

**REQUEST FOR PROPOSALS
FOR PURCHASE AND DEVELOPMENT
FOR HOUSING/MIXED USE
OF CITY-OWNED
“GRAIN BELT MARSHALL STREET SITE”
(1215-19 MARSHALL STREET N.E.
MINNEAPOLIS, MINNESOTA)**



(View to West: Marshall Street site in foreground, rear of Grain Belt Office Building to left, and fully-renovated Historic Grain Belt Brewhouse in background)

SUBMISSION DEADLINE – Monday, August 1, 2011, 4:00 P.M.

City of Minneapolis – Community Planning and Economic Development
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for issues specific to this RFP

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EXHIBITS:

1. [National Register of Historic Places Report \(1990\)](#)
2. [Replat of Marshall Street Site](#)
3. [2006 Archaeological Report on Orth Brewery foundation ruins](#)
4. [SDC Development Plans & Elevations for Site](#)
5. [Representative Floor Plans of Grain Belt Office Building](#)
6. [Q & A Document from 2009 Grain Belt Office Building RFP](#)
7. [Driveway/Ingress-Egress Easement for Grain Belt Office Building](#)
8. [Grain Belt Office Building Asbestos & Hazardous Materials Survey](#)
9. [HPC report on Office Building & drainage improvements](#)
10. [City-SHPO Legacy Grant Letter of Agreement](#)
11. [MPCA Closure Letter on Petroleum Tank Release](#)
12. [Travel Demand Management Plan \(2006\)](#)
13. [Appraisal of Housing Parcel \(March 2011\)](#)
14. [Appraisal of Grain Belt Office Building \(April 2011\)](#)
15. [Environmental Investigation Report \(2003\)](#)
16. ["Consent for Release of Response Data" Form](#)
17. [CPED "Offer to Purchase" Form](#)

I. INTRODUCTION

The City of Minneapolis is hereby issuing a Request for Proposals (RFP) for a housing/mixed use development on a City-owned site located at Marshall Street and 13th Avenue in the Grain Belt Brewery Area Redevelopment Project in northeast Minneapolis. This RFP is limited to Grain Belt Marshall Street Site located within the boundaries of the Redevelopment Project. The Grain Belt Marshall Street site consists of two parcels: 1) a vacant land parcel at 1219 Marshall St. (the “Housing Parcel”); and 2) the historic Grain Belt Office Building at 1215 Marshall St. (the “Office Building Parcel”), which is associated with the Grain Belt Brewery complex. The City’s goals for this site are the development of new multifamily housing and the renovation of the existing office building to accommodate neighborhood-oriented, pedestrian-scale mixed-use commercial/retail/office uses.

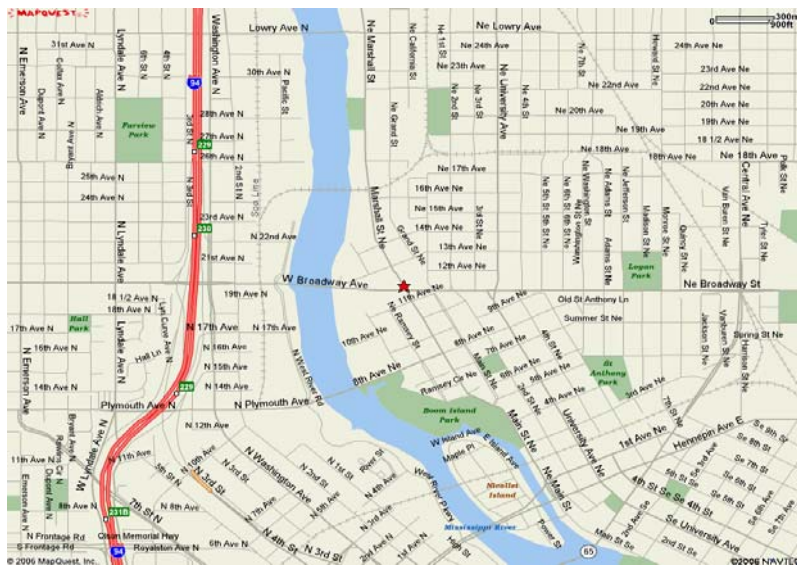


Figure 1. 1215 and 1219 Marshall Street NE, mapquest.com



Figure 2. 1215 and 1219 Marshall Street NE

Grain Belt Redevelopment Area

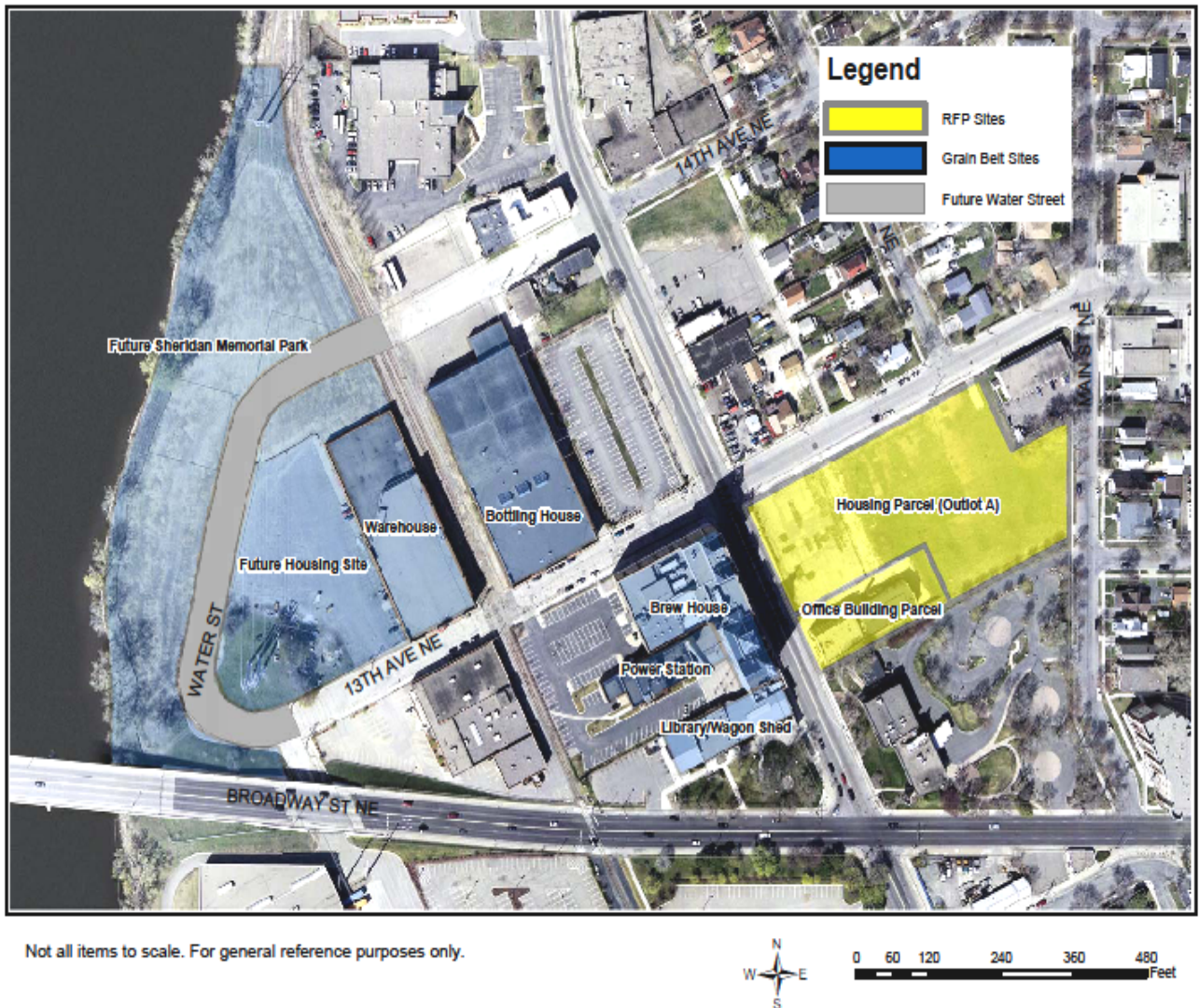


Figure 3. Grain Belt Redevelopment Area

II. THE CITY'S FLEXIBLE APPROACH TO THIS RFP

While the RFP encompasses both the Housing Parcel and the Office Building Parcel, the City has adopted a flexible approach on this RFP and is allowing developers the option to submit proposals for just one of the parcels. A developer may therefore submit a proposal for the Housing Parcel, or for the Office Building Parcel, or a unified proposal for both. Due to the close interrelationship between the two parcels, the City is, however, encouraging developers to consider a unified proposal because it is the simplest and most direct way to maximize the development potential of the entire site and to achieve a high degree of integration and consistency. In the event that developers choose to propose on only one parcel, they must be prepared to work in close coordination with the developer selected for the other parcel in

order to create complementary projects of high quality and with the same level of integration and consistency. The City will facilitate the coordination of each developer's plan/proposal.

III. GRAIN BELT BREWERY AREA DEVELOPMENT OBJECTIVES

The Minneapolis Comprehensive Plan identifies the river corridor as a study area where future changes can be anticipated. The study specific to the area, entitled *Above the Falls*, is consistent with these development objectives for the Grain Belt Brewery complex. The upper river area is considered a part of the City where there is need for improvement in the park system and the creation of stronger greenway connections to nearby neighborhoods currently isolated from riverfront facilities and amenities. The Minneapolis Plan for Sustainable Growth also shows the Grain Belt Brewery Area as part of an Activity Center that would support multifamily housing development. The *Above the Falls* study refers to the Grain Belt Brewery complex as one of the great architectural and cultural resources of the Upper River and the most significant landmark in Northeast Minneapolis.

A. Vision

The vision for the Grain Belt Area Redevelopment Project involves a varied yet cohesive mix of land uses complementing and enhancing the historic character of the brewery complex. Such uses might include neighborhood commercial services, including hospitality and restaurant facilities; residential uses, perhaps including residential units above ground-floor commercial uses; arts and arts-related uses; light industrial uses, including sound and video production facilities, that are compatible with commercial, residential and recreational uses; a corporate headquarters complex that includes retail and recreational uses; and a public riverfront attraction, including a park and activity node. While the uses listed are appropriate for the overall Grain Belt campus, not all of them are appropriate for the Marshall Street site or allowed under the existing zoning (e.g. industrial uses).

B. Objectives

The City of Minneapolis seeks to achieve the following objectives within the Grain Belt Brewery Area Redevelopment Project:

1. Preserve the historic and landmark nature of the brewery complex through the renovation, reuse and interpretation of the historic buildings.
2. Improve public access to and enjoyment of the Mississippi Riverfront.
3. Encourage development that can become the key focus of the revitalization of the Upper Riverfront area and that complements and encourages other revitalization efforts in the area through the removal of blight and uses that are not supportive of the vision for the area.
4. Encourage appropriate residential development that maximizes the value of the riverfront amenity and the historic setting.
5. Retain and provide job opportunities for neighborhood residents.
6. Enhance the tax base of the City.

C. Marshall Street Northeast and other Streetscape Improvements

Future improvements to Marshall Street Northeast, a County maintained street, are expected that will redesign this heavily-used thoroughfare into a boulevard that will be "greener, less

cluttered, and safer.” It is also a goal to improve 13th and 14th Avenues Northeast between Marshall Street and the river, to make these streets attractive gateways with landscaping and infrastructure to promote pedestrian and bicycle movement from the neighborhood to the riverfront. Hennepin County has completed the Marshall Main Street Corridor Plan, but there is no timetable set for completion or funding identified in the Hennepin County Capital Budget for the project. For more information contact Andrew Gillett at (612) 348-4949.

D. Grain Belt Brewery Complex

The Grain Belt Brewery area includes a mix of building types and uses, including the eight buildings that make up the brewery complex, other commercial and industrial buildings, and some residential structures. Along the riverfront, the Minneapolis Park Board acquired and assembled two privately-owned riverfront properties: the former foundry and the Minneapolis Commodity property. The Park Board has now combined these properties with some riverfront property that it acquired from the City in 2008 to create the “Sheridan Memorial Park,” which is currently under development. This new park is located on the east bank of the Mississippi, River just one block away from the Marshall Street site.

E. Marshall Street Housing Parcel and Grain Belt Office Building Parcel

The Marshall Street Housing Parcel has been vacant and undeveloped for several years due to the downturn in the ownership housing market in mid-2000’s and the recession that began in 2008. With an economic recovery now underway, the City is seeking development proposals for this valuable parcel, which is one of the last undeveloped sites in the historic Grain Belt Brewery area.

The Grain Belt Office Building, located on the Marshall Street site, is locally designated as an important historic structure and listed on the National Historic Register of Historic Places as part of the Minneapolis Brewing Company Historic District. The **specific objectives for the Office Building** are:

- Reactivating this historic building with commercial, office, and/or retail uses consistent with the building’s character
- Rehabilitating and redeveloping this structure in a manner sensitive to the historic nature of the building.
- Identifying a commercial use for this property that brings jobs and commercial activity to the area.

To view the full **Amended Grain Belt Brewery Area Development Objectives** go to: <http://www.ci.minneapolis.mn.us/planning/docs/AmendedGrainBeltDev.pdf>.

(Please note that the Grain Belt Marshall Street Site is referred to as “**Site 1**” in the site description section on page 6 of this document).

To view ***Above the Falls*** study go to:

<http://www.ci.minneapolis.mn.us/master-plans/above-falls/index.asp>

The Above the Falls Master Plan is currently subject to a policy review and implementation study. More information is available here:

http://www.ci.minneapolis.mn.us/cped/above_the_falls.asp.

It is not anticipated this will directly affect the scope of the RFP, but may have implications for the broader context of the area.

IV. SITE FACTS

The Grain Belt Marshall Street site consists of a vacant development parcel (1219 Marshall) and the existing historic Grain Belt Office Building (1215 Marshall). The entire site is owned by the City of Minneapolis and is approximately 3 acres in area (132,133 sq. ft.), including the portion of the site occupied by the Office Building.

A. Background of Grain Belt Brewery Area

1. **General Information:** In 1989, the City of Minneapolis acquired the 14-acre Grain Belt Brewery complex in Northeast Minneapolis. To date, the City has successfully sold all the historic structures except for the Grain Belt Office Building. The Brew House and Boiler House were sold to Ryan Companies in 2000 (both are now leased to RSP Architects for their corporate headquarters). The Wagon Shed and Shop buildings were sold to the Minneapolis Public Library in 2002 for reuse as the Pierre Bottineau Library. The Warehouse and Bottling House were sold to Artspace Grainbelt LLC in 2005 as lease space for artists and creative businesses.

With the success of the Brew House redevelopment, the City's efforts focused on finding a developer for housing infill within the Grain Belt Brewery complex. The Marshall Street Site was originally offered for sale and development under an RFP that was issued in September of 2000. Through this RFP, the Sheridan Development Company (SDC) was selected as the developer for the Marshall Street site (including the Office Building) and also the "riverfront housing site" along the Grain Belt riverfront. However, SDC was ultimately unable to proceed with the development of either of these sites and lost its development rights to both at the end of 2006. The City is currently involved in planning and predevelopment activities on the riverfront site and anticipates the issuance of an RFP for housing development on this site in 2012 or 2013.

The City then made a decision to hold off on the issuance of a new RFP for the Housing Parcel due to the downturn that was beginning in the ownership housing market and the adverse economic conditions created later by the recession of 2008. At the same time, the City decided to separate the Housing Parcel from the Office Building Parcel to allow a stand-alone development and to proceed with the issuance of an RFP for the Office Building Parcel only. RFP's have been issued over the past 4 years for the Office Building Parcel but none of them produced a proposal that met the approval of the City Council.

The City has now decided to repackage these two parcels as the Marshall Street site and to issue a new RFP for the development of both under a common timetable.

2. **Historical Status:** The Grain Belt Brewery complex (which includes the Office Building at 1215 Marshall) received local designation as a historic property in 1977 and was placed

on the National Register of Historic Places in July 1990. Redevelopment of the Office Building and the development of housing on the Housing Parcel must therefore comply with federal, state and local historical preservation regulations. The National Register of Historic Places report is included as **Exhibit 1**.

The historic status of the Grain Belt Brewery complex brings with it certain design standards regarding the renovation and reuse of the buildings. The Minneapolis Heritage Preservation Commission (HPC) regards the Grain Belt Brewery complex as being of utmost importance to the City of Minneapolis, both for its historical importance and its commanding architectural presence. The National Park Service, which placed the complex on the National Register of Historic Places, and the Minnesota State Historic Preservation Office have design standards and specifications that must be adhered to in order to receive federal tax credits for renovation, pursuant to historic review procedures of Section 106 of the National Historic Preservation Act. The HPC will review all applications for permits related to buildings in the Grain Belt Brewery complex.

- 3. Character and Historical Uses:** In the context of Minneapolis industrial development, the Minneapolis Brewing Company Historic District is significant under National Register Criterion A for its representation of an important agricultural product processing industry that has been, and continues to be associated with the Upper Midwest. The brewery was one of the leading industries in the city around the turn of the century and the Minneapolis Brewing Company is the only identifiable property associated with such a business in Minneapolis. The 1883 Grain Belt Office Building has elements of the Richardson Romanesque design. The brewery complex is a distinctive form of industrial architecture that is functional in character and reflective of the strong ethnic identity of the building's architects.

The 1990 registration for historic designation of the Minneapolis Brewing Company Historic District includes descriptions of the contributing structures. Information related to the Office Building includes the following:

In 1893 the Minneapolis Brewing Company built a two-story, rectangular office (the Office Building) directly across Marshall Street from the 1904 malt elevator. It has a limestone foundation, cream brick walls, and elements of Richardsonian Romanesque design. The three bay façade is dominated by a projecting, one-story portico with a semicircular stone arch supported by two polished granite columns with enriched capitals. Adorning each corner of the stone balustrade are two sets of carved beer steins decorated by circular and floral motifs. The recessed entrance is flanked by two 1/1 double hung sash windows and corner pilasters, while the second story has three pairs of the same windows. An iron "OFFICE" sign in relief is centered below the cornice, which has a wide band of patterned brick and successive corbels terminating in an arcade table. The building is crowned with a small arcaded parapet above the middle bay, which is stabilized by flanking carved consoles and capped by a pair of finials carved in the shape of stylized hop plants. Two similar motifs decorate the corner pilasters. The south wall is pierced by a series of foundation level windows, and seven 1/1 double hung sash aligned on the first and second floors. The same patterned brick and corbelling extend the length of the wall. The north elevation is essentially the same as the south side, but has a small brick extension that provides access to the building's lower level. All windows have stone sills and lintels. In 1910

the office length was doubled with a 1 1/2 –story, 85’-long addition, which used identical materials, and incorporated a hipped, leaded glass roof for nearly the entire length of the building. The Office interior has original patterned wainscoting in the 1893 section, while the 1910 addition has a tile mosaic floor, dentil frieze, and decorative logos in each gable. There is a walk-in vault on each floor. The basement level of the addition was known as the Friendship Room, a multi-purpose space equipped with dining tables and a bar for annual meetings, informal gatherings, and public parties.



While the landmark Grain Belt Brewhouse was vacant at the time of purchase in 1988, the Office Building did have continued occupancy from 1988 up until 1999. The Office Building is currently vacant but stays heated during the winter season. It has been sandbagged during the spring rainy season to minimize water infiltration into the building, although the City’s installation in the fall of 2010 of a new storm sewer has alleviated many of these problems. In 2010, the City also received Legacy Amendment Grants for \$175,000 from the State of Minnesota which it will be utilizing this spring to address the remaining water infiltration issues.

4. **Location:** The Marshall Street site is located in the Sheridan Neighborhood of Northeast Minneapolis, approximately one and one-half miles from the Minneapolis Central Business District. The neighborhood extends from Washington Street NE, west to the Mississippi River, and from Broadway Street NE, north to 17th Avenue NE. Historically development was industrial, but today the City of Minneapolis and others are working to recreate the neighborhood with more variety of land uses.

The Marshall Street site has strong transportation connections to surrounding communities. Automotive traffic passes the site along Broadway at a rate of 15,000 average daily trips (According to Minneapolis Public Works year 2006 data). To the East,

Broadway connects to 35W and St. Paul. It also intersects with West River Parkway and across the Mississippi to I-94.

The site is serviced by the Metropolitan Transit bus system with direct links to the downtown business district. Both route 11 and 824 are within walking distance from the property. Route 11 connects the site to Columbia Heights, Fridley, Downtown Minneapolis, and South Minneapolis, while route 824 connects Coon Rapids, Blaine, Spring Lake Park, Fridley, Columbia Heights, Minneapolis, and Downtown Minneapolis. Route 32 (service to Robbinsdale, Lowry Avenue, Rosedale) along Marshall is within walking distance of the site as well.

B. Marshall Street Site Information

1. **Plat:** In 2009, the City replatted the Marshall Street site. This replat, which is included as **Exhibit 2**, divided the Marshall Street Site into two parcels:
 - **The Housing Parcel (Outlot A)** is approximately 108,872 square feet in area or 2.5 acres and includes all of the City-owned land reserved for the future Plaza and multi-family housing development.
 - **The Grain Belt Office Building Parcel** is Lot 1, Block 1, Minneapolis Brewing Company Addition to Minneapolis.
2. **Zoning:** Most of the Marshall Street Housing site is zoned C1 Neighborhood Commercial District with the easterly portion of the site zoned R5 Multiple-family Residential District. A housing reuse is permitted under both C1 and R5 categories and would allow a density of 155 units on Outlot A, but that may or may not be obtainable after setbacks, parking, building height, and floor area ratio are considered. A replat of Outlot A will be necessary before development. The City is assuming that a re-zoning application will be required to eliminate the split zoning and/or to adjust the zoning districts to match proposed lot lines and will work with the selected developer with regard to this application.

With regard to Office Building Parcel, this parcel is zoned entirely C1.

For more information on the zoning code refer to www.ci.minneapolis.mn.us/zoning/code/.

3. Housing Parcel (Outlot A):

Development proposals for the Marshall Street Site should maximize the potential of the site, demonstrate a high level of architectural creativity and amenities, and include a quality design with the character, materials and placement compatible with the existing Grain Belt Office Building. Any new construction must be limited in height so as not to interfere or compete with the historic Brewhouse in terms of massing or height.

The zoning classifications on the Housing Parcel limit the height of construction to 2.5 stories or 35 feet, whichever is less. However, this limit could be increased through a conditional use permit or as a part of a Planned Unit Development. A development proposal of 3-5 stories and in excess of 155 housing units may be acceptable, although City support would depend in large degree on the overall design and its conformance to adopted policies and plans. The Grain Brewery Area Development Objectives, which also

address the question of height limits, include the requirement that new building construction cannot be so tall that it blocks views of the Grain Belt Brewhouse or impinges upon its silhouette, or in any way interferes or competes with it in terms of massing or height.

Development proposals for the Housing Parcel must include two essential design elements:

- **Pedestrian Promenade:** Development plans must include a promenade from Main Street to Marshall Street to facilitate public access and pedestrian circulation throughout the development. This promenade should also provide a grand pathway with attractive amenities across the site and create a “view cone” that will preserve the vista of the Historic Grain Belt Brewhouse as seen from its eastern border of the site near Main Street.
- **Brewery Square Plaza:** Building plans for the proposed housing development must have sufficient setback from Marshall Street for the development of a public plaza, which must also be connected to the pedestrian promenade. The selected developer of the Housing Parcel is required to construct this plaza as part of the private development and to make it accessible to the residents of the development and to the general public. The plaza will run from Office Building Parcel northward to 13th Avenue NE and will be approximately 175 ft. x 115 ft. in size (about 20,000 sq. ft.), which will encompass the underground foundation ruins area described below.

Like the Office Building Parcel, the Housing Parcel lies within the boundaries of the Grain Belt Historic District/Landmark. Development of this Parcel will therefore require involvement of the Minneapolis Heritage Preservation Commission (HPC) and the Minnesota State Historic Preservation Office (SHPO).

The Housing Parcel is also the location of historical foundation ruins which are underground near the Marshall Street side of the parcel. Consequently, the State Historic Preservation Office (SHPO) required that an archeological study be conducted on this part of the Marshall Street site. A preliminary study, which was done in 2006, more precisely identified the location of building foundations from the 1850 Orth Brewery complex underneath the site in the area designated for the public plaza (see **Exhibit 3**). SHPO has determined that the foundations cannot be removed or built over because of their historic significance. Therefore, the public plaza created above must not disturb these underground foundation ruins and also must include elements to commemorate the Orth Brewery that once existed on this site. An update to this 2006 archeological report is currently in process and will be made available on CPED’s webpage for this RFP as soon as it is completed. The report is expected to be completed in June 2011.

Also attached is a copy of the development plans from the previous developer (Sheridan Development Company). These plans are included in this RFP as one illustration of how to approach the development of a public plaza over these historic foundation ruins, and the creation of a public promenade across the site to preserve the vista of the Historic Grain Belt Brewhouse (**Exhibit 4**).

The Development Objectives which govern the Marshall Street site permit the development of rental or ownership housing. However, if any respondent to the RFP is considering a rental housing project, the City recommends that the proposed construction plans meet City code standards for condo conversion to allow the possibility of future conversion to an ownership project.

For all of the criteria, goals, and restrictions that govern the development of the Marshall Street Site, please refer to the “Amended Grain Belt Development Objectives” at:

<http://www.ci.minneapolis.mn.us/planning/docs/AmendedGrainBeltDev.pdf>.

4. Grain Belt Office Building Parcel (Lot 1, Block 1):

The dimensions of this parcel are 241.37 x 96.37 feet which provides an area of 23,260.827 square feet or 0.53 acre. The gross building area is 19,316 square feet with rentable area of 14,294 square feet including 3,200 square feet of basement space with lookout windows. The redesign of interior spaces during rehabilitation of the structure may somewhat increase rentable area. The size of the Office Building Parcel allows 35 car spaces.

The historic Office Building must be preserved as part of any proposal for the Marshall Street Site. The rehabilitation of the Office building is subject to historic preservation regulations, and will require the involvement of the Minneapolis Heritage Preservation Commission (HPC) and the Minnesota State Historic Preservation Office (SHPO). It will also be eligible for federal historic tax credits because of its designation.

Reuses of the Office Building could include commercial, office, and/or retail, and possibly a microbrewery. A microbrewery operation would be an interesting use of the building given the area’s historic association with breweries. However, RFP respondents should be advised that a microbrewery use could create zoning issues since the current zoning code does not reflect recent trends in this industry. Under current rules, a small brewing operation would be limited to 1,200 square feet in the C1 District as a conditional use permit under the category of “limited production and processing.” Anything larger would require a variance or possibly an industrial rezoning which may or may not be supported by the City.

Representative plans of the Office Building are included as **Exhibit 5**. RFP respondents are also advised to carefully review the Office Building appraisal (**Exhibit 14**) which contains additional detailed information about the building.

Also attached is a “Questions & Answers” document related to the last RFP for the Grain Belt Office Building issued in late 2009 (**Exhibit 6**). However, please note that the zoning information referred to in this Q & A document is outdated, and RFP respondents should instead refer to the zoning information included in the text of this RFP.

- a. **Easement:** An easement (**Exhibit 7**) was created as part of the 2009 replat to facilitate the development of the Office Building separately from the housing parcel, since the housing parcel, up until now, has been on a different development timeline. This easement is located on Outlot A which includes all of the City-owned land

reserved for the future public plaza and multi-family housing development. The easement permits the creation of a driveway for ingress/egress to the Office Building and access to its 35 parking spaces. The dimensions of the easement are 22 X 241.37 feet and the easement is described as follows:

“An easement for driveway purposes over and across that part of Outlot A, Minneapolis Brewing Company Addition, according to the recorded plat thereof, Hennepin County, Minnesota, being a 22.00 foot wide strip of land, the southeasterly line of which is described as follows:

Beginning at the most westerly corner of Lot 1, Block 1, said Minneapolis Brewing Company Addition; thence northeasterly along the northwesterly line of said Lot 1 to the most northerly corner of said Lot 1 and there terminating.”

- b. **Asbestos and Hazardous Materials:** The City contracted with Groundwater & Environmental Services, Inc. to prepare the **Asbestos & Hazard Survey Report** for the Grain Belt Office Building or “Office Building.” This report, dated July 21, 2006, is attached (**Exhibit 8**). This report reflects dated materials that have not been updated.
- c. **Drainage Study:** The City contracted with Loucks Associates to perform a drainage study on the Office Building site to determine the source and extent of water infiltration into the basement of the building. The resulting study, dated August 27, 2008, indicated multiple sources of water infiltration into the Office Building: perched groundwater that seeped into the building; surface runoff that drained towards the building; faulty roof gutters; lack of window well drainage; and storm sewer backup from downstream piping systems. Remedies for curing the drainage issues involved various treatments, including the up-grade of public storm sewer and the private storm sewer along the south side of the building. A report to the Minneapolis Heritage Preservation Commission, dated February 15, 2011, explains the measures that the City has already taken, and that it will be taking, to address water infiltration issues (see **Exhibit 9**).

In fall of 2010, the City installed a new storm sewer line across the site from the Office Building to 13th Avenue NE to accomplish the required separation of the storm and sanitary sewers and to help address the water infiltration problem of the Office Building. In the event that different developers are selected through this RFP for the Housing Parcel and the Office Building parcel, then the City will be dedicating a utility easement for this new storm sewer line. As mentioned earlier, the City is also using Legacy Grants of \$175,000 received from the State of Minnesota to implement additional measures recommended in the Loucks report for addressing problems associated with water infiltration in the basement. The contractor has been selected and the work should be completed by mid-summer of this year. The Office Building also has roof-related water problems that the City may or may not be able to address depending upon how much of the Legacy grant is needed to correct the basement-related problems.

The City’s Legacy Grant agreement with SHPO (**Exhibit 10**) requires that the eventual developer of the Office Building commit to owning and maintaining it in satisfactory

manner for a period of 20 years, with any visual or structural alterations to the building subject to SHPO's consent.

- d. **MPCA Request for Additional Work on LEAK Site 00003719:** On April 20, 2009, the MPCA issued a notice to the City requiring the reopening of a closed LEAK Site at the Grain Belt Brewery complex in order to conduct a soil vapor intrusion investigation and to complete two test borings. The soil vapor intrusion investigation included soil vapor testing within the Office Building and one soil boring on land adjacent and south of the Office Building. All testing was completed and the MPCA provided its closure letter to the City dated August 27, 2010 (**Exhibit 11**).

C. Travel Demand Management Plan

A Travel Demand Management Plan (TDMP) was prepared in January 2006 by Biko Associates in connection with the development plan proposed by Sheridan Development Company, the previous developer of the Marshall Street Site. For informational purposes, a copy of this TDMP is included as **Exhibit 12**. However, the Minneapolis Public Works Department will likely require a new or revised TDMP for future housing development on the site. A stand-alone development proposal for the Office Building will not trigger a TDMP revision.

V. ESTIMATED FAIR REUSE VALUE OR SALES PRICE

The City's asking price for the Housing Parcel is its fair market value of \$1.4 million, based on an appraisal received in March 2011 (**Exhibit 13**). The City's asking price for the Grain Belt Office Building Parcel is its fair market value of \$50,000, which is based on an appraisal received in April 2011 (**Exhibit 14**).

The appraisal for the Office Building assumes that all basement-related water infiltration problems will be resolved by the City before the property is sold or transferred. It also assumes that roof-related water problems will not be resolved by the City but will have to be addressed by the selected developer. However, in the event that the City does expend funds for repairs or improvements to the roof prior to a sale or transfer of the property, the City reserves the right to adjust the asking price to reflect any change in market value resulting from such repairs or improvements.

The offering prices proposed by RFP respondents will be one of a number of criteria for evaluating proposals. It is City policy to sell property at or above its fair reuse value. Writedowns from that value are considered public financial assistance and may trigger other requirements for the projects, and are therefore discouraged.

Since the City is selling these two parcels "as-is," it is the developer's responsibility to correct and pay for all costs associated with environmental problems, which include (but are not limited to) soil problems, lead-based paint, asbestos, mold, or tar. A copy of a 2003 environmental investigation report on the Marshall Street site is included as **Exhibit 15**. If a proposal requires environmental investigation and/or remediation of the Site, the City, subject to City Council approval, will sponsor a future pollution grant application upon the developer's request. The developer will be responsible for all costs associated with the grant application. Any potential proposer may reasonably conduct its own environmental testing of the property

by contacting the department contact person, entering into a Right of Entry Agreement with the City and providing the requisite insurance coverage.

VI. PUBLIC ASSISTANCE

The City has a number of financing programs available for businesses and real estate projects that qualify. Please refer to the “City Financial Assistance” section of the City’s website for more information on housing development assistance programs (www.ci.minneapolis.mn.us/cped/housing-development.asp) and business development assistance programs (www.ci.minneapolis.mn.us/cped/business_assistance.asp). Projects may also qualify for other types of non-City public financial assistance such as grants for brownfield investigation and/or remediation (see the “Other Financial Assistance” business assistance section at the link above). The City contact person managing the RFP process can help to identify City programs and other financing tools for specific types of redevelopment. Please note that the use of public financial assistance, including write-downs on the market value of property, will be based on demonstration of need and may trigger other requirements for the project.

VII. CITIZEN PARTICIPATION

The Sheridan Neighborhood Organization (SNO) is recognized as the official neighborhood organization to be consulted in the review of plans and proposals for the Marshall Street site since it is physically located in the Sheridan neighborhood. Below is a link to SNO’s website, which also includes related neighborhood plans, documents, etc.:

<http://www.sheridanneighborhood.org/nrp/development.html>.

VIII. DIVERSE PROJECT PARTICIPATION

The City of Minneapolis encourages the use of businesses owned by women or minorities in the procurement of goods, professional services and construction. Should the selected respondent seek City assistance in developing the parcel, that party would be required to comply with the Small & Underutilized Business Enterprise Program (SUBP), as detailed in Chapter 423 of the Minneapolis Code of Ordinances. Participation goals would therefore be established prior to the construction phase.

The SUBP Ordinance may apply to any construction/development project that receives public financial assistance (see www.ci.minneapolis.mn.us/subp/subp_faqs.asp). Such business arrangements should be identified in the proposal. Documented efforts and results will be considered favorably during the review and selection process.

IX. MINNESOTA GOVERNMENT DATA PRACTICES ACT

A proposal is subject to the Minnesota Government Data Practices Act, Minnesota Statutes Ch. 13 (the “Act”). Generally, a response to an RFP is classified as “business data” pursuant to Section 13.591 of the Act. However, to satisfy the City’s citizen participation requirements, the City requires each proposer to authorize the City to share the contents of its proposal at one or more public meetings. Therefore, each proposer shall execute and submit a “Consent for Release of Response Data” form, which is included as **Exhibit 16**. Failure to submit the “Consent for Release of Response Data” will be grounds for rejection of the entire proposal

as unresponsive. Notwithstanding the foregoing, if proposers are being asked to provide financial statements as part of the RFP response and/or review, proposers may submit such financial statements confidentially under separate cover pursuant to the Act.

X. PROPOSAL SUBMISSION

Proposers must submit copies of their proposals as follows:

- One unbound copy
- Eight bound copies
- One electronic version in Microsoft compatible or PDF format on CD, including Excel files for project financial information as described above.

Proposals must be on standard 8 ½” by 11” paper. Foldouts containing charts, spreadsheets, drawings, and oversized exhibits are permissible as long as they are packaged with the proposal. Proposals and supporting documentation must be submitted in a package labeled “**Grain Belt Marshall Street Site**” and sent to:

City of Minneapolis
Community Planning & Economic Development
Attention: Jerry LePage
105 Fifth Avenue South, Suite 200
Minneapolis, MN 55401

Faxed proposals will not be accepted. Proposers may choose to provide additional copies if and when invited to do so for presentation purposes. Submissions will not be returned.

Proposals shall be delivered to the City on or before **4:00 P.M., Monday, August 1, 2011**. Proposals received after the deadline will not be accepted. It is neither the City’s responsibility nor practice to acknowledge receipt of any proposal. It is the proposer’s responsibility to assure that a proposal is received in a timely manner.

XI. PROPOSAL CONTENTS

Proposals must include the following information to be deemed complete and responsive and must be in the following order and with corresponding section numbering on tab dividers. The information being requested through this RFP is necessary for the City to adequately evaluate your proposal. Failure to supply the requested information may result in rejection of your proposal. Select items below must be presented in special format as noted. The City is not responsible for the costs incurred by proposers or their subcontractors in connection with this RFP process, including, but not limited to costs associated with preparing a proposal or associated with participating in any presentations or negotiations related to this RFP. Proposals deemed incomplete and/or non-responsive will not be considered.

1. A **cover page** that includes:
 - a. Respondent’s name and mailing address
 - b. Respondent’s current legal status: corporation, partnership, etc.
 - c. Federal tax ID number or Social Security number
 - d. State ID number
 - e. Contact person’s name, title, phone number, and e-mail address

- f. Signature of authorized corporate officer for each entity proposing as a partnership or team
2. A **narrative project description** that includes, but is not limited to, the following information:
 - a. Description of the proposed development (e.g., size of building and square footage of specific components, nature of improvements, parking spaces, anticipated materials and design style, circulation patterns, loading/service provisions, Office Building rehabilitation plan) to be built on the site. For the proposed retail/commercial component of the development, information should be included about the anticipated type of tenants expected, and rents and/or sale prices.
 - b. Project schedule. (If the redevelopment is proposed to be phased, the narrative should clearly define the components and timing of each phase and indicate the nature of the conditions upon which construction of subsequent phases would be based).
 - c. Plan for transportation access, including parking needs.
 - d. "Green" building features, techniques, and/or certifications.
 - e. Exhibits of preliminary schematics, plans, and/or elevations.
3. A **description of the entities involved** in the development team that includes:
 - a. List of development team members, including developer, architect, building owner, property manager, tenants, professional consultants, and any other team members)
 - b. Summary of the development team's track record, including, but not limited to:
 - i. Experience working together and in developing projects of similar type or scale.
 - ii. Information on the location of past projects, their type, their development costs, their development funding sources, their current status, and any continued financial or operating interest in them.
 - iii. Previous relevant development experience working with public entities, including reference contact information.
 - iv. The City may ask for supporting documentation substantiating claims of previous experience.
 - c. Summarize any lawsuits to which the members of the development team or any principals of the development team have been a party.
 - d. Identify the principal person who will speak for the development team and any other key participants who will be involved in negotiating the project terms.
 - e. Specify whether the development team is or intends to form a corporation, a limited liability company, a general or limited partnership, a joint venture or other type of business entity to carry out the proposed development.
 - f. The developer must also provide two years of audited financial statements. If there is a concern about confidentiality, they may be submitted confidentially to the CPED Director under separate cover.
 - g. Please note that design consultants on the team must be licensed in the State of Minnesota and contractors must be licensed to work in the City of Minneapolis. The submission must include a certification that identified team members meet or will meet these requirements.

4. A **development budget** showing the detailed sources and uses of funds for the project. For uses of funds, itemize the estimated costs of the project including site acquisition, hard and soft construction costs, any tenant improvements, and any other project costs. For sources of funds, indicate the type of financing planned – e.g. debt, equity, other – and describe the status of securing those funds. If debt financing is proposed, include a letter of interest, if possible, from a lender to provide financing. Clearly indicate any public financial assistance such as loans or grants to be requested, particularly any from the City. Requested write-downs of the acquisition price below market value will be considered public financial assistance from the City, may trigger additional requirements on the project, and are discouraged. **Please provide one electronic and editable copy of the development budget including all underlying assumptions and formulas in Excel format.**
5. If rental housing units or commercial uses are included in the development proposal, respondents must provide an **operating pro forma** of at least 10 years for the building operation, including the assumptions underlying the income and expense projections, for each component. The pro forma should break out line items for all revenue streams and expense categories and should also clearly indicate assumptions, if applicable, for rental rates, vacancy rates, operating expenses, growth rates, taxes, debt service, and capital reserves. Detailed pro formas in a format acceptable to the City will be required during the negotiation of a redevelopment agreement. **Please provide one electronic and editable copy of the pro forma including all underlying assumptions and formulas in Excel format**
6. If ownership housing is included in the development proposal, respondents must provide information on proposed unit sizes, bedroom distribution, development costs, sales prices, etc.
7. A market study or other information documenting the demand for the proposed housing or commercial uses.
8. A **description of the public benefits** that will result from the development, e.g. the creation or retention of jobs (including the estimated number, type and wage levels), the creation of housing particularly any affordable housing, tax base enhancement, the provision of retail goods and services, and/or activities that generate visitors to the area or benefit the community.
9. A **timeframe for redevelopment**. The schedule should include the time needed to finalize financing, complete design, secure approvals and permits, prepare the site, start & complete construction, and start and complete occupancy and/or lease-up. Identify any conditions that must be met before the proposal can become a reality.
10. An **executed “Consent for Release of Response Data” form (Exhibit 16)**. Proposals that do not include an executed “Consent for Release of Response Data” form shall be considered incomplete and grounds for rejection of the proposal.
11. Respondents must complete the City’s “Offer to Purchase” form (included as **Exhibit 17**) for the parcel or parcels that are proposed for purchase (i.e. the Housing Parcel and/or the Office Building Parcel). Respondents are not required to provide a good

faith deposit on the land with their proposals. However, the development team whose proposal is ultimately selected by the City Council must make the required deposit (10% of purchase price) upon execution of the redevelopment contract.

12. If Respondents are submitting proposals on the Office Building, they must provide the identity of the end user (s) of the Office Building, if known.

13. Any **other information** that would help City staff understand/evaluate the concept.

The contents of the proposal and any clarification to the contents submitted by the successful proposer may become part of the contractual obligation and be incorporated by reference into the redevelopment contract between the selected developer and the City.

XII. EVALUATION CRITERIA

In reviewing potential development proposals, the following criteria are among those that will be considered:

1. Proposed purchase prices to the City for the respective parcels.
2. The experience and the financial and organizational capacity of the developer in successfully planning and completing development projects of similar historic preservation type and scale, on time and within budget.
3. The extent to which the proposed development is in compliance with the Minneapolis Zoning Code, comprehensive plan, redevelopment goals of this document, and other relevant planning documents for the area.
4. Market and financial feasibility of the project and the ability to secure necessary public and private financing
5. Project readiness and feasibility of proposed project schedule.
6. Degree of integration and consistency between the development of the Housing Parcel and the Office Building Parcel that achieves a high quality, complementary overall project, either through a unified proposal for both parcels or a program of close coordination with the developer of the other parcel.
7. The public benefits that would be provided by the project, including the proposed land price and estimated increase in tax base.
8. Minimization of public subsidy, if any.
9. Overall quality of the submission and adherence to the proposal content requirements.
10. Review of related previous experience.
11. The extent to which the historic nature and value of the Grain Belt Office Building would be preserved and enhanced by redevelopment plans.
12. Degree of “green” building techniques and features and energy efficient construction incorporated.

The City may, in its sole discretion, expand or reduce the criteria upon which it bases its final decisions regarding selection of the development team or developer for this site.

A. Citizen Participation

The City of Minneapolis has established a citizen participation process for development projects impacting neighborhoods and values advice/input from the public obtained through this process. The neighborhood group officially designated to provide input on responses to

this RFP is the Sheridan Neighborhood Organization (SNO). Below is a link to SNO's website, which also includes related neighborhood plans, documents, etc.:
<http://sheridanneighborhood.org/nrp/development.html>.

B. Review/Selection Process

An evaluation/review committee composed primarily of City staff will review proposals received by the RFP due date. Input also will be sought from the affected neighborhood organization (s). Some or all of the proposers may be requested to present their proposals to the review committee and/or neighborhood organizations. City staff expects this review process to occur in the weeks following the deadline.

The review committee will then make a recommendation as to which developer or developers best meet the evaluation criteria for the two parcels. This recommendation will be considered by the CPED Director and then forwarded to the City Council for action. The goal is to have a recommendation before the City Council in November 2011.

If the City Council selects a development proposal or proposals that do not entail any additional public assistance, staff will proceed to negotiate with the selected developer or developers the terms of the proposed land sale. If a selected proposal requests additional public assistance, staff will determine what types of further analysis, underwriting and/or other processes are required. Unless further analysis indicates that a selected proposal is infeasible, staff will negotiate the terms of the proposed transaction during this period.

Once redevelopment contract terms have been negotiated and any further analysis completed, staff will return to the City Council for a land sale public hearing and consideration of approval of the land sale and related terms.

The City reserves the right to reject any or all proposals or parts of proposals, to negotiate modifications of proposals submitted, and to negotiate specific work elements with a proposer into a project of lesser or greater magnitude than described in this RFP or the proposer's reply.

XIII. RFP INQUIRIES

Two site visits will be available to interested parties to learn more about the Housing Parcel and the Office Building Parcel. These visits will be held on **Thursday, May 12, 2011, at 1:00 P.M.**, and on **Thursday, May 19, 2011, at 2:00 P.M.** If you are interested in these site visits, please assemble in front of the Grain Belt Office Building at these times. The Office Building will be open for viewing for only 1 ½ hours on these days. **A Pre-proposal Meeting** will also be held on **Thursday, June 16, 2011, from 1:00 to 3:00 P.M.** at the Grain Belt Office Building located at 1215 Marshall Street NE (please note new date and location) with City staff and interested parties to allow staff to address any questions.

Except for this pre-proposal meeting, prospective proposers may only direct questions in writing to the **CPED contact person**. The CPED contact person is the only individual who can be contacted about the RFP before the proposal deadline. The CPED contact person cannot vary the terms of the RFP. The contact person is:

Jerry LePage
City of Minneapolis, Department of CPED
105 Fifth Avenue South, Suite 200
Minneapolis, MN 55401
Email: jerry.lepage@ci.minneapolis.mn.us
Fax: (612) 673-5248

Questions and responses will be posted on the City RFP website listed below weekly during the RFP period. Potential respondents are encouraged to periodically check the website address below for new information on this RFP and for answers posed by other respondents during the proposal preparation process.

http://www.ci.minneapolis.mn.us/cped/docs/grainbelt2011_rfp_qanda.pdf

All **final questions** are due **no later than 4:00 P.M. on Friday, July 1, 2011**, which is 30 days before the August 1st deadline for the submission of proposals,

XIV. CITY GENERAL REQUIREMENTS

The selected developer or developers will be required to enter into redevelopment contracts with the City and comply with any applicable City requirements. These requirements vary depending upon the type of development and the source and amount of public assistance, if any, and may include, without limitation, the payment of prevailing wages for construction, the preparation of affirmative action plans, competitive bidding, compliance with the Apprenticeship Training Policy, the Small and Underutilized Business Enterprise Program or equivalent federal program, and the Business Subsidy Act/Living Wage Ordinance, and reporting requirements for those programs.

Some of the standard requirements are further discussed below, but the following list is not exhaustive. Proposers unfamiliar with these standard requirements are urged to seek further information from City staff.

1. Equal opportunity (affirmative action and nondiscrimination). If the project receives public financial assistance and project construction costs are over \$50,000, the selected developer and its general contractor will each be required to submit a written affirmative action plan to the City's Department of Civil Rights for the development project. In any event, the selected developer will be required to comply and to cause its contractors to comply with applicable provisions of Chapters 139 and 141 (Title 7, Civil Rights), Minneapolis Code of Ordinances, nondiscrimination provisions contained in Chapter 181, Minnesota Statutes, the Americans with Disabilities Act of 1990 (as amended), Section 109 of the Housing and Community Development Act of 1974 (as amended) for CDBG-funded housing programs, the Age Discrimination Act of 1975 (as amended) for federal and federally funded projects and Executive Order 11246, as amended by Executive Order 12086. The selected developer will be required to agree not to discriminate against any employee or applicant for employment because of race, color, creed, religion, ancestry, national origin, sex, affectional preference, disability or other handicap, age, marital status, or status with regard to public assistance. The selected developer also will be required to take affirmative action to ensure that all employment practices are free of such discrimination. These employment practices

include, but are not limited to the following: hiring, upgrading, demotion, transfer, recruitment or recruitment advertising, layoff, termination, rates of pay or other forms of compensation and selection for training, including apprenticeship. The developer will post in conspicuous places, available to employees and applicants for employment, notices to be provided by the City setting forth the provisions of this non-discrimination clause. The selected developer also will be required to, in all solicitations or advertisements for employees placed by or on behalf of the developer, state that it is an equal opportunity or affirmative action employer. The City will require compliance in demolition, construction and marketing of development projects.

2. Job Linkage. This program links development with employment for the purpose of insuring increased employment opportunities for Minneapolis residents. All commercial/industrial development projects whose primary purpose is job creation or retention must establish and report on certain workforce goals for five years.
3. Prevailing Wage Policy. In accordance with the City's Prevailing Wage Policy, the selected developer covenants and agrees that it will cause its general contractor to comply with the wage and hour standards issued by the United States Secretary of Labor pursuant to the Davis Bacon Act, 40 U.S.C. Sections 276a to 276a-5, as amended, and the Contract Work Hours and Safety Standards Act 40 U.S.C. Sections 327-333. The developer shall maintain appropriate payroll documentation for a 3-year period after completion of the project.
4. Small and Underutilized Business Program. Development projects that receive public financial assistance over \$100,000 must comply with Chapter 423 of the Minneapolis Code of Ordinances which requires "every available and reasonable effort" to meet goals for the use of businesses owned by women and minorities in construction and professional services. A list of certified businesses can be obtained by contacting the Small and Underutilized Business Program at 612-673-2112 or at www.govcontracts.org. Goals for this project will be established when the specifics are known. Similar projects have had established goals ranging from 5% to 15% for women and 5% to 15% for minority-owned companies.
5. Apprenticeships. The developer's general contractor with a construction contract over \$100,000 and any subcontractors with a construction contract over \$50,000 will be subject to the City's Apprenticeship Training Program Policy.
6. Minnesota Business Subsidy Act. Depending upon the level and purpose of public assistance that may be received, provisions of the Minnesota Business Subsidy Act and/or the City's Living Wage Ordinance may also apply to the project. Should these requirements apply, they will be incorporated into a business subsidy agreement.
7. Uniform Federal Accessibility Standards. The development must be in conformance with the Uniform Federal Accessibility Standards as published on April 1, 1988. Developers must describe the accessibility design for people with disabilities of each of the code required handicapped units, any proposed housing development (e.g. roll-in showers), the mix of accessible units in the project and where they are located, and any appropriate safety features for vision- and hearing-impaired people.

8. Environmental and Soil Conditions. The Site will be sold “as-is” and it will be the developer’s responsibility to correct and pay for all costs associated with environmental or geotechnical problems. Any environmental reports in CPED’s possession regarding the property may be reviewed during normal business hours at the CPED offices by making arrangements with the department contact person. Any potential proposer may also reasonably conduct its own environmental testing of the property by contacting the department contact person, entering into a right of entry agreement with the City and providing the requisite insurance coverage.
9. Affordable Housing Policy. The City’s Affordable Housing Policy, as amended in March 2011, applies to any residential development (rental or ownership) with ten units or more, or a project with a residential component of 10 or more units, that receives any public financial assistance. Public financial assistance includes the receipt of City-wide resources through the normal, competitive RFP funding processes established by the City, or the receipt of non-City resources that are either passed through the City or requires the City to be a co-applicant. The amended policy can be found at:

http://www.ci.minneapolis.mn.us/council/2011-meetings/20110310/docs/Affordable_Hsg_RCA.pdf
10. Rezoning and Replatting Responsibility. It is the selected developer’s responsibility to undertake and finance any rezoning, variance and use permits that are necessary for the approval of the proposed development. Since the Housing Parcel was identified as an outlot in the City’s recent replat of the Marshall Street site, the platting of this parcel will be required prior to development. In addition, since the Housing Parcel (Outlot A) is under two zoning categories, the selected developer will need to rezone parts (or perhaps all) of this Parcel to eliminate the split zoning, or to make the new zoning match any redrawn lot lines. Parcels or lots cannot have split zoning.
11. Utilities. It is the selected developer’s responsibility to identify the locations of and provide for the installation of electricity, gas, water, sewer service and other utilities servicing the site from the public mains to the individual units.
12. Construction Standards. Development must meet all Minneapolis City codes, and projects will be reviewed for energy efficiency.
13. Hold Harmless. The selected developer shall agree to defend, indemnify and hold the City harmless from any and all claims or lawsuits that may arise from the developer’s activities under the provisions of the redevelopment contract, that are attributable to the negligent acts or omissions, including breach of specific contractual duties of the developer or its independent contractors, agents, employees or officers.

XV. RFP & DEVELOPMENT TIMETABLE

This is the timetable that the City will be following for the RFP process, review of proposals, developer selection, and the start of development. However, this timetable is subject to change. The timing of some of the target dates subsequent to the submission of proposals

may vary, depending upon the complexity of development proposals and financing plans and other factors.

Anticipated Timetable	
Release of RFP (90-day response period)	Monday, May 2, 2011
First Site Visit	Thursday, May 12, 2011, 1:00-2:30 P.M.
Second Site Visit	Thursday, May 19, 2011, 2:00-3:30 P.M.
Pre-proposal Meeting at 1215 Marshall St NE	Thursday, June 16, 2011, 1:00-3:00 P.M.
Deadline for final questions on the RFP	Friday, July 1, 2011, 4:00 P.M.
Submission deadline for proposals	Monday, August 1, 2011, 4:00 P.M.
City review and evaluation of proposals and neighborhood review	August to October 2011
Action by Community Development Committee and Full City Council on Developer Selection & Redevelopment Contract Terms	November 2011
Negotiation and execution of redevelopment contract	December 2011 to March 2012
Approval of Land Use Application and Land Sale by City Planning Commission	April 2012
Approval of Land Sale by City Council	May 2012
Closing and start of construction	September 2012