditions relating to the acquisition and sale of the Property may be subject to financing, development commencement, title or other conditions or contingencies, as reasonably determined by the City. The Purchase and Sale Agreement and/or Option Agreement, as the case may be, will not contain any assurances of any rezoning or site plan approvals necessary to complete the proposed project. The City will provide for a reasonable time in which to obtain such approvals before closing. The Selected Proposer must secure and pay for all plan review fees necessary for the prosecution of its proposal. If a Purchase and Sale Agreement and/or Option Agreement is not successfully negotiated, executed and delivered by the City and the highest ranked Proposer(s), the City, at its sole option, may choose to initiate negotiations with any other qualified Proposer, or reopen the entire process. The City reserves the right to not consider any Proposal that it determines to be unresponsive and/or deficient in any of the information requested for evaluation. A Proposal with all the requested information does not guarantee the proposing firm or person to be a candidate for an interview. The Selection Committee may contact references to verify material submitted by the Proposers.

**Earnest Money Deposit/Option Price**

As a good-faith commitment to proceed, a **Ten Thousand Dollar ($10,000)** nonrefundable earnest money deposit or option price, as applicable, will be required upon the execution of a Purchase and Sale Agreement and/or Option Agreement with the City. The non-refundable deposit or option price, while non-refundable, will be applied to the purchase price upon closing on the sale of the Property.

**Reservation of Rights**

The City expressly reserves the right to accept any Proposal, to reject any or all Proposals, to waive irregularities and/or informalities in any Proposal, and to make the Award in any manner which it believes to be in its best interest.
SECTION 2

PROPOSAL SCOPE OF PROJECT

Site Development Goals for the Property

The City wishes to advance a number of important goals of the Downtown Strategic Plan in the sale, development, and use of the Property. The required elements for any Proposal should include:

1. An innovative development which builds upon Downtown Gainesville’s character, contributes to the sense of place, and serves as a model for future (re)development in Gainesville’s downtown.

2. A market-rate rental apartment community with ground floor retail (office okay on 2nd floor but we want retail on ground floor).

3. Plans for incorporating and/or treating Maple Street, which traverses the site.

4. A proposed parking plan that incorporates into the project design a combination of on-site parking, street parking, and/or the use of up to 130 dedicated spaces in the City’s parking deck located on Main Street. The City is prepared to participate in the completion of an expansion of its parking deck of which the 130 dedicated spaces could be a part, and the City is open to the idea of an above-street walkway connecting the deck to the Property. However, the parking deck expansion will not commence until construction reaches a percentage of completion as identified in the project development agreement which also will specify the final, approved parking plan. Please note the amount of parking provided for the project must adhere to the standards outlined in Article 9-17 of the City’s Unified Land Development Code.

5. On-site surface parking and/or on-site podium parking structure must be incorporated into the building and site design such that it is not visible from Main Street or Jesse Jewell Parkway.

6. Project design and architecture consistent with the City’s architectural guidelines (Article 9-9 in the Unified Land Development Code), which emphasizes architectural and development pattern/scale consistency with adjacent/nearby properties.

7. Pedestrian-friendly design of all street frontages in keeping with Main-Bradford-Washington Streets encompassing the Square. The City recognizes the scale and character of Jesse Jewell Parkway is different than that of the area around the Square and, thus, frontage along this corridor should be consistent with that of public investments on adjacent properties along that corridor.

8. A maximal financial return to the City for the sale of the Property, as well as the future property and sales taxes generated by the development of the Property.
9. A project design and use of the site to help activate the area and contribute to Downtown’s residential and mixed-use trend.

10. The use of quality materials and finishings in the construction.

11. Commitment to job creation and local hiring where applicable.

12. Maximized connectivity to adjacent developments/uses.

Scope of Project

1. The Proposal must include a detailed plan for development, including but not limited to an impact study of the development of this site on surrounding property and a detailed work plan listing all elements necessary to accomplish redevelopment of the site. The work plan shall include a time line schedule depicting the sequence and duration of plan components showing how the work will be organized and executed. Any additional project elements suggested by the Proposer are to be included in the work plan and identified as Proposer suggested elements. Also include in the work plan proposed steps, if any, to expedite completion of the individual components within the project. This will be given due consideration during evaluation of proposals.

2. The Proposal must include a statement that the Proposer agrees to defend, indemnify and hold harmless the City, its officers, employees and agents from and against all claims, lawsuits, losses and expenses including attorney’s fees arising out of or resulting from the performance of this Award.

3. The Proposal must include the time period by which the proposed project will be initiated and completed. Failure to perform, initiate, and complete project components within an acceptable time period will trigger the City’s ability to reclaim title on the property or exercise other remedies as will be provided in the Purchase and Sale Agreement or Option Agreement, as the case may be.

4. The Proposal must indicate how the Proposer will address the project development goals established for the Property.

5. The Proposer must commit to providing a quarterly report of progress being made, key timeline dates, and estimated completion of the project.
SECTION 3

INFORMATION REQUIRED FROM ALL PROPOSERS

Format

Proposals should be submitted using the following format:

Section 1: Proposal Letter (format attached – Exhibit D)

Section 2: Project Description: This section should provide a narrative summary description of the proposed project. Proposed uses, number and type of residential units, square footage of commercial offered, parking provisions (on-site and use of the City deck), circulation, concept and building design objectives shall be addressed.

Section 3: Planned off-site requirements and planned improvements, including targeted parking needs in the City deck, potential need for expansion and means by which the City may be compensated for this expansion, potential development of over-street pedestrian connections, etc.

Section 4: Target Population: This section should describe the targeted residents of the units as well as estimated numbers, kinds of tenants for the commercial elements of the building, and anticipated rental rates.

Section 5: Plans: This section should provide a schematic plan including site plan data and schematic floor plans for each level, plus elevations. Plans shall be no larger than 11 inches x 17 inches in size.

Section 6: Project Schedule: This section should include a project completion schedule including start and completion dates and other key dates as identified for action. Proposal must include the time period by which this project will be initiated and completed.

Section 7: Construction Team: This section should identify the professionals who will provide the following components of the project: design team, construction oversight, and construction. Include the name of executive and professional personnel by skill and qualification that will be employed in the work. Identify where these personnel will be physically located during the time they are engaged in the work. Indicate which of these individuals you consider key to the successful completion of the project. Identify individuals who will do the work on this project by name and title, and what percentage of the work you expect these individuals to perform. Resumes or qualifications of proposed project personnel must be submitted as an appendix. Provide an estimate of the number of total jobs to be created and the average wage rate associated with said construction and permanent positions.
Section 8: Overview of the Organization and its services – This section should give a summary of the Proposer's history, including years in business, locations, size, growth, services and financial ability. Include information regarding any pending or recent lawsuits against the organization, its officers or employees. If the proposal is submitted by a lead organization on behalf of several partners, provide similar information for each partner.

Section 9: Professional Qualifications: This section should include the full name and address of your organization and, if applicable, the branch office or other subordinate element that will perform, or assist in performing, the work hereunder. Indicate whether it operates as an individual, partnership, limited liability company or corporation. This information shall be provided for all organizations participating in the development of the Property. If the Proposal is submitted by a lead organization on behalf of several partners/members, list all key partners/members and their respective roles in the proposal. Identify the technical expertise, which make the organization(s) qualified for this work.

Section 10: Prior Experience with Urban Infill Projects: This section should provide a description of other infill downtown projects completed, including those with mixed-use and residential components. Include names, title and phone numbers of contact persons from units of government where these projects are located. Include supporting documents to demonstrate capacity.

Section 11: Financial Capacity: This section should provide a description of the financial capacity of the Proposer, including appropriate documentation and banking references. If available, provide 3 years of audited or certified financial statements.

Section 12: Project Financing: This section should include a development budget and a ten-year pro forma (operating budget) analysis and other financial information for the project. Include the anticipated time schedule to assemble needed financial commitments, types of financing expected and letters of interest from banks or other sources. Financial partnerships (e.g., public/private; nonprofit/profit) must be identified.

Section 13: Acquisition Price Proposal (must be separately submitted in sealed and marked envelope): This section should include the amount offered for purchase of the Property, in whole or in part; and, any purchase contingencies proposed. Any financial contingencies must also be identified.

Proposals shall not exceed twenty (20) double-sided pages in length, including maps and plans. Each section of the Proposal must be clearly identified with the appropriate headings. Up to ten (10) additional pages of financial information and/or personnel resumes may be attached as appendices. To be considered responsive to this RFP, a prospective Proposer must provide all of the information requested. The specifications within the RFP represent the minimum performance necessary for a response.
References

Each Proposer shall submit a list of at least four (4) references for recent projects. At least one reference from a governmental or other public corporation is recommended, but not required. Each reference must include a point of contact (POC), an email address, and a telephone number where the POC can be contacted. The reference list shall also include the dates when these projects were constructed and any special provisions or participation by the governmental or other public corporation, whether as a direct contribution or as indirect support.

Each Proposer shall also submit at least two (2) financial references from banks or other financial institutions attesting to the Proposer's financial capacity and the ability to finance a project as proposed.
SECTION 4

ADDITIONAL ADMINISTRATIVE DETAILS

General Administrative Matters

1. The final Award of the right to enter into one or more Purchase and Sale Agreements or Option Agreements contemplated under this RFP is contingent upon approval by the Mayor and City Council.

2. The City encourages all Proposers to employ a workforce reflective of the region's diversity. All Proposers shall adhere to all non-discrimination requirements as set forth in Federal and State laws and regulations and City code provisions.

3. Non-Discrimination: Proposers shall not create barriers to open and fair opportunities for persons to participate in the City contracts and to obtain or compete for contracts and subcontracts as sources of supplies, equipment, construction and services. In considering offers from and doing business with consultants, contractors, subcontractors and suppliers, Respondents shall not discriminate on the basis of race, color, creed, religion, sex, age, nationality, marital status, sexual orientation or the presence of any mental or physical disability in an otherwise qualified disabled person.

4. The City encourages all Proposers to promote opportunities for diverse businesses, including Minority Business Enterprises ("MBE"), Female Business Enterprises ("FBE") and Small Business Enterprises ("SBE") to be included as sub-consultants and/or vendors. However, nothing herein should be construed to indicate that an MBE, FBE or SBE may not apply and be selected independently. MBEs, FBEs, and SBEs that meet the qualifications of this RFP are encouraged to submit their qualifications for consideration.

5. The City is committed to the practice of non-discrimination in the selection of third-parties selected to advance the Downtown Strategic Plan, with a desire to reflect diversity in the participation of developers, contractors and subcontractors engaged in the effort. All Proposers shall include specific information on the role of Minority and Female Owned Business Enterprises, if any. Applicants must include copies of MBE, FBE, DBE certifications for the contractors and subcontractors listed in their submittal packages, if any.

The City is an Equal Opportunity Employer.

Terms and Conditions

1. All submittals and supporting materials (exclusive of trade secrets), as well as correspondence relating to this RFP, will become the property of the City when received. Subject to the Open Government Laws provisions above, any proprietary or trade secret information contained in the submittal should be so indicated. However, a general indication that the entire contents, or a major portion, of the proposal is proprietary or trade secret protected will not be honored.
2. All applicable State of Georgia and Federal Laws, City and County ordinances, licenses and regulations of all agencies having jurisdiction shall apply to the Proposers and their redevelopment activities and are expressly incorporated herein. The definitive agreement with the selected Proposer or Proposers, and all questions concerning the execution, validity or invalidity, capability of the parties, and the performance of the definitive Agreement, shall be interpreted in all respects in accordance with the laws of the State of Georgia.

3. Appropriate professionals for any professional services, licensed in the State of Georgia, shall be responsible for those portions of the work as may be required by law.

4. No submittal shall be considered, if received from, and no contract will be awarded to, any person, firm, or corporation that is in arrears to the City, upon debt or contract that is a defaulter, as surety or otherwise, upon any obligation to the City that is deemed irresponsible or unreliable by the City. Each Proposer shall be required to submit satisfactory evidence that they have the necessary financial resources to purchase and redevelopment the Land, or portion thereof, which is awarded by the City.

6. Proposer Joint Ventures may be formally created at any time prior to contract execution.

7. The City Policy on Communications and Contact. Proposers are required to conduct the preparation of Proposals and participation in the interview and negotiation process, if selected, with professional integrity and without lobbying activities. Proposers and their respective agents and consultants are not permitted to contact or communicate with, directly or indirectly, the Mayor or any member of the City Council regarding the subject matter of this RFP after the issuance date of this RFP, except as specifically permitted herein or approved in advance by the City. Any confirmed allegation that a Proposer or Proposer team member or an agent or consultant of the foregoing has made such contact or attempted to influence the evaluation, ranking, and/or selection of Proposers is cause for the City to disqualify the Proposer and its team members from further consideration of such Proposer/Proposer team.

Exhibits

Exhibit A – Legal Description

Exhibit B – Reference Information Documents

Exhibit C – Term Sheet

Exhibit D – Proposal Letter must be completed and returned with the Proposal
EXHIBIT A

LEGAL DESCRIPTION
(TM BE PROVIDED IN ADDENDUM FOR AREA WITHIN RED BOUNDARY)
EXHIBIT B

REFERENCE INFORMATION DOCUMENTS

Boundary Survey / Plat of Property
Downtown Strategic Plan
Gainesville 2030 Comprehensive Plan – Central Core Character Area
Map of Gainesville Tax Allocation District (TAD) #1: Midtown
Map of Midtown Opportunity Zone
Noell Consulting Market Analysis
EXHIBIT C

TERM SHEET
(TO BE PROVIDED IN ADDENDUM)
EXHIBIT D - PROPOSAL LETTER

(PROVIDE ON PROPOSER LETTERHEAD)

City of Gainesville
Xxxxxx

Ladies and Gentlemen:

The undersigned declares that this Proposal is made in good faith, without fraud or collusion with any person or persons submitting a proposal on the same transaction; that the undersigned has carefully read and examined the "Request for Proposal" documents, including the Reference Information Documents, and the Information and Instructions, Scope of Project, Information Required, all Addenda (if any), and understands them. The undersigned declares that it is fully informed as to the nature of and the conditions relating to the terms of sale of the Property. Further, the undersigned declares that it has extensive experience in successfully implementing the development and/or redevelopment activities required under the specifications of this Request for Proposal.

The undersigned acknowledges that it has not received or relied upon any representations or warranties of any nature whatsoever from the City, or their respective agents or employees, and that this Proposal is based solely upon the undersigned's own independent investigation, due diligence and business judgment.

If the City accepts this Proposal and the undersigned fails to enter into a definitive contract, furnish the required earnest money deposit or option payment, or provide any requisite insurance documentation at the time of execution of the contemplated Purchase and Sale Agreement or Option Agreement, then the undersigned shall be considered to have abandoned the Award. In submitting this Proposal, it is understood that the right is reserved by the City to accept any Proposal, to reject any or all Proposals, to waive irregularities and/or informalities in any Proposal, and to make the Award in any manner the City believes to be in its best interest.

COMPANY NAME*: ___________________________________________________

STREET/P. O. BOX: __________________________________________________

CITY, STATE, AND ZIP CODE: _________________________________________

DATE: ______________________ TELEPHONE: ________________________

FAX: ______________________

AUTHORIZED SIGNATURE: ___________________________________________

PRINTED NAME OF SIGNER: _________________________________________

TITLE OF SIGNER: _________________________________________________

* NOTE: If the PROPOSER is a corporation, the legal name of the corporation shall be set forth above together with the signature of authorized officer or agents. If PROPOSER is a partnership, the true name of the firm shall be set forth with the signature of the partners authorized to sign contracts on behalf of the partnership. If PROPOSER is an individual, his signature shall be placed above.

Exhibit D