



REQUEST FOR PROPOSALS

STADIUM VIEW

A MIXED-USE OFFICE DEVELOPMENT

INTERSTATE HIGHWAY 30 AT COLLINS STREET

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REQUEST FOR PROPOSALS

**STADIUM VIEW
A MIXED USE OFFICE DEVELOPMENT**

**Northwest Corner of Interstate Highway 30 at Collins Street
Arlington, Texas**

RFP Issued: August 22, 2014

Proposal Deadline: 11:00 AM Central Time, September 30, 2014

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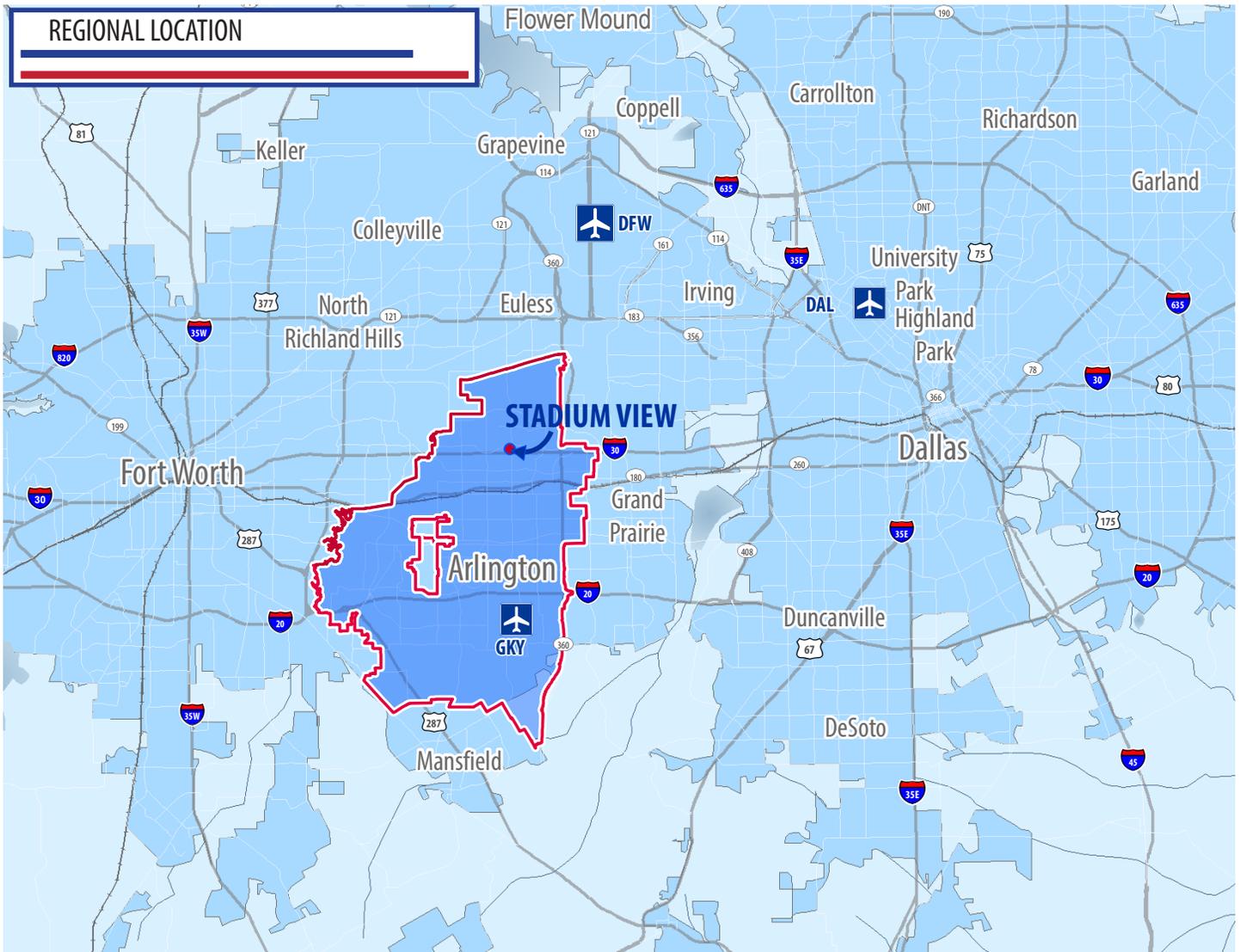
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I. INTRODUCTION AND GENERAL INFORMATION

A. Introduction

The City of Arlington (City) is in the process of acquiring the following Property containing approximately 18.37 acres of land. Should the City acquire the Property, the City would like to offer the Property for redevelopment by a qualified developer who will develop it with a high quality product recognized as a model of exemplary office development within a mixed use environment. The Property is situated at the gateway to the City’s premier Entertainment District that serves as home to Six Flags Over Texas, Six Flags Hurricane Harbor, Globe Life Park, AT&T Stadium, Legends of Game Baseball Museum, International Bowling Campus, Dr. Pepper Youth Ballpark, Experience Arlington Interactive Welcome Center and other entertaining and shopping venues.

The City of Arlington is soliciting proposals through this offering from developers with relevant experience in new construction of mixed use products with a primary emphasis on office development. The subject Property will require rezoning and re-platting. It is anticipated that the selected developer will utilize the City’s development process to undertake proposed activities. Developers should specify any public participation that would be necessary to make the project viable.

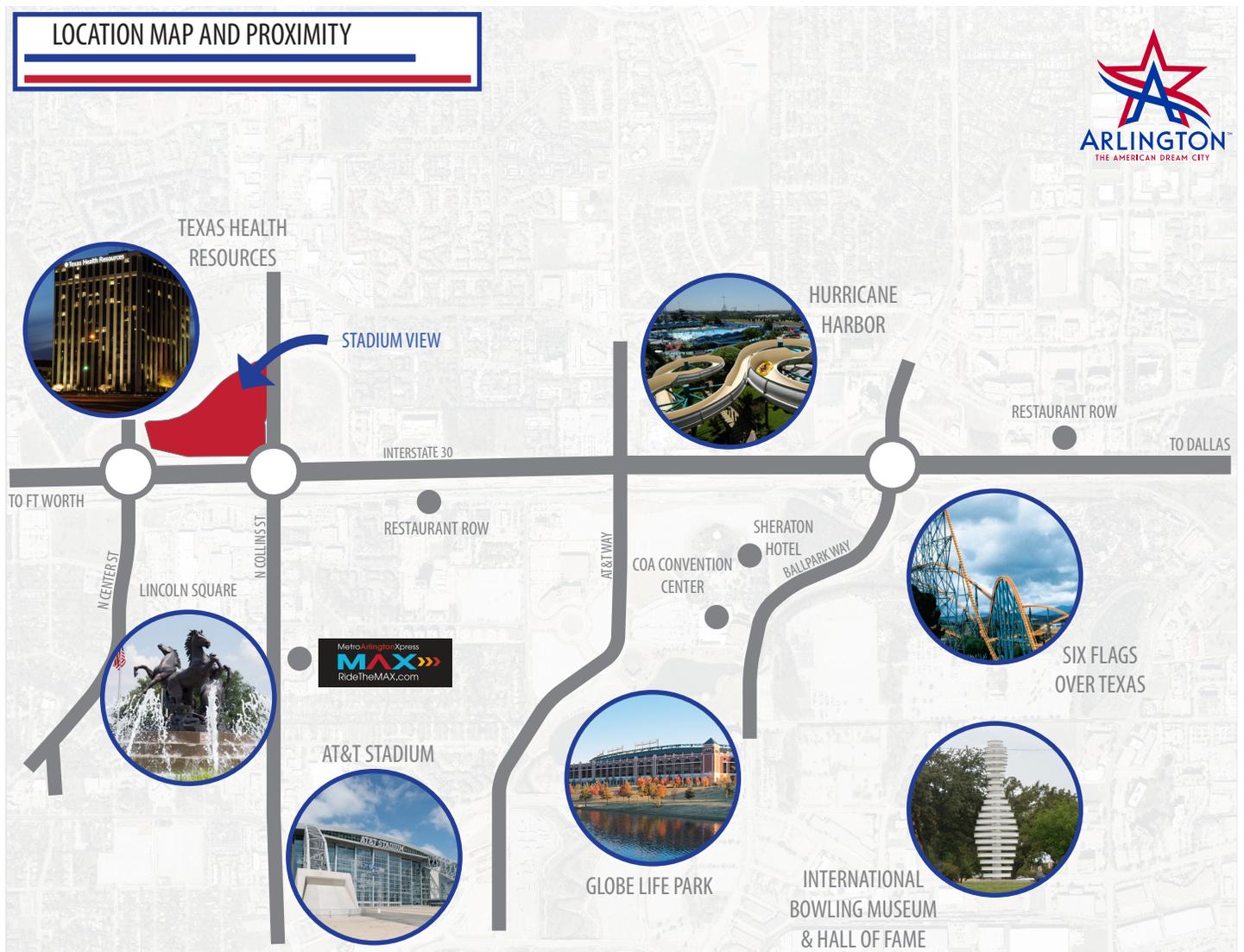
B. Property Description

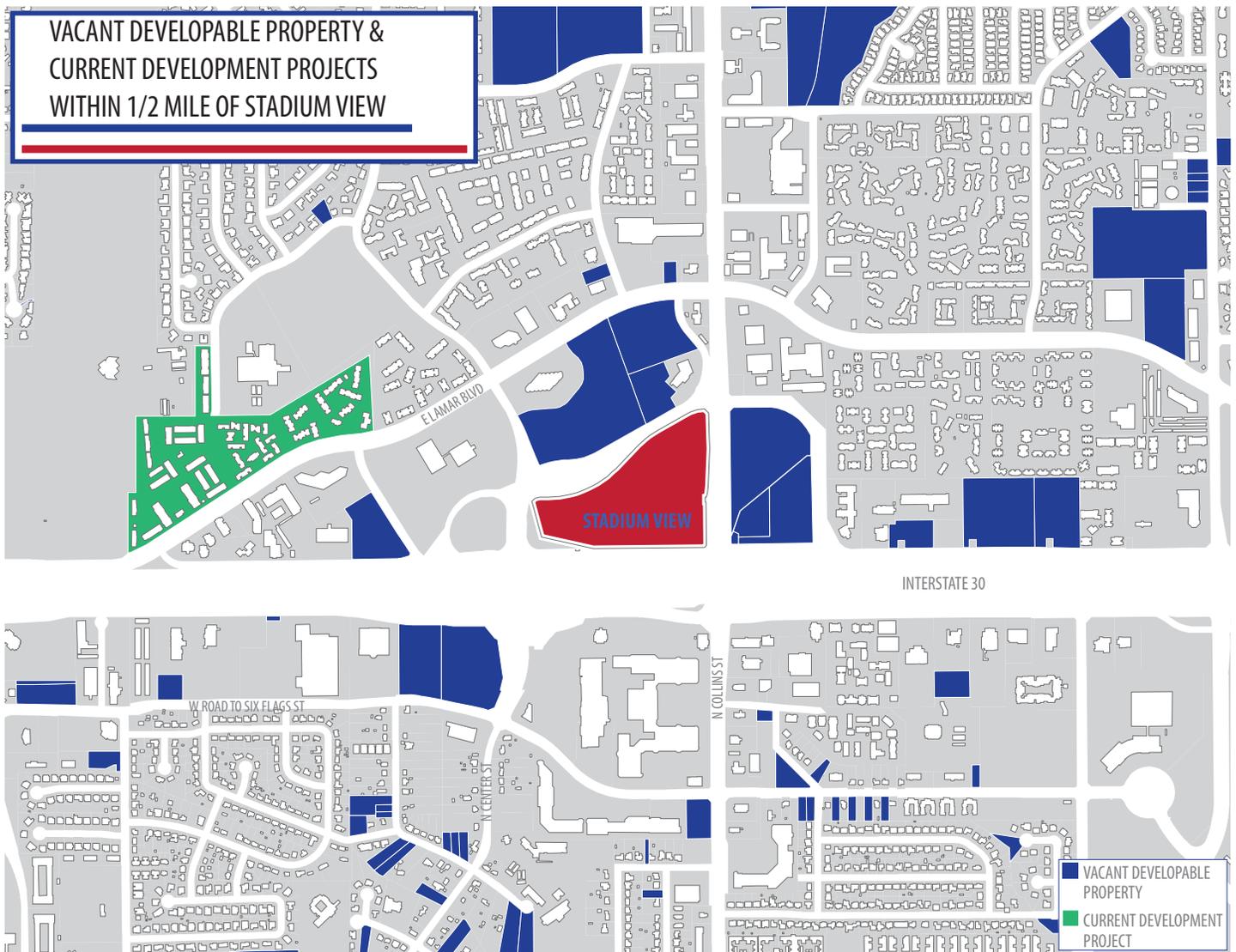
A legal description of the Property is found on the attached Exhibit A, incorporated herein for all intents and purposes. The approximate address for the Property is 1608 N. Collins Street, Arlington, Texas.

C. Timeline

The following table identifies events and deadlines relative to this RFP.

EVENT	DATE	LOCATION
RFP Issued	August 22, 2014	Community Development and Planning Dept., 101 W Abram St, 2nd Floor, Arlington TX 76010 or www.arlington-tx.gov/cdp
Deadline to submit questions	September 2, 2014	Community Development and Planning Dept., 101 W Abram St, 2nd Floor, Arlington TX 76010. Attn: Jim Parajon, Director
Response to questions	September 5, 2014	-
Proposal due date	September 30, 2014	Community Development and Planning Dept., 101 W Abram St, 2nd Floor, Arlington TX 76010. Attn: Jim Parajon, Director
Anticipated preliminary award	November 2014	-





D. Deadline

Proposals will be date and time stamped upon submission and a receipt will be provided. PROPOSERS MUST PROVIDE ONE (1) ORIGINAL PLUS SIX (6) COPIES OF EACH PROPOSAL. The City of Arlington shall not accept proposals after the deadline. Use of the U. S. Postal Service, private delivery companies or courier services is undertaken at the sole risk of the proposer. It is the proposer's sole responsibility to ensure that the proposal is in the possession of the issuing office by the deadline.

E. Evaluation of Proposals

City of Arlington staff will first examine the proposals to determine their conformance with the Request for Proposals (RFP). Any proposals that are determined to be non-responsive will be rejected. Therefore, proposers should exercise particular care in reviewing the required proposal format as set forth in this RFP. See Section IV for a description of the submittal requirements, and Section V for the evaluation criteria of proposals.

F. Award of the Proposal

Should the City of Arlington acquire the Property a contract will be awarded to the proposer that is determined to be in the City of Arlington's best interests. The City of Arlington reserves the right to reject any or all proposals, to accept or reject any one or more items of a proposal, or to waive any irregularities or informalities in a proposal.

G. Contact Person

Please submit questions in writing to:

Jim Parajon, Director
Community Development and Planning
Department
MS 01-0241
101 W. Abram
Arlington, Texas 76010
(817) 459-6666 (Office)
(817) 459-6671 (Fax)
jim.parajon@arlingtontx.gov

H. Information Provided by the City of Arlington

Information included in or provided with this RFP is provided solely for the convenience of the proposers. WHILE THIS INFORMATION IS BELIEVED TO BE ACCURATE, NO REPRESENTATION OR WARRANTY OF ANY KIND IS MADE BY THE CITY OF ARLINGTON AS TO THE ACCURACY OR COMPLETENESS OF THE INFORMATION INCLUDED IN OR PROVIDED WITH THIS RFP. Proposers are solely responsible for conducting such independent due diligence investigations as may be necessary for the preparation of proposals. The City of Arlington and its employees, consultants, agents, and advisors are not responsible for the completeness or accuracy of any information distributed or made available, orally or in writing, during this procurement process.

I. Costs and Expenses of Proposers

The City of Arlington accepts no liability under any circumstances for any costs or expenses incurred by proposers in making a proposal, visiting and evaluating the properties, attending any meetings or interviews, participating in negotiations of the agreement, or in acquiring information, clarifying or responding to any condition, request, or standard contained in this RFP. Each proposer who participates in this procurement process does so at his own expense and risk and agrees that the City of Arlington shall not reimburse any costs incurred during this process, whether or not any award results from the solicitation.

II. TERMS OF OFFERING

The City of Arlington is seeking proposers who are willing and able to develop the Property in accordance with the goals as stated herein and in compliance with Standards and Controls established for the Property and other applicable and governing rules and regulations.

The goals of the City of Arlington in seeking development for the property include, but are not limited to, the following:

- Ensure that a sound understanding of the Arlington market and high quality standards is applied.
- Ensure the development conforms to the concepts established in this RFP.
- Offer additional benefits to the surrounding neighborhood and the City of Arlington as a whole.
- Create a unique and innovative quality mixed use environment with an emphasis on office use.

III. STANDARDS AND CONTROLS

A. Site Conditions and Terms

- 1 The City of Arlington is in the process of acquiring the Property. Should the Property be acquired by the City, the Property will be offered to a developer who will develop it with a high quality product that serves as a model of exemplary urban design within context.
- 2 Conveyance shall be deemed to include all interest, if any, of CITY in and to any strips or gores between the Property and all abutting properties, SAVE AND EXCEPT; there shall be expressly reserved to CITY, and CITY's successors and assigns forever, all oil, gas, and other minerals of every kind or character in, on, under or that may be produced from the land and every part thereof.
- 3 The property is offered in "as is" condition. The properties may or may not contain environmental hazards that will need to be remediated by the proposer prior to development. The City of Arlington does not make any representation,

guaranty, or warranty concerning the site conditions.

- 4 Any residual demolition work on the Property will be the responsibility of the developer.
- 5 Existing mature trees on the property must be preserved to the greatest extent that is practicable. The development will be required to meet the standards established by the City of Arlington's design and development standards in the Unified Development Code (UDC) and other applicable ordinances and codes.

B. Use of Property

- 1 The City of Arlington is committed to creating a thriving and vibrant mixed-use environment at this one-of-a-kind location in the city. This site within the Entertainment District Overlay (EDO) provides an opportunity to integrate primarily an office campus with other complimentary uses with public spaces, beautiful streetscapes, and pedestrian activity, which is highly desired in the current marketplace.
- 2 The development should respond to the context of the surrounding environment and demonstrate how it relates to the present and future needs of the City of Arlington. The design should also demonstrate an awareness of issues, such as: sustainability, environmental responsibility, pedestrian-friendly design, and smart growth practices.
- 3 Rezoning of the property will be required through the City's development process. Please refer to the Department of Community Development and Planning's website at <http://www.arlingtontx.gov/cdp> for additional information regarding zoning and development requirements.

C. Financing Assumptions

The selected proposer will indicate a bid amount for the purchase of the Property. Please use the attached Cover Sheet, Exhibit B. The following assumptions shall apply.

- 1 The selected proposer is expected to obtain private construction financing for the development costs, including rezoning, re-platting and infrastructure prior to the approval of Purchase Contract.
- 2 Once a proposal has been approved by the City of Arlington City Council, or designated representative(s), and should the City acquire the Property, the City will enter into a contract for sale and developer agreement.
- 3 The bid amount shall be paid to the City of Arlington at the time of contract execution.
- 4 The selected proposer shall provide documented source for bid amount.
- 5 Ownership of the Property will be transferred to the selected proposer; however, land use restrictions and/or restrictive covenants shall be recorded to ensure the developer meets contractual timelines, and established development guidelines.
- 6 The selected proposer is expected to indicate the amount, if any, and manner of contribution requested from the City.

D. Design Guidelines

- 1 Proposals should include site and building designs that are attractive, unique, and aesthetically pleasing to the surrounding environment. These will be viewed favorably.
- 2 A vibrant mix of uses is encouraged at this location. In conjunction with primarily office use, a broad mix of complementary uses includes, retail, restaurants, high-density multi-family housing and a civic and/or public facility is expected. The inclusion of and collaboration with owners/developers of adjoining vacant land is encouraged to help achieve the mixed use environment objective.

- 3 Proposals should describe landscape elements and treatments for the project and should utilize native-adapted and drought-tolerant trees and plant varieties that accentuate the overall quality of the development.
- 4 The use of energy-efficient and environmentally-sensitive materials in the project will be viewed favorably.
- 5 Proposal should list the site and building design and development standards proposed for the project.
- 6 Proposal should describe or illustrate the proposed locations of all streets, access points, parking areas and/or structures, buildings, and public space in the project area.
- 7 Proposal should provide illustrative site and building plans, including building elevations that indicate exterior wall materials, color, texture, design, and height that meet the standards of the City's Unified Development Code.
- 8 Proposals that provide a street framework and design that supports a high level of connectivity, provides development flexibility over time, and encourages pedestrian activity will be viewed favorably.
- 9 In addition, the general design and development standards must comply with Article 5, Section 5.8.1 Entertainment District Overlay (EDO), of the City's Unified Development Code (UDC), For more information and to view the UDC visit www.arlington-tx.gov/cdp

- 2 All closing costs shall be borne by the proposer including, but not limited to, ordering of lien sheets, any applicable recordation taxes, or other charges.
- 3 Any costs of appraisals, surveys, legal descriptions, and any other typical development "soft costs" shall be borne by the proposer.
- 4 Proposers may be asked to respond to follow-up questions from the City.
- 5 Proposer may be requested to attend one or more public meetings at their own expense to present their development plan/concept and answer questions from the public.

IV. PROPOSAL SUBMISSION REQUIREMENTS

A. General Requirements

Submission of a proposal shall constitute acknowledgement and acceptance of all the terms and conditions contained in this RFP. Once submitted, proposals in response to this RFP cannot be altered without the City of Arlington's express written consent and become the property of the City of Arlington as part of its procurement records. Proposals may be modified in writing at any time prior to the due date and time.

B. Compliance with RFP

All proposals must be in compliance with this RFP. Each proposer must furnish the information required by the RFP. Proposals submitted without requested information or the forms requested in the RFP will be considered non-responsive and rejected. Any alteration of the wording in the RFP by the proposer may result in rejection of the proposal.

In developing the Property, the proposer agrees to use diligent efforts to purchase all goods and services from Arlington businesses whenever such goods and services are comparable in availability, quality and price.

No lobbying of City employees, City officials, or City Council members will be permitted or tolerated. The City will not provide information about its determination or any proposals received until after the award of the contract.

E. Additional Proposer Responsibilities

- 1 The proposer shall be responsible for obtaining all permits, standard regulatory approvals, platting approvals, approvals for zoning changes and appeals, or regulatory changes of any kind, as well as any required engineering and environmental studies, unless otherwise requested to be waived or paid by the City in the response to this proposal.

C. Proposal Delivery and Acceptance

Proposals must be received at the Community Development and Planning Department, City of Arlington, MS 01-0241, 2nd floor, 101 W. Abram, Arlington, Texas 76010. Proposals must be received no later than 11:00 AM Central Time, Tuesday, September 30, 2014. The City will not be responsible for failure of services on the part of the U.S. Postal Office, courier companies, or any other form of delivery service chosen by the bidder. Late bids will be returned to the bidder unopened. The time stamp in the Community Development and Planning Department is the time of record for the receipt of the proposal.

Proposer must submit one (1) original and six (6) numbered copies of each proposal totaling seven (7) submissions of each proposal in a sealed envelope or box. All proposals must have a table of contents and each section tabbed. Proposers shall mark the RFP number, due date, and company name clearly on the outside of the box or envelope. Proposals received on time will be opened publicly at 11:00 AM Central Time, Tuesday, September 30, 2014. However, only names of proposers will be read aloud to avoid public disclosure of contents.

D. Explanations and Clarifications

Requests for explanations or clarifications may be emailed, faxed or mailed to the contact person identified in section I-G. Any explanation, clarification, or interpretation desired by a proposer regarding any part of the RFP must be requested in writing from the Director of Community Development and Planning no later than 5:00 PM Central Time, Tuesday, September 2, 2014.

All requests must be received by the dates specified on the cover page and clearly identify the proposers company name, point of contact and RFP number. Nothing stated or discussed orally during any conversation shall alter, modify or change the requirements of this RFP. Only interpretations, explanations or clarifications of this RFP and answers to questions that are incorporated into a written amendment or addendum to this RFP issued by the City of Arlington shall be considered by proposers. All amendments or addenda will be distributed to each person/company that registers with the Community Development and Planning Department and requests a copy of all amendments to this RFP, but it shall be the responsibility of the proposer to make inquiries as to the addenda issued. All such amendments or addenda shall become a part of this RFP, and all proposers shall be bound

by such amendments or addenda. Each amendment or addendum issued will be on file in the Community Development and Planning Department.

E. Ambiguity, Conflict or Errors in RFP

Proposers are expected to carefully examine all documents that make up the RFP. The City of Arlington assumes no responsibility for any errors or misrepresentations that result from the use of an incomplete RFP. If a proposer discovers any ambiguity, conflict, discrepancy, omission, or other error in this RFP, it shall immediately notify the City of such error in writing and request modification or clarification of the document. The City will make modifications by issuing a written revision and will give written notice to all parties who have registered as receiving a copy of the RFP from the City. The proposer is responsible for clarifying any ambiguity, conflict, discrepancy, omission, or other error in the RFP prior to submitting the proposal. Implied requirements: products and services that are not specifically requested in this RFP, but which are necessary to provide the functional capabilities proposed by the proposer, should be included in the proposal.

F. Proprietary Information

All material submitted to the City becomes public property and is subject to the Texas Public Information Act upon receipt. Any material that is to be considered confidential in nature must be clearly marked as such and shall be treated as confidential to the extent allowable under the Texas Public Information Act. Trade secrets, proprietary and/or confidential information MUST be placed in a separate envelope marked "CONFIDENTIAL INFORMATION" and EACH PAGE must be marked "CONFIDENTIAL INFORMATION." Failure to identify proprietary information will result in all unmarked sections being deemed non-proprietary and available upon public request.

In the event that the City receives a request for information that a proposer has previously marked as proprietary or confidential, the City of Arlington will request a decision from the Texas Attorney General on the matter and will notify the proposer in accordance with the Texas Public Information Act. The final decision as to what information must be disclosed lies with the Texas Attorney General.

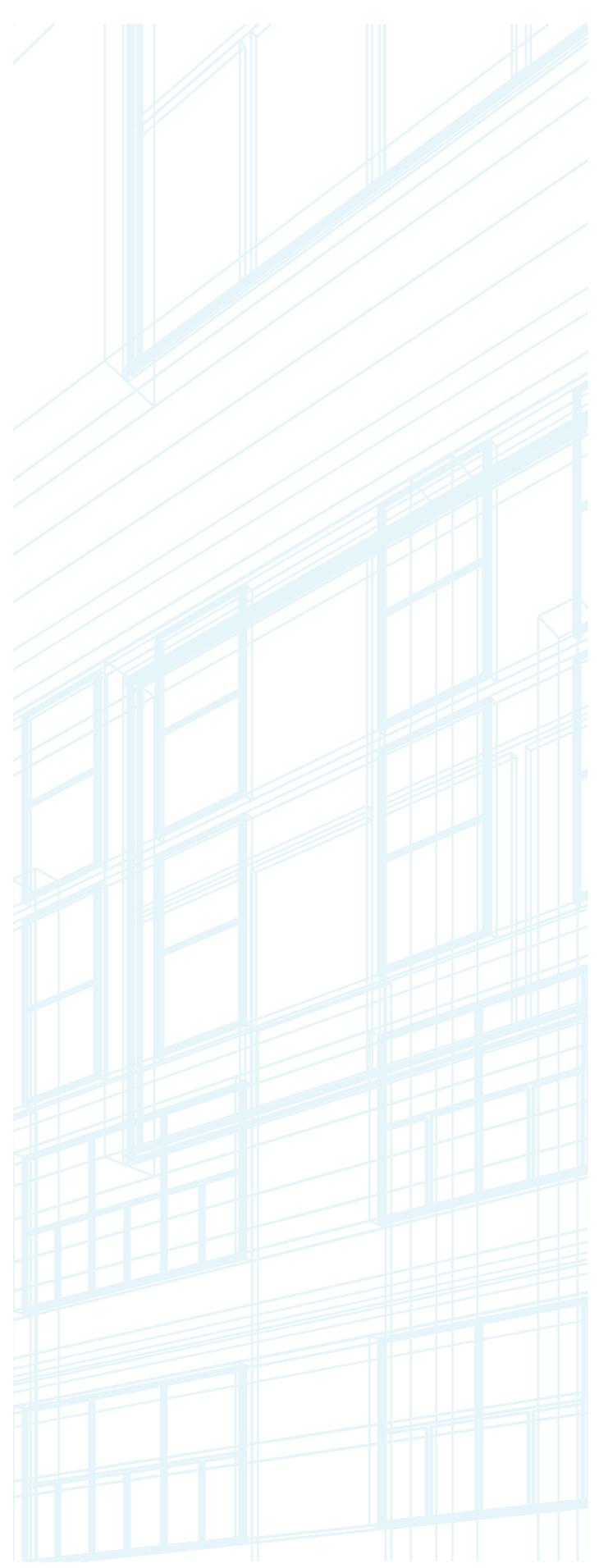
G. Cancellation or Modification of RFP and Rejection of Any and All Proposals

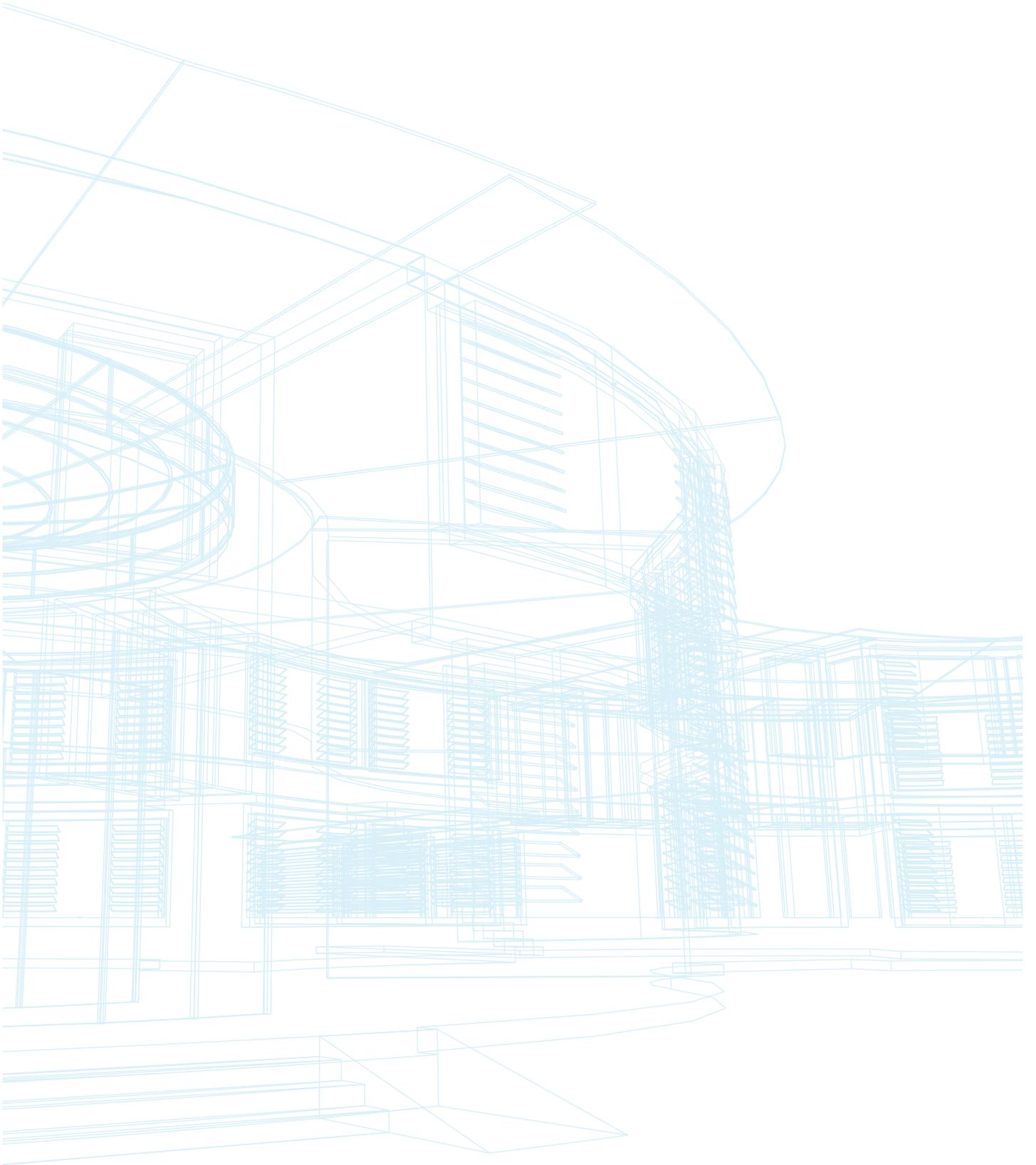
The City reserves the right to withdraw this RFP at any time and for any reason and to issue such clarifications, modifications, and/or amendments, as it may deem appropriate. If there is any disagreement or discrepancy between this RFP and any supplement or amendment, the most recent supplement or amendment shall govern. The City reserves the right to waive irregularities in proposals, if such action is in the best interest of the City. Any such waiver shall not modify any remaining RFP requirements or excuse the proposer from full compliance with the RFP specifications and other contract requirements, if the proposer is awarded the contract. The City shall accept all proposals for review that are prepared and submitted in conformance with this RFP but reserves the right to accept or reject in whole or in part any or all proposals submitted. The City reserves the right to request clarifications or corrections to proposals. The unreasonable failure of a proposer to promptly supply information in connection with such a request may be grounds for determination of non-responsiveness and rejection of the proposal. Receipt of a proposal by the City or submission of a proposal to the City confers no rights upon the proposer, nor does it obligate the City in any manner. The City reserves, at its sole discretion, the right to determine which proposers are qualified to provide services requested in this RFP.

The City, in its sole discretion, may exclude a proposer from further participation in the negotiation process if it determines that the proposer is severely falling behind in the negotiations, without any apparent or documented reason for such delay. The notification of such exclusion from further negotiation shall be in writing, signed by the City's signature authority, and delivered to the proposer by certified mail.

H. Conducting Investigations/Requesting Supplementary Information

The City reserves the right to conduct investigations with respect to the qualifications, experience and representations of the proposer and proposer team members and to require proposers to supplement, clarify or provide additional information in order for the City to evaluate proposals submitted. Each proposer and proposer team member, through its request for receipt of this RFP and participation in this procurement, consents to such investigations.





I. Proposers Indemnification of the City of Arlington

PROPOSER DOES HEREBY AGREE TO WAIVE ALL CLAIMS, RELEASE, INDEMNIFY, DEFEND AND HOLD HARMLESS THE CITY OF ARLINGTON AND ALL OF ITS OFFICIALS, OFFICERS, AGENTS AND EMPLOYEES, IN BOTH THEIR PUBLIC AND PRIVATE CAPACITIES, FROM AND AGAINST ANY AND ALL LIABILITY, CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION INCLUDING ALL EXPENSES OF LITIGATION AND/OR SETTLEMENT, COURT COSTS AND ATTORNEY FEES WHICH MAY ARISE BY REASON OF INJURY TO OR DEATH OF ANY PERSON OR FOR LOSS OF, DAMAGE TO, OR LOSS OF USE OF ANY PROPERTY OCCASIONED BY ERROR, OMISSION, OR NEGLIGENT ACT OF PROPOSER, HIS OFFICERS, AGENTS, EMPLOYEES, SUBCONTRACTORS, INVITEES OR AN OTHER PERSON, OR FOR ANY CLAIM, LOSS DAMAGE, SUITS, DEMAND OR CAUSE OF ACTION RELATING TO THE PROPOSAL, AWARD, NEGOTIATION, OR SELECTION OF PROPOSER ARISING OUT OF OR IN CONNECTION WITH THIS RFP, AND PROPOSER WILL AT HIS OR HER OWN COST AND EXPENSE DEFEND AND PROTECT THE CITY OF ARLINGTON FROM ANY AND ALL SUCH CLAIMS AND DEMANDS.

PROPOSER DOES HEREBY AGREE TO WAIVE ALL CLAIMS, RELEASE, INDEMNIFY, DEFEND AND HOLD HARMLESS THE CITY OF ARLINGTON AND ALL OF ITS OFFICIALS, OFFICERS, AGENTS AND EMPLOYEES, IN BOTH THEIR PUBLIC AND PRIVATE CAPACITIES, FROM AND AGAINST ANY AND ALL CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION, AND LIABILITY OF EVERY KIND INCLUDING ALL EXPENSES OF LITIGATION AND/OR SETTLEMENT, COURT COSTS AND ATTORNEY FEES FOR INJURY OR DEATH OF ANY PERSON OR FOR LOSS OF, DAMAGES TO, OR LOSS OF USE OF ANY PROPERTY OCCASIONED BY ERROR, OMISSION, OR NEGLIGENT ACT OF THE CITY OF ARLINGTON, ITS OFFICERS, AGENTS, EMPLOYEES, SUBCONTRACTORS, INVITEES OR ANY OTHER PERSON, OR FOR ANY CLAIM, LOSS, DAMAGE, SUIT, DEMAND OR CAUSE OF ACTION RELATING TO THE PROPOSAL, AWARD, NEGOTIATION, OR SELECTION OF PROPOSER ARISING OUT OF OR IN CONNECTION WITH THIS RFP, AND PROPOSER WILL AT HIS OR HER OWN COST AND EXPENSE DEFEND AND PROTECT THE CITY OF ARLINGTON FROM ANY AND ALL SUCH CLAIMS AND DEMANDS. SUCH INDEMNITY SHALL APPLY WHETHER THE CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION ARISE IN WHOLE OR IN PART FROM THE NEGLIGENCE OF THE CITY OF ARLINGTON, ITS OFFICERS, OFFICIALS, AGENTS OR EMPLOYEES. IT IS THE EXPRESS INTENTION THAT THE INDEMNITY PROVIDED FOR IN THIS PARAGRAPH IS INDEMNITY BY THE PROPOSER TO INDEMNIFY AND PROTECT THE CITY OF ARLINGTON FROM THE CONSEQUENCES OF THE CITY OF ARLINGTON'S OWN NEGLIGENCE, WHETHER THAT NEGLIGENCE IS A SOLE OR CONCURRING CAUSE OF THE INJURY, DEATH OR DAMAGE.

IN ANY AND ALL CLAIMS AGAINST ANY PARTY INDEMNIFIED HEREUNDER BY ANY EMPLOYEE OF PROPOSER, ANY SUBCONTRACTOR, ANYONE DIRECTLY OR INDIRECTLY EMPLOYED BY ANY OF THEM OR ANYONE FOR WHOLE ACTS ANY OF THEM MAY BE LIABLE, THE INDEMNIFICATION OBLIGATION HEREIN PROVIDED SHALL NOT BE LIMITED IN ANY WAY BY ANY LIMITATION ON THE AMOUNT OR TYPE OF DAMAGES, COMPENSATION OR BENEFITS PAYABLE BY OR FOR PROPOSER OR ANY SUBCONTRACTOR UNDER WORKMAN'S COMPENSATION OR OTHER EMPLOYEE BENEFITS ACT.

BY SUBMISSION OF A RESPONSE TO RFP, PROPOSER AGREES THAT IT SHALL BE BOUND BY THE INDEMNIFICATION AND REMEDY PROVISIONS OF THIS RFP. IF ANY LIABILITY CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION ARISE OUT OF RFP, THE CITY OF ARLINGTON MAY SEEK PAYMENT OF ANY EXPENSES INCURRED IN DEFENSE, SETTLEMENT, OR PAYMENT OF ANY JUDGEMENTS, COSTS, FEES, CHARGES, EXPENSES, OR ANY EXPENDITURE NECESSARY DUE TO THE LIABILITY, CLAIMS, LOSSES, DAMAGES, SUITS, DEMANDS OR CAUSES OF ACTION THAT ARISES OUT OF RFP FROM THE PROPOSAL SECURITY PROVIDED BY PROPOSER PURSUANT TO THIS RFP.

J. Proposal Contents

Proposers are required to submit the following information in the format described below and in sufficient detail to enable the City to give ample consideration to the proposal. Additional information regarding formatting, presentation and delivery of the proposal is found in this section under Submission Instructions.

Tab A: DEVELOPER CAPACITY & EXPERIENCE

- 1 Each proposal must include a cover letter signed by an officer authorized to make a binding contractual commitment for the firms or organizations in the development team.
- 2 Each proposal must include complete information. List one reliable, lead contact for the development team. Please include primary and alternate phone numbers. Please provide an organizational chart of the proposing organization, as well as relevant affiliates and ownership interest of each.
- 3 Provide a narrative statement describing the previous experience of the proposer and development team. Provide specific information on projects that are similar in scale and character to the proposed development, including the nature and total development cost of each project, the project manager's name, and contact information from at least one participating lending institution. Emphasize any exceptional or unique qualifications of the proposer. Please provide names, phone numbers, and addresses for bank (1 or more), credit or trade (3) and professional references.
- 4 Provide resumes of the project team, including, if applicable, architect, engineers of all appropriate disciplines, contractor and/or construction manager, marketing agent and property management firm. Resumes should include a description of experience and completed projects that the reviewers may visit. If not provided as part of the references above, please provide a minimum of three references for each key project team member.
- 5 Please provide a list of all properties owned or managed by the development entity and any

principal with at least ten percent (10%) interest in the development entity.

Tab B: DEVELOPMENT CONCEPT

- 1 Provide a narrative of the project describing the scope of work, scale and character of the project, and any and all conditions thereon. The narrative also must contain a description of the construction quality and internal aesthetics, in addition to any benefits and services to the community.
- 2 Provide a visual representation of the proposed development. In addition provide schematic plans that include typical floor plan(s) and elevations of front, side and rear views. Such visual representation need not be elaborate or costly, but should offer the City of Arlington a clear picture of the proposed end result. Plans that are attractive and aesthetically compatible with the surrounding environment and include amenities.
- 3 The design proposal must meet or exceed the requirements of the RFP as well as meet current City new construction building requirements. All construction will require City permits and inspections.
- 4 The City enforces the 2009 Edition of the International Energy Conservation Code (IECC). Green building techniques are encouraged as well as measures producing energy efficiency gains.

Tab C: BENEFITS TO THE CITY AND COMMUNITY

- 1 Please describe the financial impact to the City that will result from the proposed development. Include purchase price, increased ongoing tax revenue and such secondary impacts, as appropriate.
- 2 Indicate any elements of the proposed project, to include open space, pedestrian facilities, landscaping, and other elements that will provide specific amenities and/or benefits to the immediate and surrounding community and the City as a whole.

Tab D: FEASIBILITY

- 1 Provide a narrative statement explaining the economic feasibility of the proposed development. Include any market assumptions that support

revenue projections. It is suggested that proposers provide supporting documentation for the market assumptions. Examples might include opinions of brokers, market studies and analysis of comparable leased space.

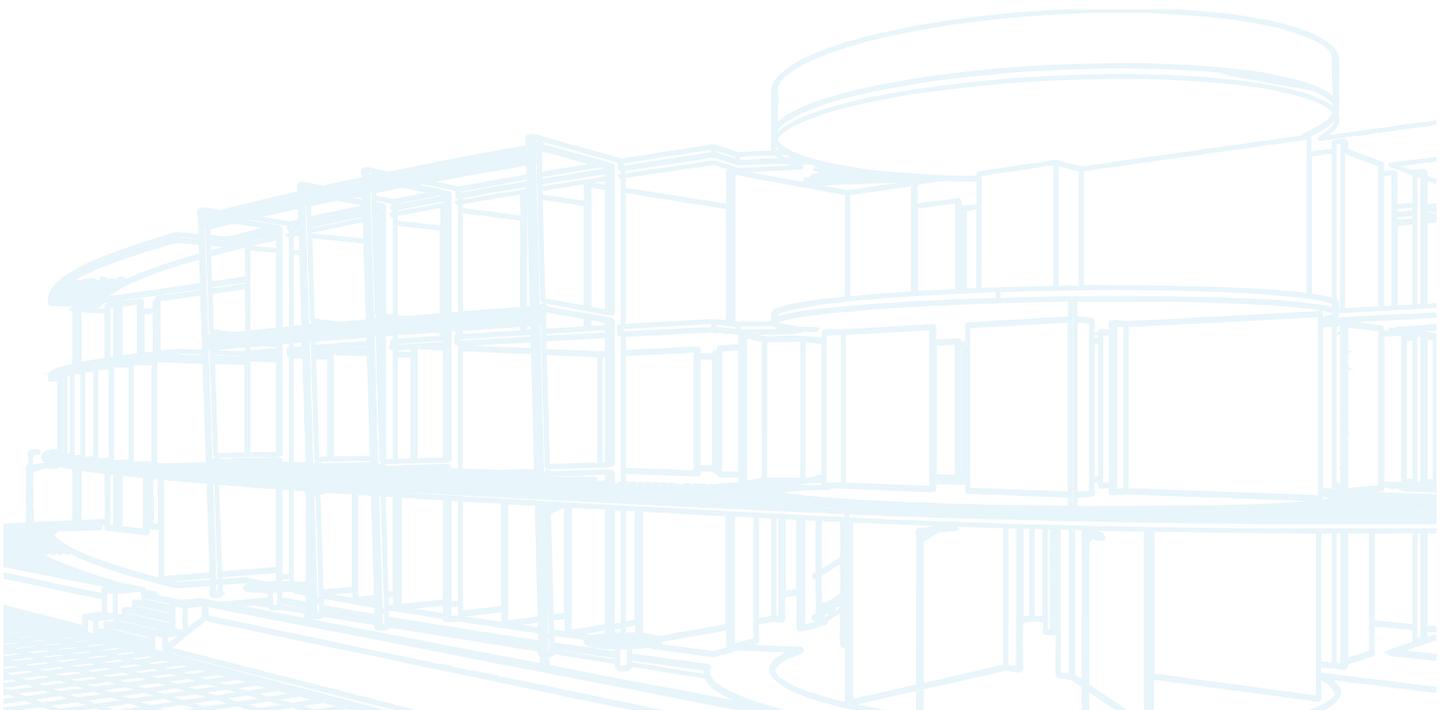
- 2 Provide a development budget indicating the estimated costs of redeveloping the site. Include in this budget the estimated “hard” and “soft” costs for the actual project. Provide documentation for your sources. Provide a summary of the assumptions on which these estimates are based, such as, previous comparable projects or estimates provided by contractors.
- 3 Provide a Sources and Uses of Funds Statement identifying the estimated amount of debt and equity financing by source and “hard” and “soft” costs. Disclosures of terms and sources for all sources of funds must be included. A commitment letter from a lending institution is also requested. Proposer provide a summary of the source funds that includes a timetable of when applications are available and when awards are made. In addition, describe the applicability of the project to the goals of the funding.
- 4 Provide a detailed project timeline for the project from award of City contract through the various stages of construction to completion.
- 5 Indicate any revisions to existing governing regulations for the sites, such as zoning, that would be required to carry out the proposed development. Please include the time required to seek such amendments in the design portion of the above project timeline.

K. Submission Instructions

Proposals must include, at a minimum, the requirements listed in this RFP and may include any background or other supporting information that the proposer feels necessary. They should be prepared in a professional manner and in the format described in this RFP.

The City will not be limited to the information provided by the proposer but may utilize other sources of information useful in evaluating the capabilities of the proposer. Additional information or modifications to proposals may be requested of any proposer.

In its sole discretion, the City may cancel this RFP, in whole or in part. The City may in its sole discretion reject any or all proposals.



V. EVALUATION CRITERIA

The City will review proposals based on a scale of 100 points utilizing the following criteria to evaluate the proposals received.

Criteria used in evaluation of proposals include, but are not limited to, the following:

A. Developer Capacity and Experience (30 Points)

- 1 The development team has a satisfactory record of past performance as demonstrated by the proposers experience in planning, constructing, marketing, managing and completing on time projects similar in size and scope to the proposed project.
- 2 The proposer has a history of successfully completing similar projects.
- 3 The proposer has a record of accomplishment of successful negotiations with governmental entities and/or community members on completed development projects.
- 4 Proposer has satisfactory references including names, phone numbers, and addresses for bank, credit, trade, and professional references.
- 5 Proposer has a satisfactory financial standing to complete the project, based on available assets and proposed equity in the project.

B. Quality of Development Concept (30 Points)

- 1 Quality of scope of work, scale and character of the project.
- 2 Attractiveness and aesthetic compatibility with the surrounding environment. Quality of amenities such as a community gathering space, a park, or other green space.

3 Meeting or exceeding the requirements of the RFP, City of Arlington building requirements, and overall quality construction and internal aesthetics.

4 Providing energy efficiency gains, such as Energy Star standards from the U.S. Department of Energy and incorporating green building techniques.

C. Benefits to the City and Community (20 Points)

- 1 Provide direct financial benefits to the City that include, but are not limited to, incremental tax revenues, secondary financial impacts, and long-term economic growth.
- 2 Providing benefits to the community that include, but are not limited to, streetscape improvements, landscaping, and neighborhood services.

D. Project Feasibility (20 Points)

- 1 Project is economically sound and based on established financial principles and supported market assumptions. This will be determined by reviewing the market study, development budget, summary of assumptions, and documented sources and uses of funds statement.
- 2 The proposer has the ability to provide or obtain sufficient financial resources to successfully negotiate a Land Disposition Agreement with the City and to start and complete the project in a timely manner.
- 3 Project does not face insurmountable regulatory hurdles or constraints.

VI. DEVELOPMENT PROCESS

A. Exclusive Negotiating Privilege

Upon selection, the City may issue an Exclusive Negotiating Privilege (ENP) for a period of sixty (60) days to the selected proposer setting out specific requirements and deadlines for fulfilling requirements for this RFP. The selected proposer will have seven (7) days in which to return the signed ENP.

If negotiations have not been completed within the sixty (60) days after the selection of a proposer, then the ENP will expire. The City may choose to extend that time period if, in the view of the City, negotiations are proceeding satisfactorily. Should the parties fail to agree upon a contract within the timeframes of the ENP, the City, at its sole discretion, may cancel negotiations with the selected proposer. The City may choose to commence negotiations with another proposer, to accept new proposals, or to cancel the RFP.

B. Land Disposition Agreement

At the successful conclusion of negotiations under the ENP, should the City have acquired the Property, then the City may enter into a Sales Contract setting forth the terms and conditions of transfer and development of the Property. Decisions regarding award of the Property and terms of the award as described in the PURCHASE CONTRACT will be made by the City.

The developer is bound by the construction plans and timelines as identified specifically in the PURCHASE CONTRACT. Major change orders that materially affect the development plans, facade elevations or other exterior designs must be approved by the City prior to implementation. In the event the developer does not comply with the provisions of the PURCHASE CONTRACT, the City has the right to enforce such provisions to compel compliance.

C. Development Oversight

The selected proposer must agree to the review and guidance of the Community Development and Planning Department in the preparation of plans in conformance with this RFP, the Uniform Development Code, and other applicable codes and ordinances of the City.

VII. RIGHTS RESERVED BY THE CITY OF ARLINGTON

The City reserves the right in its sole discretion to recommend the award of a contract related to this RFP based upon the written proposals received by the City without prior discussion or negotiation with respect to those proposals. All portions of this RFP will be considered to be part of the contract and will be incorporated by reference. Any contract awarded in connection with the RFP will be subject to approvals as required by the City Attorney's Office.

As part of the evaluation process, the City specifically reserves the right to review and approve the drawings, plans and specifications for development with respect to their conformance with the goals and requirements of this RFP.

The City also reserves the right to refuse to approve any such drawings, plans or specifications that are not suitable or desirable, in its opinion, for aesthetic or functional reasons; and in so passing upon such drawings, plans and specifications, it shall have the right to take into consideration, but shall not be limited to, the suitability of the development plan, architectural treatment, building plans and elevations, materials and color, construction details, access, parking, loading, landscaping, identification signs, exterior lighting, refuse collection details, street, sidewalks and the harmony of the plan with the surroundings.

The City reserves the right to accept or reject any and all proposals, at its sole discretion, received as a result of this RFP, to waive minor irregularities, and to conduct discussions with all responsible proposers, in any manner necessary, to serve the best interest of the City.

The City reserves the right to request additional information from any or all proposers if necessary to clarify statements or data contained in the proposals.

The City reserves the right to reject any proposal as a result of misrepresentation of any information contained in the proposal.

While it is the present intention of the City to carry out the development of the Property as identified in this RFP as soon as practicable, nothing contained in this RFP shall be construed as a warranty or commitment on the part of the City to be obligated to make conveyance of the property. The City shall not be liable for any costs, damages, injuries, or liabilities caused to or suffered or

incurred by the Developer, its successors or assigns in connection with, or as a result of the City's inability to deliver clear title promptly to the Property.

VIII. ADMINISTRATIVE INFORMATION

A. Issue Date

The issue date of this RFP is August 22, 2014.

B. Issuing Office

This RFP is issued by the City of Arlington, Community Development and Planning Department, 2nd floor, 101 W. Abram, Arlington, Texas 76010.

C. Obtaining RFP

The RFP will be made available free of charge. The RFP may be picked up at the Community Development and Planning Department, 2nd floor, 101 W. Abram, Arlington, Texas, between 8:00 a.m. and 5:00 p.m., weekdays. Proposals are also downloadable from the City of Arlington's website at www.arlington-tx.gov/cdp.

D. Property Inspections

No access to the Property is granted in association with this RFP, and permission is required to gain access to the Property.

E. Revisions and Addenda

Should it become necessary to revise any part of this RFP, provide additional information necessary to adequately interpret provisions and requirements of this RFP, an Addendum to the RFP shall be provided to all proposers who picked up the RFP in person and provided their contact information. The City will also appropriately update the web version of the RFP should any such revisions or addenda be necessary. The City of Arlington may not have contact information for proposers who choose to acquire the RFP from the City of Arlington website; therefore, it is recommended that such entities review subsequent postings periodically to maintain current information about the offering.

F. Deadline

The deadline for receipt of proposals is 11:00 AM Central Time, September 30, 2014. Proposals will be dated and time stamped upon submission, and a receipt will be provided. The City shall not accept proposals after the deadline. Use of the U.S. Postal Service, private delivery companies or courier services is undertaken at the sole risk of the proposer. It is the proposer's sole responsibility to ensure that the proposal is in the possession of the issuing office by the deadline.

G. Submitting Responses to RFP

All proposals must be delivered to:

City of Arlington
Community Development and Planning
Department
2nd floor
101 W. Abram
Arlington, TX 76010

ONE(1) ORIGINAL PLUS SIX(6) COPIES TOTALING SEVEN (7) SUBMISSIONS OF EACH PROPOSAL (BOUND IN A LOOSE-LEAF NOTEBOOK AND TO LAY FLAT WHEN READ) AND ALL MATERIALS TOGETHER IN ONE ENVELOPE OR PACKAGE IF POSSIBLE. ALL PROPOSALS MUST HAVE A TABLE OF CONTENTS AND EACH SECTION TABBED.

H. Incurring Expenses

The City shall not be responsible for nor will the City pay any costs incurred by any proposer in preparing and submitting a proposal or requested supplemental information in response to the RFP.

I. Public Information Act Notice

The City commits to handling all information regarding financial assets and holding of proposers in strictest confidence. Proposers should give specific attention to identifying any additional portions of their proposals that they deem to be confidential, proprietary information, or trade secrets and provide any justification why such material should not be disclosed by the City of Arlington under the Texas Public Information Act Chapter 552 of the Texas Government Code.

J. Compliance with the Law

By submitting an offer in response to this RFP, the proposer selected for award agrees that it will comply with all Federal, State, and City laws, rules, regulations, and ordinances applicable to its activities and obligations under this RFP.

END OF RFP DOCUMENT





EXHIBITS

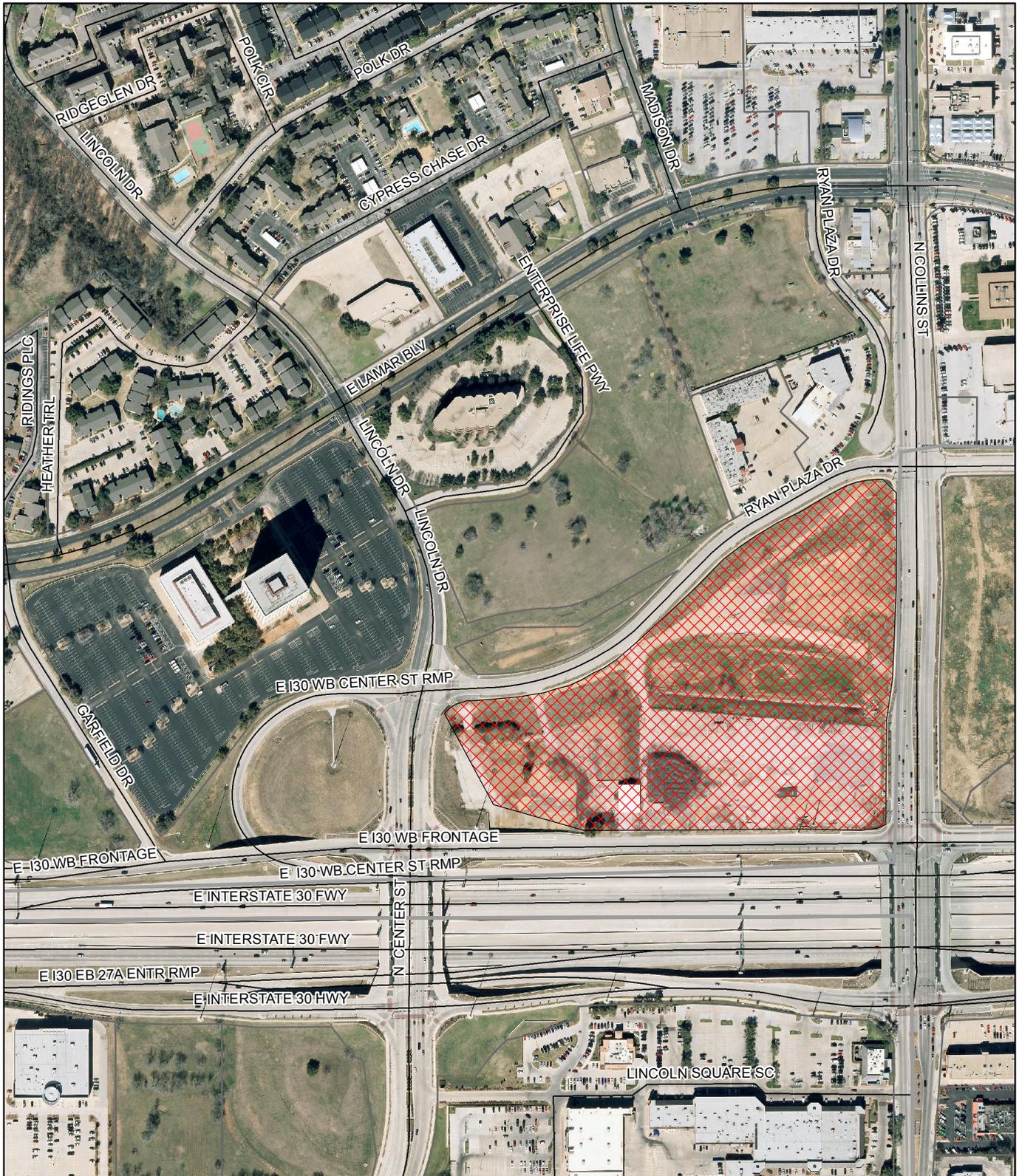
STADIUM VIEW

A MIXED-USE OFFICE DEVELOPMENT
INTERSTATE HIGHWAY 30 AT COLLINS STREET

Exhibit A

Legal Description

1608 N. Collins Street



Site Map

EXHIBIT "A"

County: Tarrant
Tract No.: 09-9
Highway: IH 30 @ FM 157

DESCRIPTION FOR Tract 09-9

BEING a 18.37 acre tract of land located in the G. W. Ragan Survey, Abstract No. 1288, in the City of Arlington, Tarrant County Texas, said tract being part of a called 67.78 acre tract described by deed to the State of Texas as recorded in Volume 2927, Page 199, Deed Records Tarrant County Texas (DRTCT) and being more particularly described by metes and bounds as follows (bearings referenced to the State Plane Coordinate system, North Central Zone, NAD 1983, as determined by VRS – GPS observations, distances shown are surface values):

COMMENCING at point for the most northerly corner of said State of Texas parcel, same being on the west right of way for State Farm to Market Highway 157 (FM 157) variable width right of way) as described by deed to the State of Texas recorded in Volume 1860, Page 107, DRTCT, and being a point in the easterly right of way for Ryan Plaza Drive (50' right of way) as dedicated by Parkway Central Addition, an Addition to the City of Arlington as recorded in Volume 388-53, Page 96, Plat Records Tarrant County Texas (PRTCT), said point being located South 00°36'32" West, a distance of 373.83 feet from a ½-inch iron rod found for the common easterly corner for Lots 1 and 2, Block 1, Park Central Addition an, Addition to the City of Arlington as recorded in Volume 388-57, Page 609, PRTCT;

THENCE South 00°10'05" East with the west right of way for FM 157 and the east line of said 67.78 acre tract, a distance of 261.65 feet to a point;

THENCE South 88°15'19" West, a distance of 8.83 feet to a set 5/8-inch iron rod with yellow plastic cap marked "SAM INC" (set iron rod) for the POINT OF BEGINNING, said point being located at FM 157 centerline station 614+61.71, 58.8' left;

THENCE southerly, generally 30-foot west of and parallel to or concentric with the proposed west back of curb for FM 157 as follows:

- 1) THENCE South 01°44'41" East, a distance of 191.59 feet to a set iron rod for the beginning of a curve;
- 2) THENCE southerly along the arc of said curve to the right, having a central angle of 04°00'42", a radius of 1920.00 feet, an arc length of 134.43 feet and a chord of South 00°15'40" West, 134.40 feet to a set iron rod for the end of said curve;
- 3) THENCE South 02°16'01" West, a distance of 200.00 feet to a PK nail set for the beginning of a curve;
- 4) THENCE southerly along the arc of said curve to the right, having a central angle of 09°59'57", a radius of 320.00 feet, an arc length of 55.85 feet and a chord of South 07°15'59" West, 55.78 feet to a set iron rod for the end of said curve;
- 5) THENCE South 12°15'58" West, a distance of 32.86 feet to a set iron rod for corner;

- 6) THENCE South $89^{\circ}44'54''$ West leaving said parallel alignment, a distance of 7.44 feet to a point for corner;
- 7) THENCE South $00^{\circ}15'06''$ East, a distance of 36.27 feet to a set iron rod for corner;
- 8) THENCE North $89^{\circ}44'54''$ East, a distance of 5.00 feet to a set iron rod for corner;
- 9) THENCE South $00^{\circ}15'06''$ East generally along the west face of a series of existing wooden poles for an ONCOR power line, a distance of 310.54 feet to a set iron rod for the beginning of a curve;
- 10) THENCE southwesterly along the arc of said curve to the right, having a central angle of $89^{\circ}38'27''$, a radius of 20.00 feet, an arc length of 31.29 feet, and a chord of South $44^{\circ}34'08''$ West, 28.20 feet to a set iron rod for the end of said curve;
- 11) THENCE South $89^{\circ}25'33''$ West, being 20-foot north of and parallel to the proposed north edge of pavement for the west bound service road for Interstate Highway 30 (variable width right of way), a distance of 802.77 feet to a set iron rod for corner;
- 12) THENCE North $77^{\circ}22'27''$ West, a distance of 387.98 feet to a PK nail set for corner;
- 13) THENCE North $14^{\circ}56'54''$ West, a distance of 269.08 feet to a set iron rod for the beginning of a non-tangent curve;
- 14) THENCE northeasterly along the arc of said curve to the right, being 20-foot south of and concentric to the existing south curb line for Ryan Plaza Drive (undefined right of way), having a central angle of $54^{\circ}17'10''$, a radius of 68.00 feet, an arc length of 64.43 feet and a chord of North $62^{\circ}18'02''$ East, 62.05 feet to a set iron rod for the end of said curve;

THENCE northeasterly, generally 20-feet south of and parallel to or concentric with said south curb line as follows:

- 15) THENCE North $89^{\circ}25'34''$ East, a distance of 65.91 feet to a set iron rod for the beginning of a curve;
- 16) THENCE along the arc of said curve to the left, having a central angle of $45^{\circ}13'29''$, a radius of 695.00 feet, an arc length of 548.58 feet and a chord of North $66^{\circ}48'50''$ East, 534.45 feet to a set iron rod for the end of said curve;
- 17) THENCE North $44^{\circ}12'05''$ East, a distance of 237.18 feet to a set iron rod for the beginning of a curve;
- 18) THENCE along the arc of said curve to the right, having a central angle of $16^{\circ}25'32''$, a radius of 605.00 feet, an arc length of 173.44 feet and a chord of North $52^{\circ}24'51''$ East, 172.85 feet to a set iron rod for the end of said curve;
- 19) THENCE North $60^{\circ}33'46''$ East, a distance of 253.76 feet to a set iron rod for the beginning of a non-tangent curve;

20) THENCE along the arc of said curve to the right, having a central angle of $28^{\circ}38'30''$, a radius of 255.00 feet, an arc length of 127.47 feet and a chord of North $74^{\circ}55'24''$ East, 126.15 feet to a set iron rod for the end of said curve;

21) THENCE South $46^{\circ}15'55''$ East, a distance of 42.78 feet to the POINT OF BEGINNING and containing 18.37 acres.

This description to be viewed in conjunction with that certain boundary survey prepared by Surveying And Mapping, Inc., during March 2009 titled Tract 09-9.

Surveying And Mapping, Inc.
1450 Empire Central Dr.
Suite 175
Dallas, Texas 75247

 4/1/09
Paul Hubert Date
Registered Professional Land Surveyor
Texas RPLS No. 1942



EXHIBIT B COVER SHEET

RFP NUMBER: 14-001 PROPOSAL FOR:
 PROPOSAL DUE DATE: September 30, 2014
 PROPOSAL DUE TIME: 11:00 AM Central Time

CONTACT: Jim Parajon, Director of Community Development and Planning
 E-mail: jim.parajon@arlingtontx.gov
 Telephone: 817-459-6527

Sealed proposals, one (1) original and six(6) copies, plus one electronic copy (.pdf format preferred) subject to the Terms and Conditions of this RFP and other contract provisions, will be received at the Community Development and Planning Department at the address listed above before the due date and time shown above. Proposals must be returned in a sealed envelope or other appropriate package, addressed to the Title, City of Arlington and have the RFP number, due date, and company name clearly marked on the outside envelope. Late proposals will be returned to the vendor unopened. Proposals may be withdrawn at any time prior to the due date and time shown above. Proposals may not be altered, amended or withdrawn after the due date and time without the recommendation and approval of the Director of Community Development and Planning. The period for acceptance of this proposal shall be 90 calendar days.

Company Name and Address:	Company's Authorized Agent:	
	Signature:	
Name and Title (Typed or Printed)		
Federal ID Number (TIN) or SSN and Name:		
Telephone No.:	Date:	
Fax No.:	Email address:	
BID AMOUNT		
PROPERTY	AMOUNT	
(MIN \$)		
	Item (i.e. Zoning Application fee)	Amount
		\$
		\$
		\$
		\$
AMOUNT OF TYPE OF CITY RESOURCES REQUESTED (PLEASE INDICATE IF THE PROPOSAL IS INVALID WITHOUT THIS EQUITY CONTRIBUTION BY THE CITY)		\$
		\$

CITY OF ARLINGTON
**COMMUNITY DEVELOPMENT &
PLANNING DEPARTMENT**

MS 01-0241
101 W ABRAM ST, ARLINGTON, TX 76010

