

**ECONOMIC DEVELOPMENT COMMITTEE**

DATE: May 23, 2017 (Tuesday)
TIME: 5:30 – 7:00 p.m.
LOCATION: Room 24
Portland City Hall

REVISED A G E N D A

1. **Review and accept Minutes of previous meeting held on May 9, 2017.**
2. **THIS ITEM WILL NOT BE TAKEN UP ON 5/23/2017-POSTPONED: Mayor and Staff presentations on supporting information related to Mayor Strimling's Proposed Amendments to Portland Tax Increment Financing Policy to include responsible contracting requirements. No public comment will be taken at this meeting. Discussions will be between Committee, Mayor and staff.**
 - a) Materials and presentations to be provided at this meeting.
3. **Staff Presentation of One Bid Received for Disposition of a small strip of unneeded City-owned Franklin Street right-of-way to an abutter followed by a Committee executive session to proceed with real estate negotiations to prepare a Purchase and Sale Agreement – Greg Mitchell**
 - a) See enclosed materials.
4. **Public Hearing with Staff and Developer Presentations of Two Proposals Received from the RFP for Disposition of a Portion of City Thames Street Surface Parking Lot followed by a Committee executive session for staff to receive guidance to proceed with real estate negotiations to prepare a Purchase and Sale Agreement – Greg Mitchell and Developers**
 - a) See enclosed materials.
5. **Staff update on Bayside (former Department of Public Works) Property Offers followed by a Committee executive session for staff to receive guidance to proceed with real estate negotiations to prepare Purchase and Sale Agreements. No public comment will be taken at this meeting – Greg Mitchell**
 - a) See enclosed materials.
6. **Executive sessions:** Pursuant to 1 M.R.S.A. 405(6)(C), the Committee will go into executive session to provide City staff general policy guidance regarding real estate negotiations.
 - a) Sale of small strip of unneeded City-owned Franklin Street right-of-way (agenda item 3),
 - b) Two Thames Street Property Proposals (agenda item 4) and
 - c) Bayside property offers.

Note: Confidential Memos from Greg Mitchell are provided for the Thames Street and Bayside property disposition discussions.

Minutes
Economic Development Committee
May 9, 2017

A meeting of the Economic Development Committee (EDC) of the Portland City Council was held on Tuesday, May 9, 2017 at 5:30 p.m. in Room 24 of Portland City Hall. Present from the Committee was its Chair Councilor David Brenerman and members Councilors Pious Ali and Spencer Thibodeau. Also present from the City Council was Councilor Justin Costa, arriving as noted in the Minutes. Present from the City staff were Associate Corporation Counsel Michael Goldman, City Manager Jon Jennings, Senior Executive Assistant Lori Paulette, Permitting and Inspections Director Michael Russell, and Associate Corporation Counsel Anne Torregassa.

Item #1: Review and accept Minutes of previous meeting held on April 18, 2017.

On motion made and seconded, the Committee voted unanimously (3-0) to accept the Minutes as presented.

Item #2: Old Business – Tabled from April 18, 2017 Meeting: Review and vote to recommend to City Council proposed Ordinance Amendments for Permitting and Inspections.

Chair Brenerman said that this was tabled from the last meeting for any further follow-up questions during the interim.

Mr. Russell said that after the April 18 meeting, he provided the EDC with a clarifying email about the structure of the Department, as well as an organizational chart. Regarding previous suggested edits at the last meeting, he noted that Ms. Torregassa would make those edits at one time when it is prepared for the City Council's review.

Chair Brenerman asked if there was any public comment on this item.

Steven Scharf of Salem Street noted Section 6-124 on page 21 of 78 where it suggested that the City take over property not in good repair, particularly “reasonable amount of time”. One period of a reasonable amount of time lasted 10 years when the City finally took action in an elderly person case. He suggested that this section be more specific in the amount of time.

Noting no further public comment, the Chair closed the public comment session.

Ms. Torregassa clarified this section is not the City taking over a property but taking action to secure a property for safety concerns. Defining a specific amount of time is a problem as this depends on circumstances. For example, after a fire, the City needs to have it secured within hours; whereas a broken door or window could be a week. There are many situations and this language provides flexibility.

Councilor Thibodeau agreed saying that it gives the City the discretion and flexibility it needs for each individual case.

Chair Brenerman said this amendment appears to be more substantive than others, and Mr. Russell said that this gives his Department recourse to secure a building when it deems appropriate if the property owner has not. He agreed that this is more substantive than the housekeeping items, but it does allow the City to secure a building when it deems necessary if the owner fails to do so.

There being no further questions/comments, a motion was made and seconded to forward the proposed amendments to the City Council for approval. The Chair asked for a vote on the motion and it passed unanimously (3-0).

Item #3: Executive session: Pursuant to 1 M.R.S.A. 405(6)(C), the Committee will go into executive session to provide City staff general policy guidance regarding real estate negotiations as follows:

- a) **Review of Proposals from the Request for Proposals for Disposition of a portion of City Thames Street surface parking lot; and,**

b) Draft terms for 94 Free Street commercial space lease and parking garage revenue sharing agreement.

Mr. Jennings said that the Committee received copies of the two proposals submitted for sale of a portion of the Thames Street surface parking lot. He now has additional information regarding the appraised value which would need to be discussed in executive session. In addition, Mr. Jennings said that because these proposals were received late last week, neither proposal has been fully vetted by City staff. A City staff committee will need to meet and score the proposals and this would be discussed at the next EDC meeting.

Regarding 94 Free Street, Mr. Jennings noted that there is speculative tenant for the Cross Insurance arena and staff needs guidance on terms for a possible lease arrangement at 94 Free Street, as well as terms for a parking garage revenue sharing agreement at the Spring Street Garage.

Councilor Thibodeau noted for the record that his employer has done work with WEX but he has not so does not feel that there is a conflict of interest.

Chair Brenerman asked if the proposals have been made public, and Mr. Jennings indicated that they have. They were posted on the City's website as part of the agenda backup for this Committee meeting.

Chair Brenerman asked if there was public comment regarding the executive sessions.

(Councilor Costa joined the meeting at this point.)

Steven Scharf of Salem Street encouraged the City to look favorably to the proposal that provides the highest dollar value to the City, as well as less parking. He also suggested that the other half of the gravel parking lot be added to the deal as he sees no reason to hold onto it.

Regarding 94 Free Street, Mr. Scharf asked where this was located. He then asked if there would be any further action after the executive sessions.

Chair Brenerman noted that 94 Free Street is where the Portland Pirates used to have their administrative offices, and there would be no further action after the executive sessions. Seeing no further public comment, the public comment session was closed.

On motion then made and seconded, the Committee voted unanimously (3-0) at approximately 5:52 p.m. to go into executive session pursuant to 1 M.R.S.A. 405(6)(C) to provide City staff general policy guidance regarding real estate negotiations as follows:

- a) Review of Proposals from the Request for Proposals for Disposition of a portion of City Thames Street surface parking lot.

At approximately 6:17 p.m., the Committee came out of executive session.

On motion then made and seconded, the Committee voted unanimously (3-0) at approximately 6:17 p.m. to go into executive session pursuant to 1 M.R.S.A. 405(6)(C) to provide City staff general policy guidance regarding real estate negotiations as follows:

Draft terms for 94 Free Street commercial space lease and parking garage revenue sharing agreement.

At approximately 6:35 p.m., the Committee came out of executive session and the meeting was then adjourned.

Respectfully, Lori Paulette



Economic Development Department
Gregory A. Mitchell, Director

MEMORANDUM

TO: Economic Development Committee

FROM: Greg Mitchell, Economic Development Director

DATE: May 18, 2017

SUBJECT: **Sale of Strip of Unneeded City Land Along Franklin Street –
Review and Recommendation to Proceed With Negotiations for a Purchase
and Sale Agreement**

I. ONE SENTENCE SUMMARY

Under the direction of the EDC, the City issued a Request for Bids for its property designated as 28-X-1 along Franklin Street, which resulted in one bid received from NewHeight Group at the stated minimum purchase price of \$10,000.

II. BACKGROUND

NewHeight Group, which has option to purchase an abutting property to the strip of land, designated by the Assessor as 28-X-1 (see attached map), with approximately 1,800 sq. ft., is interested in acquiring this property to support a redevelopment project.

This property was acquired by the City to support the Franklin Street Arterial Project. When the City sold property in this area, it retained this strip as a 12-foot wide way for the owner of 28-C-18 to access an accepted City Street; otherwise 28-C-18 would be landlocked as access was not allowed onto the Franklin Street Arterial. The Deed stipulates for the 12-foot wide driveway that it be: “. . . for the purposes of travel by vehicles and pedestrians and for access to land herein conveyed to the Grantee, provided that no structures or buildings of any kind or nature shall be erected or maintained on said strip of land and no vehicles shall be parked thereon.”

A City-wide Department survey was conducted, including the Mayor, District Councilor, and At-Large Councilors, to determine if this was excess or not to the City's needs.

Survey results from the Parking, Parks and Recreation, Planning, Public Works, and School Departments indicated they had no need for this property. Planning further noted that the sale would permit more options for infill development or redevelopment on adjacent property, and for the easement to continue.

Jeremiah Bartlett of Public Works Engineering indicated that the Federal Street Master Plan calls for Federal Street to connect to Franklin Street, and does not see a reason for the City to retain the lot; it would not adversely impact the Federal Street Master Plan if the City sold it. He also noted that it would be highly unlikely that curb cuts from Franklin Street to 28-X-1 would be allowed.

Councilor Ray had a few questions; please see below with staff responses:

1. How does this affect the Master Plan for Franklin Street that the Council adopted back in 2015?
 - a. Jeremiah Bartlett responded that the sale of this property will not adversely impact the Franklin Street Master Plan, nor future Franklin Street reconnection from Federal Street.
2. Councilor Ray wanted an understanding of what the abutter intends to do with the land, noting that it appeared that the abutter does not plan to build directly on it, but that a portion of their building (an awning or arbor or something similar) will over hang it. So would it be a sidewalk? Green Space? A sort of front yard? Would they anticipate public interaction with this space or might it be fenced off for private use?
 - a. The abutter has been working with City Planning staff to possibly build above this narrow strip of land, noting that the parcel allows them to have frontage on Franklin Street. Frontage on Franklin Street allows them additional development rights under the Form Based Code. The abutter is generally planning townhouses on the back of the site and a larger building fronting Franklin Street (housing) that would likely build above the easement, though their plans are still under development.
3. Would the developer be planning on any curb cuts for direct entry into their building through this land, or would they, perhaps, be hoping for a Federal Street reconnection to facilitate access?
 - a. Staff is not aware of any new proposed development curb cut requests to Franklin Street. Jeremiah Bartlett indicated that it would be doubtful that any new curb cuts would be allowed from Franklin Street.

III. Intended Result and/or Council Goal Addressed

The intended result would be for the City to sell this strip of land, together with its Deed stipulations, to an abutter which would allow for a multi-family development consisting of 20+ units with a mix of one, two, and three bedroom units, which development, with the addition of this strip of land, could front on Franklin Street; without the strip, it cannot do so.

In addition, NewHeight's proposal includes its discussions with the holder of the easement rights for access purposes, with NewHeight proposing to provide the holder of the easement with a new

easement to travel under its proposed building to access its parking lot and associated apartment building.

IV. Financial Impact

If sold, the City would realize property sale proceeds and future increase in taxes for the proposed development. Taxes now are at approximately \$7,000 annually, and it is estimated that upon completed buildout the taxes would increase to approximately \$200,000 annually to the City.

V. Staff Analysis and Recommendation

After reviewing the bid from NewHeight, staff is recommending that the EDC authorize staff to negotiate a Purchase and Sale Agreement with NewHeight, which Purchase and Sale Agreement would be brought back to the EDC on June 6th for its recommendation to the City Council.

Attachments: Map Highlighting the Properties
New Height's Bid
Bid Document

Cathedral Parish Hall

Congress Street

Portland Food Coop

Hampshire Street

Abutting Parcel
28-C-18

Abutting Parcel
28-C-13

City Parcel
Lot 28-X-1
Location and Area
Subject to Survey

Federal Street

Franklin Street

Franklin Street

Map Produced by the City of Portland
Economic Development Department
from 2016 GIS Program data. Intended
for orientation purposes only. Do not
use for project design or transfer of property.

Note: City GIS Parcel data and Aerial Photos
may not be aligned in area of the subject
parcels. Confirm actual locations with
current land survey by a licenced professional
surveyor. March 2017

Parcel Orientation and Context Potential Sale of City Lot 28-X-1

100 50 0 100 Feet

4 of 18



FEDERLE LAW

May 11, 2017

Mathew F. Fitzgerald, Purchasing Manager

Purchasing Office

City Hall, Room 103

389 Congress Street

Portland, ME 04101

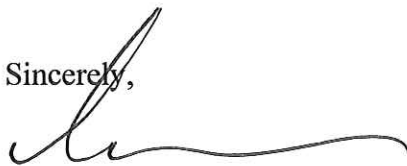
**RE: Bid #EDD04-17 (Property Designated As CBL: 28-X-1)
NewHeight Group Bid Submission**

Dear Mathew:

On behalf of the NewHeight Group, LLC, and responsive to Bid #EDD04-17, please find enclosed the following:

- I. NewHeight Group's Option Agreement to purchase 56 Hampshire Street which abuts the City's property designated as CBL: 28-X-1;
- II. NewHeight Group's Development Project Concept Plan;
- III. NewHeight Group's demonstration of financial capacity; and
- IV. The City bid form.

Sincerely,



Thomas B. Federle, Esq.

Option Agreement

**By and Between
REBECO, LLC and NEWHEIGHT GROUP, LLC**

**Relating to Real Estate
Located at 56 Hampshire Street, Portland Maine**

Whereas, ReBeCo, LLC ("ReBeCo") is the owner of real estate located at 56 Hampshire Street in Portland, Maine and depicted on the Portland city tax maps as Chart 28/ Block 13/ Lot 1 (the "Property");

Whereas, NewHeight Group, LLC ("NewHeight Group") is a Portland based real estate developer;

Whereas, on December 1, 2016 ReBeCo and NewHeight Group entered into an Agreement Relating to the Development of 56 Hampshire Street, Portland Maine (the "Agreement");

Whereas, NewHeight Group is proposing to purchase a strip of land from the City of Portland which is depicted on the Portland city tax maps as Chart 28/ Block X/ Lot 1 (the "City Strip");

Whereas, the City strip abuts the Property; and

Whereas, NewHeight Group desires to purchase the Property for the purpose of combining the City Strip and the Property to support the development of a multi-family residential structure fronting Franklin Street;

NOW THEREFORE, ReBeCo and NewHeight Group hereby agree as follows, to wit:

1. ReBeCo hereby grants to NewHeight Group, for a period of 45 days from the date of full execution below (the "Option Period"), an option to purchase the Property.
2. The terms of the purchase and sale of the Property shall be governed by the terms of the Agreement referenced above which is hereby extended to run coterminous with the Option Period.
3. In order to exercise the option, NewHeight Group must give ReBeCo written notice that it is exercising its option prior to expiration of the Option Period.
4. All terms of the Agreement shall remain in full force and effect unless expressly modified herein. In the event of a conflict between the terms of

this option agreement and the Agreement, the terms of the Agreement shall control.

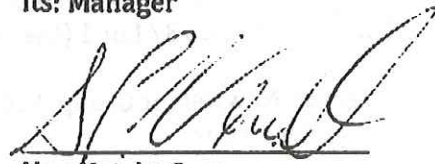
May 10, 2017



ReBeCo, LLC

By: Ophir Barone

Its: Manager



NewHeight Group

By: Chip Newell

Its: Authorized Member

I. Development Project Concept Plan

The NewHeight Group has an option to purchase property located at 56 Hampshire Street (the former Tally's Tabaco Warehouse and more recently the former Portland Food Coop site). NewHeight Group is investigating re-development of the site.

The 56 Hampshire Street property is bounded on the east by Hampshire Street and the south by Federal Street. On the west, it is separated from Franklin Street by a 12' strip of land owned by the City of Portland (CBL 28X1). The city's strip of land is encumbered by an easement providing vehicular access to and from a surface parking lot near the corner of Franklin and Congress Street that provides 15 parking spaces for a 20 unit apartment building located at 312 Congress Street.

On December 1, 2016, NewHeight Group applied to the city to acquire the city's strip of land. NewHeight Group's assessment was that the strip of land has no value to the city, and perhaps a negative value, because 1) in its entirety, it is burdened by the vehicular access easement; 2) it is located in a spot that could impede the city's expressed goal of reconnecting Federal Street and Franklin Street (and relocating it or terminating it would be difficult and expensive for the city); and 3) the strip alone cannot be built upon because of its dimensions and required setbacks.

NewHeight Group proposed last December to pay the City \$2,500 for the acquisition. This price was intended to cover costs of the City, primarily staff time, associated with transferring ownership of the strip of land. NewHeight Group, in response to the City's request for bids, is now bidding \$10,000.00 for the property.

At this phase of our planning, we believe that the former co-op building property and the City's strip of land could support a multi-family development consisting of 20+ units with a mix of one, two and three bedroom units similar to our Luminato project one block down Franklin. Luminato has 24 units, 12 of which are one bedrooms targeted towards working professionals in Portland who are looking for the ability to purchase rather than rent. Prices at Luminato started in the mid \$200,000s. All 24 of our units are sold. Of our 24 buyers, 18 of them live and work in Maine, 8 of them own their own business, and they range in age from 24 to 70. 16 of the buyers will live in Luminato as their primary residence. In conjunction with Luminato, NewHeight Group created 2 workforce housing units on Hampshire Street. These units have 99 year affordability covenants. We are proud to have located these units in one of the most desirable neighborhoods in Portland.

NewHeight Group will use the same marketing effort that led to the success of Luminato in this new project with the same goal of bringing more working, full-time Maine residents to this important location. One change from Luminato is that we will be investigating the feasibility of including some retail space on the ground floor of the building.

The City's strip of land with the vehicular easement running over it is located where Federal Street dead ends into Franklin. The preferred reconfiguration of Franklin adopted by the City includes reconnecting Federal Street and Franklin Street and possibly making it a full intersection. The location of the City's strip and vehicular easement would make this very difficult because it would be problematic for cars to enter Federal Street at its intersection with Franklin. Our preliminary investigation and conversation with the holder of the easement right shows that we could relocate the easement away from Franklin Street. We would do this by providing the holder of the easement with a new easement to travel under our building to access its parking lot.

By incorporating the City strip we would be able to front our new building on Franklin as imagined in the new India Street form based code, and design the project under the same parameters as Luminato. Our intention would be to build a condominium similar in scale (and compatible in design but unique) to Luminato. If we construct a building on this site with the City land we will be able to upgrade the streetscape at the current dead end of Federal Street as we are planning to do at the dead end of Newbury (where we are working with Portland Trails and the City to better activate that dead space).

In addition to the \$10,000.00 that we are offering for this strip of land, we believe that the NewHeight Development Concept Plan delivers the following value to the City of Portland:

1. Relocation of the easement away from Franklin Street so as to improve functionality of a potential new intersection at Federal and Franklin;
2. Re-development that will continue the redevelopment along Franklin and establish housing fronting and engaging Franklin directly across from (a hopefully expanded) Lincoln Park;
3. Redevelopment of the former Portland Food Co-op building site and surrounding surface parking lot as an important in-fill development meeting the goals of the India Street Neighborhood Plan and the Form Based Code;
4. Activation of the Federal Street dead-end until reconnection can be achieved with Federal Street by removing a rusted and dented guard rail with boulders and other treatments to make it a better public space;
5. Possibility for new retail opportunities near the growing retail sector along the stretch of Congress Street between Washington and Franklin;

6. Creation of work force housing units (or payments in lieu) in compliance with the work-force housing requirements of Portland's Affordable Housing Ordinance; and
7. Increase in Portland's tax base. The City property that is the subject of this bid currently generates no taxes. The adjacent property on which NewHeight Group has an option generates taxes in an amount just above \$7,000 annually. After development, we would expect that the combined properties would generate tax payments to the City of at least \$200,000 annually.

May 8, 2017

Gregory A. Mitchell
Department Director
Department of Economic Development
City of Portland
389 Congress Street
Portland, Maine 04101

Dear Greg:

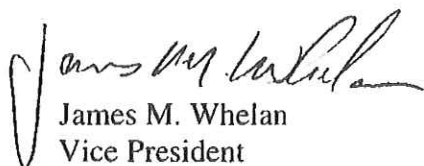
I am writing this letter on behalf of New Height Group (NHG). Saco & Biddeford Savings Institution (SBSI) has an ongoing relationship with NHG. SBSI is currently providing multi-million dollar financing to NHG for the Luminato Condominium development in Portland. To date, NHG has proven to be highly qualified, effective and professional developers.

SBSI looks forward to continuing our relationship with NHG and would be pleased to entertain future financing requests from them.

I understand NHG is responding to an RFP from the City of Portland for a small land parcel for \$10,000. Please be advised that NHG is fully qualified to receive bank financing for that purchase if requested.

Should you have any questions, please contact me at 207 602-7652.

Best Regards,



James M. Whelan
Vice President
Commercial Loan Officer
Saco & Biddeford Savings Institution

**Request for Bids from Two Abutters,
or Those Who Can Show Evidence of Right, Title, and Interest
to any of the two Abutting Properties
for City Property 28-X-1 Along Franklin Street**

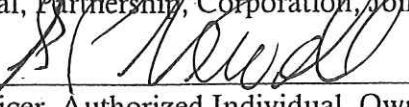
****THIS SHEET MUST BE SUBMITTED WITH YOUR BID****

The UNDERSIGNED hereby declares that he/she or they are the only person(s), firm or corporation interested in this bid as principal, that it is made without any connection with any other person(s), firm, or corporation submitting a bid for the same.

The UNDERSIGNED hereby declares that they have read and understand all conditions as outlined in the invitation for bids, and that the bid is made in accordance with same.

The UNDERSIGNED hereby declares that any person(s) employed by the City of Portland, Maine, who has direct or indirect financial interest in this bid or in any of the profits which may be derived therefrom has been identified and the interest disclosed by separate attachment. (Please include your disclosure any interest which you know of. An example of a direct interest would be a City employee who is related to any officers, employees, principal, or shareholders of your firm or to you. If in doubt as to status or interest, please disclose to the extent known).

COMPANY NAME: The Newheight Group, a Maine limited liability company
(Individual, Partnership, Corporation, Joint Venture)

AUTHORIZED SIGNATURE:  DATE: 5/10/17
(Officer, Authorized Individual, Owner)

PRINT NAME & TITLE: Stuart P. Newell

ADDRESS: Unit 401, 118 Congress Street, Portland, ME 04101

TELEPHONE: (202) 262-4567 FAX:

EMAIL ADDRESS: Chip@newheightgroup.com

WEB ADDRESS: www.newheightgroup.com

FEDERAL TAX I.D. NR. OR SSN#: 52-2151111

NOTE: All bids must bear the handwritten signature of a duly authorized member or employee of the organization making the bid.

TOTAL PURCHASE PRICE FOR THE PROPERTY

\$ 10,000.00
(Award Basis)

City of Portland, Maine

**Request for Bids from Two Abutters,
Or Those Who Can Show Evidence of Right, Title, and Interest
To any of the two Abutting Properties
for City Property 28-X-1 Along Franklin Street**

The City of Portland is accepting sealed bids for purchase of its vacant land property designated by the Assessor as 28-X-1. See attached map for reference.

Bidders are advised that the property will be sold “as is” and “where is”, in its existing condition, with no warranties to be expressed or implied. It is noted that the property has deed restrictions for that 12-foot wide way: “. . . for purposes of travel by vehicles and pedestrians and for access to land herein conveyed to Grantee, provided that no structures or buildings of any kind or nature shall be erected or maintained on said strip of land and no vehicles shall be parked thereon.” This property provides a means of access to lot 28-C-18. Because this property is not suitable as a single development site, it is being presented to the two abutting property owners and those who can show evidence of right, title, and interest to any of the two abutting properties (28-C-13-16-17 and 28-C-18) to determine their interest to acquire this property.

Sealed bids for purchase of this property will be received at the Purchasing Office, City Hall, Room 103, 389 Congress Street, Portland, Maine 04101 until **Friday, May 12, 2017 at noon** at which time they will be publicly opened. Bids that are late, submitted electronically or by fax and/or unsigned will not be accepted. All bids shall remain open to acceptance for ninety (90) days from their opening.

Three (3) complete copies/sets of the bid, and related documentation, shall be submitted with the original copy being so marked. The City’s declaration form shall be signed with the firm’s name and bear the original hand written signature of an officer or employee having authority to bind the company to a contract by his/her signature. Each bid shall include the legal name of the organization and a statement as to whether or not it is a sole proprietorship, a partnership, a corporation, or any other legal entity. A bid by a corporation shall also give the state of its incorporations (all businesses must be licensed to do business in Maine).

GENERAL INFORMATION/REQUIREMENTS

Site Information:

1. Location: Sliver of land used a driveway access to 28-C-18 and identified by City of Portland Assessor’s office as 28-X-1 (see attached tax map).

2. Environmental: To the best of the City's knowledge the site is not contaminated; the City does not have any environmental reports regarding the condition of the property. Proposers will be responsible for performing any environmental tests or inspections that may be required.
3. Property Boundary Survey: Respondents to this Bid will be responsible for preparing a property boundary survey for the subject property.
4. Development Potential: This property is zoned IS-FBC (India Street Form Base Code). Because of its deed restrictions, it cannot be developed unless the deed restrictions are lifted to provide another form of access to lot 28-C-18.
5. Minimum Purchase Price: \$10,000.00.
6. Deed: At closing, the City shall convey the described real estate by quitclaim deed.

All questions must be made in writing only, can be hand delivered, mailed to the Purchasing Office, faxed to 207-874-8652 or e-mailed to mff@portlandmaine.gov, being received no later than five working days prior to the scheduled bid due date. A written response, if provided, will be in the form of an Addendum and will be sent to all document holders registered in the Purchasing Office. Corrections or changes to this document will be made only by written addendum, any oral explanation or interpretation shall not be binding. Addenda must be duly acknowledged with any submission.

Respondents to this Bid shall be responsible for restoration of any property caused by the performance of any site environmental tests or inspection activities. Repair and restoration shall be to the satisfaction of the City. Any repair or restoration of these damages shall be performed at no cost to the City.

This bid does not commit the City to proceed with property sale negotiations or to pay any costs incurred in the preparation of a response, including costs incurred by the vendor in preparing for or conducting any site visitations.

Bidders, by submitting a bid, agree that they have carefully read and fully understand the information provided by the City to serve as the basis for submission of their bid to purchase the property; that they have the capability to successfully undertake and complete the responsibilities and obligations of the submitted bid; that they have completed attached forms and are submitting same as part of their bid; that the information contained within their bid is true and correct to the best of their knowledge; that they did not, in any way, collude, conspire, or agree, either directly or indirectly, with any person, firm, corporation, or other bidder in regards to the amount, terms or conditions of their bid; and, that by the submission of a bid, acknowledge that the City has the right to make any inquiry it deems appropriate to substantiate or supplement information supplied by them and that they, the bidder, hereby grants the City permission to make said inquiries, and to provide the City any and all requested documentation in a timely manner.

NOTE: All potential bidders are reminded that information contained in submitted material will become public record. The City of Portland is subject to the Freedom of Access law. Under this law, it must make public information which it receives in the solicitation of bids.

BID AWARD

It is noted that the Portland City Council's Economic Development Committee (EDC) will review bids received and authorize staff to proceed with negotiations to prepare purchase and sale agreement will require public votes and approval by the EDC and the Portland City Council.

The City of Portland, Maine reserves the right to request clarification of and/or solicit additional information of any bidder; to have bidder(s) make presentations to the Economic Development Committee and/or City Council; and/or to negotiate with any bidder(s) regarding any terms of their bid, with the intent to achieve the best bid that shall result in a purchase and sale agreement that is deemed by the City to be in its best interests. Any such negotiations will use the selected bid as a basis to reach a final agreement.

The City reserves the right to waive any informalities in bids, and to reject any or all bids should it be deemed for the best interest of the City to do so. The City reserves the right to substantiate the bidder's qualifications, capability to purchase, and to verify that the bidder is current in its obligations to the City, as follows:

Pursuant to City procurement policy and ordinance, the City is unable to contract with businesses or individuals who are delinquent in their financial obligations to the City. These obligations may include but are not limited to real estate and personal property taxes and sewer user fees. Bidders who are delinquent in their financial obligations to the City must do one of the following: bring the obligation current, negotiate a payment plan with the City's Treasury office, or agree to an offset which shall be established by the contract which shall be issued to the successful bidder.

April 28, 2017

Matthew F. Fitzgerald
Purchasing Manager

Attachment: Tax Map

Bid Submission Requirements

Companies will submit responses to the following items with their bids. Responses will be used to evaluate bids. Companies must also supply a completed bid form included at the end of this section.

Development Project Concept Plan

Provide a plan for the intended use of the property, along with any proposed concept development plan for the adjacent property.

Qualifications

Provide your financial capacity to purchase the property in the amount of your Bid. This should include the phone number of the owner's representative on this project.

**Request for Bids from Two Abutters,
or Those Who Can Show Evidence of Right, Title, and Interest
to any of the two Abutting Properties
for City Property 28-X-1 Along Franklin Street**

****THIS SHEET MUST BE SUBMITTED WITH YOUR BID****

The UNDERSIGNED hereby declares that he/she or they are the only person(s), firm or corporation interested in this bid as principal, that it is made without any connection with any other person(s), firm, or corporation submitting a bid for the same.

The UNDERSIGNED hereby declares that they have read and understand all conditions as outlined in the invitation for bids, and that the bid is made in accordance with same.

The UNDERSIGNED hereby declares that any person(s) employed by the City of Portland, Maine, who has direct or indirect financial interest in this bid or in any of the profits which may be derived therefrom has been identified and the interest disclosed by separate attachment. (Please include your disclosure any interest which you know of. An example of a direct interest would be a City employee who is related to any officers, employees, principal, or shareholders of your firm or to you. If in doubt as to status or interest, please disclose to the extent known).

COMPANY NAME: _____
(Individual, Partnership, Corporation, Joint Venture)

AUTHORIZED SIGNATURE: _____ DATE: _____
(Officer, Authorized Individual, Owner)

PRINT NAME & TITLE: _____

ADDRESS: _____

TELEPHONE: _____ FAX: _____

EMAIL ADDRESS: _____

WEB ADDRESS: _____

FEDERAL TAX I.D. NR. OR SSN#: _____

NOTE: All bids must bear the handwritten signature of a duly authorized member or employee of the organization making the bid.

TOTAL PURCHASE PRICE FOR THE PROPERTY

\$ _____
(Award Basis)

Cathedral Parish Hall

Congress Street

Portland Food Coop

Hampshire Street

Abutting Parcel
28-C-18

Abutting Parcel
28-C-13

City Parcel
Lot 28-X-1
Location and Area
Subject to Survey

Federal Street

Franklin Street

Franklin Street

Map Produced by the City of Portland
Economic Development Department
from 2016 GIS Program data. Intended
for orientation purposes only. Do not
use for project design or transfer of property.

Note: City GIS Parcel data and Aerial Photos
may not be aligned in area of the subject
parcels. Confirm actual locations with
current land survey by a licenced professional
surveyor. March 2017

Parcel Orientation and Context Potential Sale of City Lot 28-X-1

100 50 0 100 Feet

18 of 18





Economic Development Department
Gregory A. Mitchell, Director

MEMORANDUM

TO: Economic Development Committee (EDC)
FROM: Greg Mitchell
DATE: May 18, 2017
SUBJECT: Thames Street Property Proposals

I. ONE SENTENCE SUMMARY

Public presentations will occur, at the May 23rd EDC meeting, by staff and the two developers which submitted proposals to acquire a portion of the City-owned Thames Street surface parking lot, followed by an executive session for the Committee to provide direction to staff to proceed with negotiations.

II. BACKGROUND

The City issued an RFP to sell a portion of the Thames Street surface parking lot to attract private sector investment and stimulate parking structure investment in Portland's East End; a copy of the RFP is included in the public meeting material for reference, as are the two proposals received.

III. INTENDED RESULT AND OR COUNCIL GOAL ADDRESSED

EDC to receive presentations and ask questions in public, followed by an executive session to provide staff direction to proceed with negotiations.

IV. FINANCIAL IMPACT AND STAFF ANALYSIS

Staff will provide you the results of the RFP Scoring Committee and property appraisal, in executive session, for discussion.

V. RECOMMENDATION

Staff looks forward to discussing the two proposals for EDC direction.

VI. LIST ATTACHMENTS

- Thames Street Property RFP
- Atlantic Bayside Development, LLC Proposal
- Jonathan Cohen, Manager/0 Hancock Street, LLC and Wex Proposal

City of Portland, Maine
“Sale of Portion of City Owned Thames Street Property”
Request for Proposals

NOTICE AND SPECIFICATIONS

Sealed proposals for furnishing the Economic Development Department with proposals related to the “Sale of Portion of City Owned Thames Street Property,” as specified herein, will be received by the Purchasing Office, Room 103, City Hall, 389 Congress Street, Portland, Maine 04101, until 3:00 p.m., Thursday, May 4, 2017 at which time they will be publicly opened. Proposals shall be submitted with the attached forms, and returned in sealed envelopes plainly marked on the outside “Thames Street Proposal”, together with an electronic copy. Proposals that are late and or submitted via tele-facsimile shall not be accepted. All proposals shall be held open to acceptance for sixty days from opening.

All questions **must** be submitted in writing to the Purchasing Office. Questions may be mailed, hand delivered, faxed to (207) 874-8652 or e-mailed to mff@portlandmaine.gov and must be received no later than ten (10) business days prior to the opening date. Questions received after this time will not be addressed. Any interpretation, correction or change of this document will be made only by written addenda. Changes in any other manner will not be binding on the City and cannot be relied upon by proposers. Proposers cannot have contact with any City staff with regard to this Request for Proposals unless to obtain general public information as specified in the document.

The disposal of this real estate shall be on the basis of a negotiated proposal, with the City of Portland reserving the right to refuse any and all proposals. All proposers are advised that the property will be sold “as-is” and “where is,” in its existing condition, with no warranties to be expressed or implied. The City disclaims any and all responsibility for injury to proposers, their agents or others while examining the property or at any other time. The property will be conveyed by quitclaim deed.

INTRODUCTION

The Eastern Waterfront Master Plan (EWMP) envisioned the build-out of the area establishing a new neighborhood based on a new street grid, with over a half-million square feet of additional office, retail and residential construction to be supported by additional structured parking. The City adopted design guidelines for the Eastern Waterfront redevelopment. The sale of a portion of the City-owned Thames Street property, through this Request for Proposals, will further the EWMP.

Use of additional land, either contiguous or non-contiguous to the City property being made available through this RFP, is encouraged in order to best fulfill the development goals described in the EWMP.

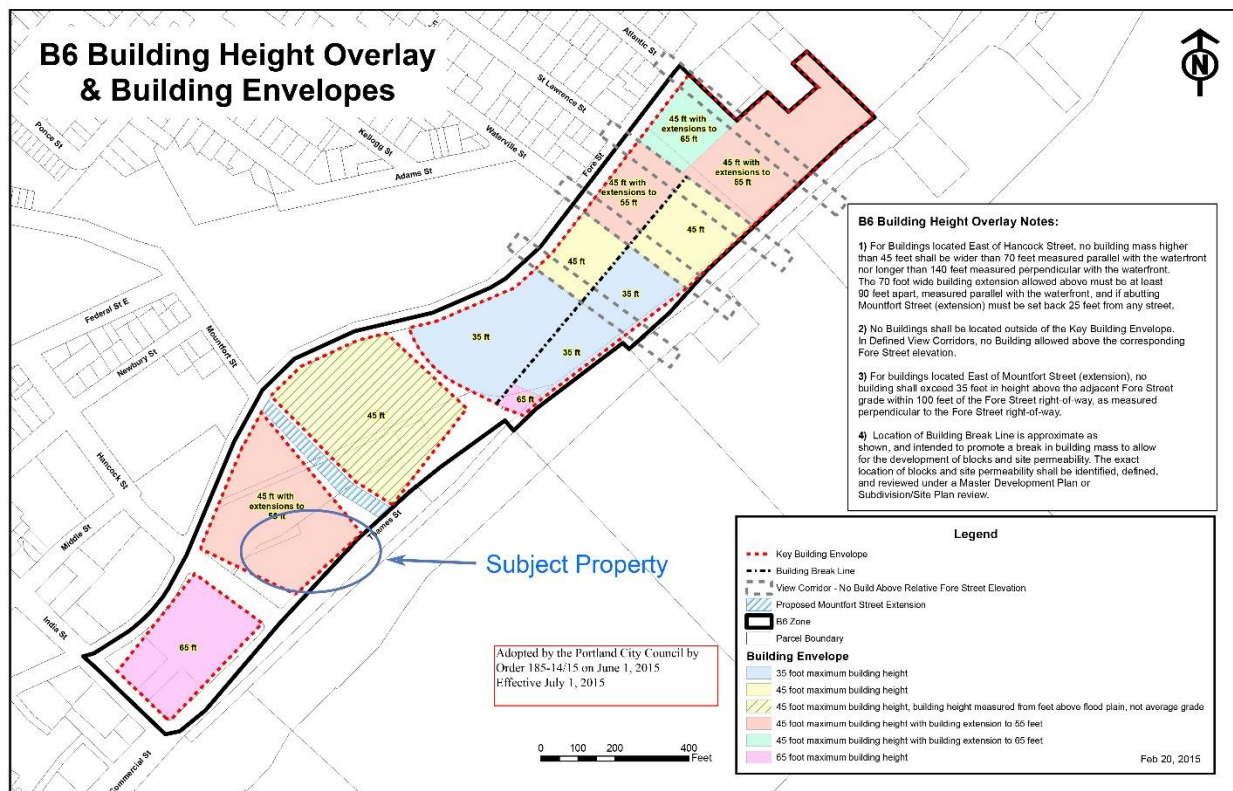
Thames Street Property Overview

The portion the City is considering selling includes approximately 48,000 square feet located along Thames Street between Hancock Street and the Proposed Mountfort Street Extension. The City is not prepared, at this time, to sell the remainder of the City Thames Street property. See attached map.

Existing Zoning Summary

This property is located in the B-6 zoning district, which permits a variety of uses, including residential, office, retail and hospitality. The zoning allows heights of 45 feet, with some allowances up to 55 feet, as regulated by the B6 Building Height Overlay and Building Envelope Map (B6 Height Overlay.) As shown on the B6 Height Overlay, there are portions of the subject parcel - at the corners of Hancock Street and the proposed Mountfort Street extension with Thames Street - that lie outside of the “Key Building Envelope” established within the Overlay. These areas are intended to preserve and create view corridors from public streets to the water. While not available for buildings, these areas may be used for landscaping, plaza space, outside dining, or other similar use.

The B6 Zone is additionally subject to Design Guidelines for the Eastern Waterfront.



<http://www.portlandmaine.gov/DocumentCenter/Home/View/6725>

Note: All respondents should investigate specific legal and zoning requirements for proposed projects prior to submission of proposal. The City's Zoning Administrator can be contacted at (207) 874-8695. The City's Planning Office can be contacted at (207) 874-8719.

SELECTION PROCESS

Proposals will be reviewed by a staff evaluation committee that will score the proposals based upon the best opportunity for negotiating the highest quality and most appropriate use of the property. The highest scoring respondents to the RFP may be selected for an on-site interview at the discretion of the evaluation committee. These firms may be re-scored after the evaluation committee has completed its interview process and reviews any additional information. The staff committee's scoring will be forwarded to the Portland City Council Economic Development Committee for its deliberation and subsequent recommendation to the City Council. Final approval for sale of City property and the negotiated public-private partnership will be with the Portland City Council.

Key Proposal Goals (3)

1. ***Private Sector Investment.*** The City desires to further the build-out of private sector investment to meet City goals as outlined in the Eastern Waterfront Master Plan, economic development efforts, and community development goals.
2. ***Parking.*** The majority of the City's Thames Street property should be utilized for development. The majority of new structured parking, located within the City's Thames Street property, if needed, shall be surrounded by active uses and screened from view. All new proposed structured parking facilities, located in the Eastern Waterfront Area (not on the Thames Street property) should be located within a reasonable walking distance from the Thames Street property. All proposals shall address City replacement parking needs and accommodate parking requirements for new proposed private investment.
3. ***Future Streets (New Connector Road and Mountfort Street Extension).*** At this time, the City is not prepared to provide commitments to design and construct Mountfort Street Extension or the New Connector Road. However, all proposals should address the need for Mountfort Street Extension and the New Connector Road as future public rights-of-way to support proposed private investment on the City property located between Hancock and Mountfort Streets. Alternative approaches to meeting the goals of permeability and accessibility across this block will be considered.

Thames Street Extension Note: The City Council approved a Purchase and Sale Agreement with CPB2 to sell a triangular shaped property to CPB2 along with an expected City commitment to invest in extending Thames Street easterly to this property.

GENERAL INFORMATION

1. **City Property Location:** Corner of Hancock and Thames Street (See attached map.)
2. **General Dimensions:** Portion site under consideration for sale includes 48,000 +/- square feet.

3. **Current use:** Unimproved municipal parking lot.
4. **Condition of the property at the time of sale:** The property is within a B-6 Eastern Waterfront Mixed Zone and is being used as a municipal parking lot.
5. **Environmental Conditions:** The City of Portland does not have any specifics with regard to environmental conditions and makes no representations or guarantees with respect to the environmental condition of the site.
6. **License Agreement with adjacent property owner Jack Rabbit, LLC (copy attached):** The City acknowledges the existing License Agreement with Jack Rabbit, LLC which needs to be addressed with the sale of City property.
7. **Road Extensions (Thames Street, New Connector Road and Possible Mountfort Street Extension):** See attached plan showing the planned extension of Thames Street, the New Connector Road and Mountfort Street Extension. At this time, the City is not prepared to provide commitments to design and construct Mountfort Street Extension or the New Connector Road. The Thames Street extension is incorporated into a City Council approved City and CPB2 P&S Agreement, while the New Connector Road and Mountfort Street Extension, or suitable alternatives, need to be designed, funded, and constructed.

PROPOSAL REQUIREMENTS

1. All proposers shall signify, by signing the attached proposal form, that the proposer has read and understands all conditions concerning the development of the land being offered, as outlined in this request for proposals, and that the proposal is made in accordance with this request.
2. Each proposal submitted must specifically outline the proposed development or re-use of this City property and indicate the intended end use(s). At a minimum, the proposal shall include:
 - **Site Concept Plan.** Concept for the proposed use of the land including end use(s);
 - **Project Timeline.** Timetable from beginning to completion of the project;
 - **Future Road Rights-of-Way.** Any future streets right-of-way needed and offer of property if applicable;
 - **Parking.** Sale of this City property will displace upwards of 150 parking spaces utilized by the City staff and others. Construction of suitable City replacement parking must be located within a reasonable walking distance in the Eastern Waterfront Area from the Thames Street property along with plans for new structured parking to accommodate new private sector investment. A parking

management plan shall be provided showing the proposed locations for all new structured parking and options, including costs, to accommodate City replacement parking needs for upwards of 150 City parking spaces. The parking management plan should address public access to parking, weekend/evening hour use of parking, and snow ban parking.

3. Each proposer must present the City with evidence of its financial ability to undertake and complete the project as outlined in its proposal.
4. Responses should include a clear demonstration the proposer's ability to complete all elements of the project as described in the proposal including a description of the development team and past experience with similar projects, project readiness and timeframe for completion as evidenced by lease commitments or the like, and financial feasibility analyses detailing a development budget, operating pro-forma's, and any other provided information.
5. 12 copies, with the original being so marked, of each proposal shall be submitted, together with an electronic version.
6. Additional data, exhibits, statements, drawings, renderings of buildings, etc., are invited to insure a total understanding and proper evaluation of each proposal by the City.

SELECTION CRITERIA (5)

1. Community Integration as Guided by the Eastern Waterfront Master Plan

As described above, development proposals should be guided by the Eastern Waterfront Master Plan, which envisioned the build-out of over a half-million square feet of additional office, retail and residential construction. The City is requiring development of new structured parking as part of this redevelopment. Any successful response to this Request for Proposals will fulfill those goals.

See web link: <http://www.portlandmaine.gov/DocumentCenter/Home/View/3391-totheEasternWaterfrontMasterPlan>

2. Public Benefit to the City

The City would like to obtain the most favorable public benefit associated with the sale of this property, and will rate proposals based upon that return. This will mean that a proposal will score higher as it ascribes the greatest value to the City-owned land and offers the greatest public benefit to the City. Those factors could include, but are not limited to:

- **Net new jobs to the City.** The City desires to attract new full-time quality (wage compensation and access to benefits) type jobs to the city. Proposals should include estimates of the numbers and types of full-time jobs associated with project private sector investment.

- **Future Mountfort Street Extension and New Connector Road Rights-of-Way.** At this time, the City is not prepared to provide commitments to design and construct Mountfort Street Extension or the New Connector Road. All proposals should address the need for Mountfort Street Extension and the New Connector Road as future public rights-of-way to support proposed private investment on the portion of City property located between Hancock and Mountfort Street Extension. Alternative approaches to meeting the goals of permeability and accessibility across this block will be considered.

3. Purchase Price

The City expects to receive Fair Market Value (“FMV”) for the property and would recognize anything less than FMV as a financial incentive to the successful developer.

4. Additional Financial Benefit to the City

Above and beyond the proposed purchase price, including but not limited to:

- **Net new property tax revenue.** Estimates for the value of new private construction should be provided with each proposal. The City will review this information to determine an estimated total municipal assessed value for the proposed project and associated property taxes.
- **Parking.** The City requires investment of additional privately owned and operated parking structures located in the Eastern Waterfront Area (preferably not on the Thames Street property) to support City replacement parking, activities at the Portland Ocean Terminal, including the Ocean Gateway, parking for island residents and to provide opportunities for continued growth of the land side of the Eastern Portland Waterfront. A parking management plan shall be provided showing the proposed locations for all new structured parking and options, including costs, to accommodate City replacement parking needs for upwards of 150 City parking spaces. The parking management plan should address public access to parking, weekend/evening hour use of parking, and snow ban parking.

5. Proposers Proven Capacity and Relevant Experience

Responses should clearly demonstrate the proposer’s ability to complete all elements of the project as described in the proposal including a description of the development team and past experience with similar projects, project readiness and timeframe for completion as evidenced by lease commitments or the like and financial feasibility analyses detailing a development budget, operating pro-forma, and any other provided information.

SCORING MATRIX

Subject to the Reservation of Rights as described herein below, the City Council Economic Development Committee will recommend to the City Council the proposal which in its judgment offers the best opportunity for negotiating the highest quality and most appropriate use of the property, even though such proposal may not contain the highest purchase price offered.

The criteria used for the rating of the Proposals by the Evaluation Committee will include:

1. Community Integration as Guided by the Eastern Waterfront Master Plan (25 Points)
2. Public Benefit to the City (25 Points)
3. Property Sale Price (20 Points)
4. Additional Financial Benefits to the City (15 Points)
5. Proposers Proven Capacity and Relevant Experience (15 Points)

RFP Evaluation and Timeframe

The following process will be used:

1. Upon closing of the Request for Proposal application period, all proposals will be reviewed for completeness.
2. All complete proposals will be reviewed under the scoring factors and preference guidelines as described herein. The proposal evaluation team may confer with the applicants and/or third parties to clarify or verify information and request additional information for the purpose of allowing the evaluation team to ask questions of the finalists and to further clarify any Proposer's written responses.
3. All proposals and scoring information will be forwarded to the City Council's Economic Development Committee for review. The Committee may hold interviews with any, all or none of the proposers. The Committee's recommendation will then be forwarded to the full City Council for its review and final action.
4. When the evaluation and review process is complete, the Economic Development Committee will select the proposal to begin negotiations toward finalizing a Purchase and Sale Agreement including all conditions of sale to recommend to the City Council for final action.

Proposers will be notified of the scoring results and all pertinent meeting review dates.

CONFIDENTIALITY

Proposals received by the City shall become a matter of public record, subject to public inspection, except to the extent, which an applicant designates in writing, proprietary data to be confidential and submits that data under separate cover, such information may be held from public inspection, as provided in Maine law: 5 MRSA Sections 13119-A.

LEGAL REQUIREMENTS

The Purchase and Sale Agreement for the sale of the property will be executed only after satisfactory review and final approval by the City Council. At closing, the City shall convey the property by quitclaim deed. There will also be covenants that restrict the re-sale of the property, requires City Council approval of any new owners within a negotiated period of time, or allows the City to repurchase the property in the case of non-performance.

RESERVATION OF RIGHTS

The City reserves the right, at its sole discretion, to reject any and all proposals for the property, based on the quality and merits of the proposals received, or when it is determined to be in the public interest to do so. Furthermore, the City may extend deadlines and timeframes, as needed.

The City reserves the right to substantiate any Proposer's qualifications, capability to perform, availability, past performance records and to verify that the proposer is current in its financial obligations to the City.

The City reserves the right to waive any informalities in proposals, to accept any proposal or portion thereof, and to reject any and all proposals, should it be in the best in the best interest of the City to do so.

March 31, 2017

Matthew F. Fitzgerald
Purchasing Manager

Appendices

- Thames Street Property Map
- City and Jack Rabbit, LLC License Agreement

PROPOSAL FORM

("Sale of Portion of City Owned Thames Street Property" RFP #6917

**** THIS SHEET MUST BE INCLUDED IN YOUR PROPOSAL ****

The undersigned hereby declares that he/she or they are the only person(s), firm or corporation interested in this proposal as principal, that it is made without any connection with any other person(s), firm or corporation submitting a proposal for the same, and that no person acting for or employed by the City of Portland is directly or indirectly interested in this proposal or in any anticipated profits which may be derived there from.

The undersigned hereby declares that they have read and understand all conditions as outlined in this Request for Proposals, and that the proposal is made in accordance with the same.

The bidder acknowledges the receipt of Addenda numbered: _____

COMPANY NAME: _____

AUTHORIZED SIGNATURE: _____

DATE: _____

PRINT NAME & TITLE: _____

ADDRESS: _____

E-MAIL ADDRESS: _____

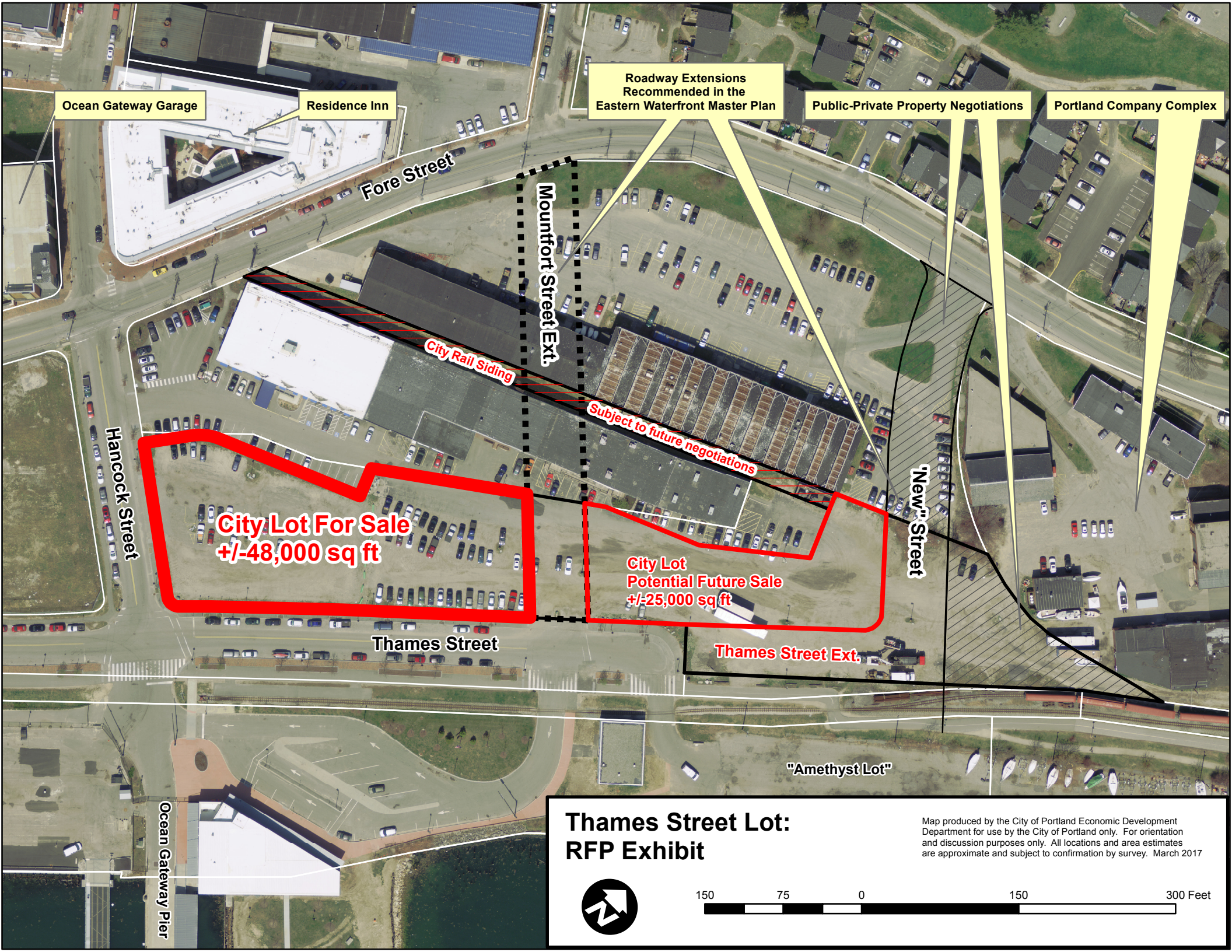
PHONE NUMBER: _____ FAX NUMBER: _____

TYPE OF ORGANIZATION - PARTNERSHIP, CORPORATION, INDIVIDUAL, OTHER:

STATE OF INCORPORATION, IF APPLICABLE: _____

FEDERAL TAX IDENTIFICATION NUMBER (Required): _____

NOTE: Proposals must bear the handwritten signature of a duly authorized member or employee of the organization submitting a proposal.



Ocean Gateway Garage

Residence Inn

Roadway Extensions
Recommended in the
Eastern Waterfront Master Plan

Public-Private Property Negotiations

Portland Company Complex

Fore Street

Mountfort Street Ext.

City Rail Siding

Subject to future negotiations

City Lot For Sale
+/-48,000 sq ft

City Lot
Potential Future Sale
+/-25,000 sq ft

New Street

Thames Street Ext.

"Amethyst Lot"

Thames Street

Hancock Street

Ocean Gateway Pier

Thames Street Lot: RFP Exhibit

Map produced by the City of Portland Economic Development Department for use by the City of Portland only. For orientation and discussion purposes only. All locations and area estimates are approximate and subject to confirmation by survey. March 2017



LICENSE AGREEMENT

This **LICENSE AGREEMENT** is made between the **City of Portland**, a body corporate and politic located at 389 Congress Street, Portland, Maine (hereinafter the "City"), and **JACKRABBIT, LLC**, a Maine limited liability company with a mailing address of 44 Oak Street, Portland, Maine, 04101 (hereinafter "Jackrabbit").

WHEREAS, the City and Jackrabbit each own property adjacent to Jackrabbit's building located at 144 Fore Street in the City of Portland, Maine; and

WHEREAS, the City wishes to have access to a portion the Jackrabbit's above-described property (hereinafter the "Jackrabbit Property"), and Jackrabbit wishes to have access to a portion of the City's above-described property (hereinafter the "City Property") for the purposes of vehicular traffic, travel and parking as described in the Agreement;

NOW THEREFORE, the City does hereby grant to Jackrabbit, its successors and assigns in ownership of the Jackrabbit Property, a revocable license to enter upon and to use the City Property for the purpose of vehicular traffic and travel, and Jackrabbit does hereby grant to the City, its successors and assigns in ownership of the City Property a revocable license to enter upon and use the Jackrabbit Property for the purpose of vehicular traffic, travel and parking, subject to the following terms and conditions:

1. **Location.** The City Property and Jackrabbit Property are described and delineated in Exhibit A, attached hereto and incorporated herein by reference.

2. **Use of City Property by Jackrabbit.** The City Property shall be used by Jackrabbit as shown on Exhibit A attached hereto for vehicular traffic, travel and minimal parking related to Jackrabbit's ownership and Jackrabbit's and his tenants' and invitees' use of Jackrabbit's building located at 144 Fore Street, only. All of Jackrabbit's parking shall be immediately adjacent to the building located at 144 Fore Street and at either end of the building, as shown on Exhibit A attached hereto. Vehicles shall not block the flow of traffic in the shared travel lane. Any vehicles that park on City Property not in accordance with this paragraph and do not display a City hang tag or permit will be subject to ticketing, booting and towing at the City's discretion. All use of the City's Property by Jackrabbit must be in compliance with state and federal law, and local ordinance, including but not limited to local land use ordinances.

3. **Use of Jackrabbit Property by the City.** The Jackrabbit Property shall be used by the City as shown on Exhibit A attached hereto for vehicular traffic, travel and parking related to the City's activities, including but not limited to providing parking for users of the Eastern Promenade Trail after 5:00 p.m. Monday through Friday and all day on weekends and holidays. All use of the Jackrabbit Property by the City must be in compliance with state and federal law, and local ordinance, including but not limited to local land use ordinances.

4. **Signage.** Jackrabbit agrees to post signs on or around its building located at 144 Fore Street, at its own expense, indicating that parking adjacent to the building is reserved for tenants and customers of the building.

5. **Maintenance.** Jackrabbit shall be responsible for maintenance and repair,

including snow plowing and removal, of the Jackrabbit property and the shared travel lane indicated on Exhibit A. City shall be responsible for maintenance and repair, including snow plowing and removal, of the City property.

6. **No Fees.** Jackrabbit shall be liable for no fees for its use of the City Property in accordance with this License Agreement, and the City shall be liable for no fees for its use of the Jackrabbit Property in accordance with this License Agreement.

7. **Event Revenue.** Jackrabbit shall retain any revenue from parking for special events only for parking spaces located on Jackrabbit property. The City shall retain any revenue from parking for special events for parking spaces located on City property.

8. **Insurance: City.** City is self insured and any claims which are the responsibility of the City under this agreement shall be covered by said self insurance fund.

9. **Insurance: Jackrabbit.** Jackrabbit shall procure and maintain throughout the term of this License Agreement, or provide through its contractor(s), comprehensive general liability insurance in the minimum amount of Four Hundred Thousand Dollars (\$400,000) covering Jackrabbit's activities hereunder and naming the City as an additional insured thereon. In addition, Jackrabbit shall provide evidence of automobile liability insurance in said minimum amount, and workers compensation insurance in the statutory amount, if applicable. All contractors to Jackrabbit performing work under this License shall provide the City with evidence of the above insurance coverages with the City as an additional insured, and workers compensation and employers liability insurance in the statutory amounts which shall have an endorsement waiving subrogation against the City. Such contractor insurance may be in place of that required of Jackrabbit so long as it remains in effect and names the City as an additional insured.

Certificates evidencing such insurance policies shall be delivered to City and shall provide the City with no less than thirty (30) days prior notice of cancellation or non-renewal.

All insurance policies hereunder shall be primary to any insurance, or self-insurance, maintained by City.

10. **Effective Date.** This License is effective as of the date of execution.

11. **Term.** This license shall have a term of ten (10) years and shall automatically continue for successive ten year periods unless the parties agree upon and establish functionally equivalent access to the Jackrabbit Property or the affected portion of it on terms similar to this Agreement as mutually agreed upon by Jackrabbit and the City. If the parties fail to agree, then on written notice from either party any dispute shall first be submitted to nonbinding mediation by a single mediator. If no mediation occurs or if no agreement is reached within 30 days thereafter, then on written notice from either party the dispute shall be submitted to arbitration, to a single arbitrator to be agreed upon within 20 days of the date on which the notice is served. If the parties cannot agree on a single arbitrator then on written notice from either part the dispute shall be submitted to a panel of three arbitrators and the notice shall specify the name and address of the person designated to act as an arbitrator on its behalf. Within 20 days after the service of such notice, the other party shall specify the name and

address of the person designated to act an arbitrator on its behalf. If the other party fails to notify the initiating party of the appointment of its arbitrator within the time above specified, then the appointment of the second arbitrator shall be made by the first arbitrator. The two arbitrators so chosen shall meet within 15 days after the second arbitrator is appointed and if, by 30 days after the date of the appointment of the second arbitrator, the two arbitrators shall not agree upon a resolution of the dispute, they shall together appoint a third arbitrator. The three arbitrators shall meet and render a decision within 30 days after the date of the appointment of the third arbitrator. The decision of a majority of the arbitrators shall be final. All arbitrators appointed must be employed or active in the real estate industry, including without limitation, as managers, real estate brokers, bankers, attorneys, developers, investors or otherwise.

The party's shall share the costs of providing a functionally equivalent access equally, but if the City's proportionate share based on the original square footage of the portion of the access relocated on its land to all of the original square footage of the access from the City to Jackrabbit access is less, then it shall pay the lesser share.

12. Termination. In the event either party does not comply with the terms of this Agreement, the aggrieved party must first request the other party to cure the problem. In the event the problem is not cured within thirty (30) days, the party can terminate the Agreement upon thirty (30) days written notice.

Any notice of an Event of Default delivered pursuant section 12 of this license agreement must be sent by certified mail, return receipt requested to Jackrabbit at the address for Jackrabbit set forth above, or at such other address as Jackrabbit may provide to the City in writing from time to time. In addition following a notice sent to the City by certified mail, return receipt requested, by a party identifying itself as the holder of a mortgage on Jackrabbit's Property, the City shall concurrently send such mortgagee a copy of any notice of an Event of Default which the City sends to Jackrabbit.

Notwithstanding any other provision herein, in the event that a notice of an Event of Default is delivered to Jackrabbit pursuant to section 12 hereof, any mortgagee of Jackrabbit's Property who has identified itself to the City shall be entitled to cure such default within the time frames set forth above, and the City agrees to accept such performance by any such mortgagee of Jackrabbit's obligations hereunder.

In the event the adjacent Thames Street Lot, owned by the City, is redeveloped and the use of City Property by Jackrabbit pursuant to this Agreement presents an encumbrance to redevelopment of said lot, the City shall provide Jackrabbit and any mortgagee of Jackrabbit's Property who has identified itself to the City one (1) years notice of termination of this Agreement, provided that the City must provide functionally equivalent access to the Jackrabbit Property on terms similar to this Agreement in order for such notice of termination to be effective.

In the event the City takes by eminent domain proceedings a portion of the Jackrabbit Property necessary for a future extension of Mountfort Street, then this License shall terminate with respect to that portion of the License area necessary for such extension of Mountfort Street, and the City shall not be required to pay damages for such partial

termination or for any increased value of the portion of the Jackrabbit Property so taken attributable to this License Agreement.

12.No Interest in Land. The City shall have no authority to modify or make any changes to the Jackrabbit Property subject to this License without the prior consent of Jackrabbit, and Jackrabbit shall have no authority to modify or make any changes to the City Property subject to this License without the prior consent of the City, provided that the parties hereby consent to the changes identified in the City's minor site plan approval issued on August 16, 2010.

13. This Agreement amends and restates in its entirety a prior License Agreement between the parties dated October 14, 2010.

Dated as of January 21st, 2011

JACKRABBIT, LLC

By: [Signature]
name: Mike Marino
its Gen.

CITY OF PORTLAND

By: [Signature]
name: Joseph C. Gray, Jr.
its City Manager

STATE OF MAINE
CUMBERLAND, ss.

January 21, 2011

PERSONALLY APPEARED before me the above named mike marino in his said capacity, and acknowledged the foregoing instrument to be his free act and deed in his said capacity and the free act and deed of said limited liability company.

[Signature]
Notary Public/Attorney at Law
Print name: Barbara J Brewer

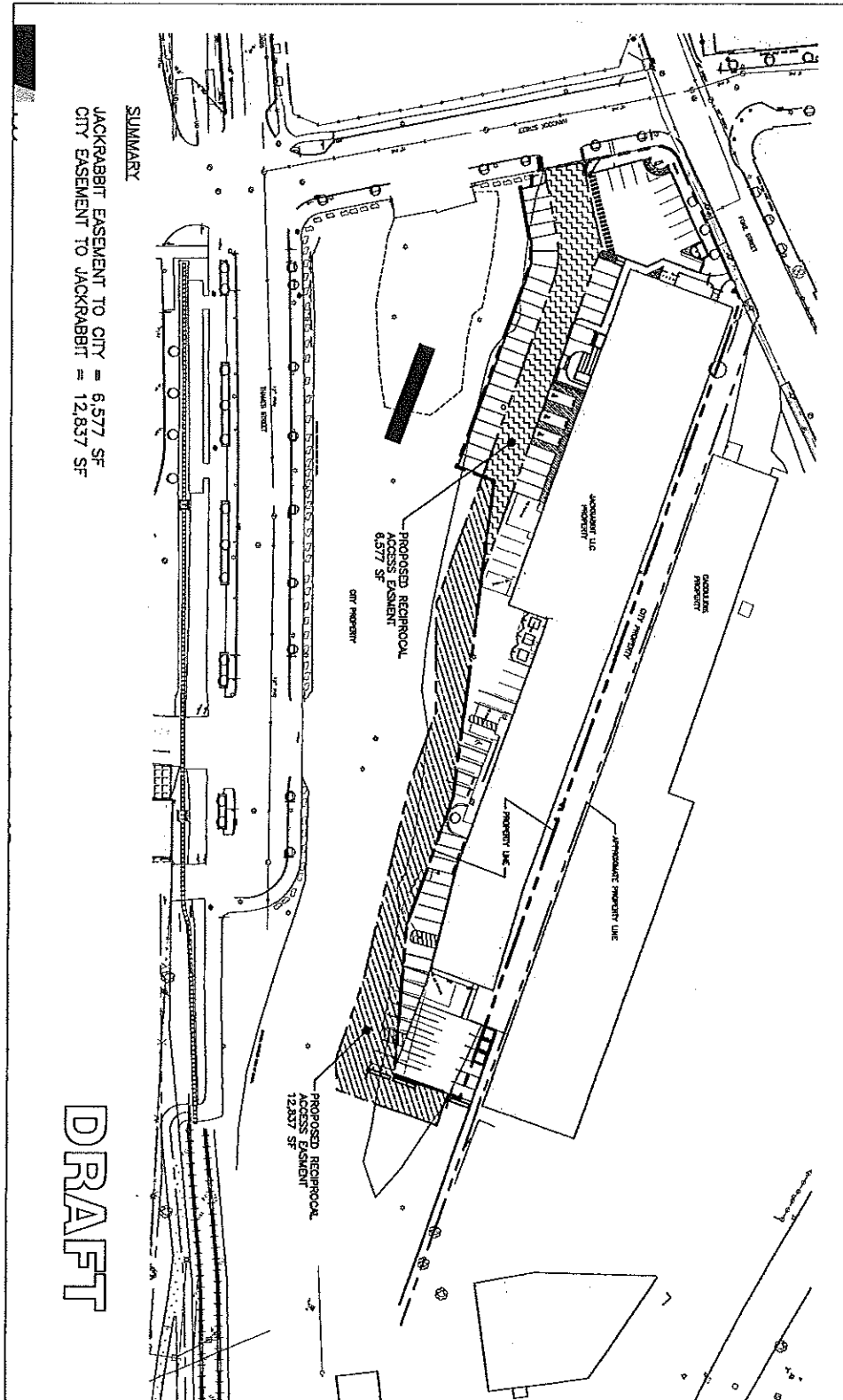
STATE OF MAINE
CUMBERLAND, ss.

January 21, 2011

PERSONALLY APPEARED before me the above named Joseph E. Gray, Jr. in his/her said capacity, and acknowledged the foregoing instrument to be his/her free act and deed and the free act and deed of the City of Portland.

[Signature]
Notary Public/Attorney at Law
Print name:

Exhibit A



SUMMARY

JACKRABBIT EASEMENT TO CITY = 6,577 SF
CITY EASEMENT TO JACKRABBIT = 12,837 SF

DRAFT

Current Date: April 7, 2017

The attention of firms submitting proposals for the work named in the above Invitation is called to the following modifications to the documents as were issued.

The items set forth herein, whether of clarification, omission, addition and/or substitution, shall be included and form a part of the Contractor's submitted material and the corresponding Contract when executed. No claim for additional compensation, due to lack of knowledge of the contents of this Addendum will be considered.

ALL BIDDERS ARE ADVISED THAT RECEIPT OF THIS NOTICE MUST BE DULY ACKNOWLEDGED ON THE BID PROPOSAL FORM OR BY THE INSERTION OF THIS SHEET, SIGNED, AND SUBMITTED WITH YOUR PROPOSAL.

**MATTHEW FITZGERALD
PURCHASING MANAGER**

Please see attached our response to questions received related to this RFP.

Receipt of **Addendum No. 1** to the City of Portland's **RFP #6917, Sale of Portion of City-Owned Thames Street Property** is hereby acknowledged.

COMPANY: _____

NAME: _____

SIGNED BY: _____ DATE: _____

PRINT NAME & TITLE: _____

ADDRESS: _____

ZIP CODE

1. Can you please identify and explain the 150 current parkers at the lot, how many are city employees and how many are not, the city affiliation/department and where in the city is there physical work location, versus daily or weekly transient parkers.

Note: Please note the following correction to the last paragraph of page #4 of the original document:

- **Parking.** Sale of this City property will displace upwards of **170** parking spaces utilized by the City staff and others. Construction of suitable City replacement parking must be located within a reasonable walking distance in the Eastern Waterfront Area from the Thames Street property along with plans for new structured parking to accommodate new private sector investment. A parking management plan shall be provided showing the proposed locations for all new structured parking and options, including costs, to accommodate City replacement parking needs for upwards of 150 City parking spaces. The parking management plan should address public access to parking, weekend/evening hour use of parking, and snow ban parking.

See below for breakout of that total:

City Employees:	
Police Department (Middle St. H.Q.)	45
DPW Island Staff (accessing Casco Bay Lines)	8
Total	53
Non-City Employees:	
Greater Port. Conv. & Visitors Bureau (Commercial Street)	10
Ready Bros. Seafood Co. (Commercial Street)	20
Bay Ferries (Commercial Street)	10
Public Parking ** (majority-patrons of Casco Bay Lines)	77
Total	117

**** Note: The Public Parking is a 24/7 operation with overnight parkers that may remain for a maximum stay of eight (8) days.**

2. Are there others docs besides the City of Portland Design Manual, Design Guidelines for the Eastern Waterfront, Master Plan for Redevelopment of the Eastern Waterfront, Snapshot: WATERFRONT – A Port City, ULI Advisory Services Panel Report – Waterfronts of Portland and South Portland Maine, from the City Web site that would help educate us?

With regard to this project, we would ask you to please provide specific questions to which city staff can answer.

Current Date: May 1, 2017

The attention of firms submitting proposals for the work named in the above Invitation is called to the following modifications to the documents as were issued.

The items set forth herein, whether of clarification, omission, addition and/or substitution, shall be included and form a part of the Contractor's submitted material and the corresponding Contract when executed. No claim for additional compensation, due to lack of knowledge of the contents of this Addendum will be considered.

ALL BIDDERS ARE ADVISED THAT RECEIPT OF THIS NOTICE MUST BE DULY ACKNOWLEDGED ON THE BID PROPOSAL FORM OR BY THE INSERTION OF THIS SHEET, SIGNED, AND SUBMITTED WITH YOUR PROPOSAL.

**MATTHEW FITZGERALD
PURCHASING MANAGER**

Please see attached our response to a question received related to this RFP. This will be the final addendum issued prior to the proposal opening this Thursday. We will not respond to any further questions.

Receipt of **Addendum No. 2** to the City of Portland's **RFP #6917, Sale of Portion of City-Owned Thames Street Property** is hereby acknowledged.

COMPANY: _____

NAME: _____

SIGNED BY: _____ DATE: _____

PRINT NAME & TITLE: _____

ADDRESS: _____

ZIP CODE

Question:

Who will be responsible (the developer or the City) for the requirement as stated in the EWMP that, in addition to new structured parking, there will be "additional street parking" for "Islanders?"

Answer:

The City has a long-standing goal of balancing the needs for various types of parking, including parking for Island residents, in the eastern waterfront. Any proposals for this parcel will take into account those competing needs, as well as the other potential benefits of reuse proposals.

City of Portland, Maine

Thames Street Property Proposal



Submitted by:

Atlantic Bayside Development, LLC

50 Portland Pier, Suite 400 | Portland, ME 04021

p 207.828.1080 f 207.828.1048

email: jhanley@atlanticnationaltrust.com

SALE OF PORTION OF CITY-OWNED THAMES STREET PROPERTY

TABLE OF CONTENTS



Letter of Interest

Section 1

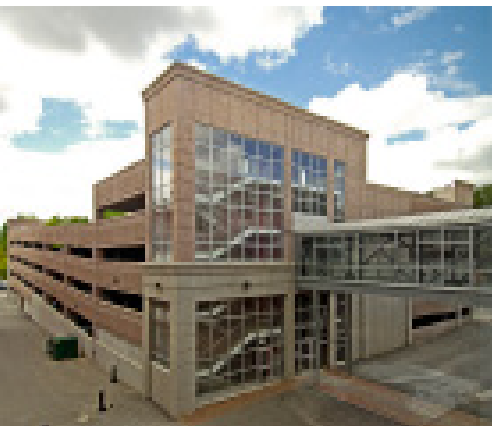
Proposal Requirements:

1. Proposal Form
2. Outline of Proposed Development
3. Financial Ability
4. Proposer & Development Team's Ability to Complete Project

Section 2

Selection Criteria:

1. Community Integration
2. Public Benefit to the City
3. Property Sale Price
4. Additional Financial Benefit
5. Proven Capacity and Relevant Experience



Section 3

Drawings

Section 4

Appendix



LETTER OF INTEREST

May 4, 2017

Matthew F. Fitzgerald, Purchasing Manager
City of Portland
Purchasing Office, Room 103
389 Congress Street
Portland, ME 04101

Re: Sale of Portion of City Owned Thames Street Property

Dear Matthew:

Atlantic Bayside Development's proposal for purchase of the Thames Street property meets all of the key proposal goals outlined in the RFP.

1. **Private Sector Development:** The construction of 165,000 sf of mixed use retail, office and residential space and construction of structured and surface parking realizes the City's significant private sector investment goal. Combining the Thames Street lot with the Marino property creates a 98,000 sf development parcel that meets the goals of the Eastern Waterfront Masterplan for the block west of Mountfort Street. This development is in the best long-term interest of the City.
2. **Parking:** Our proposal provides the 150 requested parking spaces to be leased to the City. An additional 361 parking spaces are provided in structured and surface parking on site. Additional parking as needed will be provided on leased and owned spaces off site.
3. **Future Streets:** We recognize the need for Mountfort Street and the New Connector Street for access to development in the Eastern Waterfront. Our proposal preserves the option for the City to purchase the Mountfort Street proposed ROW from Marino. Our plan also meets the City's goal for pedestrian mid-block permeability. We are prepared to sell (or trade) to the City the Marino property east of Mountfort. This could create added value to the small, unbuildable City parcel and affords the City the opportunity to consolidate the entire block east of an extended Mountfort Street, fully realizing the vision of the Eastern Waterfront Masterplan.

This proposal provides the maximum available benefit to the City from the sale of the Thames lot. Any other proposer will be limited to constructing a building no larger than 110,000 s.f. on the Thames parcel alone. Sale to another entity will ensure that Marino's Fore Street property will be only minimally improved and will not realize its full potential value. Its continued presence will also diminish the future value of adjacent properties. Any opportunity to extend Mountfort Street or realize the development goals of the Eastern Waterfront Masterplan will be lost.

We look forward to the opportunity to discuss the benefits of this proposal and are confident that it will prove to be the best value to the City and the future of the Eastern Waterfront.

Sincerely,



James Hanley, CEO

Atlantic Bayside Development, LLC
50 Portland Pier, Suite 400
Portland, ME 04021
p 207.828.1080 f 207.828.1048 email: jhanley@atlanticnationaltrust.com

SECTION ONE

PROPOSAL REQUIREMENTS



1. PROPOSAL REQUIREMENTS

Proposal Form

Our completed and signed proposal form, including our acknowledgment of having received Addenda 1 and 2, is provided at the end of this section.

Introduction

Atlantic Bayside Development, LLC (“Atlantic”) and Jackrabbit, LLC owned by Mike Marino (“Marino”) have entered into a joint development agreement. The partnership will acquire the Thames Street property and combine it with Marino’s property located at 144 Fore Street, creating a larger and more developable block on the west side of the future Mountfort Street Extension. Over a five year period, Atlantic will develop two mixed use (office, residential and retail) buildings with approximately 165,000 square feet, and a 382-space parking garage. This proposal is in the best interest of the City because it best supports the vision of the Eastern Waterfront Master Plan (EWMP).

Atlantic will immediately commence the City’s Site Plan Review process with Staff and the Planning Board for approval of a 92,000 square foot office building on the Thames Street lot. The Marino property will be modified in the short term, leaving the Veterans’ Administration and SMRT, Inc.; demolishing the middle portion of the existing building, and creating approximately 210 surface parking spaces on site. The parking will be made available to the office users during the day, and then the general public during nights and weekends.

Over the next five years, Atlantic will submit plans to the City for another 62,000 square foot office building with retail on the first floor, commercial office and residential floors above, and a 382-space parking garage. Ultimately, new two-story residential units over ground-level parking will be constructed in the area east of Mountfort Street. The residences will be fronted by improved open green space along the anticipated Thames Street extension, complementing the soon-to-be-built Amythest Lot waterfront park. The final product will be the multi-use design with inter-block connectivity that the city envisions in the EWMP (see drawing #1).

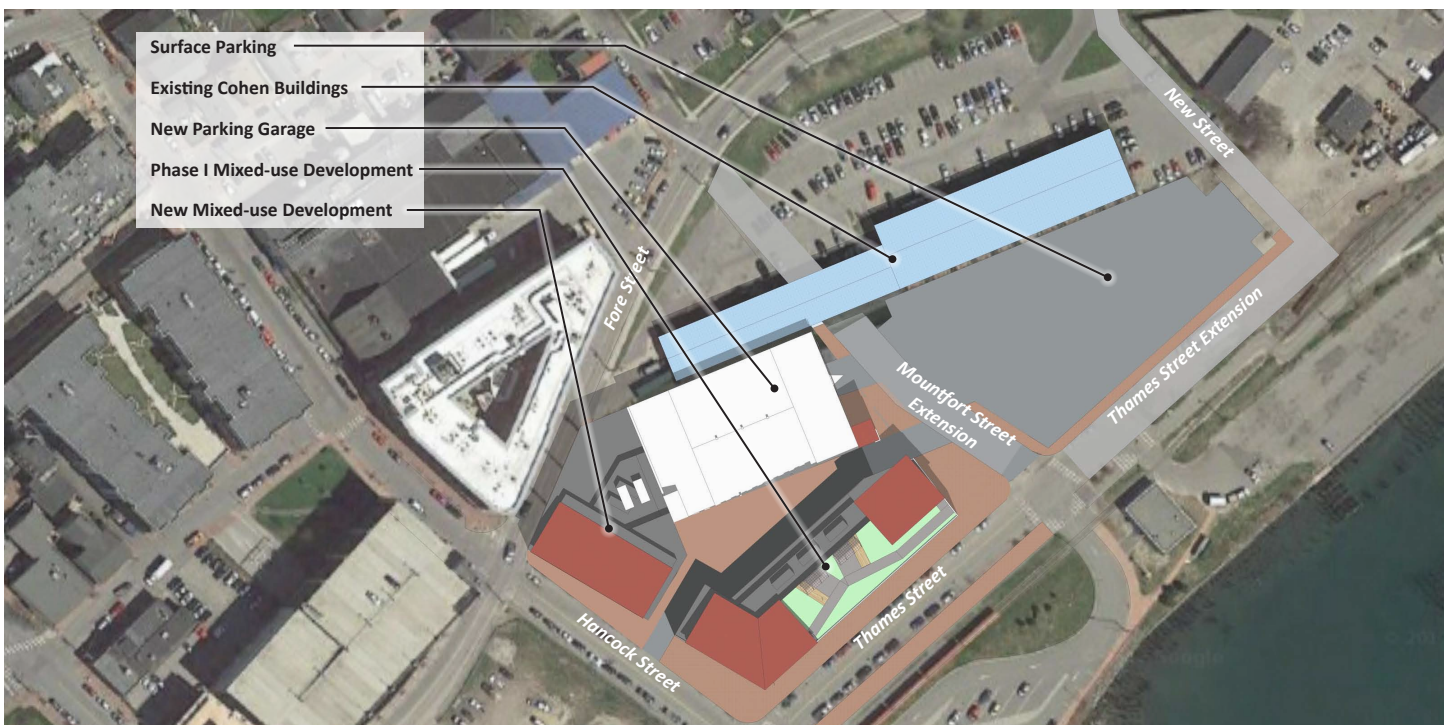
Outline of Proposed Development of Property

a. Site Concept Plan

The Thames lot will be combined with the existing property owned by Mike Marino at 144 Fore Street (“144 Fore” or “Marino Property”) and a portion of the City-owned Railroad siding (“Railroad Siding”; which we are additionally proposing to purchase) to create a 2.25 +/- acre developable parcel running from Fore Street to Thames Street (see site concept plan drawing #2). This large-block development configuration conforms to the EWMP vision for the block west of the proposed Mountfort Street extension. The proposed development provides 153,000 +/- square feet of multi-use space including retail, commercial and residential uses in two adjacent 4-story buildings. A mid-block walkway, paralleling Thames Street in the character of Wharf Street farther to the west, will provide desirable pedestrian permeability. Structured and surface parking provide a total of 511 parking spaces. The development would be undertaken over a period of four to seven years, commencing with the building of a 92,000 square foot combined office and retail building on the Thames Street parcel as soon as a tenant is secured. Finding a tenant will not be hard given the heightened interest in development of the City’s eastern waterfront.



Drawing #1 - View Looking West



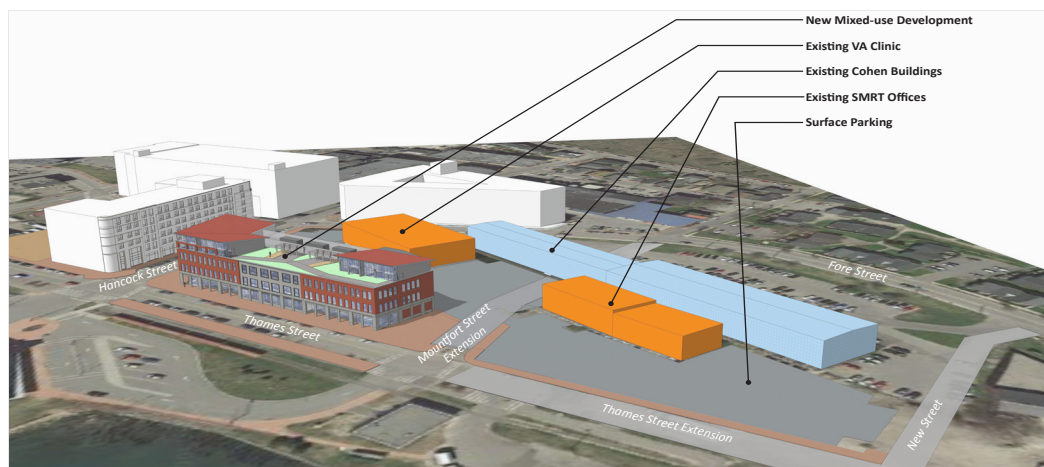
Drawing #2 - Phase II Development Site Concept Plan

1. PROPOSAL REQUIREMENTS (CONT'D)

1. Phase I (see drawing #3)

- 3 floors of retail and commercial office: 80,000 sf
- 1 floor of 6 residential units: 12,000 sf
- Surface parking 111 cars
- Additional surface parking on combined Marino and City land east of Mountfort for 99 cars (City land to be leased and improved by the developer).

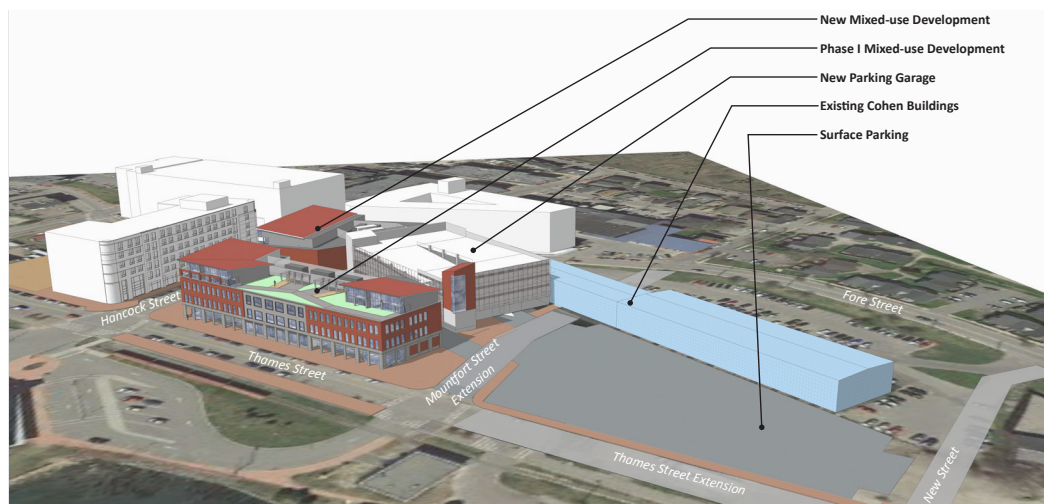
Phase I construction respects existing VA and SMRT leases while demolishing the remainder of 144 Fore Street to provide surface parking.



Drawing #3 - Phase I Development

2. Phase II: Add Building 2 and structured parking (see drawing #4)

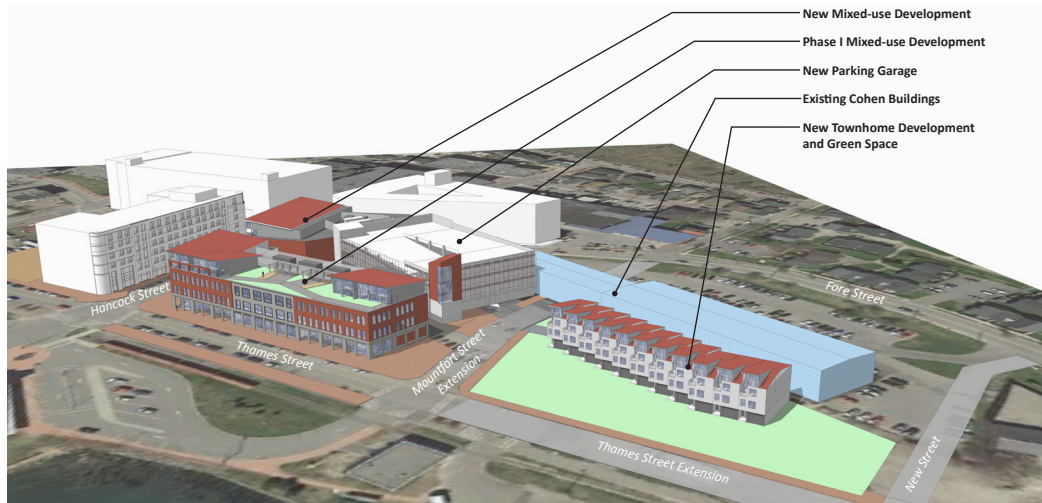
- 3 floors of retail and commercial office: 53,000 sf
- 1 floor of 4 residential units: 8500sf
- Structured parking: 382 cars
- Surface parking : 129 cars (combined Marino and leased City property)



Drawing #4 - Phase II Development

3. Phase II Alternate 1: Add Residential Townhomes (see drawing #5)

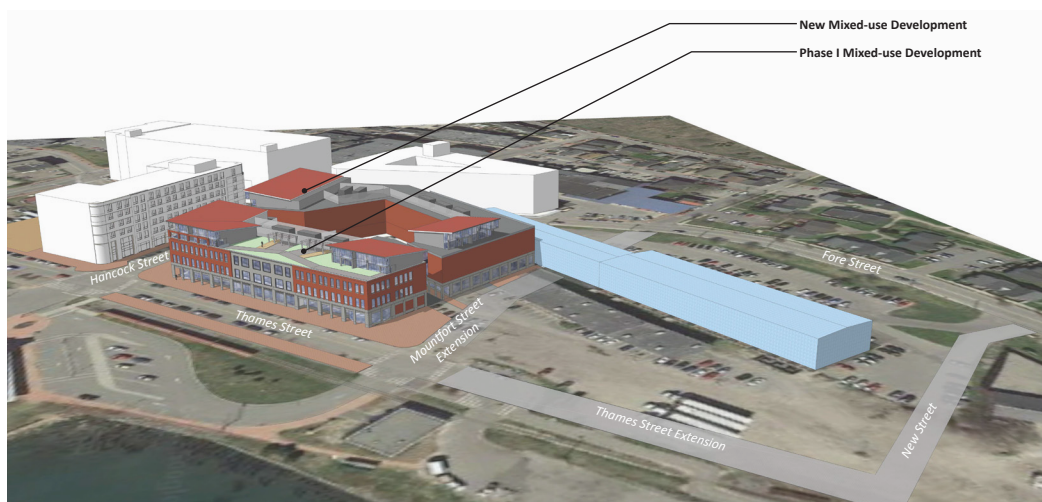
- 11 townhomes on a podium over surface parking (in lieu of surface parking in Phase II)
- Green space on City Thames lot east of Mountfort



Drawing #5 - Phase II Alternate 1 (Townhouses)

4. Phase II Alternate 2: Alternate Building 2 (see drawing #6)

- 3 floors of retail and commercial office space: 88,000 sf
- 1 floor of 6 residential units: 13,000 sf
- All parking to be located in adjacent (understood to be currently planned) structured parking



Drawing #6 - Phase II Alternate 2 (Full Block Development)

1. PROPOSAL REQUIREMENTS (CONT'D)

b. Project Timeline

1. Phase I – Development initiated at real estate closing

- Design and Permitting - 9 months
- Construction - 14 months
- Elapsed time to occupancy - 23 months

2. Phase II – Initiated 9 months prior to VA lease expiration: April 2021

- Design and Permitting - 9 months
- Construction - 16 months
- Occupancy - May 2023

c. Future Roads and Rights-of-Way

We recognize the importance of Mountfort Street and the new connector road to the development of the adjacent blocks as well as the new development at 58 Fore Street. To assist with this City goal, Marino will offer the Mountfort Street proposed right-of-way and his other property east of the proposed Thames Street development for City purchase (see drawing #7). This will enhance the value of the adjacent small City parcel for future development as well as open the opportunity to consolidate the entire block east of Mountfort as envisioned in the Eastern Waterfront masterplan.

d. Parking

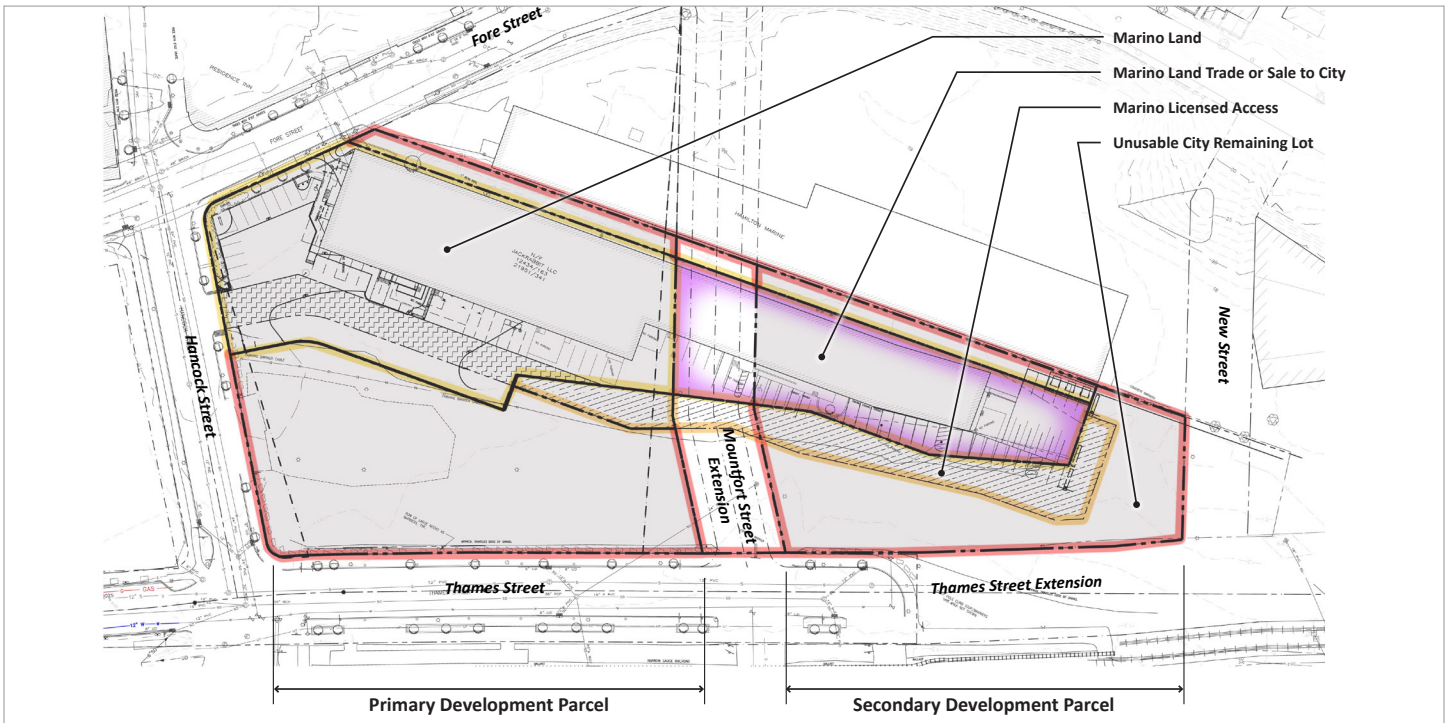
Phase I – Parking Management Plan

Phase I will have 210 surface parking spaces on the Thames Street lot and adjacent property owned by Marino and the City. This will provide a parking ratio of approximately 2.0 per thousand for the new office, existing VA, and existing SMRT office. It is envisioned that the City will lease the lot east of Mountfort to Atlantic for market rent until the garage is constructed. It should be noted that from a parking shared-use standpoint, the majority of the 210 surface spaces, less those for residential units, will be available for public use during nights and weekends. Atlantic would make these parking spaces available to the public on nights and weekends at market rates. In addition, transient parking for multi-day users will be accommodated as actual parking demand will allow. Some monthly parking will be available during weekdays and will be managed based on actual development parking demand.

The parking lot will be managed with a windshield or license plate credential for office and VA parkers and a pay-and-display system for transient parkers. In addition, it is usual to consider on-street parking that will be included with the development. We estimate that the 16 on-street spaces along the Thames Street frontage and 6 or more new spaces made possible along the Hancock Street frontage will provide additional flexibility in meeting public parking needs.

To the extent necessary, additional parking during the daytime will be managed through lease agreements with existing surface parking lots and parking garages in the area.

Further, Atlantic owns and controls another parking garage (84 Marginal Way) and surface lot (26 Marginal Way) on the Peninsula. Atlantic could make 54 spaces available to the City at 84 Marginal Way on a 24/7 basis at market rates (see map on adjacent page). Further, Atlantic could make up to 200 spaces available to the general public at 26 Marginal Way on nights, weekends and holidays.



Drawing #7 - Proposal Property Configuration



Marginal Way Parking Locations

1. PROPOSAL REQUIREMENTS (CONT'D)

Phase II – Parking Management Plan

Phase II will include a 382 space self-park parking garage. This garage would provide a parking ratio of approximately 2.3 spaces per thousand for the office users. Given the mix of retail, office and residential use, we believe this parking ratio will be adequate. This adequacy is based on parking shared-use principals. The retail parking demand will likely peak during nights and weekends. Daytime retail parking demand will be captive to the neighborhood. The parking structure will be managed by a parking operator. The facility will be serviced by an automated/gated Parking Access and Revenue Control System (PARCS). The PARCS will allow for use by the development office, retail and residential users as well as general public use primarily on nights and weekends. In addition, available on-street parking in this Phase will total 34 spaces along adjacent sides of Hancock Street and Thames Streets as described above; and the extension of Thames and a new street connecting Thames and Fore, both of which are anticipated to be constructed in conjunction with the new 58 Fore Street development.. It is also possible that the Mountfort Street extension may provide additional on-street spaces. This would be dependent on the long-term disposition of the Hamilton Marine Building.

It is also assumed that there will be additional structured parking in the immediate vicinity by this time that would be able to meet the parking demands. Further, additional parking could be accommodated if the City amended the height requirements to provide for more levels of structured parking. Atlantic would make all of these additional parking spaces available to the public on nights and weekends at market rates. In addition, a plan will be developed to accommodate neighborhood on-street parking during “snow ban” periods.

Use	Parking Required	Parking Supplied	Comments
Phase I	341		New building + VA Clinic + SMRT
City parking	150		
Surface parking on-site		210	Developer + city-leased land
Parking off-site		281	Obtain spaces from available area resources
Total	491	491	
Phase I & II	457		Phase I and Phase II new buildings
City parking	150		
New parking garage		382	
Surface parking on-site		129	Developer + city-leased land
Parking off-site		96	Obtain spaces from available area resources
Total	607	607	
Phase I and Phase II Alternate	479		Phase I and Phase II new buildings + new townhomes
City parking	150		
New parking garage		382	
Surface parking on-site		22	'Park under' townhomes
Surface parking off-site		225	Obtain spaces from available area resources
Total	629	629	

Notes:

1. New development parking demand based on city ordinance requirements
2. Developer-controlled off-site parking resource includes 54 spaces available 24/7 and 200 spaces available nights and weekends



1. PROPOSAL REQUIREMENTS (CONT'D)

Financial Ability

Atlantic would develop the combined 144 Fore Street and Thames Street property. Marino would contribute 144 Fore Street free and clear of any debt. The Atlantic Group would use cash to acquire the land. As such, the development partnership would have assembled all of the land with no debt. Atlantic would provide the additional equity to fund the development. Further, Atlantic has long standing, substantial banking relationships with 3 local banking institutions, all of whom have expressed interest in being part of this development. Atlantic is prepared to meet confidentially with City staff to discuss its financial capacity in further detail.

Clear Demonstration of Proposer and Development Team's Ability to Complete Project

Both Marino and Atlantic have significant development experience and a proven track record. Mike Marino has been a small business owner and real estate investor in Portland for over 40 years. In addition to 144 Fore Street, Mike Marino has developed, owned and managed over 40,000 square feet of retail in the heart of Freeport's shopping district. Atlantic has developed and owned over 1 million square feet of commercial office, retail, and warehouse properties throughout the United States. In Portland, the Atlantic Group was the catalyst for growth in the Marginal Way corridor starting with the AAA building in 2002. Atlantic went on to develop 63 Marginal Way (the Gorham Savings Bank building) and the InterMed Buildings in 2006 and 2008, respectively (see images adjacent to this page). As such, Atlantic has a demonstrated track record of success and a commitment to being a member of the Portland community.

A financial feasibility analysis is available upon request.

Additional members of the development team include SMRT Architects and Engineers, PC Construction and Walker Parking. The team has proven experience working together, with SMRT Architects and Engineers having worked with PC Construction for more than 2 decades and with Walker for more than 3 decades.

- **SMRT Architects and Engineers:** SMRT has been working with Mike Marino on options for development of this site for many years. They have significant experience with the design of major projects in Maine including Mercy Hospital Fore River, Fore Street Office Building, the Gulf of Maine Research Institute, MaineGeneral Medical Center Alford Center for Health, Long Creek Office Buildings, the redevelopment of Pineland Campus and 4 large correctional facilities for Maine Department of Corrections. They are currently working on a \$61 million, 354,000 s.f. office project for L.L. Bean. SMRT employs a staff of more than 100 professionals.
- **PC Construction:** PC Construction has built or rehabilitated some of Greater Portland's and Southern Maine's most iconic facilities including the Portland Museum of Art, Canal Plaza Towers, InterMed building, Martin's Point Portland campus, IDEXX Synergy Center, LL Bean campus, Pineland campus and Bath Iron Works outfitting halls. Their full-service Portland office, which employs more than 50 construction professionals, is capable of undertaking and successfully executing the Thames Street Property project. Their in-house estimating services (including mechanical, electrical and plumbing estimating) will inform this project.
- **Walker Parking Consultants:** Founded in 1965, Walker pioneered the field of parking consulting. They bring to your project the expertise of more than 280 employees from 16 domestic offices and 2 in the United Arab Emirates. Their expertise in parking design, parking consulting and master planning informs this project. Walker's local experience includes the Casco Bay Ferry Terminal garage, the University of Southern Maine garage, Auburn Municipal garage, Unum parking structure, as well as parking consulting and cost estimating for Colby College, Eastern Maine Medical Center and Maine Maritime Academy.

A brief summary of our team's relevant experience is provided in the Appendix.



PROPOSAL FORM

“Sale of Portion of City Owned Thames Street Property” RFP #6917

**** THIS SHEET MUST BE INCLUDED IN YOUR PROPOSAL ****

The undersigned hereby declares that he/she or they are the only person(s), firm or corporation interested in this proposal as principal, that it is made without any connection with any other person(s), firm or corporation submitting a proposal for the same, and that no person acting for or employed by the City of Portland is directly or indirectly interested in this proposal or in any anticipated profits which may be derived there from.

The undersigned hereby declares that they have read and understand all conditions as outlined in this Request for Proposals, and that the proposal is made in accordance with the same.

The bidder acknowledges the receipt of Addenda numbered: 1

COMPANY NAME: Atlantic Bayside Development, LLC

AUTHORIZED SIGNATURE: 

DATE: 5/4/17

PRINT NAME & TITLE: Jim Hanley, CEO

ADDRESS: 50 Portland Pier, Suite 400, Portland, ME 04021

E-MAIL ADDRESS: jhanley@atlanticnationaltrust.com

PHONE NUMBER: 207 828-1080 FAX NUMBER: 207 828-1048

TYPE OF ORGANIZATION - PARTNERSHIP, CORPORATION, INDIVIDUAL, OTHER:
Partnership

STATE OF INCORPORATION, IF APPLICABLE: Maine

FEDERAL TAX IDENTIFICATION NUMBER (Required): 20-3071259

NOTE: Proposals must bear the handwritten signature of a duly authorized member or employee of the organization submitting a proposal.

SECTION TWO

SELECTION CRITERIA



GULF OF MAINE RESEARCH INSTITUTE
SCIENCE. EDUCATION. COMMUNITY.

GoMOOS
UNIVERSITY OF MAINE
MARINE RESEARCH INSTITUTE

CENSUS OF MARINE LIFE
MARINE RESEARCH INSTITUTE

2. SELECTION CRITERIA

Community Integration as Guided by the Eastern Waterfront Master Plan (25 points)

The EWMP envisioned the consolidation of the City, Marino and Farley (now Cohen) properties to create two development blocks separated by an extension of Mountfort Street. Our proposal largely accomplishes this goal for the block west of Mountfort and leaves open the future opportunity to consolidate properties to the east if parties are willing. We would entertain selling to the City the Marino portion of the Mountfort ROW and the Marino property east of Mountfort (see drawing #7). This would fulfill the goal of the EWMP for two developable parcels as recommended by the EWMP Committee. This is noted and illustrated on Drawing 3 of the EWMP (see appendix). “The committee recommends this multi-pronged and integrated approach to development.” Developing the City only parcel as outlined in the current RFP was deemed by the committee on Drawing 4 (see appendix) to be a “fallback option.” **Our proposal is the only proposal that can further this vision of the EWMP. All other proposals will negate the extension of Mountfort Street and divide the area into disparate unrelated parcels for the foreseeable future.** Only 110,000 sf can be developed on the Thames parcel alone, as compared to 165,000 s.f. total buildout in our proposal. Additionally it severely limits the potential for the small City-owned parcel to the east (see drawing #8). Drawing #9 illustrates the potential to realize the EWMP, made possible by the sale/swap of the Marino property to the City.

This proposal further complies with the “Statement of Principles for Redevelopment of the Eastern Waterfront” adopted 6/11/01 as follows:

Character and Impact of Development – Our proposal meets these objectives by:

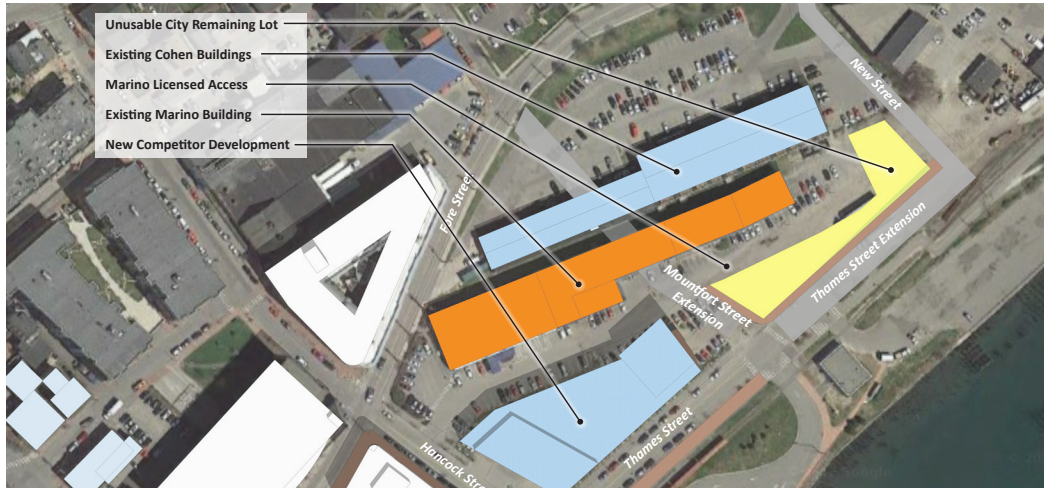
- Providing additional structured parking close by the island ferry terminal.
- Creating contemporary architecture that is compatible with the adjacent historic Old Port and more recent new construction in the India Street neighborhood. The architecture will create an aesthetic bridge between these neighborhoods and the future 58 Fore St development (see drawing #1).
- Providing for a new Mountfort Street and establishing a new pedestrian mid-block connection to the east and west.
- Preserving View corridors on both Hancock Street and Mountfort Street.
- Designing the building to sustainable principles and minimizing impact on the adjacent community.
- Enhancing the visual experience from the Eastern Waterfront trail by eliminating an unsightly parking lot and screening the mid-block structured parking from view.

Mixed Use – Our proposal meets these objectives by:

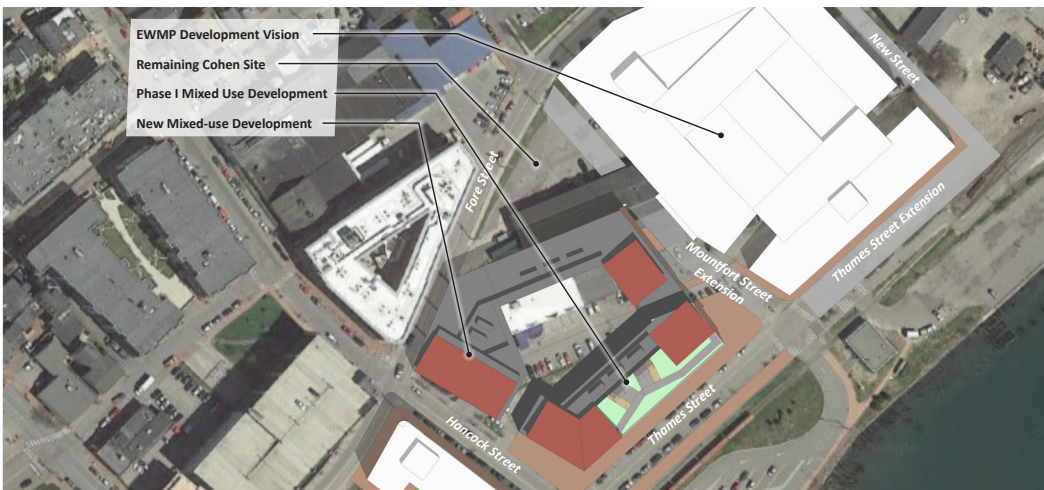
- Creating a mixed-use development that will activate a vital urban area with retail and restaurant uses at street level on Thames Street and Hancock Street. Commercial office space will provide active daytime use and evening activity will be enlivened by the residential use and adjacent hotel patrons.
- Increasing public use of the waterfront by the proximity of office work force and new residences.

Economically Responsible Development – Our proposal meets these objectives by:

- Providing enhanced economic return to the City by increasing tax valuations of the subject property as well as surrounding properties.
- Benefitting residents of Portland through improved parking and contribution of tax revenue.
- Improving first impressions of the area for tourists arriving by ferry and cruise ships thereby promoting increased tourism.



Drawing #8 - Competitor Development



Drawing #9 - Phase II Alternate 2 Development



Drawing #1 - View Looking West

2. SELECTION CRITERIA (CONT'D)

Public Benefit to the City (25 points)

The Atlantic proposal is the only plan that can accomplish the Eastern Waterfront Master Plan. Specifically, the Atlantic proposal combines the Marino property and the Thames Street Property into one large development block with future connectivity for Mountfort Street. This development also envisions a 382 stall parking garage shielded from surrounding view by new buildings. The new development will be a catalyst for future growth on the Hamilton Marine property and the 58 Fore Street project.

In the alternative, a sale of the Thames Street property to a third party would leave Marino no alternative but to renovate 144 Fore Street and collect a reasonable rate of return on its existing structure. Stated otherwise, if Marino loses the RFP, his highest and best use is to continue to own and operate the existing real estate. This will leave the Eastern Waterfront a jumbled mix of individual parcels without a cohesive development plan (see drawing #7).

a. Net New Jobs to the City:

Atlantic is aware of several large companies located outside of the City of Portland that would be attracted to this high visibility waterfront location. Given the current lack of availability of large plate commercial office space in Greater Portland, there will be no problem with attracting net new jobs to the city. Phase 1 of the project will accommodate approximately 200 new office workers. It is reasonable to assume that a significant portion of new tenants will be relocating from outside the City. We believe that 100 net new jobs is achievable in Phase 1 alone.

b. Future Mountfort Street Extension and New Connector Road Rights of Way:

See Section 3.c. – Future Roads and Rights-of-Way.

Property Sale Price (20 Points)

Atlantic is prepared to pay \$3.1 million for the Thames Street property. Atlantic is prepared to fund an escrow account with \$3.1 million in cash and close with the city within 3 days of the award of the RFP with no contingencies.

Additional Financial Benefits to the City (15 points)

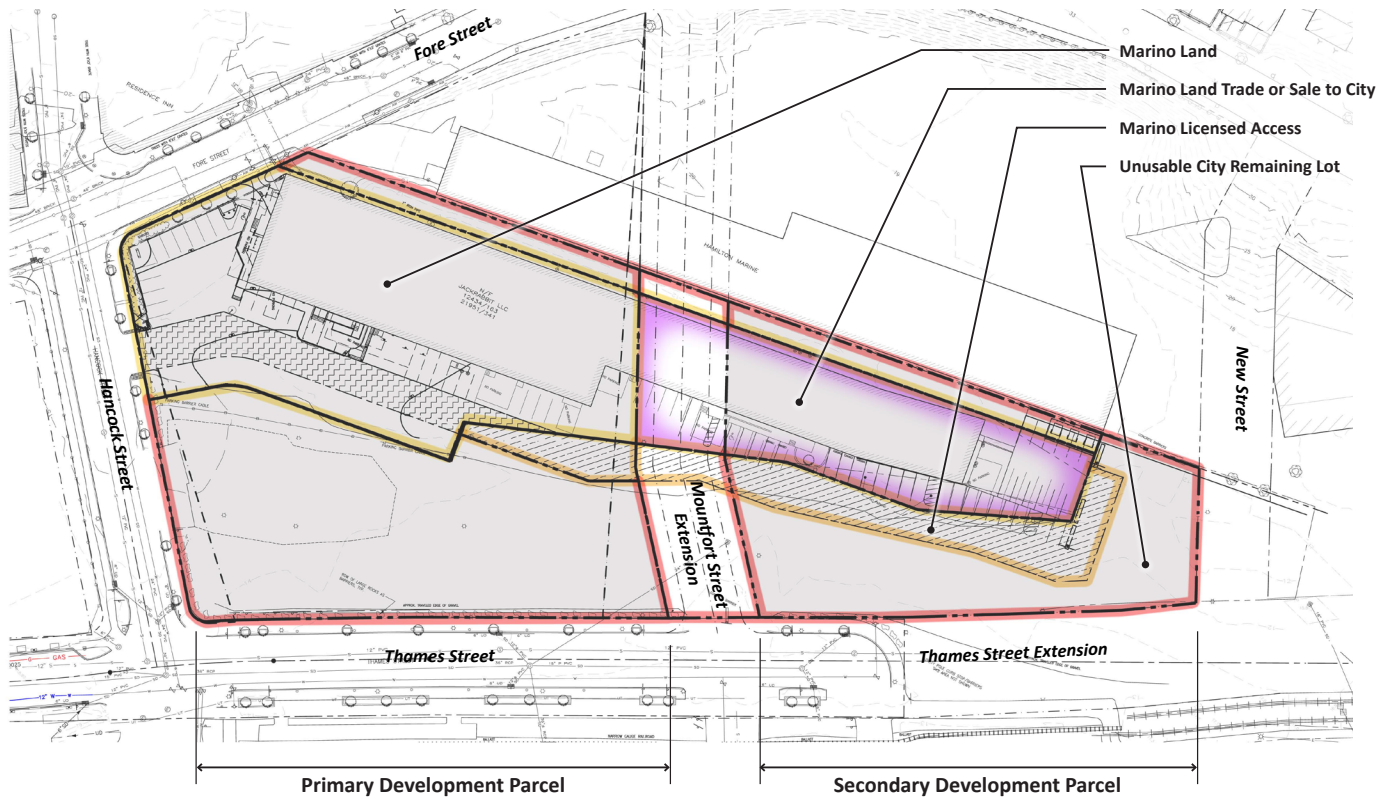
a. Net Property Tax Revenue:

The proposed development will include a total of 165,000 +/- square feet and a 382 space parking garage with potential for 11 new townhomes. The combined cost will range from \$50,000 to \$75 million, generating approximately between \$1 million and \$1.5 million a year in property taxes. Further, this is the only proposal that is consistent with the Eastern Waterfront Master Plan, which all parties agree is the highest and best use of the Eastern Waterfront, and thus will provide for the optimal long term commercial development for the City.

In addition, the combination of the Marino and Thames Street lot ensures the viability of the City's lot east of Mountfort. As noted above, if the Thames Street property is sold to another developer, then Marino's highest and best use is to renovate his existing structure. This would preclude combining Marino's property and the City land east of Mountfort Street, which essentially makes the City's land useless for future development. For this reason the City is being somewhat short sighted in selling only its land west of Mountfort.

b. Parking:

See parking plan in Tab 1 Proposal Requirements Section 3.d. Parking.



Atlantic Bayside Development, LLC
 Thames Lot Proposal
 City of Portland RFP# 6917

Drawing No. 7: Site Plan
Proposal Property Configuration

ARCHITECTURE | ENGINEERING | PLANNING | INTERIORS | ENERGY | smrtinc.com



2. SELECTION CRITERIA (CONT'D)

Proposers Proven Capacity and Relevant Experience

As previously highlighted, both Marino and Atlantic have significant development experience and a proven track record. Mike Marino has been a small business owner and real estate investor in Portland for over 40 years. In addition to 144 Fore Street, Mike Marino has developed owned and managed over 40,000 square feet of retail in the heart of Freeport's shopping district. Atlantic has developed and owned over 1 million square feet of commercial office, retail, and warehouse properties throughout the United States, including many Portland properties.



SECTION THREE

DRAWINGS



3. DRAWINGS

This section includes the following drawings referenced in Tabs 1 and 2 of our submission:

Drawing #1 - View Looking West

Drawing #2 - Phase II Development Site Concept Plan

Drawing #3 - Phase I Development

Drawing #4 - Phase II Development

Drawing #5 - Phase II Alternate 1 (Townhouses)

Drawing #6 - Phase II Alternate 2 (Full Block Development)

Drawing #7 - Proposal Property Configuration

Drawing #8 - Competitor Development

Drawing #9 - Phase II Alternate 2 Development



Atlantic Bayside Development, LLC
Thames Lot Proposal
City of Portland RFP# 6917

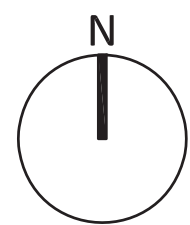
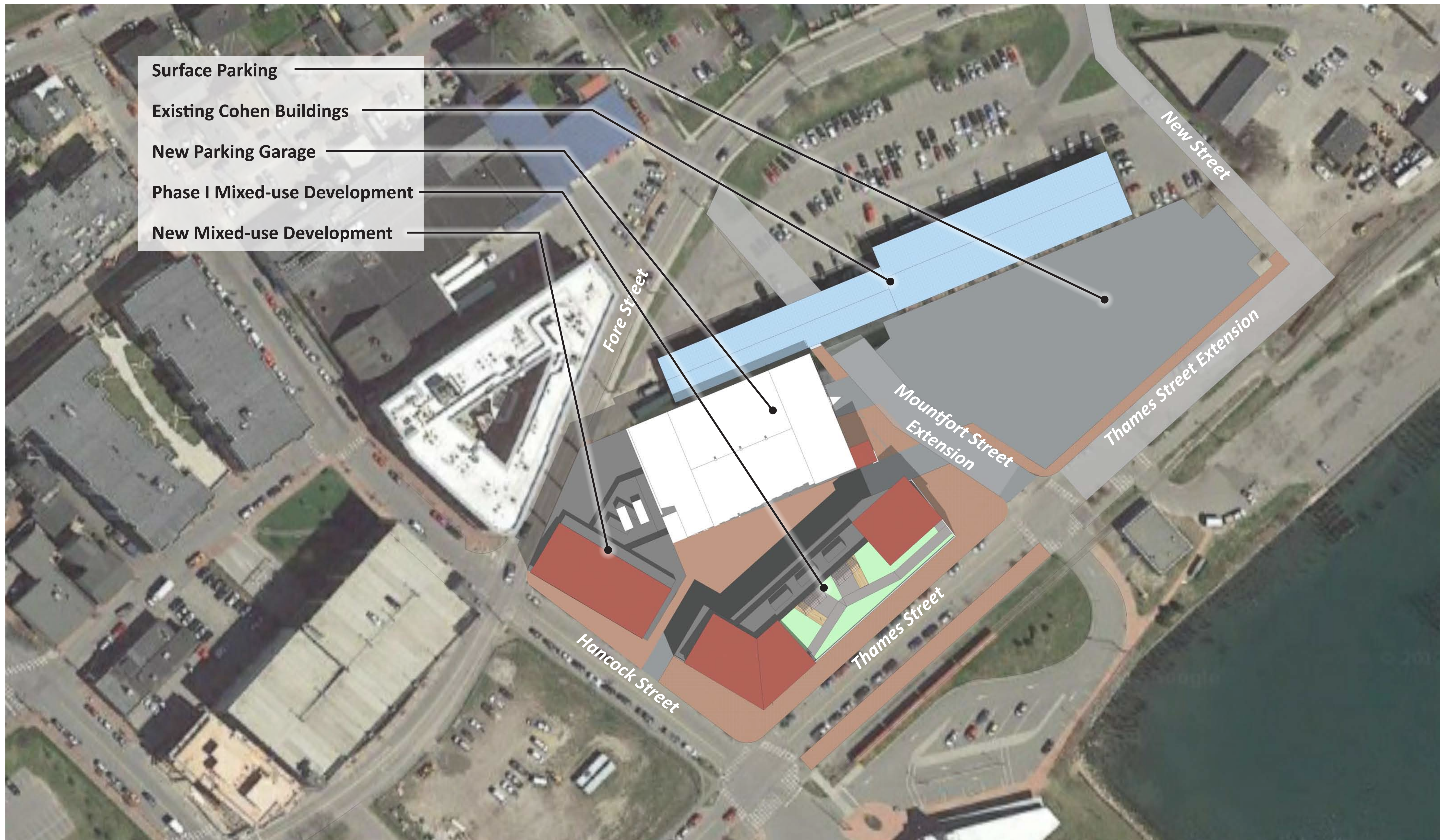
Drawing No. 1: Site Concept
View Looking West

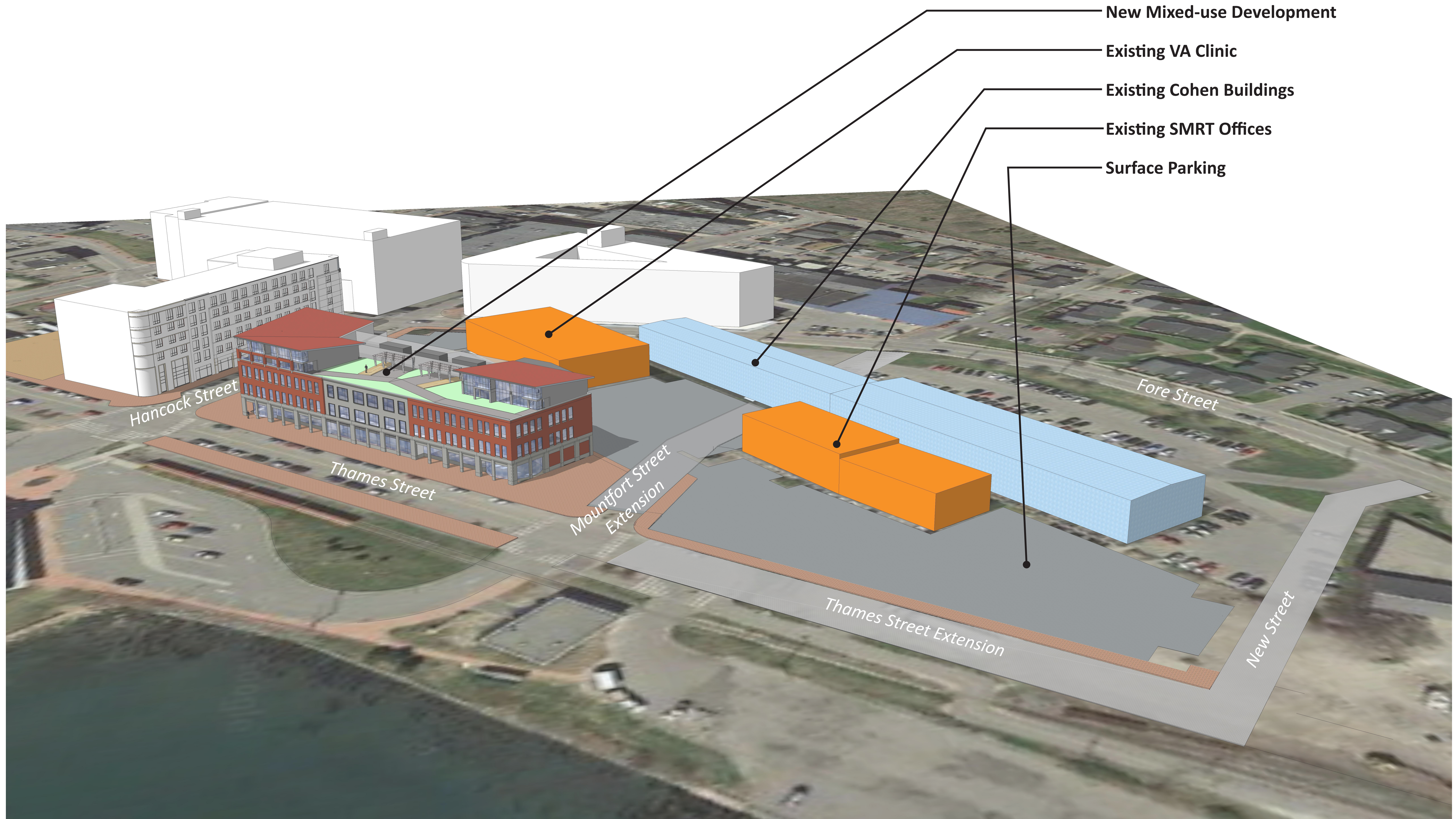
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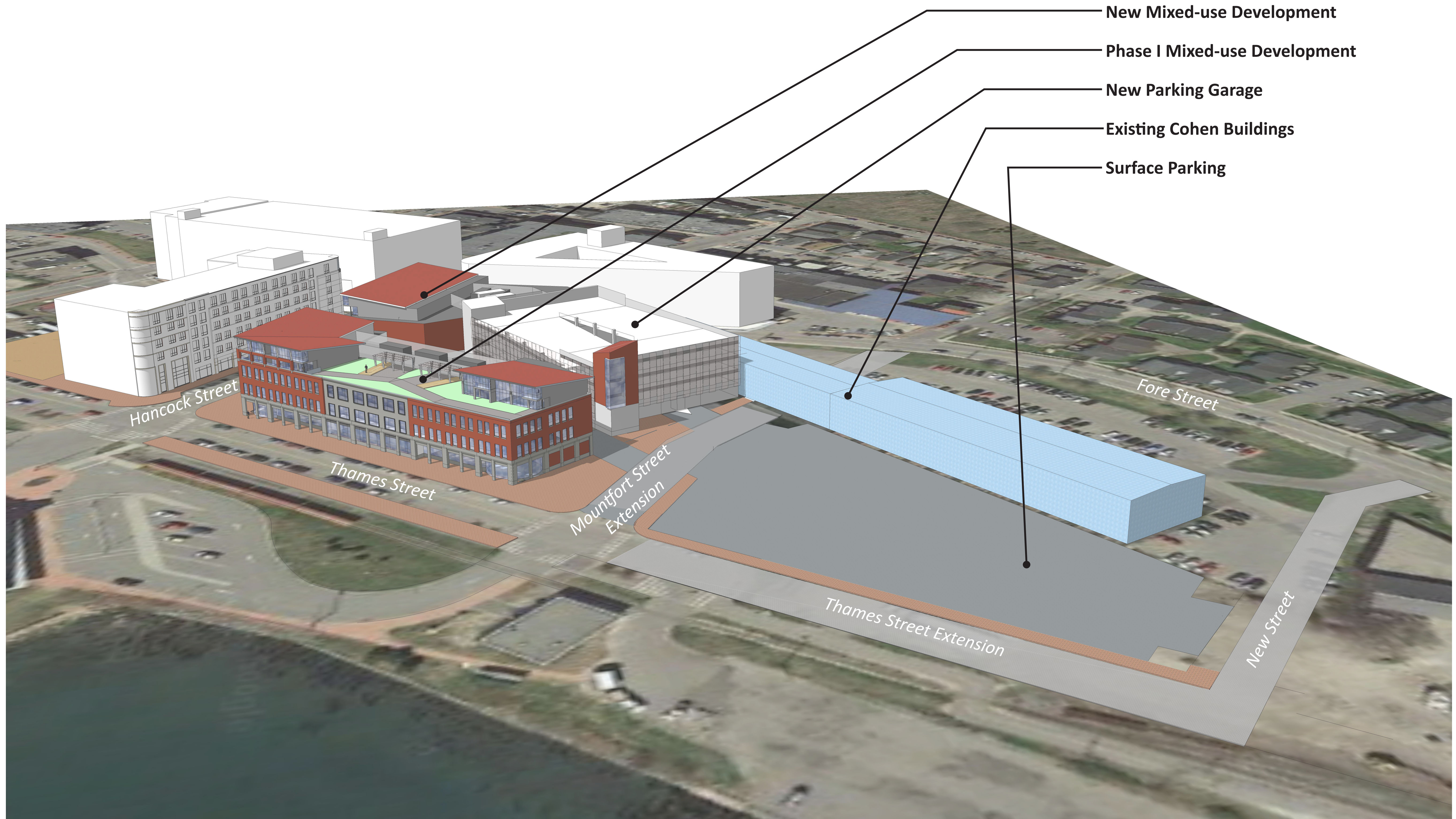


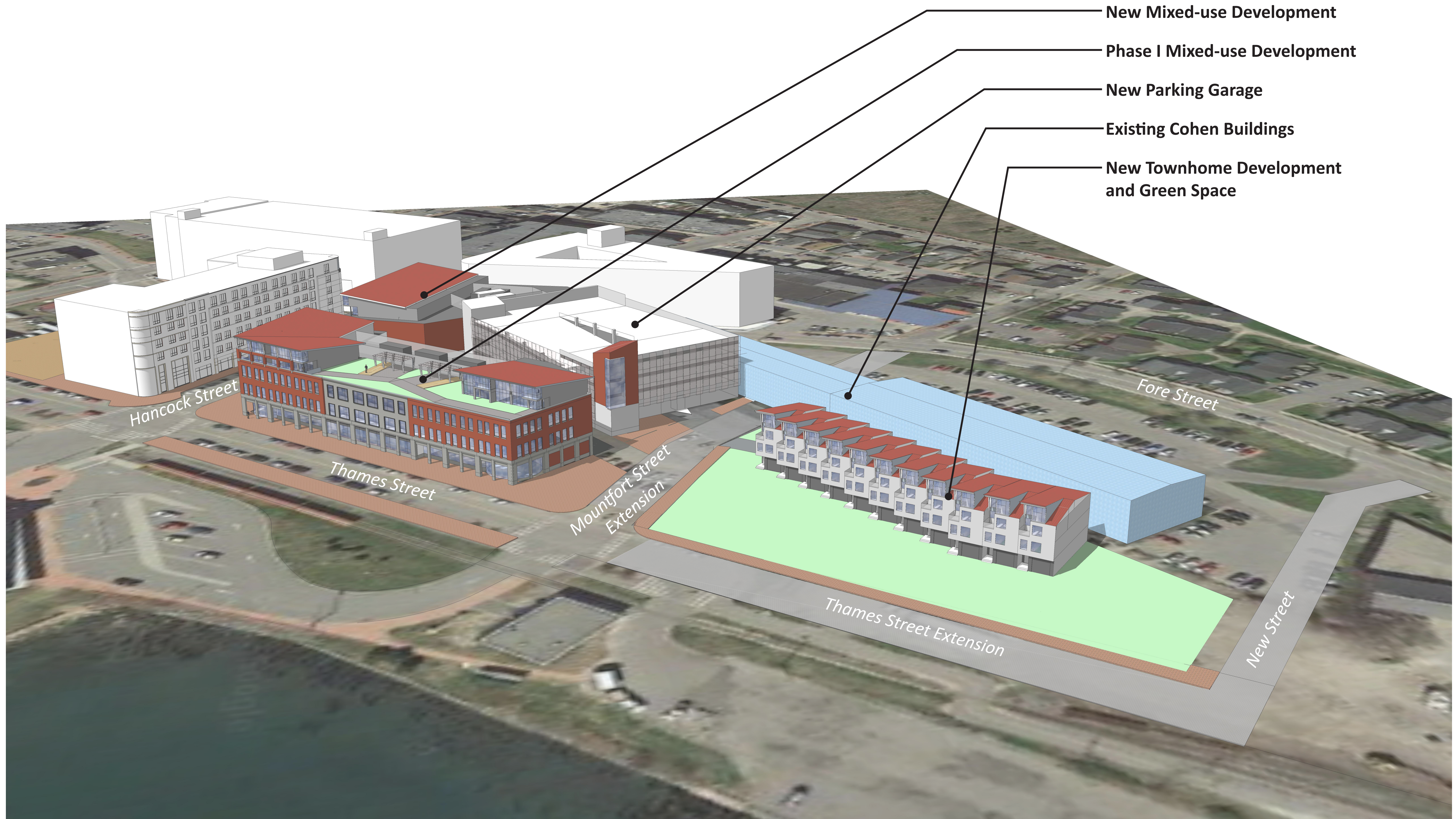

Atlantic Bayside Development, LLC
 Thames Lot Proposal
 City of Portland RFP# 6917

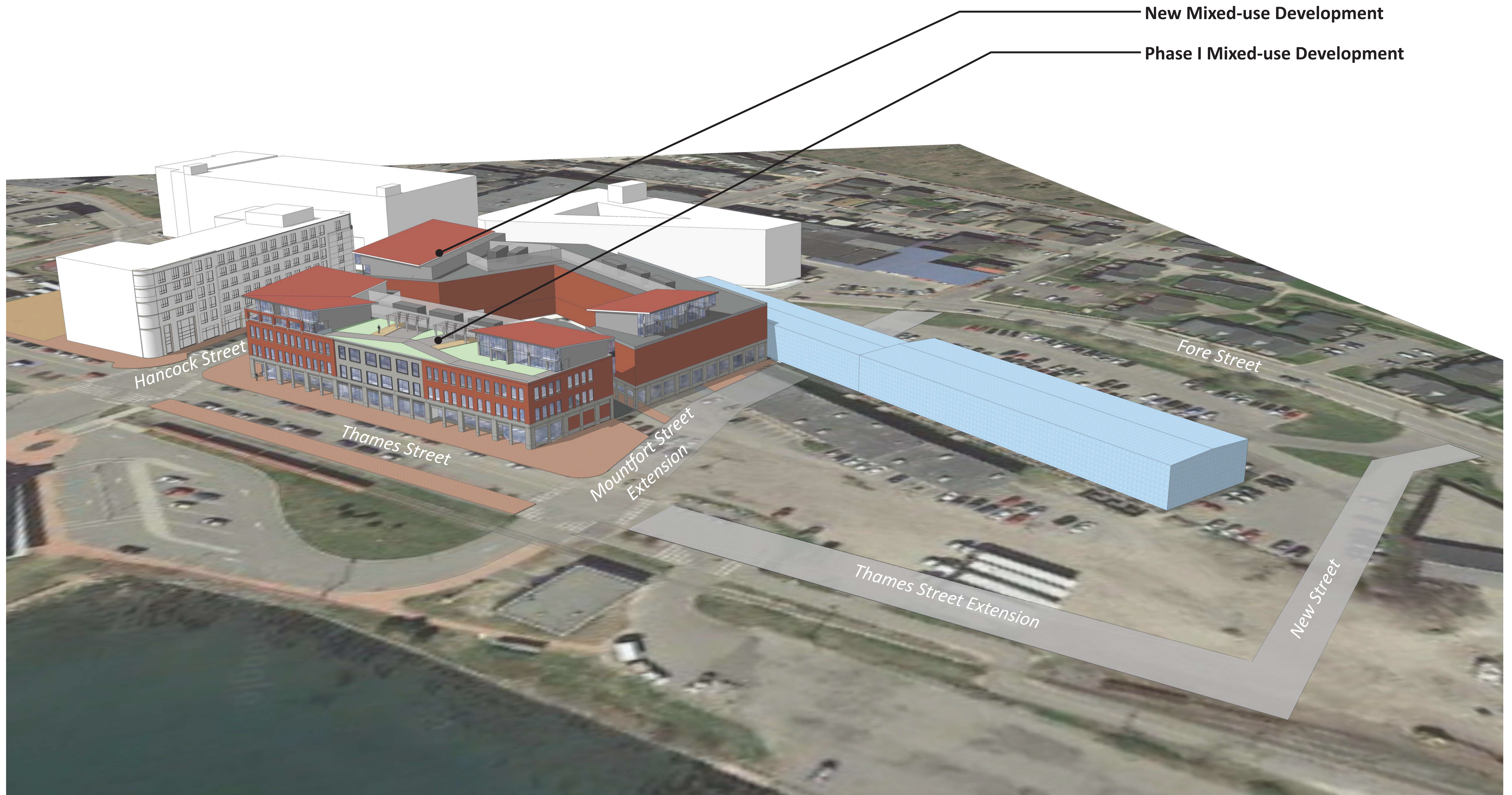
Drawing No. 1: Site Concept
View Looking West







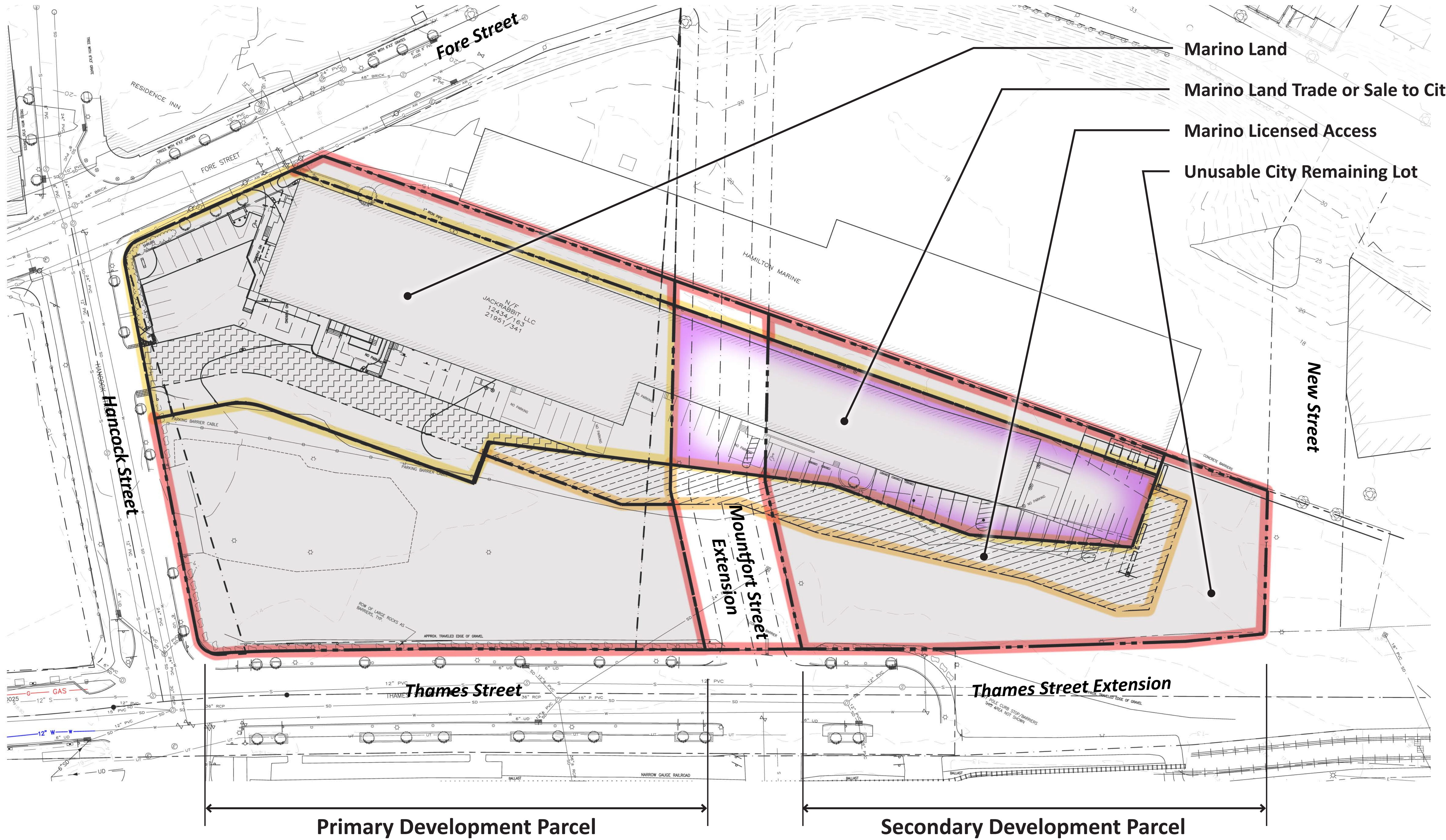




Atlantic Bayside Development, LLC

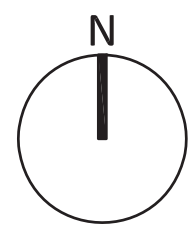
Thames Lot Proposal
City of Portland RFP# 6917

Drawing No. 6: Site Concept View Phase II Development - Alternate 2



Atlantic Bayside Development, LLC
 Thames Lot Proposal
 City of Portland RFP# 6917

Drawing No. 7: Site Plan
Proposal Property Configuration

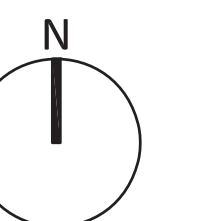


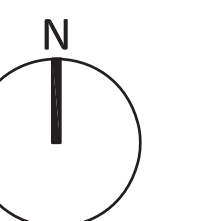
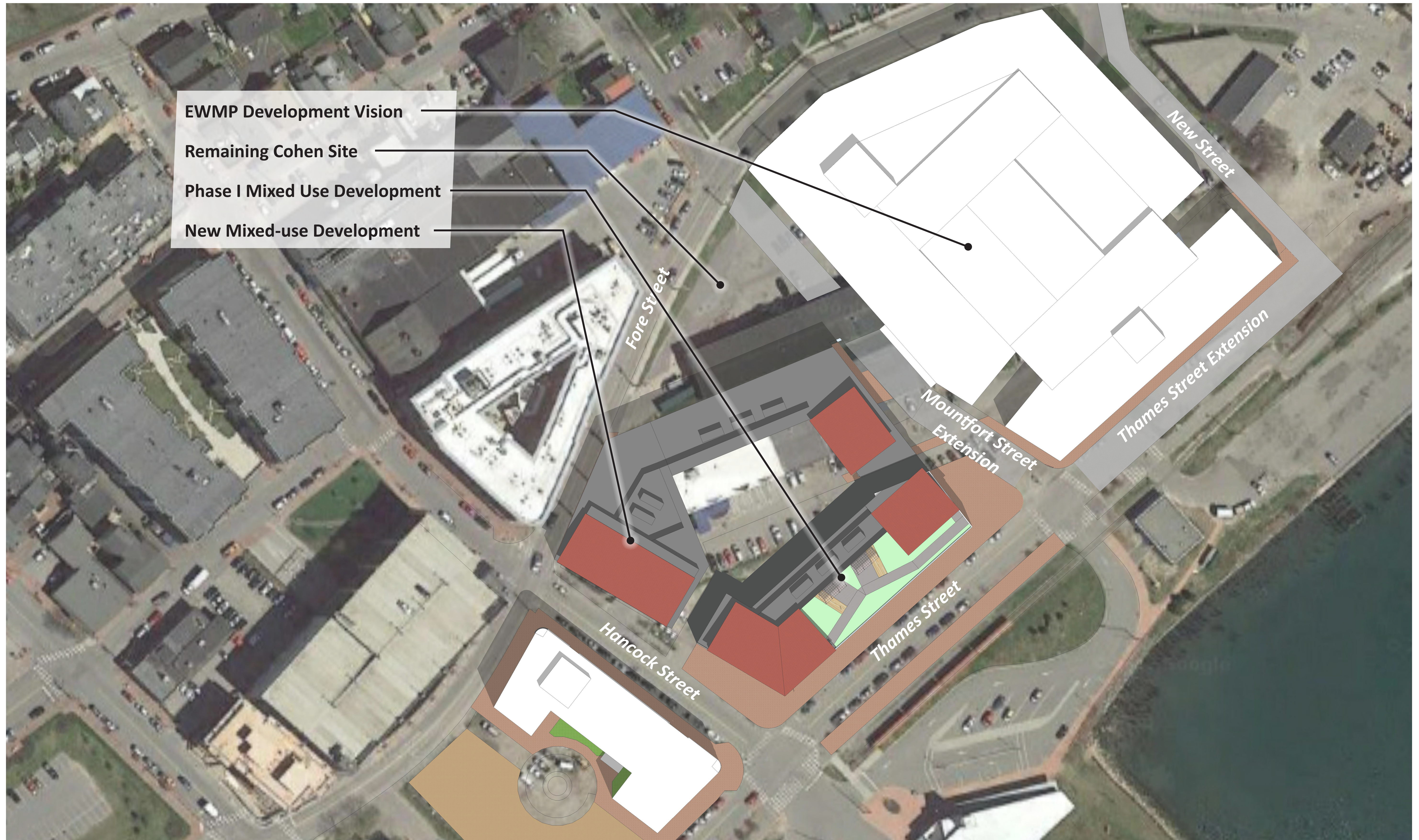


Atlantic Bayside Development, LLC

Thames Lot Proposal
City of Portland RFP# 6917

Drawing No. 8: Site Concept Plan Competitor Development





SECTION FOUR

APPENDIX



4. APPENDIX

This section includes the following information referenced in Tabs 1 and 2 of our proposal:

1. Eastern Waterfront Master Plan Drawing 3 (attached)
2. Eastern Waterfront Master Plan Drawing 4 (attached)
3. Location of Developer-Owned Off-Site Parking (attached)
4. Development Team Qualifications (following)

Development Team Qualifications

As highlighted in Tabs 1 and 2, we have assembled a team with a proven track record of complex development, design and construction experience in Greater Portland and Southern Maine. A brief summary of our team's relevant experience follows:

Atlantic Bayside Development, LLC

- 84 Marginal Way (with PC Construction)
- AAA Building
- Gorham Savings Bank

Jackrabbit, LLC (Freeport Retail Properties)

- Sea Birds - Lobster Cooker
- American Eagle Outfitters
- Banana Republic
- Gap Outlet

SMRT Architects and Engineers

- Pineland Campus Redevelopment (with PC Construction)
- MaineGeneral Medical Center Alford Center for Health
- Mercy Hospital Fore River
- Gulf of Maine Research Institute

Walker Parking Consultants

- Casco Bay Ferry Terminal (with SMRT)
- University of Southern Maine Garage
- Auburn Municipal Garage

PC Construction

- 84 Marginal Way
- 667 Congress Street
- Martin's Point Health Care Medical Office Building (with SMRT)
- IDEXX Laboratories





Pineland Campus Redevelopment

New Gloucester, ME

SMRT worked with The October Corporation, CB Richard Ellis - The Boulos Company and Pizzagalli Construction toward the rebirth of the Pineland Campus. The core campus, consisting of nine brick Colonial-Revival style buildings, was constructed in the early 1900's as a state mental health treatment facility. Over subsequent years, the physical plant was expanded to eventually include several hundred acres of land and 19 inhabited buildings.

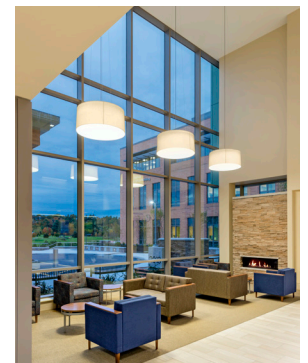
SMRT performed facility assessments, including life safety analyses, of all 19 buildings. SMRT is responsible for architectural design for the rehabilitation of 18 buildings and architectural and structural design for the single new building. Pownall Hall, one of the original dormitory structures, now houses educational and business tenants. The Conference Center, formerly the Administration Building, serves as a meeting and gathering place for campus tenants and outside groups.



MaineGeneral Medical Center Alfond Center for Health

Augusta, ME

With the goal of re-shaping and improving healthcare delivery, SMRT led the design team for this 192-bed regional replacement hospital. The 640,000 s.f. inpatient facility was designed and built using integrated project delivery (IPD), a first for hospitals in the Northeast. Three major initiatives -- evidence-based, lean and sustainable design -- guided development and informed the building's program and layout, supporting efficiencies in energy consumption, staff utilization and the environment of care. The facility achieved LEED Silver certification.





Mercy Fore River Replacement Hospital

Portland, ME

Positioning the hospital for future consolidation of all patient services, SMRT partnered with FCFH to design Phase I of Mercy's new Fore River Campus. Programming included outpatient diagnostic and treatment services, short-stay inpatient surgical beds and a women's unit. Site design integrated expansive surrounding vistas and gardens. The team incorporated "lean" and efficient practices, stretching Mercy's resources and enabling their mission to provide compassionate care for all. SMRT continues to work with Mercy to complete their vision for a fully consolidated campus.



Gulf of Maine Research Institute

Portland, ME

An international research and education center, the GMRI advances the "dynamic fusion" of fishery scientists, marine biological technology researchers and science educators. Designing for maximum flexibility and cost efficiency, SMRT developed a lab module that facilitates scientific collaboration and equipment sharing among tenants, protects proprietary space needs and employs a repeatable structural grid and efficient mechanical/plumbing layout. GMRI's exterior design reflects the industrial heritage of a working waterfront, while an interior public interface space features live and interactive digital educational exhibits.





84 Marginal Way Core & Shell / Bayside Village Student Housing - Portland, ME

Located in Portland's Bayside district, this development included a five-story student housing complex and the construction of the City's largest office building in two decades.

- A new ten-story 107,000-square-foot building consisting of a six-story core and shell office building above a four-story, 533-space parking garage with three passenger elevators
- A new five-story building consisting of a ground-level parking garage below four stories of student apartments
- 48,000-square-foot ground level consists of structural steel and concrete deck parking garage for 102 vehicles, 4,000 square feet of retail space, tenant's lobby, mechanical room and storage for 95 bicycles



667 Congress Street Mixed-Use Building Portland, ME

Construction management services for this eight-story, 142,000-square-foot multi-use building on a tight site in downtown Portland.

- 139 apartments
- Sub-grade and ground floor parking
- Steel and concrete structure with masonry and metal-panel siding
- Ground floor retail space including a deli with grill
- Fitness center
- Administrative office space





IDEXX Laboratories Synergy Center

Westbrook, ME

An additional 108,000 square feet of new corporate office space constitutes Phase II of this global pet pharmaceutical company's campus expansion initiative, for a total footprint of 780,000 square feet.

The new public façade echoes the same palette of white masonry, expansive glass and sleek metals that currently define the company's image. Each elevation is individually responsive to its solar orientation using light shelves and screening devices to optimize available sunlight for warmth and day lighting.



Martin's Point Health Care Medical Office Building

Portland, ME

Construction of a 42,000-square-foot, state-of-the-art primary care medical center situated on Martin's Point just 75 feet from the ocean.

- Two lower levels for parking with 218 spaces and an additional 194 surface parking spaces
- Campus modifications to water, drainage, sewer, teledata infrastructure, parking and site finishes
- Use of BIM for siting and footprint options
- Approval from the Historic Preservation Board of Portland and the Maine Historic Preservation Commission for the building





University of Southern Maine Garage

Portland, ME

Features:

- 1,144 parking spaces on 4-levels
- Built to serve students, faculty and staff of the University
- Precast concrete structural system
- Structural/functional design, consulting
- PARCS and signage consulting

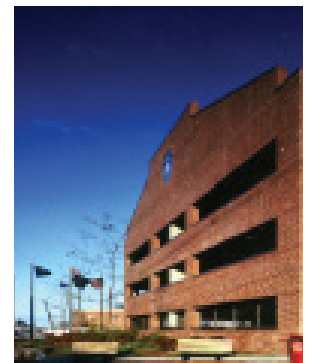


Casco Bay Ferry Terminal Garage

Portland, ME

Features:

- 408 parking spaces on 4 levels
- Designed to serve passengers traveling to the Calendar Islands in Casco Bay
- Over 800,000 passengers, their freight, vehicles and mail are transported annually
- Precast, 2-bay structure with a Fire Boat Crew Room on ground level
- Pile foundation
- Brick veneer exterior facing





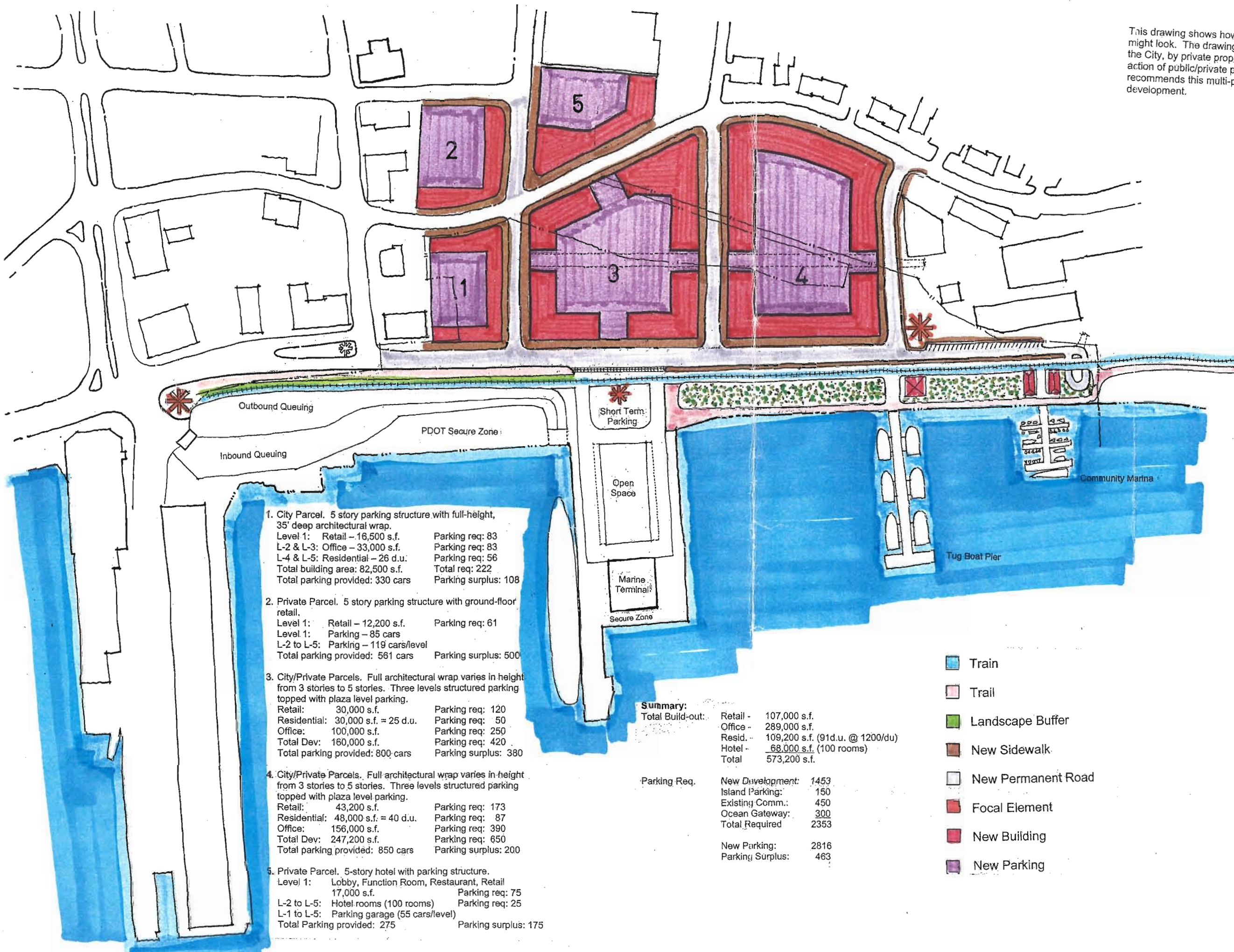
Auburn Mechanics Row Municipal Garage

Auburn, ME

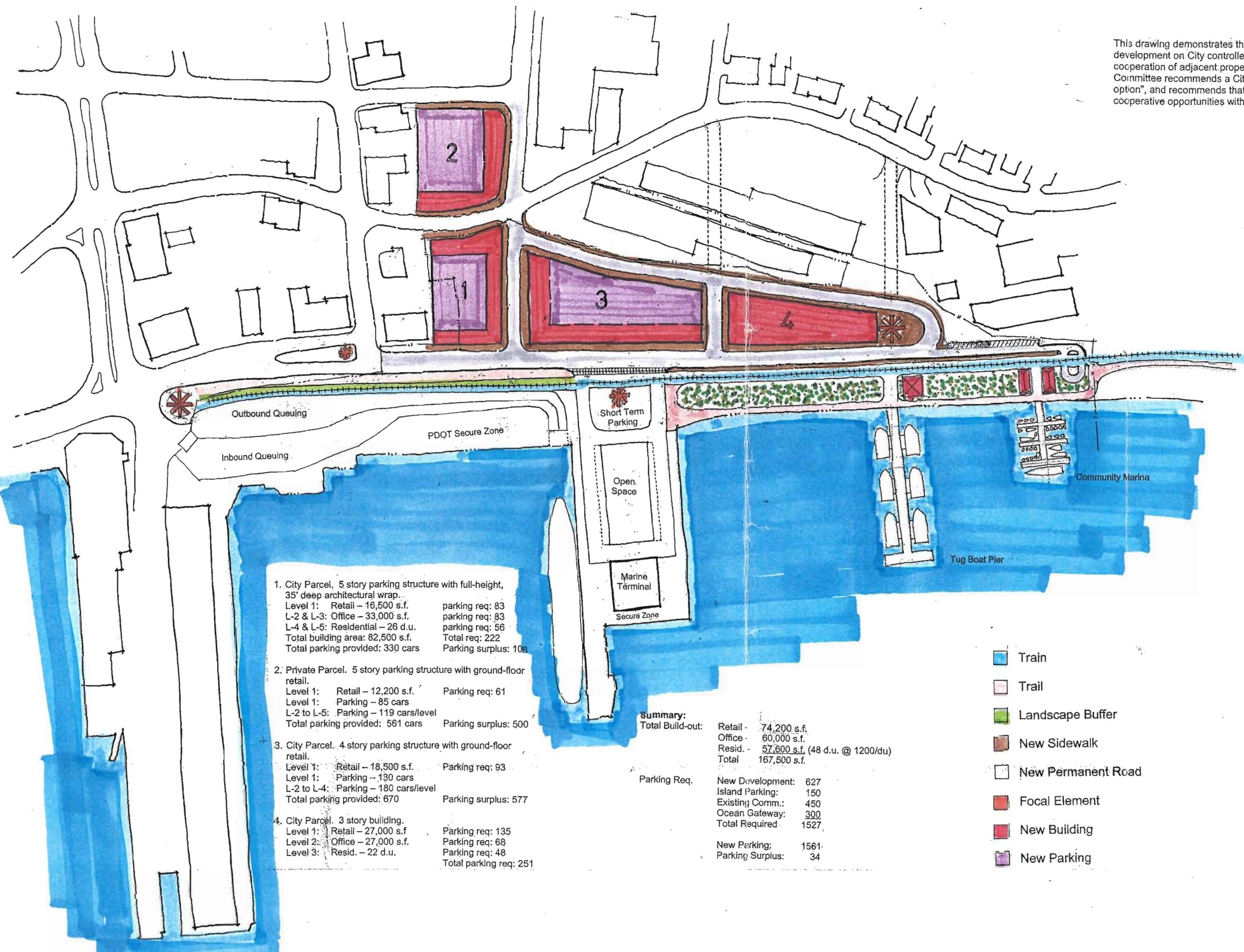
Features:

- 448 parking spaces on 4-levels
- Garage serves downtown employees, customers, businesses and visitors
- Floors are well lit and accessible
- Stairways are located on either end of each parking floor as well as one elevator with full glass for interior and exterior viewing
- Permit parkers are divided into colored zones with each permit





This drawing shows how the ultimate build-out of the district might look. The drawing imagines development initiated by the City, by private property owners, and by cooperative action of public/private property owners. The Committee recommends this multi-pronged and integrated approach to development.



This drawing demonstrates that the City could pursue development on City-controlled parcels without the cooperation of adjacent property owners. However, the Committee recommends a City-only approach as a "fallback option", and recommends that the City pursue integrated, cooperative opportunities with private property owners.



84 Marginal Way

24 Marginal Way

Marginal Way Parking Locations



CITY OF PORTLAND, MAINE

Sale of Portion of City Owned Thames Street Property
RFP #6917

05.03.2017

Submitted To:

Matthew F. Fitzgerald
Purchasing Manager
City of Portland
389 Congress Street
Portland, Maine 04101

Submitted By:

Jonathan Cohen, Manager
0 Hancock Street, LLC

May 3, 2017

Matthew F. Fitzgerald
Purchasing Manager
City of Portland
389 Congress Street
Portland, Maine 04101

RE: RFP #6917 - Sale of Portion of City Owned Thames Street Property

Dear Mr. Fitzgerald:

I am pleased to provide you with 0 Hancock Street, LLC's attached response to the City of Portland's Request for Proposal for the sale of a portion of the City owned Thames Street property (the "Property").

We have entered in an agreement with WEX Inc. ("WEX"), one of Maine's leading technology companies, to propose a mixed-use development of the Property that will serve as WEX's world corporate headquarters. This project will bring hundreds of new jobs to Portland's Eastern Waterfront and will serve as a catalyst for future development and job creation. We also expect that this project will enhance Portland's growing reputation as an innovative, business-friendly city.

As you will see in our detailed response, our proposal will successfully accomplish all of the three noted goals of the City's RFP.

We thank you for the opportunity to respond to this proposal. We are available to answer any questions and would welcome the opportunity to contribute to further growth of this great city.

Thank you,

Jonathan Cohen, Manager
0 Hancock Street, LLC

PROPOSAL FORM

**("Sale of Portion of City Owned Thames Street Property")
RFP #6917**

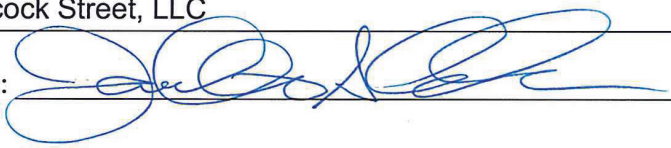
**** THIS SHEET MUST BE INCLUDED IN YOUR PROPOSAL ****

The undersigned hereby declares that he/she or they are the only person(s), firm or corporation interested in this proposal as principal, that it is made without any connection with any other person(s), firm or corporation submitting a proposal for the same, and that no person acting for or employed by the City of Portland is directly or indirectly interested in this proposal or in any anticipated profits which may be derived there from.

The undersigned hereby declares that they have read and understand all conditions as outlined in this Request for Proposals, and that the proposal is made in accordance with the same.

The bidder acknowledges the receipt of Addenda numbered: 1 and 2

COMPANY NAME: 0 Hancock Street, LLC

AUTHORIZED SIGNATURE: 

DATE: May 3, 2017

PRINT NAME & TITLE: Jonathan Cohen, Manager

ADDRESS: P.O. Box 910, Westbrook, Maine 04098-0910

E-MAIL ADDRESS: jcohen@a-d-w.biz

PHONE NUMBER: (207)776-0304 FAX NUMBER: (207)775-4367

TYPE OF ORGANIZATION - PARTNERSHIP, CORPORATION, INDIVIDUAL, OTHER:
Limited Liability Company

STATE OF INCORPORATION, IF APPLICABLE: Maine

FEDERAL TAX IDENTIFICATION NUMBER (Required): 82-1346292

NOTE: Proposals must bear the handwritten signature of a duly authorized member or employee of the organization submitting a proposal.

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I. SUMMARY OF PROPOSAL

We have entered into a long-term agreement with WEX Inc (“WEX”), one of Maine’s leading technology companies, to propose a mixed-use development on the city owned property at the corner of Hancock and Thames Street (the “Property”) that will serve as WEX’s world corporate headquarters. This will act as a catalyst to successfully achieve the goals of the Thames Street RFP.

Private Sector Investment

The proposed project includes a 100,000 square foot, 4-story mixed-use building with a portion of the first floor and all upper floors designated as office space for WEX and 10,000 square feet of the first floor as retail space. The project is guided by the Eastern Waterfront Master Plan and is designed to allow permeability and accessibility across the site.

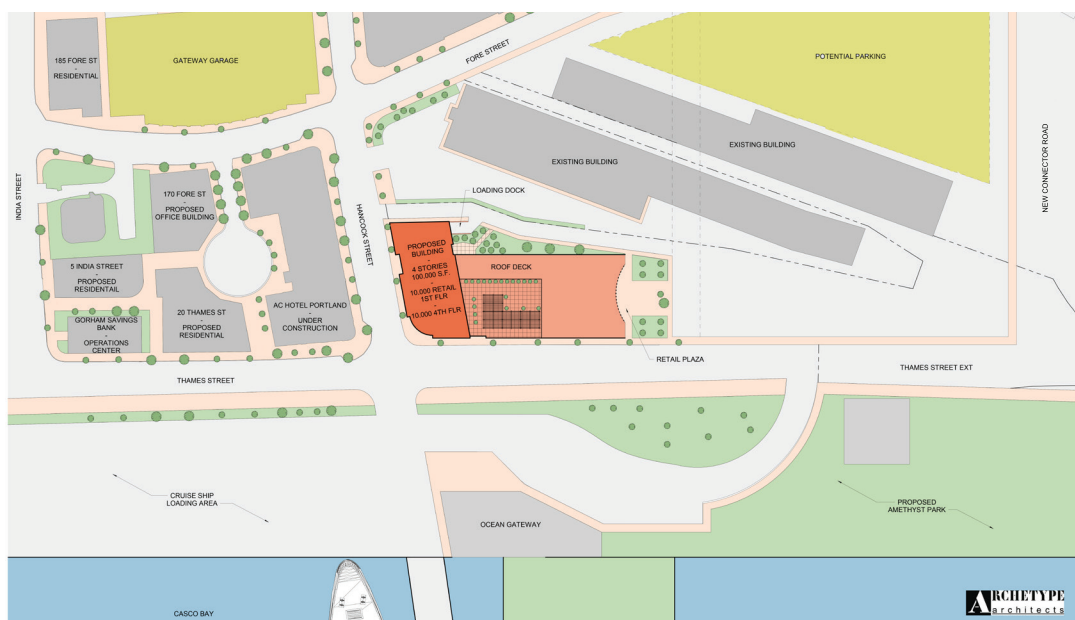
WEX has agreed on a long-term commitment to lease a minimum of 80,000 square feet in the building. As noted in the attached letter from Melissa Smith, CEO of WEX, this will bring 450 jobs to Portland with the forecast of hundreds of additional jobs during the term of WEX’s lease.

Parking

This project would provide sufficient replacement parking to satisfy the City’s parking needs with the opportunity to create further incremental parking through construction of a parking deck in the adjacent lot on 100 Fore Street. This would satisfy City and WEX parking needs, plus further potential to create incremental parking. A preliminary assessment shows that a new parking deck could hold up to 1,750 parking spaces which would provide extraordinary relief to downtown parking requirements.

Future Streets

The design would also maintain a view corridor along the proposed Mountfort Street Extension and we would be willing to discuss the proposed New Connector Road, as the principals of 0 Hancock Street, LLC are owners of the 100 Fore Street lot.



Concept Site Plan Showing Parking Locations

EXHIBIT A - A LETTER FROM WEX CEO



May 3, 2017

Portland City Council and Economic Development Council:

I was born and raised in Maine, but my commitment to this area goes much deeper than my personal affinity for it and my love for the community. As the President and CEO of WEX, I've had the honor of helping build a business here – a one billion dollar global business. Now as we look to expand, I'd like to do that here in Portland.

In the following documents, you will find the attached official bid for space at 0 Hancock Street, which we would like to make our global headquarters.

In relocating to this site, there are a number of contributions that WEX would make to this project which we believe would be a tremendous step to continued development of the waterfront in connection with the Eastern Waterfront Master Plan. Some of these contributions would include:

- 15 year lease commitment with a minimum of occupancy of 80,000 square feet
- 450 new jobs in the City of Portland with potential for an additional 200 future incremental new jobs
- Increased revenue to the City through property taxes
- Increased hospitality demand as we will look to partner with local hotels for our incoming staff and visitors
- Increased retail availability on the first floor of the building
- Increased local retail business in connection with our local workforce
- Continued community participation with potential to host community functions
- Enhance Portland's image as a city that encourages a technology hub.

Our objective with this project is creating a motivating and desirable environment for our current employees and also creating a "world class" recruiting tool for future new employees that would like to contribute to the growth of our company and share a desire to live and work in downtown Portland. We believe that this project would add to our mutual success by providing a desired work environment.

We are committed to continuing our growth in Maine, and would love to share the benefits of this growth with the City of Portland. Thank you for your consideration.

Sincerely,

A handwritten signature in blue ink that reads "Melissa D. Smith".

Melissa Smith
President and CEO, WEX Inc.

II. RESPONSES TO SELECTION CRITERIA

1. Community Integration as Guided by the Eastern Waterfront Master Plan

Overview of Site

The Property is a prime location for a mixed-use development that takes advantage of proximity to the heavy foot and car traffic from the Old Port as well as expansive views of the harbor and accessibility to the City's adjacent parks and walking paths.

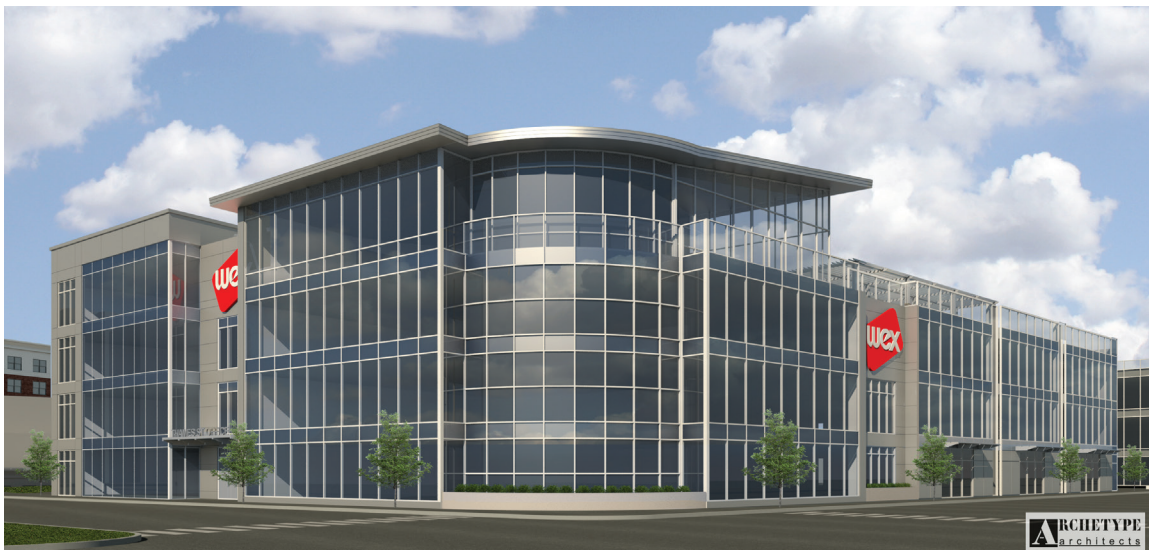
The advantages of the Property are highlighted in the Eastern Waterfront Master Plan (the "EWMP") for the Thames Street road extension (see Exhibit B) and the site is best suited to be densely developed with office and retail space surrounded by pedestrian pathways and public plazas and amenities that create a high demand for parking.

A great benefit to the site is the natural slope of the East End of Portland, north of the Property, which allows for the creation of a denser urban fabric through height along Thames Street without creating a wall in front of the residential housing units (see Exhibit C).

The EWMP allocates primary and secondary street frontage to buildings and the interior portion of the Property which is shown as accessible by a new tertiary road designated for parking (see Exhibit D).

Proposed Building and Site Plan

Our proposal is for a 100,000 square foot, 4-story mixed-use building with a 30,000 square foot footprint. A portion of the first floor and all upper floors are designated as office space for WEX and 10,000 square feet of the first floor is designed as retail space to encourage pedestrian traffic and enhance and extend the retail segment of the Old Port (see Exhibits E through H). Both of these uses will bring hundreds of jobs to the City of Portland and will provide meaningful benefits to the City's economy and tax base.



Thames Street Perspective

Our site plan (see Exhibit J) includes the beginning of a new road which is to be continued with future development behind the proposed building. This new road will create delivery routes as well as a pedestrian path to proposed planted plazas in the interior space and a pedestrian connector to Thames Street bordering on the proposed Mountfort Extension and view corridor.

Our proposal eliminates parking from the core of the site through the provision of parking at nearby locations owned and operated by the principals of 0 Hancock Street, LLC, including at the Ocean Gateway Garage and 100 Fore Street (see Exhibits K&L). The 100 Fore Street site and the Ocean Gateway Garage can accommodate, at a minimum, replacement parking for 53 City parking spaces and 117 public parking spaces lost as a result of the sale of the Property and approximately 320 parking spaces for employees of WEX, all at market rates.

Pedestrian and public outdoor space: By eliminating parking on the Property, our proposal creates the opportunity for higher density and more pedestrian and public outdoor space, including sidewalk extensions as outlined in the EWMP (see Exhibit M).

Public green spaces are included that create new walkable areas and landscaping which additionally helps buffer users from traffic. The public square will create a strong entrance to the retail portion of the Property which would begin along Thames Street and turn and continue along the length of the plaza to create multiple pedestrian entrances. The plaza would be a prime space to include plantings, street furniture, public art or a monument.

In addition to ample public outdoor space created at the ground level, our proposal includes a large roof deck that will take advantage of the accessible roof space left behind due to the required height changes included in the B6 Height Overlay. This large roof deck would create a prominent Casco Bay viewing area for the tenants of the Property (see Exhibit N).

Transportation: The EWMP conveys a strong interest in development, promoting multiple types of transportation. As the tenant for the Property, WEX would bring with it hundreds of employees who would be able to take full advantage of the proximity of systems already in place, including the nearby ferry terminal, the walking and biking trail across the street and the bus stop at the corner of Atlantic and Fore Street. The retail portion of the Property would also encourage the already in place pedestrian access joining the Old Port to the East End Path.

In addition to the systems already in place, bicycle storage could be added to the Property, with exterior storage and racks in the plaza, along with interior storage in the Ocean Gateway Garage or the potential 100 Fore Street parking facility.

2. Public Benefit to the City

We have partnered with WEX to bring this exciting proposal to the City of Portland. Our plan includes a 15 year lease with a minimum occupancy of 80,000 square feet. Our proposal will have significant public benefits to the City.

Net new jobs to the City: Our proposal will bring upwards of 450 new permanent jobs to the City of Portland, including a potential additional 200 incremental jobs to the State of Maine. Additionally, the development of the Property will provide the following benefits:

- Increased revenue to the City real property tax
- Increased hotel demand for incoming staff and visitors to WEX
- Increased retail availability on the 1st floor of the building
- Increased local retail business catering to Portland's local workforce
- At least 400 construction jobs during the period of construction from local firms.

A letter from Melissa Smith, CEO of WEX, attached as Exhibit A, further outlines the many public benefits to the City that would result from the development of the Property.

Future Mountfort Street Extension and New Connector Road rights-of-way: Our project envisions a mixed-use development that provides permeability and accessibility across the Property. The location of the building and plaza are designed in a way to maintain the view corridor along the proposed Mountfort Street Extension as guided by the Eastern Waterfront Master Plan (see Exhibit B). Further, the potential new structured parking facility at 100 Fore Street can accommodate the proposed New Connector Road as shown in Exhibit L.

3. Purchase Price

We are prepared to offer the City \$2,500,000 for the property.

4. Additional Financial Benefit to the City

Our proposal will bring significant additional financial benefits to the City beyond the purchase price, including:

Net new real property tax revenue. We anticipate that the development of the Property will bring a minimum of \$320,000 per year in net new real property tax revenue, based on the current mil rate of 21.11.

Parking. As noted above, we are able to eliminate parking from the core of the site through the provision of parking at nearby locations owned and operated by the principals of 0 Hancock Street, LLC. Our parking management plan includes accommodation for parking at market rate for 53 City replacement parking spaces and 117 public parking spaces, lost as a result of the sale of Property, as well as approximately 320 parking spaces for employees of WEX at the Ocean Gateway Garage and 100 Fore Street (see Exhibit J).

The 100 Fore Street site is an ideal location for the development of new parking as it is set back from the waterfront, is within easy walking distance, and has been previously excavated to create a large drop off from the grade of Fore Street. We have shown parking at 100 Fore Street as either surface parking (Exhibit J) or as a multilevel parking facility (Exhibit L). If fully developed based on current zoning requirements, a structured parking facility on this site could hold upwards of 350 spaces per level with 5 levels equaling approximately 1,750 spaces. The ultimate size of this proposed parking facility will be a future item of discussion between the City and the owners of the 100 Fore Street site.

Both the Ocean Gateway Garage and 100 Fore Street sites will provide public access to parking at market rates including on weekends and evenings. These parking facilities will support activities at the Portland Ocean Terminal, including the Ocean Gateway and will provide parking for island residents and opportunities for continued growth on the land side of the Eastern Portland Waterfront.

Additionally, the development of the Property will bring the following benefits to the City:

- Increased sales tax revenue
- Increased personal property tax revenue
- Several hundred additional jobs
- Support to local hotel demand during the entire year
- Building on the waterfront
- Integration with the Eastern Waterfront Development Plan
- Enhanced public space and pedestrian access

License Agreement with Jackrabbit, LLC: Given the location and boundaries of the Property and terms of the License Agreement, we would expect the City to terminate the License Agreement with Jackrabbit, LLC prior to the closing on the sale of the Property and for the City to provide Jackrabbit, LLC with functionally equivalent access to the Jackrabbit property pursuant to the terms of the License Agreement.

5. Proposers Proven Capacity and Relevant Experience

Development Team and Past Experience: Lead project developer and principal, Jonathan S. Cohen, was born and raised in Portland. He graduated from Deering High School and received his B.B.A. from The George Washington University. This project and similar projects are very important to Mr. Cohen as he believes strongly in creating as much opportunity as possible to keep Maine's talented youth in the state, and to create opportunities to attract talented employers and employees from other states.

Mr. Cohen's family started Portland Glass in 1946. His father Gene Cohen expanded it to more than 47 locations. The majority of the locations were owned and developed by the family in 5 states, which is where Jonathan began his career in real estate ownership and development. Portland Glass was sold January 3, 1997 and at that time Jonathan managed the remaining division of Portland Glass that was not sold, renamed AD&W, Architectural Doors & Windows. Today, Mr. Cohen is the President and CEO of AD&W, still Maine based, family owned, and the largest and oldest commercial installer and fabricator of storefront, curtain wall and commercial entrances north of Boston.

Throughout Jonathan's 20+ years he has been involved with more than 6,000 construction projects, from design, budget, and construction through to completion, occupancy and sale or retention. Mr. Cohen currently owns and manages more than 950,000 square feet of real estate in Maine. A few of Mr. Cohen's current projects underway include: the redevelopment of 62,000 square feet at Clark's Pond in South Portland, Maine; completion of a 44,000 square foot 27-unit condominium conversion and renovation at 10 Exchange Street in Portland, Maine; a 12,500 square foot Ocean Gateway Garage office expansion at 167 Fore Street in Portland, Maine, among other projects.

Mr. Cohen was also integral to the design, budget and installation of Maine General Medical Center in Augusta, which was the largest construction project in Maine at the time totaling \$312 million. Mr. Cohen has worked on numerous projects with both Cianbro and Landry French, the Maine contractors under consideration for the development of the Property. Mr. Cohen was also involved in the design budget and installation of the Keurig world headquarters in Burlington, Massachusetts, a Class A 10-story office building with a garage and skybridge. Mr. Cohen has the experience to perform this project.

Mr. Cohen has numerous financial institutions which have committed to working with him on this and any other project he wishes to undertake. Archetype will serve as the architect for this project, and the development team will likely include either Cianbro or Landry French for construction and Androscoggin Bank and/or Camden National Bank for financing.

Project readiness, financial capacity and timeframe for completion: As noted above, Mr. Cohen has secured a commitment from WEX for this Property to serve as its world headquarters. A letter from Androscoggin Bank is attached as Exhibit O confirming Mr. Cohen's financial ability to undertake and complete this project as outlined in this proposal.

III. POTENTIAL PROJECT TIMELINE

We anticipate the following development timeline;

1. RFP award by June 4, 2017
2. Closing on the purchase of the Property between June and August 2017
3. Application for site plan approval immediately following closing
4. Building occupancy by April 2019

IV. ADDITIONAL EXHIBITS

EXHIBIT B

Residence Inn

Fore Street

Roadway Extensions Recommended in the Eastern Waterfront Master Plan

Public-Private Property Negotiations

Hancock Street

Thames Street Lot

Mountfort Street

Thames Street Lot

New Street

Thames Street

Eastern Promenade Trail

EXHIBIT B

Residence Inn

Fore Street

Roadway Extensions Recommended in the Eastern Waterfront Master Plan

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Hancock Street

Thames Street Lot

Mountfort Street

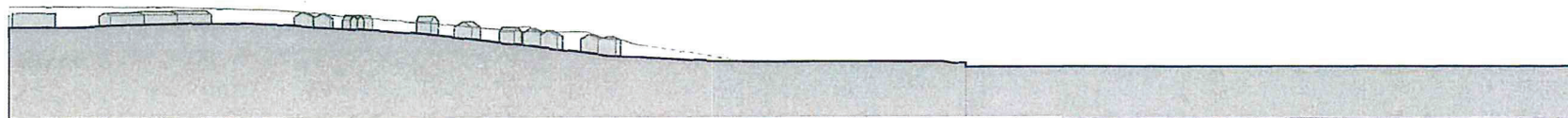
Thames Street Lot

New Street

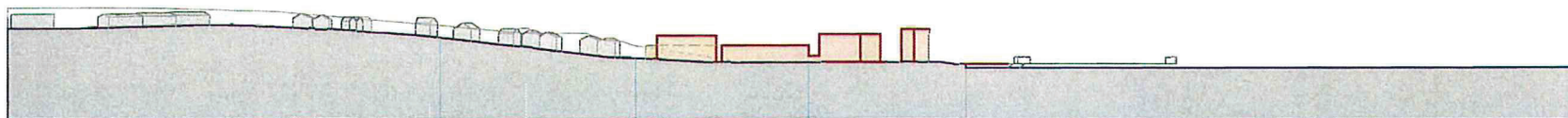
Thames Street

Eastern Promenade Trail

EXHIBIT C



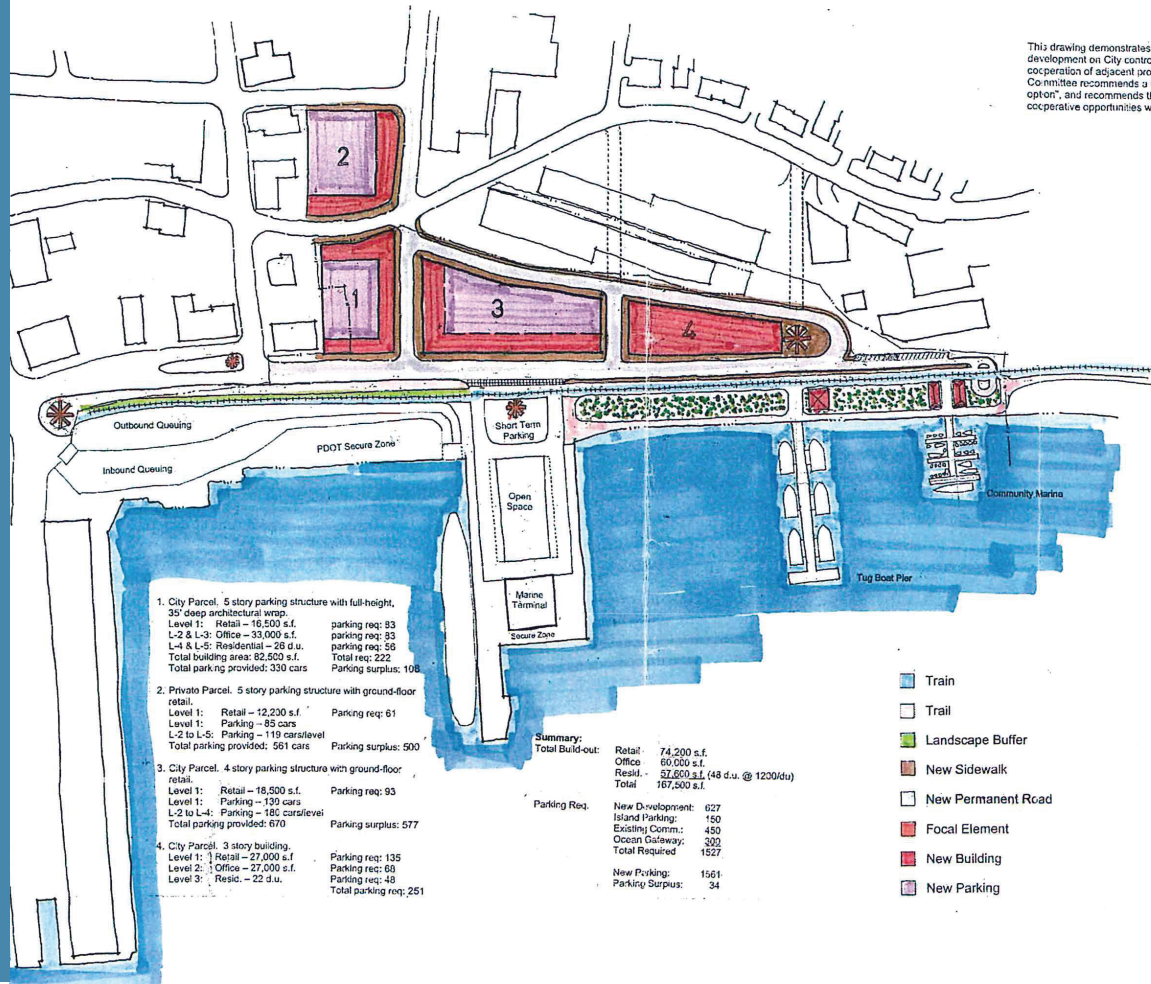
SECTION B EXISTING - MOUNTFORT EXTENSION



SECTION B PROPOSED - MOUNTFORT EXTENSION

Eastern Waterfront Height Study

EXHIBIT D



This drawing demonstrates that the City could pursue development on City controlled parcels without the cooperation of adjacent property owners. However, the Committee recommends a City-only approach as a "fallback option", and recommends that the City pursue integrated, cooperative opportunities with private property owners.

"Fallback" Build-out Scheme from EWMP

EXHIBIT E



Potential Project Aerial View

EXHIBIT F



Potential Project Casco Bay Perspective

EXHIBIT G



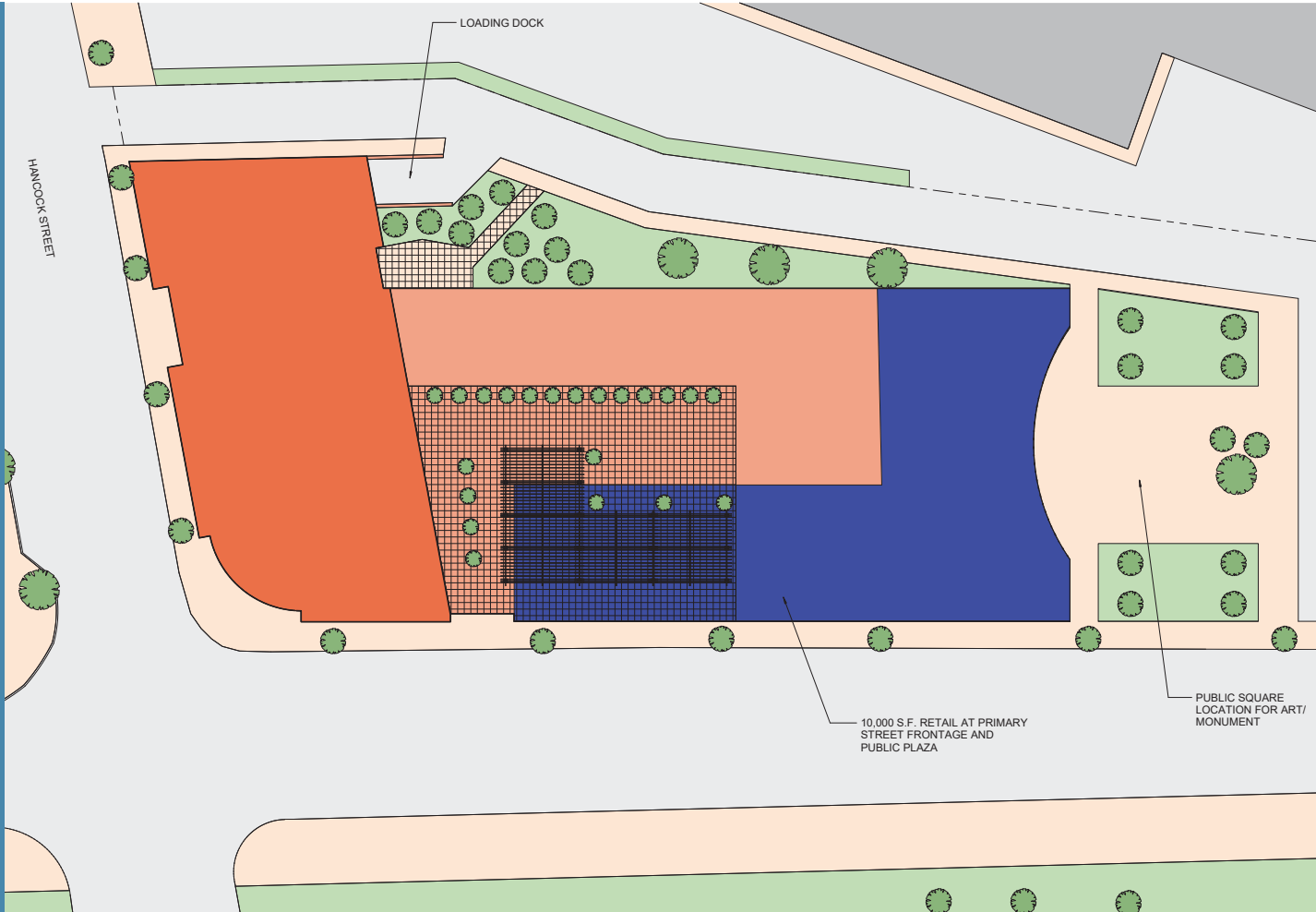
Thames Street Perspective

EXHIBIT H



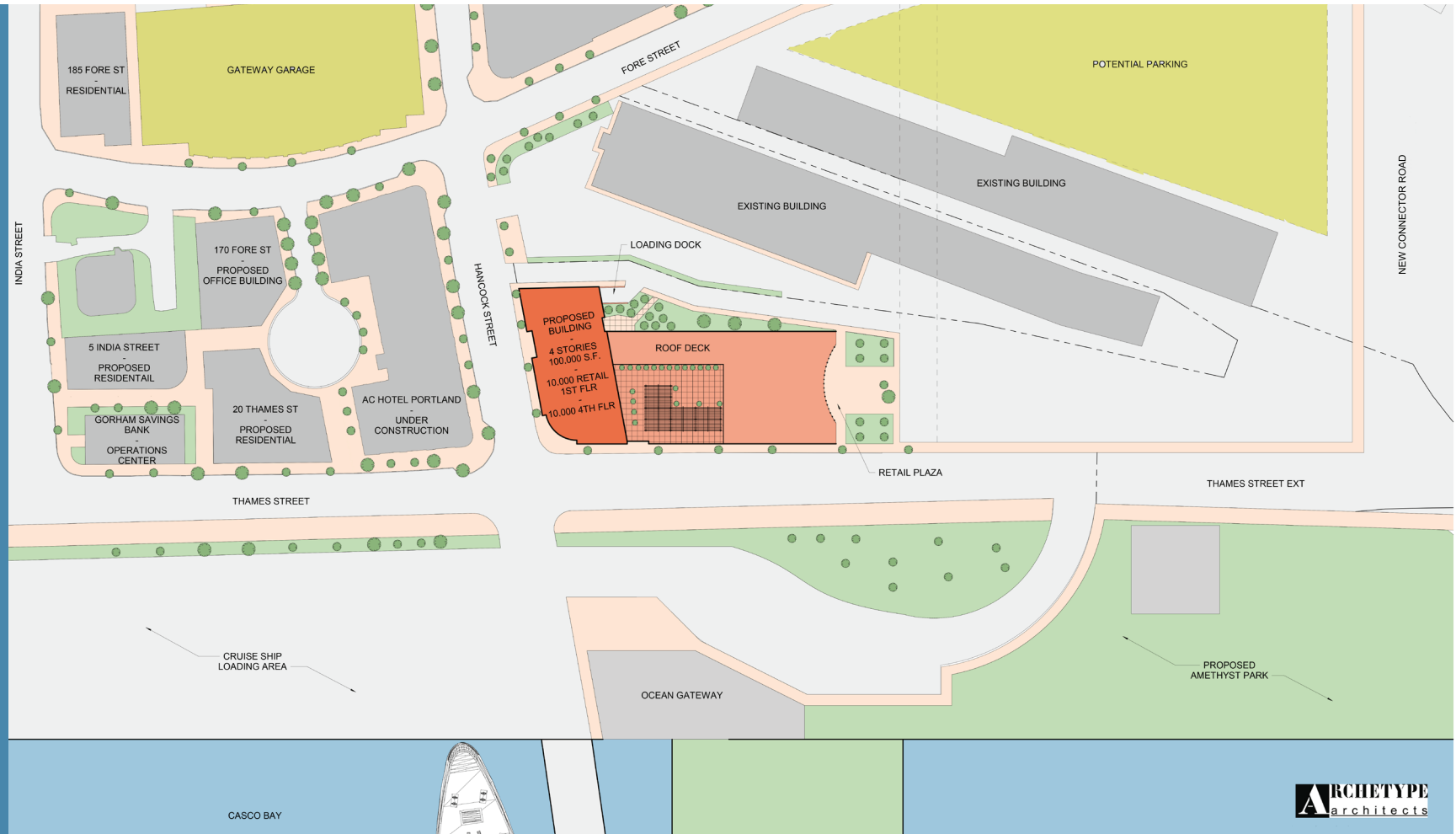
Thames Street Night Perspective

EXHIBIT I



Concept Site Plan

EXHIBIT J



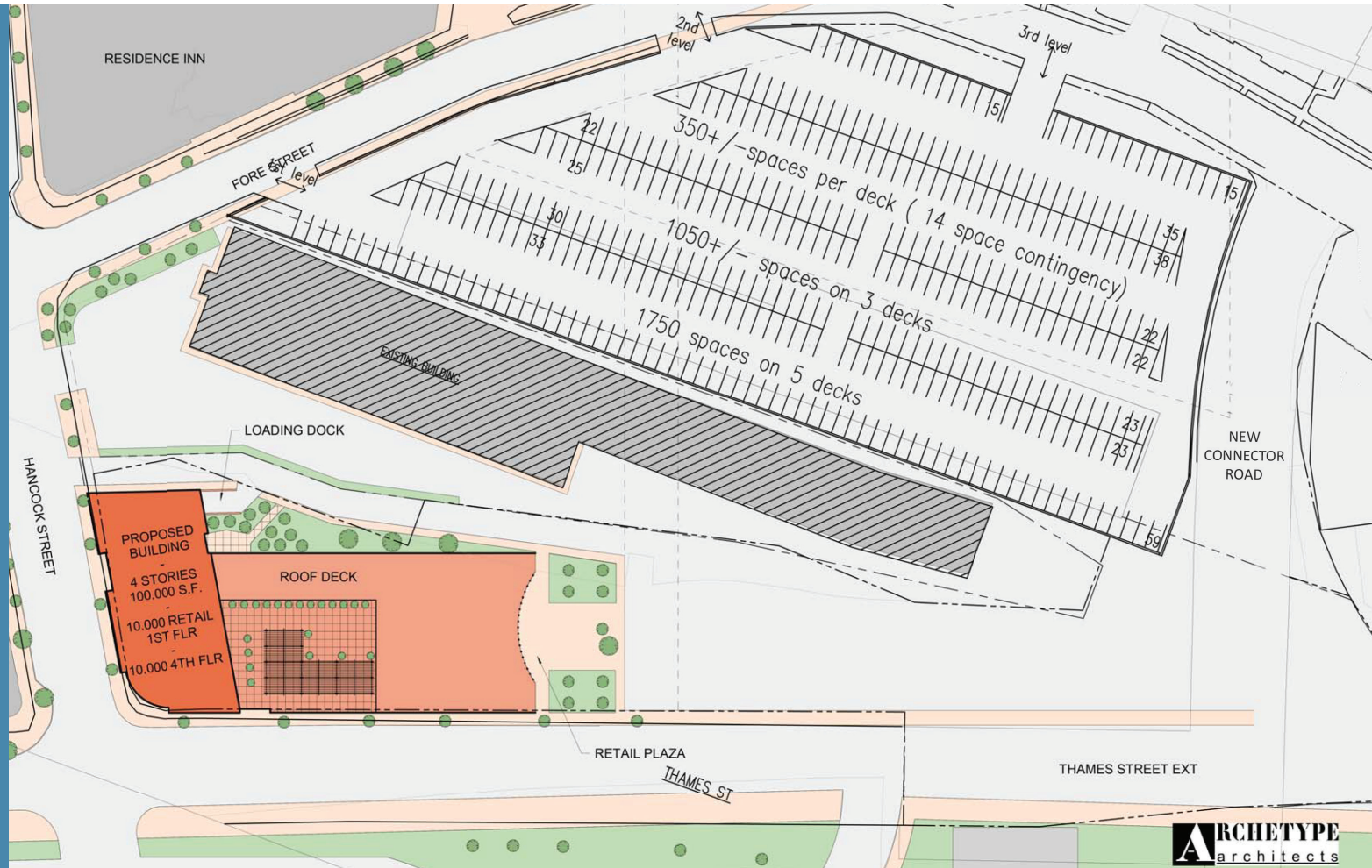
Concept Site Plan Showing Parking Locations

EXHIBIT K



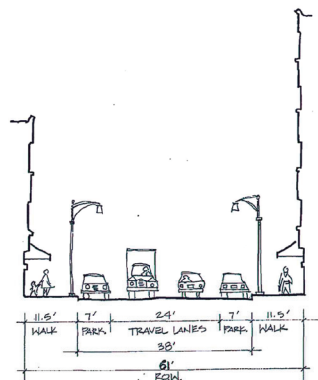
100 Fore Street

EXHIBIT 7

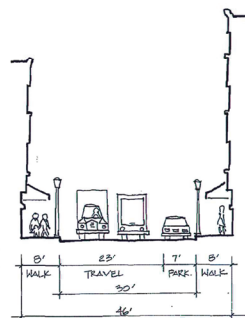


Potential Structured Parking on 100 Fore Street

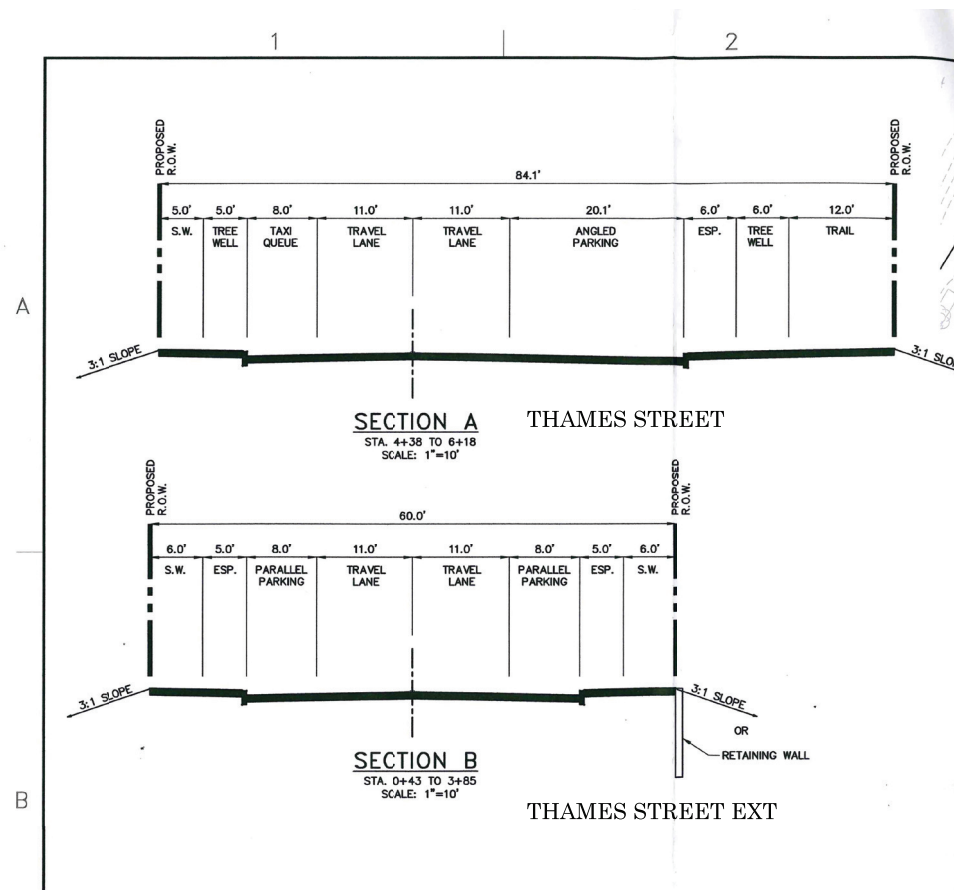
EXHIBIT M



Waterfront Development & Master Planning Committee
Street Section –
New Primary Street (Hancock Street extension)



Waterfront Development & Master Planning Committee
Street Section –
New Secondary Street (Mountfort Street extension & other new streets)



Sidewalk Dimensions

EXHIBIT N



Rooftop Deck Perspective

EXHIBIT O - ANDROSCOGGIN BANK LETTER



30 Lisbon Street
PO Box 1407
Lewiston, Maine 04243
1 800 966.9172
androscogginbank.com

April 5, 2017

City of Portland
389 Congress Street
Portland, ME 04101

To Whom It May Concern:

Jonathan Cohen is a client in good standing with Androscoggin Bank. Mr. Cohen demonstrates both the financial capacity and the industry experience necessary to purchase, develop, construct, own and operate a commercial real estate project such as a Corporate Headquarters office building at Hancock and Thames Street in Portland.

If there are any questions on this matter, please do not hesitate to contact me at (207) 518-6314 or jdeering@androscogginbank.com

Sincerely,

A handwritten signature in blue ink that reads 'Jeremiah C. Deering'.

Jeremiah C. Deering
Vice President
Lead Commercial Lending Officer





Economic Development Department
Gregory A. Mitchell, Director

MEMORANDUM

TO: Economic Development Committee

FROM: Greg Mitchell

DATE: May 18, 2017

SUBJECT: Bayside (former Public Works) Property Offers

I. ONE SENTENCE SUMMARY

CBRE The Boulos Company received a total of eleven (11) offers to purchase City-owned Bayside, former Public Works, properties.

II. BACKGROUND

A public hearing was held on January 31, 2017 by the EDC to receive public input on the sale of City-owned Bayside properties. See attached map.

The City hired CBRE The Boulos Company, through a competitive process, to market and assist the City with selling Bayside properties. The deadline to submit property purchase offers was May 16th. Boulos received a total of eleven (11) offers to purchase the City-owned Bayside, former Public Works, properties. The ten offers include various alternatives to purchase some or all of the properties. All individuals submitting offers requested that they be kept confidential.

An executive session is scheduled for the May 23rd EDC meeting to review all offers and for staff to receive Committee direction. A public hearing(s), in the future, will be held to receive public input on property disposition.

III. INTENDED RESULT AND OR COUNCIL GOAL ADDRESSED

Sale of City-owned Bayside property, per the Bayside Vision and Plan, supports the relocation of Public Works to Canco Road and attracts private sector investment, associated job creation, and generates additional municipal property tax revenue.

IV. FINANCIAL IMPACT

With City Council approval, funds received from the property sales will be used to support the costs to relocate remaining Public Works operations out of Bayside along with other possible municipal investments.

V. STAFF ANALYSIS

All property purchase offers are under review by City staff because they were received on May 17th.

VI. RECOMMENDATION

Staff recommends holding an initial EDC meeting executive session to review the offers and provide staff direction.

VII. LIST ATTACHMENTS

- Bayside property map.



PARCEL MAP



1

55 PORTLAND STREET

2

44 HANOVER STREET

3

56 PARRIS STREET

4

82 HANOVER STREET

5

65 HANOVER STREET

6

178 KENNEBEC STREET