



**FORT WORTH HOUSING SOLUTIONS
DEVELOPMENT OPPORTUNITY
BUTLER PLACE APARTMENTS
REQUEST FOR QUALIFICATIONS**

Release Date: August 9, 2016
Submission Date: November 30, 2016

RFQ for Master Developer Services

Fort Worth Housing Solutions (FWHS) is currently accepting Statements of Qualifications (“SOQ”) for Master Developer Services.

Submissions shall consist of one (1) USB/Flash Drive or Compact Disc (CD) and one (1) bound original SOQ and six (6) bound copies of the SOQ containing all materials as listed in RFQ.

FWHS reserves the right to reject any or all SOQs. MBE/WBE firms are encouraged to submit SOQs.

All questions for the RFQ must be submitted in writing, and e-mailed to Fort Worth Housing Solutions at ButlerRFQ@fwhs.org or faxed to 817-333-3592 no later than, November 4, 2016 at 11:00 a.m. Central Standard Time (C.S.T.).

**PRE-SUBMISSION
INFORMATIONAL BRIEFINGS:** **October 24, 2016 at 11:00 a.m. C.S.T.**
Urban Land Institute Conference Attendees Only
Kay Bailey Hutchinson Conference Center
650 S Griffin St
Dallas, TX 75202

October 25, 2016 at 11:00 a.m. C.S.T.
All Other Interested Parties
Fort Worth Housing Solutions – Development Office
300 South Beach St.
Fort Worth, TX 76105

SOQ DUE DATE/TIME: **November 30, 2016 at 11:00 a.m. C.S.T. at FWHS**
300 South Beach Street
Fort Worth, TX 76105

SOLICITATION DOCUMENTS ARE AVAILABLE ON LINE AT WWW.FWHS.ORG

SOLICITATION DOCUMENTS ARE ALSO AVAILABLE FOR PICK-UP ON **August 8, 2016** BETWEEN 8:30 AM AND 4:00 PM MONDAY THRU FRIDAY AT THE FOLLOWING LOCATION:

Fort Worth Housing Solutions
Procurement Division
300 South Beach Street
Fort Worth, TX 76105
(817) 535-6877

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I. INTRODUCTION

Fort Worth Housing Solutions (FWHS) is pleased to issue this Request for Qualifications (“RFQ”) to identify a partner and master development team (“Developer”) to successfully redevelop a forty-two (42) acre FWHS-owned property known as Butler Place Apartments, Fort Worth’s oldest and historically African American housing project (“Site”). The Developer will accomplish the community’s vision for a comprehensive and sustainable redevelopment of the Site (“Project”) that should feature, at a minimum:

- Mixed-income residential
- Public green spaces
- Preservation of select historic structures through adaptive reuse
- Improved connectivity to downtown core, highway system and adjacent Trinity River
- Parking
- All necessary ancillary uses, including infrastructure and site improvements

Additional uses as may be proposed that fit within the general scope of the conceptual design will be considered.

FWHS is seeking Statements of Qualifications (SOQ) from interested and qualified real estate developers (collectively, the “Developers”) to redevelop the Site according to the Guiding Principles below and other criteria noted in this RFQ. SOQs should detail the Developer’s experience with similar projects with strong preference given to developers that have demonstrated successful public-private partnerships to plan, design, finance, develop, and construct high quality mixed-use sites. FWHS’ goal is to work with a reputable and well-financed master development partner with a proven record of redeveloping an entire neighborhood. The Site targeted under this RFQ is comprised of 42 acres located east and immediately adjacent to downtown Fort Worth and is framed by three major highways—U.S. Route 287, Interstate 35W, and Interstate 30. The Site also includes 412 Public Housing dwelling units and supporting educational and social services facilities that were built to house and serve low-income residents. FWHS anticipates relocating all public housing residents prior to redevelopment of the site.

The Guiding Principles are:

1. Establish public/private partnerships.
2. Pursue a long-term vision and strategy that maximizes community desires and site values.
3. Connect land use and transportation.
4. Develop mixed-income communities.
5. Provide a high-quality public realm.
6. Increase density.
7. Promote security through engagement, connection and design.
8. Build healthy places.

FWHS develops, owns and operates quality affordable and accessible housing that provides assistance to citizens of Fort Worth utilizing various federal, state and local programs. Currently, FWHS owns **1,002** public housing units, **2,998** affordable housing units, **525** market-rate units; administers more than **6,000** housing vouchers.

II. STATEMENT OF QUALIFICATIONS (SOQ) SUBMISSION PROCEDURES

A. Submission Procedure

SOQs must be submitted no later than **11:00 a.m. CST, Wednesday November 30, 2016**.

Any SOQs received after the specified date and time will not be considered. SOQs must be in the specified office of FWHS on or before the above specified date and time. If you choose to mail your SOQs, it must arrive by the specified date and time, regardless of the postmark date.

Respondents must submit one (1) USB/Flash Drive or Compact Disc (CD) and one (1) bound original and six (6) bound copies (a total of 7) of the complete submission package. The submission package must be received by Fort Worth Housing Solutions no later than **11:00 p.m. Local time, Wednesday November 30, 2016** at the following location:

Fort Worth Housing Solutions
Attn: Butler RFQ
300 South Beach Street
Fort Worth, TX 76105

B. Request for Information

Respondents desiring any explanation or further information regarding the solicitation must submit an e-mail request no later than **11:00 a.m. Local Time, Friday, November 4, 2016**. The request must be submitted in writing to Director of Procurement, Kelvin Noble at the above mailing address or submitted through email to ButlerRFQ@fwhs.org. Any clarification and or information will be furnished promptly as a written addendum to the RFQ and posted on the FWHS website at www.fwhs.org.

C. Evaluation Process

A selection committee composed of FWHS staff and community members will review SOQs in accordance with this RFQ and will propose to the FWHS Board of Commissioners the firm most advantageous and supportive of the agency's needs. The firm must demonstrate it will create a successful, proactive and strategic business relationship with FWHS. The selection committee and/or the Board of Commissioners may at its discretion request interviews with respondents to discuss specific aspects and clarifications of their SOQ. The Board of Commissioners will make the final decision with regards to the selection process.

SOQs should be submitted initially on the most favorable terms which the Developer can propose. FWHS anticipates the need for an Exclusive Negotiation Period of 60 days to finalize the terms of a Master Development Agreement. Once a Developer has been selected, FWHS and Developer will enter into said period, ("Exclusive Negotiation Period") to refine the vision for the Site and finalize the terms of a Master Development Agreement.

D. Anticipated Schedule of Events

The anticipated schedule for the RFQ and contract approval is as follows:

Event	Date
RFQ available for distribution	August 8, 2016
Pre-Submission Conferences	October 24, 2016 October 25, 2015
Deadline for receipt of written questions	November 4, 2016
Response to written questions	November 11, 2016
SOQ Due Date	November 30, 2016
Estimated Contract Award Date	To be determined

Fort Worth Housing Solutions reserves the right at its sole discretion to amend any or all of the dates associated with the anticipated schedule of events.

III. SCOPE OF SERVICES

A. Scope of Services

FWHS seeks an experienced Developer with the skills, resources and commitment needed to successfully redevelop the Site in accordance with applicable Federal, state and City requirements, community participation and local design guidelines. Paramount will be the Developer's experience with similar projects and successful public-private partnerships. The Developer should be able to assemble a team that can plan, design, finance, develop and construct a first-class mixed-use, mixed income development.

Pre-development Planning: The Developer shall independently complete all necessary pre-development planning and produce an acceptable and financially feasible master development plan ("Plan") for the construction of a mixed-income and mixed-use neighborhood, consistent with expectations of this RFQ. A master plan will need to consider the size, complexity and phasing of the project.

Development Plan Implementation: The Developer shall provide the appropriate guarantees and effectively implement the approved master development plan in a timely and cost effective manner; coordinate related partnerships agreeable to all parties; ensure for the highest quality construction management and workmanship; and maintain effective communication among the development team, FWHS, other applicable partners and community stakeholders.

B. Community Objectives for the Master Development Plan

FWHS has organized an Advisory Group comprised of representatives from the following organizations/ entities:

- Fort Worth Housing Solutions (FWHS)
- City of Fort Worth (CoFW)
- Fort Worth Independent School District (FWISD)
- Downtown Fort Worth, Inc. (DFWI)
- Fort Worth Metropolitan Black Chamber of Commerce (FWMBCC)
- Tarrant County Black Historical and Genealogical Society (TCBHGS)
- I.M. Terrell Alumni Association (IMTAA)
- Butler Place Resident Council
- Local Developers, Architects, and Community Representatives

The Advisory Group has developed a set of Community Objectives to be incorporated into the Plan. FWHS fully expects the chosen Developer to continue working closely with the Advisory Group in the development and implementation of the Plan.

Community Objectives - Priority I:

- a. **Workforce Housing:** FWHS requires that residential development density be increased by no less than 300% percent (from approximately 400 units to a minimum of 1200 units) and that projects set aside units for affordable housing, which is defined as housing that is affordable to those making up to 80% of the Area Median income (AMI). The total number of units and the affordable unit set aside is subject to negotiation based on the recommendations of the chosen Developer; however, SOQs illustrating experience developing affordable housing for a variety of income levels will receive additional scoring consideration.
- b. **Historic Preservation:** A significant portion of the property (approximately 40%) has been listed on the National Register of Historic Places. The Developer will be responsible for coordination of the Section 106 process and facilitate the development of mediation plan for the property to allow for development in this area. A mediation plan should include a public facility to be owned and/or operated by a local not-for-profit or governmental entity that addresses the historic context of the site, recognizes the importance of the historic structures located on site, and highlights the contributions of African-Americans to Fort Worth, preferably in the form of a museum and/or educational facility.
- c. **Green Design:** The Plan should reflect and articulate a vision of sustainable practice that can enhance the quality of life of citizens today, without compromising the interests of future generations. Proposals should seek to promote energy efficiency, waste reduction, and other sustainable features in design, construction, renovation, and operation.
- d. **Transportation and Parking:** The Plan should promote mass transit, walking, and cycling, but should also include automobile access improvements and associated parking facilities as necessary to ensure the success of the plan.
- e. **Accessibility:** The Plan should include ways to improve access to the site from the west (Downtown), south (East Lancaster), and north and east (Trinity River park area).
- f. **Green space:** The Plan should maximize the use of topography and natural features of the site and include green space and park areas for recreation.
- g. **Neighboring Communities:** Considerations should be made for how leverage this redevelopment to support additional improvements and enhancements in nearby neighborhoods such as East Lancaster.

Community Objectives - Priority II:

- a. Owner-Occupied Housing: The Developer will include recommendations in the Plan for how to include home ownership opportunities in the target area, considering options such as condominiums and/or townhomes.
- b. Retail/ Commercial: The Developer will include recommendations on the inclusion of retail and commercial development within the Plan.
- c. Education/ Youth Directed Activities: The Developer will be responsible for recommending additional potential options for educational components (example: a higher education campus location) or youth directed activities and recreation component (example: sites for recreational activities and services).

Community Objectives - Priority III:

- a. Grocery: The site currently lacks grocery services. The Developer will research and recommend potential opportunities for a neighborhood grocery, market, urban farm, or some other component to address the availability of grocery and/or food items.
- b. Primary Education: The Developer will research and recommend potential opportunities for expanding primary education opportunities through either FWISD and/or a charter school and providing easy access to high-performing educational opportunities for families on site.

C. Expectations

Our development partner must be fully committed to the essential elements of our vision for:

- Smart, sustainable growth
- A thriving, walkable, mixed use urban neighborhood
- Well served by alternative transit options
- Enlivened by arts and culture
- Exemplifying principles of environmental sustainability
- Illustrating high quality design, and
- Defined by complementary uses, including an appropriate mix of housing types, street level retail and neighborhood supporting commercial services.

The Developer must have the capacity and desire to move swiftly to take advantage of opportunities, and, at the same time, the long-term commitment and persistence necessary to overcome inevitable obstacles and challenges.

The Developer must be sensitive to public impacts related to municipal service delivery, school capacity, and associated fiscal costs and benefits, and recognize that any development must

advance the public interest, as measured by the triple bottom line of economic, environmental, and social progress.

Lastly, the Developer must be prepared to work closely with the existing Advisory Group and seek additional community input and foster community support throughout the planning and development process, utilizing tools including market research, social media and web-based communication, public forums, and other means of inclusive discussion and decision-making. FWHS, the City of Fort Worth, DFWI and FWISD pledge to help facilitate this process.

D. Area Trends and Downtown Development

This RFQ is a unique opportunity to redevelop the one of the largest contiguous parcels of land near Downtown Fort Worth. The Downtown area has undergone significant public and private investment in the last decade. FWHS is working closely with its partners and community throughout the RFQ process.

Butler Place is adjacent to downtown Fort Worth, the major employment center for one of the fastest-growing cities in the United States. Stakeholders of this endeavor are eager to shape a catalytic project that leverages the growth and popularity of downtown and the urban core and reflects the “can do” attitude of Fort Worth residents. The Site represents an opportunity to capitalize on the growth of downtown and compliment the central business district. FWISD has begun this catalytic process with the designation of the I. M. Terrell Elementary School, located on the site, as the first Visual Performing Arts/ Science, Technology, Engineering and Math Academy (VPA/ STEM) Academy for the city of Fort Worth. The new VPA/ STEM Academy will be for grades nine through twelve, and is expected to open in August 2017. For more information on the VPA/ STEM Academy, please visit FWISD’ website at:

http://www.fwisd.org/pages/FWISD/News/VPA_STEM_Academies_at_I_M_Terr

Fort Worth has experienced tremendous population growth since 2010. The overall population growth of 47 percent since 2000 reflects the phenomenal attraction of new residents to the city. Most of the growth in Fort Worth between 2000 and 2010 occurred outside the city core in the more suburban areas to the north and south of the downtown, medical, and cultural districts. In the past five years, downtown’s population has grown at an annual rate of almost 5.8 percent per year compared with the citywide growth of 2.2 percent per year. Because an increasing number of Fort Worth’s residents are choosing to live near downtown amenities, the residential demand for new, high-quality product continues to grow.

Between 2010 and 2015, the number of people living in Fort Worth over the age of 65 grew by 22 percent compared with 9 percent growth for the entire population. The aging population creates demand for additional health and social services, and it generates opportunities for development of new, denser housing products in the urban core that appeal to senior citizens rather than families with children. The growth is particularly prominent in the downtown area as more seniors are choosing to live in the city’s urban core. Growth of the millennial population between the ages of 15 and 24 years is also on the rise in downtown at a higher rate than in the rest of the

city. As with seniors, millennials are generating demand for walkable urban housing products close to the activity and amenities of the city center.

Downtown's residential renaissance has spread beyond the traditional boundaries of the Central Business District. New apartments, townhomes and condominiums are being built at all compass points around the center city. The availability of large contiguous parcels of land is modest, making the Site highly attractive for residential community development.

For more information on downtown residential and commercial trends, visit here:

<http://www.dfwf.org/research>

IV. SUBMISSION CONTENT REQUIREMENT

A. Cover Letter

A cover letter, which will serve as a certificate of authority, must be signed by an authorized representative of the Developer. The letter shall identify the construction and design entities within the development team and provide the name, title, address, and telephone number of the main contact person(s) for the development team.

B. Executive Summary

Provide highlights of the submission and reasons your team should be selected.

C. Developer Information

1. Describe the role of each firm on the development team and the composition, legal form and organizational structure of development team. Joint ventures should provide all requested information for each member. Please include any consultants or other professional service firms expected to participate in the Project.
2. Provide identification, role and experience of personnel proposed for the Project.
3. Provide a listing of the present workload and capacity of each firm on the development team.
4. Provide a listing of the percentage of time each key member of the development team will commit to the Project.
5. Provide information on any current or pending litigation within last five years relating to services being proposed.
6. Provide amount and types of insurance covering errors and omissions, employee dishonesty, and other risks typically associated with services being rendered.
7. Provide information on the Developer's privacy policy with respect to sharing information with third parties.
8. Provide evidence demonstrating the Developer's capacity to finance a project of the magnitude presented in this RFQ. If required, this information may be confidentially included by Developers as long as this documentation is clearly marked confidential. Developers should identify specific debt and equity capital partners with whom they will be considering the Project.

D. Development Experience and References

1. Provide complete project history for a maximum of five (5) projects from the Developer. Only these projects will be considered in evaluating the qualifications of the development teams. The information must include:
 - Project name and location.
 - Name, address, and telephone number for the project owner, owner's project manager and/or owner's contact person on the project.
 - Description of the project, including type of development and uses.
 - Role and listing of services provided by the Developer and its team or partners for the development.
 - Project start and completion dates.
 - Developer investment and overall development budget.
2. Provide at least three (3) references from current or previous clients.

E. Other Information

Brochures, reports or other project information that the development team desires to submit for consideration may also be included.

F. Signed Certifications and Attachment

As noted in Exhibits B-C.

G. Page Limit

Submission may not exceed a total of 75 pages.

V. EVALUATION/SELECTION CRITERIA

SOQs will be evaluated and rated on, but may not be limited to, the following criteria:

CRITERIA	POINTS
<p><u>Objective Factors</u></p> <p>a. Ability of the firm to meet basic minimum requirements set forth in the RFQ.</p>	<p>10</p>
<p><u>Experience/ Qualifications</u></p> <p>a. Degree to which firm has completed projects of similar scope and size quickly, effectively, and on budget or has background and expertise to complete this project.</p> <p>b. Qualifications and expertise of each team member assigned to the project. Include the resumes of the personnel that will manage the day-to-day activities and a brief description of the manner in which the Project team will be organized and managed.</p> <p>c. Priority will be given to the Developer that has experience developing affordable housing for a variety of income levels and demonstrates the multi-disciplinary expertise required for this type of project.</p>	<p>25</p>
<p><u>Project Approach</u></p> <p>a. Degree to which firm illustrates the overall vision for the project and understands the project, whether from experience with similar projects or from preparatory research and to which Developer’s proposed scope of work addresses the project issues and a good understanding of the market, include projections and/or trends.</p>	<p>25</p>
<p><u>Quality of Work and References</u></p> <p>a. Quality of the proposal and the evaluation of references from other projects done by the firm as well as the proven ability to work with public agencies.</p>	<p>20</p>
<p><u>Financial Capacity</u></p> <p>a. The financial capacity to develop the site and proven ability of developer to possess or attract equity and debt capital for this type of project.</p>	<p>15</p>
<p><u>M/WBE Plan and Section 3 Plan</u></p>	<p>5</p>
<p><u>TOTAL</u></p>	<p>100</p>

Interviews, if desired by FWHS, will be used to identify the top ranking agency(s).

VI. GENERAL CONDITIONS OF THE RFQ

A. General Conditions

1. LATE SUBMISSIONS WILL NOT BE ACCEPTED OR CONSIDERED.
2. FWHS reserves the right to accept or reject any and all SOQs submitted, either in whole or in whole or in part, with or without cause; to waive any informalities of any SOQs; to extend, amend or cancel this RFQ at any time; and, to make the award in the best interest of FWHS.
3. FWHS reserves the right to request additional information, if needed, from prospective contractors.
4. In the event that it becomes necessary for FWHS to revise any part of this RFQ, revisions will be provided in the form of an Addendum to all prospective contractors who picked up or were delivered the initial RFQ, providing a name, address, telephone number, fax number, and e-mail address have been provided to FWHS. FWHS may issue and require Respondents to acknowledge addendums to the RFQ. Submissions must conform to any addenda that may be issued to this RFQ.
5. Submissions that are incomplete or not in conformance with the submission requirements may be eliminated from further consideration. Respondents should note carefully the submission requirements.
6. All SOQs submitted in response to this RFQ will be considered public information and may be made available to the general public (including news media) unless confidential and/or proprietary information is submitted under separate cover and is clearly designated as such.
7. The Respondent shall provide a presentation, if requested to do so by FWHS.
8. Respondents may modify or withdraw a submission prior to Submission Deadline by an authorized representative of that organization. All submissions will become the property of FWHS after the Submission Deadline.
9. The Respondent affirms that he/she is of lawful age and that no other person, firm, partnership, or corporation has any interest in this submittal or in the contract proposed to be entered into.
10. The Respondent affirms that its SOQ is made without any understanding, agreement or connection with any other person, firm, partnership or corporation making a submittal for the same purpose, and is in all respects fair and without collusion or fraud.

11. The Respondent has carefully read the provisions, terms, and conditions of the SOQs document and does hereby agree to be bound thereby.
12. FWHS retains the right to negotiate with the selected firm. This RFQ may culminate in multiple negotiated agreements between FWHS and the selected Developer. Nothing in this RFQ, any statements made by FWHS or its employees shall constitute an agreement or contract of any kind.
13. Additional services and/or service adjustments may be added or deleted during the life of any contract awarded hereunder as mutually agreed upon in writing between FWHS and respondent.
14. Respondent must meet FWHS's insurance and indemnification requirements set forth herein in the attached sample contract.
15. The respondent will not offer any gratuity, favor, or anything of monetary value to any officials or employee of FWHS for the purpose of influencing consideration of a response to this SOQ.
16. FWHS reserves the right to disqualify any submission that may present a conflict of interest between Fort Worth Housing Solutions, its employees or Board members, Respondent, or parties identified in the submission.

B. Acceptance of RFQ and Contract Terms

Respondent's submission of a SOQ in response to the RFQ shall constitute acceptance by the Respondent of the terms and conditions of this RFQ. In the event that the Respondent's SOQ is accepted for contract award, the Respondent agrees to enter into a contract with FWHS for Master Development services.

C. Contract Award

Subject to the rights reserved in this RFQ, FWHS will award the contract by written notice to the selected Respondent (the "Developer"). The award of the contract is subject to the approval of the FWHS Board of Commissioners and/or the FWHS President, and it shall be conditioned on the successful negotiation of revisions, if any, to the SOQ, recommended as part of the evaluation of SOQs.

A contract shall be awarded in accordance with the terms and conditions of this RFQ to the Respondent whose SOQs is most advantageous to the FWHS considering price, technical and other factors as specified in this RFQ, FWHS reserves the right to negotiate and award any element of this RFQ, to reject any or all SOQs or to waive any minor irregularities or technicalities in SOQs received as in the best interest of FWHS.

D. No Warranty

Respondents are required to examine the RFQ, scope of services, and instructions pertaining to the services requested. Failure to do so will be at the Respondent's own risk. It is assumed that the Respondent has made full investigation as to be fully informed as to the extent and character of the services requested. No warranty or representation is made or implied as the information contained in this RFQ.

E. Expense of RFQ Submission

All expenses incurred in the preparation and submission of the SOQs to FWHS in response to this RFQ shall be borne by the Respondent.

EXHIBIT A

URBAN LAND INSTITUTE ADVISORY PANEL REPORT

EXHIBIT B

HUD FORMS

Instructions to Offerors Non-Construction (HUD-5369-B)

Certifications and Representations of Offerors - Non Construction (HUD 5369-C)

General Conditions for Non-Construction Contracts (HUD-5370-C)

EXHIBIT C

FWHS FORMS

Business References
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