

Request for Proposals – FAIR PARK REDEVELOPMENT – PHASE I. The Mayor’s Office of Economic Development for the City of Birmingham, Alabama has issued a Request for Proposals seeking proposals from qualified and experienced commercial real estate developers to lease and redevelop a tract of land consisting of approximately 10.4 acres (subject to verification by survey) in the Fair Park site for retail commercial redevelopment, including but not limited to restaurants, a hotel, a pharmacy, a grocery store, and other compatible commercial uses. The City of Birmingham reserves the right to reject any proposals or uses which are not compatible with the City’s plan for redevelopment of the area. All businesses will be afforded an equal opportunity to respond to this RFP. No person shall be discriminated against on the grounds of race, color, religion, sex, national origin, age or disability in consideration of the award pursuant to this RFP.

A complete copy of the RFP is posted on the City of Birmingham website at <http://www.birminghamal.gov>. The deadline for submission of proposals is 3:00pm, Friday, December 4, 2009. If you have questions, please contact Tracey Morant Adams, Director, Mayor’s Office of Economic Development at (205) 254-2799.

**CITY OF BIRMINGHAM, ALABAMA
OFFICE OF ECONOMIC DEVELOPMENT**

REQUEST FOR PROPOSALS

For Redevelopment of the Fair Park Site

Phase I

Birmingham, Alabama

Submit response to

Tracey Morant Adams
Office of Economic Development
Third Floor, City Hall
710 North 20th Street
Birmingham, Alabama 35203-2289

By December 4, 2009

REQUEST FOR PROPOSALS FAIR PARK REDEVELOPMENT – PHASE I

I. Introduction

The City of Birmingham hereby requests proposals from a qualified developer or development team with the expertise, development credentials, ability to finance, and experience to develop real estate currently owned by the City of Birmingham and described as follows:

+/-10.4 acres (subject to verification by survey) of certain unimproved real property located along the southeast corner of the intersection of Avenue W and Bessemer Road (U.S. Highway No. 11) within property commonly known as the “Alabama State Fairgrounds” or “Fair Park” complex (hereafter referred to as “Fair Park”).

The subject property is proposed for redevelopment into retail stores, such as but not limited to, a family dining establishment/restaurant, hotel, pharmacy, grocery store, coffee shop, fitness facility, national fashion clothier, bookstore, shoe store, office supply store and other similar, appropriate retail businesses consisting of clothing, home goods, electronics and restaurants.

The address of the property is 2331 Bessemer Road, Birmingham, Alabama 35208.

II. Demographic Perspective of Birmingham

Birmingham is a city with a population as of the 2000 census with approximately 240,000 people and approximately 99,000 households. The racial composition of the city at the time of the 2000 census was 73% black or African American and 24% white. Other races such as Native American, Asian, Hispanic or Latino comprised approximately 1% or less for each race. Of the households present, 27% had children under the age of 18 living with them. The median income for a household in the city was approximately \$27,000 and the median family income for a family was approximately \$31,000.

According to a recent study of various sites in Birmingham aimed at retail recruitment, the Ensley Avenue/Bessemer Road area included in this RFP has overall retail trade potential due to the number of households and estimated spending power in excess of 1.6 billion dollars.

III. Significance of the Fair Park Site

Fair Park consists of an approximately 116 acre tract of land located in the Central Park neighborhood on the west side of Birmingham. Fair Park is bounded on the northwest by Bessemer Road (Highway 11); on the southwest by Avenue W (Ensley Avenue); on the northeast by Lomb Avenue; and on the southeast by a creek.

Fair Park is surrounded on the north, west and east sides by a mix of commercial and residential uses and by industrial uses on the northeast. The development to the west includes the Five Points West Shopping Center consisting of the following categories of businesses:

Beauty Supply
Shoe and Clothing Fashion Stores
Fast Food Dining
Nail Spa Services
Jewelry, Electronics and Music Stores
Financial Services
Furniture Rental/Sales

Businesses situated directly across Bessemer Road within one block of Fair Park include: Winn Dixie, Family Dollar, CVS, Computer 4 U, EZ Comm, Radio Shack, Kangaroo Express (Mobil), Taco Bell, Rite Aid, Applebee's, Capital Glass, Bama Tires, Firestone, Adams African Hair Braiding, Gardner's Tax Service. On the east and southeast of Fair Park are Jet Pep, Regions Bank and a U.S. Post Office. To the southwest, property uses include a public library and other municipal facilities.

Access to Fair Park for local traffic is provided by way of Bessemer Road or by way of Interstate 59/20 which interchanges with Ensley Avenue approximately one mile north of Fair Park. The proposed development should include a plan for parking and the facilitation of smooth vehicular and pedestrian circulation.

IV. Property Use: Present and Future

The W.F. Bill Harris Fair Park Arena, situated on the southwest end of the Fair Park site, holds sporting events, concerts and other public and private events. Future plans for development of property adjacent to the arena include an indoor Olympic-sized swimming stadium and an indoor track.

V. Present Condition

All above ground improvements have been removed from the portion of the Fair Park property which is available for redevelopment pursuant to this RFP. Grading is currently underway. Further details of the present condition are available upon request from the Department of Planning, Engineering and Permits for the City of Birmingham.

VI. Proposal Request

Proposals should include the following items:

1. Proposed ground lease rate, along with a summary of the basis of the offered rate. The rate may be structured as a fixed ground lease rate and may also include a percentage of revenue from the retail business tenants operating on the Fair Park site.
2. A description of the proposed use/reuse of the property.

The City desires to facilitate a competitive retail shopping center, which is compatible with the adjacent existing and future planned entertainment/recreational facilities.

The overall tenant mix proposed should represent a compatible mix of retail and commercial uses and shall be the same or similar in quality and regional draw as the mix of tenants typically found in first class shopping centers in the metropolitan Birmingham, Alabama area including, but not limited to, a grocery store, pharmacy, hotel, family dining establishment, coffee shop, fitness facility, bookstore, shoe store, office supply store and other similar retail businesses consisting of clothing, home goods, electronics and restaurants. The City reserves the right to exclude from consideration any proposals which include any business categorized as a title or payday loan business, pawn shop, tattoo parlor establishment, night club, dance hall, adult entertainment facility, adult book store, funeral parlor, bingo parlor, or a business involving the sale, rental or leasing of automobiles, trucks, other motorized vehicles or trailers.

Preference will be given to proposals that do not rely heavily on the inclusion of Relocated Tenants from another location within the City of Birmingham. For purposes of the preceding sentence, "Relocated Tenants" are defined as retail tenants which have closed in one location within the City of Birmingham within a one hundred and eighty (180) day period before or after the opening of the retailer at the Project Site, when a person or business entity has a controlling ownership interest in both the retailer that has closed, or will close, and a retailer of the same type that is opening.

3. Evidence of written letters of interest and/or commitment letters from prospective subtenants, if available.
4. Names, addresses, background, qualifications, experience and expertise of the proposed development team in like ventures or similarly sized development.
5. The name, address and telephone number of the contact person for the proposed developer.
6. Explain the proposed development team's history of completing and maintaining projects. Explain how projected investment and employment goals were achieved and maintained. A minimum of 2 project references, if possible, including the project scope, budget and the name, address and telephone number of client representatives for each project.
7. A preliminary site plan showing proposed layout of building(s) and infrastructure.
8. In the event the proposed use does not comply with current zoning, a description of how the developer proposes to resolve the non-compliance (e.g., rezoning, variance, etc.).
9. A project schedule including a time line for schematic/preliminary design, additional design development, and construction.
10. Specific details regarding parking (e.g., how many parking spaces will the proposed project require according to the zoning ordinance, how many parking

spaces are available on the site and how any gaps between the number of spaces required and the number of spaces available will be resolved).

11. A proposed project budget addressing at least the following:
 - Acquisition \$
 - Construction \$
 - Demolition \$
 - Infrastructure \$
 - Other (specify) \$
12. A detailed description of the sources of funds the developer will use to fund this budget and letters of commitment or other similar documentation concerning funding from third parties identified as funding sources.
13. A statement of the economic impact and financial analysis of the proposed development for the first five years, which shall include income to the City from taxes and rental revenue, job creation and an estimate of the construction value and total area (expressed in square feet) of development.

Prospective Developers are encouraged to visit the property prior to submitting a proposal. Contact the Mayor's Office of Economic Development at (205) 254-2058 to schedule an appointment. Failure to investigate the proposal or the site shall not be grounds for any claims that the RFP conditions or terms were not understood.

All proposals will be reviewed by a selection panel identified by the City in order to prepare a recommendation to the Mayor and Council for the City of Birmingham (the "City Council"). Proposals will be used by the City to identify qualified development teams for further consideration and interviews in the discretion of the City. All of the above information will be used to evaluate the proposals.

VII. Terms and Conditions

The selection of a developer will be subject to the following terms and conditions:

1. The successful negotiation of a Ground Lease and Redevelopment Agreement for approval by the City Council. No proposal shall be accepted, nor shall any agreement be binding upon the City of Birmingham until it has been approved by the City Council.
2. Upon selection of a proposal for recommendation by the Mayor, the selected developer will be required to submit a cashier's check or money order payable to the City of Birmingham in the amount of \$5000.00 (the "Proposal Deposit"). The Proposal Deposit for the selected proposal shall be held by the City in escrow until the Ground Lease and Redevelopment Agreement have been approved by the City Council and executed by the Developer, after which the Proposal Deposit shall be returned. If the selected Developer fails, for any reason, to enter into good faith negotiations with the City or to execute the Ground Lease and Redevelopment Agreement if authorized by the City Council, the City shall retain the Proposal Deposit as the City's remedy and liquidated damages for such failure.

3. Pursuant to Ordinance 07-229 adopted by the Council of the City of Birmingham on December 11, 2007, the City encourages minority- and women-owned business participation to the maximum extent possible. This policy includes Historically Under-utilized Business Enterprises such as architectural firms, engineering firms, investment banking firms, other professional service providers, and construction contractors as part of the City's business, economic and community revitalization programs.

VIII. Contact Information, Submission and Deadline

To be considered, six (6) copies of the proposal must be received by 3:00pm CST on December 4, 2009 in the Mayor's Office of Economic Development. All proposals must be marked "Fair Park Redevelopment Proposal" and should be addressed as follows:

Tracey Morant Adams
Director
Mayor's Office of Economic Development
Third Floor, City Hall
710 North 20th Street
Birmingham, Alabama 35203-2289

REFERENCE: Fair Park Redevelopment Proposals

The City reserves the right to cancel this RFP or to accept or reject any and all proposals received in response to this RFP. The City reserves the right to request additional information prior or upon selection of a developer. All proposals submitted in response to this RFP become the property of the City upon receipt.

In its selection of a proposal, the City reserves the right to negotiate with any or all responsive development teams including without limitation by negotiating all or portions of different proposals or by requesting additional offers from any or all responsive development teams, and to waive requirements of the RFP if it is in the interest of the City to do so.

Attachments:

1. Evaluation Criteria
2. Transparency Form
3. Developer Certifications

Attachment-1

Evaluation Criteria

Proposals will be selected based on the following criteria:

1. Quality of the plan for redevelopment:

- Consistency with design and development objectives for location
- Quality of the proposed development
- Creativity in design solutions (including optimization of vehicular circulation, parking and pedestrian circulation)
- Value of investment, job creation and economic development impact
- Overall reasonableness and feasibility of executing the developer's proposed development plan
- Sensitivity to the environment
- Compatibility of the proposed use with existing zoning of the property, and land use plans for the area and the planned adjacent public facilities
- Potential and/or expected public benefit from the proposed use, including the provision for community-related activities

2. Accomplishment of other projects and neighborhood revitalization objectives:

- Neighborhood economic development/job creation and/or retention
- Projects stressing diversity within development team, workforce and tenant/owners

3. Capability to implement the development plan:

- Technical ability of the team and its members to perform the required services
- Background, qualifications, experience and expertise of the development team in like ventures or similarly sized development
- Reasonableness of the development timetable
- Human and capital resources pledged to the project

4. Financial Considerations:

- Proposed lease rates
- Reasonableness of the development budget
- The financial feasibility based on realistic development and operating pro formas
- Reasonable certainty of prospective cash flows incorporated into the proposal
- Financial return to the City including job creation/retention
- Demonstrated financial capacity of the development team and its individual members

TRANSPARENCY IN CITY GOVERNMENT DISCLOSURE FORM

**APPLICABLE TO ALL CITY CONTRACTS AND APPOINTMENTS
NOT GOVERNED BY STATE COMPETITIVE BID LAWS**

INSTRUCTIONS:

This form must be fully completed by each individual, firm, group, agency, non-profit and other entity (hereinafter referred to as “you” or “Applicant”) seeking to do business with the City, provide services to the City, enter into a contract or appointment with the City, or apply for City funding.

Submit completed forms to the *Mayor’s Office, Third Floor City Hall – Attention: Internal Audit and Contract Compliance Division*. Answer all questions applicable to you. Respond “Not applicable” or “NA” if a question does not apply to you. Attach additional pages if needed. Completed forms will be submitted to the Birmingham City Council along with the Applicant’s proposed contract, appointment and/or funding request.

1. Name of Applicant:

2. Physical Street Address of Applicant:

3. Mailing Address of Applicant (if different from street address):

4. Phone Number of Applicant:

5. Key Contact Person for Applicant:

6. Identify all officers, directors, owners, substantial investors in (5% or more of Applicant’s stock) and partners of the Applicant:

7. Are any of these persons City employees?

8. Are any of these persons related by blood or by marriage to City officials or employees?
If yes, list all pertinent relationships.

9. Identify all key employees or personnel of the Applicant:

10. Are any of these persons City employees?

11. Are any of these persons related by blood or by marriage to City officials or employees?
If yes, list all pertinent relationships.

12. Has the Applicant ever received City funding, entered into a contract or appointment with the City, or provided services to the City?

13. If you answered “Yes” to Question No. 12:
 - a) State the amount of funds received or amount of the contract or appointment.

 - b) Describe in detail the work performed, scope of appointment, or purpose for which the funds were used, and attach supporting documentation such as receipts and invoices.

 - c) Attach a copy of the contract or appointment.

14. Attach resumes of Applicant’s key personnel.

15. Attach Applicant's articles of incorporation if applicable.
16. Attach Applicant's 501(c)(3) letter from Internal Revenue Service if applicable.
17. Describe in detail the work Applicant seeks to perform for the City.
18. Identify all sources and amounts of public funding (federal, state and local) the Applicant has received within the past three (3) years.
19. Has the Applicant ever been suspended or barred from participating in federal contracts or other federal assistance? If yes, explain.
20. Has any individual associated with the Applicant ever been suspended or barred from participating in federal contracts or other federal assistance? If yes, explain.
21. During the past three (3) years, has Applicant retained, hired or paid any lobbyist, political consultant or attorney to assist Applicant in its bid to perform work for the City or obtain a City contract, appointment or funding? If yes, identify by individual name, firm name, address and telephone number any such lobbyist, political consultant or attorney.
22. Identify any business or firm in which:
 - a) The Applicant or its key personnel owns 5% or more of the stock;
 - b) The Applicant or its key personnel serves as an officer or director;

- c) The Applicant or its key personnel is a partner.

Applicant's failure to file a Transparency in City Government Disclosure Form is punishable by state or local law to the maximum allowed by law and subject to any federal penalties required by the U.S. Code Annotated.

I declare under penalty of perjury that the Applicant's answers to each and every question on the City of Birmingham Transparency in City Government Disclosure Form are true and correct:

Signature

Print Name

Date

Title/Position with Applicant

Attachment 3

Certification of Compliance with Executive Order 76-09 and

Developer understands and acknowledges that, to the extent applicable, pursuant to Executive Order 76-09 from the Office of the Mayor of the City of Birmingham, the City may deduct from the total amount of any consideration to be paid to a Developer for any project, all unpaid, delinquent, or overdue license fees, taxes, fines, penalties and other amounts due the City from the Developer. Further, the Developer agrees that license fees, taxes, fines, penalties or other amounts due from the Developer to the City shall be promptly paid and any delinquencies shall be cured within 10 days of notice from the City.

[Note: Individuals or companies having outstanding taxes, parking tickets, demolition liens or any other liens or obligations owed to the City of Birmingham, or code violations existing on any property owned by them, are not eligible for selection.]

Signature

Print Name

Title/Position with Applicant

Date