



Redevelopment Opportunity
Open Proposal Invitation to the Development Community
Armstrong, West 8th, Jennings Property

The Bartlesville Redevelopment Trust Authority (BRTA) is pleased to offer a residential, commercial or mixed-use development opportunity in the Bartlesville Downtown Redevelopment District. The site is located on the south side of Adams Boulevard between Armstrong Avenue and Jennings Avenue (legally described as Lots 2, 3, 4, South 50' of 5, and South 50' of 6, Block 62, Original Town of Bartlesville) just outside the border of the downtown Central Business District. The BRTA welcomes submissions of proposals that outline the intended concept for the use of this property, as well as the qualifications of the developer/user. The BRTA will make its selection through a review process based on the information requested in the following request for open proposals. All proposals must be received in the BRTA offices located at 401 S. Dewey Ave., Suite 812, Bartlesville, Oklahoma 74003.

If you should have any questions regarding this property or the process for presenting your proposal, please call Chris Wilson, BRTA Director at 918-214-8501, for more information.

Sincerely,

A handwritten signature in black ink, appearing to read 'Chris Wilson', written over a horizontal line.

Chris Wilson
Director



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The undeveloped tract of land which is the subject of this Open Proposal is located on the south side of Adams Boulevard between Armstrong Avenue and Jennings Avenue, including 709, 713, 717 & 723 SW Jennings; 308 W 8th Street; and 704, 712, 716, and 720 SW Armstrong Avenue; and legally described as lots 2, 3, 4, South 50' of 5, and South 50' of 6, Block 62, Original Bartlesville (see Exhibit A).

Site Information

Size of Lot: Approximately 56.650 square feet;
approximately 1.3 acres

Current Zoning of Site: RM-.75, Multi-Family Residential

Current Maximum Density Permitted: Maximum of 85 units permitted on the site;
further limited by a maximum lot coverage of 65% of the site, or a building footprint not to exceed 41,600 square feet in area.

Minimum Purchase Price: Established by Appraisals

Utility Information: Existing access to gas, water, sanitary sewer and electrical service

Access Restrictions: None: please note that the entire site is not currently accessible to Adams Boulevard.

Proposal Due Date: **Open**

Submit Proposals To: Chris Wilson
Director
Bartlesville Redevelopment Trust Authority
401 S Dewey Avenue, Suite 812
Bartlesville, OK 74003
Email: chris@brat-ok.org
Phone: 918-214-8501 (o), 918-766-4847 (c)

Number of Copies: Ten (10) 8½" x 11" bound copies
One (1) Unbound reproducible copy
PDF file of complete submission, including exhibits and attachments.



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The Bartlesville Redevelopment Trust Authority invites developers to submit proposals for the design, financing, construction and operation of a proposed residential, commercial or mixed-used development.

I. INTRODUCTION AND BACKGROUND

Introduction

The Bartlesville Redevelopment Trust Authority (BRTA) has been charged with redeveloping the undeveloped tract of land owned by the City of Bartlesville located on the south side of Adams Boulevard between Armstrong Avenue and Jennings Avenue, including 709, 713, 717 & 723 SW Jennings; 308 W 8th Street; and 704, 712, 716, and 720 SW Armstrong Avenue; and legally described as lots 2, 3, 4, South 50' of 5, and South 50' of 6, Block 62, Original Bartlesville (see Exhibit A) and is requesting proposals for development.

The BRTA is interested in seeing this property put into active use in furtherance of the vision identified for the downtown redevelopment district. The Downtown Master Plan, adopted by the City Council in November 2003, identifies the central business district as a multi-dimensional destination that includes unique dining, specialty retail, sidewalk cafés, art galleries, and urban residential uses that are not provided elsewhere in the community. As such, the BRTA has expressed a desire for this property to encompass multi-family housing, commercial space that may include retail, office, restaurants or entertainment, or a mixed-use subject to compliance with all applicable zoning, design, and developments regulations. The BRTA will be accepting proposals. Financial incentives are available for this project.

Bartlesville Redevelopment Trust Authority is accepting open proposals for the purchase and redevelopment of the property currently owned by the City of Bartlesville located at 709, 713, 717 & 723 SW Jennings; 308 W 8th Street; and 704, 712, 716, and 720 SW Armstrong Avenue. The site has a combined area of approximately 1.3 acres. The property is located in downtown Bartlesville, immediately south of Adams Blvd./US Hwy 60 (Downtown Bartlesville's busiest thoroughfare), one block from the ConocoPhillips and Phillips 66 Bartlesville Corporate Campus, shops, restaurants, City and County Buildings, Museums, Public Library, Bartlesville Community Center (performing arts center), Johnstone Park and Doenges Stadium, various churches, the main US Post Office, Price Tower Arts Center and the Hilton Garden Inn Hotel. We are inviting a concept to completion proposal.



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Background

In 2003, the city of Bartlesville adopted The Downtown Master Plan for the Downtown District and created two Tax Increment Financing Districts, one for the commercial central business district (CBD), and the second for the residential district which surrounds the CBD to spur redevelopment in these areas.

As an outgrowth of the 2004 Master Plan, the primary mission in the FY 2007-2008 Business Plan adopted by the Bartlesville Redevelopment Trust Authority is to design, refine, and implement the plans that will result in an energized, living downtown district which also supported the 2009 Downtown Implementation Plan. The major goals associated with this mission include the following:

- Attract new employers
- Revive and reinvest in distressed commercial and residential properties
- Create new choice for shopping, dining, and entertainment
- Stimulate private investment in the Downtown District
- Encourage enthusiasm toward the Downtown District as a destination within the Bartlesville region

In 2010, with an official Main Street Program designation, Main Street Bartlesville (formerly, Downtown Bartlesville Inc.), was formed as a public/private partnership with the Bartlesville Redevelopment Trust Authority. Using the Main Street Four-Point Approach[®] determined by the National and State Main Street Centers, downtown has experienced a marked growth in residential, retail, restaurants, and service businesses.

With a balanced mixture of natural resources and abundant space, Bartlesville has grown to be the home of more than 36,000 people. While it's true that many of the residents work in the energy industry with companies like ABB, ConocoPhillips, Phillips 66, and Schlumberger, there also exists a large, diverse employment base that continues to expand.

Outside of work, people who relocate to Bartlesville are amazed by the number of things there are to do. With an extensive park and trail system, world-class festivals, ballet, theatre, live concerts, museums and more, there is always something for people to do. Downtown Bartlesville has been coming to life in recent years, with new restaurants, fantastically preserved and beautifully restored architecture, art galleries, festivals, block parties, and a very popular Farmer's Market.



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Since mid-2010, more than \$75 million dollars has been privately reinvested in downtown Bartlesville, including multi-million dollar renovations by ConocoPhillips and Phillips 66 of their 19-story and 12-story downtown office buildings and a new 100-room Hilton Garden Inn and conference facility opened in July 2010. Thirty-four properties have been purchased representing 250,000sf of commercial space. Retail vacancies have been reduced by more than 60%. Fifty-five net new businesses have opened in downtown with fourteen retail businesses opening in the past three years. New retail clusters have emerged in women's fashion, gifts and home décor, and dining and entertainment venues serving the demand from increases in downtown employees and residents.

Downtown housing remains a sought-after commodity. With only 200 rental units currently existing within a six-block radius of the downtown core, it remains a highly desirable type of dwelling. Apartments are normally fully occupied with waiting lists and are filled by young professionals as well as retired empty-nesters. Major employers in Bartlesville often site a lack of quality apartments for new employees who must look elsewhere outside of Bartlesville for housing. Ninety units of new apartments are being renovated or are being developed within the next two years including various second-story loft apartments above commercial spaces and the renovation of a five-story former historic hospital into approximately 60 upscale one and two bedroom lofts.

II. PROPOSAL INFORMATION & DEVELOPER'S PUBLIC DISCLOSURE STATEMENT

Please include the following in your proposal and Use Attachment E

A. Identification and Capacity of Applicant:

- i. Names and contact information for all entities and individuals proposed as applicant including any individual or parties who are owners of a 10% or more beneficial interest in the entity or entities making the proposal;
- ii. Identify team member(s) who will serve as the primary contact for the Bartlesville Redevelopment Trust Authority (BRTA);
- iii. Provide evidence of prior experience and ability to develop, finance and complete similar projects.

B. Development Financing and Feasibility:

- i. Project budget including detail of site acquisition/value, development fees,

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construction costs, financing fees, and marketing expenses, etc.;

- ii. Statement of sources and uses of funds, including the portion for which funding is requested, if necessary;
- iii. 5-year development operating pro forma;
- iv. Letter(s) of commitment for private financing sources; marketing and financial analysis demonstrating that the proposed project is feasible; and
- v. Letters of commitment and descriptions from alternative sources of financing including, but not limited to HUD, USDA, CRA, and/or other local, state and federal programs.

C. Description of Project/Site:

- i. The project's contribution to the Downtown Bartlesville Redevelopment District;
- ii. Project description and fact sheets including specific uses, commercial and residential unit sizes, their market and their features, proposed pricing, and total square footage;
- iii. Schematic site plan including buildings footprint; parking; and landscaping and it's relationship to the surrounding area;
- iv. Conceptual exterior elevations of project site through renderings or photographs;
- v. Extent of sustainable or "green" elements and creative architectural features incorporated;
- vi. Address on-site parking for tenants in the project; and
- vii. Proposed construction sequencing/phasing.

D. Other:

- i. A statement by the applicant indicating their willingness to cooperate with BRTA in the project's architectural review and overall development;
- ii. A statement of willingness to submit corporate financial statements and bank references under separate cover to be opened and reviewed upon request. Please note that the BRTA and or the City of Bartlesville reserves



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- the right to conduct or seek background or credit reports on the applicant(s) in conjunction with their proposals;
- iii. Identify any actual or potential conflicts of interest;
 - iv. A statement from the applicant indicating any foreclosure in the past ten years for any individual or parties who are owners of a 10% or more beneficial interest in the entity making the proposal; and
 - v. A statement that the applicant agrees to submit any information needed by the BRTA in order for the authority to perform its own due diligence in reviewing all proposals.

E. Developer's Statement of Public Disclosure

To assess the capabilities and resources of each developer submitting qualifications for this redevelopment proposal, the BRTA requires each applicant to provide a statement containing the following information:

- i. The name, address, telephone and fax number, and email address of each principal and partner of the developer and of each professional partner associated with the team involved in design, construction management and market analysis of this project;
- ii. Identification of any affiliation or other relationship between any of the members of the team responding to this offering and any company, parent company, subsidiary or other affiliate;
- iii. Identification of any past or present business, familiar or personal relationship between any of the design firm employees, principals or partners responding to this opportunity and any employee, Trustee of the Bartlesville Redevelopment Trust Authority or Councilperson of the City of Bartlesville. If the developer is not an individual doing business under their own name, a description of the business organization (whether a corporation, nonprofit or charitable institution, partnership, business association, joint venture or other entity) indicating the jurisdiction under whose laws it is organized and operating, and a brief history of the organization and its principals;
- iv. Identification of the principals, partners, or professionals participating in the design, construction management and market analysis who have



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- entered into or intend to enter into an agreement to be part of the design team, and a copy of any executed agreement;
- v. The names, addresses, telephone numbers and email addresses of at least three references for each participating principal, partner and a letter authorizing each reference to respond to inquiries from the Bartlesville Redevelopment Trust Authority. Two of the references shall be employees of lending institutions from which the firm previously obtained permanent financing;
 - vi. If available, the most current report from Dunn and Bradstreet or other recognized supporting service for each participating principal, partner, or any relevant business entity;
 - vii. Identification of any previous federal, state or local government projects and any projects taken under the offices of any governmental or quasi-governmental entity in which the firm or its principals, partners, or affiliates have been involved, including a description of any failures in performance in accordance with the original timetable or original terms of the transaction.
 - viii. Description of any completed, pending or threatened criminal or civil governmental investigation or proceedings against the firm or any of its principals, partners, or affiliates by the United States government, the State of Oklahoma, the County of Washington, the City of Bartlesville, including any unpaid income taxes, sales taxes, employment taxes, real property taxes, and water or sewer assessments which are not being contested pursuant to appropriate and lawful means; and
 - ix. A description of any unfulfilled obligations proffered to any governmental body in connection with any project by the firm or any of its principals, partners or affiliates. The statement should be certified and signed by the applicant as true and correct to the best of their knowledge and belief.



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III. STATEMENTS OF LIMITATIONS

This Open Proposal, the submissions, and any relationship between the BRTA and developers arising from the Open proposal are subject to the specific limitations, conditions and representations expressed in the Open Proposal. Questions regarding conflicts or apparent conflicts or other substantive matters arising during preparation of the proposal should be addressed to:

Chris Wilson
Director
Bartlesville Redevelopment Trust Authority
401 S Dewey Avenue, Suite 812
Bartlesville, OK 74003
Phone: 918-214-8501
E-Mail: chris@brta-ok.org

The BRTA intends and has the authority to select the developer for the subject area as described in this Open proposal. This Open proposal shall not be construed in any manner to create an obligation on the part of the BRTA to enter into a contract for services contemplated hereby, nor to implement any of the actions contemplated hereby, or to serve as the basis for any claim whatsoever for reimbursement of costs for the efforts expended in preparing a response hereto, regardless of whether the respondent is selected as the developer.

The BRTA reserves the right to hold discussions, request presentations from, and to conduct negotiations with, any or all applicants that BRTA deems appropriate in its sole discretion. The BRTA reserves the right, as it deems its interest may require in its sole discretion, to accept or reject any or all proposals, to waive any informality or nonconformity in the proposals received, and to accept or reject any or all items in a proposal. In the event that the BRTA determines that submissions in response to the Open Proposal are deemed unsatisfactory, the BRTA also reserves the right in its sole discretion to pursue the objectives of this Open Proposal with individuals or firms outside the process. Selection of a developer to implement the project is subject to negotiation and execution of a satisfactory development agreement approved by the BRTA.



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IV. REDEVELOPMENT CONSIDERATIONS

PROPERTY

The combined area of the properties is an estimated 56,650sf; approximately 1.3 acres of frontage along Jennings Avenue, West 8th Street and South Armstrong Avenue. Please note that there is no frontage on Adams Blvd.

PROPERTY USE

The use must contribute and adhere to the Downtown Master Plan, Downtown Implementation Plan, and City Comprehensive Plan and be fully taxable.

Examples of preferred uses include, among others:

- Mixed-use development to include primarily residential uses with possible commercial uses on the first floors or top floors
- Restaurant that may include beer, wine and liquor sales
- Theater or entertainment venue for music, film, dance or other performances
- Fitness facility
- Artist gallery or studio including a broadcasting or recording studio
- Retail establishment(s)
- Outdoor elements such as dining area, patio, courtyard or other complementary use is encouraged
- Incorporate “green” or sustainable elements in the redevelopment.
- Incorporate creative architectural elements
- Parking should be incorporated on-site and/or an adjacent site.

Prohibited uses include: tax exempt uses; social service facility; religious assembly; currency exchange, payday loan or title loan agency; adult retail establishments; pawn shop; gun shop; and automotive use.

PROPERTY REDEVELOPMENT

The new redevelopment must be consistent with building codes, zoning, etc.

More land use information and development requirements/restrictions can be found in the City of Bartlesville website (www.cityofbartlesville.org). The site is zoned RM-.75, Multi-Family Residential. Zoning Codes, The Downtown Master Plan, Downtown Redevelopment District Implementation Plan and other plans and development guidelines are available at the following link:

<http://www.cityofbartlesville.org/community-development/planning>.



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V. FINANCIAL INCENTIVE CALCULATION PROCESS

BRTA is enthusiastic about new projects in Bartlesville and works hard to determine the best incentive that will also ensure the highest possible benefit to the public. Incentive funds are not an entitlement. When calculating development financing assistance incentives several factors are considered by the Authority. These factors include:

- 1) The Proposed Plan. Are the floor plans and elevations achievable in the proposed building or on the proposed site with the budget proposed? Has the plan been thoroughly vetted for the building? Has the project passed all design review and plan review (floor plans and elevations)? The developer worked with the BRTA office in the Design Review Process to differentiate the project from other projects.
- 2) The Budget. Has the applicant sufficiently estimated the amount it will cost to complete the project based on the plans presented? BRTA cannot cover costs already incurred before the approval of the project as well as non-permanent fixtures, furniture or equipment such as appliances.
- 3) Market Analysis. What evidence can the applicant provide that supports their claim that the proposed project will be feasible, both economically and socially? What demographics will the project serve? How will rents be determined? Who will be the tenants? Why this location? Provide the source documentation for the analysis.
- 4) The Pro Forma. For properties that are income producing, an analysis of the project must be taken into consideration to predict the investor ROI and if the project is feasible based on the numbers and assumptions presented. Are the rental rates realistic? Are the figures based on industry standards or local rates? Is the project taking advantage of any other financial incentive, such as tax credits, energy efficiency rebates, bank financing, etc.? Will the BRTA incentive be the only other source of financing? Does the developer demonstrate a return on investment that is in line with real estate returns for comparable projects? Does the project meet acceptable banking criteria?
- 5) The Incentive Criteria. The Incentive Criteria was developed to help the BRTA determine which projects are more likely to receive higher incentives. The list contains attributes that are common to projects in the Downtown and Capitol Hill area that would use Development Financing Assistance. It is not a score sheet,

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but a way to guide the BRTA Board of Trustees. All incentives are at the discretion of the BRTA Board of Trustees.

6) Project Timeline. Has the project been well thought-out in terms of time it will take to plan, construct and lease up the project?

7) The Amount of New Incremental Ad Valorem Taxes generated by the properties in the Tax Increment District. The calculation for new incremental taxes generated by the project is: Project Budget multiplied by the FMV Discount (68-70%) equals New FMV. The Net FMV must then be established (*New FMV minus the baseline FMV*). The Net FMV is then multiplied by the Assessment Ratio (12%) multiplied by the current millage rate (0.11617 as of October, 2015) equals the NET Increment taxes generated. The Net Incremental Taxes generated multiplied by five years equals the total incentive available (based on current assumptions) for a “pay as you go” project.

Under certain conditions, longer terms may be negotiated depending on the merits of the project.

8) The Recapture Period of the Project into the Tax Increment District
The Downtown Increment District (TIF1) terminates in 2025. The Capitol Hill Increment District (TIF2) terminates in 2024. Normally, incentives would need to be recaptured in 1-5 years unless there is adequate evidence that the project meets many of the Incentive Criteria, the pro forma shows a need; and there is adequate evidence that there are areas in the budget that show a need. After the Certificate of Occupancy is issued the recapture years begin with the end of the first year the property is taxed at the post development rate, normally the year following completion. For example, if the project is not completed by December 31, 2016, the new incremental taxes would not be collected until December 31, 2017 or possibly 2018.

Under certain conditions, longer terms may be negotiated depending on the merits of the project.

VI. OPEN PROPOSAL PROCESS

- > Developers are permitted to respond as individual entities or as teams.
- > Developers are encouraged to review all public documentation in order to prepare their proposals.
- > Developers may be invited to make a presentation at a public meeting.



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PROPOSAL PROCESS

Submit ten (10) 8.5" x 11" bound copies and one (1) unbound reproducible copy, and a PDF file of the copy on a USB memory stick or CD to complete submission including exhibits and attachments:

Proposals must be received at the BRTA Offices, 401 South Dewey Avenue, Suite 812, Bartlesville, OK 74003.

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Attachment A

Property Outline and Zoning



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Attachment B

Water and Sewer Lines





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Attachment D

Appraisals

D.1

December 7, 2011
Tim R. Cowen
Cowen Appraisal Services

D.2

September 4, 2014
Tim R. Cowen
Cowen Appraisal Services



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Attachment E

BARTLESVILL REDEVELOPMENT TRUST AUTHORITY
PROPOSAL INFORMATION AND PUBLIC DISCLOSURE STATEMENT FORM



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Attachment F
BRTA Incentive Criteria Worksheet