



REQUEST FOR QUALIFICATIONS AND PROPOSALS (RFQ)

921 MAIN STREET REDEVELOPMENT



RFQ release date is April 24, 2017.

Project orientation (optional) is May 3, 2017 from 3:00 to 5:00 p.m. in the Bastrop Chamber of Commerce Boardroom at 927 Main Street.

RFQ submittal deadline is June 23, 2017 at 5:00 p.m.

Introductions and Summary

Summary

The Bastrop Economic Development Corporation (BEDC) seeks a highly-qualified Development Partner to redevelop 921 Main Street (Site), a vacant lot, in downtown Bastrop, Texas (BastropTX). The BEDC desires to partner with a private developer on a project to enhance the vibrancy of Main Street with a mixed-use redevelopment.

Bastrop EDC Background Information

THE BEDC'S MISSION: "To enhance the quality of life in Bastrop by providing the appropriate infrastructure as required. The BEDC will promote and assist economic development which will provide our residents meaningful and rewarding employment opportunities and greater access to desirable goods and services."

The BEDC is a Type "B" economic development corporation formed under the Texas Development Corporation Act of 1979, as amended and codified, and the Texas Non-profit Corporation Act, operating as a 501(c)3 non-profit Texas corporation. The purpose of the BEDC is to use economic development resources, including revenues generated by sales taxes assessed for this purpose, to enhance employment opportunities in the community and to promote the general economic welfare of the City, its residents, and businesses, as authorized by the Act and the BEDC's Articles of Incorporation. The day-to-day business of the BEDC is managed by an Executive Director, through the oversight and direction of its seven (7) member Board of Directors (the "Board"). The BEDC is subject to the applicable Statutes, its Articles of Incorporation, and its Bylaws. The Board exercises all of the powers of the Corporation in accordance with State law, including the Open Meetings Act and the Public Information Act.

Bastrop, Texas, has a population of 8,911, according to the 2017 US Census American Community Survey, and is located 32 miles southeast of Austin, Texas. The Board holds its regular meetings on the third (3rd) Monday of each month at Bastrop City Hall and, when necessary, convenes special meetings at various times throughout the year. The Board sets its calendar annually, but meeting dates, times and locations are subject to change.

Submission Guidelines

Responses are solicited in accordance with terms, conditions, and instructions as set forth in this Request for Qualification and Proposals (RFQ).

The deadline for submitting the response to this RFQ is 5:00 p.m. (CST) on June 23, 2017.

Responses will be time-stamped upon receipt and should be sent to:

Bastrop Economic Development Corporation
Attention: Shawn A. Kirkpatrick, Executive Director
301 Hwy 71 West, Suite 214
Bastrop, Texas 78602

NO FACSIMILES, EMAILS OR LATE SUBMISSIONS WILL BE ACCEPTED OR CONSIDERED.

Transmittal Note: In the past, the BEDC has had problems receiving responses on the submission date through USPS and other ‘overnight delivery carriers’ including, but not limited to, “first delivery” and “by 10:00 a.m.” services. Therefore, we do not recommend that you rely on this form of delivery to meet the deadline for submission. Responders do so at their own risk. A response not received by the cut-off time will be returned unopened and will not be considered, regardless of the time of posting.

Questions regarding this RFQ must be submitted in writing to the BEDC.

Respondents to this RFQ must submit an original and four (4) printed copies and one (1) electronic copy (Adobe PDF on a USB flash drive is preferred) of their response in a sealed package labeled “Bastrop EDC – 921 Main Street Project.”

The BEDC reserves the right to reject any and all responses or to accept any response deemed to be in its best interest. The BEDC shall not be obligated to enter into any contract with any respondent on any terms or conditions.

Questions regarding this RFQ should be sent in writing or by email per respondent by May 12, 2017. Responses to respondent questions will be provided by May 19, 2017. Questions should be directed to:

Shawn A. Kirkpatrick, Executive Director
Bastrop Economic Development Corporation
301 Hwy 71 West, Suite 214
Bastrop, Texas 78602
shawn@bastropedc.org

Procurement Schedule

The following constitutes the BEDC process for procurement for this RFQ. These steps and timelines may be adjusted as required by the BEDC, at its sole discretion.

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| April 24, 2017 | RFQ release date |
| May 3, 2017 3:00-5:00 p.m. | Project orientation (optional) Bastrop Chamber of Commerce Boardroom, 927 Main Street |
| May 12, 2017 | Deadline for respondent question(s) related to this RFQ |
| May 19, 2017 | Responses to respondent question(s) |
| June 23, 2017 5:00 p.m. | Responses to RFQ are due |
| June 25, 2017 8:00 a.m. | RFQ initial review (tentatively scheduled) |

Community Profile and Background

About BastropTX

BastropTX offers historic charm and natural appeal in the heart of Central Texas' Lost Pines Forest eco-region. Established in 1832 as one of Stephen F. Austin's original colonies, it has more than 130 registered historic sites and beautifully restored 19th and early 20th century homes. Its picturesque Main Street downtown district bustles with an eclectic mix of retail shops and restaurants. In 2010, the National Trust for Historic Preservation named Bastrop one of its Dozen Distinctive Destinations™. It has been recognized as a Texas Cultural Arts District by the Texas Commission on the Arts since 2012.

Nestled on the tranquil banks of the Colorado River, Bastrop's extensive river frontage creates abundant recreational opportunities. These include kayaking, biking and bird watching. Outdoor enthusiasts also take advantage of three world-class 18-hole golf courses, two state parks, McKinney Roughs Nature Preserve, and Lake Bastrop for boating, fishing and camping.

BastropTX is rich in small-town character and big-city conveniences with a strong sense of community. It is rapidly becoming a retail hub in the southeast Austin area that attracts increasing numbers of national stores and services. BastropTX provides the modern shopping amenities that residents of a suburban community expect without the congestion. Today, Bastrop's retail trade area population exceeds 180,000 with up to 56,000 vehicles driving through its commercial district every day.



Downtown BastropTX Improvements

BastropTX has a vibrant Main Street District (Main Street) with a mix of retail, restaurant, residential, and professional services which occupy historically significant structures. Since the BEDC's inception in 1995, it and the City have invested millions of dollars into infrastructure to improve and enhance Main Street. Currently, ongoing projects include the Alley D parking lot project, expansion and rehabilitation at the intersection of Pine and Water Street (located to the rear of the Site), and the Main Street Improvement Project which is funded and being engineered to widen the downtown sidewalks, including addressing ADA issues, resurfacing the street, and replacing necessary water and wastewater infrastructure. Concurrently, the BEDC is planning an expansion of the downtown trail loop giving residents and visitors a scenic hike and bike trail through downtown BastropTX.

The BEDC has continuously provided grant funding to downtown building owners to preserve historical structures and improve exterior facades. The current Business Improvement Grant (BIG) Program matches

building owner investments for historical preservation, façade improvements, building mechanicals, ADA issues, and other approved expenditures. To date, the EDC has provided over \$500,000 in matching funds for building improvements in downtown.

Visit BastropTX

In 2006, the Hyatt Regency Lost Pines opened a destination resort and spa in the Bastrop Extraterritorial Jurisdiction (ETJ). The City entered into a reimbursement agreement of Hotel Occupancy Tax (HOT) to fund the Bastrop Marketing Corporation (BMC) to market Bastrop and the region for conferences, meetings, and leisure travel. That agreement expired in 2016 with the City and BMC continuing to cooperatively promote Bastrop as a destination for visitors and guests during this interim period.



In 2017, the City of Bastrop is supporting the creation of a non-profit Destination Marketing Organization (DMO) to be funded through HOT. The DMO will be governed by a stakeholder Board of Directors to promote Bastrop as a destination for visitors and guests. The Bastrop County Historical Society operates a museum and visitor center on Main Street.

The City operates the Bastrop Convention and Exhibit Center (BCEC), a 26,000-square foot facility, located at 1408 Chestnut Street. The BCEC is located half a mile from Main Street along Chestnut Street, with a brick-lined sidewalk inlaid with historical medallions. Currently, the City has engaged DP Consulting to perform a convention center hotel feasibility study. This study is examining the market potential for a full-service hotel to be located at the convention center.

Within the greater Bastrop market area, 1,002 hotel, bed & breakfast, and other nightly accommodations are available, according to the Texas Comptroller 4Q2017 hotel occupancy tax report. In addition to hotels, Bastrop and Buescher State Parks, LCRA Lake Bastrop, and numerous private RV parks are located in the community and market area.



Project Background

Project Location

921 Main Street is located in the northern of the two cornerstone downtown blocks at the intersection of Main Street and Chestnut Street (Texas State Highway Loop 150).

The original site configuration ran the depth of the block from Main Street to Water Street. The Site has been re-platted with the Water Street frontage added to the Alley D Parking lot to the rear of the Site. The portion facing Main Street is the focus of this RFQ for a private developer to partner with the community as an infill mixed-use development.



Supplemental Reports

The Bastrop Main Street Program made application to the Texas Historical Commission (THC) for the Town Square Initiative (TSI) program to review the Site. TSI is a new approach by the THC to holistically address the challenge of vacant and underutilized historic properties.



The EDC engaged KSA Engineering to conduct a Phase I Assessment and Conceptual Planning for the Site. KSA architects and engineers examined and reviewed the existing site conditions, proposing four options for remediation. As a sub-contractor to KSA, Terracon Engineering completed a Phase I Environmental Site Assessment and Geotechnical Investigation.

Each of these reports is available on the EDC website at <http://www.bastropedc.org/current-projects>.

Site History – As prepared by the Texas Historical Commission – Town Square Initiative Report

1866—Cayton Erhard relocated Texas’ first drugstore, C. Erhard and Son Drug Store, from San Marcos to this location in 1866. Early photos show a plain arched façade with a metal pole-supported canopy.

1980—The store remained in operation until January 26, 1980, when an early morning fire began in the adjacent meat market and spread to the drugstore. Both buildings were gutted; the Italianate façade of

the meat market remained standing while the entire drugstore, including its Spanish colonial façade, was consumed. Both buildings were restored: the meat market, now home to Baxter's on Main, looks much the same as it did at the time of the fire. The drugstore was rebuilt.

2003—The building continued in use until May 13, 2003, when an early morning fire again caused extensive damage to the building. After several years in which no effort was made to demolish/rebuild, the City requested and the owner undertook demolition. The then-stable back wall was left standing and a concrete slab was poured at sidewalk level over the old foundation.

2009—The site remained in that condition until 2009 when the City acquired the entire tract, running the full depth from Main Street to Water Street, with the intention of expanding the City parking lot on Water Street. No plans were made for the use of the western portion, the site of the demolished building.

2010—The Bastrop Main Street Program proposed the building site be repurposed for a public gathering space as well as a gateway from the heart of Main Street to Water Street parking. The Main Street Program proposed a site development plan that included construction of a stylized metal framework resembling the earliest façade. At the same time, the BEDC proposed that the site be sold for commercial development. City Council took no action on either request.

2013—The Bastrop Downtown Business Alliance was permitted to use the vacant lot for public events. A lease agreement was signed and, for a time, the site saw several instances of such use. Electrical service was upgraded; a stage was set up; metal uprights were installed on the perimeter to support lighting and possible sail shades; and a movable iron decorative fencing was added to the Main Street side of the lot to close access to the lot when not in use.

2016—Progressive deterioration of the rear wall and the discovery of site drainage issues negatively affecting the structures on both sides of the lot prompted the City to rescind the use contract and bar access. The BEDC purchased the lot from the city in the summer of 2016 and the Main Street Program and the Downtown Business Alliance are both pressing for mitigation of issues and redevelopment.

City of Bastrop Codes – *Verify with the City of Bastrop Planning Development office*

Zoning: Form Based Code - Historic Main Street

Building Codes:

- 2009 International Building Code
- 2009 International Mechanical Code
- 2009 International Plumbing Code
- 2011 National Electrical Code

Local Codes:

- 2015 Form Based Code
- Historic Landmark Commission

Project Scope

Overview

The BEDC seeks a highly-qualified Development Partner to redevelop 921 Main Street (Site), a vacant lot, in downtown Bastrop, Texas. The BEDC desires to partner with a private developer on a project to enhance the vibrancy of Main Street with a mixed-use redevelopment.

The BEDC envisions a Partner that will own and manage the building, attracting tenants to Main Street that provide an economic benefit to the community.

Project Vision

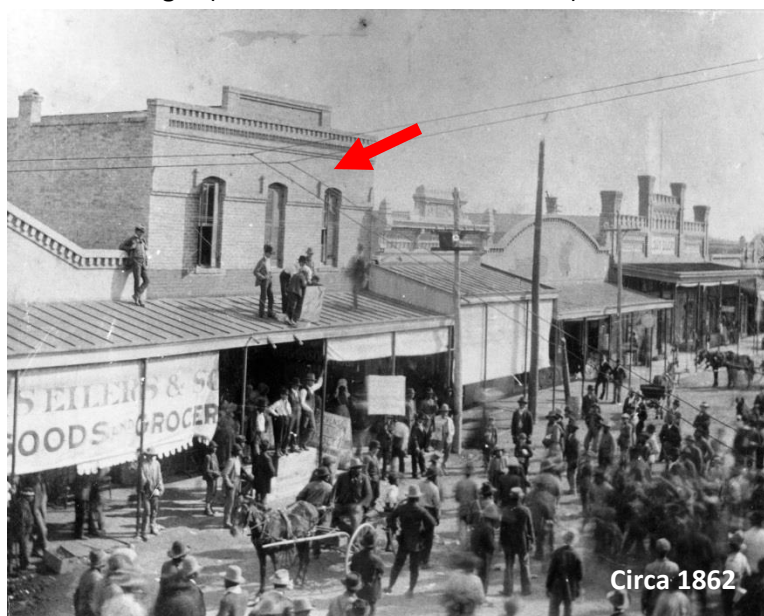
KSA Engineering assumed the maximum buildable footprint will be approximately 4,725 square feet per floor, for a total area to be constructed of 9,450 square feet. The EDC asks that consideration be given to the northern neighbors who utilize the second floor as their primary residence. It is highly discouraged to block or impede existing views from their residence or carport/porch.

The City of Bastrop adopted Form-based Code (FBC) on March 24, 2015, and the Site is located in the Historic Main Street Character Zone. It is anticipated the building front face will be in line with both the northern and southern neighbors, 0' side setback (zero lot line), and 0' rear setback. FBC has a maximum of two stories or 30' building height and first floor height (finished floor to finished floor) of 12' minimum for all buildings or matching the historic facades along either side of an infill lot.

The EDC envisions the project being a mixed-use two story building with retail or restaurant space(s) on the first floor facing Main Street, and professional offices or residential for the rear (Alley D) and second floor.

Historically the current Chamber of Commerce building was two stories. Its façade or something similar would be appropriate.

Included within this RFQ are several various façade renderings developed by the EDC, THC and KSA. These are only conceptual designs for the planning and development of this RFQ. The developer, supported by the EDC, will be required to seek approval from the City of Bastrop Historic Landmark Commission for the final façade approval.



Public Investment and Resources

The respondent should propose an approach to financing the project that is feasible and achievable. The BEDC recognizes that some level of public participation may be necessary and will consider all reasonable available economic development tools. There is no expectation that the City of Bastrop General Fund resources will be available for consideration. The BEDC will evaluate responses on the economic return on investment from the overall project on a ten (10) year period.

RFQ Selection Committee

The initial RFQ Selection Committee shall be comprised of two (2) members of the EDC Board (as appointed by the Board Chair), BEDC Executive Director, and City of Bastrop Main Street Director.



Selection Process

Respondents should submit with the initial response their qualifications showing successful experience redeveloping mixed-use infill projects, experience in working with public entities, working with the community, proposed financing approach and capacity, and relevant successful projects.

Please include additional materials demonstrating the respondent's proposed redevelopment to include initial renderings and floor planning, project cost estimates, development schedule, architectural and engineering team, and financing plan, including any public participation.

The RFQ Selection Committee will review respondent's submittals and may interview selected firms prior to selecting the project finalist(s). Selected respondents may be asked to submit additional material within 21 days.

The RFQ Selection Committee will select project finalist(s) who should be prepared to present their proposed redevelopment plan to the BEDC Board of Directors (Board) in open session. The BEDC reserves the right to select a single finalist, multiple finalists or reject all proposals. Should the BEDC Board select a respondent, it will negotiate in good faith to reach a mutual agreeable Performance Agreement and seek the necessary approvals. The BEDC, through its staff, will champion the project's approval with the City.

Submittal Requirements

Please provide the required original and four (4) printed copies and one electronic copy (Adobe PDF on a USB flash drive is preferred) of the following information (only) in the submittal of your qualifications, organized as follows:

1. Project Understanding: Provide a narrative regarding the project concept and illustrative plan that demonstrates your understanding and response to development issues and the project, in general.

The narrative should be no more than five pages, not counting illustrative materials, financial estimates, or similar accompaniments. The response should include a description of how you would work with the BEDC to refine the illustrative concept provided in this solicitation, how the commercial component would be implemented, and any other matters that you wish to call to the attention of the BEDC.

2. **Key Entity / Team:** Identity of the entity that would be the developer of the project: Company name, legal status, address, phone, email, and the primary contact for this solicitation, providing information for each member of the venture and an indication of the lead entity for the project. Identify the project architect and engineering firm(s), including a brief synopsis of their qualifications.
3. **Background and Experience:** Overall background and experience of the development entity (and any joint ventures) and statement as to why that entity is best qualified to undertake this project.
4. **Completed Projects:** Identify three completed projects developed by the development entity / team that best exemplify the capabilities of that entity / team to successfully complete the 921 Main Street project. For each project, provide the following: Name, location, architect/engineer, mix of uses, background/history, key tenants, and current status. Provide photographs or other renderings and public agency contacts, if applicable.
5. **Key Personnel:** Identify key personnel who would be involved in the project and their proposed roles. Provide résumés and professional references.
6. **Financial Capability:** Describe your capacity to finance this project. Provide specific examples of comparable financings. Note: If the respondent is selected to proceed beyond the RFQ stage, the BEDC will require a financial review of the developer's capacity along with details relating to anticipated funding sources.
7. **Project Financing:** Identify hurdle rates of return that you will require to develop the project.
8. **References:** Provide five references, including two public sector references and two financial references, who can attest to the ability of your group to implement this project. Include name, contact information, and nature of the association. At least two of the references provided should be for individuals associated with any of the three projects noted in item 4, above.

Limitation and Waiver of Protest

By responding to this RFQ, each respondent voluntarily and knowingly agrees as follows:

The BEDC may amend or terminate selection procedures at any time at its sole discretion. Selection is at the sole discretion of the BEDC.

The BEDC is not obligated to enter into any agreement with any entity as a result of this process or provide any type of assistance (financial or otherwise) to any entity.

The BEDC is not, under any circumstances, responsible for costs borne by respondents for preparing responses to this solicitation, or any costs associated with the selection process. Each respondent shall bear its own costs.

EACH RESPONDENT SHALL INDEMNIFY AND HOLD THE BEDC HARMLESS FROM ANY AND ALL LIABILITY, DAMAGE, CLAIM, LOSS AND/OR EXPENSE INCURRED BY OR ON BEHALF OF THE PROPOSER IN CONNECTION WITH OR RELATIVE TO THIS RFQ.

The BEDC will not pay a finder's or brokerage fee to any entity representing or purporting to represent respondents.

All materials submitted in response to this solicitation will become the property of the BEDC.

By responding to this RFQ, each responder expressly waives any and all rights that it may have to object, protest or seek any legal remedies whatsoever regarding any aspect of this RFQ including, without limitation, the BEDC's selection of a developer, the BEDC's rejection of any or all submittals, and any subsequent agreement that might be entered into as a result of this RFQ.