

AGENDA

Parks, Arts & Culture Committee Meeting

Wednesday, October 23, 2019, 5:30 – 7:00pm

City Hall, Room 12

Approval of agenda

Approval of draft minutes from September 11, 2019

Public Forum

Agenda Items

1. BPRW - Off-Leash Dog Area Ordinance/Off-Leash Policy (1 hour, Cindi Wight)
2. BCA – “Everyone Loves a Parade Update and Timeline (15 min Doreen Kraft)
3. BCA - Highlight Update (15 min, Doreen Kraft, Zack Williamson)
4. CEDO - Memorial Auditorium Update (30 min Jesse Freedman/Jeffrey Glassberg)

Councilor Items

Adjournment

Non-Discrimination The City of Burlington will not tolerate unlawful harassment or discrimination on the basis of political or religious affiliation, race, color, national origin, place of birth, ancestry, age, sex, sexual orientation, gender identity, marital status, veteran status, disability, HIV positive status or genetic information. The City is also committed to providing proper access to services, facilities, and employment opportunities. For accessibility information or alternative formats, please contact Human Resources Department at 865-7145.

2.1 Memorial Auditorium Development Budget - Source & Use Detail

8/14/2019

		<u>% of Total</u>	<u>Cost / SF</u>	<u>Justification / Reference</u>
Sources of Funds			67,768	
Equity				
	Federal Historic Tax Credit (RITC)	3,732,656	13%	RITC Eligible
	State Historic Tax Credit	350,000	1%	VT Downtown Credit eligible
	New Markets Tax Credit (NMTC)	-	0%	Eligible but not competitive
	Tenant Fit-Up Capital	1,500,000	5%	Assumption of Selected Propser
Grants & Other Support/Cost Reduction		3,163,860	11%	Researching Opportunities
City				
	GO Bond	15,000,000	53%	Requires 2/3 Voter Approval
	TIF Loan 1 - Hotel Y Redevelopment	3,320,000	12%	Requires Voter Approval
			0%	
Debt				
	Senior Loan	1,500,000	5%	Maximum Potential Loan based on Rents and Debt Svc Capacity
Total Sources:		28,566,516	100%	\$421.53
Uses of Funds				
Acquisition				
	Building	-	0.00%	No Acquisition Cost - Lease to BCDC-controlled entity
	Closing Costs	65,000	0.23%	Appraisal, Title, Insurance, Phase 1 & 2, and Recording
Total Acquisition Cost		65,000	0.23%	\$0.96
Hard Costs			0.00%	
Total Hard Costs (incl contingency)		22,640,028	79.25%	\$334.08
12/18 Estimate, less \$3.4M cost reductions				
Design				
	Architectural & Engineering	1,358,402	4.76%	6% of total hard costs
	Landscape Architecture	50,000	0.18%	Allowance
	Civil Engineering	150,000	0.53%	Allowance
	Commissioning	35,000	0.12%	Allowance
	Energy Modeling	15,000	0.05%	Allowance
	Environmental	25,000	0.09%	Allowance for asbestos removal oversight & monitoring during const.
	Fit - Up A&E	15,000	0.05%	Allowance
	Historic Preservation	20,000	0.07%	For NPS Part 2 and 3
	IT/Data/Tel/Acoustic	50,000	0.18%	Allowance for additional acoustic & related consulting
	Environmental Certification	50,000	0.18%	Allowance for LEED or other
	Permit Applications & Hearings	30,000	0.11%	Allowance for work on regulatory and approvals
	Contingency	269,760	0.94%	15%
Total Design		2,068,162	7.24%	\$30.52
9.1% of hard costs				
Other Soft Costs				
	Accounting & Audit	40,000	0.14%	For RITC audit and construction period accounting
	Lender Inspector	25,000	0.09%	Reasonable estimate - 1 year construction period
	Legal	135,000	0.47%	Allowance for structuring SPE, negotiation of sub-lease and closing of financing
	Community Engagement	25,000	0.09%	Allowance for input, RFP's, etc
	Market Studies	30,000	0.11%	Allowance for market research, rfps' etc.
	Permit Fees	311,474	1.09%	Assume Impact Fees waived, all Permit Fees waived if City developed
	Development Fee	-	0.00%	Assume no development fee, Development Consultant on following line
	Development Consultant	250,000	0.88%	Allowance for third party consultant to BCDC
	Testing	15,000	0.05%	Allowance for additional brick & steel testing
	Contingency	124,721	0.44%	15%
Total Other Soft Costs		956,195	3.35%	\$14.11
Financing, Reserves & Carrying Charges				
Reserves				
	NMTC Reserves	-	0.00%	N/A
	RITC Reserve	186,633		5% RITC for Master Tenant Flip
	Operating/ Lease-Up Reserves	750,000	2.63%	Per 1.1 Assumptions
Financing				
	Construction Period & Bridge Loan Interest	275,498	0.96%	Per 2.4 Loan Schedule
	Loan Fees & Expenses	125,000	0.44%	Allowance
	NMTC Audit & Fees during Const	-	0.00%	N/A
Carrying				
	Builders Risk & Liability Insurance	-	0.00%	Included in construction cost estimate
	Maintenance & Security	-	0.00%	Included in construction cost estimate
	Utilities	-	0.00%	Included in construction cost estimate
	Taxes	-	0.00%	No taxes paid currently
Total Financing, Reserves & Carrying		1,337,131	4.68%	\$19.73
Project Contingency		1,500,000	5.25%	\$22.13
Allowance				
Total Uses		28,566,516	100.00%	\$421.53
Total Surplus/(Gap)		(0)	0.00%	(0)

1.5 Memorial Development Budget - Construction Cost Estimate Adjustments

8/14/2019

Line	%	Cost	Notes
Direct Cost	\$	2,733,997	Subtract: \$2.49M entire Theatre Consultants estimate (lighting, sound, curtains), \$243,600 seating. Assume these items are provided as fit-up by operator.
Contingency	10% \$	273,400	
Direct Total	\$	3,007,397	
GC & Reqs	10% \$	300,740	10% of Direct Trade Total
Total + GC	\$	3,308,136	Direct Trade Total + GC & Req's
Ins	1.25% \$	41,352	1.25% of Total + GC Req's
Total + Ins	\$	3,349,488	Direct Trade Total + GC & Reqs + Ins
P&P	0.85% \$	28,471	0.85% Direct Trade Total + GC & Reqs + Ins
Total + P&P	\$	3,377,959	Direct Trade Total + GC & Reqs + Ins + P&P
Permits	0 \$	-	N/A
Total + Permits	\$	3,377,959	Direct Trade Total + GC & Reqs + Ins + P&P + Permits (N/A)
Fee	3.50% \$	105,259	3.5% of Direct Trade Cost Total
Total Reduction	\$	3,483,218	

3.1 Memorial Auditorium - Operating Budget & Cash Flow Pro Forma

8/14/2019

Pro Forma		2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
General Assumptions		1	2	3	4	5	6	7	8	9	10
Gross Square Footage	67,768										
Leased Square Footage	51,150										
Efficiency	1										
Income - Rate of Increase	2%										
Expenses - Rate of Increase	2%										
Occupancy Assumptions											
Ground Floor - Market/Flex Space		100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Ground Floor - Leasable Space		80%	80%	80%	80%	80%	80%	80%	80%	80%	80%
Events Operator Space		100%	100%	100%	100%	100%	100%	100%	100%	100%	100%
Gross Income (NNN + CAM)											
Ground Floor - Market/Flex Space	61,809	61,809	63,046	64,307	65,593	66,905	68,243	69,607	71,000	72,420	73,868
Ground Floor - Leasable Space	33,038	26,431	26,959	27,498	28,048	28,609	29,181	29,765	30,360	30,968	31,587
Events	353,252	353,252	360,317	367,523	374,874	382,371	390,019	397,819	405,776	413,891	422,169
Total Revenue	448,100	441,492	450,322	459,328	468,515	477,885	487,443	497,192	507,136	517,278	527,624

Pro Forma		2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
Expenses		1	2	3	4	5	6	7	8	9	10
Recoverable (CAM)		Per SF									
Elevator Maint & Inspections	8,000	\$0.12	8,000	8,160	8,323	8,490	8,659	8,833	9,009	9,189	9,373
HVAC Maintenance & Repairs	20,330	\$0.30	20,330	20,737	21,152	21,575	22,006	22,446	22,895	23,353	23,820
Insurance - Prop & Liability	23,719	\$0.35	23,719	24,193	24,677	25,171	25,674	26,187	26,711	27,245	27,790
Janitorial & Cleaning Supplies	21,686	\$0.32	21,686	22,119	22,562	23,013	23,473	23,943	24,422	24,910	25,408
Grounds Maintenance	3,388	\$0.05	3,388	3,456	3,525	3,596	3,668	3,741	3,816	3,892	3,970
Maintenance & Repairs - General	16,942	\$0.25	16,942	17,281	17,626	17,979	18,339	18,705	19,079	19,461	19,850
Recycling & Waste	3,388	\$0.05	3,388	3,456	3,525	3,596	3,668	3,741	3,816	3,892	3,970
Snow Removal	6,777	\$0.10	6,777	6,912	7,051	7,192	7,335	7,482	7,632	7,784	7,940
Sprinkler/Security/Fire Alarm	6,777	\$0.10	6,777	6,912	7,051	7,192	7,335	7,482	7,632	7,784	7,940
Storm Water Fees	2,033	\$0.03	2,033	2,074	2,115	2,157	2,201	2,245	2,290	2,335	2,382
Telephone/Data	1,355	\$0.02	1,355	1,382	1,410	1,438	1,467	1,496	1,526	1,557	1,588
Utilities - Electric - Ground & Common Only	27,107	\$0.40	27,107	27,649	28,202	28,766	29,342	29,929	30,527	31,138	31,760
Utilities - Heat	71,156	\$1.05	71,156	72,580	74,031	75,512	77,022	78,562	80,134	81,736	83,371
Utilities - Water & Sewer	10,843	\$0.16	10,843	11,060	11,281	11,507	11,737	11,971	12,211	12,455	12,704
Window Washing	5,083	\$0.08	5,083	5,184	5,288	5,394	5,502	5,612	5,724	5,838	5,955
Taxes	81,430	\$1.25	81,430	83,059	84,720	86,415	88,143	89,906	91,704	93,538	95,409
Subtotal Recoverable Expenses (CAM)	310,015	\$4.62	310,015	316,216	322,540	328,991	335,570	342,282	349,127	356,110	363,232
Non Recoverable Expenses											
Subtotal Nonrecoverable Expenses	0	-	-	-	-	-	-	-	-	-	-
Total Operating Expenses	310,015		310,015	316,216	322,540	328,991	335,570	342,282	349,127	356,110	363,232
Net Operating Income	138,085		131,477	134,106	136,789	139,524	142,315	145,161	148,064	151,026	154,046
Other Expenses/Reserves											
Reserve for Replacement	33,884		33,884	34,562	35,253	35,958	36,677	37,411	38,159	38,922	39,701
Total Expenses & Reserves Funded	343,899		343,899	350,777	357,793	364,949	372,248	379,693	387,286	395,032	402,933
Per Gross SF		5.07	5.18	5.28	5.39	5.49	5.60	5.71	5.83	5.95	6.06
Per Leasable SF		6.72	6.86	6.99	7.13	7.28	7.42	7.57	7.72	7.88	8.04
EBITDA	104,201		97,593	99,545	101,536	103,566	105,638	107,750	109,905	112,104	114,346

	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
	1	2	3	4	5	6	7	8	9	10
Current Pay Debt Service										
Debt Service	56,250	92,544	92,544	92,544	92,544	92,544	92,544	92,544	92,544	92,544
Total Current Pay Debt Service	56,250	92,544	92,544	92,544	92,544	92,544	92,544	92,544	92,544	92,544
<i>Debt Coverage Ratio</i>	<i>1.73x</i>	<i>1.08x</i>	<i>1.10x</i>	<i>1.12x</i>	<i>1.14x</i>	<i>1.16x</i>	<i>1.19x</i>	<i>1.21x</i>	<i>1.24x</i>	<i>1.26x</i>
Cash Flow After Debt Service & Reserves	41,343	7,001	8,992	11,023	13,094	15,207	17,362	19,560	21,802	24,089
Distributions										
Preferred Return to RITC Investor	111,980	111,980	111,980	111,980	111,980	186,633				
Total Distributions	111,980	111,980	111,980	111,980	111,980	186,633	-	-	-	-
Net Cash Flow, After Distributions	(70,637)	(104,979)	(102,988)	(100,957)	(98,886)	(171,426)	17,362	19,560	21,802	24,089
Cumulative Cash Flow	(70,637)	(175,615)	(278,603)	(379,560)	(478,446)	(649,872)	(632,510)	(612,950)	(591,148)	(567,059)
Cash Reserves										
Opening Balance	936,633	899,880	829,463	761,728	696,729	634,521	500,506	556,026	614,508	676,011
Capital Reserve Contribution	33,884	34,562	35,253	35,958	36,677	37,411	38,159	38,922	39,701	40,495
(Use)/Addition	(70,637)	(104,979)	(102,988)	(100,957)	(98,886)	(171,426)	17,362	19,560	21,802	24,089
Aggregate Reserve Balance	899,880	829,463	761,728	696,729	634,521	500,506	556,026	614,508	676,011	740,594

CEDO

[http://](#)

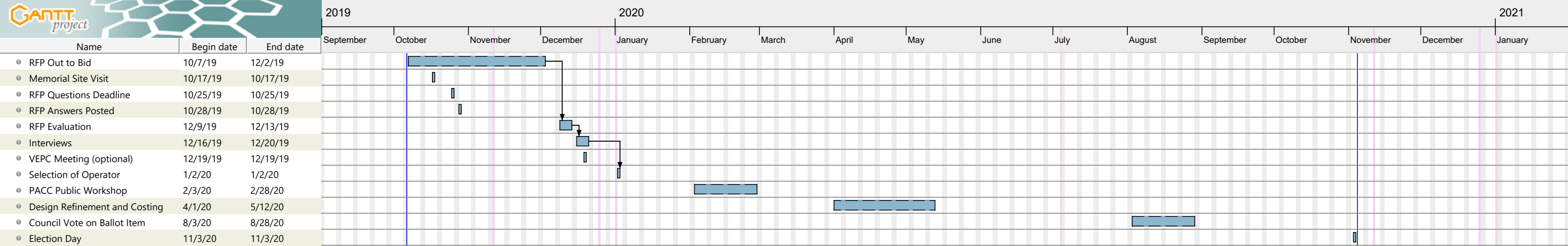
Project manager	
Project dates	Oct 7, 2019 - Nov 4, 2020
Completion	0%
Tasks	12
Resources	0

Tasks

Name	Begin date	End date
RFP Out to Bid	10/7/19	12/2/19
Memorial Site Visit	10/17/19	10/17/19
RFP Questions Deadline	10/25/19	10/25/19
RFP Answers Posted	10/28/19	10/28/19
RFP Evaluation	12/9/19	12/13/19
Interviews	12/16/19	12/20/19
VEPC Meeting (optional)	12/19/19	12/19/19
Selection of Operator	1/2/20	1/2/20
PACC Public Workshop	2/3/20	2/28/20
Design Refinement and Costing	4/1/20	5/12/20
Council Vote on Ballot Item	8/3/20	8/28/20
Election Day	11/3/20	11/3/20

Gantt Chart

3



Resources Chart

The Gantt chart shows a timeline from September 2019 to January 2021. The timeline is divided into months, with vertical lines marking the start of each month. The years 2019, 2020, and 2021 are labeled above the timeline. The Gantt project logo is in the top left corner.

Requests for Proposals for the Programming and Operations of Memorial Auditorium

CITY OF BURLINGTON, VT

10/7/2019

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REQUESTS FOR PROPOSALS (RFP) FOR THE PROGRAMMING AND OPERATION OF MEMORIAL AUDITORIUM, BURLINGTON, VERMONT

Date of Issuance: October 7, 2019

Issued by: City of Burlington, Community and Economic Development Office

Mandatory site visit: October 17, 2019 at 2 p.m.

Due Date for Questions: October 25, 2019 by 5 p.m.
Submit via email to jfreedman@burlingtonvt.gov
Responses will be posted on October 28, 2019 by 5 p.m.

Due Date for Proposals: December 2, 2019 by 4 p.m.

Issuing Point of Contact:

Jesse Freedman, Projects and Policy Specialist
149 Church Street, Room 32, Burlington, VT 05401
jfreedman@burlingtonvt.gov

1. INTRODUCTION

Memorial Auditorium (“the Auditorium”) is a public auditorium and civic center in the heart of downtown Burlington, built in 1927 to honor World War I veterans. The centerpiece of the Auditorium is a 2,500-seat hall with a proscenium stage that has supported a wide range of performances and community events. The building was closed in 2016 due to structural safety concerns and is currently being considered for renovation. More information about the history of the building and past project updates is available on the [City’s website](#).

During the summer and fall of 2018, the City of Burlington (“the City”) undertook an extensive community engagement process with stakeholder and community input collected through community workshops, public tours, interviews, and a city-wide survey to understand the community’s interests and goals in the future of Memorial Auditorium (see Attachment C). Top uses identified by the public were musical events programming; arts and crafts programs; and youth-led programs.

The result of this process was an adaptive reuse plan for the Auditorium to remain a publicly owned, public assembly space. Incorporating the public’s feedback, the City engaged various architectural design and rehabilitation professionals in the creation of conceptual designs, construction pricing, and financing options (see Attachments A and B). The City’s consultants created a conceptual plan for a venue with an approximate capacity of up to 2,000 seats to host a variety of events, including concerts, trade shows, and banquets. The ground level (the “Annex”) was envisioned as a hub for community events, arts education, and a possible winter home for the farmer’s market and the conceptual design reflects this flexible approach.

The City is committed to continued public ownership of the building and, subject to state and voter approval, hopes to bring public financial resources totaling up to \$18 million to undertake a substantial

renovation of the building. The City hopes to make available opportunities for other private equity investment thereby yielding a total for project financing of between \$25-30 million (Attachment A). The City, via lease to a City-controlled single-purpose entity (SPE) to be formed, intends to leverage private investment via syndication of Federal Historic Tax Credits and is open to the use of New Market Tax Credits. The Auditorium is also located in an Opportunity Zone and the City is open to the use of this program for both the renovation and the operations of the facility.

The primary source of funding for the project will be a mix of general obligation and tax increment financing bonds. General obligation bonds require approval by 2/3's of the voters, and thus a proposal aligning with the public's expressed preferences may have the best chance to meet or exceed this threshold. The City expects to seek Council approval in the first half of 2020 for ballot questions which would hopefully receive voter approval in November 2020 for authorizations to bond for the project. The anticipated construction start date is spring of 2021, subject to the voter and council approvals stated above.

The City now wishes to solicit proposals from firms and organizations with the skills, relevant experience and financial capacity necessary to program and operate the entire Auditorium, including the annex level, as a community-serving arts and entertainment venue, and who will be financially responsible for any additional cost of building fit-up specific to the proposed programming of events. The City intends to sign a memorandum of understanding with the selected firm governing the period between selection and execution of a formal sublease agreement with the SPE.

2. SCOPE OF SERVICES

The City is soliciting qualified, interested firms to submit sealed proposals for the programming and operation of the Auditorium as a publicly-owned, public assembly arts and entertainment venue as follows:

- Professionally programming and operating the entire building for a minimum of 125 days per year, including the booking, marketing, and management of touring shows coming to the venue, plus the rental of space to local and regional nonprofit and commercial organizations.
- Renting various spaces to community organizations, with some level of rental subsidy to local nonprofit arts organizations.
- Maintaining the entire building's physical space and ongoing operations, including the management of staff and volunteers needed to program and operate the venue, the maintenance and operation of all systems and services, the administration of the building, the pursuit of sponsorship and advertising opportunities to support the financial performance of the venue, the development and funding of a capital replacement plan to ensure that the Auditorium remains in excellent condition, and the security personnel and systems required to maintain a safe and secure environment for audiences, staff, and artists.
- If a firm wishes to propose an alternate concept that differs from the one detailed in the introduction, it should include a thorough explanation of the impacts on the Auditorium's programming, design, community access, and commercial uses. The City is willing to accept such proposals as long as they are consistent with the interests expressed in the public process.

3. PROPOSAL GUIDELINES

Proposals should include and/or adhere to the following:

- Letter of Transmittal and two (2) hard copies of the proposal if sent through the mail. If sent electronically, all documents shall be in .pdf format.
- Required information as described in section 4 below.
- Responses should be prepared simply and economically, providing a straightforward and concise description of the respondent's capabilities and plans to satisfy the requirements of this request.
- Nothing herein is intended to exclude any responsible firm or in any way restrain or restrict competition. On the contrary, all responsible firms are encouraged to submit proposals.
- The City will assume no responsibility for oral instruction or interpretation.
- Location of the office from which the management of the project will take place
- Questions concerning this Request for Proposal should be directed to:

Jesse Freedman, Projects and Policy Specialist, jfreedman@burlingtonvt.gov

4. REQUIRED INFORMATION

Responses should include the following information:

Firm Qualifications

- A statement in a cover or transmittal letter that your proposal shall be valid for a period of time not to exceed 180 days after the date of issuance of the Proposal.
- Firm profile that includes number of employees, age of company, annual revenues, etc.
- A summary of your firm's experience and expertise with the renovation, operation, programming, and/or promotion of similar arts and entertainment facilities. If your firm intends to enter into partnership or joint venture with another company, also provide pertinent information on the other company.
- A statement of capacity indicating your firm's ability to complete the work, including resumes of key individuals that will be assigned to the Auditorium and their expected role in the project.
- At least three (3) references for projects of similar scope, including current contact names, address, email and phone numbers along with a brief project description that states whether the project was deemed a successful arts/entertainment venue.
- Indicate if your company has been a party in any legal suit in the past five years that may have a material impact on your company's ability to perform its duties with respect to your proposed services. If so, please explain.

Operating Approach

- Provide a statement of intent as to your approach and services related to the active programming and efficient operation of the entire building. Describe how your firm is uniquely qualified and better than your competition.
- Include a plan for how your firm will approach front-of-house operations, backstage operations, event ticketing, ticketing fees, other surcharges, food and beverage operations, maintenance safety procedures and security for tenants and visitors.
- If you plan on sub-leasing any space in the building, describe how your firm would select and manage tenants.
- Explain how your firm's experience and network will ensure maximum patron satisfaction and convenience.

Community Benefits and Access

- Describe how your firm will incorporate and take care of nonprofit and/or community users of the building, including any resident local arts groups. How will you work closely with such nonprofit groups to meet their operational and financial needs? Provide examples, if any, of how you have done this in other facilities/communities.
- Identify the number of days annually you are prepared to guarantee the Auditorium and ancillary spaces for community and non-profit use.
- If the City chooses not to exercise its option to lease space for Club 242, the Farmers Market and the Community Kitchen, describe how you might alternatively program the space.
- Describe how your firm will incorporate community-focused New Year's Eve programming as a regular, recurring event.
- Describe how your firm's approach aligns with the community needs and interests as described in the Introduction above and in Attachments A and C. See the tables below for uses and programming types:

Potential Use	Potential Cost
Shows and entertainment	\$-\$\$\$
Civic and community meetings	Free-\$
Farmers Market	Free
Arts and craft shows	Free-\$
Youth music space	Free-\$
Youth-led programs	Free-\$
Musical rehearsal	Free-\$
Dance programs	Free-\$
Conferences	Free-\$\$
Trade shows	Free-\$\$

- Describe any other benefits you envision for the City of Burlington, such as employment and training opportunities and community ticket access programs.

Programming and Marketing

- Explain how your firm's network (and/or relationships with promoters with venue networks) will maximize programming and routing, and therefore revenue, opportunities. If you operate venues or promote entertainment for any other venues, address how you will handle any conflicts that may arise between promoting this venue for such entertainment versus your other venue(s).
- Describe how your firm will actively market, promote and activate the building and engage the public. Provide examples, if any, of how you have successfully driven activity to other projects operated by your firm that have had similar challenges/opportunities.

Activity and Financials

- Provide an operating pro forma for the first five (5) years of operation at the level of activity your firm anticipates, accounting for all revenues and expenses associated with the operation of the Auditorium. Identify the sources and amounts of the revenue you propose as a result of this activity. Revenues should include, but not necessarily be limited to, rent, box office participation, ticket surcharges such as "restoration fees" or "facility fees" (which should be included in the pro forma at the amount proposed by operator), food and beverage revenues, merchandise/novelties, naming rights, sponsorships, and advertising. Address baseline

assumptions pertaining to sponsorships and advertising opportunities at the Auditorium.

- Include the number of performances and events by type (e.g. concerts, Broadway, family shows, community events, comedy, lecture series, corporate rentals, banquets, receptions, etc.) expected to be accommodated by the facility during the first five years of operation.
- Include number of days of active use annually your firm is prepared to guarantee from this activity.
- Include recent, actual, detailed operating results from at least one (1) other comparable venue operated in a similar market that supports the assumptions you used in its operating pro forma for the Auditorium.

Other Terms

- Detail the nature and extent of the renovations and upgrades you request for the Auditorium and over what timeframe, and how you would propose to participate in that renovation effort.
- Provide a proposed end-date for the Agreement and the terms for any renewals or extensions.
- Suggest any proposed sharing of risk of operating deficits and operating surpluses in connection with Auditorium operations, and any other special conditions or considerations.

5. FINANCIAL PROPOSAL

The SPE will sub-lease the Auditorium to the selected Respondent for a minimum term of ten years, with renewal options.

The selected Respondent is expected to:

- Pay a triple net rent as detailed in Attachment A hereto (Operating Budget and Cash Flow Pro Forma). The aggregate of net rent + CAM is projected to be approximately \$450,000 in year 1 of operations.

In order to ensure that the opportunity to accommodate the active programming of a youth-led music and arts space, the Farmers Market and Community Kitchen are retained as a first priority for programming, the City will retain, for a period of time subsequent to selection of a preferred proposal, the option to direct the Selected Operator to sub-lease those spaces at a rental rate equal to the pro-rated share of CAM for those spaces, as indicated in the Operating Budget attached as Attachment A (approximately \$80K of the \$450k referenced in the bullet above).

- Invest not less than \$1.5M in the renovation of the Auditorium, as detailed in Attachment A hereto (Sources and Uses of Funds).

Additionally, the Respondent may propose other forms of operating and capital support consistent with its operating plan.

6. DEADLINE FOR RECEIPT OF PROPOSALS

All replies and proposals in response to the Invitation for Bids must be received and clearly marked **Memorial Auditorium Programming and Operation** to the point of contact no later than **4:00 p.m.** on the above due date, at which time all submitted proposals will be publicly opened and recorded. Late proposals will not be accepted. Electronic proposals are preferred as long as they are received by the point of contact by the required deadline.

7. ANSWERS TO QUESTIONS AND REVISIONS TO REQUEST

FOR PROPOSAL

Any revisions, addendums and answers to questions received by the due date for questions will be sent to consultants via email. In addition, revisions will be posted on the City's RFP web page <http://burlingtonvt.gov/RFP/>. It is advised that consultants sign up for the GovDelivery notification so that they will be notified of any changes to the RFP page.

8. SITE VISIT

Mandatory site visit for this project on October 17 at 2 p.m. Please meet at Memorial Auditorium, 250 Main Street, Burlington VT 05401. Closed-toe shoes and hard hats (provided) are required. If you are unable to make the visit, alternative arrangements may be made by contacting Jesse Freedman, jfreedman@burlingtonvt.gov.

9. PARTNERSHIPS

Proposers may team up with other firms, local or otherwise, in order to provide whatever skills and resources are deemed necessary for the successful renovation and operation of the venue.

10. PROPOSAL EVALUATION

Proposals will be reviewed and evaluated by City staff based on the information provided in the proposal. Additional information may be requested prior to final selection. It is anticipated that a decision will be made within 30 days of the due date. The selected consultant shall be willing to enter into an agreement similar to the Draft Agreement in Attachment D.

11. INTERVIEWS AND NEGOTIATIONS

The review committee may engage in individual discussions with two or more respondents deemed fully qualified, responsible, and suitable on the basis of initial responses and with emphasis on professional competence and experience to provide the required services for this project.

At the conclusion of discussions and on the basis of evaluation factors as stated in the Request for Proposals and information developed in the selection process, the review committee shall develop a final ranking of the proposals/offerors. Negotiations shall be conducted beginning with the respondent ranked first for the project. If a contract satisfactory and advantageous to the City can be negotiated at a price considered fair and reasonable, the award shall be made to the offeror. Otherwise, negotiations conducted with the respondent deemed first shall be formally terminated and negotiations conducted with the offeror deemed second, and so on until such a contract can be negotiated at a fair and reasonable price.

12. EVALUATION CRITERIA

Proposals shall be evaluated based on the criteria listed below. Each proposal shall contain responses to evaluation criteria items one through six in a concise and easily identifiable manner. Information and/or factors gathered during interviews, discussions and/or negotiations also shall be utilized in the final selection decision.

- 1) Financial feasibility of the proposal, including Respondent's capacity to ensure payment of net rent capable of supporting all operating expenses, capital reserves and debt service costs as

- depicted in Attachment A hereto (the pro forma operating budget)
- 2) Priority Assigned to the Project
 - Statement of the priority assigned to the project by the Respondent, the Respondent's current workload, and specific references to the personnel who and the other resources that will be dedicated to the project.
 - 3) Qualifications of Staff
 - Resumes of key individuals who would be involved in the project. Resumes should adequately describe individual's educational background and specific area(s) of experience and expertise, especially with regard to the project at hand.
 - Areas of expertise shall include:
 - a. Programming and Marketing
 - b. Facility Management
 - c. Building Operations
 - d. Performance Equipment Systems
 - 4) Past performance record and relevant experience
 - 5) Financial responsibility of the firm
 - The firm must agree to carry professional liability insurance, including for errors and omissions, in an amount not less than \$3,000,000. See additional insurance requirements in Attachment D.
 - 6) Approach to the project
 - What services are offered, how they are to be delivered and how the firm is to be compensated for the delivery of these services.

13. EVALUATION CRITERIA ASSIGNED WEIGHT

1) Financial Feasibility	20%
2) Priority Assigned to Project	10%
3) Qualifications of Staff	15%
4) Past Performance	20%
5) Financial Responsibility	10%
6) Approach	25%
TOTAL WEIGHT	100%

14. REJECTION OF PROPOSALS

Notwithstanding the above selection process, the City of Burlington reserves the right to reject any or all proposals, to negotiate with one or more parties, or to award the contract in the City's best interests, including proposed Respondent's schedule. The City reserves the right to re-advertise for additional proposals and to extend the deadline for submission of the proposals.

Any costs incurred by the respondent in preparing or submitting a proposal are the Respondent's sole responsibility; the City will not reimburse any offeror for any costs incurred as a result of the preparation of this RFP.

All work must be performed in accordance with applicable rules, regulations, codes, and ordinances of local, state, and federal authorities, and in accordance with the requirements of public utility corporations having jurisdiction over the work.

15. TENTATIVE SELECTION SCHEDULE

Date of Issuance:	October 7, 2019
Mandatory Site Visit:	October 17, 2019
Deadline for Questions:	October 25, 2019
Receipt of proposals:	December 2, 2019
Evaluation of proposals:	December 9, 2019
Interview of firms selected:	week of December 16, 2019
Selection of firm:	January 2, 2019

16. CONTRACT REQUIREMENTS

Respondents are advised to review the Livable Wage and Union Deterrence Ordinances in advance of submitting a proposal (<https://www.codepublishing.com/VT/Burlington/>). The City of Burlington reserves the right to alter or amend any or all of these provisions in the project contract.

17. INDEMNIFICATION

The selected Respondent will act in an independent capacity and not as officers or employees of the City. The selected respondent shall indemnify, defend and hold harmless the City and its officers and employees from liability and any claims, suits, expenses, losses, judgments, and damages arising as a result of the selected respondent's acts and/or omissions in the performance of this contract.

The City is responsible for its own actions. The selected respondent is not obligated to indemnify the City or its officers, agents and employees for any liability of the City, its officers, agents and employees attributable to its, or their own, negligent acts, errors or omissions.

18. LIMITATIONS OF LIABILITY

The City of Burlington, Vermont assumes no responsibility and liability for costs incurred by parties responding to this Invitation to Bid or responding to any further requests for interviews, additional data, etc., prior to the issuance of the contract.

19. OWNERSHIP OF DOCUMENTS

Proposals, plans, specifications, basis of designs, electronic data, designs and reports prepared under any agreement between the selected contractor or consultant and the city shall become the property of the City. Records shall be furnished to the City by the selected Respondent upon request at any time, however the selected Respondent may retain copies of the original documents.

20. PUBLIC RECORDS

Any and all records submitted to the City, whether electronic, paper, or otherwise recorded, are subject to the Vermont Public Records Act. The determination of how those records must be handled is solely within the purview of the City. All records considered to be trade secrets, as that term is defined by subsection 317(c)(9) of the Vermont Public Records Act, shall be identified, as shall all other records considered to be exempt under the Act. It is not sufficient to merely state generally that the proposal is

proprietary or a trade secret or is otherwise exempt. Particular records, pages or sections which are believed to be exempt must be specifically identified as such and must be separated from other records with a convincing explanation and rationale sufficient to justify each exemption from release consistent with Section 317 of Title 1 of the Vermont Statutes Annotated.

21. ATTACHMENTS

The following documents will be available on the City's website (burlingtonvt.gov/RFP) as an attachment to this RFP:

- A. Sources and Uses, Construction Cost Estimate, and Operating Pro Forma
- B. Bargmann Hendrie + Archetype Report
- C. CRPP Community Survey Results
- D. Legal Attachments: Burlington Standard Contract Conditions, Ordinance Requirements, Certification of Compliance with City's Livable Wage Ordinance, and Certification of Compliance with the City's Union Deterrence Ordinance

Staff: Holli Bushnell, Office Assistant
Lakeview Cemetery
hbushnell@burlingtonvt.gov

Minutes

Parks, Arts & Culture Committee Meeting

Wednesday, October 23, 2019, 5:30 pm

City Hall, Room 12, 149 Church Street

Attendance:

Committee Members: Chair Joan Shannon, Councilor Ali Dieng, Councilor Karen Paul

Cindi Wight - BPRW, Doreen Kraft – BCA, Zach Williamson – BCA, Jesse Freedman – CEDO, Grace Ciffo – CEDO, Jeffrey Glassberg – Independent Contractor, Holli Bushnell – BPRW/Clerk's Office

Before the meeting was called to order, Councilor Paul informed the Chair that, due to an unexpected family commitment, she would not be able to stay for the entirety of the meeting.

Meeting called to order at 5:37pm by Councilor Shannon

1. Approval of agenda

Councilor Paul moved to approve the agenda with the codicil that the minutes would be approved upon Councilor Dieng's arrival. Shannon seconded, all were in favor.

2. Public Forum

Public forum was opened at 5:37pm.

Robert Kiernan mentioned that the mural is back up, restored, with new interpretive panels, and that there is an article in Seven Days about the accused vandal. He stated that he is happy that the mural has been restored, and, as resident of Church Street, he feels this issue directly affects him.

Norm Fischer reiterated his previous comments concerning the free speech aspect of the mural debate. He provided some of his own background (as a philosophy professor with a specific focus on political and artistic philosophy) to give context to his comments. He believes the removal of the mural is a "disaster." He hopes that, now that the mural has been restored, the city can begin a conversation about the impact of censorship on free speech once again.

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As no one else wished to speak, the public forum was closed at 5:42pm

3. Agenda Items

a. BPRW – Off-Leash Dog Area Ordinance/Off-Leash Dog Policy

Cindi Wight provided a power point presentation showing the history of work completed on the off-leash dog ordinance and policy. The process began in 1998 with a 12-month pilot in the ordinances. Though that pilot is still on the books the pilot expired after 18 months.

In 2011, an off-leash task force was formed by order of the city council. The task force included members from each ward and had set tasks. The committee provided a final report in 2013, but it is unclear if the city council received the final report.

The recommendation from the task force in 2013 was to separate policy from ordinance. Wight provided the committee with drafts of the suggested ordinances and policies showing edits from the 1998 ordinance as well as a simple mark-up version. She added that there are several additional changes she suggests should be made before the respective documents move to the Ordinance Committee and Parks Commission respectively. The changes include: 1) removal of language describing specific areas of the city in reference to off leash areas; 2). removing named parks for “no off leash” to stating that parks may be designated on leash only; 3) removing the rule that states no food or drink in off leash areas; and 4) removing the rule that children under 12 are not allowed in off leash areas. Wight noted the last two changes are reflective of the rules being specific to all off leash areas and not just off leash dog parks.

Wight asked for the support of PACC members to move the ordinance to City Council.

Paul stated that the approval process by the Ordinance Committee is extensive and that any details that still need to be worked out can be honed during that process.

Shannon asked for clarification on suggested removal of the language concerning specific areas of the city. Wight stated that the current language is too specific, listing exact boundaries of the different areas of the city. Dog parks will still be distributed throughout the city, but that the specific language indicating exact boundaries is too limiting, especially as the city is constantly growing and changing. Shannon thanked Wight for the explanation.

Shannon called for a motion to move the proposed ordinances to the City Council. Paul moved, Dieng seconded the movement, and all were in favor.

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Wight next provided a brief update on the work BPRW has done to improve the ongoing issues at the Starr Farm Dog Park. They had a productive meeting on 9/17 attended by both community members and patrons of the dog park alike. While they are still waiting for the final results of the online survey, it has become clear that the largest issue is the small dog area. Residents seem to have the most issue with small dogs – the main issue being that the area specifically set aside for small dogs is the closest to Curtis Ave, where the largest number of residents are having issues with noise disruption. BPRW is hoping to shift the small dog area slightly to the north. This area will still have accessible parking for elderly patrons.. .

Shannon suggested that, whatever happens with the small dog area, screening be used to prevent the visual excitement that ultimately leads to barking. Wight confirmed that, though the city is hoping to reduce the use of plastic overall, plastic panels may be used in the wire fence to prevent visual contact between incoming animals.

Dieng thanked Wight and BPRW for taking the time to meet with the residents. Wight was pleased by all the feedback they received and hopes to hold more meetings like the one at Starr Farm when similar issues arise in the future.

b. BCA – Everyone Loves a Parade Update and Timeline

Doreen Kraft reported that as of Monday October 21 at 4pm, the restored panels of the ELAP mural were reinstalled. The interpretive plaques have been reinstalled as well, and everything has been restored and varnished. The restoration phase of the project, apart from a few bills and a report to the City Attorney's Office, is complete. The next step is responding to the other pieces of the city council resolution.

Kraft provided the committee with an outline of the fundraising goals for BCA in the upcoming year as well as the specific goals for ELAP. BCA has applied for a grant from the National Endowment of the Arts for \$50,000. This grant is a 1 to 1 match, and some matching funds have already been identified from CSMP (\$5,000) and DPW (\$20,000). As previously mentioned, the replacement for ELAP is being produced in conjunction with DPW and the installation will extend into the Cherry St/Marketplace Garage.

In terms of future sites for the relocation of ELAP, the Airport Roof Deck is still the preferable location. That said, Kraft has reached out to the Maritime Museum to see if they might be interested in the mural in light of the fact that it was created in conjunction with the quadricentennial of Samuel De Champlain exploring the lake. The Maritime Museum would be able to provide context to the mural that is

impossible in its current location. As BCA works toward the ultimate goal of relocation of the mural, they will make recommendations to PACC for the full council to decide on. Kraft also reported that the cost just to remove and replace the damaged panels (4 of the 24 or 32 total panels) was \$3,500. The cost to move all the panels could be upwards of \$20,000 to \$25,000.

Kraft stated that, though the new guidelines for public art are not complete, best practices are constantly being updated. Concerns expressed in the resolution are already an active part of BCA policy.

Shannon asked if the possibility of a private owner is being explored. Kraft would need to speak to the city attorney before she could confidently answer that question. It is unclear what legal options are available for the mural after the 10 year display commitment is finished.

4. Approval of Draft Minutes from September 11, 2019

To insure that all councilors were available to approve the minutes Shannon requested a motion be put forward. Dieng moved to approve the minutes, Paul seconded, all were in favor.

b. CONTINUED

Returning to the ELAP discussion, Dieng asked to see a picture of the new plaques, and Kraft provided one. Though it is a lot of text and a little difficult to read the text is well balanced and presents a full picture of the history of the mural and its current issues (per Kiernan). Paul asked if there was any written agreement about the timeframe for the display of the mural. Kraft returned that she is not aware of any official agreement, however in testimony concerning the mural the 10-year timeframe was mentioned several times. That said, there is no official contract that she knows of.

c. CEDO – Highlight

Zach Williamson provided the committee with an update on the process that has gone into developing Highlight, the various events and locations, and change from a wrist band back to a button. What makes Highlight special is that it's community driven ideas. 75% of the programming was developed through the Bright Ideas Project (ideas for programming from the community). BPRW and FFL are supporting BCA in developing and producing the various events. Events will be happening all over the city and buttons will be available for purchase at multiple locations throughout the region. BCA will be holding a press conference on Tuesday, October 29th to announce the first round of Highlight events. Highlights of Highlight will include the traditional parade which will start at 5:30pm and a pet paw-rade on Church Street at 2pm.

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Dieng asked if BCA would be seeking funding assistance from the City Council. Williamson confirmed that, though they have many sponsorship partners, they do have a proposal they are readying for a future council meeting.

Shannon asked if the pet parade will be salt free or at least that CSMP use animal safe salt. Williamson will check into this.

Councilor Paul departed at this time.

d. CEDO – Memorial Auditorium Update

Grace Ciffo, new assistant director of the community works team at CEDO, introduced herself to the committee. She shared some of her personal history, including the fact that her musician parent performed at Memorial, and assured the group that she is motivated to find an operating partner to execute the vision presented in the RFP.

Jesse Freedman stated that the RFP was released on October 7th. It is available on the CEDO website for the public to view. The RFP required a site visit in order to bid, and 3 local companies attended the scheduled site visit, two of whom (Higher Ground and the Flynn) are expected to bid. The RFP was sent to 8 national organizations, but none showed for the required visit. CEDO has received some feedback from the national bidders and hopes receive more before the December 2 RFP deadline. If an acceptable proposal is not received, CEDO will use the information gathered during this first RFP offering to refine and improve the RFP.

Shannon asked for the rough finances for which the city would be responsible, wondering if it still entails the \$15 million general obligation bond and an additional \$15 million from other sources. Jeffrey Glassberg confirmed that there are 2 components of public support, the \$15 million GO bond and a TIF component associated with the development of the “YMCA” hotel. Though development of the “Super Block” was initially considered (and may be considered to assist in funding in the future), the new hotel is already planned and therefore a more logical choice to tie into the Memorial project.

Shannon asked about parking. Freedman replied that it is his understanding that there were limited issues with parking before and, though CEDO is considering possible issues, it is not their main focus. That said, even if the municipal lot was developed into a multi-level parking structure, it would not accommodate the amount of parking required for Memorial. Ciffo confirmed that part of the RFP mentions “nearby, well-lit parking.” Shannon asked if the lack of parking was a deterrent for national bidders. Freedman did not believe that was the case. Ciffo

returned that the idea is for individuals visiting Memorial will park somewhere downtown, enjoy the shopping and restaurants downtown has to offer, and go enjoy their event.

Shannon asked for a reminder of the timeline going forward. Freedman reports that the bids for the RFP are due by December 2. It will take between 2 weeks to 1 month to review the bids. They will report back to PACC once bids have been reviewed and they know the options that are available. If all goes well they hope to have the bond question on the November 2020 ballot. Shannon next asked if the fact that bond approval is not certain left national bidders hesitant. Freedman stated that that was not one of the concerns mentioned. Most of the national bidders said they would be interested after the renovation is complete. Shannon asked about the commitment of the bidders. Freedman confirmed that an MOU would be part of the bidder selection process. Ciffo continued that it's wise to include some sort of financial language.

Currently, there is not an official "Plan B," but should the RFP not produce a viable bid, CEDO will do a full post-mortem on the RFP. They will find ways to make it better/more engaging (may include a change of terms or financing) and possibly put it out to re-bid. The goal will remain to find a way to redevelop the building into the space the community has requested.

5. Councilor Items

There were no councilor items at this time.

6. Adjournment

The meeting adjourned at 7:07pm. The next meeting will be scheduled at a future date to accommodate all councilor schedules.