

# LETTER OF INTEREST



## CITY OF OCALA

### CATALYTIC OPPORTUNITY SITES IN MIDTOWN

LOI #CMO/17-023

Deadline for Submission:  
2 p.m., September 22, 2017

# Letter of Interest for the Development and/or Adaptive Reuse of Catalytic Opportunity Sites in the Midtown Community Redevelopment Area

Ocala, Florida  
June 6, 2017

## I. OVERVIEW AND PURPOSE OF THE PROJECT

### Recent History of Downtown and Midtown

In 2004, the City approved a Downtown Master Plan that identified numerous public and privately owned sites that were classified as catalytic opportunity sites for the revitalization of the city's downtown core. Several public/private initiatives followed without success and in 2007 the great recession took hold impacting Ocala in ways more severe than many parts of the country or the state. Interest in development or reinvestment in the downtown did not resume until 2015.

In 2011, a public/private partnership was formed between City of Ocala, Marion County and Ocala489, LLC for the purpose of developing a new identity for Ocala/Marion County as a regional logistics center for the southeastern United States. This vision was achieved through the development of a 489 acre commerce park immediately adjacent and accessible to I-75. Removing all development roadblocks and the investment in land, new roads, all associated infrastructure and key city, county and state incentives has since resulted in the development of three distribution hubs: FedEx, AutoZone and Chewy.com. These hubs alone represent \$200 million in capital investment, 1.5 million square feet of new warehouse construction and ultimately more than 1,200 new jobs.

In 2014, The City of Ocala, again, formed a public/private partnership to convert a 4-story downtown corporate office building into a mixed use residential and retail product that provided eighteen high-end residential condominiums and 4,000 square feet of retail space. This particular effort has become a bellwether for private investment to develop other new residential product in the downtown core.

In March 2015, the City of Ocala issued an Invitation to Negotiate (ITN) for the mixed use development of 5 city owned sites in and around its downtown core. The outcome of that effort resulted in the execution of a development agreement that contained incentives to construct a \$15.7 million dollar mixed use project that will provide a 98-room hotel, 11,000 square feet of restaurant and retail space and 9 townhome apartments. Construction of this project is scheduled to begin in November, 2017 and be completed no later than June, 2019.

Through the aforementioned ITN process, the city also elected to construct a 400 space parking garage and a permanent covered public market in its downtown core. The parking garage was completed in 2016 and has been a tremendous momentum generator for downtown redevelopment.

The recent infusion of public and private investment, an improving economy, and the implementation of several innovative renovation grants, has spurred additional private interest and investment in other building renovations aimed at providing new retail, residential and office

offerings in the downtown. In addition to greatly enhancing the quality of life for its residents, these progressive and highly competitive steps have had a profound effect on making Downtown Ocala a “destination” location. The city now offers robust, regular entertainment, numerous cultural, retail and restaurant offerings that now consistently attract a discretionary spending draw from a surrounding 75 mile radius. To that end, the city partnered with a private non-profit organization to convert a 1934 Works Project Administration civic auditorium into a state of the art performing arts center that offers 220 nights of high quality programming. The Reilly Cultural Arts Center is prominently located in Tuscawilla Park in the cultural arts district of Midtown.

### **What is happening now?**

In April of 2016, the City of Ocala issued a request for Letters of Interest for the preparation of a Midtown Master Plan (the “Plan”). A link to a map showing the boundary and location of Midtown in relation to surrounding areas of the city is attached as **Exhibit A – Midtown Location Map**. Midtown is an area with several dominant uses: professional office, judicial, retail, social service, a historic residential district, cultural arts, institutional and light manufacturing. As it relates to office and retail uses, higher than average vacancy, mobility limitations, and a lack of reinvestment have resulted in an environment that may give a casual observer the impression that social service impacts are overly dominant and have had a dampening effect on street and vehicular activity.

City Council approved the final Plan on June 6, 2017, the Plan is attached as **Exhibit B – Midtown Master Plan**. Interested proposers are strongly encouraged to study and understand the Plan and, after thorough review, contact city staff for additional background information or to clarify any information contained in the Plan. This LOI is relative to the 5 catalytic opportunity sites that have been identified in Midtown; 2 are publicly owned and 3 are privately owned. Foundationally, the Plan provides proposers with existing condition information, Midtown’s missions and goals, land use and development concepts, supporting strategies to further improve Midtown and a priority listing of implementation steps for the city and its partners to follow in order to fully reach the results this Plan now envisions. While the selected proposers and property owners work to implement those portions of the Plan that fulfill their development goals, the city will earnestly and methodically work to implement the mobility and connectivity enhancements needed to support many of the other development strategies in the Plan.

This solicitation for Letters of Interest (LOI) seeks to obtain proposals from experienced developers or teams of niche developers for creative and sustainable mixed use development and/or the specific use development of the two publicly owned sites and one privately owned site (the Walton property). Market interest and successful development of the publicly owned sites may interest the owners of the private catalytic opportunity sites to consider private external interest in the potential redevelopment or maximization of their holdings. All of the identified catalytic opportunity sites are located in a subarea of a qualified Community Redevelopment Area (CRA). As such, the various tools afforded by this designation will be used, as justified, to assist proposers and the city achieve the desired goals.

The LOI attempts to provide insights and guidance for proposers and architects in the hopes of receiving proposals that offer practical solutions, ideas and development that follow key mixed use design principles. Precedent images, architectural mock ups and sample, relevant pro forma analyses are offered for each catalytic opportunity site in the Plan. For the purposes of this LOI, the “Project Area” includes the two publicly owned properties and the Walton property for which development proposals are sought. They are more specifically identified as **Site A – Fire Station Site, Site B – Concord Lot and Site C – Walton Property**. As referenced in the Plan, these sites

have specific desired mixed-use development criteria; others have specific development needs while other sites are open to highest and best use proposals. Survey sketches are provided for each site and are listed as exhibits: *Fire Station* (Exhibit I); *Concord Lot* (Exhibit J); and *Walton Property* (Exhibit K).

Over the past decade, the City has commissioned a variety of studies that examined the desired and potential development for properties in the Downtown and Midtown as a whole. Proposers are encouraged to review the exhibits that are provided with this solicitation for the *2004 Downtown Ocala Master Plan* (Exhibit C), the *2010 Ocala 2035 Vision Plan* (Exhibit D), *Vision Based Comprehensive Plan* (Exhibit E), *Central Business Zoning District (B-3)* (Exhibit F), *2010 Downtown Parking Master Plan* (Exhibit G), and the *2013 Gibbs Downtown Retail Study* (Exhibit H).

The Downtown Master Plan and the Ocala 2035 Vision Plan offer insights of the desired level of development intensity and uses that have been previously supported by City Council and the community. The Downtown Parking Master Plan offers insight to parking capacities, forecasts, challenges and possible solutions. The 2013 Gibbs Downtown Retail Study offers analysis and insight of the retail challenges and opportunities present in our downtown along with quantified estimates of the types and amounts of new mixed use development that appear economically supportable. Proposers should carefully consider the current validity of the previous forecasts and the recommendations and conclusions provided in those documents. While City Council is not bound to the historical recommendations contained in any of these previous studies, much of the information remains valuable and relative to today's market.

### **What additional key data will you be receiving?**

As it relates to the two city owned sites, City Council is not opposed to the receipt of proposals that offer unconventional or emerging trend designs, uses, funding alternatives or other development concepts that were not envisioned at the time of the aforementioned studies or contemplated in the Midtown Master Plan as long as those deviations complement the existing architecture and businesses, achieve the desired development goals and are economically feasible for the City to consider further exploration. However, economically feasible, attractive and smart residential development components on sites A and B that work in concert with other mixed uses and the surrounding area are very strongly preferred.

In addition to the analysis provided by Economic & Planning Systems, as part residential visioning and pro forma data included in the Plan for sites A&B, the city has retained Zimmerman/Volk Associates, Inc. (ZVA). ZVA is a nationally recognized expert on the market feasibility of redevelopment and new urbanism. A link to their website can be found at <http://www.zva.cc/>. The city has retained ZVA to perform an even deeper analysis of residential market potential for Sites A and B. Because housing elements are the city's number one development desire for Midtown, it is critically important that the city and the proposer have an accurate understanding of these catalytic site's most desired housing types, acceptable price points, optimum square footages and finishes, target consumer groups, associated income levels and likely draw areas. The completed study results will be provided as an addendum to this LOI in mid-August. The city will rely heavily upon on this data in its review of any proposal submitted to determine if proposal sections pertaining to housing elements are in sync with this fine-tuned housing data. The proposer must submit sufficient data that unequivocally supports the viability of their proposed development.

Additionally, proposers should clearly demonstrate that they have a sound understanding and experience with implementing mixed use concepts, a demonstrated understanding of market preferences and dynamics, and if applicable, strong, successful experience in adaptive reuse.

Beginning in the early 1990's, the Downtown subarea of the CRA began using annual Tax Increment Finance (TIF) revenue to fund upgrades to infrastructure, encourage façade improvements, remove blighted buildings and spur residential development close to the Downtown core. Other funding sources including grants have been used to fund streetscape and lighting improvements throughout the CRA. In 2015, \$2.0 million dollars in CRA funds were applied to the construction of the new \$5.6 million dollar parking garage.

The City is willing to consider developer incentives if justifiably needed. Suggested and required incentives must be identified and quantified for each site proposed by the proposer. The rationale for each incentive desired must be explained sufficiently to justify its particular need. The City will not consider incentives requested as compensation for risk. Incentives must be tied to the project's economic feasibility and the proposer's ability to develop the improvement. The City does not have the ability to provide short-term cash incentives. When necessary, proposers should carefully consider incentive options that would provide long-term but equivalent return to the proposer that are based upon win/win scenarios for the proposer and the City.

As it affects the development ideas for all of the sites, proposers should be aware of current and future planned construction of the Osceola Trak and are encouraged to discuss its progressive development design and implementation with city staff. The Osceola Trak is a linear park that extends along Osceola Avenue between SE 3<sup>rd</sup> Street and NE 5<sup>th</sup> Street. The purpose of the linear park is to provide connection, in a recreational form, of the downtown to the cultural arts district in Tusawilla Park. Among other aspects, key to the success of the linear park will be its perceived safety, comfort, effective crossing at State Road 40 and supporting features that will draw pedestrians to and through the connecting trail. Proposers should be aware that Osceola Avenue will be intermittently restricted as the City's development of that linear park progresses over the next eighteen months. That development may affect, limit or redirect accessibility to some of the sites. A rendering of the proposed (**not finalized**) designs for the linear park are labeled as **Exhibit L**.

## II. SCOPE OF WORK

Each site proposal should outline the conceptual design and intended use details of the proposed development. Proposers should be able to provide estimated square footage amounts that will be developed for each type of use. When applicable, proposers should reference how their proposed development is in sync with existing and surrounding development and with the various city report data referenced above or how the proposed project otherwise specifically achieves the overarching city goals. For development concepts that are not in sync with the city report data, the proposer should provide sufficient justification for why their proposal addresses equally important needs not previously envisioned with evidence the proposed development will be economically successful and sustainable. **Proposals can include projects for any, and all sites, but not separately as a component of a site.** Meaning, proposed development of a catalytic opportunity site must include the necessary expertise and capacity of a proposer or team of proposers to complete the entire development of the site within a contractual time-bonded framework.

## Site A – Fire Station Site

This 3-acre city-owned property abuts NE 3rd Street and Tusawilla Park to the north, NE 2nd Street to the south, NE Tusawilla Avenue and the Tusawilla Historic District to the east, and NE Watula Avenue to the west. The property contains a City of Ocala fire station and a separate recreation and parks administration building whose address is 410 NE 3rd Street. The designated land use is High Intensity/Central Core with a minimum density of 12 units per acre or 0.20 FAR and a maximum density of 60 dwelling units per acre or 8.0 FAR. The zoning is currently a mix of Governmental Use (GU) and Multi-family Residential (R-3) zoning with 20' street setback, 8' interior side setback, and 25' interior rear setback requirements. The total square footage of the site is approximately 130,680. Standard parking dimensions are 9.5 wide by 19 feet in depth and a slight reduction of those dimensions is possible based upon other design criteria which will be determined at site review as necessary. The property is located in the East Ocala CRA.

The property was cleared of several houses in the recent past and the only remaining onsite active improvements are the two above-referenced buildings and a parking area. The Fire Station operation will be relocated a few blocks away as part of a new First Responder campus that will provide a new fire station and police district office. It is anticipated that construction of these new buildings will be completed by mid-2018. The Recreation and Parks Administration building will also be relocated elsewhere in the city.

This property presents numerous adaptive reuse and development opportunities. It is enviously positioned to capture the best views and access to Tusawilla Park and its water bodies, the Tusawilla Historic District, the Osceola Trak and very close proximity and easy access to the downtown core. As also indicated above, strong efforts are being made to improve the perceived safety of the area and better organize area social services.

The City is seeking sustainable mixed use development for this parcel to include any combination of the following preferred mixed uses: retail, residential, restaurant, office, entertainment, or cultural. As a mixed use product, proposers should carefully consider how the development will contribute to the evolving cultural arts district and Tusawilla Park, the area need for compatible and affordable housing and the development's perceived connection to Midtown and Downtown. As shown in the Midtown Master Plan, proposers may wish to consider repurposing the existing fire station for a commercial application.

The redevelopment project should result in a pedestrian oriented public realm with a variety of amenities. Each building should be aesthetically attractive and provide an accessible environment. This property has an ascending north to south slope and proposers should carefully consider how building placement and design may maximize vista benefits and attractors. Building architecture should be complementary to the best examples of historic buildings in the Tusawilla Historic District, Tusawilla Park and Downtown Ocala. Buildings shall be located close to the street to create a defining street wall with parking occurring on-site, in structured parking or behind buildings. All building elevations that front on a street shall be considered primary facades with a public building entry.

For retail applications, the first floor façade shall have a high proportion of windows (transparency) to encourage pedestrian activity. Proposers should also carefully consider and demonstrate how the combination of particular mixed uses is compatible and will create optimum synergy between the mixes of uses. Proposers should clearly indicate each type of use they envision on the property, the approximate square footage for each use, the approximate location of the use on the property,

and the timeframe of when each use will be developed within the total development cycle envisioned for the site.

### Site B – Concord Lot

This 1.15-acre city-owned property abuts NE 2nd Street to the north, NE 1st Street to the south, NE 1st Avenue to the east, and the historic seven-story Sovereign Building to the west across N. Magnolia Avenue. The property is currently used as a surface parking lot with no buildings. Historically, this was the site of the city's main post office and was a primary generator of activity for most surrounding development. The designated land use is High Intensity/Central Core with a minimum density of 12 units per acre or 0.20 FAR and a maximum density of 60 dwelling units per acre or 8.0 FAR. The zoning is currently Governmental Use (GU) and would be rezoned by the city if the property was to be used for nongovernmental purposes. The total square footage of the site is approximately 50,094. The site is located in the parking exempt zone. If a proposer wishes to provide onsite parking, standard parking dimensions are 9.5 wide by 19 feet in depth. Slight reduction of those dimensions is possible based upon other design criteria which will be determined at site review as necessary. The property is located in the Downtown CRA.

The City is seeking sustainable mixed use development for this parcel to include any combination of the following preferred mixed uses: retail, residential, restaurant, office, entertainment, or cultural. If allowable, the inclusion of an appropriately scaled green space element is preferred. As indicated above, although this parcel is in a parking exempt zone proposers of the site should also seriously consider the need for onsite structured or surface parking. Development of this site will displace much current parking use and create additional pressure for even more parking.

As a mixed use product, proposers should carefully consider how the development will contribute and increase connection and associated draw to and from the evolving nearby downtown core, and the geographical areas and many public improvements that border Midtown in all directions. Proposers should carefully consider how the development will contribute to a vibrant street life and a pedestrian oriented public realm with a variety of amenities. Each building should be aesthetically attractive and provide an accessible, safe environment.

Buildings shall be located close to the street to create a defining street wall with parking occurring on-site, in structured parking or behind buildings. All building elevations that front on a street shall be considered primary facades with a public building entry. For retail applications, the first floor façade shall have a high proportion of windows (transparency) to encourage pedestrian activity. Proposers should also carefully consider and demonstrate how the combination of particular mixed uses is compatible and will create optimum synergy between the mixes of uses. Proposers should clearly indicate each type of use they envision on the property, the approximate square footage for each use, the approximate location of the use on the property, and the timeframe of when each use will be developed within the total development cycle envisioned for the site.

### Site C – Walton Property

This 2.64-acre property abuts a shuttle lot and small office building to the north, a surface parking lot to the south, the Seminole Feed property across the Osceola Trak / NE Osceola Avenue to the east, and NE 1st Avenue to the west. The property contains small light industrial structures and an approximately 25,000 square foot warehouse building, which has an address of 343 NE 1st

Avenue, with potential for adaptive reuse. The designated land use is High Intensity/Central Core with a minimum density of 12 units per acre or 0.20 FAR and a maximum density of 60 dwelling units per acre or 8.0 FAR. The zoning is CRA Mixed Use 2 (B-3C) with no setback requirements for nonresidential uses and 25' street setback, 4' interior side setback, and 10' interior rear setback requirements for residential uses. The total square footage of the site is about 114,998. The site is located in the parking benefit zone. If a proposer wishes to provide onsite parking, standard parking dimensions are 9.5 wide by 19 feet in depth. Slight reduction of those dimensions is possible based upon other design criteria which will be determined at site review as necessary. The property is located in the Downtown CRA.

This property is in a unique position for renewed interest and activation because of the amount of commercial frontage it presents on NE 1 Street and specially designed and to be constructed special pedestrian access on the Osceola Trak. The existing buildings hold promise for adaptive reuse for retail and makerspace opportunities. The expansive parking areas likewise present ample capacity for onsite parking and the possible utilization of pop-up retail. Proposers should carefully consider this property's proximity in an iconic "industrial chic" area and to its many unique edges, including the MAX art incubator, the art park, Tuscawilla Park and the Reilly Arts Center.

### III. PRELIMINARY SCHEDULE

Because of the more detailed residential analysis work now underway with ZVA and the city's desire to provide that information to proposers prior to their submissions, the below schedule provides large amounts of time for proposers to familiarize themselves with the volumes of existing data available, perform their due diligence, develop tentative plans and assemble the best development teams and other professionals. Proposers are advised that the Selection Committee will very seriously consider the economic development data provided by the Plan and ZVA's market research as they evaluate the feasibility and desirability of each proposed development.

All dates and information contained herein may be extended, changed, or updated within the listing at [www.bidocala.com](http://www.bidocala.com). **Proposers are responsible for verifying all current listing information before submitting a response to this letter of interest.**

The following dates are proposed as a timeline for this solicitation:

• Pre-Proposal Meeting (Not mandatory)	July 11, 2017
• Written Proposals Due	September 22, 2017
• Selection Committee Meeting	October 2, 2017
• Negotiation with Selected Proposer(s)	October 3 – November 3, 2017
• Final Selection Announced	November 8 – November 15, 2017
• Send to City Council for Approval	December 5, 2017
• Contract Development Period	December 6 – January 4, 2018
• Execution of Contract by Council	January 16, 2018

## IV. PROPOSAL SELECTION CRITERIA

### 1. Pre-Proposal Meeting

There will be a pre-proposal meeting with a question and answer session, and site visits scheduled for this project on **July 11, 2017 at 3:00 PM** at City Hall, City Manager's Office Conference Room.

This is a non-mandatory meeting; therefore, proposal submission will not be contingent upon attendance at this meeting.

### 2. Proposal Submission

Proposals must be received electronically using [www.bidocala.com](http://www.bidocala.com) no later than 2:00 PM. on **September 22, 2017**. Responses received at any other location will not be considered. Respondents must be registered as a vendor on the City's e-procurement site at [www.bidocala.com](http://www.bidocala.com) in order to participate.

Proposals must be clear, succinct and not exceed twenty (20) pages, excluding conceptual site plans, attachment materials and proposal cover letter. Proposers who submit more than the pages indicated may not have the additional pages of the proposal read or considered. All submittals will be evaluated on the completeness and quality of the content. Only those firms providing complete information as required will be considered for evaluation. The ability to follow these instructions demonstrates attention to detail.

**Ensure your proposal is the best offering and includes all considerations and design options for each site. Selection for negotiation may be based solely on your proposal.**

This is a non-binding solicitation until such time as the City negotiates and approves an agreement with the successful proposer(s)/respondent(s).

### 3. Organization of Proposal

The respondents must provide all information as requested in this Invitation to Negotiate (LOI). Responses must follow the format outlined in this LOI. Additional materials in other formats, or pages beyond the stated page limit(s) may not be considered. The City may reject as non-responsive at its sole discretion any proposal or any part thereof, which is incomplete, inadequate in its response, or departs in any substantive way from the required format. Proposal responses shall be organized in the following manner:

- A. **Cover Letter** which shall be addressed as indicated on the cover page of this proposal (1 page – not included in page total).

The Cover Letter will state the name of the person(s) authorized to represent the proposer in any negotiations, the name(s) of the person(s) authorized to sign any contract that may result, the contact person's name, mailing or street addresses, phone and fax numbers and email addresses. A legal representative of the successful firm, authorized to bind the firm in contractual matters must sign the Cover Letter and the Proposal.

The Cover Letter will also include a short narrative describing the respondent's understanding of the scope of work and their overall vision for the successful development

of the site(s) the proposer is interested in, while addressing the site in conjunction with the City's desired outcomes, highest and best use, and creative offering to the City.

**B. Project Team\***

Identify key personnel, any partnerships, subcontractors, and their specific project roles.

The key personnel description shall include:

- Primary contact for company principal
- Extent of company's principal member's involvement
- Names of key members who will be assigned on this project, and:
  - their responsibilities on this project
  - experience on similar or related projects of this size and scope
  - unique qualifications
- Team qualifications and experience on similar or related projects:
  - qualifications and relevant development experience
  - project manager's experience with similar projects
  - resources available to dedicate to the project

\* Proposers are cautioned to carefully select and commit to the listed Project Team members continuous involvement throughout the entire development project. This is a weighted evaluation criteria in the selection process. Failure of the proposer to keep the entire stated Project Team in place throughout the term of the agreement will be considered a default condition in the development agreement.

**C. Respondent's Capabilities**

The Respondent and/or team must have extensive experience in developing economic projects. Identify the Respondent's and/or team's experience with developing private/public sector projects, economic development (private or public), and successful marketing of those projects:

- Describe up to three (3) public and/or private economic development or redevelopment projects, whereby respondent completed the market and pro-forma analysis, project financing, design, construction, and marketing of the project, within the last five (5) years.
- Describe those projects which best characterize evidence of the respondent's ability to provide the development and potential adaptive reuse experience sought by this LOI.

**D. Respondent's Project Understanding and Approach**

Each firm should explain any market research or current experience that would support the type of uses being proposed for the site(s).

**E. Economic Feasibility Analysis/Proposed Cost**

Each firm is expected to identify their estimated cost of the project and detailed pro forma for the final scope of work described within the LOI.

A preliminary economic/feasibility analysis should be provided showing the overall construction costs and potential revenue from sale or direct lease payments, and potential increased tax revenues.

**F. Conceptual Site Plans/Supportive Material** *(not included as part of 20 page limit)*  
Supporting material must be relevant to the scope requested by the City for each site.

Conceptual site plans showing the respondent's initial thoughts regarding spatial development of the site(s), proposed uses, approximate square footage of each use, approximate number of parking spaces, and open/civic areas, if appropriate. Other information pertinent to this proposal may be included at the discretion of the firm/team.

Architectural elevations are not required of each proposed building; however, a typical architectural style showing compatibility with the City's design guidelines must be included.

#### **4. Proposal Evaluation** (All criteria as a whole will be considered for scoring)

**A. Evaluation Criteria:**

Each proposal shall be evaluated on the following non-prioritized evaluation criteria as follows:

- *Prior private development experience – where, when, brief scope of the improvements provided, and value of projects*
- *Prior successful experience in public-private proposer agreements*
- *Qualifications of the principles and their prior experience working together with others if combining external individuals or other companies*
- *Proposed uses and development of the land*
- *Public and private use component*
- *Market justification*
- *Ability to complete the project*
- *Past performance completing similar projects*
- *Ability to finance the project or support financing*
- *Creative use of space*
- *The estimated dollar amount or other subsidy consideration, if any, the development of a specific project site requires*

**B. Proposal Review:**

The proposers shall be selected by the following process:

A proposal evaluation committee will be appointed to evaluate submitted proposals.

The committee members will independently score and rank each responsive proposal

received in accordance with the evaluation criteria. During the Selection Committee meeting, the committee members will review the proposals and will submit their rankings.

A short list of proposers may be selected for oral interviews, if deemed necessary.

If oral interviews are determined to be necessary, the initial scoring will be considered preliminary. Final scores, based on the same evaluation criteria, will be determined following the interviews, if required.

Negotiations, as a Best-and-Final offering, will commence with up to two highest scoring proposers for each site. Proposer(s) can be selected for negotiations on one or multiple sites. If negotiations are successful, proposer(s) and City will enter into a contract for each site.

The City, shall negotiate further terms and conditions of an agreement with the highest ranked proposer, after evaluation of the Best-and-Final offering. If the City cannot reach a mutually beneficial agreement with the first selected proposer for each site, the City reserves the right to enter into negotiations with the next highest ranked proposer and continue this process until an agreement is reached, or the City decides to terminate this LOI.

**C. Clarifying Proposal during Evaluation:**

During the evaluation process, the City has the right to require any clarification or change in order to understand the respondent's view and approach to the project and scope of the work.

Any changes to the Proposal will be made before executing the contract and will become part of the final contract.

## **V. CONTRACTUAL ARRANGEMENTS**

A City contract will be drafted with the successful proposer(s) and all general City terms and conditions apply.

## **VI. GENERAL TERMS AND CONDITIONS**

**A. Response to LOI:**

Please ensure your company registers as a vendor on [www.bidocala.com](http://www.bidocala.com) to participate in this LOI. Only registered vendors will be considered.

**B. Issuing Office:**

City of Ocala, Corrin Fitsemons  
City Hall - Procurement Division  
110 SE Watula Avenue, 3<sup>rd</sup> Floor  
Ocala, FL 34471

**C. Inquiries:**

Questions concerning the scope of work in this LOI should be addressed in writing via the specific bid on [www.bidocala.com](http://www.bidocala.com). Binding written responses will be emailed to the proposer asking the question through the ProRFx system, and will also be posted electronically under the corresponding LOI. It is the responsibility of the proposers to check for updates and addenda.

*Minor, non-binding clarifications may be requested by calling Tiffany Kimball, Director of Contracts & Procurement, at 352-629-8366 or via email at: [tkimball@ocalafl.org](mailto:tkimball@ocalafl.org).*

**D. Issuing Date:**

June 6, 2017

**F. Closing Date/Time:**

September 22, 2017/2:00 p.m.

All submitted proposals will be available for public inspection once a selection has been made; therefore confidential information should not be submitted. Please indicate in your proposal what information is confidential. An additional redacted copy is required.

**G. Incurring Cost:**

The City is not liable for any cost incurred by any proposer interested in submitting a LOI, or any selected proposer, prior to the execution of a contract.

**H. Indemnification:**

The successful proposer shall indemnify and hold harmless the City of Ocala, its officers, boards, commissions, agents and employees against any and all claims, demands, causes of action, suits, proceedings, damages, costs or liabilities (including costs or liabilities of the City with respect to its employees), of every kind and nature whatsoever, including, but not limited to, damages for injury or death or damages to person or property, regardless of the merit of any of the same, including any attorney fees, accountant fees, expert witness or proposer fees, court costs, per diem, expense traveling and transportation expense, or other costs or expense arising out of or pertaining to the performance of this Agreement by the successful proposer and for which the proposer would otherwise be responsible unless resulting from the negligence of City or its officers, boards, commissions, agents, or employees.

**I. Assignment:**

The final selected proposer shall not assign, transfer, convey, sublet, or otherwise dispose of any award, or any or all of its rights, obligations, or interests under this contract, without the prior written consent of the City.