

2019

Request for Proposals



**To Purchase and
Redevelop Prime Real
Estate located at 501 S.
Brentwood Blvd. in
Clayton, Missouri**

Responses due:

February 3, 2020 at 3:00 pm
St. Louis County Port Authority
c/o Sandberg Phoenix & Von
Gontard, P.C.
120 S. Central, Suite 1600
St. Louis, Missouri 63105
Attn: Andrew C. Ruben, Esq.
(314) 425-4909
aruben@sandbergphoenix.com

INTRODUCTION

The St. Louis County Port Authority (the "Authority") is pleased to present to qualified developers approximately 5.2-acres of developable land on a prominent site in the City of Clayton, Missouri – a truly unique development opportunity. Clayton is a thriving metropolitan area that is considered among the area's most prestigious office locations and which commands the region's highest lease rates. Clayton is located on the western end of the St. Louis region's central business and cultural corridor ("Central Corridor"), which has seen rapid growth over the past 5 years.

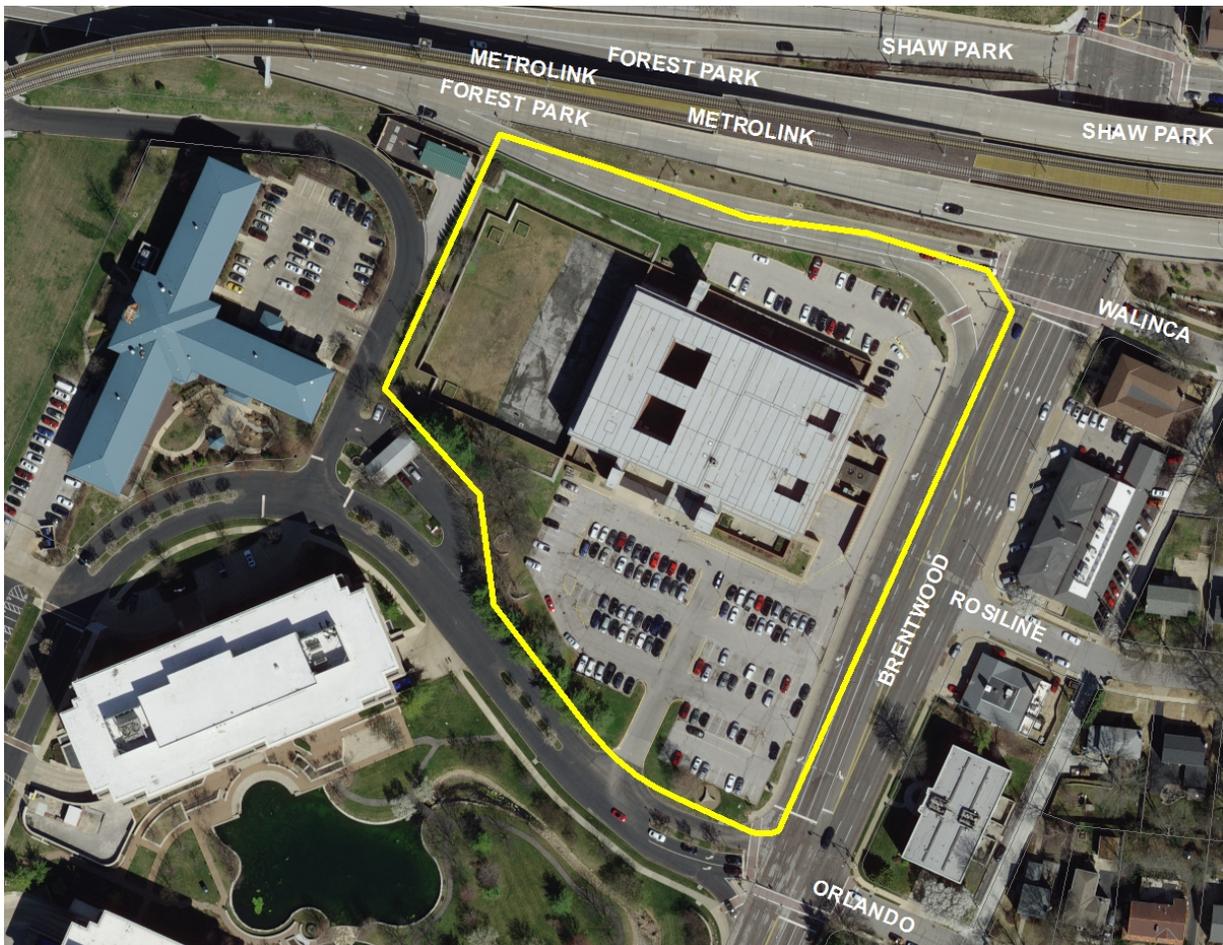


Figure 1 Site Location

The Authority issues this Request for Proposals (“RFP”) to purchase and redevelop a site located in the City of Clayton, Missouri at 501 S. Brentwood Blvd. (the “Property”). The Property is located at the corner of Forest Park Parkway and Brentwood Boulevard adjacent to the corporate headquarters for Enterprise Holdings one block north of Interstate 64. (See Fig. 1). It is currently occupied by an approximately 115,000 SF building that formerly housed St. Louis County’s Family Courts facility.

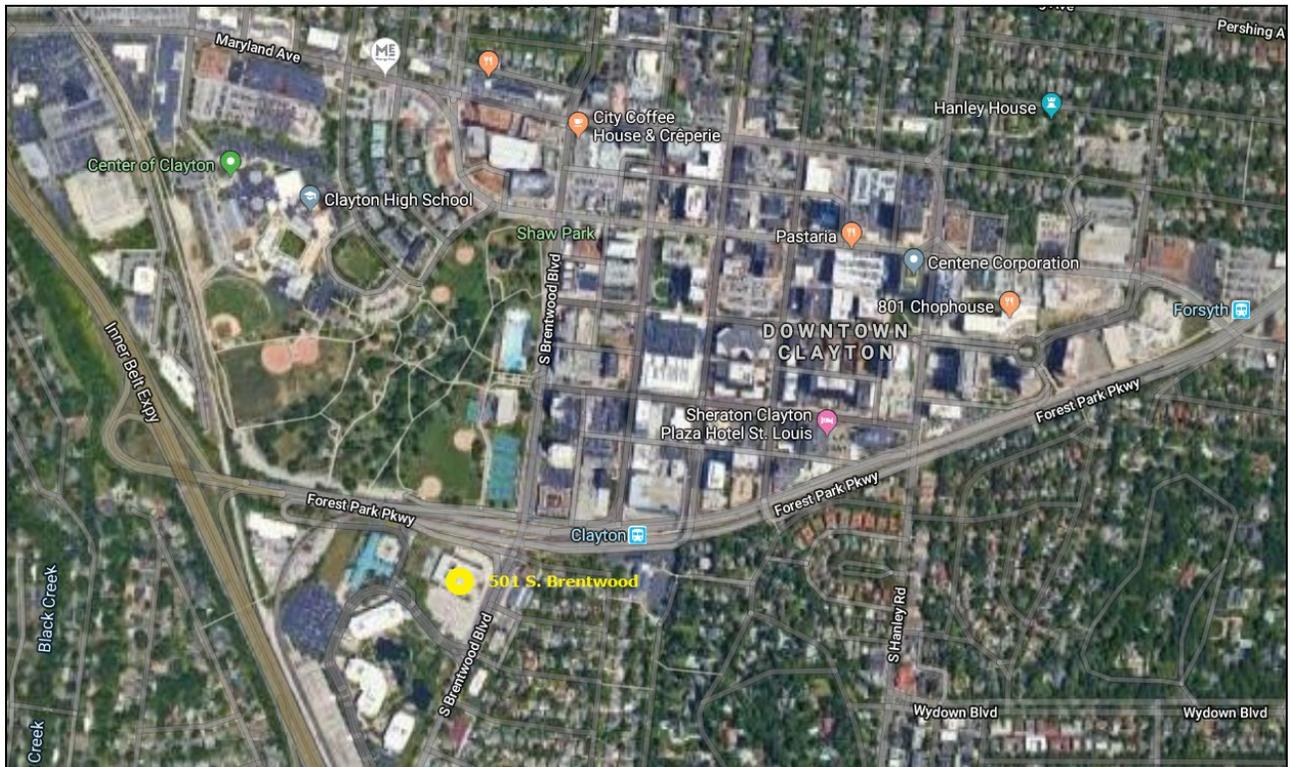


Figure 2 Proximity to Clayton Central Business District

The Property is situated just south of the City of Clayton’s Central Business District and the County Municipal facilities (See Fig. 2). Shaw Park, the 51-acre City of Clayton park offers access to an aquatic center, ice rink, sports fields, pavilions, and green space. The Property is approximately 5 minutes from the St. Louis Galleria Mall, anchored by Nordstrom, Macy’s and Dillards department stores and The Boulevard. The Boulevard is a distinctive shopping, dining and living development, which is home to Crate and Barrel, Maggiano’s, PF Chang, Soft Surroundings and the Loft along with 74 luxury apartment homes. The location offers access to all the amenities of Clayton, the Central Corridor and the St. Louis region. The future developer will

benefit from the Property's visibility and strategic location on Brentwood Blvd. with an average daily traffic count of over 19,000.



501 S. Brentwood – South Eastern View



501 S. Brentwood – Parking Lot

CLAYTON SUBMARKET

The City of Clayton is an inner-ring suburb located on the western edge of the City of St. Louis. Clayton has a permanent population of approximately 16,900 residents with a daytime population of over 44,000 people. The city is one of the most affluent communities in the St. Louis Region with a range of housing offerings including single-family homes, condominium developments and high-rise apartments. The median home value in 2017 was estimated at over \$620,000 and the median household income over \$93,000.



Educational options in the city include both public and private schools. The Clayton School District is consistently rated among the best in the nation. Supplementing the public-school system are several independent (Forsyth and Wilson Elementary) schools that are also highly rated for their academic performance. Three institutions of higher education also call Clayton home:

internationally recognized Washington University, Fontbonne University and Concordia Seminary.

Clayton is home to several corporate headquarters, professional companies, dozens of award-winning restaurants, over 200 retail and personal service businesses and the area's only Ritz-Carlton hotel. The Clayton office market is considered to be the most desirable office location in the entire St. Louis metropolitan area. Clayton is home to 80 Forbes and Fortune 500 company headquarters or branch offices. The Clayton office market has shown continual positive absorption. As of 3rd Q 2019, the overall Class A vacancy rate was 4.1%, with an average rental rate of approximately \$32/square foot. This vacancy rate is among the lowest in both the St. Louis region as well as other major metropolitan markets.

The Clayton Chamber of Commerce has been supporting the needs of the business community since its establishment in 1952. The Chamber hosts over 50 events annually from networking, educational and community events like Parties in the Park.

The community is conveniently located within the St. Louis region, Clayton is 15 minutes from St. Louis Lambert International Airport and 10 minutes from downtown St. Louis. The site is easily accessible by two stations on the Metrolink light rail system, including a station located one block from the Property. The Metrolink serves public transportation needs extending from St. Louis-Lambert International Airport to the metro-east area in Illinois.





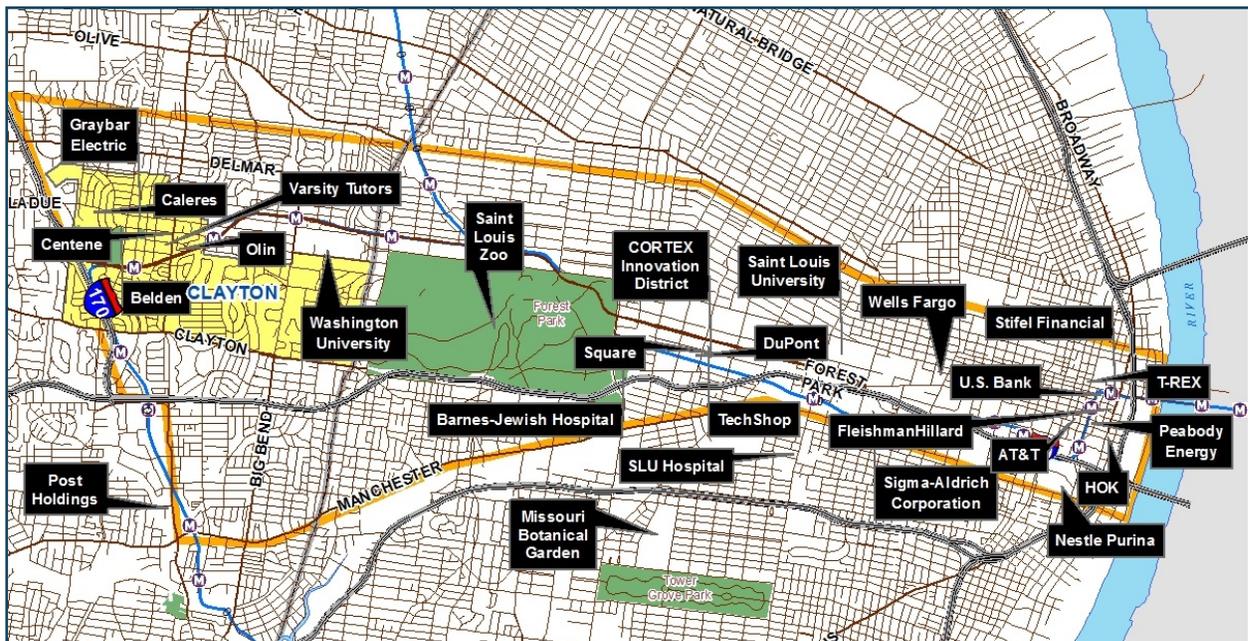
ST. LOUIS' CENTRAL CORRIDOR

The St. Louis region's Central Corridor runs from Clayton (I-170) on the west to downtown St. Louis City and its riverfront on the east. According to the St. Louis Post-Dispatch, the Central Corridor "is where St. Louisans fill offices, run companies, conduct medical research, visit museums, attend plays and concerts, dine, study, go to court, ride mass transit and launch startups." The Central Corridor alone contains over 8,000 businesses, more than 175,000 jobs and an increasing number of urban residents that now exceeds 84,000. Metrolink, the region's light rail mass transit system, runs the length of the Central Corridor and has encouraged significant new investment, job growth and business expansion.

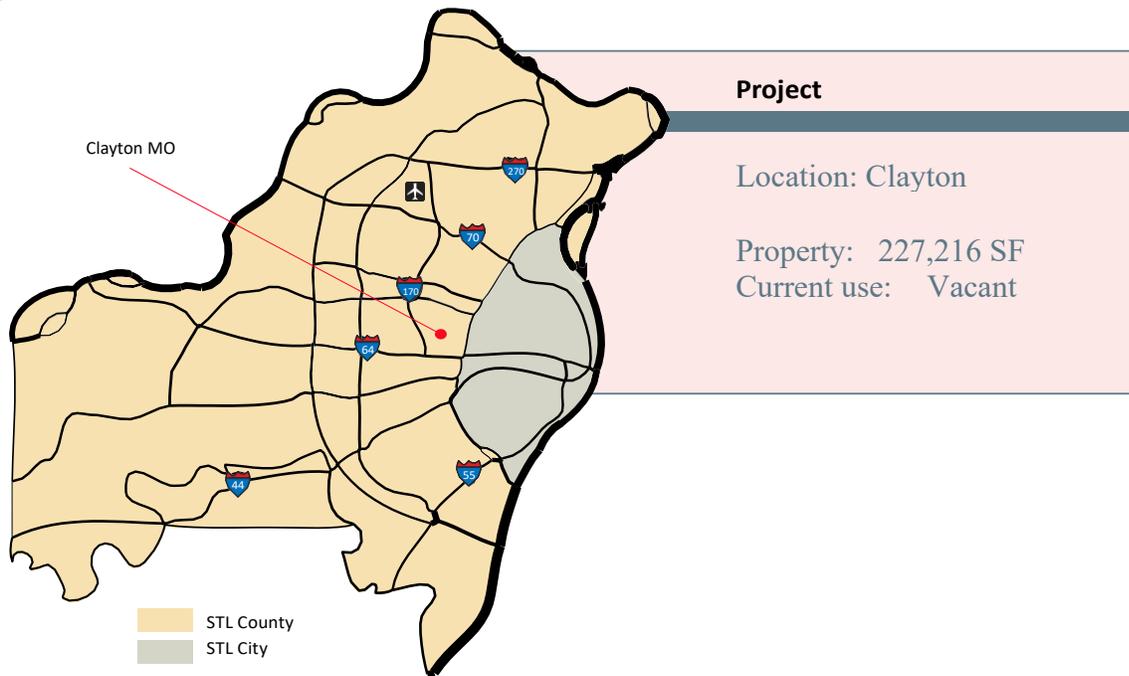
Prominent developments and assets include:

- Cortex Innovation Community, which is home to IKEA, the Cambridge Innovation Center, a high-rise residential building, hotel and retail developments in an area that boasts some of the most cutting-edge companies in the country
- BJC Hospital and Washington University School of Medicine complex is in the midst of a \$1 billion construction effort.

- Internationally recognized research universities such as Washington University and St. Louis University.
- Eight major hospitals and significant medical research facilities.
- Eighteen of the most prominent cultural institutions, including the St. Louis Art Museum, St. Louis Zoo, Missouri History Museum, Powell Symphony Hall, Fox Theater, Sheldon Concert Hall, Peabody Opera House.
- Large sports venues (Busch Stadium, Enterprise Center, and a new Soccer Stadium with practice fields).
- Seventeen parks, including the Gateway Arch that recently completed a \$330M upgrade and Forest Park, one of the world's most renowned urban parks



St. Louis' Central Corridor



PROJECT PROPOSAL

The Authority seeks proposals (“**Proposals**”) from developers to contract for the purchase of the Property from the Authority. The Property is being sold AS IS, without warranty as to any matters. The Authority will consider undertaking demolition of the building (the “**Building**”) located on the Property, or consider other alternative arrangements with respect to the timing of demolition or future use of the Building as a condition of the sale. The Building contains some asbestos, and the Authority as part of any demolition work would remove that asbestos.

Informational Package. The Authority will make an informational package (“**Informational Package**”) concerning the Property available to potential bidders. The Informational Package is comprised of electronic and hard copy documents. Interested parties may arrange to review hard copy documents by contacting Jacqueline Davis-Wellington, Community and Economic Development Solutions (jwellington@ced-solutions.com or 314-390-4921). Electronic documents may be accessed through [Dropbox](#). The Informational Package is being provided as an accommodation only. The Authority makes

no representations or warranties concerning the accuracy or completeness of the documents in the Informational Package, and the Authority and the Authority Affiliates (defined below) shall have no liability to the buyer of the Property (the "**Buyer**") for any expense or loss suffered by Buyer as a result of any errors or omissions in the matters disclosed or not disclosed in the Informational Package. The term "**The Authority Affiliates**" shall include St. Louis County, all agencies and departments of St. Louis County, and all officials, agents, employees, consultants and attorneys of the Authority and of the foregoing.

Inspections. You, as a potential bidder, should thoroughly investigate all aspects of the Property prior to bidding. The Building will be open for inspection on January 7, 2020 at 10:00 a.m. Bidders (sometimes hereinafter also referred to as a "**responding party**" or a "**developer**") are advised to perform their due diligence for the Property before submitting a bid, however, the Sale Contract (defined below) will allow the Buyer a **forty-five day due diligence period** after the Sale Contract is entered into in which to conduct such due diligence investigation as the Buyer deems appropriate.

Sale Contract. Within thirty days after a Proposal is selected by the Authority, the developer selected and the Authority will negotiate and enter into a Sale Contract (the "Sale Contract") on terms and conditions consistent with this RFP and the Proposal, and such additional terms and conditions as each party may approve in its sole discretion.

Deposit. Each bid shall be accompanied by a cashier's check payable to the Authority in the amount of \$50,000. If a bid is not selected, that developer's cashier's check shall be returned to the developer. If a developer's bid is selected the initial \$50,000 check shall be deposited and shall become earnest money ("**Earnest Money**") under the Sale Contract.

PROPOSAL CONTENT

Proposals must include, at a minimum, the following information:

1. Proposed Purchase Price
2. Conditions to Closing

3. Willingness of Developer to consider lease of Property to St. Louis County on terms to be negotiated
4. Qualifications
 - a. Developer's Financial background
 - i. Evidence of developer's financial capacity to complete the purchase and any redevelopment of the Property and, if necessary, the methods available to the developer to finance the purchase and redevelopment in the current market.
5. Compliance with Zoning
 - a. The Property is currently zoned for low density residential. If the Proposal is contingent on a re-zoning of the Property, then the developer must provide the following:
 - i. The zoning use and density being sought and the purchase price payable if that zoning use and density are approved or the contingency is waived;
 - ii. Time frame needed to satisfy the requested contingencies. The Authority reserves the right to negotiate the amount of time allowed to satisfy any such contingencies and may require additional consideration.
 - b. A proposed zoning change shall not, without the Authority's prior written consent, take effect until developer has closed on the purchase of the Property.
6. Closing
 - a. If a developer Proposal is selected by the Authority, the developer and the Authority shall negotiate and enter into the Sale Contract within thirty (30) days after developer's Proposal is selected.
 - b. The Sale Contract shall also provide that if the Buyer defaults under the Sale Contract, or fails to close on the closing date established by the Sale Contract, the Authority may terminate the Sale Contract, retain the Earnest Money as liquidated damages, and pursue other alternatives for the sale of the Property.

SELECTION CRITERIA

Proposals submitted will be reviewed by the Authority's staff for completeness, purchase price and terms, and redevelopment plan details. Selection of a developer will be made on the basis of the following criteria:

1. Purchase price;
2. The demonstrated level of commitment and capacity to purchase the Property;
3. Willingness to negotiate a lease of the Property to St. Louis County;
4. Type of land use;
5. Feasibility (likelihood) of obtaining municipal re-zoning approvals;
6. Responsiveness of the developer to this RFP; and
7. Size and nature of any economic incentive package required and the likelihood of receiving those incentives.

The Authority encourages submission of Proposals from disadvantaged business enterprises and companies owned by minorities, women, immigrants, and veterans. The Authority does not discriminate on the basis of race, color, religion, creed, sex, sexual orientation, gender identity, age, ancestry, national origin, disability, or veteran status in consideration of this award.

TERMS AND CONDITIONS

The following terms and conditions apply to this RFP and all Proposals:

1. The Authority reserves the right to reject any and all Proposals submitted; to negotiate with one or more responding parties; to select one or more responding parties; to void this RFP and the review process and/or terminate negotiations at any time without prior notice; to select a final party/parties from among the Proposals received in response to this RFP. Additionally, any and all RFP project elements, requirements and schedules are subject to change and modification. The Authority also reserves the unqualified right to modify, suspend, or terminate at its sole discretion any and all aspects of this RFP process, to obtain further

information from any and all responding parties, and to waive any defects as to form or content of the RFP or any responses by any party, all without prior notice.

2. The Authority makes no representations as to the zoning of the Property or permissible uses or any other matter. Potential respondents are to conduct their own inquiry with the City of Clayton as to what uses the City may permit. For Proposals contingent on re-zoning, the Authority may, in its sole and absolute discretion, determine which such Proposals are credible and may disregard those it deems not credible. In making its credibility determination, the Authority may consider such factors as the Authority deems relevant, including, but not limited to, the existing zoning on adjacent properties, any likely opposition to, or support for, the requested re-zoning, input from the City of Clayton and any subsidies requested by the potential developer.
3. Proposals shall remain open and can be selected by the Authority until the earlier of: (i) the date they are withdrawn by the developer, or (ii) until the Authority returns the \$50,000 cashier's check to the developer.
4. The Authority reserves the right, in its sole and absolute discretion, to select a non-contingent bid over a higher bid that is contingent on re-zoning or other factors.
5. This RFP does not commit the Authority to award a contract, or accept an offer for purchase. All submitted responses to this RFP become the property of the Authority as public records subject to the open and closed records provisions of Chapter 610, RSMo.
6. Each party responding to this RFP shall be responsible for all costs it incurs in connection with evaluating the Property, responding to this RFP or otherwise related to the Property.
7. By accepting this RFP and/or submitting a Proposal in response thereto, each responding party agrees for itself, its successors and

- assigns, to hold the Authority and the Authority Affiliates harmless from and against any and all claims and demands of whatever nature or type, which any such responding party, its representatives, agents, contractors, successors or assigns may have against any of them as a result of issuing this RFP, revising this RFP, conducting the selection process and subsequent negotiations, making a final recommendation, selecting a responding party/parties or negotiating or executing an agreement incorporating the commitments of the selected responding party.
8. By submitting a Proposal, each responding party acknowledges having read this RFP in its entirety and agrees to all terms and conditions set out in this RFP.

SUBMISSION OF PROPOSALS

To be considered, Proposals must be received no later than February 3, 2020 at 3:00 p.m. An Earnest Money deposit of Fifty Thousand Dollars (\$50,000.00) in the form of a cashier's check made payable to the St. Louis County Port Authority must accompany any Proposal. Only the Earnest Money deposit made in connection with the Proposal selected by the Authority will be deposited with an escrow agent. All other cashier's checks will be returned to the responding party that deposited the check once the Sale Contract has been fully signed.

Proposals along with the required cashier's checks shall be delivered in a sealed envelope to the following address:

St. Louis County Port Authority
c/o Sandberg Phoenix & von Gontard, P.C.
Attn: Andrew C. Ruben, Esq.
120 S. Central Ave., Suite 1600
St. Louis, Missouri 63105
(314) 425-4909

Inquiries may also be submitted by email to aruben@sandbergphoenix.com.

Request for Proposals

To Purchase and Redevelop Prime Real Estate located at
501 S. Brentwood Blvd. in Clayton, Missouri

Addendum No. 1

Date: January 24, 2020

Instructions:

- Offerors **shall** include, either in the proposal cover page, as a separate memorandum, or as part of the price offering portion of the proposal, the following:

“Offeror confirms that it has read and that it has incorporated the information contained in Addendum No. 1 into its proposal.”

Question 1: Does the property consist of 5.2 acres or 4.5922 acres? Please see attached Right-of-Way Dedication recorded Book 22427, Page 0968 conveying 27,178 square feet or 0.6239 acres from the Port Authority to the County, as more particularly shown on the Right-of-Way Dedication Plat as Exhibit A and the legal description on Exhibit B. Assuming the County intends to reserve the right-of-way upon a sale pursuant to the Request for Proposals, the Property presumably consists of 4.5922 acres after deducting the land area dedicated for right-of-way.

Answer 1: Based upon our current understanding, we also assume the County intends to reserve the right-of-way upon a sale pursuant to the Request for Proposal, such that the developable portion of the Property to be transferred equals 4.5922 acres, subject to confirmation by survey.

Question 2: Will the County provide to prospective bidders complete copies of the appraisals St. Louis County obtained for the Property?

Answer 2: No.

Question 3: Were the County’s appraisals based on 5.2 acres or 4.5922 acres?

Answer 3: The appraisal is based upon 4.5922 acres.

Question 4: Will the County elaborate on its desire or intention of leasing back the Property? For example, does the County seek to lease the existing building pre-demolition, or does the County seek to lease the property post-demolition as part of a new development, or either? How much square footage and parking would the County potentially lease? And how long of a term would the County be seeking?

Answer 4: The County no longer has any interest in an option to lease back some or all of the Property. As a result, this condition of the RFP is hereby deleted and is no longer applicable, and need not be addressed.

Question 5: Would a net worth letter signed by the Chief Financial Officer of a bidder satisfy the financial capacity requirements in the Request for Proposals. If a net worth letter is not acceptable, what other financial assurance could a bidder produce that would be acceptable?

Answer 5: Yes, that would be acceptable.

Question 6: Will all questions and the County's answers to all questions be circulated to all bidders?

Answer 6: Yes.

Question 7: Does the County have an outside final determination date on the selection of the successful bidder?

Answer 7: No.

Question 8: After the submission date, will all bidders and copies of their respective bids be made available to all bidders?

Answer 8: The Port Authority will comply with its obligations under the Missouri Public Records Act; however, in accordance with applicable exemptions, we do not anticipate making the list of bidders and their respective bids public until after execution of a binding purchase contract and the satisfaction of all contingencies, at the earliest.