

REQUEST FOR PROPOSALS
for the
UPTOWN AT RIVERSEDGE
‘Foundry Marketplace’
Bay City, Michigan



Responses Due: 2:00 p.m. (Local Time)
February 9, 2005

Mailing Address:

Leslie Kosciielecki, Purchasing Manager
City of Bay City
301 Washington Avenue
Bay City, MI 48708

INVITATION TO DEVELOPERS

The City of Bay City is issuing a Request for Proposals (RFP) to develop the second phase of an exciting master-planned prime waterfront community that incorporates a mix of residential, commercial, specialty retail, and destination entertainment uses. The parcel, identified on the site map as Foundry Marketplace, is integral to the City's Uptown at RiversEdge Project Plan, an investment that will transform the downtown waterfront with a careful combination of development, preservation, and enhancement.

The purpose of this RFP is to identify and select a qualified developer and to execute an exclusive agreement to develop the Foundry Marketplace. Through adaptive reuse, the existing 33,000 sq. ft. foundry building will become the anchor of a vibrant new market and retail center at the Uptown at RiversEdge site.

Upon completion of review, the City of Bay City will contact those developers whose proposals merit further discussion and/or negotiations.

It is anticipated that all remaining parcels of the Uptown at RiversEdge site will be developed following completion of Phase I – Columbus Cove, a residential development, (previously released September 15th) and Phase II – Foundry Marketplace.

Based on the proposals received in response to this invitation, the City of Bay City will select a developer for the second phase, "Foundry Marketplace." A substantial portion of the revenues received from the sale of these development parcels will be reinvested in and used on the overall development of the waterfront.



Residential Developer for Uptown at RiversEdge

Table of Contents

	<u>Page No.</u>
I. Introduction & Background	1-4
II. Notice	5
III. Uptown at RiversEdge Development	
1. Overview	6
2. Vision	6
3. Project Goals	7
A. Public Accessibility	7
B. Maintain Views	7
C. Public Art	8
D. Recognition of the Site's Riverfront Context	8
E. Marinas and Canal.....	9
F. Permitted Uses	9
G. Mixed Use	10
H. On-Site Parking.....	10
I. Environmental Conditions	10
J. Design Considerations	11-12
K. City of Bay City's Prevailing Wage Ordinance	12
IV. RFP Process	
1. Submission Deadline	13
2. Optional Site Tour & Site Updates	13
3. Questions About the RFP	13-14
4. Proposal Evaluation Criteria	14
5. Development Agreement	15

REQUEST FOR PROPOSALS

	<u>Page No.</u>
V. Submission Requirements	
1. Identification	16
2. Development Experience	16-17
3. Proposed Development Project	17
4. Project Financial Summary	17-18
5. Incentives	18
6. Purchase Price	18
7. Local Economic Opportunity	19
8. Certificate of Non-Indebtedness	19
VI. Exhibits	
1. Technical Documents	20
2. Certificate of Non-Indebtedness	21
VII. Attachments	
A. Demolition Site Plan	22
B. Updates & Site Tour Form	23

I. Introduction & Background

Bay City (population 36,817 within an urbanized area of 87,325) is a port city in eastern Michigan with access to Lake Huron via the Saginaw Bay. In the early 1900's, the city flourished as a lumber processing center, and later, the city's economy was based on automobile component manufacturing, heavy machine operations, and shipbuilding. As our economy aligns with national trends, much of Bay City's former riverfront industrial property is transitioning to other uses. One such parcel was historically the site of the Industrial Brownhoist Corporation, maker of industrial cranes. When the company relocated to South Carolina in the 1980s, the property was acquired by Woodmen of the World Life Insurance Society and later sold to a regional concrete manufacturer, Bay Aggregate, Inc. The deep channel adjacent to the site was ideal for shipping of raw materials necessary for the concrete and asphalt industry. In 2000, the City of Bay City purchased this site which encompasses 48 contiguous acres of waterfront property and has prepared a plan to create a high-density, mixed-use, destination development along the Saginaw River in the heart of downtown Bay City known as Uptown at RiversEdge.



Interested developers are eligible to be considered for more than one phase. Further, the City may entertain proposals for the Foundry Marketplace that also includes adjacent property desired by the developer.

Regionally, Bay City is part of a Metropolitan Statistical Area (MSA) with the counties of Midland and Saginaw. The counties are linked economically in terms of industry and tourist activity. General MSA demographics include: Total Population – 403,000; Median Household Income - \$40,986; and Income Per Capita - \$20,840.

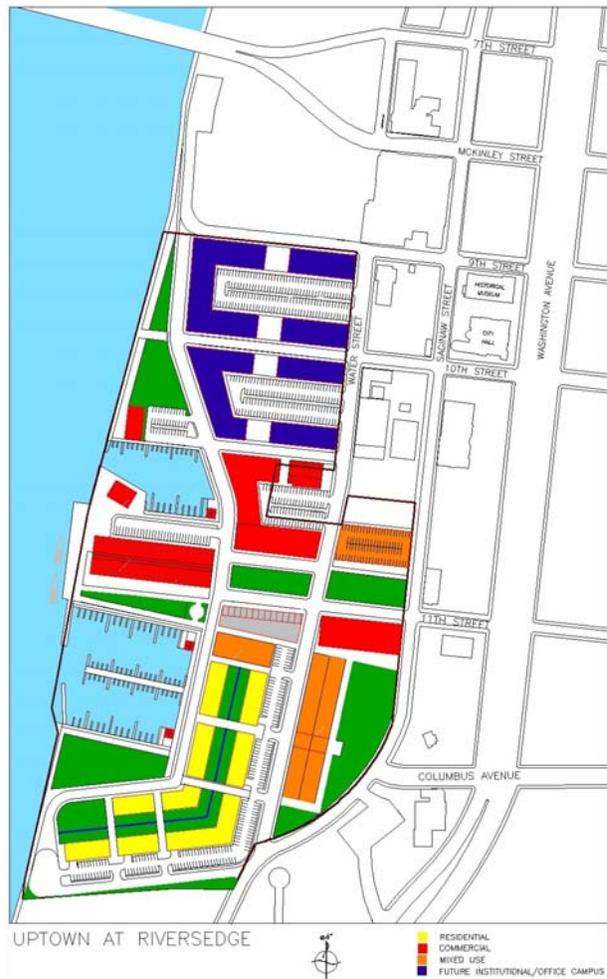
REQUEST FOR PROPOSALS

Other pertinent facts related to Bay City:

- ❖ The Bay City MSA jumped from 215th in economic strength in 1995 to 146th in 2002 out of all MSAs in the U.S., based on a recent study by Policom, an independent economics research firm based in Stuart, Florida.
- ❖ Bay City MSA ranked in the top 15% in a study focused on an educated and skilled work force out of all MSAs in the U.S., based on Expansion Management, a national publication received by top corporate executives who plan to expand or relocate their companies.
- ❖ The Bay City MSA was rated a four-star community for quality of life by the Expansion Management magazine.
- ❖ Detroit Free Press named Bay City #1 "One Tank Get-Away" (Great Places within 150 miles of Detroit) in 2001.

In September 2003, the City of Bay City contracted with The Weitzman Group of New York, New York and Urban Land Institute of Washington, D.C. to conduct a marketability and feasibility study, including an adaptive re-use and site land-use plan, for the Uptown at RiversEdge site. The research findings indicate that sufficient demand exists now to support multi-level, market-rate condominiums and townhomes adjacent to a new marina, and a mixed use urban center, followed by commercial phases to create the critical mass needed to transform the entire site into a new neighborhood.

Note: This drawing does not include the proposed canal on the east side of the Foundry Marketplace.



REQUEST FOR PROPOSALS

Bay City is an award-winning historic urban center, alive and thriving and treasured by residents and visitors alike. Most recently, Bay City has attracted the construction of a \$34.7 million, 150-room Doubletree Riverfront Hotel & Conference Center (2004) and a \$15.5 million Bay County Central Library (2005).



Bay County Library System Central Library



Doubletree Hotel & Conference Center

In addition to these public space improvements, two of Bay City's most impressive cultural buildings will undergo massive restorations: the historic State Theatre to support live performances, educational events, and travelogues at a cost of \$3.8 million and the Pere Marquette Depot to host local non-profit tenants and facilitating events and opportunities for the community-at-large at a cost of \$3.6 million.



Pere Marquette Depot



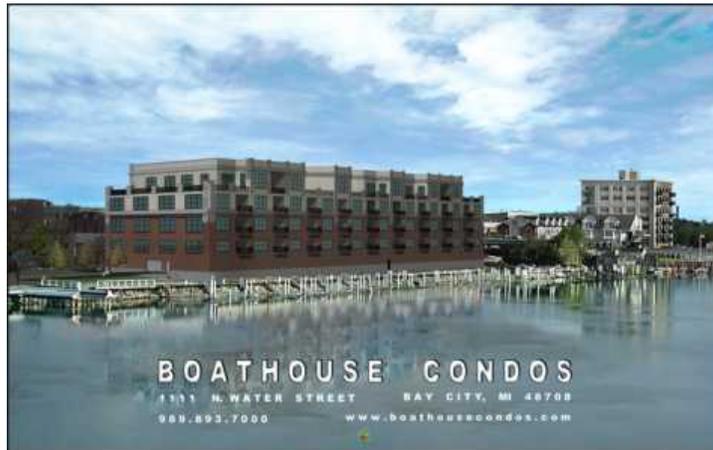
State Theatre

REQUEST FOR PROPOSALS

Central to the downtown vision is the resurgence of a residential market. In the past few years, downtown housing has rebounded and the developments under construction include: 12 elegant condominiums in the Shearer Brothers Block, a \$4.3 million investment; 37 lavish condominiums in the Boathouse Condos, a \$16 million investment; and four executive condominiums at a cost of \$1 million.



Shearer Brothers Block Condominiums
(Opening 2005)



37 lavish condos (Opening 2006)



Brownstone Condominiums (Constructed 2001)

Foundry Marketplace Developer for Uptown at RiversEdge

October 22, 2004
Introduction & Background

II. Notice

The City of Bay City is seeking proposals from qualified developers for the adaptive re-use of the former foundry building (approximately 33,000 sq. ft. on just over a one acre parcel) into a thriving urban destination where workers, families, and tourists can shop, learn, dine, socialize, and be entertained along the Saginaw River in downtown Bay City, Michigan.

The information in this RFP is provided for background purposes only. While every effort has been made to ensure the accuracy of the information contained in this RFP, it is not, and shall not be construed to be or constitute, a representation, warranty or guaranty by the City of Bay City regarding the content, completeness, or accuracy of such information. Each developer shall rely solely on its own inspection, investigation, confirmation and analysis of the Site, the information contained in or delivered pursuant to this RFP; and any other information that such developer deems necessary or prudent in evaluating and analyzing the Site.

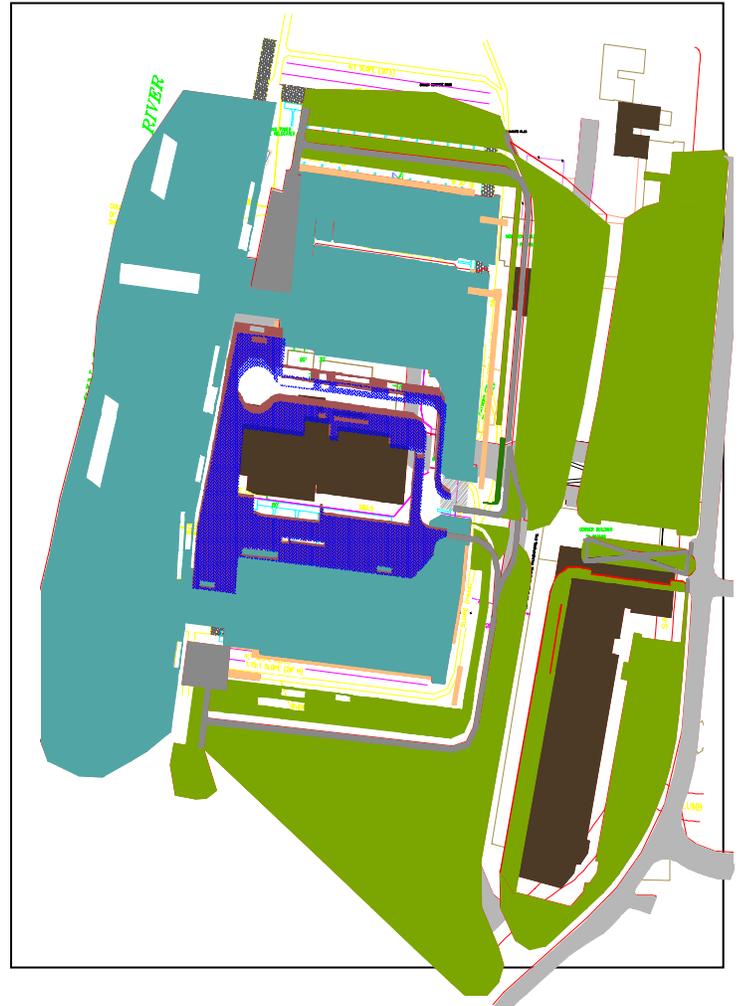
This RFP is not a legally binding document, but an invitation to each developer to submit proposals on the terms and conditions described in this RFP. The City of Bay City shall not be under any obligation to any developer unless and until the City of Bay City and such selected developer enter into a legally binding Development Agreement. In no event shall the City of Bay City be responsible for any costs, expenses and fees incurred by or on behalf of the developer in connection with this RFP or the Development Agreement. The developer shall be solely responsible for all such costs, expenses and fees.

The City of Bay City, in its sole discretion, reserves the right to reject, or not consider, all or any part of any proposal submitted in response to this RFP for any reason or for no reason whatsoever at any time prior to the full execution of the Development Agreement with the selected developer. The City of Bay City further reserves the right to request additional or clarifying information from any or all of the developers. The City of Bay City also reserves the right to terminate this selection process at any time prior to the full execution of the Development Agreement with the selected developer and negotiate with one or more of the other developers for the development rights to the Site.

III. Uptown at RiversEdge Development

1. Overview

The City of Bay City is hereby soliciting proposals from firms to develop the prime waterfront parcel known as Foundry Marketplace (the "Site"), which is Phase II of the overall development of Uptown at RiversEdge. The building is approximately 33,000 square feet on just over an acre of land and is located directly on the Saginaw River within a 48-acre parcel bounded by Phase I – Columbus Cove, a new proposed residential development, to the south and a future development area, such as a corporate headquarters, to the north. Immediately adjacent to the foundry building are proposed marinas, both to the north and south, connected to a canal on the east and the Saginaw River on the west, allowing pleasure boaters and tour boats to dock at the site. The successful developer will contract with the City of Bay City for the sale and development rights to the building. The Uptown at RiversEdge site is currently undergoing selective demolition and site clean-up. **See Attachment A – Page 22.**



2. Vision

The vision of Uptown at RiversEdge is to create a vibrant new entertainment, tourism, shopping, and residential neighborhood inviting people into the City and to the river as a destination that will contribute to the long-term economic vitality of Bay City.

3. Project Goals

Uptown at RiversEdge is a priority project of the City of Bay City's overall strategy to develop an exciting neighborhood that incorporates a mix of residential, commercial, specialty retail, and destination entertainment uses, which complements the characteristics of the community. The goal is to create a vibrant urban waterfront neighborhood in Bay City.

- A. **Public Accessibility** — Chief among the goals for development of the Site is the requirement that both the river's edge and marina's edge remain a publicly accessible space. Any submission must provide a continuous, uninterrupted public path that allows pedestrian access. The public right-of-way for the walkway(s) between the Saginaw River and Foundry Marketplace are anticipated to be approximately 50' of unrestricted width along the Saginaw River and approximately 30' of unrestricted width along the marina's edge, which will provide river access that is open and available to the public. The Foundry Marketplace will be surrounded by a pedestrian riverwalk promenade. This urban waterfront walkway will include: paving which varies in texture and color, period light standards, bollards, benches, and lush landscaping to create a vibrant outdoor pedestrian environment.



- B. **Maintain Views** — The Site design should strive to preserve generous views of the City and the riverfront and should provide for attractive, landscaped public spaces as well as displays of public art.

REQUEST FOR PROPOSALS

C. **Public Art** — Developers shall allocate an amount of money equal to 1% or \$100,000, whichever is less, of the total costs of new construction to the design, acquisition, installation, and maintenance of public art. Such art work must be traditional in nature and incorporate design themes consistent with the history of Bay City. Given the past uses of this site, nautical, industrial or lumber era design themes would all be appropriate.



Downtown
Mount Clemens, MI

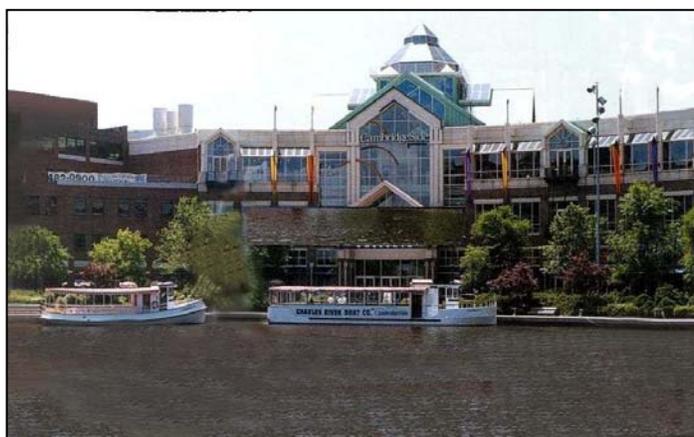
D. **Recognition of the Site's Riverfront Context** —



Washington Harbor
Washington, D.C.

The development of the Site should encourage interaction with and connection to the riverfront. It is intended that this facility, and the combination of retail and entertainment uses within, will become the centerpiece or the hub of activity on this site as well as a destination for individuals and families throughout the region. It is anticipated that the Foundry Marketplace will be connected to the residential portion of the site as well as with other commercial areas by way of the riverwalk and other internal pedestrian walkways.

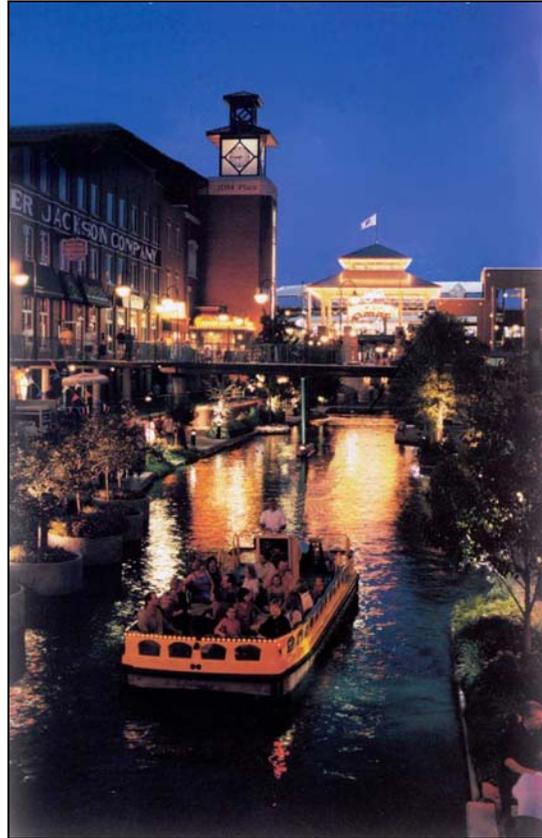
It is envisioned that the high bay section of the building could be enclosed with a large volume of glass affording attractive views of the Saginaw River, pleasure boats and neighboring developments. The two low bay areas could be opened up to provide large covered space on the north and the south side of the Foundry Marketplace that could be used for expanded retail and for large outdoor displays.



CambridgeSide Galleria
Cambridge, MA

REQUEST FOR PROPOSALS

E. **Marinas & Canal** – The City is in the preliminary stages of designing two boat basins connected by a canal that would encircle the proposed Foundry Marketplace. At this writing, preliminary environmental testing, including soil borings and the installation of monitoring wells, are being completed. A preliminary draft of the proposed marinas establishing the footprint of this facility is nearly completed (included on page 6). This foot print will become the basis of the permitting process that will be initiated this fall. Consistent with *The Weitzman Group* report, the City anticipates the marinas will be a mix of transient and seasonal boaters. Slips abutting the Foundry Marketplace are anticipated to be transient and all remaining slips will be seasonal. The final ownership structure of the marinas and related facilities has not been determined. The City anticipates that the development of the marinas will be a public/private partnership and the City is prepared to initiate, coordinate and seek grant resources, and operate these facilities. However, the City is open to private operation and ownership of all or part of these facilities.



Bricktown - Oklahoma City, OK

F. **Permitted Uses** — The site is located in the C-3, Central Business District. This is the most permissive of the City's four commercial zoning districts. As a true mixed-use district, the following is permitted: commercial, institutional office, marina and multi-family residential. More specifically, uses such as restaurants, specialty retail, marinas, and entertainment are strongly encouraged in this district.

REQUEST FOR PROPOSALS

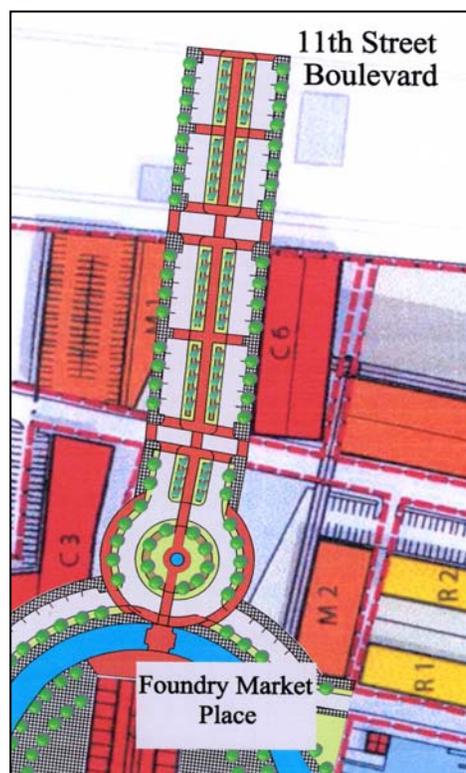
- G. **Mixed Use** — The Foundry Marketplace is envisioned to be designed to include a wide range of specialty retail, organic and fresh produce, a fish market, family entertainment venues, waterfront dining, with the potential for indoor amusement park rides (such as a merry-go-round or ferris wheel), and artisan demonstrations.



San Antonio, TX

- H. **On-site Parking** — The developer is not required to provide off-street parking in the Central Business District (C-3). Limited dedicated parking for the development (i.e. valet or v.i.p. parking) could be created adjacent to the Foundry Marketplace. However, this development will be located in a pedestrian oriented mixed use district and most parking for the project will be provided along the 11th Street Boulevard and in nearby parking lots.

- I. **Environmental Conditions** — Extensive environmental investigations have been completed at the Uptown at RiversEdge site and the property does meet the State of Michigan P.A. 381, Brownfield Redevelopment Financing Act definition of a “facility”. The City of Bay City is in the process of developing a Brownfield Plan that will address issues related to environmental remediation, infrastructure costs, as well as tax credits, which are available to developers of Brownfield sites. Environmental reports and documents indicating the site condition are accessible on the City’s web site (www.baycitymi.org) listed under the section entitled “Uptown at RiversEdge”. Updates on the adoption of the Brownfield Plan will be communicated to developers completing Attachment B on page 23.



REQUEST FOR PROPOSALS

- J. **Design Considerations** — The building shall be retained and rehabilitated. The development should strive to preserve the basic design of the historic foundry building. The City does desire an investigation to determine the feasibility of repairing the upper clerestory windows and the windows in the side walls of the building. Masonry should be cleaned, repaired or replaced and either left in its natural state or painted. The east and west elevations may vary from the original design to include large glass windows that overlook the canal or Saginaw River (i.e. see Easton Town Center photo below). The roof should be covered in the following materials: standing seam metal, slate, tile or architectural grade asphalt shingles. Colors shall be complimentary to the building exterior. A significant portion of the building must be enclosed to attract visitors throughout the year.



Easton Town Center, Columbus, Ohio

Service areas, utilities, HVAC units, etc. should be screened from view. Utility protrusions from the roof including pipes, hot water heater and HVAC vents should be painted to blend in with roofing materials.

REQUEST FOR PROPOSALS

The developer should provide a high degree of landscaping in both public and private areas. Landscaping shall include a mixture of plants including flowering shrubs, perennials, evergreen and deciduous trees to promote a park-like setting.



Foundry Wharf
Petaluma, California

- K. **City of Bay City's Prevailing Wage** — The City's prevailing wage ordinance will apply to all construction on the Uptown at RiversEdge site, including the Foundry Marketplace project.

IV. RFP Process

1. Submission Deadline

Responses to this RFP are due at the address noted below, no later than **2:00 PM (local time) on Wednesday, February 9, 2005**. An original and ten (10) copies of the response should be submitted to:

Leslie Koscielecki
Purchasing Manager
City of Bay City
301 Washington Avenue
Bay City, MI 48708

If a submission contains a misrepresentation of information, either willful or inadvertent, it may be cause for immediate elimination of the developer from further consideration.

No fees or commissions will be paid to parties acting as agents, brokers, consultants, or contractors as part of this transaction.

2. Optional Site Tour & Site Updates

Site updates, including demolition updates, marina development progress reports, and any new incentives secured, will be provided via email to all developers who complete **Attachment B – Page 23**. Further, optional tours of the site will also be scheduled with developers that complete **Attachment B – Page 23**. During these site tours, developers will be given the opportunity to ask questions of the City of Bay City about the Site.

3. Questions About the RFP

All questions regarding this RFP or the Site must be submitted **via e-mail** to:

Ms. Leslie Koscielecki
Purchasing Manager
E-mail: LKoscielecki@baycitymi.org

E-mail is the preferred method for submitting questions. Developers who do not have access to e-mail may fax questions to 989-894-8222.

REQUEST FOR PROPOSALS

Telephone inquiries will not be accepted, nor will conversations be considered a modification to this RFP, absent a written question and response. All questions submitted to the City of Bay City and the corresponding responses will be distributed, on a rolling basis, to each of the developers who have completed **Attachment B – Page 23**.

The deadline for submitting questions to the City of Bay City will be **2:00 PM (local time) on Monday, January 24, 2005**. Questions submitted after this date will not receive a response.

4. Proposal Evaluation Criteria

The City of Bay City will evaluate the proposals as outlined below. We reserve the right to negotiate or not accept any or all proposals. The City will be strategic in its decision-making, reserving the right not to sell the parcels to the highest bidders. Developers representing the top three or four proposals may be invited to make a presentation of their proposed project in front of the entire Bay City Commission.

The review criteria for this RFP Process include, but are not limited, to the following:

Criteria	Score
A. Vision, creativity and concept, quality of the design and compatibility of the proposed development project with the City of Bay City's stated development objectives for the Site.	35
B. Commitment and capability; development team credentials demonstrating financial capacity, experience and successful performance in previous real estate developments of similar scale/scope.	25
C. Marketing strategy/business plan; timetable for construction, phasing and completion of project, and sales proforma.	20
D. Value proposition; financing structure, economic viability/sustainability, tangential benefits for neighboring properties and developments.	<u>20</u>
Total Scoring	<u>100</u>

5. Development Agreement

Once a developer has been selected to redevelop the property, the City of Bay City anticipates entering into a Development Agreement with the developer. A Memorandum of Understanding, Predevelopment Agreement or other such "early start" agreement may be negotiated as needed to enable the selected developer to complete all necessary pre-development activities. The Development Agreement, setting out the rights and responsibilities of the parties, will deal with the basic business arrangements between the developer and the City of Bay City, establishing the agreed-upon project schedule and the financial arrangements.

The Development Agreement will require the developer to obtain required regulatory approvals; indemnify the City of Bay City; provide a schedule of development, design, and construction; provide equity and debt financing for elements of the building and the site to be developed; and market and operate the development.

- A. The proposal must include a letter executed by a principal of the entity, which will enter into a Development Agreement for the Site, documenting his or her authority to submit the offer and to enter into a legally binding Development Agreement for the Site with the City of Bay City.
- B. Developers must include any conditions that must be satisfied prior to entering into a Development Agreement for the Site. It must include milestones for completing all due diligence activity, securing any government approvals required, and securing financing commitments.

V. Submission Requirements

Proposals must contain all of the following elements to be considered complete. The City of Bay City, in its sole discretion, reserves the right to reject, or not consider, all or any part of any proposal submitted in response to this RFP for any reason or for no reason whatsoever at any time prior to the full execution of a Development Agreement with the selected developer. The City of Bay City further reserves the right to request additional or clarifying information from any or all of the developers.

Proposals should be organized as set forth below. Developers may include additional relevant information in appendices as they may see fit.

1. Identification

- A. Name, address, and telephone number of developer and contact persons for this proposal.
- B. Organizational form of developer (individual, company, corporation, partnership, joint venture, other).
- C. Principals of the development organization (corporate officers, principal stockholders, general and limited partners).
- D. Relationships that the development organization has with a parent corporation, subsidiaries, affiliates, joint ventures, or other entities.
- E. Names and information about the architect, engineer, construction contractor, subcontractor(s), economic advisor, and other principal associates who would work with the developer on the project.

2. Development Experience

The developer should show experience in successfully developing the particular type and mix of development designated. The proposals should include the following information:

- A. Resume'(s) of developer and development projects in which the developer has participated. Project descriptions should include location, photographs, type, and the total project cost, including the amount of private funding invested by the developer.

REQUEST FOR PROPOSALS

- B. Resume' of contractor, if separate from developer. If the project(s) will be bid competitively, please indicate this in the proposal.
- C. Resume' of proposed architect, including graphic descriptions of the architect's work and a list of projects designed by the architect.

3. Proposed Development Project

The developer must submit a conceptual site plan with supporting graphics that help explain the proposed development, such as maps, elevations, floor plans, renderings or photographs. If any adjacent property is desired by the developer, in addition to the Foundry Marketplace, it should be clearly noted in the proposal. Any images submitted should also include written descriptions of how the image applies to a specific aspect of the development concept. The City of Bay City anticipates making the graphic materials available for public viewing and comment. As a result, the materials submitted should be appropriate for this purpose and become the property of the City for its use. Proposals shall also include:

- A. Estimated timeframe for development of plan, construction, and market absorption. (Note: The City of Bay City anticipates this development project could take up to three years to complete, which includes the proposed marinas and canal.)
- B. Any information relative to desired ownership and transaction structure for transfer of City-owned land to the selected development team.
- C. Proposed development schedule listing important tasks and dates.
- D. Detailed description of each component of the proposed development (i.e. project cost, architecture, anticipated tenant mix and location within the building).
- E. Other information that may be useful to the City in selecting the preferred developer.

4. Project Financial Summary – Please include the following elements when summarizing the financial components of the proposed development program:

- A. Evidence of financial capability to fund the total cost of the development project proposed. Developers must note whether they will fund the proposed development project through equity, debt or a mixture of the two. Acceptable forms of evidence include current financial statements demonstrating

REQUEST FOR PROPOSALS

adequate equity resources to fund the development project, signed commitment letter(s), or other written evidence of financial support from one or more lending institutions having the capability and demonstrating the commitment to provide the financing required to successfully complete the proposed development project.

- B. A detailed breakdown of the total estimated development costs of the project (e.g., detailed construction costs, architectural and engineering fees, construction interest, insurance, payment and performance bonds, and all other relevant expenses or fees).
- C. A 10-year projected pro forma cash flow analysis including a break-even analysis for all proposals. The analysis should be presented in current dollars and in sufficient detail for the City of Bay City to evaluate the financial viability of the proposed development.
- D. Detailed assumptions for the projected pro forma cash flow analysis.
- E. A description of the nature and extent that the proposed project will require a commitment of public funds in order to be successfully completed.

5. Incentives

As a result of being a historical site, up to 25 percent in State and Federal Historic Preservation tax credits may be available for renovations. The planning and economic development staff of the City of Bay City can assist with securing and packaging these incentives. One significant tool currently under consideration is a Brownfield Plan that was adopted by the Brownfield Redevelopment Authority on October 6, 2004 and will be considered by the City Commission on November 1, 2004. The Plan may provide tax increment financing and possible Michigan Single Business Tax (SBT) Credits for this project. In order to be kept up to date on this incentive, developers are encouraged to complete **Attachment B – Page 23**.

6. Purchase Price

Developer should state the amount of money they are willing to pay for the property (no minimum price established) and any other considerations that would affect the price.

7. Local Economic Opportunity

The City of Bay City encourages the utilization of local businesses and lenders. Further, the City of Bay City desires workers on the project to be residents of Bay City to the maximum extent possible.

8. Certificate of Non-Indebtedness

Proposals must include a fully executed Certificate of Non-Indebtedness to the City of Bay City. A copy of this certificate is attached to this document as **Exhibit 2 – Page 21**. Each equity participant that is a member of the development entity must complete the Certificate of Non-Indebtedness. Submissions which do not contain this certificate, or which fail to provide certificates for each member of the development entity, may be disqualified.

Exhibit 1

Technical Documents

The following engineering reports, surveys, and other related materials are available for review at the City of Bay City, Purchasing Department, Room 202 Washington Avenue, Bay City, MI or online under "Uptown at RiversEdge" at: www.baycitymi.org

- 1) Overhead of Site
- 2) Elevations
- 3) Environmental Summary
- 4) Baseline Environmental Assessment
- 5) Technical drawing (Footings, Vertical Column Plan)
- 6) Marketability and Feasibility Analysis and Proposed Development Plan for the Uptown at RiversEdge Site, prepared by The Weitzman Group, New York, NY
- 7) City of Bay City's Prevailing Wage Ordinance
- 8) UDA – Marina Layout
- 9) Pictures of former Foundry Building

Developers must contact Leslie Koscielecki at the City of Bay City at (989) 894-8115 to schedule an appointment to review these documents. Copies will be made at the developer's request and expense.

Exhibit 2
CERTIFICATE OF NON-INDEBTEDNESS
TO THE CITY OF BAY CITY

The individual or firm listed below hereby certifies and represents to the City of Bay City that the individual(s) or firm(s) and the firm's parent company(ies), subsidiary(ies), and affiliates are not currently indebted to the City, nor will be indebted to the City, for or on account of any delinquent taxes (including, but not limited to, taxes collected by the City), liens, judgments, fees or other debts for which no written agreement or payment plan satisfactory to the City has been established. In addition to any other rights or remedies available at law or in equity, individual(s) or firm(s) acknowledges that any breach of or failure to conform to this certification may, at the option and direction of the City result in disqualification from further consideration of the attached proposal.

Name of Individual or Development Firm

By: _____
Authorized Signatory

Title: _____
President or Vice President

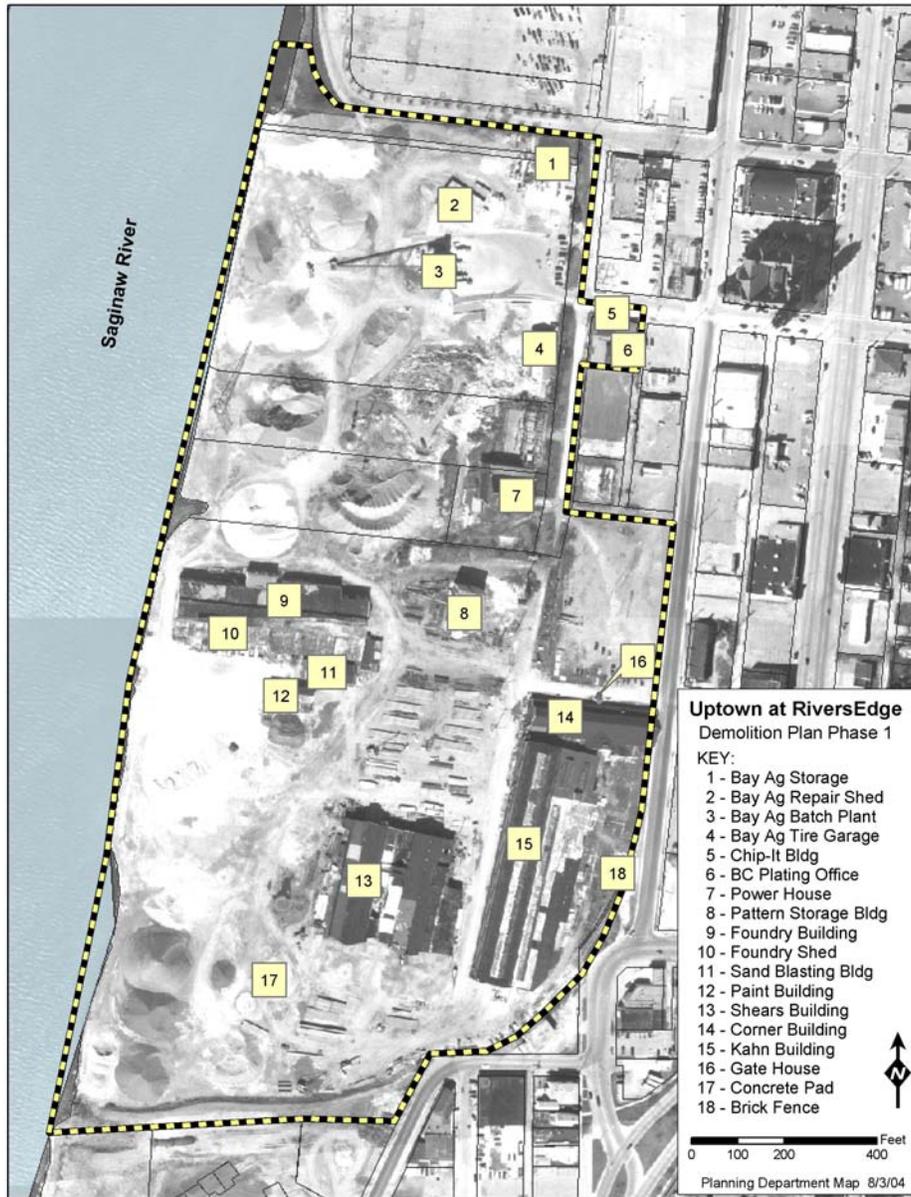
Print Name

Attest: _____
Secretary or Treasurer

Print Name

Attachment A

Foundry Marketplace #9



Please note:

- 1) Buildings #1, 2, 3, 4, 5, 6, 10, 11, 12, and 13 are scheduled for demolition.
- 2) Buildings/Structures #7, 8, 9, 14, 15, 16, 17, and 18 are to remain and be incorporated into the development of the Uptown at RiversEdge site.

Attachment B
Updates & Site Tour

Name: _____

Title: _____

Company Name: _____

Address: _____

City/State/Zip: _____

Phone No.: _____

Fax No.: _____

Email Address: **(required)** _____

_____ **Please send site updates, demolition updates, and any new incentive secured.**

_____ **Please contact me regarding the optional site tour of the site.**