

REQUEST FOR QUALIFICATIONS AND PROPOSALS

City of Antioch Downtown East Transit Oriented Residential Development

City Council

Wade Harper, Mayor, Chair
Mary Rocha, Mayor Pro-Tem
Gary Agopian, Council Member
Tony Tiscareno, Council Member
Monica Wilson, Council Member

Steve Duran
City Manager

Telephone: (925) 779-7011
Fax: (925) 779-7003
www.ci.antioch.ca.us

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For more information concerning this opportunity contact:
Brian Nunnally, Economic Development Program Manager, at (925) 779-6168

City of Antioch Historic Downtown East Transit Oriented/Infill Residential Development

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I. EXECUTIVE SUMMARY

- Opportunity:** Develop a residential transit oriented/infill development on sites owned by the City of Antioch located on the east end of Antioch’s historic downtown, also known as the Rivertown Business District, and build a new 10,000 square foot senior center on a City owned site to be determined.
- Sites:** The development sites are mapped in attached exhibits. They are within a Priority Development Area that includes an Amtrak rail station and is planned for a future ferry terminal. There are five sites totaling approximately 129,373 square feet, or 2.97 acres.
- Development Team:** Qualified development teams must have substantial residential in-fill development experience and commercial and/or mixed-use development experience. Teams must include an experienced urban in-fill/transit architect and fiscal consultant.
- Property Disposition:** The City desires to execute a Purchase and Sale Agreement and Development Agreement that includes at a minimum a scope of development, schedule of performance, pro-forma, and detailed development plan prior to transfer of title.
- Selection Process:** The First Round is the submittal of qualifications, a vision for the project and a term-sheet level financial proposal. Next, an evaluation of submittals by a panel of staff and consultants will generate a short list of qualified development teams. Additional information will be sought during this Second Round of evaluations from “short-listed” development teams. Staff and consultants will interview and rank the “short listed” development teams. The highest rated development team will be recommended to the City Council to enter into an Exclusive Right to Negotiate (ERN) for the development of the property.
- Pre-Application Meeting & Tour:** July 23, 2014 at 10am in the Nick Rodriguez Community Center at 213 F Street, Antioch, CA.
- Due Date:** August 14, 2014 at 5:00PM (PST)
- Contact:** Brian Nunnally, Economic Development Program Manager, City of Antioch at (925) 779- 6168
bnunnally@ci.antioch.ca.us

II. THE VISION

Background: The City of Antioch is pleased to offer an opportunity to develop a market rate residential transit oriented in-fill development on the east end of historic downtown Antioch in a Priority Development Area (PDA) immediately adjacent to the “Rivertown Business District.” The City owns a number of parcels comprising adjacent development sites on the east end of downtown Antioch. The City’s control of these sites and the current housing market make this a opportune time to move forward aggressively with what will be a catalyst project for downtown revitalization.

The City desires to leverage the natural beauty and ambiance of the San Joaquin River and the now quaint Rivertown Business District into a vibrant neighborhood village by attracting a new, higher density, homeowner presence to anchor downtown on the east and west ends. This will provide evening and weekend population to compliment City and School District workday population and thereby make downtown more viable for local shops, restaurants, entertainment, and other downtown businesses providing services to the community and visitors.

Several downtown plans have been developed over the years, the most recent of which is the 2008 Initial Study: Antioch Rivertown Waterfront Development by ARCADIS in association with Economic & Planning Systems. There is also a 1991 Antioch Urban Waterfront Restoration Plan by the Planning Collaborative. These plans inform the City’s vision. The City has recently received a grant to complete a “Specific Plan” for historic downtown, which will move forward in coordination with the planning for the sites under this RFQ/RFP process along with the required California Environmental Quality Act (CEQA) documents for the project and the Specific Plan.

The project envisioned for the east side of downtown, however, needs to move forward aggressively in order to take advantage of favorable market conditions so that downtown revitalization can begin and a new Senior Center can be built over the next few years. The successful development team must present a vision for downtown revitalization informed by the aforementioned plans as well as a development schedule that moves this project towards completion.

Goals: The key goals for the Proposed Project are:

- Develop the sites as a master planned transit oriented/infill project.
- High quality for sale/market rate residential units with a maximum density of 20 units per acre.
- Build an approximately 10,000 square foot Senior Center on a City owned site to replace the Nick Rodriguez Community Center that will be demolished as part of this project.

- Incorporate the attached Design Guidelines in the project to ensure high quality design and construction.
- Move quickly to take advantage of market conditions and be a catalyst for downtown revitalization.

III. THE SITE

Site Description: The project sites, mapped on the attached exhibits, are located at the eastern end of Antioch’s historic downtown. The total approximate land area of the Sites is 2.97 acres and includes the Nick Rodriguez Community and Senior Center, approximately 33,000 square feet, surface parking lot and two vacant lots.

Current Zoning: The Sites are currently zoned RTR-10 (Rivertown Low Medium Density Residential). The Planning Division is currently working on updating the General Plan and preparing a new downtown Specific Plan and will work with the selected development team regarding development compatibility with existing zoning and policy documents; with existing and intended surrounding uses; and necessary policy and ordinance amendments to achieve desired density and other proposal attributes.

IV. DEVELOPMENT TEAM SELECTION

The process to select a developer to be offered an Exclusive Right to Negotiate (ERN) concerning acquisition and development of the property will occur as follows: The first step requires prospective developers to attend an informational meeting at which staff will answer questions concerning the property and the RFQ/P and negotiation process. Then interested parties may submit proposals containing qualifications for the development team, preliminary master plans, financial terms and conditions such as purchase price, deposit, and other materials as outlined in Section V, First Round Submittal Requirements, in accordance with the schedule contained in Section VII, Selection Criteria, Process and Schedule. Developer proposals complying with the Submission Requirements will be reviewed by a Staff Review Committee. Upon completion of this review process, a limited number of firms will be asked to make project presentations to the Staff Review Committee, as outlined in Section VI, Second Round Submittal Requirements and staff will recommend a developer to the City Council for an ERN for a three month period to finalize a Term Sheet. During this three-month period, the developer must also demonstrate the financial feasibility of the proposed project, complete a detailed master plan including conceptual renderings, and prepare a development phasing plan and provide a schedule for implementation.

If the City Council approves the Term Sheet, the ERN period will be extended for four additional months to finalize a Purchase and Sale Agreement (PSA) and Development Agreement (DA) for the City Council to consider. Developers are referred to Section VII, Selection Criteria, Process and Schedule, for additional details. The City Council will select a single entity for the development of the entire site.

V. FIRST ROUND SUBMITTAL REQUIREMENTS;

Proposals are to be consistent with the vision and goals set forth in the previous sections of this document. The development proposal should contain the qualifications of the proposed development team, a conceptual project site plan and design concept, project financing plan. To address these issues, the proposal shall contain the following items, in the numerical order listed below:

- A. Cover Letter.** Provide a cover letter describing interest in the site and summarizing the major points contained in the proposal.
- B. Team Members.** Identify type of legal entity with whom the City of Antioch would negotiate and contract. Include the contact person, firm name, address and telephone number of each of the members on the team. Indicate the lead development firm, architectural firm, management firm, marketing firm and other key players or consultants.
- C. Relevant Experience of Team Members.**

Lead Developer. List the major residential, commercial, and mixed-use projects developed as lead developer within the past five years. Include the following information for each project: total square feet of space, square feet of commercial space, tenants, site size, location, and current status of project. For residential projects describe the number of units, type of units, selling price range, site size, location and current status of projects. Include a brief description and at least three photographs (not architectural renderings) of three separate comparable projects developed, which are representative of the type and quality of the development proposed.

Architectural Firm. List relevant residential, commercial and mixed-use projects designed within the past five years. Provide, for each project, details concerning the total square feet of commercial and office space, and representative clients. Include at least three photographs of representative projects. For residential projects provide examples of a range of product designs for in-fill development designed in the last five years.

Marketing Firm. Indicate the marketing plan for the proposed project and provide examples of representative projects.

- D. Financing.** Describe the anticipated financing structure planned for acquisition, construction and takeout financing.

VI. SECOND ROUND SUBMITTAL REQUIREMENTS

Short listed teams;

- A. Development Parameters.** Provide a statement of the objectives and proposed character of the development including the following information:
1. Approximate number of residential units proposed.
 2. Approximate square footage of community/senior center space.
 3. Approximate square footage of proposed retail space, if any, designated by use.
 4. Public spaces/art proposed.
- B. Master Plan.** Provide a master site plan which illustrates the location and configuration of the various land uses proposed. This master plan should remain simple in design.
- C. Ownership Plans.** Summarize the development firm's short and long term ownership plans for the development proposed.
- D. Public Sector Reference.** Provide at least two references, from different public entities, from the public sector with whom the development firm has worked in a joint public/private venture or two comparable references in obtaining approvals for a comparable project.
- E. Financial Information.** Provide evidence that the lead development firm has the financial capability to carry out the proposed project. Provide the two most recent audited financial statements. In addition, provide three financial references with whom the lead development firm has recently obtained acquisition and/or construction financing. Provide the following information for each reference: institution, contact name and title, phone number and address.
- F. Business Offer.** Submit the terms and conditions of the offer. Please note that a non-refundable deposit is required. The deposit will become non-refundable upon the execution of an Exclusive Right to Negotiate with the selected developer. The deposit will be credited to the purchase price.
- G. Schedule of Performance.** Provide preliminary development planning and construction schedules.
- H. Contingencies.** Explain any conditions or contingencies that limit the submitted proposal and which modify the stated terms and conditions of this Request for Proposals.

- I. **Deposit.** All Second Round proposals must be accompanied by a cashier's check in the amount of \$25,000. The deposit amount will be held by the City until one firm is selected to enter into an Exclusive Right to Negotiate (see time schedule). The deposit amount will be returned to all Developers not selected to negotiate exclusively. No personal checks will be accepted. The disposition of the deposit made by the selected Developer will be applied to the purchase price in the event the City and the selected Developer enter into a Purchase and Sale Agreement. No interest shall be paid on returned deposits. The deposit shall become non-refundable when the developer and the City execute an Exclusive Right to Negotiate.

VII. SELECTION CRITERIA, PROCESS AND SCHEDULE

A. SELECTION CRITERIA

The following criteria will be used by the City in its selection of the best proposal:

1. DEVELOPER EXPERIENCE

- (a) Extent of experience developing comparable projects.
- (b) Success of comparable projects concerning:
 - (1) Economic success;
 - (2) Overall architectural and landscape design; and
 - (3) Marketing of residential units.
- (c) Timeliness of previous performance.
- (d) Experience with joint public/private real estate ventures and/or comparable large commercial/residential projects.

2. ARCHITECT EXPERIENCE

- (a) Extent of experience with residential, commercial and office projects.
- (b) Overall architectural and landscape design.

3. PROJECT CONCEPT

- (a) Develop the sites as a master planned transit oriented/infill project.

- (b) High quality for sale/market rate residential units with a maximum density of 20 units per acre.
- (c) Build an approximately 10,000 square foot Senior Center on a City owned site to replace the Nick Rodriguez Community Center that will be demolished as part of this project.
- (d) Incorporate the attached Design Guidelines in the project to ensure high quality design and construction.
- (e) Innovative and realistic project concept:
 - (1) Ability to respond to unique development opportunities and constraints.
 - (2) Demonstrated understanding of current market conditions and projected absorption of for-sale housing units.

4. FINANCIAL CAPABILITY OF LEAD DEVELOPER

- (a) Adequate level of existing assets, income and net worth;
- (b) Ability to raise equity/debt funds;
- (c) Strong relationship with lenders or demonstrated ability to internally finance the project; and
- (d) Ability to and track record of providing for high quality operation and maintenance.

5. FINANCIAL TERMS PROPOSED

- (a) Strength of purchase price and terms;
- (b) Revenues to the City;
- (c) Schedule of development;
- (d) Overall value of proposed project;

B. SELECTION PROCESS

The selection of the developer will occur through a two step process as follows:

1. SELECTION OF LIMITED NUMBER OF DEVELOPERS TO INTERVIEW

- (a) The Staff Review Committee comprised of City staff shall carefully review all proposals submitted for compliance with the Submission Requirements set forth above.
- (b) Those developers complying with the Submission Requirements shall be interviewed by the Staff Review Committee, which will evaluate the developers using the Selection Criteria set forth above. The most qualified Development Team will be presented by staff to the City Council with a recommendation.

2. SUBSEQUENT ACTIONS

(a) SELECTION OF ONE FIRM TO NEGOTIATE EXCLUSIVELY

- (1) The developer selected by the City Council shall promptly execute an ERN.
- (2) The City Council will have the discretion to not select a developer to execute the ERN or take any other action it deems appropriate.

(b) ENTER INTO EXCLUSIVE RIGHT TO NEGOTIATE AGREEMENT (ERN)

This 90 day period is expected to result in a detailed Term Sheet for presentation to the City Council for approval. Staff reserves the right to recommend against going forward with a Term Sheet and to make other recommendations as staff deems appropriate.

3. TERM SHEET

- (a) The City and the selected firm will negotiate terms and conditions of the development transaction in the form of a Term Sheet. These terms will include such business points as performance milestones, financial obligations, schedules, and purchase terms.

4. PURCHASE AND SALE AGREEMENT AND DEVELOPMENT AGREEMENT

- (a) Once the Term Sheet is approved by the City Council the developer and the City staff will negotiate a Purchase and Sale Agreement (PSA) and Development Agreement (DA) containing all terms and conditions of the land sales transaction and development of the Project Site. The PSA and DA are subject to approval of the City Council and the City Council reserves the right to reject the recommended PSA and DA. Likewise, City staff also retains the right to recommend against going forward with a PSA or DA.

C. TIME SCHEDULE

The City anticipates the time schedule as listed below. The schedule is tentative in nature and is provided to outline the target dates set by the City. The City reserves the right to change the time line at any point in the disposition process. Each proposer under consideration by the City will be informed directly of any changes made to the dates stated below:

- **City of Antioch
Issues Request for Proposals** **Week of June 30, 2014**
- **Pre-Proposal Meeting** **July 23, 2014**
- **Proposals Deadline (5:00 p.m.)** **August 14, 2014**
- **Selection of Second Round Developers** **To Be Determined**
- **Interviews of Second Round Developers** **To Be Determined**
- **One Developer Selected for
Exclusive Right to Negotiate with City of Antioch** **To Be Determined**
- **Exclusive Right to Negotiate Executed** **To Be Determined**

VIII. CITY NON-LIABILITY AND RELATED MATTERS

1. No Representations or Warranties

All facts and opinions stated herein including but not limited to statistical data, economic data, and projections, are based on available information and no representations or warranties are made with respect to their accuracy or completeness.

2. City Rights to Reject Any and All Proposals

This RFQ/P and the selection process shall in no way be deemed to create a binding contract, agreement or offer of any kind between the City and any developer. If the City selects a developer pursuant to this RFQ/P, any legal rights and obligations between the successful team, if any, and the City will come into existence only when an PSA and DA are fully executed by the parties, and the legal rights and obligations of each party shall at that time be only those rights and obligations which are set forth in the PSA and any other documents specifically referred to in that agreement and executed by the parties.

Each developer submitting qualifications in response to this RFQ/P agrees that the preparation of all materials for submittal to the City and all presentations are at the developer's sole cost and expense, and the City shall not, under any circumstances, be responsible for any costs or expenses incurred by any candidate developer. In addition, each developer agrees that all documentation and materials submitted with a proposal shall remain the property of the City and Agency. Subject to California law and City ordinances relating to access to public records, the City may be required to publicly disclose all submitted information and materials to third parties requesting such information.

The City reserve the right to accept or reject any or all developer proposals, to alter the selection process in any way, to postpone the selection process for their own convenience at any time, to waive any defects in any proposal, to issue a new RFQ/P at any time, or to hire any developer they deem appropriate in their sole and absolute discretion within or outside an RFQ/P evaluation process.

- 3. No real estate commission or finder fee will be paid on this transaction.**
- 4. No City funds are available for this project and no City fees will be waived.**

There will be a pre-proposal meeting for developers on July 23, 2014 at the Nick Rodriguez Community Center, 213 F Street, Antioch, CA.

To participate in the RFP process, developers must submit five (5) copies with a USB Flash Drive of their complete proposal no later than 5:00 p.m. on August 14, 2014 to the following address. No fax or electronic submittals will be accepted.

Steven Duran
City Manager, City of Antioch
P.O. Box 5007
Antioch, California 94531-5007

Developers are encouraged to directly contact the following staff regarding questions or comments on the Request for Proposals: Brian Nunnally, Economic Development Program Manager at (925) 779.6168