

An aerial photograph of St. Paul, Minnesota, featuring the RiverCentre area. The image shows a mix of urban development, including parking lots, buildings, and green spaces, situated along the Mississippi River. A semi-transparent blue box is overlaid on the upper left portion of the image, containing the title and subtitle text.

RIVERCENTRE RAMP OPPORTUNITY SITE

Solicitation for Development

Updated November 18, 2019

stpaul.gov/RiverCentre



FROM THE OFFICE OF MAYOR MELVIN CARTER

On behalf of the Housing and Redevelopment Authority of the City of Saint Paul, I am thrilled to request proposals for an incredible development opportunity in the heart of downtown Saint Paul. Enormous potential for development exists adjacent to the RiverCentre campus and, through development, we will realize transformational vitality in downtown and across our great city.

We seek innovative proposals to build private development atop and/or adjacent to a new or reconstructed RiverCentre parking ramp on Kellogg Boulevard. The development site serves Saint Paul's convention and entertainment district, which brings more than 2.1 million visitors downtown each year for concerts, conferences, festivals and more. The location is a nexus of accessibility with two freeways, two major thoroughfares, and transit converging nearby.

It's also located along the proposed River Balcony – a 1.5-mile elevated pedestrian pathway that will connect people to the Mississippi River and drive more traffic and vitality into the area. Most importantly, this development opportunity comes at a time when Saint Paul is growing.

Our goals for this development is to enhance our city's vitality and growth while being a model for sustainability. We look forward to creative, diverse, and visionary market-driven ideas for this important and impactful site. It will change the face of Kellogg's streetscape in a way that benefits all of downtown, and our entire city.

A handwritten signature in dark ink, appearing to read 'Melvin Carter'.

Melvin Carter
Mayor of Saint Paul

DEVELOPMENT OPPORTUNITY GOALS

The Housing and Redevelopment Authority of the City of Saint Paul, Minnesota (the “HRA”) is soliciting private development proposals for a premier riverfront site in downtown Saint Paul (the “Development Opportunity”). The site is located on a bluff overlooking the Mississippi River, adjacent to the Saint Paul RiverCentre Convention Center. The Development Opportunity is specifically situated above the RiverCentre Parking Ramp (the air rights) and on available adjacent land (collectively the “Opportunity Site”) (survey included as attachment 1). The HRA seeks innovative development proposals that maximize the potential of this key downtown Saint Paul site and that complement and/or support nearby facilities.

A development that:

1. Adds to, complements, and/or supports the Saint Paul RiverCentre Convention Center, the surrounding downtown entertainment district, and businesses in Saint Paul’s Central Business District.
2. Implements the vision of the Saint Paul River Balcony.
3. Contributes to a positive, active streetscape on Kellogg Boulevard.
4. Serves as a model for sustainable design and innovation.
5. Enhances the overall vitality of downtown Saint Paul.

“ Saint Paul is a city that embraces innovation, leans into sustainability, and seeks vitality and growth. This project is no different, and we stand ready to move forward with a partner that can creatively make our values a reality along Kellogg Boulevard.”

*Chair Chris Tolbert,
Housing and
Redevelopment
Authority*





“Downtown Saint Paul is a convergence of vitality, community, culture and excitement. This development is a one-of-a-kind opportunity to contribute to this beautiful, unique part of our city.”

*Councilmember
Rebecca Noecker,
Ward 2 (Downtown)*



OPPORTUNITY SITE AT A GLANCE

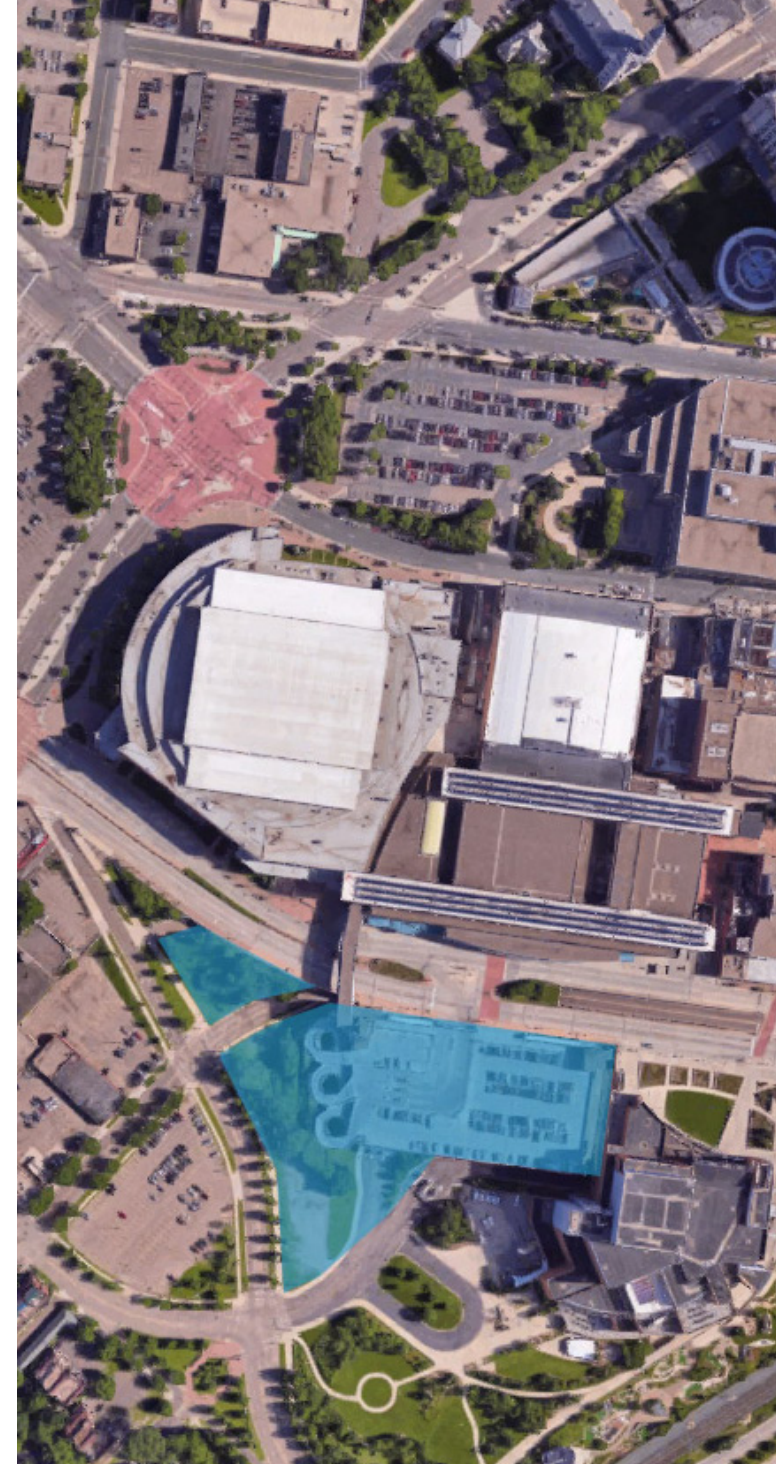
- Located at 150 West Kellogg Boulevard; Saint Paul, MN 55102
- 3.4+ acre site
- In the heart of downtown Saint Paul and adjacent to the City's convention center, arena, and entertainment district
- Excellent access:
 - located at the intersection of two interstate highways (I-94 and I-35),
 - light rail and bus transit,
 - passenger rail depot within blocks,
 - within 7 minutes of Holman Field, a regional airport convenient for corporate jet service, and
 - under 20 minutes drive from the MSP International Airport
- Spectacular views of the Mississippi River and river valley
- Above and/or adjacent to the RiverCentre parking ramp
- Flexible downtown zoning (B5)
- Located in a Federal Opportunity Zone

THE DEVELOPMENT OPPORTUNITY

With its close proximity to the RiverCentre Complex and other downtown amenities, immediate access to two interstate highways (I-94 and I-35E), and excellent access to mass transit (light rail and bus network, Union Depot passenger rail station, and two airports), the Opportunity Site has substantial potential for private development. Through this solicitation, the HRA is looking to the development community to identify viable uses of the Opportunity Site, specifically uses that complement and/or support the RiverCentre Complex and Saint Paul's Central Business District, and that contribute to the overall vitality of downtown Saint Paul. The HRA is seeking proposals for any and all uses permitted under current zoning, such as housing, hotel, office, and retail.

The City anticipates that the RiverCentre Parking Ramp structure can be designed, constructed, and/or modified to allow private development integration on top of and/or on land adjacent to the Ramp. Proposed augmentation of foundations, superstructure, lateral-load systems and other accommodating Ramp modifications will be the responsibility of the private development project. After accommodating the parking needs of RiverCentre Complex and downtown public parking, up to 450 spaces of the RiverCentre Parking Ramp could be made available to support this Development Opportunity.

It is the expectation of the HRA that private development rights and parking be procured at market values, and that the private development require no subsidy.



BACKGROUND

Saint Paul's Downtown

Located along the Mississippi River, downtown Saint Paul is a collection of urban villages surrounding the urban business center and anchored by parks, cultural and entertainment amenities, as well as the State Capitol. With 8,500 residents and over 40,000 employees, the growing mix of residential, employment, and entertainment activities enhances downtown's vitality and contributes to an active, vibrant community. More information about downtown and all of Saint Paul is available in the Saint Paul Insider's Guide (current edition is included as attachment 2).

RiverCentre Complex

The RiverCentre Complex (the "Complex") is made up of the Saint Paul RiverCentre Convention Center (the "RiverCentre"), the Xcel Energy Center arena, and the Roy Wilkins Auditorium. The Complex is a regional draw that annually brings more than 2.1 million visitors from throughout the Metro Region, Greater Minnesota, and beyond to the core of Saint Paul's entertainment district for professional hockey games and other sports events, concerts, and conventions.

The RiverCentre is the City of Saint Paul's convention, special event, and entertainment venue. Occupying more than 250,000 square feet of event space, the venue is widely recognized for its easily configurable space and outstanding service. The RiverCentre annually hosts a considerable number and variety of meetings and events, and operates in cooperation with the adjacent Xcel Energy Center for NHL hockey, concerts, and other civic activities.

Connected to the RiverCentre is the multi-purpose Xcel Energy Center arena with an approximate 18,000-seat capacity. The Xcel Energy Center hosts 150 events annually. The adjacent Legendary Roy Wilkins Auditorium has an approximate 5,500-seat capacity and has hosted some of the most recognizable performers and memorable performances in entertainment history.

BACKGROUND

The RiverCentre Parking Ramp

The Development Opportunity is situated on top of and adjacent to the RiverCentre Parking Ramp (the “Ramp”). The Ramp is located alongside a bluff overlooking the Mississippi River, offering exceptional views of the river valley. The Ramp is adjacent to the Complex and supports events at the Complex. The Ramp also supports local economic activity by providing parking for downtown businesses, employees, clients and visitors. The Ramp and adjacent land are owned by the City of Saint Paul.

In addition to proximity to the Complex, the Ramp is located adjacent to the Science Museum of Minnesota and within walking distance of major regional amenities such as the Ordway Center for Performing Arts, Landmark Center, George Latimer Central Library, Mississippi River Visitor Center, nearly 700 housing units built within the last 10 years, a large number of food and entertainment establishments along W. 7th Street and in the downtown core, and public parks including Rice Park and a regional bike/pedestrian trail along the Mississippi River.

Constructed in 1970, the 1,627-space Ramp is in need of replacement or major reconstruction. The HRA developed a Program Statement (included as attachment 3) that indicates that a replacement or reconstructed ramp should provide parking for approximately 1,850 vehicles. This figure includes 1,400 spaces to support the RiverCentre Complex and downtown business needs and up to 450 spaces to support the Development Opportunity solicited here.

There is a close relationship between the operations of the Complex and the Ramp. The Ramp bolsters the ability to attract events and supports the finances of the RiverCentre Convention and Visitors Authority (the “RCVA”), the legal entity tasked with both managing the Complex and marketing the City of Saint Paul. The HRA worked with the RCVA to draft the above-referenced Program Statement for the goals and requirements for a replacement Ramp. Walker Consultants served as consultant to the HRA in scoping the Ramp and the technical analysis of the RCVA and HRA’s needs. Therefore, proposals may not include Walker Consultants on the project team.



Saint Paul's reputation as a destination for visitors, conference-goers and events continues to grow, and we need a strong partner to help us support and accelerate that growth."

*Terry Mattson
President and CEO,
Visit Saint Paul*



BACKGROUND

Saint Paul River Balcony

The Saint Paul River Balcony is a proposed 1.5-mile elevated pedestrian pathway planned to run along the top of the downtown river bluff from the Ramp to the Saint Paul Union Depot. The River Balcony is envisioned as a publicly accessible pathway that will connect people both visually and physically to the Mississippi River. Walking, outdoor seating, gathering, public art and food/entertainment activities are contemplated along the River Balcony. It is envisioned that private development be designed to open out to the River Balcony. The River Balcony concept also envisions connections from the upper downtown bluff to the river's edge to connect people directly with the Mississippi River. Proposals responsive to this solicitation need be designed to incorporate the River Balcony into the building's physical space and program.

Kellogg Bridge

Adjacent to the Ramp, a section of Kellogg Boulevard – approximately between Exchange Street and Washington Street – is elevated on a bridge structure. This bridge has reached the end of its useful life and is scheduled for replacement (map of the bridge project is included as attachment 4). It is currently anticipated that replacement will begin in the summer of 2021. The opportunity to coordinate with the final design process for the bridge should be anticipated as part of the Development Opportunity solicited here. There is additional potential for coordination with the RCVA for modifications to the RiverCentre loading dock that may impact both the bridge construction and the Development Opportunity.

ZONING AND PLANNING INFORMATION

The Development Opportunity site is zoned B5 – Central Business Service. The B5 district allows a variety of commercial, residential, mixed uses, restricted manufacturing, and business uses requiring a central location; B5 district has a floor area ratio of up to 5.0, and no height maximum, though floor area bonuses are available for certain building features which produce public benefits.

The Opportunity Site is also located within the Mississippi River Corridor Critical Area (MRCCA), meaning there are river corridor-specific zoning regulations that apply. More specifically to this Development Opportunity, the Opportunity Site is located within RC4, or the River Corridor Urban Diversified Overlay District of the MRCCA, a designation intended to balance urban uses with conservation goals. More information is available in Chapter 68 of the city's Zoning Code. The State of Minnesota has recently updated the overarching MRCCA regulations, and the City's zoning code will be updated during the development solicitation period to match the new regulations.

Planning guidance for the Opportunity Site is provided by the *City of Saint Paul 2030 Comprehensive Plan* (adopted 2010), *District 9 Plan* (2013), *Downtown Development Strategy* (2005), *Saint Paul Bicycle Plan* (2015, amended 2017), *Saint Paul River Balcony Master Plan* (2017, an amendment to the Great River Passage Master Plan (2013)), and *City of Saint Paul 2040 Comprehensive Plan* (anticipated for adoption in winter 2020). In addition, the Opportunity Site lies along a major portion of the Capital City Bikeway, a planned network of bicycle facilities indicated as high priority in the *Saint Paul Bicycle Plan*. All these plans are included as attachments 5-10.





PROJECT TIMELINE

Site and utility preparation, and the replacement or reconstruction of the Ramp, are anticipated to take approximately two years. The goal is to have the Ramp inactive for at most two complete, consecutive National Hockey League seasons. Since augmentation of foundations, superstructure, lateral-load systems to support private development need be considered as part of this Development Opportunity, the HRA desires to have construction begin no later than the summer of 2021 to coordinate with the closure and reconstruction of the adjacent Kellogg Bridge, and to have the Ramp open by approximately September 2023. Private development of the Opportunity Site may occur at the same time or following Ramp construction.

OPPORTUNITY ZONE

The Opportunity Site is located in a Federal Opportunity Zone. Opportunity Zones (OZ) provide investors with federal tax benefits by allowing investors to defer capital gains taxes on OZ investments until 2026 and exempting gains on OZ investments held for 10 years from capital gains taxes. The City of Saint Paul has developed a portfolio to leverage OZ investments throughout the City (stpaul.gov/opportunityzones).

Additional information can be found on the IRS Website (<https://www.irs.gov/newsroom/opportunity-zones-frequently-asked-questions>).

SOLICITATION PROCESS

If a developer is selected through this solicitation, the developer will be granted Tentative Developer Status. If a developer is granted Tentative Developer Status and is successful in the predevelopment phase, the HRA will proceed to negotiating a Development Agreement for the Development Opportunity.

A tour of the Opportunity Site and RiverCentre Ramp will be held on November 7, 2019 at 1:30 p.m. Please notify Andrew.hestness@ci.stpaul.mn.us in advance of the date to indicate your interest in attending the tour. *(Updated October 20, 2019)*

Questions may be submitted at any time, up until November 15, 2019. Questions should be emailed to Andrew.hestness@ci.stpaul.mn.us. Answers will be compiled and posted on the project webpage as soon as possible. All questions and answers will be made available to the public.

This solicitation is released on October 7, 2019. Proposals must be received by 4 p.m. on December 6, 2019.

Please send ten hard copies of the materials and one electronic set in pdf format on CD or flash drive to:

Andrew Hestness
City of Saint Paul
Department of Planning and Economic Development
13th Floor
25 West Fourth Street
Saint Paul, MN 55102



SOLICITATION COMPONENTS

Proposals must include:

1. Developer Team Description, Qualifications, and Experience

- a. Development Team: Identify and describe the development team, including qualifications related to the proposed development.
- b. Key Personnel: Identify the key team members, including the project lead. Describe each individual by name, title, organization, and role on the proposed project. Provide a resume or short biography of each individual.
- c. Experience With Similar Projects: Describe a maximum of five projects comparable to the proposed development.
- d. Experience Working with Public Sector: Describe the development team's experience with real estate development projects involving local municipalities and other public entities.

2. Development Concept

- a. Describe the envisioned development, including conceptual images.
- b. Describe how the development meets the goals outlined in this solicitation.
- c. Provide a preliminary analysis and statement of market feasibility for the proposed development.
- d. Provide a conceptual development budget for the proposed project, including proposed purchase price and/or other site control costs.
- e. Describe the envisioned tenants or end users of the development.
- f. State the anticipated number of parking spaces required for the development to be located in the Ramp.
- g. Describe proposed ownership and operating structure for all project components.

h. Describe how the proposed development meets the B5 zoning regulations and rules of the Mississippi River Corridor Critical Area.

i. Include ideas for how the project will integrate the Saint Paul River Balcony in the envisioned development.

3. Proposed timeline

- a. Provide a timeline, from project start to project completion, for the proposed Development Opportunity.
- b. Describe how the Development Opportunity timeline addresses the HRA's desire to have Ramp construction begin in the summer of 2021 to coordinate with the closure and reconstruction of the adjacent Kellogg Bridge, and to have the fully operational Ramp open by approximately September 2023.

EVALUATION PROCESS

This Solicitation for Development involves a three-phase process aimed to identify and select a developer. A sale of development rights will be subject to the HRA's Policy and Procedures for Disposition of HRA Owned Real Estate, which is included as attachment 11.

Phase 1

After reviewing proposals, there will be a meeting with each of the Proposers, HRA staff, and RCVA staff to share information about goals and objectives, and to provide Proposers with an opportunity to discuss their potential vision for the Development Opportunity.

Phase 2

HRA and RCVA staff will discuss preliminary concepts with project stakeholders and identify responder(s) for additional discussions.

Phase 3

Upon review of preliminary concepts, additional discussions with selected Proposers, and after consulting with project stakeholders, HRA staff may present a recommendation to elected officials to award Tentative Developer Status to a specific proposer.



EVALUATION PROCESS

The HRA will evaluate Proposers based on the following criteria:

- The proposed development team's qualifications, experience, and capacity.
- Financial resources adequate to complete the development, or the ability to obtain them.
- Experience with real estate development projects of the scale, scope and type similar to what is proposed for the Opportunity Site.
- The viability, potential, diversity, and creativity of the team's proposed development concept, delivery system, and support team.
- Experience working on real estate development projects involving the public sector.
- Ability to meet the delivery/performance schedule.
- Consistency with the project goals, as defined herein.
- Proposed price for private development rights.
- Ability of proposed project and structure to complement and/or support the operations of the Complex.
- Consistency with the River Balcony Master Plan.
- Demonstrated commitment to fulfilling the goals of the City's Vendor Outreach, Affirmative Action, and Labor Standards programs.

EVALUATION PROCESS

A Tentative Developer has the exclusive opportunity to refine the development proposal and work toward a formal Development Agreement with the HRA. At the time Tentative Developer status is approved, a non-refundable Application Fee will be due to the HRA.

The Tentative Developer will work with an HRA project team through a predevelopment phase to finalize basic details of the project, including delivery, scope, design, and financing. This will involve coordination with the City of Saint Paul's design team for the Kellogg Bridge, and any coordination required with the RiverCentre on the design of their loading dock and associated drive access adjacent to the Ramp.

Following review and approval of the final project details by the Mayor and City Council, HRA staff will finalize due diligence activities and negotiate a Development Agreement for review and approval by the Mayor and HRA Board of Commissioners. Such Development Agreement, however, may be conditioned on conveyance of the Opportunity Site from the City of Saint Paul to the HRA.

The HRA and the City of Saint Paul, respectively, have exclusive power, and sole discretion, to make final determinations regarding the purchase or lease of their property and are under no obligation to proceed with designation of a selected developer for any property. Neither the HRA nor the City of Saint Paul is legally or morally obligated to accept any submitted proposal, to sell or lease any property, or to be held liable for any costs incurred in replying to this Solicitation.

Any transfer of HRA-owned property, regardless of whether subsidy is involved, requires compliance with the City's Affirmative Action policy and Vendor Outreach program. Other compliance requirements may apply depending on level of public subsidy, if any.

Please refer to the compliance matrix in attachment 12 for more information on specific possible compliance requirements.

CONDITIONS OF THIS SOLICITATION FOR DEVELOPMENT

1. Addenda / Right to Withdraw Request for Development Partnership

The HRA reserves the right to add to, amend, withdraw, and/or cancel, in part or entirely, this Solicitation for Development for any reason and at any time with no liability to any prospective Proposer for any costs or expenses incurred in connection with the Solicitation or otherwise. The HRA further reserves the right to terminate negotiations with any selected developer at any time. If any part of this Solicitation is revised, addenda will be posted on the HRA's website.

2. Public Record/Confidentiality

Information supplied by each Proposer to the HRA is subject to the Minnesota Government Data Practices Act, Minnesota Statutes, Chapter 13 (the

"Act"). Proposals submitted become a matter of public record as set forth therein. Such information shall become public unless it falls within one of the exceptions in the Act, such as security information, or labor relations information pursuant to Minnesota Statue, Section 13.37. If the Proposer believes any non-public information will be supplied in response to the Solicitation, the Proposer shall take reasonable steps to identify and provide reasonable justification to the HRA regarding which data, if any, falls within exceptions to the Act. However, the Proposer agrees as a condition of submitting an offer that the HRA will not be held liable or accountable for any loss or damage which may result from a breach of confidentiality as may be related to the response submitted.

3. Award

The HRA reserves the right to not select a proposal from any Proposer. If the HRA decides to select an offer, it will select an offer by the qualified Proposer whose offer it determines best meets the needs of the HRA, the City of Saint Paul, the RCVA, and the Complex generally. The HRA reserves the right to award a contract for sale other than to the highest offer price.

4. Ownership of Materials Submitted

All materials submitted become the property of the HRA and will not be returned.

CONDITIONS OF THIS SOLICITATION FOR DEVELOPMENT

5. Proposer's Costs

The HRA shall not be responsible for any costs incurred by Proposers in connection with this Solicitation. Proposers shall bear all costs associated with offer submission, submission and attendance at interviews, if any, or any other activity associated with the Solicitation or otherwise.

6. Waiver of Claims

No Proposer shall have a right to make a claim against the HRA, the City of Saint Paul, or the RCVA in the event the HRA accepts a proposal or does not accept any or all proposals. The HRA by this Solicitation does not promise to accept the highest offer or any other proposal and specifically reserves the right to reject any or all proposals, to waive any or all informalities or

irregularities in the proposals received, to investigate the qualifications and experience of any Proposer, to reject any provisions in any proposal, to modify Solicitation contents, to obtain new proposals, and to negotiate the requested proposal and contract terms with any Proposer.

7. Conflict of Interest

Proposer's response to this Solicitation indicates compliance with Chapter 24.03 of the Saint Paul Administrative Code: "Except as permitted by law, no City official or employee shall be a party to or have a direct financial interest in any sale, lease, or contract with the City." Should any such conflict or potential conflict become known to the Proposer, it must immediately notify the City of the conflict or potential conflict, specifying the part of this Solicitation giving rise

to it, and advise the City whether the Proposer will or will not resign from the other engagement or representation. Violation of this provision may result in rejection of an otherwise complete proposal. Proposers are not to collude with other proposers and competitors, or take any other action that will restrict competition.

8. Clarification

The HRA reserves the right to contact any or all Proposers for clarification regarding information presented in submitted offers.

SOLICITATION EXHIBITS

1. Survey
2. *Saint Paul Insider's Guide* (2019-2020)
3. RiverCentre Ramp Program Statement
4. Kellogg Bridge Project Map
5. *City of Saint Paul 2030 Comprehensive Plan* (adopted 2010)
6. *City of Saint Paul 2040 Comprehensive Plan* (anticipated for adoption winter 2020)
7. *District 9 Plan* (2013)
8. *Downtown Development Strategy* (2005)
9. *Saint Paul Bicycle Plan* (2015, amended 2017)
10. *Saint Paul River Balcony Master Plan* (2017)
11. Policy and Procedures for Disposition of HRA Owned Real Estate
12. HRA Compliance Matrix
13. Original Plans - RiverCentre Ramp (Added October 30, 2019)
14. Proposed Headquarters Hotel at the Saint Paul RiverCentre* (Added November 26, 2019)

Solicitation exhibits available at
stpaul.gov/RiverCentre

Prepared by
City of Saint Paul

All photos courtesy
Visit Saint Paul

** Please note: Inclusion of the Proposed Headquarters Hotel at the Saint Paul RiverCentre is in response to requests and should be used for informational purposes only. Inclusion is neither intended to influence and/or narrow the scope of proposed uses/development nor a change in the HRA's stance on subsidy for the opportunity.*

Summary of Changes

- October 30, 2019:
 - Page 11
 - Removed tour date of October 18, 2019 at 10 a.m.
 - Added tour date of November 7, 2019 at 1:30 p.m.
 - Page 18
 - Added Attachment 13: Original Plans - RiverCentre Ramp
 - Added Summary of Changes
- November 18, 2019:
 - Page 11
 - Changed due date from November 22, 2019 to December 6, 2019
 - Page 18
 - Moved Summary of Changes to Page 19
- November 26, 2019
 - Page 18
 - Added Attachedment 14: Proposed Headquarters Hotel at the Sant Paul RiverCentre*

