



APPENDIX

TAB 5

SIGNED ADDENDA



**RFP No. 0501-18-GMHS-WFC
WEST FALLS CHURCH ECONOMIC DEVELOPMENT PROJECT**

March 2, 2017

ADDENDUM No. 1

To: **ALL PROSPECTIVE OFFERORS**

THIS ADDENDUM MUST BE SIGNED AND RETURNED WITH YOUR PROPOSAL PACKAGE.

REVISIONS TO THE RFP:

Section 8.7 – List of Appendices and Background Information

Appendix A – Site Map: The Site Map is attached to this Addendum No. 1.

Appendix B - Form of Conceptual Proposal Cover Sheet: The Cover Sheet is incorporated as the first page of the body of the RFP (NOT as Page 1).

**ALL OTHER TERMS AND CONDITIONS
REMAIN UNCHANGED AND IN FULL FORCE & EFFECT.**

Contractor must take due notice and be governed accordingly. This Addendum is considered a part of the above referenced solicitation and must be submitted with the Proposal Package.

Acknowledged by:

Fivesquares Development, LLC

Name of Firm



Authorized Signature

April 30, 2018

Date



**RFP No. 0501-18-GMHS-WFC
WEST FALLS CHURCH ECONOMIC DEVELOPMENT PROJECT**

March 30, 2018

ADDENDUM No. 2

To: **ALL PROSPECTIVE OFFERORS**

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REVISIONS TO THE RFP:

Section 2.1 - Construction Team

- A. Prior to execution of a CA, the Developer’s team must include a local or national general contractor, in house or otherwise (“Construction Team”). The Construction Team shall be contractually responsible for the construction of the Project.
- B. The Construction Team must have completed projects of similar size and scope within the last 10 years.
- C. The Construction Team shall designate a Construction Project Executive who has actively and personally performed a similar role on projects of a similar size and scope, preferably at least 3 projects. The Construction Project Executive shall be an officer of the Construction Firm, will be responsible for legally committing the Construction Firm, and will oversee all aspects of the Construction Team.
- D. The Construction Team shall designate a Construction Senior Project Manager who has actively and personally performed a similar role on projects of similar size and scope.
- E. The Construction Senior Project Manager will be responsible for the day- to-day management of the Construction Team from award through commissioning of the Project.
- F. The Construction Senior Project Manager must reside in the greater Washington area and commit to the Project on a full-time basis from the start of construction through commissioning of the Project.

Section 3.2 – Schedule

Note revised date for deadline to submit questions.

	Milestone	Date
RFP	Issue RFP	March 1, 2018
	Non-mandatory Industry Forum (pre-proposal conference)	March 14, 2018
	Deadline to submit questions on RFP	April 24, 2018
	Conceptual Proposal submission deadline	May 1, 2018
	Announcement of Shortlist	June 2018
RFDP	Issue RFDP	June 2018
	Detailed Proposal submission deadline	August 2018
	Public hearing on Proposals	September 2018
	Selection of preferred Proposer and Exclusive Rights Agreement execution	October 2018
Transaction & Negotiation & Entitlements	Negotiate Comprehensive Agreement key terms	Nov 2018 – Apr 2019
	Review Land Entitlements Application	Nov 2018 – Apr 2019
	Finalize Comprehensive Agreement	May 2019
	Land Entitlements Approval	May 2019
	Transfer of Property and Demolition of Current High School	Summer 2021

Section 3.3 – Point of Contact

Name: Jim Wise, Purchasing Agent
Address: The City of Falls Church
400 North Washington Street
Suite 300-09
Falls Church, Virginia 22046
Phone: 703-248-5007
E-mail: jwise@fallschurchva.gov

Section 4.5. – Qualifications and Experience

B. Provide a narrative summarizing the experience of all of the key principals and project managers listed in the team manager’s section of section 2.1, Team Requirements. For each professional, defined in 2.1 describe specific relevant projects and years of relevant experience and provide a resume. Specific Construction Team professionals will not need to be defined until a Proposer is selected. Proposers should, instead, detail the nature of past and current relationships with general contractors that meet the “Construction Team” requirements outlined in Section 2.1, with specific references to projects constructed together.

D. Describe up to five (5) complex, master planned, mixed-use developments, preferably with total project costs over \$100 million that have been completed or substantially completed. At least one of these projects should have been completed by each of the Development and A&E Team, and Construction teams. For each project, provide total project costs, gross square feet of development, year completed, and key principals who played a role in the project. Preference will be given to projects that exceed 5 acres, include transit-oriented development, met high environmental standards, and/or were completed with a public partner. Describe the outstanding features of the development, benefits they delivered to the community, and similarities to the goals and objectives for this Site.

QUESTIONS & ANSWERS:

1. There is a reference to flexible parking – what’s that? Will the school have fewer parking spaces?
A1: Proposers are encouraged to think about potential shared parking. For example, parking that could be utilized by school staff during certain hours, and then be accessible to patrons of the retail and commercial outlets available at other times in the evening or on weekends. Recent mixed use projects have been approved by the City with a reduction in parking based upon parking demand studies that analyze the mix of uses, sharing between commercial uses, TDMS and other factors. The City would encourage use of alternative transit modes in addition to potential shared parking solutions.
2. There is a reference to \$20 million in off-site improvements – what is that?
A-2: The City of Falls Church has submitted grant applications to address surrounding offsite improvements. These include \$15.7M requested through the NVTA 70% program, which would provide funding for key transportation improvements, including utility undergrounding, improvements to traffic signals, street and sidewalk improvements, signage, and landscaping. The City has applied for \$750,000 in grant funding for a HAWK signal along Haycock Road. The City has also applied for an additional \$6.2M in funding through the I-66 Commuters Choice program. The applications can be found here:

- a. NVTVA 70% Grant Resolution http://fallschurch-va.granicus.com/MetaViewer.php?view_id=2&clip_id=880&meta_id=69110
 - b. BPSP Grant Resolution http://fallschurch-va.granicus.com/MetaViewer.php?view_id=2&clip_id=871&meta_id=67856
 - c. I-66 Commuter Choice Grant Resolution http://fallschurch-va.granicus.com/MetaViewer.php?view_id=2&clip_id=880&meta_id=69116
3. If the City does not get off-site improvements funding would a TIF be considered?
A3: The RFP does not specifically call out financing arrangements like Tax Increment Financing. However, as noted in section 4.7 of the RFP, if Proposers have suggestions on financing of infrastructure on the Site they should be included in proposals. Proposers should consider, however, that one of the City's primary project goals is to generate tax revenue to fund construction of the new high school.
 4. From an underwriting perspective is there a list of off-site improvements that are desired?
A4: A list of off-site improvements has not been developed or priced. However, potential off-site improvements would be those directly related to the success of the development of the site, such as a signalized intersection to access the site from Route 7; enhanced pedestrian access to the West Falls Church Metro; and improvements to the Haycock Road and Route 7 intersection. The city is seeking outside funding for these off-site improvements, as noted in the response to Question 2, and it is anticipated that more information will be provided about the status of these grant applications in the Request for Detailed Proposals.
 5. As far as utilities, is there anything that serves the public outside of the project campus, that would be on that list of off-site improvements?
A5: The City expects that there will be off-site sewer expansion needs associated with the project, the cost for which is expected to be covered through Sewer Availability Fees that are uniform for all properties in the City.
 6. There is a stated desire for civic open space, could that be private but open to public?
A6: The City does have a desire for civic open space, and is amenable to it being managed privately and while functioning as a public space. The recently adopted Comprehensive Plan goal for the Special Revitalization District for Education and Economic Development states: *Provide a gateway to the City which instills a sense of place through the use of high quality urban design, a flexible and connected street grid, multi-modal access within and to adjacent sites, appropriate buffering between the educational and economic development uses, and green space and plazas to serve both the educational and economic development uses.*
 7. There is a stated desire for City control of the site long-term – that would be a ground lease; what is City's expectation for this?
A7: Section 2.2 of the RFP expresses the City preference to retain fee simple ownership of the Site through a structure such as a long-term ground lease, though the City will consider other land transaction structures, provided that they demonstrate significant financial and qualitative advantages over leasing options.
 8. If the city receives grants for off-site improvements, is there any preclusion to the types of parties who conduct this off-site work?

A8: If awarded certain grants, the City may elect to have the selected developer use the funds to implement the appropriate off-site improvements, however that will be dependent upon approval by the granting authority.

9. The RFP states conveyance of the site in summer of 2021 – based on school being out – how confident is the City of this schedule?

A9: It is anticipated that the conveyance of the site would occur in the fall of 2021, but this is dependent upon the school's construction schedule. Thus far, the process for the school is on track to meet this target timeline.

10. What part of the current school building is on this site – could it be demolished during this development?

A10: Nearly the entire school building is on the economic development site and cannot be demolished until the new school is delivered and occupied.

11. As far as a possible increase in density proposed for this property, how is sewer capacity being considered?

A11: The City is currently conducting a sewer study to identify the appropriate sewer capacity for the site. Upon completion, this will be shared with teams shortlisted to receive the Request for Detailed Proposals.

12. On the map there's a pathway to Metro – what are the specifics of that?

A12: The City anticipates that access to Metro will be made easier and pedestrians will have a clear walkable path that brings them from Metro to the mixed-use development. This is subject to the grant application noted in Question 2. Some studies have been done that provide guidance/assistance on the concept of connecting to Metro: ULI TAP (http://washington.uli.org/wp-content/uploads/sites/56/2015/02/Report_FallsChurch_FINALwCover_post.pdf), Urban Design Guidelines (<http://www.fallschurchva.gov/DocumentCenter/View/9258>) and Small Area Plan POA 8 Mobility and Accessibility 2017 (<http://www.fallschurchva.gov/DocumentCenter/View/9256>)

13. Have there been conversations with UVA/VT about access pathways and infrastructure requirements?

A13: The City has had initial conversations, which will be ongoing throughout this process. Any additional information that is gathered around infrastructure and site access will be made available in the Request for Detailed Proposals.

14. The underlying land where UVA/VT located is owned by the City? Is the term of their lease available?

A14: The City does own the land and it is leased to the UVA-V-Tech Northern Virginia Center. The term of the lease is 40 years through 2035, with options to purchase beginning in 2021.

15. Have any geo-tech studies been done on the property?

A15: There have not been any recent geo-tech studies on the property.

16. Is the soccer field optional?

A16: An athletic field will need to go onsite to serve the new high school. The City is not prescribing a particular layout, although initial conceptual planning envisioned that a shared

athletic or civic space could be advantageous to connect the school site with the commercial/mixed-use development.

17. If there is a soccer field, will it be lit?

A17: That would be determined during the design process with community input.

18. For school buses: numbers, hours, access, ingress-egress?

A18: This will be determined at a later point.

19. For both schools: how many buses?

A19: This will be determined at a later point.

20. The soccer field is off the 10 acres being discussed here – would there ever be consideration of moving the field, possibly changing the conceptual layout of school/economic facilities locations?

A20: The field is a critical component of the overall development for the high school. The City is open to various layouts; placing the playing field in the middle of the site is simply one of many potential concepts—it is not meant to be the final plan. The City is open to working with the selected developer to explore locations for the field that support commercial uses, while still meeting the school's recreation and athletics needs.

21. Is the connecting road, out to Haycock, in the contract for the current school or will it be included in this development?

A21: Improvements to the access road from Haycock will be part of the mixed-use development, and is not part of the scope of the schools RFP.

22. Who owns the other road further north?

A22: WMATA

23. What is the max ground lease term the City would consider?

A23: 99 years, however shorter terms are preferable, provided that they are financeable and do not significantly reduce value to the City.

24. Does the City have an expectation of design/build for this development?

A24: Proposers can respond as to their preferred form of project delivery for this development.

25. At a later time would the City consider opening the design for bid?

A25: No, this solicitation is intended to be all-inclusive request for a team to design, build, finance, operate and maintain the development. The selected developer will hire the architecture/planning firm(s) to design the site.

26. It is not common to have a construction team identified so early in the process; are you looking to understand the relationship between the design and build teams?

A26: The City wants to ensure that the selected development team engages with an experienced, credible construction firm. Proposers are requested to demonstrate working relationships with general contractors meeting the "Construction Team" qualifications described in the Team Requirements contained in Section 2.1 of the RFP. Proposers will not be required to engage the same general contractors described in their proposals, should they be selected to execute the Project.

RFP No. 0501-18-GMHS-WFC - Addendum No.2

27. Does the public hearing process required by the PPEA include financial information? The city runs the public hearing so what does the City expect to be shared?
A27: The City will not require any potential Proposer to reveal information that could jeopardize their competitive position; likewise, the PPEA does not require divulgence of such information.
28. What is the top end density/mixed use expectation?
A28: In January 2018, the City adopted a Comprehensive Plan and Future Land Use Map for the Site, which envisions 2.5-4.0 FAR or higher density and a gross floor area of 1.2-1.5 million square feet or more (refer to Section 1.3 and Additional Background Information 2nd and 3rd links in the RFP). The RFP states City objectives for the Site that reflect the recently adopted Comprehensive Plan and Future Land Use Map. The City is in the process of adopting new zoning for the Site, which is not expected to contain specific FAR limits but would establish a maximum of 15 stories in height.
29. For this phase is a fiscal analysis expected?
A29: No – for the Request of Conceptual Proposals, a detailed fiscal impact analysis is not expected. A fiscal impact analysis will take place during the evaluation of responses to the City's Request for Detailed Proposals. The City has also developed its own internal fiscal impact model and will use the applicant's development program to analyze the net revenues projected for the proposed project. All proposals will be analyzed by the City staff using the same fiscal model for a standard approach and comparability.
30. Will this presentation be placed on the City's website?
A30: YES
31. Will the sign-in sheet be posted or included with the addendum?
A31: YES
32. Is this RFP tied in with the Owner's Representative for School Projects RFP?
A32: No

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Acknowledged by:

Fivesquares Development, LLC

Name of Firm

Authorized Signature

April 30, 2018

Date



**RFP No. 0501-18-GMHS-WFC
WEST FALLS CHURCH ECONOMIC DEVELOPMENT PROJECT**

April 16, 2018

ADDENDUM No. 3

To: **ALL PROSPECTIVE OFFERORS**

THIS ADDENDUM MUST BE SIGNED AND RETURNED WITH YOUR PROPOSAL PACKAGE.

ATTACHMENTS:

Attachment A3a - Environmental FirstSearch Report

Attachment A3b – Phase I Environmental Site Assessment

QUESTIONS & ANSWERS:

1. How will financials in the final round be kept confidential? Will they be FOIAble?
A1: Financial reports are not FOIAble. The City will not publicly disclose any proprietary, trade secret or financial information.
2. When will the initial proposals be made public? Specifically the Conceptual Project Approach (4.6)? Will they be released prior to the submission of the final round of proposals?
A2: The PPEA requires that Conceptual Proposals be published for public inspection within ten days of submission.
3. Is the City building a road between the field and the Developer's 10 Acres?
A3: The location of roads on the site is subject to the design concepts submitted by the Proposers. It is expected that the private development teams will be responsible for infrastructure on the site, including interior roads.
4. Where does the City plan to park buses upon completion of the school redevelopment?
A4: Buses are expected to remain in the back of the school site near the current location however this is dependent of the proposed school design solutions submitted. The City is exploring alternate, off site locations for bus parking as well.
5. Please provide a bus circulation diagram.
A5: Bus circulation will be dependent on the proposed design solutions from the schools developer. It is expected that buses will enter the site from Haycock along the existing access drive and exit the site on Leesburg Pike.
6. Where does the City plan on placing school employee parking?
A6: The school will maintain 300 parking spaces on the school site for employee/student parking. The location of the parking is dependent on the proposed design solutions submitted under the School design and construction process. However, if there are opportunities for shared parking with the private development, the City would be interested in exploring such opportunities.
7. Are there any proffers that will be placed on the development during the zoning process? Will all proffers be finalized prior to the selection of the developer?

A7: The City has outlined requirements in the RFP, including affordable housing set asides and a desire for civic space. In an effort to reduce uncertainty, the City will provide further requirements in the RFDP. Offerors are encouraged to recommend potential site enhancements, financial or in lieu of contributions in their RFP responses for the City to consider.

8. Will the City provide any geotechnical surveys prior to the Second Round Submission?
A8: Any geotechnical surveys conducted as part of the School design process will be shared with the private development proposers in the RFDP stage.
9. Does the City have an environmental assessment of the high school and site?
A9: The City will share any predevelopment documents available.
10. Do the middle and high schools have an open campus policy? i.e. are students allowed to leave campus for lunch?
A10: Some students (seniors only) can leave campus for lunch the second semester.
11. Please confirm that the proposal organization should follow the layout in the table on page 12.
A11: Offerors should adhere to the tab numbering described on page 12 of the RFP.
12. Please confirm that a current value and financial phasing are not a requirement of this submission.
A12: A land value and detailed financials will not be a part of the Conceptual submission. This will be required in the Request for Detailed Proposal stage.
13. What sanitary and storm sewer improvements will the City make as part of the construction of the High School?
A13: The Schools will be responsible for their own sanitary sewer improvements, including a new pump station.
14. Can the City provide any easements from outside parties that are on or will be placed on the developable tract?
A14: The ALTA Survey for the site was posted on April 10, 2018. This survey shows utility and VDOT easements on the site.
15. Will the City publish a list of RFP respondents and, if so, at what point will such a list be made public?
A15: The PPEA requires that Conceptual Proposals be published for public inspection within ten days of submission.
16. What portions, if any, of the Conceptual Proposal will qualify for an exemption from public disclosure under Virginia's Freedom of Information Act ("FOIA")? Will RFP respondents need to indicate in the RFP which provision(s) of their respective proposals are to remain confidential? At what point will such confidential information be made available for public inspection?
A16: No proprietary, trade secret or financial information will be publicly disclosed. Such information must be clearly marked by Offerors, and an electronic version of the proposal with such information redacted must be submitted. Any proposal marked proprietary in its entirety will be rejected as non-responsive.

RFP No. 0501-18-GMHS-WFC - Addendum No.3

17. Is there existing environmental and geotech for the school site that can be shared?

A17: The City will share any predevelopment documents available.

18. When will the survey be available?

A18: The survey was posted on April 10, 2018.

19. Can you provide guidance as to the number of parking spaces needed for the field use?

A19: The schools will maintain approximately 300 parking spaces on the site, and the City would be interested in shared parking with the athletic fields.

20. Will there be time limitations for use of the shared parking and/or field?

A20: This will be coordinated at a later time in collaboration with the schools and community input.

21. Can the new Route 7 traffic light be located generally anywhere between Haycock and the middle school site or does it have to align with Chestnut St?

A21: The signal should not align with Chestnut Street. The Fairfax County Board Supporting Resolution includes the restriction that the project must create a median on Leesburg Pike to restrict access to and from Chestnut Street to "right in - right out" only.

22. Can the 10.38 acre portion of the site shift at all instead of being a perfect rectangle?

A22: Yes this is possible. It is expected that there will be coordination with the School design team to optimize both the school and the commercial development design requirements.

23. Since the County [sic] requires that only 10.38 acres can be used for non -school related uses, are we allowed to share parking that is on the high school parcel, i.e. below the field? In addition, can there be retail and civic amenity uses on that portion of the site?

A23: The use calculations will be evaluated during the design process for compliance with the 2013 Boundary Adjustment Agreement. That Agreement can be found at: <https://www.fallschurchva.gov/DocumentCenter/View/8977>.

24. SF of the existing high school building in order to estimate demo costs?

A24: The existing High School building is approximately 192,000 square feet.

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Acknowledged by:

Fivesquares Development, LLC

Name of Firm

Authorized Signature

April 30, 2018

Date



**RFP No. 0501-18-GMHS-WFC
WEST FALLS CHURCH ECONOMIC DEVELOPMENT PROJECT**

April 17, 2018

ADDENDUM No. 4

To: **ALL PROSPECTIVE OFFERORS**

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ATTACHMENTS:

Attachment A4a – West Falls Church ALTA Survey

Attachment A4b – Survey – Street Easement and Future Dedication Exhibit

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Name of Firm

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April 30, 2018

Date



**RFP No. 0501-18-GMHS-WFC
WEST FALLS CHURCH ECONOMIC DEVELOPMENT PROJECT**

April 18, 2018

ADDENDUM No. 5

To: **ALL PROSPECTIVE OFFERORS**

THIS ADDENDUM MUST BE SIGNED AND RETURNED WITH YOUR PROPOSAL PACKAGE.

REVISIONS TO THE RFP:

3.6 Conceptual Proposal Delivery Requirements

Conceptual Proposals must be delivered **before 2:00 p.m. (Eastern Time) on May 1, 2018**. The City Purchasing Office is open for the receipt of submittals from **8:30 AM until 4:00 PM, Monday through Friday** (excluding City holidays). The City is not responsible for deliveries attempted outside of these time periods or misdirected to other offices.

Conceptual Proposals must be physically delivered to the POC. Fax, e-mail, or electronic submissions will not be accepted.

NOTE DELIVERY ADDRESS:

**The City of Falls Church
400 North Washington Street
Suite 300-09
Falls Church, Virginia 22046**

Proposers are responsible for effecting delivery by the deadline set forth above. Late submissions will be rejected without consideration or evaluation and will be returned unopened to the sender. The City accepts no responsibility for misdirected or lost Conceptual Proposals.

Conceptual Proposals are to be sealed in mailing envelopes or packages bearing the Proposer's name, address, and the words "PPEA Conceptual Proposal for RFP # 0501-18-GMHS-WFC (George Mason High School-West Falls Church)" clearly written on the outside. Conceptual Proposals are to comply with the format requirements set forth in Section 4.9.

A Conceptual Proposal may be modified or withdrawn by a written document bearing an original signature (in ink) of an authorized representative of the Proposer, delivered to the POC prior to the date and time by which Conceptual Proposals must be delivered (as noted above).

QUESTIONS & ANSWERS:

1. Please reference the RFP at 4.6 Project Approach, (C) & (D) -- page 16, addressing the phasing issue. Please elaborate on what types of "information relative to phased delivery" you are seeking in response to (D) beyond the schedule you have requested in (C).
A1: Please describe your overall approach to a phased delivery, if any, including timing, construction, financing, etc.

2. Please reference the RFP at 4.7 Financial Approach – pages 16 and 17. Is it required and/or desirable for responses to include a preliminary financial offer, expressed in dollars (fee acquisition and/or ground lease), at this RFP stage.

A2: A financial offer is not required at this stage.

3. Proposal Scoring and Ranking: could you please indicate the scoring methodology that will be used to evaluate submissions? Sections 5.3, 5.4, 5.5, and 5.6 provide an outline for the categories each proposal will be scored on, but there is no indication of how each category is weighted to arrive at a final proposal score. Will some categories, such as access to capital, be ranked on an ordinal scale (e.g. the proposer either has sufficient access to capital or they don't)? Will other categories, such as innovation of project concept, be scored through ranking, percentage, category (e.g. non-responsive, insufficient, sufficient, excellent), etc.?

A3: The specific scoring methodology will be determined by the Evaluation Committee

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