



DRAFT

REQUEST FOR PROPOSALS

to develop

700 American Boulevard West
Bloomington, Minnesota

Responses must be received no later than:
4:00 p.m. (CST) on January 26, 2017.

Schane Rudlang, Port Authority Administrator
Bloomington Port Authority
1800 West Old Shakopee Road
Bloomington, MN 55431

An organization intending to submit a Response should notify the Port Authority Administrator via phone or email so that they can be notified of any changes to this RFP. An email may be sent to srudlang@BloomingtonMN.gov or you can call 952-563-4861.

OVERVIEW

The City of Bloomington (City) purchased property along American Boulevard to facilitate public roadway improvements. Excess property will be sold for private development. The property for sale is 700 American Boulevard West as shown in Attachment A. Prior to entering into a purchase and development agreement, the City will select a developer for the property using this Request for Proposals (RFP) process.

Section 1: SUBMISSION REQUIREMENTS

Developers submitting a response to this RFP (Response) are required to organize their Responses into the following categories.

1. Developer Information
2. Proposed Development
3. Public Improvements
4. Offer and Terms of Purchase
5. Non-collusion Affidavit
6. Optional Appendix - Developer attachments (resumes, project information sheets, etc.)

SUBMISSION PROCEDURES

Developers submitting Responses are required to submit one electronic PDF, one paper original and five paper copies in 8 ½" x 11" format. Responses must be organized in accordance with the requirements described above. Information for items 1-4 shall not exceed 10 pages. The City and Port Authority reserve the right to request additional information during the RFP review period.

Responses must be received no later than 4:00 p.m. (CST) on January 26, 2016. The five paper copies must be bound when submitted. Developer Responses must be delivered to:

Schane Rudlang, Port Authority Administrator
Bloomington Civic Plaza
1800 West Old Shakopee Road
Bloomington, MN 55431

The box or envelope containing the submission must be labeled "Response to Request for Proposals, 700 American Boulevard". Responses received after the deadline will NOT receive further consideration.

REQUIRED MINIMUM CONTENTS AND SELECTION CRITERIA

1. Developer Information

- Identification and contact information – Provide name, mailing address, and website address of the lead development company, plus name, email and telephone number(s) of the primary contact person.
- Principal and Project Manager – Identify the principal and project manager assigned to this project. Describe the role and responsibilities of these people, including who will be responsible for negotiating the development agreement and completing the balance of the predevelopment process.
- Company Overview – The history of the firm, the office responsible for this project, the available resources of that office, and comparable projects undertaken.
- Include any resumes of the key members of the developer team in the optional appendix as noted above.
- Financial Capacity to Develop Subject Property – Describe the developer’s capacity to finance and develop projects similar in scope to the proposed project.
- Developer References – Describe the developer’s track record of successfully structuring and implementing projects of similar development scope. Include project descriptions, illustrations or photos, principal and project manager, and reference contact information for up to three similar projects. These may be included in the optional appendix if it is pre-prepared.

2. Proposed Development

- The City and Port recognize that the development may change during the period between the Response submittal and when the development contract is executed, but the Response changes should be minimal. (The development proposed in the Response should closely match the final development.)
- Briefly describe your proposed ownership, property management and development structure for this project. Please specify whether your firm will be a fee developer, equity investor, owner and/or property manager. Please note whether the firm typically retains ownership of your developments or sells them to third parties.
- Describe the uses, number of stories, floor area ratio (“FAR”), and approximate square feet of development anticipated along with a conceptual site sketch.
- The developer is encouraged to work with the owners of REI on the adjacent property to share parking for the site as a way to increase density. (REI contact: Ryan Warner, Manager, Real Estate Facilities and Asset Management, 6750 South 228th Street, Kent, WA, 98032, (425) 278-8367 (direct) | ryan.warner@rei.com)
- The City and Port acknowledge the following preferences for developer submissions:
 - Multi-story, higher intensity (higher FAR) developments,
 - Non-retail development,
 - Development activates both Lyndale and American and does not turn its back on the corner,

- Building placement near the corner,
 - High quality construction/exterior/material/architecture, and
 - Sustainable development.
 - Developer should be aware that 900 American Boulevard is potentially available for development. This parcel was originally part of the City’s property acquired when American Boulevard was expanded, but was sold to TopLine Credit Union in 2007. (TopLine contact: Kevin Kuntz, Senior Vice President Sales & Service, 9353 Jefferson Highway, Maple Grove, MN, 55369, (763-391-0518 (direct) | kkuntz@toplinecu.com)
 - Describe a timeline for submitting plans, construction and occupancy of the development assuming that:
 - A Phase I environmental site assessment was completed in 2008. Any additional soil or environmental due diligence or remediation will be at the Developer’s expense.
 - Closing will occur on or before September 30, 2017.
3. Public Improvements
- If the Developer’s Response assumes and relies upon future public improvements, the Response should include a list of the improvements and an estimate of the cost of constructing the improvements and who pays for them and how.
 - Public improvements could include streets, traffic control devices, water, waste water (sanitary sewer), surface water (storm sewer) improvements and upgrades. Public improvements may also include structured parking and pedestrian plaza(s).
4. Offer and Terms of Purchase
- The submission must state:
 - The amount offered for the land,
 - Proposed public improvements, if any,
 - Any contingencies associated with this offer and,
 - The developer’s ability to close on purchase of the land.
5. Non Collusion Affidavit
- A Non Collusion Affidavit must be executed and returned with submittal.

Section 2: SCHEDULE AND DEVELOPER SELECTION PROCESS

City and Port staff will evaluate developer Responses to this RFP and make a recommendation to the City Council. Based on the evaluation criteria described below, the City Council will hold a public hearing and give staff direction on proceeding to negotiate a purchase and development agreement. The Council is not bound by the recommendations of staff. The Council may decide to reject all Responses or enter into negotiations to change the scope of development or terms contained in one or more of the Responses.

For questions or clarification regarding this Response or clarifications of terms, conditions, or requirements of this RFP, please contact Schane Rudlang at 952-563-4861. All questions and requests for clarifications must be received no later than December 9, 2016. Substantive information from questions will be made public.

ESTIMATED PROJECT SCHEDULE

Steps	Date
City Council approves RFP	November 1, 2016
Developer RFP issued	November 2, 2016
Question and answer session, Bloomington Civic Plaza, 1800 West Old Shakopee Rd, and on-line via Webex	November 18, 2016
Deadline for RFP clarifications	December 9, 2016
RFP Responses due	January 26, 2017
Staff conducts initial review of Responses	January 30-February 3, 2017
Developer interviews (as necessary)	February 6-10, 2017
Staff completes evaluation of developer Responses	February 20, 2016
Recommendations submitted to City Council (public hearing)	March 20, 2017
Negotiate purchase and development agreements and developer environmental due diligence (optional)	March 21, 2017 –May 15, 2017
City Council considers purchase and development agreement	June 1, 2017
Developer submits plans for Preliminary and Final Development Plans	June to September 2017
Closing	September 30, 2017

The City reserves the right to extend or otherwise modify the schedule. If and when such changes in the schedule occur, notice will then be provided to developers who notified the Port Administrator, per the cover page of this RFP.

DEVELOPER EVALUATION CRITERIA

Evaluation of the Responses to this RFP will be completed in a systematic manner that will include but not be limited to the information as listed in Section 1.

DEVELOPER SELECTION PROCESS

1. **Initial Review of Responses** - Staff will review developer Responses with respect to consistency with the criteria listed in Section 1.
2. **Developer Interviews** – Qualified developers may be invited to discuss their proposed development plan with City and/or Port staff.

3. **Final Evaluation** – Staff will prepare a report to the City Council describing the reasons for the staff recommendation and whether to proceed with purchase and development agreement negotiations. This report will be based on the Responses submitted by developers and the results of developer interviews. The City Council will direct staff whether to proceed to negotiate a purchase and development agreement. After receiving the City Council’s direction to proceed, staff will begin negotiations of a purchase and development agreement. If an agreement cannot be successfully negotiated in a timely manner, the City has the right to terminate negotiations with one respondent, and begin negotiations with another.

BLOOMINGTON’S DEVELOPMENT REVIEW PROCESS (ENTITLEMENT PROCESS)

Developers submitting Responses should be aware of the City’s review process for development projects Preliminary and Final Development Plan (the entitlement process):

- The development review process requires 90 to 120 days to complete after receipt of a complete application.
- Any variance to parking requirements, or shared parking arrangements with adjacent property owners will require a parking study, completed by the City at applicant’s expense.
- Permit fees include:
 - Site Plan Review (\$420 to \$2,500 depending on process selected)
 - Building Permit and Plan Check (a function of the development value)
 - Park Dedication Fee (a function of the anticipated number of employees)
 - SAC and connection charges (a function of projected water and sanitary sewer use)

The property is currently zoned B-2(PD), and has a comprehensive guide plan designation of Regional Commercial. Please see Attachment A for B-2 zoning Regulations. If zoning or comprehensive plan amendments are required as part of the proposed development in the response, the developer will be fully responsible for any costs or fees associated with the amendments.

Section 3: BACKGROUND INFORMATION

In September 2005, the City of Bloomington completed the Lyle Berg Bridge connecting American Boulevard over I-35W. Bridge completion was a major accomplishment that allows American Boulevard to function as an east-west arterial and an alternative to I-494. American Boulevard is now a continuous street from South Loop and the Mall of America to the Normandale Lakes Area.

The Lyndale/494 interchange was completed in 2008 and is designed as a single-point bridge structure. This bridge design accommodates the reconstruction of the I-494 Corridor as

outlined in the 2001 I-494 Environmental Impact Statement. REI's primary access is the driveway from American Boulevard at Bryant Avenue.

The City acquired land in order to facilitate the expansion and improvement of American Boulevard near Lyndale Avenue. The City intends to sell excess property at 700 American Boulevard that wasn't needed for the road improvements for private development. The property has been replatted. Prior to City acquisition of the property, it was used by several commercial and light industrial businesses.

ADJACENT OR NEARBY TRANSPORTATION SYSTEM IMPROVEMENTS

Orange line Bus: Planned for earliest opening in late 2019. A station is proposed to be located at Knox Avenue and American Boulevard.

ACCESS CONDITIONS AND LIMITATIONS

Non-access easements will be placed on the Lyndale Avenue and American Boulevard frontages. Access to 700 American Boulevard West will be from the north side of the site via the REI driveway and an existing joint access area between 700 American and the REI parking lot (see Attachment B for joint access easement). The City will require an easement area in the SE corner of the site for traffic control and power (see Attachment C for the easement area). The City does not intend to install a traffic signal at Bryant Avenue. The City will evaluate traffic safety and access improvements proposed by the responders.

Please see Attachment A for the property's boundaries and access conditions.

STORM AND SURFACE WATER OPTIONS

Water quality treatment must be consistent with the Bloomington Comprehensive Surface Water Management Plan, scheduled to be updated at the end of 2017. A permit from the Nine Mile Creek Watershed District will also be required. Developers are cautioned that the MPCA is revising the NPDES II permit, due in 2018. The permit revision may impact construction permits and volume control. Developers are encouraged to submit emails or call Engineering (Jen Desrude – 952-563-4862) with questions or for more information on engineering issues.

SOIL CONDITIONS

The City has not performed soil tests on the site. However, the City does have a Soil Evaluation Report, which is dated January 31, 2008 (see Attachment E), and a Geotechnical Evaluation Report, which is dated February 8, 2008 (see Attachment F). Both reports were done by Braun Intertec.

Developers may request site access to conduct their own soil tests. The costs of these tests and any required soil corrections will be the developer's responsibility.

ENVIRONMENTAL

A Phase I environmental site assessment was completed by Braun Intertec in February, 2008 and is included as Attachment G. The City removed the buildings, including utility connections and restored the site surface. The City will sell the site in an as-is condition without additional environmental investigation, remediation or warranties.

Section 4: STATEMENT OF LIMITATIONS

COST OF RESPONDING TO THE REQUEST FOR PROPOSALS

The City has the authority to select a developer and to negotiate a purchase and development agreement as outlined in this RFP.

The City reserves the right to accept or reject any or all Responses, in part or total, and to waive any minor informalities, as deemed in the City's best interests. The City reserves the right to enter into a contract with the best and most responsive and responsible developer that is most advantageous to the City. In determining the most advantageous Response, the City further reserves the right to consider matters such as, but not limited to, the respondent's consistency with the Comprehensive Plan, the quality of a proposer's completed projects similar to this one, and the developer's business reputation and financial abilities.

The City in no way takes responsibility for any expenses incurred by any respondent in the course of responding and/or presenting their Response nor with respect to cleanup or correction of conditions existing on the property.

RIGHT TO MODIFY, SUSPEND AND WAIVE

The City reserves the right to:

- a) Modify, and/or suspend any and all aspects of this Request for Proposals;
- b) Request additional information;
- c) Waive any unintentional defects as to form or content of the RFP or any Responses submitted. Any substantial changes in the requirements of the RFP will be disseminated in writing to all parties who have expressed an interest in preparing a submission. Any and all information requested in addenda must be returned with the developer's submission to be considered responsive.

RIGHT TO DISQUALIFY STATEMENTS OF QUALIFICATIONS OR RESPONSE

The City reserves the right to disqualify a Response, before or after opening, upon evidence of collusion with intent to defraud or other illegal practice on the part of the respondent (See the attached Non-Collusion Affidavit form). Respondents also warrant that no one was paid a fee, commission, gift or other consideration contingent upon receipt of an award for any part of the property. The affidavit is required to be submitted as part of the Response to the RFP.

DISCLOSURE AND DISCLAIMER

This Request for Proposals is for information purposes only. Any action taken by the City in response to submissions made pursuant to the RFP, or in making any award or failing or refusing to make any award, shall be without liability or obligation on the part of the City or any of their officers, employees or advisors. The RFP is being provided by the City without any warranty or representation, expressed or implied, as to its content, accuracy or completeness. Any reliance on the information contained in the RFP, or on any communications with the City's officials, employees or advisors, shall be at the developer's own risk. Prospective developers should rely exclusively on their own investigations, interpretations and analysis in connection with this matter. The RFP is made subject to correction of errors, omissions, or withdrawal without notice.

This RFP does not constitute an offer by the City. The City's determination as to the qualifications and acceptability of any party or parties submitting in a Response to the RFP shall be made at the sole discretion of the City. The City is governed by the laws of the state of Minnesota and all submissions and supporting data shall be subject to disclosure as required by such law.

The City reserves the right to accept, subject to negotiation of final terms and conditions, any Response deemed in the best interest of the City, to waive any irregularities in any submissions, to reject any and all submissions, to readvertise for new Responses, to extend the deadline for submission of developer Responses, and to modify the project schedule in this document.

Neither the City, nor any of its officers, agents or employees shall be responsible for the accuracy of any information provided to any developer as part of this RFP. All respondents are encouraged to independently verify the accuracy of any information provided. The use of any information in this document in the preparation of a Response to this request is at the sole risk of the responding party.

The developer will be responsible for testing, monitoring and remediation of any environmental conditions encountered. The City makes no warranties or representation regarding environmental conditions nor will it indemnify the developer with respect to the existence of any hazardous substances on or in the vicinity of the land in question.

NON-COLLUSION AFFIDAVIT

STATE OF MINNESOTA)

) SS

COUNTY OF HENNEPIN)

_____ Being first duly sworn
deposes and says that:

- 1) He/She is _____ of
_____ the Developer that has submitted the attached
Response to this RFP;
- 2) He/She is fully informed respecting the preparation and contents of the attached Response to
this RFP (Response) and of all pertinent circumstances respecting such Response;
- 3) Such Response is genuine and is not a collusive or sham Response;
- 4) Neither the said or any of its officers, partners, owners, agents, representative, employees or
parties in interest, including this affiant, has in any way colluded, conspired, agreed, directly or
indirectly, with any other respondent, firm or person to submit a collusive or sham in connection
with the Response for which the attached Response has been submitted or to refrain from
responding in connection with such Response, or has in any manner, directly or indirectly,
sought by agreement or collusion or communication of conference with any other, firm or
person to fix the price or prices of the Response of any other, or to secure through any collusion,
conspiracy, or unlawful agreement any advantage against the Bloomington Port Authority, the
City of Bloomington or any person interested in the Response and;
- 5) The price or prices quoted in the attached Response are fair and proper and are not tainted by
any collusion, conspiracy, or unlawful agreement on the part of the Developer or any of its
agents, representative, owners, employees, parties in interest, including this affiant.

(Signed) _____

Subscribed and sworn to before me

This ___ day of _____

20__.

Notary Public

My commission expires: _____

Attachment A:
Property for sale – 700 American Boulevard West

**Attachment B:
B-2 Zoning Regulations**

Attachment C
Joint Access Easement

Attachment D
Required Easement Area

Attachment E
Soil Evaluation Report

Attachment F
Geotechnical Evaluation Report

Attachment G
Phase I Environmental Site Assessment