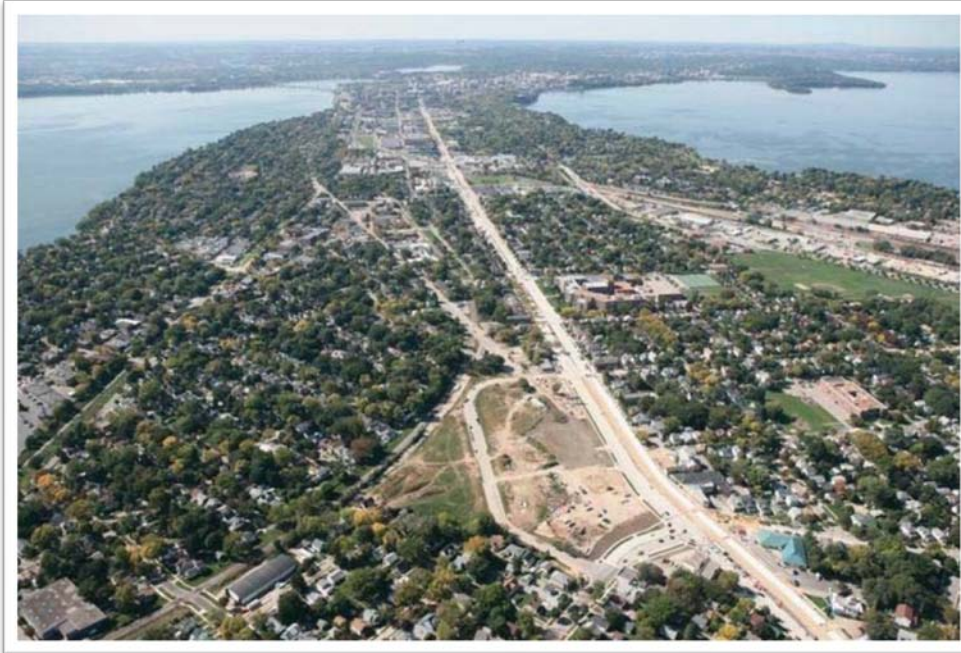


Union Corners Development Opportunity



Madison, Wisconsin

A Request for Proposals

The City of Madison, Wisconsin is soliciting proposals for the purchase and redevelopment of several parcels located at Union Corners.

Disclosure and Disclaimer

This Request for Proposals (“RFP”) is being furnished to the recipient by the City of Madison (the “City”) for the recipient’s convenience. Any action taken by the City in response to submissions, made pursuant to this RFP, or in making any awards or failure or refusal to make any award pursuant to such submissions, or in any cancellation of awards, or in any withdrawal or cancellation of this RFP, either before or after issuance of an awards, shall be without any liability or obligation on the part of the City and its officials and employees.

The City, in its sole discretion, may withdraw this RFP before or after receiving submissions, may accept or reject any or all submissions, and may waive any irregularities if the City deems it appropriate and in its best interest. The City shall determine the responsiveness and acceptability of any proposal submitted.

Prospective developers should rely exclusively on their own investigations, interpretations and analyses in preparing and submitting proposals, and should not rely on communications with City staff or officials. The City makes no warranty or representation that any submission which conforms to the requirements of this RFP will be selected for consideration, negotiation, or approval.

The City and the selected developer(s) will be bound only if and when a submission, as same may be modified, and any applicable definitive agreements and budgetary authorizations pertaining thereto, are approved by the Common Council of the City of Madison and then only pursuant to the terms of the definitive agreements executed among the parties.

NOTE: All submissions and supporting data shall be subject to disclosure as required by State law. The City anticipates making the proposals publicly available shortly after the submission period closes.

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Introduction

The City of Madison, Wisconsin is soliciting proposals for the purchase and redevelopment of several large sites (collectively the "Sites") known as Union Corners ("Union Corners") from developers with demonstrated experience in the redevelopment of urban properties ("Developers"). The Sites, totaling approximately 11.41 acres, are located on the east side of Madison near the intersection of East Washington Avenue and Milwaukee Street at 2504, 2507, and 2340 Winnebago Street. This Request for Proposals ("RFP") provides prospective developers with information to assist in the preparation of a competitive proposal, proposal submission requirements, and the process that will be used to select proposals for the Sites.

Vision

[to be inserted]

City Acquisition Process

The City of Madison acquired the Sites for \$3.577 million (including pro-rated taxes and closing costs) in 2010 by using City land banking funds. The land banking fund sets forth criteria to guide making a determination about whether or not the City should purchase a property using land banking funds. The Sites met the majority of the City's land banking fund property selection criteria, including:

- The property can be acquired at below-market price;
- Redevelopment/development of the property will enhance neighborhood viability and stability, encourage economic development, and generate additional property tax revenue;
- Redevelopment/development of the property will have a catalytic impact, stimulating additional redevelopment/development within the surrounding area;
- Acquisition will prevent a large development parcel from being subdivided into smaller parcels in situations where subdivision into smaller parcels would provide less opportunity to achieve the goals outlined in the plans and PUDs noted below;
- Future use of the property has been outlined in adopted City plans or Planned Unit Developments (PUDs);
- Barriers to redevelopment/development (holding costs, demolition costs, environmental remediation, etc.) can be more easily eliminated if the property is owned by the City;
- Redevelopment/development of the property could presumably occur within five (5) years of purchase by the City;
- The property is located along a transportation corridor which would provide transit-oriented development (TOD) opportunities;
- The land banking investment has the potential of leveraging additional Federal, State, and Local (BREWD and TIF) funding (1 point).

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The Land Banking Funds also include property sale guidelines. These guidelines will be utilized as a part of this RFP process. They are:

- The purchaser has presented a clear and detailed proposal for how he or she will develop the property.
- The purchaser has demonstrated the financial wherewithal to complete the transaction, and implement his or her proposal.
- The purchaser has demonstrated the ability to implement his or her proposal within a timeframe consistent with industry standards.
- The purchaser has secured land use approvals and development entitlements for his or her proposal.
- The property will be sold or leased at market value, with a goal that the City will be compensated at a level at or above the original cost of purchasing the property.
- The property will remain taxable after the purchaser has implemented his or her proposal.
- The transaction is approved by the Common Council, with referrals to the Economic Development Committee and Board of Estimates.

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Background

The City of Madison is a thriving innovation and business hub and a capital city. The Madison metro area has a population of approximately 490,000 and grew at a rate of approximately 14.4% from 2000 to 2010 (approximately 1.4% annual growth). The Sites are located on Winnebago Street, East Washington Avenue - a major commercial arterial street, and Milwaukee Street. The Sites are situated in the Schenk-Atwood-Starkweather-Yahara neighborhood and near the Worthington Park, Emerson East and Eken Park neighborhoods.

The site is poised to be redeveloped quickly:

- The Sites are contained in an existing Tax Increment District (TID #37)
- The Sites were purchased using Land-Banking funds and a phased take-down could reduce holding costs
- The Sites were the subject of extensive planning efforts that resulted in an approved General Development Plan (GDP) completed in 2005 and a Specific Implementation Plan (SIP) approved in 2006. This previous plan (the "McGrath plan") called for 450 planned housing units and 110,000 square feet of retail or commercial space
- The Sites were the subject of a design competition held in conjunction with the 2011 Congress for the New Urbanism
- The location along East Washington Avenue experiences approximately 60,000 vehicles traffic flow each day
- Proximate access to Interstates 90 and 94 and State Highways 51 and 151
- Six minute drive-time to State Capitol and thirteen minute drive-time to the Dane County Regional Airport
- The Sites have excellent access to transit options, including bike routes

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The City's vision is to facilitate development that is sensitive to and takes advantage of both the commercial potential along East Washington Avenue and the adjacent residential neighborhoods. The previously approved GDP-SIP represents a potential template that is, in a sense, pre-vetted. Respondents to this RFP are encouraged to review this plan. The City is seeking creative and vibrant proposals for the Sites, ~~and expects that proposals may either closely follow the McGrath plan or could deviate to reflect new thinking or current market conditions.~~

Quality will be a key consideration in the City's evaluation of the proposals. The City is seeking redevelopment proposals for these Sites that will increase the City's tax base, provide an opportunity to capture employment and retail opportunities, communicate strong design elements, and enhance available housing options. Developers submitting proposals should be able to demonstrate these goals within their plans. Developers may partner with City agencies, such as the CDA or Library, when submitting a proposal.

RFP Site Project Goals

The Goals below have been identified by the Union Corners Committee as being critical components of a successful proposal.

[DRAFTER'S NOTE: The Committee requested to have two separate versions of the Project Goals in this draft of the RFP for comparison purposes.]

[GOALS Version 1]

- **Who**
 - The City has a strong preference for proposals that consider the entire site (or at least 2504 Winnebago site – master developer or coordination between developers)
- **Uses that are compatible with the neighborhood including:**
 - Public infrastructure (e.g library)
 - Commercial
 - Neighborhood serving retail only
 - Mixed uses
 - Mix of residential housing types
 - Green space / Public Space, Urban agriculture
 - TOD
- **Site**
 - Use of existing infrastructure
 - Use of structured parking
 - Nothing under big box ordinance
 - Heights that are compatible with surrounding neighborhood
- **Values**
 - Sustainability (eg. See appendix)
 - Respect the cultural history of site
 - Employment that helps surrounding neighborhoods
 - Neighborhood facing buildings (as opposed to facing East Washington Ave)

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- o Include alternative forms of transportation, including ped friendly development
- o Develop the site at urban densities

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GOALS VERSION 2]

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- While the City ~~will~~may consider proposals for portions of the site, the City has a strong preference for selecting a master developer or team capable of planning and developing the entire site over time. At a minimum, the City would like to see compatible uses and an integrated plan for the entire site which could require coordination if multiple developers are involved.
- Developers may consider both public and private end users.
- The City will give strong preference to developers proposing commercial projects (excluding retail) that identify one or more anchor tenants. The City will not consider proposals from brokers.
- The City desires mixed-use projects that incorporate ground-level retail where feasible. Retail that serves neighborhood needs is especially desirable.
- The City expects structured parking to meet the majority of parking needs. In particular, the City expects that proposals for commercial projects and multi-family residential projects will incorporate structured parking.
- Access and incorporation of green space, including public space that is respectful of the site's place in the City's history, should be included in proposals.
- The City expects proposals to have an appropriate height relative to the surrounding neighborhood
- Successful proposals should make use of existing infrastructure
- Demonstration of ecological sustainability and sensitivity – (see appendix)
- Proposals should be designed around transit oriented development.
- It is the City's desire to have employment that serves the surrounding neighborhood, including ladder careers
- Portions of the site should be neighborhood facing (as opposed East Washington Avenue facing)
- The City desires a diversity of building design
- The City and the neighborhood desire for a mix of housing types and options
- Be compatible with and add vitality to the surrounding neighborhoods.
- Create development consistent with requirements and guidelines in Urban Design District #5.
- Create development generally consistent with:
 - Schenk-Atwood-Starkweather-Worthington Park Neighborhood Plan
 - East Washington Avenue – Old East Side Master Plan
 - City of Madison Comprehensive Plan
 - Other adopted City plans

Discouraged Uses / Designs

- Large amounts of surface parking, upon final build out of all phases
- Big box stores (see MGO – “Big Box Ordinance”)

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Available Resources

Several resources are available to help respondents understand past planning efforts undertaken for the area and the previously approved plan. Respondents are free to draw from these or reference them as desired.

Madison Rezoning Page

This is a link to the City of Madison's rezoning page for the Sites. It includes site plans that were previously approved for the McGrath proposal:

<http://www.cityofmadison.com/planning/projects/rezoning/2525ewa.html>

The McGrath plan for the Sites included a series of buildings of a variety of densities and was expected to include 450 residential units and over 100,000 square feet of commercial space. The plan anticipated providing 938 parking spaces through a combination of surface, street, and structured parking. It should be noted that developers are free to propose new plans for the site, but we the City hopes to achieve a comparable level of density. To achieve this a similar level of density, the City anticipates the need for structured parking to be incorporated into or adjacent to buildings. The City may provide financial assistance, through TIF or other means, for the construction of structured parking on the Sites. The City will also consider financial assistance for shared parking structures between multiple redevelopment projects when such parking facilities are more financially feasible than single-use facilities for individual redevelopments projects.

The McGrath plan preserved many of the bricks and the concrete company sign from the French Battery building that was previously located on the site. The concept plan shown above and anticipated reconstructing this historic building and incorporating it into new development. Reconstructing the French Battery building as a link between the area's history and future is desirable.

SASYNA Union Corners Temporary / Transitional Uses Committee

The SASYNA Union Corners Temporary / Transitional Uses Committee was charged by SASYNA to identify criteria for deciding appropriate temporary and transitional uses, help put mechanisms in place to support those uses, and provide a model for land banked properties in the City of Madison. Additional information on these efforts can be found at the website below:

<http://www.sasyrna.org/index.php/recent-activities/uc/>

SASYNA Community Benefits Agreement

It should also be noted that the SASYNA created a Community Benefits Agreement ("CBA"). This CBA can be found at the link below:

[www.inserthyperlinkforsasyrnaCBAhere.com]

Adopted Plans

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East Isthmus Neighborhoods Planning Council and City of Madison Page

This is a link to a website that discusses the previous neighborhood process and provides various documents. This process resulted in the approved site plan:

<http://www.cityofmadison.com/planning/unioncorners/>

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Schenk-Atwood-Starkweather-Yahara Neighborhood Association

This is a link to the website for the neighborhood association that contains the Sites:

<http://www.sasvna.org/>

Schenk-Atwood Neighborhood Business District

The link below is for the Schenk-Atwood Neighborhood Business District Master Plan, finalized in 2000. This Business District borders the Sites.

<http://www.cityofmadison.com/planning/ndp/schenkatwoodrpt3.pdf>

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Emerson East Neighborhood Association

This is a link to the website for the neighborhood across East Washington Avenue from the Sites:

<http://www.emersoneast.org/>

Emerson East / Eken Park Neighborhood Plan

This is a link to the Emerson East / Eken Park neighborhood plan adopted in 1998 and referenced below:

<http://www.cityofmadison.com/planning/ndp/emerson.pdf>

Schenk-Atwood-Starkweather-Worthington Park Neighborhood Plan

This is a link to the neighborhood plan adopted in 2000 and referenced below:

<http://www.cityofmadison.com/planning/ndp/schenk.pdf>

East Washington Avenue - Old Eastside Master Plan

This is a link to the East Washington Avenue – Old Eastside Master Plan adopted in 2000 and referenced below:

<http://www.cityofmadison.com/planning/unioncorners/EWashRpt%208-00.pdf>

Worthington Park Neighborhood

This is a link to the Worthington Park Neighborhood Website.

<http://www.worthingtonpark.org/Welcome.html>

More Neighborhood Plan Information

Respondents who wish to review neighborhood information and plans are encouraged to visit the City’s neighborhood site:

<http://www.cityofmadison.com/neighborhoods/>

Congress for the New Urbanism Design Competition

In conjunction with the Congress for the New Urbanism held in Madison in 2011, a design competition was held for the Union Corners site. The competition resulted in approximately 20

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different designs. While the designs no longer appear to be available on-line, the City of Madison encourages developers to review the designs and can make them available. (Contact Bill Fruhling at bfruhling@cityofmadison.com)

Site Information

The Sites total 497,191 square feet (approximately 11.41 acres) and are located on Winnebago Street near the intersection of East Washington Avenue and Milwaukee Street, as described and shown below and shown in the attached Certified Survey Maps ([see Appendix XXXA](#)).

[Proposals for the 2504 Winnebago site should provide a conceptual site plan for the entire site, specifically, how the proposal would interface with future development.](#)

[The Sites are located adjacent to the Metropolitan Unified Fiber Network \(“MUFN”\). MUFN is a collaborative metro fiber-optic network serving education, health, government, and non-profit organization anchor institutions in the Madison, Middleton, and Monona, WI area. It unifies existing telecom resources to facility enhanced internet, point-to-point connectivity, and application sharing. Additional information on MUFN can be found at the website below:](#)

<http://www.mufn.org/>

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The Sites are essentially comprised of three individual parcels as depicted above. The City would prefer a proposal for a master developer for all three parcels. However, the City will also accept proposals for redevelopment proposals on one, two, or three of the parcels. While the City would prefer to select a single development team for the 2504 Winnebago Street parcel, the City would consider proposals to subdivide this parcel.

No Representations and Warranties: AS-IS Condition.

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It is the intent of the City to sell the Sites in “as-is” condition, with all faults. The City disclaims all warranties and representations that concern the Sites. The Developer shall rely on its own inspections and shall be solely responsible for the structures and materials located on the Sites from and after the date of closing. The Developer will have relied exclusively upon its own inspections and reviews, and not upon any representation or warranty of the City or its agents or employees.

The City is prepared to negotiate an option period for the Sites upon review and selection of proposals submitted through this RFP.

Purchase Price

All proposals must include a price at which the Developer(s) propose to purchase the Site(s) or a portion of the Sites. The Sites were purchased using Land Banking Funds which require that “the property will be sold or leased at market value, with a goal that the City will be compensated at a level at or above the original cost of purchasing the property.” The City reserves the right to negotiate the purchase price after submittal of the proposals with the prospective Developer(s).

The City is not obligated to sell Site(s) to Developer(s) based solely on the highest price offered. In addition to recovering the City Costs, the City desires to maximize the long-term property tax base and employment potential of the Site(s).

District and Site Characteristics

The characteristics of the Sites include but are not limited to the following:

- The Sites are shovel-ready. All known environmental issues have been or are being addressed by the Seller.
- The Sites are located in Tax Increment Financing District (“TID”) # 37 (Union Corners) which was created in 2006 and expires in 2033.
- Full utilities are available to the Sites. The City has spent over \$2.5 million on road, storm water, and sewer improvements.
- East Washington Avenue was recently reconstructed and additional work is not anticipated in the near term.

Site Concepts and Parking

The Sites were formerly zoned C2 and M1. In 2006, the Sites were rezoned PUD(SIP) and the ~~This following~~ conceptual site plan was included in materials that can be accessed through the link above listed under Resources.

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~~The McGrath plan for the Sites included a series of buildings of a variety of densities and was expected to include 450 residential units and over 100,000 square feet of commercial space. The plan anticipated providing 938 parking spaces through a combination of surface, street, and structured parking. Developers are free to propose new plans for the site, but we the City hopes to achieve a comparable level of density. To achieve this density, the City anticipates the need for structured parking to be incorporated into or adjacent to buildings. The City may provide financial assistance, through TIF or other means, for the construction of structured parking on the Sites. The City will also consider financial assistance for shared parking structures between multiple redevelopment projects when such parking facilities are more financially feasible than single use facilities for individual redevelopments projects.~~

~~The McGrath plan preserved many of the bricks and the concrete company sign from the French Battery building that was previously located on the site. The concept plan shown above anticipated reconstructing this historic building and incorporating it into new development. Reconstructing the French Battery building as a link between the area's history and future is desirable.~~

Adopted Plan and Design Guidelines

The following will govern the redevelopment of the Sites:

Adopted Plan. As mentioned above, there are several adopted City plans that cover Union Corners. Together these plans represent the community's desires for the future of the area. In particular, the SASWP Neighborhood Plan and the East Washington Avenue – Old East Side Plan were developed with extensive input from the surrounding neighborhood, businesses, and other stakeholders. Although these plans were adopted in 2000, these groups have remained active in the planning for these Sites through the McGrath planning process and the CNU design competition. Respondents to the RFP will need to engage these groups throughout the design, development, and entitlement processes.

Design Guidelines. Development within the District is subject to the requirements and guidelines established for Urban Design District #5. Developers will be required to follow these requirements and guidelines, which are available at:
<http://www.cityofmadison.com/planning/documents/UDDDist5.pdf>

Development Entitlements

There are several concurrent approvals that will need to occur for a Developer to receive full entitlement to proceed. First is site/building plan review. Projects within the Sites will likely require Plan Commission, Urban Design Commission ("UDC"), and Common Council review and approval.

Zoning is the first consideration. The Sites are currently zoned PUDSIP (Planned Unit Development – Specific Implementation Plan) from a previous redevelopment proposal. [This zoning, however, has expired and re-zoning of the Sites will be required.](#)

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The City is currently drafting a new zoning ordinance, which may be adopted by the end of 2012. The new ordinance is being crafted in such a way that districts better reflect the City's desired vision for properties contained within. This could accelerate the zoning review aspects of the project depending on when the new zoning ordinance becomes effective.

Finally, as the largest parcel is within Urban Design District #5, the architecture and design of proposed structures on that parcel (and potentially others depending on the nature of the proposal) will be subject to UDC approval.

The entitlement process has two main parts. The first is pre-application, in which the Developer meets with adjacent neighborhood associations to present the proposal, listen to feedback, and make adjustments accordingly. The Alderpersons of the District and City staff are available to assist the Developer through this process.

The second half of the process is the formal review of an application once it has been submitted to the City. Developers should plan for both the pre-application and formal application phase of the entitlement process to last between four (4) and six (6) months for projects within the Capitol East District. As noted above, the more aligned a proposal is with the adopted plan, the quicker the process will be.

City Assistance

Facilitating the redevelopment of Union Corners is a high priority for the City. The City will assist successful Developer applicants by:

- Providing information and assistance obtaining entitlements as noted above.
- Facilitating meetings with various stakeholders as needed (e.g., City staff, elected officials, neighborhoods, etc.)
- Providing information on TIF and the TIF application process.
- Assisting developers in accessing other financial resources (e.g., New Market Tax Credits, bond programs, affordable housing tax credits, state programs, etc.)

Proposal Requirements

Each proposal should contain all of the following information. While the City is interested in quality and well thought through proposals, brevity is strongly encouraged.

- Describe the development program and concept.
- Describe the composition, expertise, and experience of the development team.
- Submit preliminary site and building plans, building elevations, and sketches with enough detail to help communicate development concept.
- Indicate the development land uses, prospective business types, along with unit counts and square feet per use.
- Demonstrate/describe the development's compatibility with the surrounding context and how it adds vitality to the surrounding blocks.
- Describe any unique design elements or other features that make the proposal a signature development.

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- Indicate the offering-purchase price to be paid for the Site(s) along with any financing conditions or contingencies. The purchase price and any related information should be sealed separately in an envelope labeled with the development team or proposal's name clearly identified. No references to purchase price should be included elsewhere in the proposal.
- Explain the financial strategy (including sources and uses of funds) and demonstrate project feasibility. If utilizing New Market Tax Credits, Midwestern Disaster Area bonds, or other financial assistance programs, indicate team's experience with these financing methods.
- Provide a timetable for each major phase of the project.
- Summarize the overall economic impact and tangible benefits for the City, including tax base generation, construction jobs, and permanent jobs.
- Provide a summary of the marketing approach/plan if applicable.
- Describe the development firm's desired approach for securing ownership; does the firm's desire to secure an option on the property and for how long.

Developers may submit multiple proposals.

Additional Information

- The City reserves the right to reject any or all proposals for any reason at its sole discretion.
- The City reserves the right to combine development proposals and suggest development partnerships between development proposals.
- If no development proposal is selected, or the selected Developer(s) is unable to finalize an agreement with the City, the City reserves the right to advance development proposals as they come forward.

General Selection Criteria and Process

The City has created an ad hoc Union Corners Committee, which will be responsible for evaluating the proposal based on the following criteria:

- Development team's expertise, experience, and financial capacity.
- Quality and attractiveness of the proposed development.
- Economic feasibility of the proposed development.
- Understanding of and adherence to adopted plans and design guidelines for the Sites.
- Value of the estimated tax base to be generated by the development.
- Permanent employment to be generated by the proposed development and quality, quantity, and range of housing units to be generated
- Purchase price to be offered for the Sites.
- Overall responsiveness to the RFP requirements.

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The Union Corners Committee will make all responses to this RFP public available. The Committee will likely invite respondents to a publicly-noticed committee meeting to present their proposals.

Upon selection, the committee will make a recommendation to the City's Common Council. Staff will negotiate and develop term sheets for selected developers and the Common Council will approve these terms and conditions and authorize the execution of an option, or a Purchase and Sale Agreement.

RFP Proposed Schedule

- | | |
|-------------------------|---|
| Friday, June 15 | - RFP released |
| July 9 – July 13 | - Pre-Submission Meeting (date TBD) |
| Friday, July 27 | - Proposal Submission Deadline (Due 12:00 noon CDT) |
| Week of July 30 | - Proposal Review and release to public |
| Week of August 6 or 13 | - Developer presentations to Union Corners Committee |
| Week of August 13 or 20 | - Union Corners Committee deliberation and selection |
| August/September* | - Negotiation of option/sale terms with selected developer(s) |
| September* | - Resolution(s) introduced at Common Council |
| September/October* | - Economic Development Committee action on resolution(s) |
| September/October* | Plan Commission action on resolution(s) |
| September/October* | - Board of Estimates action on resolution(s) |
| October* | - Common Council approval of resolution(s) |

Developers should plan for a 4-6 month minimum entitlement schedule following the Common Council approval date.

* Exact timing will depend on length of Union Corners Committee deliberation, complexity of negotiation, and length of committee and Common Council deliberations.

SUBMISSION OF PROPOSALS AND PROPOSAL DEADLINE

Proposals must be submitted in sealed envelopes or boxes by **12:00 noon Central Daylight Time on Friday, July 27, 2012** to:

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Economic Development Division
City of Madison
215 Martin Luther King Jr. Boulevard, Room 312
P.O. Box 2983
Madison, WI 53701-2983

Twelve (12) copies of the proposal shall be submitted, along with a complete Word or PDF document containing the proposal on a thumb drive or CD in a sealed box or envelope. All graphic images included in the proposal shall be included on the thumb drive or CD.

Proposal submissions should be organized in an 8.5" x 11" format with tabled sections corresponding to the Submission Requirements listed in the "Proposal Submission Requirements" Section of this RFP. Any images, site plans, elevations, cross-sections, etc. should be in scalable format and put on sheets no larger than 11" x 17".

The purchase price and any related information must be sealed in a separate envelope and clearly labeled with the development team or proposal's name. This information should either be excluded from digital submissions or thumb drive / CD or clearly identified as a separate document.

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Late responses **will not be accepted** and will be returned unopened.

Contact Information:

All questions related to this RFP should be directed to:

Don Marx
Manager, Office of Real Estate Services
Economic Development Division
Email: dmarx@cityofmadison.com
Phone: 608.267.8717

If necessary, the City will issue an addendum to this RFP if questions demonstrate that an addendum is needed.

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