



City of Richmond, VA

Request for Proposals for the North of Broad/Downtown
Neighborhood Redevelopment Project

Issued: November 9, 2017

Due date: February 9, 2018, 5 p.m. Eastern



November 9, 2017

Dear Respondent:

The City of Richmond (the "City") is pleased to release this Request for Proposals ("RFP") for the North of Broad/Downtown Neighborhood Redevelopment Project, an opportunity to redevelop a major portion of the City's downtown area.

The City has received a number of accolades over the last few years and is emerging as a leader among medium-sized cities such as Jacksonville, Louisville, Nashville, and Raleigh-Cary. Richmond is within one day's drive of half of the U.S. population, and the area is experiencing a tremendous demographic shift with a median age of 34 and an expected population growth to over 1.5 million within the next 20 years.

As Richmond prepares to grow, we hope you will consider joining the City on that journey as a Respondent to the North of Broad/Downtown Neighborhood Redevelopment Project RFP. The North of Broad/Downtown Neighborhood Redevelopment Project is more than a real estate project. It is an opportunity to help transform our City and move us closer to One City, One Richmond. The goals of North of Broad/Downtown Neighborhood Redevelopment Project are lofty, and the City desires a Respondent that has an equally enthusiastic vision for our City. Together, we can reshape our downtown for the future.

Please know the City is enthused about your interest in joining us in our work and we look forward to reviewing your submission.

Sincerely,

Levar Stoney
Mayor
City of Richmond



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1 Overview

1.1 Proposed Opportunity

- A. The City of Richmond (the “City”) is soliciting Proposals to spur the redevelopment of a significant portion of the City’s downtown, which will lead to transformational change for the area as well as the broader community (referred to herein as the “North of Broad/Downtown Neighborhood Redevelopment Project” or the “Project”). The Project is generally bounded on the west by North 5th Street, on the north by East Leigh Street, on the east by North 10th Street and on the south by East Marshall Street (the “Project Area”). Although these boundaries delineate the general area anticipated for the Project and the City’s goal is to maximize the highest and best use of properties within such boundaries, the City does not expect that all properties within the Project Area will be included in the Project and Respondents need not include all such properties in their Proposals. Moreover, the City is open to receiving Proposals for the Project that encompass a larger area, with other boundaries as expanded. The ultimate scope of the Project and the ultimate boundaries of the Project Area will be determined based upon the Proposal chosen and any resulting contract and legislative action resulting therefrom. This Request for Proposals (the “RFP”) does not represent a procurement. Therefore, the process described herein is not subject to Chapter 21 of the City Code or any other public procurement law. In addition, no City-owned properties located within the Project Area have been declared surplus pursuant to section 8-60 of the Richmond City Code (2015) and accordingly this RFP does not represent a solicitation for offers to purchase any of such properties within the meaning of section 8-62 of the Richmond City Code (2015).
- B. The City is interested in receiving Proposals that **(a)** meet the Project Development Objectives regarding the Project Area or other boundaries as expanded, **(b)** provide the most transformative opportunity for the Project Area and the City, and **(c)** deliver the optimal return on investment. In addressing the above, Respondents should also take into consideration and pay particular attention to the following:
- Historic Preservation – The Proposal should discuss preservation and adaptive reuse of any historic sites such as the Blues Armory Building (see Section 3.4);
 - Institutional or Non-Taxable Ownership/Use of Facilities - While the City is open to the concept of ownership or leasehold arrangements that meet governmental or institutional needs in the Project Area, the City has a preference for maximizing taxable valuation. The Proposal should balance this preference with maintaining or the repurposing of existing governmental uses in the Project Area (see Section 3.5);
 - Housing – The Proposal should outline how the Respondent plans to meet the needs of the full spectrum of Richmond residents with respect to housing, including residential ownership (see Section 3.9);

- New Tax Base/Revenue Generation – The Proposal should address the potential role of new retail activity. If new retail activity is incorporated in the Proposal, address in the basis for such retail in the Market/Feasibility study to be provided (see Section 4.3.8);
 - Community and Stakeholder Outreach – The City desires to maximize community stakeholder engagement both during the period of response preparation and after submission of Proposals. Respondents are encouraged to provide details on their community outreach and to provide a plan for describing how community stakeholders would continue to be engaged during the development effort (see Section 4.3.12).
- C. The City will not incur any moral obligation or general obligation or provide any other type of contingent support related to the Project. Respondents should assume that any proposed debt issued to fund any component of the Project, which is to be supported by and repaid from incremental revenues generated by the Project, will not have the moral obligation, general obligation or contingent backing of the City. The City is willing to consider tax increment financing pursuant to Title 58.1, Chapter 32, Article 4.1 of the Code of Virginia or a similar financing method based on increment taxes and revenues generated by the Project; the creation of any special tax districts and the use of the Economic Development Authority of the City of Richmond (the “EDA”) or other issuing entities.
- D. The City will entertain submissions from qualified firms, partnerships, joint ventures or any other such combination of entities that choose to respond to this RFP.
- E. Respondents should carefully review the Richmond Downtown Plan (July 2009), which was officially adopted into the 2001 Master Plan, to better understand the City’s vision for this significant area in our community. Respondents should also carefully review the City’s Pulse Corridor Plan. (All of these materials have been placed in the Project Data Room, which is described in more detail, below). Respondents should address issues such as land use, density, walkability, connectivity and other elements common in New Urbanism environments in ways that are compatible with City’s existing plans. If a proposed element is not compatible with the City’s existing plans, Respondents should address the areas of incompatibility.
- F. For purposes of this RFP, the term “Associated Entity” refers to any one of the following:
1. The Richmond Redevelopment and Housing Authority, a political subdivision of the Commonwealth of Virginia that is independent of the City;
 2. The Advantage Richmond Corporation, a Virginia nonstock corporation;
 3. Festival Diogenes Corporation, a Virginia nonstock corporation;
 4. Economic Development Authority of the City of Richmond, a political subdivision of the Commonwealth of Virginia that is independent of the City;

5. Greater Richmond Convention Center Authority, a political subdivision of the Commonwealth of Virginia that is independent of the City; and
6. Greater Richmond Transit Co. (“GRTC”), a Virginia public service company.

1.2 Development Objectives

The Proposal for the North of Broad/Downtown Neighborhood Redevelopment Project should propose to accomplish the following key economic development objectives:

Support of City’s Master Planning Efforts - The redevelopment of the delineated Project Area should complement the City’s Master Planning efforts. The City is currently revising its City Master Plan, which will create a citywide vision for growth. The Project Area is identified as an economic opportunity area in the Pulse Corridor Plan, which was recently adopted by City Council as part of the City’s Master Plan.

New Tax Base - The City wants Proposals to leverage a significant portion of the real estate in the Project Area or other boundaries as expanded and to drive important economic development outcomes including generating new revenue.

Poverty mitigation - The City believes the redevelopment in the Project Area can create jobs of all levels of skills and abilities for City residents.

Job training opportunities - The City expects that a dense, urban, mixed-use development will involve a number of uses that create local job opportunities. The City also seeks to create opportunities for internships and on-the-job learning experiences for students of all ages in conjunction with the redevelopment of the Project Area.

Community Revitalization - The Project Area consists of many properties that are not currently utilized to their full market potential. The Proposal should include a redevelopment plan that supports the Master Plan, utilizes a significant portion of the real estate properties in the Project Area in their highest and best uses, and creates added taxable value in both the Project Area and surrounding properties.

Infrastructure Improvements - The Proposal should include plans for financing the construction of any new facilities or new infrastructure improvements necessary to support the new traffic patterns, increased pedestrian and bicycle activity, and changing land uses associated with the redevelopment of the Project Area. To the extent that the Proposal proposes that any debt be issued for new facilities or infrastructure improvements, the Proposal should also identify and quantify the incremental revenues that will be used to repay such debt. All Proposals involving debt must conform to section 1.1(C) of this RFP.

Sustainable Development - The redevelopment of City-owned properties shall support the Mayor’s RVAgreen 2050, a bold initiative to develop a deep carbon emissions reductions roadmap to reduce community-wide greenhouse gas (GHG) emissions 80% by 2050 using

2008 as the baseline year. RVAgreen 2050 is a comprehensive planning effort to create a healthier, more vibrant, economically competitive and resilient community. It will also increase clean energy resources, enhance the reliability and resiliency of our energy systems, and promote more efficient and affordable energy use for our community.

Richmond Public Schools – It is important that the Project be a net positive for Richmond Public Schools. Therefore, submissions should describe ways that Richmond Public Schools will be positively impacted by the Project.

Enhance City Brand - The redevelopment should support, enhance and elevate the City’s image and brand on a regional, national and an international basis.

Minority Business support - The Proposal should support the City’s mission to facilitate, produce, and advance opportunities for minority business enterprises (each an “MBE”) and emerging small businesses (each an “ESB”) to successfully participate in the full array of contracting opportunities available in the city of Richmond. MBE and ESB have the meanings set forth in section 21-4 of the Richmond City Code.

In addition, the Respondent should incorporate the following specific project development objectives which are discussed in greater detail hereafter.

<u>Project Development Objective</u>	<u>Section</u>
• New Arena:	3.2
• Convention Center Hotel:	3.3
• Blues Armory Building:	3.4
• Repurpose of City Sites:	3.5
• Area Compatibility:	3.6
• Inclusion of Third Party Sites:	3.7
• Revenue Generation:	3.8
• Affordable Housing:	3.9
• Parking:	3.10
• Local Job Creation and Local Hiring:	3.11
• GRTC Transfer Station and Assets and Public Transportation	3.12

While the City hopes to receive Proposals from Respondents that accomplish all of the objectives contained herein, it recognizes that there may be competing priorities in completing the North of Broad/Downtown Neighborhood Redevelopment Project. If Respondents do not believe that it is possible to meet all of the objectives described in this RFP, they are nonetheless encouraged to submit a response addressing the objectives they believe are achievable. The City reserves the right to determine whether a submission that does not address all of the City’s objectives will be considered. Likewise, if a Respondent believes that the City should be made aware of important tradeoffs that affect multiple objectives, it should clearly describe those tradeoffs in the Proposal response.

1.3 Selection Criteria

While the City's review will encompass the entirety of the submissions, in evaluating the Proposals, the City will focus on the following key factors:

- A. The financial capacity of the Respondent and its development team;
- B. The Respondent's demonstrated and successful experience with projects of comparable size and complexity;
- C. The net economic benefit to the City; and
- D. Whether the Proposal is in the overall best interests of the City.

While the City will endeavor to adhere to the schedule outlined in Section 2.5, the City reserves the right to amend or deviate from that timeline for any reason.

1.4 Development Team

The City believes the North of Broad/Downtown Neighborhood Redevelopment Project will be transformative for the community and challenging to implement. As such, the City will require a high degree of confidence in the development team. The City will not be a member of or participant in the Respondent's development team.

Respondents must address each of the areas set forth in section 4.3.4 of this RFP for each member of the development team.

Respondents should provide as much information as possible about their development team and members of the development team. The City seeks a strong understanding of the capabilities of the development team.

1.5 Reserved Rights and Options

The City reserves and holds the right, at its sole discretion, to:

- A. Accept any Proposal;
- B. Reject any or all Proposals;
- C. Not enter into a transaction with any Respondent;
- D. Terminate consideration or evaluation of any Proposal at any time, for any reason;
- E. Suspend, discontinue or terminate the RFP process for any reason;
- F. Negotiate with a selected Respondent without being bound by any provision in a Proposal;
- G. Request or receive additional information regarding any Proposal;
- H. Revise, supplement, withdraw or cancel all or part of this RFP for any reason;
- I. Conduct investigations with respect to the qualifications and experience of Respondents;
- J. Change or deviate from the schedule for dates specified in this RFP;
- K. Evaluate alternative operational and financial models;

- L. Request clarifications; and
- M. Take any other action affecting the RFP or the process that is in the City's best interest.

1.6 Costs of Proposal Preparation

Proposals are to be prepared at the sole cost and expense of the Respondents, with the express understanding that there may be no claims whatsoever for the reimbursement of any costs, damages, or expenses related to this RFP from the City or its officers, employees, advisors, or representatives, or any other party for any reason.

1.7 Accuracy of the RFP and Related Documents

- A. The City assumes no responsibility for the completeness or the accuracy of specific technical and background information presented in this RFP or otherwise distributed or made available during this RFP process. No person has been authorized by the City to give any information other than the information contained in this RFP and, if given, such other information should not be relied upon as having been authorized by the City. The information set forth herein has been obtained from sources that are believed to be reliable but is not guaranteed as to accuracy or completeness. The information contained herein is subject to change without notice.
- B. Respondents are responsible for reviewing and becoming familiar with all available documents pertaining to the Project and the Project Area. Specifically, it is the obligation and responsibility of each Respondent submitting a Proposal to:
 - 1. Review the terms of this RFP so that it is familiar with all aspects of it;
 - 2. Analyze all applicable federal, state and local laws, regulations, ordinances, permits, approvals and orders that may affect the cost, performance, or furnishing of the development set forth in the Respondent's Proposal; and
 - 3. Notify the RFP Process Lead Contact, prior to the submission of responses to this RFP, of any conflicts, errors, omissions, or discrepancies herein. It is the Respondent's responsibility to ensure that it proactively addresses any questions, issues, or concerns related to the RFP or the RFP process.

1.8 Legal Issues

1.8.1 No Suspension or Debarment

By submitting the information called for by this RFP, the Respondent submitting the information certifies that neither it nor those within its organization (including partners and subcontractors) are under suspension or debarment by any governmental entity, instrumentality, or authority.

1.8.2 Compliance with Applicable Law

- A. Respondents are responsible for ensuring that their Proposal, as submitted, is in compliance with all potentially applicable legal requirements. In addition, the successful Respondent shall furnish the City upon request any and all documentation regarding necessary licenses, permits, certifications or registrations required by the laws or rules and regulations of the City, other units of local government, the Commonwealth of Virginia, and the United States. By submitting its Proposal, the Respondent certifies that it is now and will remain in good standing with such governmental agencies and that it will keep its licenses, permits, certifications and registrations in force during the term of any contract it enters into for development of the Project.
- B. All of the responsibilities that the Respondent and its approved partners and subcontractors perform under any resulting agreements must be performed in accordance with applicable law (including all applicable governmental approvals). The Respondent shall immediately remedy any failure to comply with applicable law at its expense and shall pay any fines and penalties related thereto.

1.8.3 Non-Collusion Affidavit

Each respondent must certify that it has not participated in collusion or other anticompetitive practices in connection with the RFP process by executing and returning with its Proposal the Non-Collusion Affidavit in the form of Exhibit A, attached hereto.

1.9 Submission Fee and Ability to Secure Letter of Credit

- A. Each Proposal must be accompanied by a submission fee in immediately available funds payable to the City of Richmond in the amount of \$50,000. All submission fees will be held by the City during the Project evaluation process.

If a Respondent is not selected by the City to enter into final contract negotiations, the submission fee will be returned to the Respondent. The submission fee accompanying the selected Proposal will, upon notification by the City or its agents that the Respondent has been selected to enter into final contract negotiations, be deposited in the City's bank account, become non-refundable, and be applied toward City costs and fees associated with the Project. Any unused portion of the submission fee shall be returned to the Respondent.

- B. If a Respondent's Proposal is selected and any contract is entered into between the Respondent and the City for the Project, the City may in any such contract, in its discretion, require the Respondent provide a standby, irrevocable letter of credit or some other form of surety deemed sufficient by the City for the purpose of ensuring the Respondent performs as required by such contract. As evidence assuring the City of Respondents' ability to secure sufficient surety if selected, each Respondent shall submit with its Proposal a letter executed by a reputable financial institution authorized to

conduct business in the Commonwealth of Virginia stating the financial institution has reviewed the Respondent's financial capacity and determined that the Respondent is eligible to be issued a standby, irrevocable letter of credit in the amount of at least **\$500,000** by such financial institution for the North of Broad/Downtown Neighborhood Redevelopment Project.

1.10 Withdrawal

- A. Respondents may, at any time after Proposal submission and before the City has notified a selected Respondent, withdraw its Proposal for the Project. To withdraw, the Respondent must convey its intention to withdraw in writing to the Process Lead Contact. The notice to withdraw must be signed by the same entity that submitted the Proposal and be delivered to the RFP Process Lead Contact via email, courier or hand delivery.
- B. The City will return to Respondent the submission fee that was included with the Proposal within 45 days after withdrawal. The rest of the Proposal materials, however, will remain the property of the City and will not be returned.

2 RFP Process

2.1 Respondent Registration

No later than 20 (twenty) days after the City's issuance of this RFP, all Respondents considering the submission of a Proposal that wish to be included in all interim communications concerning this RFP process **must** become a Registered Respondent by submitting in writing the name, title, company, address, phone number, and email address of the primary point of contact for the Respondent to the RFP Process Lead Contact (Matthew A. Welch, Senior Policy Advisor, matthew.welch@richmondgov.com, (804) 646-5874).

2.2 Data Room

- A. The City has established a virtual Data Room (an online document management system) for use only by Registered Respondents. After becoming a Registered Respondent, the RFP Process Lead Contact will email credentials to each Registered Respondent to enable the primary contact to access the Data Room. A Registered Respondent may request that a reasonable number of additional representatives have access to the Data Room by sending the name, title and email address of each such additional representative to the RFP Process Lead Contact and requesting access.
- B. In addition, requests for additional documents may be sent to the RFP Process Lead Contact via email. The City, at its discretion, will determine whether such documents are reasonably available and whether they will be added to the Data Room. To the

extent that the City chooses to modify or amend the RFP or to provide additional data, the City will provide notice to all Registered Respondents of such changes and will place the relevant materials in the Data Room. The obligation to periodically check the Data Room for any new information or addenda to the RFP rests solely with the Registered Respondent.

2.3 Inquiry and Communications Restrictions

- A. The City understands that Respondents may have questions regarding the RFP and this process. All questions must be in written form and received via email before 5:00 p.m. Eastern Time on or before December 8, 2017, by the RFP Process Lead Contact.
- B. All emailed questions must contain the phrase **“Submitted Questions for North of Broad/Downtown Neighborhood Redevelopment Project”** in the subject line. All questions received and corresponding answers will be distributed to all Registered Respondents, either individually or posted to the Data Room, prior to the deadline for submitting Proposals. The City may choose to answer questions as they are received or may provide a single consolidated response.
- C. The City seeks to conduct a transparent, fair, and highly competitive RFP process free of conflicts of interest. Therefore, during the time period the RFP is available for response as well as during the City’s deliberative process following submission, communications regarding the North of Broad/Downtown Neighborhood Redevelopment Project between potential Respondents, including their agents or representatives, and anyone associated with the City, including employees, elected officials, agents, representatives, and individuals employed by an Associated Entity, are prohibited with the exception of communications with the RFP Process Lead Contact as set forth in this RFP and communications approved in advance by the RFP Process Lead Contact. Potential Respondents may communicate with the RFP Process Lead Contact as outlined in this document to request information or to facilitate direct communication with an Associated Entity. The City, at its sole discretion, will facilitate those discussions, if they are to occur.

2.4 Other Discussions

The RFP Process Lead Contact may facilitate conversations between the City and Respondents for the purpose of clarification to ensure full understanding of, and responsiveness to, the RFP. Further, the RFP Process Lead Contact may, at his sole discretion, include other Associated Entities in those discussions.

2.5 Schedule

The tentative schedule for the major activities included in the overall RFP process is shown below. The Respondents should anticipate that these dates may be amended from time to time as needed.

Date	Activity
November 9, 2017	RFP publicly distributed via multiple channels
November 29, 2017	Deadline for becoming a Registered Respondent to this RFP
December 8, 2017	Written questions from Respondents due to the RFP Process Lead Contact by 5:00 p.m. Eastern Time
December 18, 2017	The City distributes responses to questions received from Respondents, if applicable
February 9, 2018	Complete responses due to the City
March 9, 2018	City team to review and evaluate responses and determine next steps by City
March 9 – April 24, 2018	Selection and preliminary negotiations with Respondents
April 24 –September 30, 2018	Contract negotiation and City Council approval

2.6 Submitting Responses

- A. Five (5) paper copies and one electronic copy (on an unencrypted, non-password protected thumb drive) of the complete response should be delivered to the following address no later than 5:00 p.m. Eastern Time on February 9, 2018:

Matthew A. Welch, Senior Policy Advisor
RFP Process Lead Contact

1500 E. Main Street Station, Suite 400
Richmond, Virginia 23219

- B. **Sealed envelopes or boxes must be clearly marked “Sealed Response to Request for Proposals – North of Broad/Downtown Neighborhood Redevelopment Project”.**
- C. **No late responses will be accepted and responses received after the deadline or at a location other than that stated above will not be considered.**

2.7 Confidential Information

- A. All responses and related materials are the property of the City and will not be returned. At the conclusion of the process, the City may retain or may dispose of any and all materials received from Respondents consistent with the City’s obligations under the Virginia Public Records Act, Va. Code §§ 42.1-76 et. seq. In no event will the City assume liability for any loss, damage or injury that may result from any disclosure or use of proprietary information. Respondents should be aware that records of the City including records submitted by Respondents in response to this RFP are subject to all provisions of the Virginia Freedom of Information Act regarding access to public records. (See Va. Code §§ 2.2-3700 et. seq.)
- B. By submitting a response, each Respondent acknowledges and agrees that any ideas, intellectual property, improvements or other suggestions will not be subject to any restrictions on use by the City or any other entity and will become a public record under Virginia law. Except as otherwise required by law, none of the responses will be made available to the public until after the City determines to enter into a specific contract or to not enter into any contract as a result of this RFP.
- C. If Respondents provide information that they believe is exempt from mandatory disclosure under Virginia law, Respondents shall include the following legend on the title page of the response:

“THIS PROPOSAL CONTAINS INFORMATION THAT IS EXEMPT FROM MANDATORY DISCLOSURE.”

In addition, on each page that contains information that Respondents believe is exempt from mandatory disclosure under Virginia law, Respondents shall include the following separate legend: **“THIS PAGE CONTAINS INFORMATION THAT IS EXEMPT FROM MANDATORY DISCLOSURE.”**

On each such page, Respondents shall also clearly specify the exempt information and shall state the specific Code of Virginia section and exemption within which it is believed the information falls.

- D. Although the City will generally endeavor not to disclose information designated by Respondents as exempt information, the City will independently determine whether the

information designated by Respondents is exempt from mandatory disclosure. Moreover, exempt information may be disclosed by the City, at its discretion, unless otherwise prohibited by law, and the City shall have no liability related to such disclosure.

- E. In all cases, the City will adhere to the Virginia Freedom of Information Act (Va. Code § 2.2-3700 et. seq).

2.8 City Review

The City, at its discretion, may establish a review committee comprised of City employees to evaluate the Proposals. The City will then determine the appropriate next steps, if any, for the process.

2.9 Presentations

After the initial review of the Proposals, the City will begin the process of selecting the Proposal that is most favorable to the City. As part of that process, one or more Respondents may be asked to **(a)** submit additional information, **(b)** review and comment on draft transaction documents, **(c)** provide revised or final pricing, **(d)** appear before the City or other organizations to make presentations, **(e)** conduct other discussions with the City, or its representatives for RFP-related purposes, or **(f)** take such other action as the City deems helpful to the evaluation and selection process.

2.10 Selection and Negotiations

Following the final review and presentations, if any, the City will make its determination as to the most appropriate response to the Proposals and may enter into a contract with the successful Respondent, may reject any or all Proposals, or take any other appropriate action. If unable to complete and execute a contract with the selected Respondent within a reasonable period, the City reserves the right to extend or suspend the negotiations, begin negotiation with another Respondent, or terminate all negotiations.

2.11 Selection Non-Binding

The City's selection of a preferred Respondent indicates only that the City's intent is to negotiate with the Respondent, and the selection does not constitute a commitment by the City to execute a final contract with the Respondent. Respondents therefore agree and acknowledge that they are barred from claiming to have detrimentally relied on the City, its employees, agents or representatives' actions for any costs or liabilities incurred as a result of responding to this RFP. Further, Respondents acknowledge that while employees, agents or representatives of the City will be involved in negotiation with the Respondent, not all actions required of the City will be accomplished administratively and will be subject to the approval of the Richmond City Council, and some approvals, actions, and determinations will be undertaken by other entities.

2.12 Notifying Unsuccessful Respondents

They City will notify unsuccessful Respondents at a time the City deems appropriate.

3 Project Overview and Development Objectives

3.1 Overview

- A. The City has identified a roughly 10-block area east of the Richmond Convention Center to be redeveloped. This Project Area is bounded on the west by North 5th Street, on the north by East Leigh Street, on the east by North 10th St and on the south by East Marshall Street and is illustrated in Exhibit B. The City of Richmond and Associated Entities own or control most of the properties within Project Area. A listing of all properties within the Project Area is outlined in Exhibit C. Though Exhibit C lists all properties within the Project Area for informational purposes, the City does not necessarily expect that all properties within the Project Area will be included in the Project and Respondents need not include all such properties in their Proposals.
- B. While the RFP envisions work within the Project Area, the City is open to Proposals that might be larger in scope, with other boundaries as expanded. For example, if a Respondent wanted to include the City-owned parking garage south of East Marshall Street, the City is willing to consider a Proposal that includes that property.

3.2 Richmond Coliseum Replacement

- A. The existing Richmond Coliseum no longer meets the needs of the community. Opened in 1971, it is aged and in poor condition. A rejuvenated or new Coliseum, however, has the potential to create significant economic development in adjacent areas.
- B. The Proposal must include the demolition and replacement, or rehabilitation, of the Richmond Coliseum within the Project Area with, or as, an entertainment venue (the “New Arena”) that enhances the attractiveness and economic development potential of Richmond. The New Arena should be a multi-use facility and should not contemplate an anchor tenant. The New Arena should have approximately 17,500 seats in at least one seating configuration. The Coliseum currently has \$2.9 million of outstanding debt (see Exhibit C for details of the debt). Respondents must outline a plan to defease the debt as part of the Proposal.
- C. If the New Arena will be placed on the site of the current Coliseum, Respondents should provide a tentative construction schedule, specifically highlighting when current operations in the existing Coliseum must end, and when the New Arena will open. The existing Coliseum has known environmental issues and a plan for identifying and addressing these issues should be included in any Proposal.

- D. Additionally, Respondents are encouraged to provide as much detail as possible regarding their concept for a New Arena. Specifically, the City is interested in understanding:
1. How many days of use can be expected at the New Arena;
 2. If rebuilding on the existing Coliseum site, how much of the existing facility will be preserved or reused;
 3. Does the Respondent's preferred location for the New Arena have any site constraints;
 4. Who is proposed to have naming rights for the New Arena;
 5. What are the parking requirements for the New Arena and how will they be met;
 6. What is the proposed ownership and operating structure for the New Arena; and
 7. How will onsite revenues (i.e., parking, concessions, advertising, suites and specialty seats, etc.) be allocated?

3.3 Convention Center Hotel

- A. The Greater Richmond Convention Center brings a significant number of individuals into the City throughout the year and adds to the vibrancy of our community. Recent hotel projects near the Greater Richmond Convention Center have been successful, and it is believed that the market can support more hotel rooms in close proximity to the Greater Richmond Convention Center.
- B. Therefore, the Proposal must include a hotel component. The hotel shall include a minimum of 400 rooms and be in close proximity to the Greater Richmond Convention Center. The hotel should be a full-service property (in line with generally accepted elements of the hospitality industry) and provide for required onsite conference and meeting space. The hotel is expected to further the City's growing and dynamic convention industry; therefore, Respondents must indicate how they envision the hotel will assist in those efforts, including whether it will commit to making available to Richmond Region Tourism blocks of rooms for advance convention booking and under what terms.
- C. Respondents are encouraged to provide as much detail as possible regarding their concept for a new hotel. Specifically, the City is interested in understanding:
1. When would construction begin and end for the facility
 2. How much meeting space will be included;
 3. What brand or flag (if any) has been identified for the facility; and

4. What is the expected occupancy rate 12 months after opening?

3.4 Blues Armory Building

- A. The Blues Armory, owned by Richmond Redevelopment and Housing Authority, is one of Richmond's architectural treasures, but it has fallen into disrepair. While the building is listed on the National Register of Historic Places and with investment has the potential to be a key part of the City's downtown landscape as part of an adaptive reuse effort, it is not included in any City historic preservation overlay districts and therefore does not have any specific redevelopment constraints.
- B. The Proposal must include the redevelopment of the Blues Armory Building for an adaptive reuse in a manner that adds to the vibrancy of downtown while preserving its historic nature. The City prefers the entire structure be rehabilitated and reused and is not seeking Proposals that call for only preserving the building's facade.
- C. Respondents are encouraged to provide as much detail as possible regarding their concept for the Blues Armory Building. Specifically, the City is interested in understanding:
 1. What is the proposed use of the building following rehabilitation;
 2. What is the specific plan for the iconic drill floor within the facility;
 3. What environmental concerns do the Respondents expect to face within the building; and
 4. What other outstanding issues or liabilities can the Respondent expect in an adaptive reuse of a building such as the Blues Armory Building?

3.5 Repurpose of City Sites

- A. The City or Associated Entities own the majority of the property in the Project Area and is willing to consider the use or reuse of any of its properties in a Proposal. In fact, several of the local government facilities, such as the Public Safety and Social Services buildings, are no longer well-suited to their function and are not optimally located for residents. The Social Services building, owned by Advantage Richmond Corporation, currently has \$3.2 million of outstanding debt (See Exhibit C for details of the debt).
- B. To the extent that the Proposal seeks to utilize properties owned by the City or an Associated Entity for redevelopment, it must clearly identify those properties and offer a process to address any loss of revenue (e.g., from parking assets) or use (e.g., office space) as well as estimate the cost of relocating City operations. To the extent a property owned by the City or an Associated Entity is incorporated into the Proposal, the Respondent must also address how any associated debt, if any, is to be defeased. To

assist Respondents in their analysis, a listing of all properties owned by the City or an Associated Entity, with revenues or functions (as appropriate) and outstanding debt can be found as part of Exhibit C and in the Data Room.

- C. Respondents can provide Proposals that replace existing City facilities with more efficient facilities that more closely reflect current needs, recent technology improvements and other modern building and design features. Proposals to relocate City operations can include properties inside or outside of the Project Area so long as the locations meet the needs of employees and residents. Additionally, the City is willing to consider a leasehold arrangement. Any proposed properties for City operations, either inside or outside of the Project Area, must be on a GRTC route.

3.6 Area Compatibility

The Project Area has four distinct uses on its borders:

- A. R&D (Altria Center for Research and Development and VA Bio + Tech);
- B. Virginia Commonwealth University;
- C. The Richmond Convention Center; and
- D. Government operations.

The Proposal should recognize the nature of these uses and, to the extent feasible, seek to enhance these activities. The City is not willing, however, to support the relocation of nearby commercial activity from outside the Project Area to inside the Project Area. That form of economic cannibalization is not an additive element to the project; therefore, all estimates of expected economic activity associated with the North of Broad/Downtown Neighborhood Redevelopment Project must be certified as net new to the downtown area.

3.7 Third-Party Ownership of Sites

Many, but not all, properties in the Project Area are owned by the City. Some are owned by Associated Entities, and some are owned by third parties. In responding to the RFP, Respondents may include property that is not owned by the City or an Associated Entity. If such properties are included in a Proposal, the Proposal should describe how the Respondent proposes to secure control over each such property not owned by the City, how the existing uses of each such property would be relocated to facilitate redevelopment, and how failure to secure the inclusion of any of such properties would impact the Proposal. The City is in way expressing the willingness of any such third party to include it's property in the Project and the City in no way intends dictate any third party's use of its property. Moreover, acquiring ownership or control of any such property will be the responsibility of Respondent. For any such property the Respondent includes in the Proposal, the Respondent should also include a written statement from the owner of any such property expressing that the owner of such property does not object to the inclusion of property in the Proposal.

3.8 Revenue Generation

- A. The City acknowledges that the cost of meeting the requirements of the RFP may exceed the revenue-generating capacity of the overall Project – particularly in the early years. It is hoped that site-specific subsidies will be sufficient to meet the revenue needs of the successful Proposal. Proposals must conform to section 1.1(C) of this RFP. The Respondent should identify the assumed borrowing mechanism for any project-supported debt such as the EDA, or other political subdivision with the authority to issue such debt.
- B. The City is prepared to discuss, evaluate, and, potentially, utilize a number of tools at its disposal in support of the Project. These tools could include tax increment project financing supported by new incremental revenues generated by the Project, ground leases, or land transfers. Proposals that expect to utilize any of these available tools, including any not specifically mentioned here, must identify the revenue generation mechanisms that are needed, including those to support Project financing, and must estimate the value of these mechanisms in the Proposal response. While the City is willing to consider all requests, it is not committing to the use of any particular mechanism.
- C. If the cost of fully meeting the objectives of the RFP will exceed the incremental revenue-generating capacity of the proposed plan within the footprint of the North of Broad/Downtown Neighborhood Redevelopment Project, the City is willing to consider expanded boundaries for the Project to support the proposed redevelopment plan.
- D. If a Proposal requests the use of a larger area beyond the footprint of the Project Area, the Proposal must include a detailed estimate of the request and justify the use of the larger area. While the City is willing to consider a wide-range of additional supports for the Project, it is not committing to the availability of any additional non-site specific support.
- E. The City is also interested in Respondents offering strategies by which the North of Broad/Downtown Neighborhood Redevelopment Project can add value to other aspects of City life. For example, Richmond schools have significant facility needs. Respondents can suggest ways in which revenues associated with the Project might be used to assist Richmond’s schools.

3.9 Housing

- A. The Proposal should contain a meaningful housing component that responds to the full diversity of housing needs in Richmond, including residential home ownership. Specifically, the Proposal should outline how the Respondent plans to meet the needs of the full spectrum of Richmond residents with respect to housing. The City seeks Proposals that include current best practices for urban housing, such as a mix of

units targeting different income levels within a development and a variety of floorplans distributed throughout the Project targeting different income levels.

- B. Respondents are encouraged to provide as much detail as possible regarding their concept for housing in the Project Area. Specifically, the City is interested in understanding:
1. What is the proposed unit mixture of rental versus home ownership in the development;
 2. What is the proposed unit mixture (i.e., unit size and income requirements) of the development;
 3. Will the development seek to serve all individuals along a continuum of income eligibility;
 4. Does the Respondent expect to utilize Low Income Housing Tax Credits (“LIHTC”) as part of the housing development and, if so, what is the status of that process;
 5. Will the Respondent commit to preserving the number of units serving the full spectrum of housing needs for a period of time, and if so, how long; and
 6. Does the Proposal require the use of any of the City’s U.S. Housing and Urban Development entitlement funds to support the development of the Project?

3.10 Parking

While the Project Area currently includes both on-street and off-street (i.e., two parking garages) parking elements, it is expected that an increase in office, retail and residential density within the area could require additional parking. Respondents should outline the expected parking need for the Project Area, the location of current and future parking and the costs associated with developing the parking. The two parking garages are as follows:

Facility	Address	Spaces	Debt (\$millions)	FY 2017 ⁽¹⁾ Annual Revenue (\$millions)	FY 2017 ⁽¹⁾ Annual Expenses ⁽²⁾ (\$millions)
Coliseum Parking Garage	501 N 7 th St.	921	\$2.1	\$1.4	\$0.41
Marshall Street	500 E Marshall	1,000	\$27.4	\$2.2	\$0.58

(1) Unaudited actual figures.

(2) Excludes related debt service (see Exhibit C for outstanding debt and debt service)

Additional details concerning the financial status of parking operations are available in the Data Room.

To the extent that existing parking garages or metered on-street parking spots will be taken out of service temporarily or permanently, provide number of spaces lost, by location, and the duration (start and end date) for which they will be out of service.

3.11 Local Job Creation and Local Hiring

- A. The Proposal shall, to a meaningful degree, endeavor to provide a portion of construction and end-user jobs for Richmond residents.
- B. The City has a commitment to the development of its MBE and ESB communities and encourages the use of MBEs and ESBs on the North of Broad/Downtown Neighborhood Redevelopment Project to the fullest extent reasonably possible. Prior projects in Richmond have used MBE/ESB participation goals as high as 40%. After reviewing the Proposals, the City will work with the successful Respondent to establish the highest reasonable goals (as contrasted with formal requirements) given the availability of minority and emerging small businesses for the scope of work envisioned by the Project. The City's Office of Minority Business Development is available at 804-646-3985 to serve as a resource in identifying local MBEs and ESBs.
- C. With respect to end-user jobs for Richmond residents, the Proposal shall identify the training opportunities that will be created and the job-training partners that will be involved in the Project.

3.12 GRTC Transfer Station and Assets/Public Transportation

- A. The City recognizes the integral role of transit in development and economic growth. The Pulse BRT (bus rapid transit) is one example of the City's acknowledgement of the role transit plays in modern cities. The City expects the Project to incorporate the best practices of New Urbanism and transit connectivity into the development plan. In doing so, it should consider two GRTC assets in the vicinity of the Project Area: the bus transfer station and the GRTC Pulse BRT line. Proposals shall address and incorporate both assets.
- B. The City believes that including the GRTC transfer station in the Project offers an opportunity to fully incorporate transit-oriented development best practices. The GRTC desires to replace the current transfer station in the Project Area with a facility that will better serve the GRTC's ridership and more fully incorporate transit into the fabric of the City.

4 Response Format

4.1 General

- A. Respondents should clearly communicate in their Proposal the manner in which they propose to develop the Project Area included in the North of Broad/Downtown Neighborhood Redevelopment Project. Proposals must address all of the elements required from the RFP and any amendments. Respondents are encouraged to be concise, respond directly to the RFP requirements, and address the objectives of the RFP process.
- B. Proposals must not exceed eighty (80) pages in length, excluding appendices. Tabs used to separate sections will not count against the page limit. Pages should be numbered consecutively from one (1) through eighty (80). Resumes of key staff, as described in more detail below, should be placed in an Appendix, and will not count towards the page limit.

4.2 Proposal Format

Proposals must be in an 8 ½" x 11" format with standard text no smaller than 11 point. The margins on each page should not be less than 1 inch and the line spacing should not be less than 1.1, excluding charts and graphics. The five (5) paper copies of the Proposal should be three-hole punched and placed in separate 3-ring binders with identifying covers. Proposals should be organized and outlined in the format described below, including major section titles.

4.3 Specific Proposal Format and Content

4.3.1 Letter of Transmittal

- A. The letter of transmittal should include the Respondent's name, contact person for the Proposal (with name, address, telephone number, and email address), signature of the authorized representative, and a designation of the responsible legal entity that would sign a contract with the City if the Proposal is accepted.
- B. In the letter of transmittal, the Respondent should also confirm in writing that:
 - A. It is a legal entity and is registered to do business in the Commonwealth of Virginia with the State Corporation Commission (the "SCC");
 - B. The Proposal is genuine and without collusion in all respects;
 - C. That the contact person is authorized to act on the Respondent's behalf; and
 - D. That the Proposal shall remain valid for at least 180 days unless withdrawn by Respondent as permitted by this RFP.

4.3.2 Table of Contents

Indicate significant elements of the Proposal by subject and page number. If the Proposal contains appendices, include a listing of the items included.

4.3.3 Executive Summary

Provide an executive summary of the key elements of the Proposal, focusing on the City's objectives as described in this RFP.

4.3.4 Respondent Qualifications

Describe the Respondent's general qualifications related to this project, including separate descriptions of the qualifications for any partners or subcontractors participating in the Proposal. The information shall include, at a minimum, the following:

- A. Description of Respondent: Provide a description of the Respondent, including a description of all Respondent Members and the anticipated legal relationship (governance and capital structure) among the members (e.g., partners, shareholders, client-consultants, subcontractors, etc.) as appropriate. All equity investors must be identified.
- B. Roles of Respondent Members and Key Personnel: Briefly outline the roles of the Respondent Members and key personnel.
- C. Description of Operator(s): Specifically identify the entity or entities that will have ongoing day-to-day operational control of the elements of the development project.
- D. Contact Person: Provide a single contact person for all future communication between the City and the Respondent. Please identify the contact person's name, title, organization, address, telephone number, fax number, and email address.
- E. Controlling Interest of Respondent: Identify the individuals or companies who hold a major or controlling interest in each Respondent Member.
- F. Expected Advisors: Identify the companies and individuals who are expected to act as legal, financial, or other advisors for the Respondent.
- G. Comparable Projects: Provide a list of projects comparable in size and complexity in which Respondent Members and any expected site operators, if different, have participated. Respondent should specify how these comparable projects relate to the proposed project.
- H. Financial Capabilities: Provide evidence of financial capabilities to undertake and complete the proposed Project (or any relevant element) and demonstrate ability to access necessary financing without any contingencies.
- I. References: Provide a list of Respondent Member references. These references should be able to describe the relevant qualifications and capabilities of Respondent Members seeking to take a leading role in the development of the Project.

While the Respondent is free to utilize any partners or subcontractors, the Respondent must assume responsibility for the entire project, including the work of any partners or subcontractors.

4.3.5 Detailed Pro Forma

Include a pro forma model (in an unlocked Excel format with underlying formulas included and accessible) showing all revenue and expense calculations and supporting detail for revenues that provide the basis for the Project plan and any proposed financing that is to be repaid from incremental revenues generated by the Project. The Pro forma should include the Project's revenue projections and underlying assumptions, and at a minimum:

- A. New Arena revenues (based on proposed use of facility);
- B. Parking assumptions and new incremental parking revenues, over and above any existing parking revenues related to existing parking facilities and currently being collected in the Project Area;
- C. New incremental revenues (real estate, BPOL, Personal Property, Admissions, others);
- D. Specificity as to any proposed tax increment district necessary to support any Project-related financing for the New Arena and other related development, if any;
- E. Estimated budget for ongoing project operations, with delineation of expected duties and specifically noting any ongoing need or budgetary expense related to the delivery of new City services;
- F. Other revenues, if any, that result from tax increases, special assessments, or potential legislative changes, if contemplated by the Proposal; and
- G. Other assumed revenues not listed above, but assumed in the Pro Forma model and Market/Feasibility Study required by section 4.3.8.

4.3.6 Project Financing Supported by Incremental Revenues

Include an outline of the financial capabilities of the Respondent and other proposed Project Financing elements of the Proposal that are to be repaid from incremental revenues generated by the Project. Specifically, Respondents should address:

- A. Amount of Respondent's equity;
- B. Project budget for New Arena and other related components detailing the hard and soft costs to be financed based on industry standards or site specific estimates;
- C. Sources and Uses of Funds – Delineation of equity, total sources of tax-exempt or taxable debt and uses of funds for New Arena and other related components;

- D. Upfront funding to be provided to the City in exchange for access to City properties;
- E. Detailed discussion on the proposed structural components, marketing plan and potential investors for any tax-exempt or taxable debt to be issued for the proposed New Arena and other related components and secured by new incremental tax revenues;
- F. Cost of issuance assumptions by component (i.e. bond counsel, underwriter's fees, other legal counsel, etc.);
- G. Developer fees and other overhead costs included in the proposed financing, if any;
- H. Expected City procedural participation in any required debt financing for the Project (i.e. City Council actions, use of EDA, etc.). City financial support is limited as set forth in section 1.1(C) of this RFP. City non-financial support may consist of potential zoning or land use changes that may facilitate the proposed Project or other non-financial means of support; and
- I. Role of EDA or other issuing body in the issuance of proposed Project Debt. The Proposal should describe the nature of the involvement required by the EDA and or any other political subdivision necessary to facilitate the issuance of proposed Project debt.

4.3.7 Revenue Generation

Include a detailed description of any requested City assistance with revenue generation tools, both for the Project Area, and, as needed, for other areas within the immediate community to support the Project.

4.3.8 Market/Feasibility Study

The Proposal should include a market/feasibility study demonstrating that the elements of the Proposal can be supported by and are viable within the market. The market/feasibility study should be performed by a nationally recognized entity, not affiliated in any way with the Respondent, as part of an arm's-length transaction. The market/feasibility study should also incorporate the Detailed Pro Forma required by section 4.3.5 and show that that the proposed development plan can support Project financing as discussed pursuant to section 4.3.6, if any, which is to be repaid solely by incremental revenues. The Respondent should have the market/feasibility study prepared with the understanding that it will be used as the basis for a final report for the purpose of obtaining the proposed Project financing, if any. The Respondent shall bear all costs associated with the market/feasibility study. Elements in the study should include:

- A. Data and analysis for a 17,500 seat arena as outlined in Section 3.2 that can be operated without City subsidy;
- B. Demand models for residential, retail and office uses;

- C. Rent models and surveys demonstrating market support for proposed office, retail and housing rent structures;
- D. Estimated rates of absorption for residential, retail and office space;
- E. Estimated hotel occupancy rate after 12 months of operation;
- F. Estimated local economic impact of proposed development; and
- G. Phasing of the Project and impact on incremental revenue stream and related debt to be issued and supported by such incremental revenues.

It is understood that results from the market/feasibility study will be preliminary pending the completion of all Project components. Further, it is possible the market/feasibility study may demonstrate that one or more elements of the City's desired outcome for the North of Broad/Downtown Neighborhood Redevelopment Project are not tenable within the current economic environment. In that case, Respondents should outline in their Proposals what the market/feasibility study does support in relation to the City's goals.

4.3.9 Organization and Management

Provide a description of the legal organization of the legal entity that will enter into any contract with the City. Further, provide a description of related or unrelated entities that may take a primary role in an element of the overall Project. Details should include:

- A. Description of Legal Entity
- B. Roles of Entity Members and Key Personnel
- C. Contact Person
- D. Controlling Interest of Legal entity
- E. Expected Advisors
- F. Financial Capabilities
- G. Projects comparable in size and complexity
- H. References

The Proposal must also provide a one-page staff organization chart indicating key staff who will work on this Project. Key staff should include managers and lead operational staff who will be interacting with the City staff on a frequent basis. Provide in the Appendix professional resumes for key staff that describe each person's educational background, work experience, registrations and certificates, client references and roles in projects similar to this one.

4.3.10 Project Concept and Development Plan

Provide the Respondent's vision for the redevelopment of the Project Area. Outline whether the Project would be broken into smaller phases and if so, describe each. Include Respondent's perspective on the City's explicit construction and policy goals for the area. Describe how the Project would develop over time, noting potential milestones the City could expect to see during the process.

4.3.11 Environmental Benefits

The City has a strong commitment to sustainability and requires that the development of City-owned properties support the RVAgreen 2050 initiative, which seeks to reduce carbon emissions by 80% by 2050. In addition to reducing carbon emissions, it seeks to increase clean energy sources, enhance the reliability and resilience of the energy system and promote more efficient and affordable energy. Respondents shall describe how the redevelopment plan will incorporate RVAgreen 2050 and meet the City's sustainability goals.

4.3.12 Community and Stakeholder Outreach

- A. The City is committed to maximizing community benefits for its residents and expects Respondents to consider stakeholder and community preferences for the Project, to the extent practical. During the period of response preparation, Respondents should engage with community stakeholders to help inform the development of the Proposal. Further, Respondents are encouraged to provide information regarding their community engagement (e.g., meeting dates, locations, attendee lists, etc.) and demonstrate community support for their Proposal as a part of the submission.
- B. Additionally, Respondents must include in the Proposal a detailed plan describing how community stakeholders would continue to be engaged during the development effort. Possible engagement techniques could include (but are not limited to): community meetings, open houses, charrettes, and website and social media outreach.

4.3.13 Impact on Schools

- A. Richmond schools are a critical element of the fabric of the City, and they have a significant need for funding to address facility challenges within the system. While this issue transcends the scope of the Project, the opportunity presented by this redevelopment is an important one. Therefore, Respondents shall include in their Proposals any concepts they wish to advance for establishing long-term funding streams for Richmond Public Schools. The funding streams can be related to elements of the redevelopment.
- B. The Project Area currently does not include a Richmond Public Schools facility. Therefore, Respondents should also identify potential locations in or near the Project Area that might be suitable and appropriate at a future date for use as an education facility.

4.3.14 Impact on GRTC Transfer Station

- A. The City has increasingly recognized the integral and vital role of transit in development and economic growth. The recent approval of the Pulse BRT is an acknowledgement of Richmond's commitment to transit and connectivity. In recognition of the important role of transit in the project, the Respondent shall include a replacement for the existing bus transfer facility. The Respondent should provide for the inclusion of a bus transfer facility into the ground floor of a proposed building, which will subject to detailed coordination with GRTC as facilitated by the City.
- B. The bus transfer facility will require approximately 65,000 square feet with a ceiling height of, at least, 22 feet. While the City and GRTC will consider any proposed site for the bus transfer station, sites that provide the best connection to the Pulse BRT and Broad Street will be preferred.
- C. The GRTC will be responsible for developing the on-site improvements and already has over \$9 million in federal funding to support that development.
- D. The bus transfer facility will be built in accord with Federal Transit Administration (FTA) regulations. It will be the responsibility of GRTC to secure federal approval of the project and to minimize the regulatory impact of that project on the overall development.

4.3.15 Proposed Transition Plan and Schedule

Provide a transition plan and schedule describing how the Respondent will ensure the orderly completion of the project. The plan should identify the Respondent's planned date (expressed as days from executing a contract with the City) for achieving significant transactions milestones. The schedule should include the dates for all key planned activities, including any actions needed to be taken by City Council or other authorizing bodies and the EDA or other political subdivisions needed to effect the issuance of proposed Project debt.

4.3.16 Concept Plans/Renderings

As a part of the response, Respondents shall provide applicable site plans, project renderings, traffic studies and any other materials that will aid the City in its review of the submission.

5 Exhibits and Appendices

Exhibit A

NON-COLLUSION AFFIDAVIT

STATE OF _____)
)
_____ COUNTY)

The undersigned authorized representative of Respondent, being duly sworn on oath, states that he/she is duly authorized to act on behalf of Respondent and has not, nor has any other employee, member, representative, or agent of the firm, company, corporation or partnership represented by him/her, entered into any combination, collusion or agreement with any person relative to the terms to be offered by any person nor to prevent any person from making a Proposal nor to induce anyone to refrain from submitting a Proposal and that this offer is made without reference to any other offer.

Further, the undersigned, on behalf of the Respondent, states that he or she has not, nor has any other employee, member, representative, or agent of the firm, company, corporation or partnership represented by him or her, engaged in any unauthorized communications with anyone associated with the City, including but not limited to City employees, elected officials, agents, representatives, or individuals employed by Associated Entities.

Respondent (Name of Firm)

Signature of Representative/Agent

Printed Name of Representative/Agent

Title

Subscribed and sworn to before me this ____ day of _____, 2018.

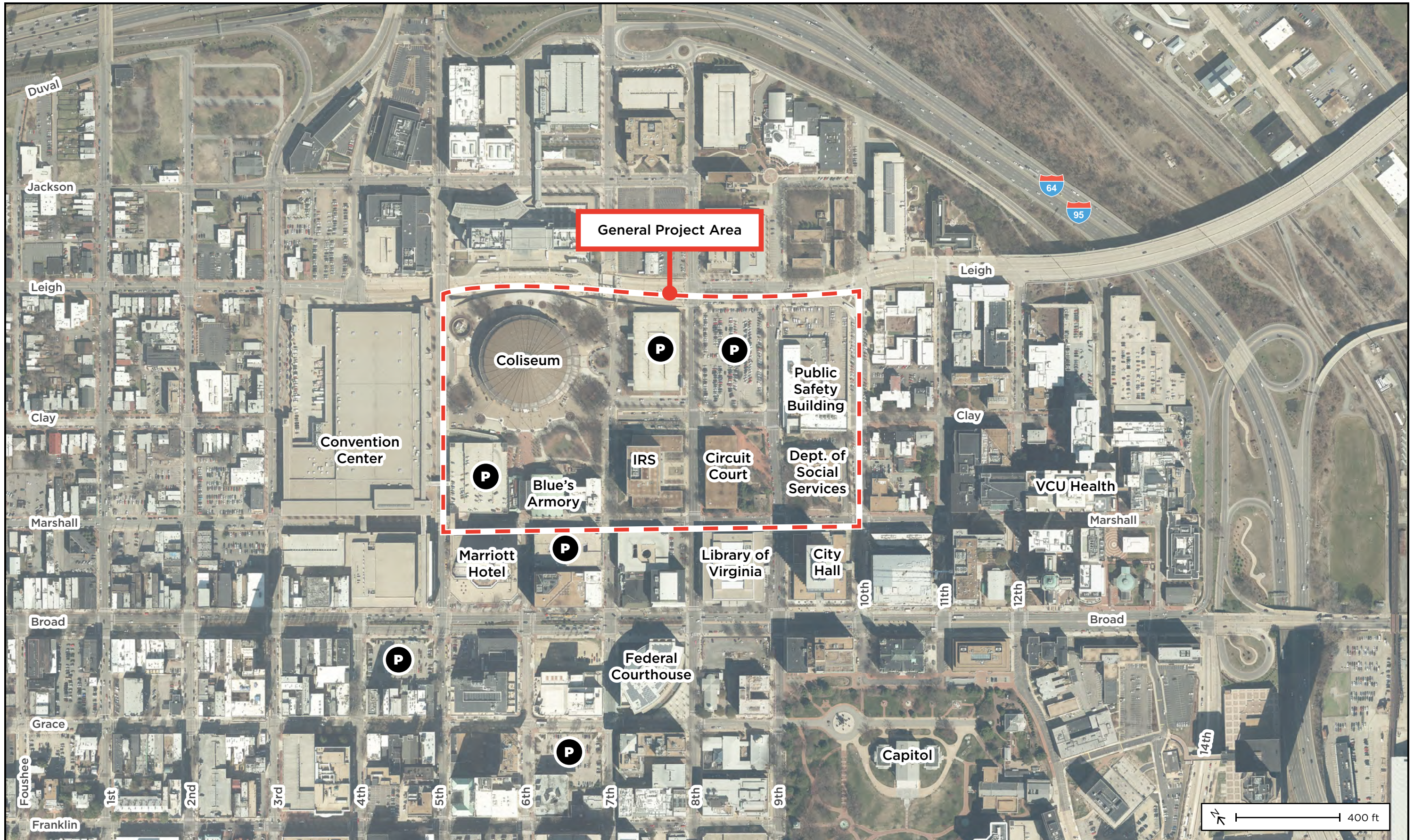
My Commission Expires: _____

Notary Public

County of Residence _____

Exhibit B

AREA MAP



Aerial Map - General Project Area

Exhibit C

LISTING OF PROPERTIES IN AREA INCLUDING DESCRIPTION OF USE OF CITY PROPERTIES, REVENUE ASSOCIATED WITH PROPERTIES (IF ANY) AND OUTSTANDING DEBT ASSOCIATED WITH PROPERTIES (IF ANY)

Exhibit C

Project Area Property Listing

Properties Owned by the City or an Associated Entity

Tax ID#	Address	Description/Use	Acres	S.F.	Valuation			Ownership	Related Debt As of 8/1/2017
					Land	Improvement	Total		
1 N0000007001	601 E. Leigh Street	Richmond Coliseum	7.36	179,870	\$12,343,000	\$35,613,000	\$47,956,000	City	\$2,859,786
2 N0000008001	501 N. 7th Street	Parking Deck	1.94	236,600	\$3,251,000	\$10,934,000	\$14,185,000	City	\$2,100,574
3 N0000011002	500 B East Marshall St	Part of Coliseum Tunnel	0.01	NA	\$1,859,000	--	\$1,859,000	City	NA
4 N0000009001	808 E. Clay Street	Surface Parking	1.71	NA	\$2,868,000	\$111,000	\$2,979,000	City	NA
5 N0000009002	800 E. Clay Street	Surface Parking	0.37	NA	\$616,000	\$19,000	\$635,000	City	NA
6 E0000235003	900 E. Marshall Street	Soc. Serv. Bldg. (Marshall Plaza)	1.64	39,156	\$2,750,000	\$10,545,000	\$13,295,000	Adv. Richmond Corp (City)	\$3,235,406
7 N0000004002	400 N. 9th Street	John Marshall Courts	1.08	99,785	\$1,818,000	\$9,494,000	\$11,312,000	City	NA
8 N0000006004	406 N. 7th street	Vacant Land	0.57	NA	\$950,000	\$4,000	\$954,000	RRHA	NA
9 N0000006025	408 A N. 7th Street	Vacant Land	0.43	NA	\$689,000	--	\$689,000	RRHA	NA
10 N0000011032	550 E. Marshall Street	Atrium	0.40	10,000	\$678,000	\$108,000	\$786,000	RRHA	NA
11 N0000011033	500 E. Marshall Street	Parking Garage	1.58	244,608	\$2,650,000	\$11,210,000	\$13,860,000	City	NA
12 N0000011034	530 E. Marshall Street	6th Street Marketplace	0.22	20,304	\$369,000	\$265,000	\$634,000	RRHA	\$27,380,463
13 N0000006025 B	411 N. 6th Street	Blues Armory	0.49	40,194	\$397,000	\$1,676,000	\$2,073,000	RRHA	NA
14 E0000235001	500 N. 10th Street	Public Safety Building	3.01	147,399	\$4,038,000	\$10,372,000	\$14,410,000	City	NA
15 N0000007003	500 A East Marshall St.	Common Area	0.05	NA	\$100,000	--	\$100,000	City	NA

Properties Not Owned by the City or an Associated Entity

1 N0000006018	612 E. Marshall Street	Parking Garage	0.30	87,242	\$494,000	\$2,019,000	\$2,513,000	Seventh & Marshall Corp.	NA
2 N0000006021	610 E. Marshall Street	Hospitality House	0.10	16,013	\$168,000	\$244,000	\$412,000	Hosp. House Of Richmond, Inc	NA
3 N0000003001	400 N. 8th Street	Federal Building	2.13	323,439	\$3,576,000	\$32,396,000	\$35,972,000	GSA U.S. Govt	NA
4 N0000004003	825 E. Clay Street	John Marshall Courts Plaza	0.40	NA	\$662,000	\$29,000	\$691,000	John Marshall Foundation	NA
5 N0000004001	808 E. Marshall Street	Jhn Marshall House	0.333	14,503	\$558,000	\$382,000	\$940,000	Association for the Preservation of VA Antiquities	

Exhibit C

Outstanding Debt

(As of October 1, 2017)

Richmond Coliseum

(2010C, 2012C, 2015A GO Bond Allocations)

FY	2010C Refunding Bonds			2012C Refunding Bonds (Taxable)		2015A Tax-Exempt Refunding Loan		Total Debt Service		
	Maturity	Principal	Coupon	Principal	Coupon	Principal	Coupon	Principal	Interest	Debt Service
2018								-	54,487.87	54,487.87
2019	7/15/18	354,100.00	3.00%	107,078.00	1.81%			461,178.00	102,695.18	563,873.18
2020	7/15/19	354,100.00	4.00%	115,778.00	2.06%			469,878.00	88,140.11	558,018.11
2021	7/15/20	354,850.00	4.00%	118,459.00	2.35%			473,309.00	71,377.30	544,686.30
2022	7/15/21	354,850.00	5.00%			125,871.00	2.34%	480,721.00	52,545.06	533,266.06
2023	7/15/22	354,850.00	5.00%	125,944.00	2.75%			480,794.00	31,598.77	512,392.77
2024	7/15/23	354,850.00	5.00%			139,056.00	2.34%	493,906.00	10,498.21	504,404.21
		2,127,600.00		467,259.00		264,927.00		2,859,786.00	411,342.50	3,271,128.50
Call Date:	7/15/2020 at 100%			Non-Callable		Non-Callable				

Exhibit C

Outstanding Debt

(As of October 1, 2017)

Coliseum Parking Garage ⁽¹⁾

(2012C GO Bond Allocation)

<i>FY</i>	<i>Maturity</i>	<i>Principal</i>	<i>Coupon</i>	<i>Interest</i>	<i>Debt Service</i>
2018		-		23,113.13	23,113.13
2019	7/15/18	528,597.00	1.81%	41,442.45	570,039.47
2020	7/15/19	540,665.00	2.06%	31,089.80	571,754.82
2021	7/15/20	513,127.00	2.35%	19,494.29	532,621.31
2022	7/15/21	518,185.00	2.60%	6,733.81	524,918.84
		2,100,574.00		121,873.48	2,222,447.57
Call Date:	Non-Callable				

(1) Bounded on the west by North 7th Street, north by East Leigh Street, east by north 8th Street and south by East Clay Street.

Exhibit C

Outstanding Debt

(As of October 1, 2017)

5th & Marshall Parking Garage ⁽¹⁾ (2017B, 2017C GO Bond Allocation)

FY	2017B Refunding Bonds (Tax-Exempt)			2017C Refunding Bonds (Taxable)		Total Debt Service		
	Maturity	Principal(2)	Coupon	Principal(2)	Coupon	Principal	Interest	Debt Service
2018		-		-		-	410,399.34	410,399.34
2019	7/15/18	241,645.24	5.00%	1,375,321.34	1.15%	1,616,966.58	802,314.65	2,419,281.23
2020	7/15/19	254,498.71	5.00%	1,395,886.89	2.00%	1,650,385.60	768,044.09	2,418,429.69
2021	7/15/20	267,352.19	5.00%	1,424,164.52	2.00%	1,691,516.71	726,797.30	2,418,314.01
2022	7/15/21	280,205.66	5.00%	1,452,442.16	2.00%	1,732,647.81	684,342.29	2,416,990.10
2023	7/15/22	295,629.82	5.00%	1,488,431.88	3.00%	1,784,061.70	633,095.50	2,417,157.20
2024	7/15/23	311,053.98	5.00%	1,532,133.68	3.00%	1,843,187.66	572,619.92	2,415,807.58
2025	7/15/24	326,478.15	5.00%	1,575,835.48	2.58%	1,902,313.62	513,371.34	2,415,684.96
2026	7/15/25	344,473.01	5.00%	1,619,537.28	2.65%	1,964,010.28	454,810.41	2,418,820.69
2027	7/15/26	362,467.87	5.00%	1,663,239.07	2.75%	2,025,706.94	392,808.48	2,418,515.42
2028	7/15/27	380,462.72	5.00%	1,709,511.57	2.80%	2,089,974.29	327,432.52	2,417,406.81
2029	7/15/28	401,028.28	5.00%	1,760,925.45	2.90%	2,161,953.73	258,428.66	2,420,382.39
2030	7/15/29	419,023.14	4.00%	1,812,339.33	3.00%	2,231,362.47	187,303.98	2,418,666.45
2031	7/15/30	437,017.99	5.00%	1,868,894.60	3.00%	2,305,912.60	112,779.56	2,418,692.16
2032	7/15/31	455,012.85	3.00%	1,925,449.87	3.125%	2,380,462.72	36,910.35	2,417,373.07
		4,776,349.61		22,604,113.11		27,380,462.72	6,881,458.40	34,261,921.13
Call Date:	7/15/2027 @ 100%			7/15/2027 @ 100%				

(1) Bounded on the west by North 57th Street, north by the Coliseum, east by the City Center Building and south by East Marshall Street.

(2) Pro rata allocation of 2017B and 2017C Bonds applicable to the refunding of Series 2010D. Based on parking spaces in the 5th & Marshall garage divided by total parking spaces originally financed with the 2010D Bonds (1,000/1,945 or approximately 51.41%)

Exhibit C

Outstanding Debt

(As of October 1, 2017)

Social Services Building (Marshall Plaza)

(2005A Lease Revenue Bond)

<i>FY</i>	<i>Maturity</i>	<i>Principal</i>	<i>Coupon</i>	<i>Interest</i>	<i>Debt Service</i>
2018		-		84,929.41	84,929.41
2019	10/1/18	1,022,357.00	5.25%	143,021.95	1,165,379.00
2020	10/1/19	1,077,478.00	5.25%	87,901.28	1,165,379.33
2021	10/1/20	1,135,571.00	5.25%	29,808.74	1,165,379.79
		3,235,406.00		345,661.38	3,581,067.54
Call Date:					