

[City Logo]

City of Falls Church, Virginia

**Request for Conceptual Proposals
Pursuant to
The Public-Private Education Facilities
and Infrastructure Act (PPEA)**

For the

West Falls Church Economic Development Project

On Approximately 10 Acres of Land

**Adjacent to
A New George Mason High School**

Issue Date: _____, 2018

RFP No.: [●]

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1 INTRODUCTION

The City of Falls Church, Virginia (“City”) has issued this Request for Conceptual Proposals (“RFP”) and is conducting this procurement pursuant to The Public-Private Education Facilities and Infrastructure Act of 2002, Section 56-575.1 *et seq.* of the *Code of Virginia* (“PPEA”), as amended, and the City’s PPEA Implementation Guidelines.

The purpose of this RFP is to identify qualified teams and solicit project concepts to redevelop and commercialize approximately 10.38 acres of real property adjacent to the replacement site of the existing George Mason High School (the “Project”). The Project is envisioned as an activity center that integrates commercial and residential uses with public spaces to attract visitors, businesses, and residents and enliven the west end of Falls Church. The development will generate revenue for the City to offset capital costs of the new school facilities, transform an underutilized, metro-accessible property, and bring desirable commercial activity and amenities to the City.

With respect to this PPEA procurement, the City will serve as a responsible public entity. The City anticipates entering into a comprehensive agreement for the Project with a private entity. The City Council must act prior to entry into any agreement resulting from this procurement.

The City has adopted its most recent PPEA Implementation Guidelines on July 27, 2015 (“Guidelines”). A copy of the Guidelines is available at www.fallschurchva.gov/.

In a manner designed to maximize competition, the City, through this RFP, seek information that will enable them to identify:

- (i) Proposers qualified to successfully execute the Project; and
- (ii) Concepts that should be further explored and developed for the programing, design and construction of the Project in a manner that best meets City goals as described herein.

Each Proposer’s Conceptual Proposal must meet all of the requirements established by this RFP. Failure to meet an RFP requirement may render a Proposer’s Conceptual Proposal non-responsive.

The City will evaluate the Conceptual Proposals based upon the evaluation criteria set forth in this RFP. Based upon the City’s evaluation of the Conceptual Proposals, the City may, in its sole discretion, invite one or more Proposers to submit detailed proposals in response to a Request for Detailed Proposals (“RFDP”). The objective of the City is to enter into a comprehensive agreement under the PPEA and other applicable law with a private entity best suited to satisfy the City’s goals of the Project as described in Section 2.2.

2 PROJECT INFORMATION

2.1 Project Overview

The City owns land totaling 10.38 acres (“Parcel”) near the intersection of Route 7 (Leesburg Pike) and Interstate 66. A map showing the location of this land more precisely is attached as Appendix A. The Parcel is located adjacent to the existing George Mason High School (“High School”) and Mary Ellen Henderson Middle School (“Middle School”). In connection with a separate project being undertaken by the Falls Church City School Board (“School Board”), the School Board will be replacing the existing High School prior to or simultaneously with the redevelopment and construction of the Project.

The Parcel is currently part of a 34.6 acre parcel (“School Parcel”) that includes the High School and Middle School. The School Parcel became part of the City in 2013 pursuant to a voluntary boundary adjustment agreement with Fairfax County. Prior to that time, although owned by the School Board and the City, the School Parcel was in the jurisdiction of Fairfax County. Under the terms of that agreement, the School Board and the City may use up to 30% of the total acreage of the School Parcel (approximately 10.38 acres) for any lawful purpose, including commercial development. The remaining acreage must be used exclusively for school purposes for a period of 50 years from the date of the agreement. The Parcel will be subdivided from the School Parcel for purposes of the redevelopment and commercialization of the Project.

The City wishes to permit development of the Parcel and use the short- and long-term revenues of that development to help fund replacement of the High School meet the objectives as described in Project Goals (Section 2.2).

Certain other background documents relevant to the Project (or portions thereof) are available at www.fallschurchva.gov, which may be updated from time to time.

2.2 Project Goals

The City seeks to accomplish the following goals through an efficient, fair, and competitive process.

- A. The redevelopment of the Property with
 - i. outstanding design and architecture
 - ii. pedestrian and bike friendly streets
 - iii. effective transportation improvements for access to, from and through the site,
 - iv. a mix of compelling and attractive uses including retail, hotel, office, and residential.
 - v. lively public and commercial spaces with a strong and authentic sense of place
 - vi. environmentally sustainable buildings and infrastructure, and
 - vii. other enhancements to the Parcel that will benefit the City and surrounding community.

- B. Payment to the City of the fair market value of the Parcel, in order to help pay for a new high school being constructed on the School Parcel. (Note: The City prefers to retain fee simple ownership of the property through a structure such as a long term ground lease, but will consider other land transaction structures);
- C. Long term positive net fiscal impact to the City through high quality commercial uses (Note: For these purposes, the net fiscal impact is the projected tax yield plus ground rent derived from the ground-leasing of the Parcel for the Project minus the projected costs for the City services once the redevelopment is completed);
- D. Minimize the financial risk to the City associated with the debt requirements for the new high school.
- E. Leverage synergies with existing and potential expanded educational programs anchored by the Virginia Tech/UVa Northern Virginia Center, George Mason High School, and Mary Ellen Henderson Middle School.
- F. Provide Metro accessible Class A Office space that will bring jobs and activity to the Development.
- G. Realize the potential for a full service hotel with conference space near Metro and major transportation arteries that will provide hospitality and amenities to the Development.
- H. Create a prominent public civic space that can help shape the Project's identity.
- I. Catalyze redevelopment by adjacent landowners.

2.3 Project Scope of Work

Financial and Structural

- A. Design, build, finance, operate and maintain a vibrant mixed use development project, with significant and compelling retail, hotel, and office components along with multifamily and age restricted housing.
- B. Execute a comprehensive Agreement with the City prior to the commencement of construction of the new high school, and take possession of the Parcel from the City following completion and occupancy of the new high school
- C. Provide a meaningful non-refundable payment to the City at the time of Agreement execution.
- D. Provide payment of remaining land value upon conveyance of the site for redevelopment.
- E. Finance and construct utilities, roads, and infrastructure on the Parcel.

Development

- A. Coordinate with the City and School Board and School Administration on the utility, roads, and infrastructure that will serve both the School Parcel and the Parcel, and coordinate on the design characteristic of the Parcel as it interfaces with the School Parcel.
- B. Demolish the existing high school
- C. Bring outstanding planning and architectural design that will elevate the Parcel's brand in the marketplace.
- D. Construct pedestrian and bike friendly streets with effective transportation improvements for access to, from, and through the Parcel.
- E. Construct environmentally sustainable buildings (to a LEED Gold or equivalent as the City's preferred standard, at minimum).
- F. Achieve approval of all land use applications with the City with strong community engagement.

3 PROCUREMENT INFORMATION

3.1 Procurement Overview

As noted in Section 1, this procurement is being conducted pursuant to the PPEA, with (i) the City serving as a responsible public entity and (ii) all references to the Guidelines in this RFP deemed to mean the City's PPEA Implementation Guidelines.

Pursuant to subdivision 2 of Section 56-575.16 of the *Code of Virginia*, the City previously determined that it will proceed using competitive negotiation to pursue a comprehensive agreement for the Project.

This procurement process will be conducted in two phases, with this RFP commencing the first phase. The City will review and evaluate the Conceptual Proposals submitted pursuant to this RFP to identify and select qualified Proposers ("Short-Listed Proposers") with feasible concepts for delivery of the Project. Interviews and/or presentations by Proposers may be requested by the City, and such requests may include the presence of representatives from a Proposer's development, planning, financial, architectural, engineering, and/or construction teams. If requested, a Proposer shall make these representatives reasonably available to the City for these purposes.

Following the review and evaluation of the Conceptual Proposals, the City anticipates listing no more than four (4) of the highest rated Proposers as Short-Listed Proposers. The City may increase or decrease this number, if it is in their best interest to do so.

The second phase of the procurement process will entail a request by the City for detailed-phase proposals ("Detailed Proposals") from the Short-Listed Proposers and a public hearing on the proposals. The City will issue the RFDP that contains specific requirements for the Detailed Proposals, including specific evaluation and selection criteria. Only the Short-Listed Proposers will receive the RFDP and be allowed to submit a Detailed Proposal in response to the RFDP.

Interviews and/or presentations by those Short-Listed Proposers submitting Detailed Proposals may be requested by the City.

Subject to the City’s right to terminate the procurement process at any time, the City intends to proceed to the second phase of the procurement, receive and evaluate Detailed Proposals, and negotiate a comprehensive agreement for the Project with a preferred Short-Listed Proposer following review and evaluation of the Detailed Proposals and other relevant information available to the City.

3.2 Schedule

The City anticipates conducting this procurement in accordance with the schedule set forth below. The schedule is subject to revision and the City reserves the right to modify the schedule at any time as it deems necessary, in its sole discretion. At the time of the issuance of the RFDP, a more detailed schedule will be provided for that second phase of this process.

Milestone	Date
Issue RFP	March 1, 2018
Non-mandatory Project information meeting	March 20, 2018
Deadline to submit questions on RFP	April 3, 2018
Issue responses to questions	April 17, 2018
Conceptual Proposal submission deadline	May 15, 2018
Announcement of Shortlist	June, 2018
Issue RFDP	June, 2018
Detailed Proposal submission deadline	August, 2018
Public hearing on Detailed Proposals	September, 2018
Selection of preferred Proposer: Exclusive Rights Agreement	October, 2018
Negotiate Comprehensive Agreement key terms	Nov '18 – Apr '19
Review Land Entitlements Application	Nov '18 – Apr '19
Finalize Comprehensive Agreement	May 2019
Land Entitlements Approval	May 2019
Transfer of Property and Demolition of Current High School	Summer, 2021

3.3 Evaluation Team

The City will appoint a team to evaluate the Conceptual Proposals. The evaluation team will provide recommendations to the City Council, who will make final decisions related to the procurement. Technical, financial, legal, and other subject matter advisors will provide assistance to the City and the evaluation team in evaluating the Conceptual Proposals.

3.4 Point of Contact

The sole point of contact (“POC”) for matters related to the RFP, and the designated addressee of any responses, questions, or comments regarding this RFP, is the person designated below. In the