



REQUEST FOR PROPOSALS

***DEVELOPMENT PARTNER FOR THE ADAPTIVE
REUSE OF THE HISTORIC THREADMILL
COMPLEX AND SURROUNDING CAMPUS***

Date of Issuance: September 5, 2023

Pre-Proposal Conference: September 20, 2023

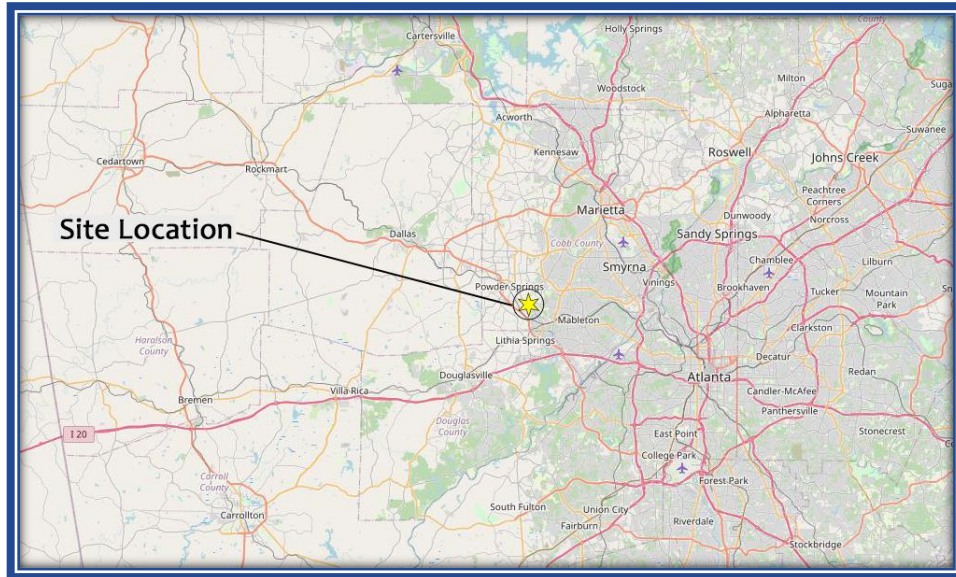
Date Responses Due: November 8, 2023

OVERVIEW

The City of Austell, Georgia is seeking a development partner for the development of properties surrounding and adjacent to the historically significant Threadmill Complex as well as the complex itself. The development will provide mixed uses of residential, office, and commercial creating a destination for residents and visitors. The development of the approximate 25 acres has the support of the City of Austell's Mayor, Council, and City Staff, all who are willing to work in partnership with the selected developer to realize the potential of this prime area.

BACKGROUND

The City of Austell, hereinafter called the City, is a municipality in southwest Cobb County. The following map shows the City's location with respect to the Atlanta metropolitan region. The City seeks a development firm to provide professional services for envisioning, planning, and developing the Threadmill Complex and the land surrounding and adjacent to it. The City intends to select a development firm through the qualification-based selection process and intends to execute a contractual agreement with the selected firm for services to be provided. The selected firm will provide services in accordance with their proposal.



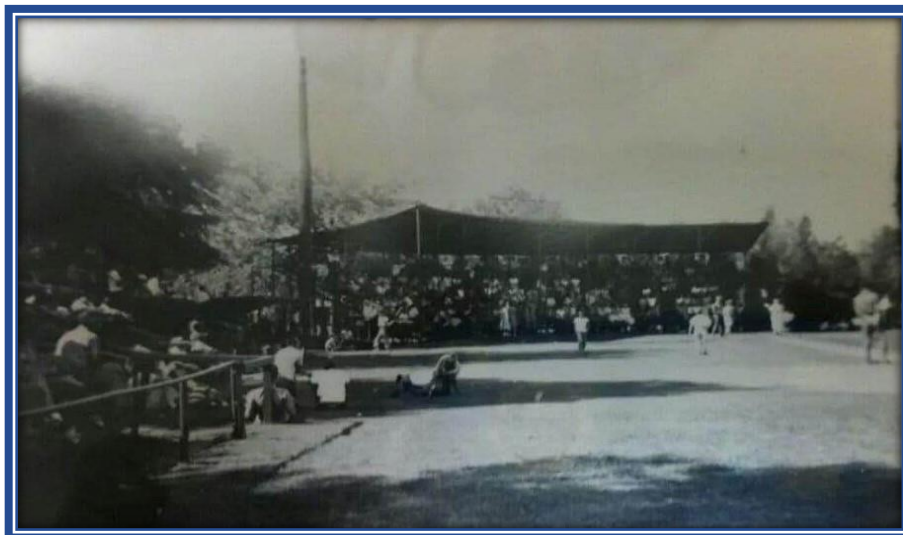
City Location

The Threadmill Complex, located at 5000 Austell-Powder Springs Road, is a beautifully restored multi-use complex hosting numerous City, County, and State offices as well private offices since 2001. The following aerial photograph shows the site location and abutting land use. The property is listed on the National Register of Historic Places as part of the Clarkdale Historic District due to the economic significance the mill has provided to the area since 1931. The vibrancy of the community is exemplified by the numerous activities its residents enjoyed which included a movie theater.



Threadmill Complex and Surrounding Campus

After the mill's closure in 1983, the property was redeveloped as a retail mall in 1996 but fell short of expectations. Acquired by the City in 2001, the complex has been restored and renovated to its current state, with added landscaping, façade improvements and most recently a new roof installation. The mill is known as the first mixed use community in the Austell area containing shops, dining, recreation, etc.



Example of Community Activities

Austell, Georgia is a family-oriented community with a population of approximately 7,940 and a population density of 1,340 people per square mile. Over the last decade Austell's population has grown 46.6% compared to Atlanta's 17.8%, Cobb County's 11%, and Georgia's

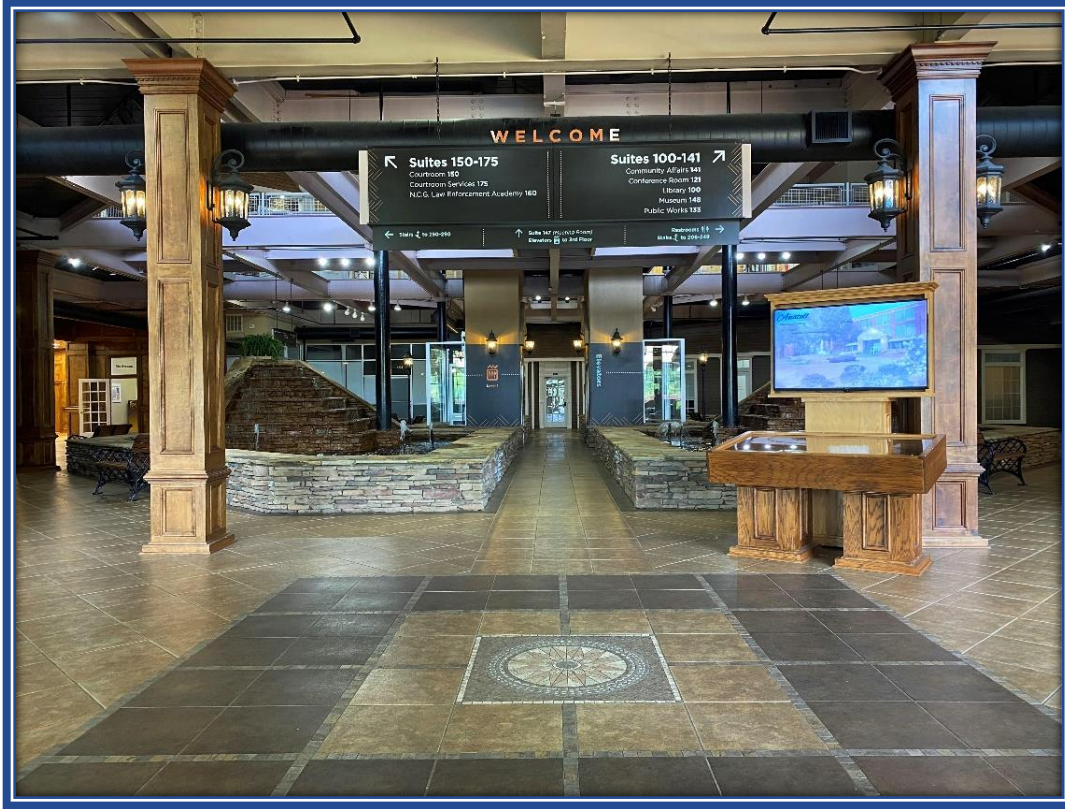
7.4%. From recent census data, Austell boasts a median family income of \$85,896 and 21.8% of its residents have a college degree.

In addition, the following statistics indicate how Austell compares with State averages.

CHARACTERISTIC	AUSTELL	GEORGIA
Employment	69%	59%
Below Poverty Level	5.1%	14.0%
School Enrollment	72.1%	69%



Outside View of Threadmill Complex



Threadmill Complex Lobby Area

The redevelopment of the Threadmill Complex and the land surrounding it has been identified and supported in the City’s Comprehensive Plan update. The 2017 Comprehensive Plan update envisioned the Threadmill Complex as the future neighborhood town center, with public placemaking, retail, restaurants, and housing. Recent projects, such as the scoping study of the Austell-Powder Springs Multi-Use Trail from the Cobb County Greenways & Trails Master Plan, accentuate the public desires to redevelop and make use of this area.



**Dale Theater, Unincorporated Clarkdale Georgia, Circa 1950,
located along Austell-Powder Springs Road**

PROJECT VISION

The City perceives the master planning and development of the area as a mixed use development catering to the demand and flexibility of the modern day. With increased hybrid working conditions and a high demand within Cobb County for activities, destinations, and experiences, the potential for the development and use surrounding the Threadmill Complex can be versatile and creative to meet current demand while remaining adaptable to future uses.

The Threadmill Complex plus the land surrounding and adjacent to it aims to revitalize itself, to create attraction and bring growth for the businesses and citizens in the area. With the recent update to the City of Austell's Livable Centers Initiative (LCI) plan, the Threadmill Complex will complement the redevelopment efforts envisioned by the City. These developments include but are not limited to land use, downtown development, housing and employment, traffic calming, parking, transit routing, and linkages.

While presenting an extraordinary opportunity for creating a multi-use development, the City also expects the development to preserve and promote the significance of the Threadmill Complex and Clarkdale Historic District. The chosen development firm will be required to recognize this historical importance and include in their design elements that foster the community values, existing architecture, integration of existing and proposed projects, and historical usage.

Housing is a vital component of the chosen development firm's design. Considerations will include a mix of housing opportunities acceptable to the existing market of the City. Those include but are not limited to layouts conducive to young workforce individuals, families, and seniors allowing for aging in place. The housing options would be expected to provide a range of affordability suitable to the existing market of the City and incoming workforce.

Commercial uses are another important component of the chosen development firm's design. Considerations will be made for units accessible to disadvantaged businesses and commercial uses currently missing within the City. The development firm should show in their proposal how they will research the needs of the community. For example, the Threadmill Complex is included in the US Department of Agriculture's Low Income and Low Food Access zones, highlighting a need for commercial businesses with affordable produce.

Connectivity to, from, and within the development will be of particular interest to the City. The forthcoming Austell-Powder Springs Multi-Use Trail presents an opportunity to integrate multi-modal connectivity into the proposed development area. This trail will add regional connectivity from Downtown Austell to the City of Powder Springs and the Silver Comet Trail. The expectation includes coordination with the development teams of this trail to unify the projects with a cohesive design. The Threadmill Complex is also within proximity of the CobbLinc Flex 3 Zone which provides connectivity to a collection point on Route 30.

As the City envisions the development as an asset to the entire community, respondents should provide additional consideration for versatile temporary use spaces, such as pop-up clinics, theatre and cultural exhibition, and/or reservable spaces.

It is expected that the agreements resulting from this RFP will incorporate provisions that will assure excellent design and quality construction. The chosen firm will have the expectation of compliance with all applicable statutory and regulatory requirements.

SITE PLAN DEVELOPMENT REQUIREMENTS

In preparing the documentation for the proposal, the following identifies site development plan requirements that will be considered in the evaluation of the submittal.

PRE-PROPOSAL CONFERENCE

There will be a Pre-Proposal Conference at the Threadmill Complex, 5000 Austell-Powder Springs Rd., Suite 147, Austell, GA 30106 on September 20, 2023. The meeting will begin at 10:00 AM. This will be an occasion to pose questions, seek clarification, and otherwise ensure that the process is carried out in a manner that is fair and helpful to the City and the respondents. Attendance is not mandatory but is strongly encouraged.

QUESTIONS AND ANSWERS

From the issue date of this RFP and until a proposal is selected and the selection is made public, respondents are not allowed to communicate with any City staff or elected official, with the exception of the Finance Department, or as provided on existing contracts or at the optional pre-proposal conference. For violation of this provision, the City may reject any proposal of the offending respondent.

All questions concerning this RFP must be submitted via email or writing to the City's Finance Department:

Finance Department
City Hall
2716 Broad Street, S.W.
Austell, Georgia 30106
bids@austellga.gov

Questions and clarification requests must be received by 3:00 PM ET, October 4, 2023. Answers and clarifications issued will be in the form of an addendum to the RFP and will be issued to all known potential offerors and placed on the City's website not later than 5:00 PM, October 11, 2023. It is the respondent's responsibility to ensure that they have all applicable addenda prior to submittal. This may be accomplished by visiting the City's website prior to submittal.

SUBMISSION OF RESPONSE

An original and two copies of Responses must be delivered by 3:00 PM on November 8, 2023 to:

City of Austell

Finance Department

2716 Broad Street

Austell, GA 30106

Hand delivered copies may be delivered to the above address only between the hours of 8:30 AM and 4:45 PM ET, Monday through Friday, excluding holidays observed by the City of Austell.

TERMS AND CONDITIONS

No person or business entity shall on the grounds of race, color, national origin, sex, age, or handicap/disability, be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program or activity conducted by the City.

Compliance with Laws: In connection with the furnishings of supplies or performance of work under the contract, the respondent agrees to comply with the Fair Labor Standards Act, Equal Opportunity Employment Act, Georgia Security and Immigration Compliance Act, and all other applicable Federal and State laws, regulations, and executive orders to the extent that the same may be applicable and further agrees to insert the foregoing provision in all subcontractors awarded hereunder.

If a respondent has any existing client relationship that involves the City of Austell Mayor or Council, the respondent must disclose each relationship.

INSURANCE

Prior to the award of a contract, the Respondent will be required to furnish a Certificate of Coverage or other proof that it has required insurance in the following areas, with the City named as additional insured that must remain in force for a period of at least one year after completion of the work:

Workers' Compensation and Employer Liability Insurance
Commercial General Liability
Umbrella Liability
Automobile Liability
Professional Liability

Any and all companies providing insurance required by the contract must be obtained from insurance companies that are duly licensed or authorized in Georgia to issue insurance policies for the required limits and coverages. For all contracts, regardless of risk, companies providing insurance under this contract shall have an A.M. Best rating of A-VII or better.

HOLD HARMLESS

The Respondent shall hold harmless the City of Austell from any and all claims, suits, actions, damages, liability and expenses in connection with loss of life, bodily or personal injury or property damage, including loss of use thereof, directly or indirectly caused by, resulting from, arising out of or occurring in connection with the performance of this contract. The Respondent's obligation shall not be limited by, or in any way to, any insurance coverage or by any provision in or exclusion of omission from any policy of insurance.

BONDS

The successful bidder will be required to furnish performance and payment bonds with the executed agreement meeting the requirements of the contract documents, each in the amount of one hundred percent (100%) of the bid.

The bond surety must be authorized by the Insurance Commissioner to do business in Georgia and must be on the United States Department of Treasury's list of approved sureties.

LEGAL STRUCTURE & REQUIREMENTS

Legal Model

This section describes the aspects of a legal structure that has been used in other transactions to accomplish these objectives. The legal structure must be considered in conjunction with the financial model outlined below. Nonetheless, the City will consider other structures that achieve the same goals.

Ownership Structure. The Ownership and Development Entities should include, at a minimum, the Respondent, or its affiliate, and the City. The Development Entity shall be responsible for the acquisition, planning, designing, financing, constructing, leasing, managing and all other aspects of operating the development. By conveying ownership to the City, entitlement will be controlled and expedited in coordination with the Development Entities thereby removing uncertainties and establishing reliable base conditions for Pro forma preparation and execution. The nature of ownership may include either conveyance of fee simple or a ground lease.

Development Agreement. The successful Respondent will be required to execute a Development Agreement between the Respondent or affiliates and the City thereof that will reflect the obligations of the parties and their relationship to the Development.

Guarantees. The Development Partner shall be solely responsible for all guarantees for completion, working capital, and operating deficits required by tax credit investors or lenders. The City will not make any guarantees in those respects.

Financial Model

Objectives. The City is most interested in a financial structure that accomplishes several key objectives. Those objectives are:

- Leveraging the City's assets to attract private and conventional sources of capital.
- Obtaining a return on, and a return of, the capital invested by the City.
- Participating in the development fees, stream of income and other financial compensation from the undertaking of the development program.
- Financing the project and supportive services necessary to create jobs at the facility.
- Utilizing a structure that can facilitate timely implementation and development.

Sources of Funds. The potential sources of funds include:

- Conventional or Tax-Exempt Debt to be arranged by the developer.
- Equity raised from the syndication of Applicable Tax Credits.
- Developer Equity.
- Federal Rural Development Program funds.
- Other sources, as the Respondent may propose.

SCOPE OF SERVICES

Services provided by the Developer and/or its team members will include but are not limited to the following:

- Master site plan.
- Permits, approvals and environmental clearances.
- Architecture and engineering.
- Arrange financing and provide all required guarantees.
- Site preparation.
- Infrastructure.
- Construction.
- Coordination with the City and other nearby and applicable project developers.
- Marketing, renting, and managing tenant(s) within the proposed development.

All services shall be provided in full compliance with HUD, DCA, and other applicable requirements, including section 3, disadvantaged business utilization, and other similar requirements.

SUBMISSION REQUIREMENTS

Cover Letter

Please provide a cover letter that identifies the primary contact person for the Respondent, lists all firms that are a part of the Respondent's proposed development team (which should include, at a minimum, architect, general contractor, and property management firm), and briefly summarizes the proposed development concept that includes the elements of preserved historical significance to the Threadmill Complex. The letter must be signed by an authorized principal of the Respondent and include a statement that the submittal will remain valid for not less than 90 days.

Project Understanding, Qualifications, and Financial Capacity

The submission should provide a firm overview of the Respondent and describe its experience with similar projects. Please identify the individual that would serve as project manager and describe his or her specific qualifications and experience with projects of similar scope and size. The project manager is integral to the proposal and may not be replaced without prior written approval of the City or its participating subsidiary. In the event of a joint venture between multiple developers, provide information on each firm, indicate previous experience working together, if any, and describe the respective role each firm would play in this project.

In your response, please address the following:

- Describe the project approach, timeline, and methodology for maintaining the historical and cultural significance of the area.
- Indicate the location of the Respondent's principal office and the office from which services will be provided, if different than the principal office.
- Provide a brief history of the firm, including the year it was founded.

- Describe the size of the firm in number of offices and employees providing development services.
- Summarize the number of similar projects developed by the firm, that includes the name of each development, square footage, the city, and the year of completion.
- Indicate the geographic range of the firm's work and highlight any experience near the City and within Georgia.
- Identify any experience working with public development authorities.
- Describe the team members' experience with Infrastructure Tax Credits, tax-exempt bonds, federal and state financing sources, etc. Be sure to include experience related to all subsidies anticipated in your preliminary financing plan.
- Provide resumes for key staff.
- Describe the financial strength of the firm and provide the most recent audited financial statement, if you are willing to disclose them. Financial information will remain confidential until final award of contract. **However, once the final award is made, these documents become open records and must be made available to any party requesting them in accordance with Georgia Open Records Act.**
- Identify at least three applicable references from lenders, tax credit investors, clients, etc.
- Indicate whether the firm has ever been terminated from a contract or filed suit against a client, and if so, describe the circumstances and outcome.

Development Concept and Financing Plan

Please provide a brief narrative that describes the Respondent's preliminary development concept and financing plan for a multi-use development of relevant size. The presentation should endeavor to follow the legal and financing models outlined above, but Respondents should feel free to include alternate scenarios in addition to a base case. The narrative may include the following, recognizing that the response is conceptual for the most part:

- Indicate the proposed building type, including type of construction, number of stories, and percentage of uses.
- Describe other proposed components of the development, including management and maintenance facilities, and parking.
- Provide a schedule for the proposed development, including the timing of funding application, site preparation, and start and end dates for construction. If utilizing a phased approach, indicate the proposed building and types by phases.
- Estimate the potential and anticipated cost and financial contribution from the City with the outline of the Financial Model that supports the project development. Please submit this statement under separate cover. It will be evaluated after all other criteria.
- The development budget and sources and uses of funds.
- The Respondent should propose methods to fill any financing gap(s).
- An income and expense statement and 15-year cash flow should be provided, specifying assumptions used for rent levels, affordable units, and operating costs.

Certifications/Acknowledgements

Respondents shall provide a certification of commitment to equal employment opportunity, section 3 requirements, and utilization of disadvantaged businesses to the extent required by law or applicable regulation.

Respondents shall provide a certification that they are not on any debarred or ineligible list maintained by the state or federal government.

If applicable, Respondents shall provide acknowledgement of the City's process for annexation (including timeframes) as well as Intergovernmental Agreement with Cobb County for Land Use Dispute Resolution.

The City of Austell will not enter into a contract for the physical performance of services unless the Respondent, Contractor(s) and or Subcontractor(s) registers and participates in the federal work authorization program to verify information of all newly hired employees or subcontractors. Each proposal must be accompanied by a notarized work authorization affidavit, as defined in OCGA 13-10-91, et seq, attesting to the following:

The affiant has registered with and is authorized to use the federal work authorization program.

The user identification number and date of authorization for the affiant; and

The affiant is using and will continue to use the federal work authorization program throughout the contract period.

Respondents must acknowledge any issued addenda. Proposals which fail to acknowledge the respondent's receipt of any addendum will result in the rejection of the proposal if the addendum contains information which substantively changes the City's requirements.

PROPOSAL REVIEW PROCESS

The City will rate and rank all proposals received by the deadline set forth in this RFP according to the evaluation criteria established herein. The rating and ranking will be carried out by a designated Selection Committee, with final decision by the Mayor and City Council. Respondents may be asked to participate in a telephone or in-person interview if they are among the top-rated Respondents. If the City cannot successfully negotiate a contract with the top-rated entity, the next ranked entity shall be selected.

The City reserves the right to reject any and all submissions, to waive informalities and minor irregularities in submissions received, and to accept any submission deemed to be in its best interest.

Evaluation Criteria

PROJECT UNDERSTANDING AND APPROACH

The Respondent shall describe their understanding and approach of the project referencing their development vision and how it aligns with the project background and City’s project vision. Where applicable to the project design and building uses, the Respondent shall describe their experience with equitable housing and business solutions, designing multi-modal connectivity, and maintaining historical cultural significance. The understanding of the development firm, experience with similar projects, maintaining the historic character of the Threadmill Complex, and familiarity with the City will be considered.

30 POINTS

INFRASTRUCTURE FINANCING & TAX CREDIT DEVELOPMENT EXPERIENCE

The proposal must indicate the Respondent’s experience and track record applying for, developing, owning, and managing developments that have successfully obtained tax exempt or publicly administered financing instruments. The experience of the developer in developing similar projects and those within Georgia will be considered.

20 POINTS

DESIGN EXPERIENCE & FINANCING EXPERIENCE

The Respondent shall indicate its ability to produce an attractive development product, including, to that end, the ability to provide the necessary architectural and engineering services in both the application and development phases. The Respondent shall also indicate its ability to provide financing expertise and guarantees. The experience of the Respondent in design and financing similar projects and projects within Georgia will be considered.

20 POINTS

PROJECT PERSONNEL

The Respondent shall describe their key team members and their relevant experience with similar projects. The experience of the Respondent’s key staff members on similar projects and projects within Georgia will be considered.

10 POINTS

FEE PROPOSAL

The Respondent shall indicate their proposed developer fee, contractor’s profit and management fee. The Respondent will describe how the City will convey ownership of the property(ies) back to the development entities over time, including development fee structure or other method as may be proposed.

20 POINTS

No fee or cost shall be reimbursed for Respondent’s preparation of a response to this RFP.

City of Austell Threadmill Complex

SYSTEMATIC ALIEN VERIFICATION FOR ENTITLEMENTS (SAVE) PROGRAM
O.C.G.A § 50-36-1(E)(2) AFFIDAVIT

By executing this affidavit under oath, as an applicant for a supplier of goods/services, as referenced in O.C.G.A. § 50-36-1, from The City of Austell, the undersigned applicant verifies one of the following with respect to my application for a public benefit:

1. _____ I am a United States citizen.
2. _____ I am a legal permanent resident of the United States.
3. _____ I am a qualified alien or non-immigrant under the Federal Immigration and Nationality Act and lawfully present in the United States with an alien number issued by the Department of Homeland Security of other federal immigration agency.
My alien number issued by the Department of Homeland Security or other federal immigration agency is: _____.

The undersigned applicant also hereby verifies that he or she is 18 years of age or older and has provided at least one secure and verifiable document, as required by O.C.G.A. § 50-36-1 (e)(1), with this affidavit.

The secure and verifiable document provided with this affidavit can best be classified as:

In making the above representation under oath, I understand that any person who knowingly and willfully makes a false, fictitious, or fraudulent statement or representation in an affidavit shall be guilty of a violation of O.C.G.A. § 16-10-20, and face criminal penalties as allowed by such criminal statute.

Executed in _____ (city), _____ (state).

Signature of Applicant

Printed Name/Title of Applicant

SWORN TO AND SUBSCRIBED
BEFORE ME THIS THE
_____ DAY OF _____, 2023.

NOTARY PUBLIC
My Commission Expires:

ADDENDA ACKNOWLEDGEMENT

The Respondent has examined and carefully studied the Specifications and the following Addenda, receipt of all of which is hereby acknowledged:

Addendum No. _____	Dated _____	Acknowledgement _____	_____
			<i>Initial</i>
Addendum No. _____	Dated _____	Acknowledgement _____	_____
			<i>Initial</i>
Addendum No. _____	Dated _____	Acknowledgement _____	_____
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Addendum No. _____	Dated _____	Acknowledgement _____	_____
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Addendum No. _____	Dated _____	Acknowledgement _____	_____
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