

**Request for Qualifications
Rebekah Baines Johnson Center Redevelopment
on behalf of the Austin Geriatric Center**

Rebekah Baines Johnson
RBJ Center



Website: www.RBJCenter.org and www.rbjseniorhousing.org

Please deliver completed bid packets to:

RBJ Center
21 Waller Street
Austin, TX 78702
Attn: Helen Varty

Due Date: February 28, 2013 - 3:00PM CST



January 17, 2013

Re: Request for Qualifications for Master Developer

Dear Owner Developer/Representative:

The Austin Geriatric Center (AGC) is pleased to provide this Request for Qualifications to your firm to be considered for the role of Master Developer for our property in Austin, Texas.

AGC owns 18 acres on the shores of Lady Bird Lake in Central Austin. Partially developed, the site is the location of the Rebekah Baines Johnson (RBJ) Tower, a 16 story residential building that is home to 250 low-income elderly citizens. Located at the intersection of IH 35 and Lady Bird Lake, this is a treasured piece of property with great potential to provide both housing and services to the citizens of Austin.

AGC entered into a year-long planning process with a highly qualified team of local developers, affordable housing experts, engineers and construction specialists. Through a detailed process, the team solicited feedback on the site's redevelopment from residents, neighbors and stakeholders from across the City. The result of this effort is a master plan report that provides a wealth of data about the site and details several different development scenarios. AGC's Board would prefer to use Scenarios C, D and E from the Master Plan Report as a springboard for future development.

To achieve this goal, AGC is seeking a Master Developer who shares its vision and values. The Master Developer will be responsible for implementing AGC's development vision of a vibrant, urban village containing a variety of land uses that accommodate the needs of senior citizens and area residents.

We look forward to receiving your submittal. Complete details about the project and submission requirements are contained within the RFQ.

Sincerely,

Clarke Heidrick,
Chairman
Austin Geriatric Center, Inc.

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History of the Site

The Rebekah Baines Johnson Center (RBJ Center) was established by the Austin Geriatric Center, Inc. (AGC) during the term of President Lyndon B. Johnson. The vision of President Johnson, and AGC was to create a continuum of housing and healthcare for low-income elderly and persons with disabilities at this location. The vision included independent apartment units and nursing beds, along with a specialized gerontology program delivered with the Department of Nursing at the University of Texas. Today, this campus approach to a continuum of care for seniors is widely heralded, but in 1969 the concept was ahead of its time. Between 1968 and 1972 the 250-unit residential apartment tower (16 stories) was constructed on the current 18-acre site and a 168-bed nursing facility (5 stories) was constructed on the adjacent 9 acres. The residential tower was named in honor of President Johnson's mother, Rebekah Baines Johnson. For 40 years, the residential tower, with stunning views of downtown and Lady Bird Lake (formerly Town Lake), has been providing quality, affordable housing for qualified residents in Austin, Texas.

Although the apartments have been highly successful, the nursing home failed in the 1970s because the regulations for nursing home certification changed during construction, compromising project fiscal feasibility. The City of Austin ultimately acquired the nursing home building and its 9-acre site, and converted the nursing facility into health services offices and specialized clinics now known as the "RBJ Health Administration Building" which includes offices for Central Health (formerly the Travis County Healthcare District), Emergency Medical Services (City of Austin), and other related City health offices. The RBJ Health Administration building encompasses approximately 2.3 acres of the original 9-acre site and the remaining 6.7 acres was legally dedicated as parkland. A portion of this parkland, bordering Waller Street, has been leased for a community garden project.

Site Specifics

Physical Site

The site to be re-developed sits just north of Lady Bird Lake and east of IH-35 and encompasses 7 tracts of land totaling approximately 18 acres. This includes a 16-story residential tower (RBJ Tower) that has the physical address of 21 Waller Street. Haskell Street borders the site to the north and Comal Street borders the site to the east. The northeastern corner abuts single-family houses and the northwestern corner abuts a 30-unit condominium complex.

The City of Austin owns 9 acres adjacent to AGC's, approximately 6.5 of which are dedicated parkland, including a large community garden. The balance is home to a City-owned building, where several City departments and the local health care district office.

Attachment 1 contains a location map, boundary map, and area calculations map. On the boundary map, the property owned by AGC is labeled "RBJ Center." On the area calculations map, the six red parcels and one green parcel are owned by AGC; the blue parcels are owned by the City of Austin. Additional information about the property can be found in pages 12-19 of the RBJ Center Strategic Master Plan Report that was completed in October, 2011 (the report is available at the RBJ Center website – <http://RBJcenter.org>). Please note that this report should be used as a starting point for information. Some information may be outdated.

Ownership

The RBJ Center and the surrounding property is owned and operated by the Austin Geriatric Center, Inc. (AGC), a 501(c) 3 nonprofit corporation formed exclusively for the purpose of developing, owning and managing the RBJ center. The corporation was formed in 1969. AGC will retire the mortgage on the RBJ Center and the land in the spring of 2013. Total land owned by AGC is approximately 18 acres.

The City of Austin owns both the 5-story office building south of the RBJ Center on 2.4 acres and the 6.7 acres of dedicated parkland adjacent to the site. Publically owned land totals approximately 9 acres, for a total site of roughly 27 acres.

Austin City Council passed Resolution No. 20100513-033 directing staff to participate in AGC's planning process and to evaluate the potential of City properties to complement development of the RBJ site. Moreover, the City's Parks and Recreation Department and a team of consultants led by Michael Van Valkenburgh & Associates Inc. (MVVA) have begun development of a Master Plan for the 100 acres of green space and parkland from IH-35 to Pleasant Valley Road including a portion of the Holly Power Plant campus.

With this directive, AGC is seeking a master developer that will consider options for two scenarios: 1) development for the AGC property only and 2) development of the AGC and the adjacent City of Austin owned property. A copy of the resolution may be found in Attachment 4.

Rebekah Baines Johnson Center

The 16-story RBJ Center offers 250 apartment units to seniors age 62 and over and persons with disabilities at affordable rental rates. Of the total units, 138 units are one-bedroom apartments (approximately 600 square feet each) and 112 are studio apartments (approximately 400 square feet each). The building is currently occupied by 250 senior residents who have an average age of more than 70 and annual incomes of less than \$12,500. Approximately 27% of the residents are people living with some sort of disability (based on 2010 rent rolls). Basic rents vary depending on income, and almost all rents are subsidized through some form of government funding. There are 15 non-subsidized units or market-rate units. Rents for these units are still well below actual market rents for comparable apartments in the area.

The RBJ Center overlooks Ladybird Lake, offering stunning views and close proximity to Austin's vibrant downtown. It is located on a bus line and via Capital Metro a local grocery store chain (HEB) provides transportation for residents to and from the grocery store several days a week. Austin's ten-mile hike-and-bike trail is just steps from the RBJ Center's doors and several Parks and Recreation facilities are within a quarter mile of the site. The neighborhood to the north is one of Austin's oldest single-family neighborhoods with houses built in the 1930s. The Mexican-American Cultural center and several high-rise condominiums are the RBJ Center's closest neighbors to the west across Interstate 35. This area is accessible by foot, bike or car without entering the highway.

In addition to 250 apartments, there is an abundance of indoor and outdoor community space in the RBJ Center. The ground floor contains a large community room and library as well as a commissary. RBJ's resident council plans many activities each month, including field trips, games, and musical entertainment. RBJ is an independent living facility. There is no nursing assistance and social service assistance is very limited. Management offices are on site and are staffed during the day. Security staff is on duty 24 hours a day, 7 days a week for health and safety reasons.

A full physical needs assessment of the property was completed in 2008. The assessment showed that the building was sound, but in need of significant upgrades including new elevators and a fire sprinkler system. It is the opinion of the Board of Directors that renovations should not take place with residents in the building.

Adjacent Neighborhoods

The RBJ Center site is part of the East Cesar Chavez Neighborhood Planning Area. The neighborhood planning goals of the surrounding neighborhoods, Holly and Central East Austin should also be considered. Additional information about neighborhood planning can be found in pages 21-31 of the RBJ Center Strategic Master Plan Report (October, 2011). A copy of the East Cesar Chavez Neighborhood Plan is available at:

http://www.ci.austin.tx.us/planning/neighborhood/ecesar_chavez.htm.

Just west of the site is the Rainey Street Historic District in the southeast corner of downtown Austin. Since 2005, when the area was rezoned from residential to Commercial Business District many of the historic homes have been converted into popular restaurants and bars. With proximity to Lady Bird Lake, the Austin Convention Center, and the Emma S. Barrientos Mexican American Cultural Center, this area continues to be a popular area for development.

To the east of the site lies the City of Austin's Holly Power Plant. This site has been decommissioned and is in the process of being de-constructed. Work is expected to be complete in 2014. Austin's Parks and Recreation department is developing a park master plan for the 100 acres of green space and parkland from I-35 to Pleasant Valley Road including 9.3 acres of the Holly Power Plant Campus.

Mission of the RBJ Center and Overall Goals for Development

The Austin Geriatric Center's mission is to provide housing and services for low-income seniors and people with disabilities.

The following are priorities for future development of the site:

1. Maintain ownership of existing housing and structures owned by AGC.
2. Continue to provide quality and affordable housing for our existing tenants on the site.
3. Provide improved features, services and upgraded facilities for our existing tenants.
4. Enable future development, other affordable housing and/or mixed uses consistent and compatible with existing adjacent uses, neighborhood plans, goals, and be good neighbors and stewards of the land.
5. Create a mixed-use, mixed income "urban village" that provides housing, services, and opportunities that are supportive of the residents. This could include services such as medical offices and daycare or retail/commercial uses that complement the residential uses such as a grocery, pharmacy and YMCA. Opportunities such as walking trails and indoor and outdoor community spaces are also welcome.
6. Ensure that the design is accessible to those within the development as well as connected to the greater community.

Development Opportunity

Austin Geriatric Center hired a team of professionals led by HS&A Project Management to develop a Strategic Master Plan to determine how best to utilize the 18-acre tract on which the RBJ Center is located. Following the selection of the HS&A team, in May 2010, Austin City Council passed a resolution directing staff to participate in the master plan process. The Master Plan produced multiple development options. The AGC Board of Directors and HS&A feel that Option C of the RBJ Center Strategic Master Plan Report is most likely the best choice for development of the site due to the legal constraints of developing dedicated City parkland. The second best choice is either Option D or Option E of the RBJ Center Strategic Master Plan Report that include City land. Both of these options include increased density and other benefits,

however, AGC does not have site control of these properties. Should a development proposal be submitted that includes the use of any City of Austin owned land, AGC, the Master Developer and the City will enter into discussions to address the feasibility.

For purposes of responding to this RFQ please consider development options for at least two possible scenarios: 1) the AGC property only and 2) the AGC and the City of Austin property developed in tandem with one another (as shown in Options D and E). Although AGC does not have site control of the City-owned parcels, the properties are adjacent to one another and there are development scenarios that could benefit both AGC and the City. Accordingly, respondents to the RFQ should consider options that include the City parcels.

Mutual goals of AGC and the City include increasing affordable housing for the elderly and persons with disabilities, creating connectivity of trails, parks and recreational facilities on the northeast bank of Lady Bird Lake and generating retail and commercial opportunities. Bearing these goals in mind, respondents should compare and contrast at least two development scenarios.

Please note that the RBJ Center Strategic Master Plan Report can be found at the following weblink: http://rbjcenter.org/RBJ_Strategic_Master_Plan_Report_Final.pdf.

Examples of successful urban villages:

Holiday – Boulder, Colorado
<http://www.bullfrogfilms.com/guides/dagnguide.pdf>

Via Verde – South Bronx, New York
http://viaverdenyc.com/the_building

RiverPlace – Portland, Oregon
<http://www.terrain.org/unsprawl/7/>

Over-the-Rhine – Cincinnati, Ohio
<http://www.3cdc.org/where-we-work/over-the-rhine/>

Boston's Fenway – Boston, Massachusetts
<http://www.fenwaycdc.org/urban-village.html>

Purpose of the RFQ

The key objective of this Request for Qualifications is to identify highly qualified developers who are able to achieve the vision as well as the goals and objectives identified in the RBJ Center Strategic Master Plan Report. Successful submissions will highlight the ability of the Master Developer to refine the Report with up-to-date data to provide additional insights, and to finance some of the upfront costs.

The Master Developer will be selected through a two-step process. First The AGC Board will review the Statement of Qualifications submitted and identify a short list of qualified developers who will move onto the interview stage. Submission to this RFQ should include descriptions of relevant experience and track record, in-house development capabilities, proposed management team and structure, financial resources and an initial response to the RBJ Center Strategic Master Plan Report.

In the second step of the selection process, those who are identified by the AGC Board will have an opportunity to submit a business plan/proposal (RFP). The proposal will offer a realistic approach to developing the site, including expected financing, an initial estimate of costs and revenues, refinements/adjustments to the strategies identified in the RBJ Center Strategic Master Plan Report, a proposed sequencing and development program, and a cash flow showing expected public financing as well as developer equity and debt financing. The AGC Board will review the proposal submittals and will select a Master Developer.

AGC anticipates entering into an Exclusive Negotiation Agreement with the selected Master Developer. During the term of the Exclusive Negotiation Agreement, the Master Developer and AGC will negotiate the terms and conditions of the sale and/or lease of the site.

Roles of Master Developer

- Secure Development Entitlements
- Refine Plan and Development Program
- Develop and Execute Marketing Program for Entire Site as needed
- Arrange Infrastructure Financing as Needed
- Rehabilitate or Arrange for Rehabilitation of RBJ Tower
- Develop Parcels and/or Market to Prospective 3rd Party Users/Developers
- Interact with AGC Board
- Create and execute a Community Engagement Plan

Austin Geriatric Center and the Master Developer will jointly develop a plan for developing the site. AGC will be the main decision maker in driving the redevelopment program for the RBJ site but will work closely with the Master Developer so that the developer may implement the plan. The Master Developer's role will include responsibility for funding of predevelopment, demolition, site preparation, infrastructure installation, and asset management. AGC will provide a hands-on liaison to the Master Developer. Both parties will interact with the neighborhood and the Master Developer should propose a community engagement plan as part of the proposal.

Proposed Schedule

AGC plans to follow the schedule provided below. This is an estimated schedule and AGC may make changes to it. If any changes are made, AGC will issue an addendum to this RFQ that will be posted on the AGC website www.RBJCenter.org.

Master Developer Selection Schedule*	Date
RFQ Package Available	January 17, 2013
Deadline for Submission of Questions to AGC	January 31, 2013
Issuance of Response to Questions (Addendum)	February, 14, 2012
RFQ Due Date and Time	February 28, 2013 on or before 3:00pm CST
Preliminary Evaluation Completed/Teams Shortlisted	March 21, 2013
Request Additional Response from Shortlist Teams	April 4, 2013
Tour of Site for Shortlist Teams	April 11, 2013
Proposal Response Due	May 6, 2013
Interview Shortlist Teams	May 2013
Recommendation Made	June 2013
Announce Successful Proposer/Begin Negotiations	July 2013

***Note: Selection Schedule is subject to change**

Selection Process

Bid packets will be reviewed by the entire AGC Board and a minimum of three teams will be shortlisted. Shortlisted teams will be asked to provide additional information to the AGC board, including potential development scenarios and will have the opportunity to interview with a smaller AGC committee. Once interviews are completed, recommendations will be presented to the AGC Board. AGC anticipates negotiating specific contract points with the successful team, and will reserve the right to end these negotiations and enter into negotiations with another team in the event that both parties cannot reach consensus. Development is not anticipated to begin until 2014 at the earliest.

Selection Criteria

AGC will evaluate qualifications statements from prospective Master Developers based on the following criteria:

1. Experience in developing projects of similar size and scope. AGC seeks developer teams that can demonstrate success in projects that integrate multiple land uses, including residential, retail, office and community open space.
2. Specific experience developing market-rate, affordable housing, and senior housing. One of the goals for the site is to retain the existing RBJ structure as well as create additional housing options across the income spectrum. Developer teams should demonstrate their experience in planning, design, renovation of existing structures and new construction of market-rate and affordable housing. The ability to integrate these into a cohesive community is paramount.
3. Experience with accessible design for seniors and people with disabilities. This includes building and unit design as well as “visitability”. Knowledge in the latest technologies that address social engagement and well disease management.
4. Success in working with nonprofit organizations. AGC is a 501(c) 3 nonprofit organization and wishes to partner with the Master Developer on this project. At this stage the specifics of partnership are negotiable.
5. Strong financial resources. AGC is seeking developers with the financial resources necessary to fund initial pre-development costs, site preparation and infrastructure improvements, and to carry development over an extended time frame. In particular developers should have the experience and financial resources to implement projects encumbered by unsubordinated ground leases.
6. Experience developing in the City of Austin and with Green Building, S.M.A.R.T Housing, LEED standards, sustainable energy sources, and intergenerational housing.
7. Demonstrated success in the development and execution of community engagement plan and working with various stakeholders. AGC has completed a strategic master plan that included several stakeholders. A successful developer will need to listen to and incorporate the wishes of the AGC Board, the City of Austin, and several neighborhood and advocacy groups and planning entities.
8. Creativity and Vision. This is an opportunity to create something special. Austin is a vibrant community; the site is in a prime location close to downtown and next to Lady Bird Lake, arguably the heart of Austin. A successful finished project will be a physical

expression of the AGC's and Austin's values – inclusiveness, equity, livability, and environmental stewardship.

9. Ability and demonstrated experience in providing specified Master Developer tasks. AGC will evaluate the developer's ability and willingness to carry out the responsibilities and tasks outlined in this RFQ including the ability to secure development entitlements, refine the plan and development program, develop master design guidelines, prepare the site, develop infrastructure if needed, arrange financing, and develop or arrange for the development of the various uses on the site.

Content of Statement of Qualifications

Statement of Qualifications should follow the following format provided below:

Development Entity

1. Identify the legal entity constituting the developer that will accomplish the development and implementation of the Project, and identify the legal entity, if different, that would contract with AGC for the Development Agreement. This should include joint venture and limited partners. If publicly traded, include stock exchange and trading symbol. Provide an organizational chart for ownership that goes down to the individual level.
2. Provide an accurate description of the developer including names of principals and city of residence, number of employees, dollar volume per year, and office locations.
3. Identify the role of each member of the development team (including joint venture partners) and major consultants, in the implementation of the development. The consultants identified may include, but are not limited to design architects, economic/financial analysts, engineers, contractors, marketing/outreach coordinators and legal counsel. Please include an organizational chart for the development team.
4. Identify the roles and submit resumes for the project manager and key individuals who will be involved in the development, implementation, and operation of the project.

Development Team Experience

Please provide relevant experience with respect to the development and operation of projects that are similar in size and scope clearly distinguishing the experience of the Developer (including joint venture partners) from that of consultants and other team members within the last ten years.

Please provide detailed explanations of previous and current experience relating to the selection criteria identified in the previous section.

1. Project name and type.
2. Locations, including addresses, and photographs.
3. Size, mix of uses, anchor tenants.
4. References with contact names and phone numbers.
5. Development timeline (from developer selection/site control to completion of construction, indicate any phasing, if relevant).

6. Project cost, capital and financing sources used, and economic performance.
7. General description including role of development entity, unique challenges of project, occupancy and history.
8. Identification of involved nonprofit entities, references and contact information.
9. Identification of developer and explanation if different from the proposed developer for the project.

Financial Capability

In order to demonstrate access to capital and financing resources to carry out the proposed project, the Master Developer is required to provide financial information below:

1. Composition of current real estate portfolio and value.
2. Recent history (past two to three years) in obtaining financial commitments, detailing type of project, financing source and amounts committed.
3. An audited financial statement and balance sheet, and if publicly held, the most recent SEC filing.
4. List and describe all projects in your current pipeline including status, development schedule and financial commitment required of developer, a description of project financing methods, sources, and amounts. Indicate any working relationship on other projects with members of the development team proposed for this Project.
5. Identify specific sources of debt/equity capital, including relationship to the developer (outside lender, parent company, etc.) and contact information.
6. Indicate whether any funding sources or financial institutions have taken any adverse action against the developer or joint venture partner, such as terminating or restricting the use of funds anytime during the past five years.
7. Describe any pending or past legal action resulting from charges of financial misconduct or impropriety against the Master Developer firm, its principals, or associates.
8. List all team members and any potential conflicts of interest with all parties.

AGC recognizes the proprietary nature and sensitivity of this information. This section of the Statement of Qualifications will kept confidential to the extent possible. Please label each page "confidential" and submit this section in a separate sealed envelope attached to the submission.

Development Concept

Using the Master Plan as a starting point, please provide a narrative description of your team's initial response to both Option C and Options D and E, and any initial strategies that your team would offer to refine these Options including the overall development plan, the development program and mix of uses, the phasing of development and how these changes would achieve the goals and objectives stated in the RFQ. Describe any potential occupants or users that the development team would bring to the project. Provide a one-page conceptual Sources and Uses for the response. Shortlist applicants will have an opportunity to expand on these concepts and

you do not need to provide renderings or supplemental graphics to this statement. Please limit your response on this section to no more than 10 pages.

Format for Submission

Submissions should be submitted with tabbed numbers for each of the four sections stated above in the "Content of Statement of Qualifications" section. All materials shall be submitted in an 8.5" x 11" format with no smaller than 11-point standard font and spiral bound. Please no ringed binders.

Please submit one (1) original copy with proprietary information in hard copy and one PDF copy on a virus-free CD. Please clearly mark the CD with the team name, primary contact name, phone number and email address. PDF versions should be searchable and bookmarked.

The submission should be sent to AGC by 3:00pm, Central Standard Time, February 28, 2013 without exception, at the following address:

RBJ Center
21 Waller Street
Austin, TX 78702
Attn: Helen Varty

Late, faxed or electronic submissions will not be accepted. Once received by AGC, submissions will not be returned.

If you are interested in responding to this RFQ please email the name of your firm and your contact email address to:

Sarah Andre at sarah@s2adevelopment.com so we can inform you of any addenda to this RFQ.

All requests for interpretation or technical questions concerning the content of the RFQ must be submitted in writing to the attention of Sarah Andre and Paul Saldana no later than January 31, 2013. Questions may be emailed to sarah@s2adevelopment.com and psaldana@brisacommunications.com. Questions and responses will be posted on AGC's website, www.RBJCenter.org on or about February 14, 2013.

Developers' responsiveness to all items in this RFQ will be taken as evidence of the developer's interest and commitment to the project. A failure to respond completely will be interpreted as a lack of interest and commitment or a deficiency on the developer's part and will not be considered. Late submissions will not be accepted.

The Austin Geriatric Center reserves the right to:

1. Modify or cancel the selection process or schedule at any time.
2. Reject any and all responses to this RFQ and seek new proposals when it is in the best interest of AGC to do so.
3. Seek clarification or additional information or evidence from individual respondents including but not limited to evidence of the developer's financial status.
4. Modify the development opportunity available to potential Master Developers.

It is in the interest of the AGC to encourage the best combination of potential teams. Thus, all members of a responding team may be listed as members of more than one team, with the exception that a lead developer may not submit more than one response as the lead developer.

All expenses related to any developer's response to the RFQ, or expenses incurred during the period of time the selection process is underway, are the sole obligation and responsibility of that development team.

AGC makes no representation about the conditions of the site, including buildings, utilities, soils, or other surface or subsurface conditions. The respondent shall make its own conclusions concerning such conditions. Information provided in this RFQ, as well as in related reports by the AGC or its consultants, is provided for the convenience of the respondents only. AGC does not warrant the accuracy or completeness of this information.

Attachments to the RFQ

1. Location Map, Boundary Map, Area Calculations Map

2. Links/References

RBJ Center - Planning

<http://rbjcenter.org>

RBJ Center - Housing

<http://www.rbjseiorhousing.org>

East Cesar Chavez Neighborhood Planning

http://www.ci.austin.tx.us/planning/neighborhood/ecesar_chavez.htm

RBJ Center Strategic Master Plan Report, October 2011

http://rbjcenter.org/RBJ_Strategic_Master_Plan_Report_Final.pdf

City of Austin:

Neighborhood Housing and Community Development/SMART Housing/ Affordable Housing

<http://www.austintexas.gov/department/housing>

Imagine Austin, the City's comprehensive plan <http://www.austintexas.gov/imagineaustin>

Parks and Recreation Department: Holly Shores Master Plan redevelopment

<http://www.austintexas.gov/hollyshoresmasterplan>

3. Conflict of Interest Disclosure Form and Non Collusion Affidavit

4. Resolution – N0. 20100513-033

5. Options C, D and E from the Master Plan Report

Location Map, Boundary Map, Area Calculations Map



RBJ CENTER RFQ SOLICITATION
**NON-COLLUSION, NON-CONFLICT OF INTEREST, AND ANTI-
LOBBYING AFFIDAVIT**

State of Texas County of Travis

The undersigned “Affiant” is a duly authorized representative of the Offeror for the purpose of making this Affidavit, and, after being first duly sworn, has deposed and stated and hereby deposes and states, to the best of his or her personal knowledge and belief as follows:

The term “**Offeror**”, as used herein, includes the individual or business entity submitting the Offer and for the purpose of this Affidavit includes the directors, officers, partners, managers, members, principals, owners, agents, representatives, employees, other parties in interest of the Offeror, and anyone or any entity acting for or on behalf of the Offeror, including a subcontractor in connection with this Offer.

1. Anti-Collusion Statement. The Offeror has not in any way directly or indirectly:

a. colluded, conspired, or agreed with any other person, firm, corporation, Offeror or potential Offeror to the amount of this Offer or the terms or conditions of this Offer.

b. paid or agreed to pay any other person, firm, corporation Offeror or potential Offeror any money or anything of value in return for assistance in procuring or attempting to procure a contract or in return for establishing the prices in the attached Offer or the Offer of any other Offeror.

2. Preparation of Solicitation and Contract Documents.

The Offeror has not received any compensation or a promise of compensation for participating in the preparation or development of the underlying Solicitation or Contract documents. In addition, the Offeror has not otherwise participated in the preparation or development of the underlying Solicitation or Contract documents, except to the extent of any comments or questions and responses in the solicitation process, which are available to all Offerors, so as to have an unfair advantage over other Offerors, provided that the Offeror may have provided relevant product or process information to a consultant in the normal course of its business.

3.Participation in Decision Making Process.

The Offeror has not participated in the evaluation of Offers or other decision making process for this Solicitation, and, if Offeror is awarded a Contract hereunder, no individual, agent, representative, consultant, subcontractor, or subconsultant associated with Offeror, who may have been involved in the evaluation or other decision making process for this Solicitation, will have any direct or indirect financial interest in the Contract, provided that the Offeror may have provided relevant product or process information to a consultant in the normal course of its business.

4, Present Knowledge.

Offeror is not presently aware of any potential or actual conflicts of interest regarding this Solicitation, which either enabled Offeror to obtain an advantage over other Offerors or would prevent Offeror from advancing the best interests of the City in the course of the performance of the Contract.

Does not have an employment or other business relationship with any officer of the Austin Geriatric Center or a family member of that officer that results in the officer or family member receiving taxable income;

NON-COLLUSION, NON-CONFLICT OF INTEREST, AND ANTI-LOBBYING AFFIDAVIT

Has not given an officer of the Austin Geriatric Center one or more gifts, other than gifts of food, lodging, transportation, or entertainment accepted as a guest, that have an aggregate value of more than \$250 in the twelve month period preceding the date the officer becomes aware of the execution of the Contract or that OWNER is considering doing business with the Offeror.

If the Offeror cannot affirmatively swear and subscribe to the forgoing statements, the Offeror shall provide a detailed written explanation in the space provided below or, as necessary, on separate pages to be annexed hereto.

5. Anti-Lobbying Between the date that the Solicitation was issued and the date of full execution of the Contract, Offeror has not made and will not make a representation to an Austin Geriatric Center Board of Director or to a an employee, other than the Authorized Contact Person for the Solicitation.

OFFEROR'S EXPLANATION:

Contractor's Name:

Printed Name:

Title

Signature of Officer or Authorized Representative:

Subscribed and sworn to before me this ____ day of _____, 20____.

_____ My Commission Expires _____
Notary Public

Austin City Council Resolution No. 20100513-033

Whereas, the Austin Geriatrics Center, Inc. a 501 C3 more commonly known as the RBJ Senior Residential Center, was built in 1972 as an affordable housing development for seniors; and

Whereas, the mortgage and federal HUD requirements associated with the development of the RBJ Residential Center will be paid and complete in 2013; and

Whereas, in December 2008, the local Board of Directors of the RBJ Center received a due diligence report outlining the current condition of the residential building proving the structure to be sound; and

Whereas, the RBJ Center owns the 17.8 acres illustrated on the attached survey map and falls within the boundaries of the adopted East Cesar Chavez neighborhood plan; and

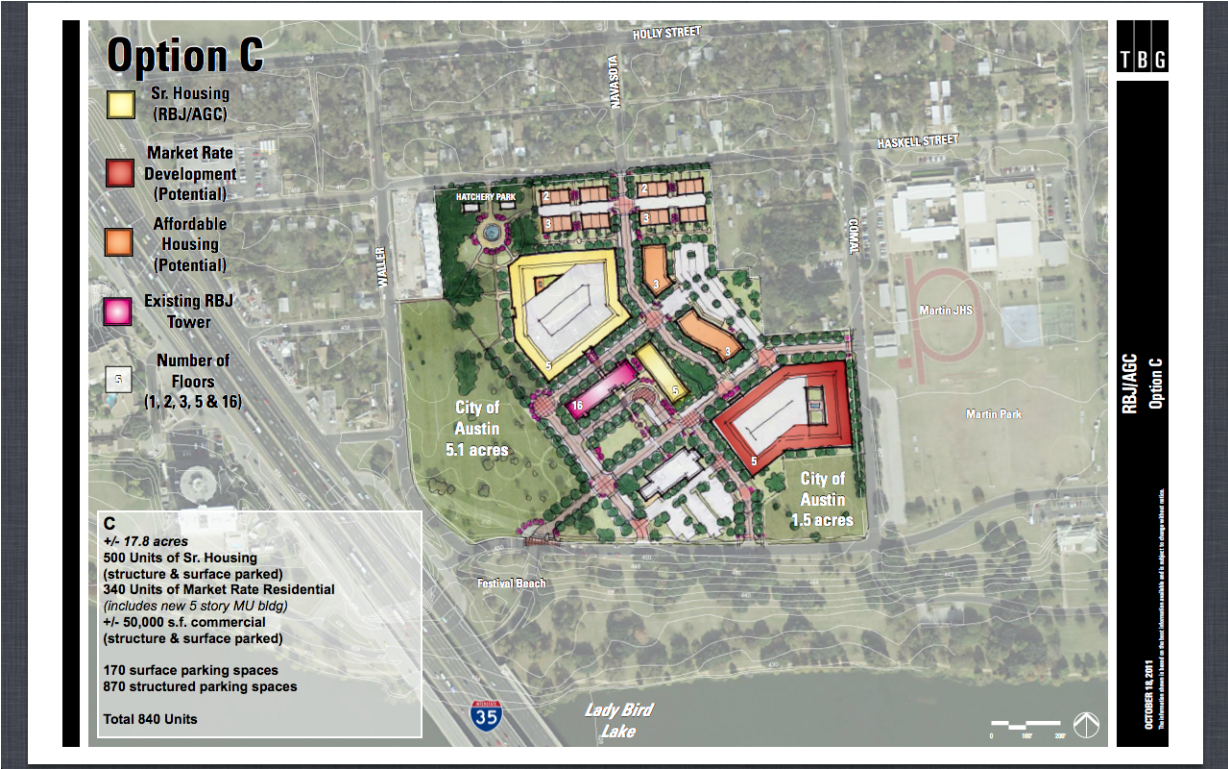
Whereas, the RBJ Board of Directors have expressed an interest in developing a potential master plan for the 17.8 acres that includes the following Board priorities:

- Continue quality low cost housing on existing site for people who are currently tenants and those who will come after them as tenants, with upgraded safety, features and amenities.
- Expand amount of low income housing for the elderly on the current site.
- Provide for complimentary uses on the current site such as:
 - ❖ food service/restaurant;
 - ❖ grocery store;
 - ❖ skilled nursing facilities;
 - ❖ health clinic;
 - ❖ pharmacy;
 - ❖ exercise and program facilities.
- Enable other affordable housing and/or mixed uses consistent with the East Cesar Chavez neighborhood goals and plans, and be good neighbors and good stewards of the land.

Whereas, the RBJ property is located adjacent to the 8.98 acres owned by City of Austin that is currently used for a variety of health and office uses; and

Whereas, the RBJ Board of Directors and a community stakeholder group support the City of Austin's participation in the development of a master plan for the 17.8 acres owned by the RBJ Center and the 8.98 acres owned by the City;

NOW THEREFORE BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF AUSTIN: The City Manager is directed to coordinate the City's participation in partnership with the RBJ Board of Directors and the community stakeholder group to evaluate the future use of City property and the potential to participate in the development of a master plan for the 26.78 contiguous acres.



Option D

 Sr. Housing
(RBJ/AGC)

 Market Rate
Development
(Potential)

 Affordable
Housing
(Potential)

 Existing RBJ
Tower

 Number of
Floors
(1, 2, 3, 5 & 16)

D

+/- 20.1 acres

500 Units of Sr. Housing

(structure & surface parked)

400 Units of Market Rate Residential

(includes new 5 story MU bldg. & Existing City bldg.)

+/- 65,000 s.f. commercial

(structure & surface parked)

240 surface parking spaces

870 structured parking spaces

Total 900 Units



TBG

RBJ/AGC
Option D

OCTOBER 18, 2011
This information is based on the best information available and is subject to change without notice.

