POWELL AVENUE STEAM PLANT

Mixed Use Development Proposal

12.02.16







Minimize financial investment for APCO

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Eliminate construction risk for APCO

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Eliminate regulatory risk and minimize time investment for APCO

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Eliminate regulatory risk and minimize time investment for APCO

Create something transformative for Birmingham and Alabama

THE TEAM

Gensler

Peter Merwin
Stephen Swicegood
Robert Young
James Puckhaber
Mark Vaida



Robert Simon
Meredith Calhoun
Brian Wolfe



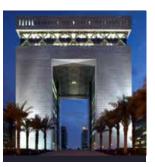
Jeffrey Bayer David Silverstein Lindsay Bayer Shipp

Gensler









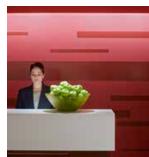


#1 TOP 250 ARCHITECTURE FIRMS -Architectural Record































PETER MERWIN

AIA, ICSC PRINCIPAL, DESIGN DIRECTOR

MIXED-USE PRACTICE AREA LEADER

Peter's 30+ year career has focused on the design and planning of retail and mixed-use developments.

Responsible for leading the design of several mixed-use projects in Texas, Peter has the unique ability to blend his client's vision with a functional plan—incorporating all the programmatic components necessary to each individual project. He is an active member of the

Rice Design Alliance and the International Council of Shopping Centers, and is also a frequent lecturer and roundtable discussion leader on retail-centric mixeduse developments. Peter is also a member of Gensler's Local Green Office Committee where he focuses on the development of sustainable strategies within the mixeduse practice area.

30+ YEARS OF EXPERIENCE

Joined Gensler 2005

SELECT PROJECTS

Boulevard Place, Houston, TX

CITYCENTRE, Houston, TX

Galleria Mixed-Use, Houston, TX

Hughes Landing, The Woodlands, TX

Kirby Collection, Houston, TX

N. Hollywood Transit, Los Angeles, CA

Mid Main, Houston, TX

Park Lane, Dallas, TX



Gensler



STEPHEN SWICEGOOD

AIA, IIDA, LEED® AP PRINCIPAL, MANAGING DIRECTOR

WORKPLACE STRATEGY LEADER

Stephen has been characterized as a "polymath," a person of encyclopedic interests. He is a designer but also a strategic planner, an architect who practices interior design, and a history buff that likes to explore the cutting edge of change. Stephen has planned and designed more than

20 million square feet of office environments that support innovation and collaboration.

His work has shaped our southeast region workplace practice area and has been published in Architectural Record, Interiors, Interior Design, and Contract magazine.

30+ YEARS OF EXPERIENCE

Joined Gensler 2004

SELECT PROJECTS

The Coca-Cola Company HQ, Atlanta, GA

Mercedes-Benz USA HQ, Atlanta, GA

NCR Corporation HQ, Atlanta, GA

General Electric SmartGrid HQ, Atlanta, GA

SunTrust EIS Headquarters, Atlanta, GA

Infinity Insurance, Birmingham, AL

Philips, Atlanta, GA

Atlanta Tech Village, Atlanta, GA





ROBERT YOUNG

AIA, RIBA DESIGN DIRECTOR

MUSEUM DESIGN & COMMUNITY SECTOR LEADER

Robert has a passion for working closely with his clients to tell their stories through design.

Robert has had key design and leadership roles in many award winning projects in the US and Europe. His responsibilities have included strategy development, programming, concept

development, urban design & master planning, client & community presentations and overall team coordination. Robert is a visionary leader and a design mentor within Gensler and throughout the design community.

25+ YEARS OF EXPERIENCE

Joined Gensler 2013

SELECT PROJECTS

Marbles Children's Museum, Raleigh, NC

The Newseum, Washington, DC

Entry Pavillion at the Brooklyn Museum, Brooklyn, NY

Royal Caribbean Production Studio, Miami, FL

Irving Music Factory, Irving, TX

La Guaira Hotels, La Guaira, Venezuela

Center for Contemporary Plastics, Lausanne, Switzerland



Gensler



JAMES PUCKHABER

AIA SENIOR PROJECT MANAGER

COMMERCIAL OFFICE LEADER & PROJECT MANAGER

James has 19 years of experience in design and project management for a broad range of building types. He is known for sound judgment and the ability to push projects forward while delivering a high standard of design excellence. As Project Manager, James will be a central figure on the team with primary responsibility for day-

to-day administration of the project including establishing preliminary budgets and schedules and monitoring progress of the client's goals. He will supervise the project from programming through contract administration, including working drawings and specifications, bidding and negotiations, and follow through.

19 YEARS OF EXPERIENCE

Joined Gensler 2014

SELECT PROJECTS

HealthSouth HQ, Birmingham, AL

Mercedes Benz USA HQ, Sandy Springs, GA

Shaw Create Center, Cartersville, GA

525 North, Atlanta, GA

7 Bryant Park, New York, NY*

Miles & Shirley Fiterman Hall, New York, NY*

Hyatt Center, Chicago, IL*

*Work completed while at prior firm





MARK VAIDA

LEED® AP BD+C
SENIOR ARCHITECTURAL DESIGNER

ADAPTIVE REUSE EXPERIENCE & RETAIL DESIGN SPECIALIST

Mark has over 20 years of experience in architecture, retail design, brand design, adaptive-reuse, real estate development and user- experience design. Trained in architecture, he is an award winning designer and enjoys working collaboratively on high-impact,

community-building projects. Mark will provide design leadership and oversight of the team from visioning through project completion. He is thrilled for the opportunity to work on a project of this design complexity and of this civic importance.

20+ YEARS OF EXPERIENCE

Joined Gensler 2015

SELECT PROJECTS

365 by Whole Foods Market Prototype + Brand Standards

Lake Oswego, OR, Bellevue, WA, Austin, TX, Santa Monica, CA

Samsung @ AT&T, Atlanta, GA

SunTrust, Alpharetta, GA

Vera Bradley Disney Springs, Orlando, FL

HealthSouth Liberty Park HQ, Birmingham, AL

Mercedes-Benz USA HQ, Sandy Springs, GA

811 Glenwood, Minneapolis, MN







PARTNERSHIP PROFILE

Our mission is to create real estate environments that improve the quality of life in the communities we serve, while generating value for our partners, clients and investors. We are an experienced team of service-based professionals offering cost-efficient, time-saving and comprehensive commercial real estate solutions.

DEVELOPMENT: 7,000,000 ft² + combined

LEASING: $10,000,000 \text{ ft}^2 + \text{combined}$

MANAGEMENT: 13,000,000 ft² + combined

SERVICES

Leasing
Development
Asset Management
Finance and Accounting
Site Selection
Governmental Incentives

Acquisitions/Disposition & JV Partnerships
Tenant Coordination
Property Management
Marketing
Investment Sales
Investment Facilitation

STRATEGIC FINANCING





URBAN CORE **REDEVELOPMENTS**



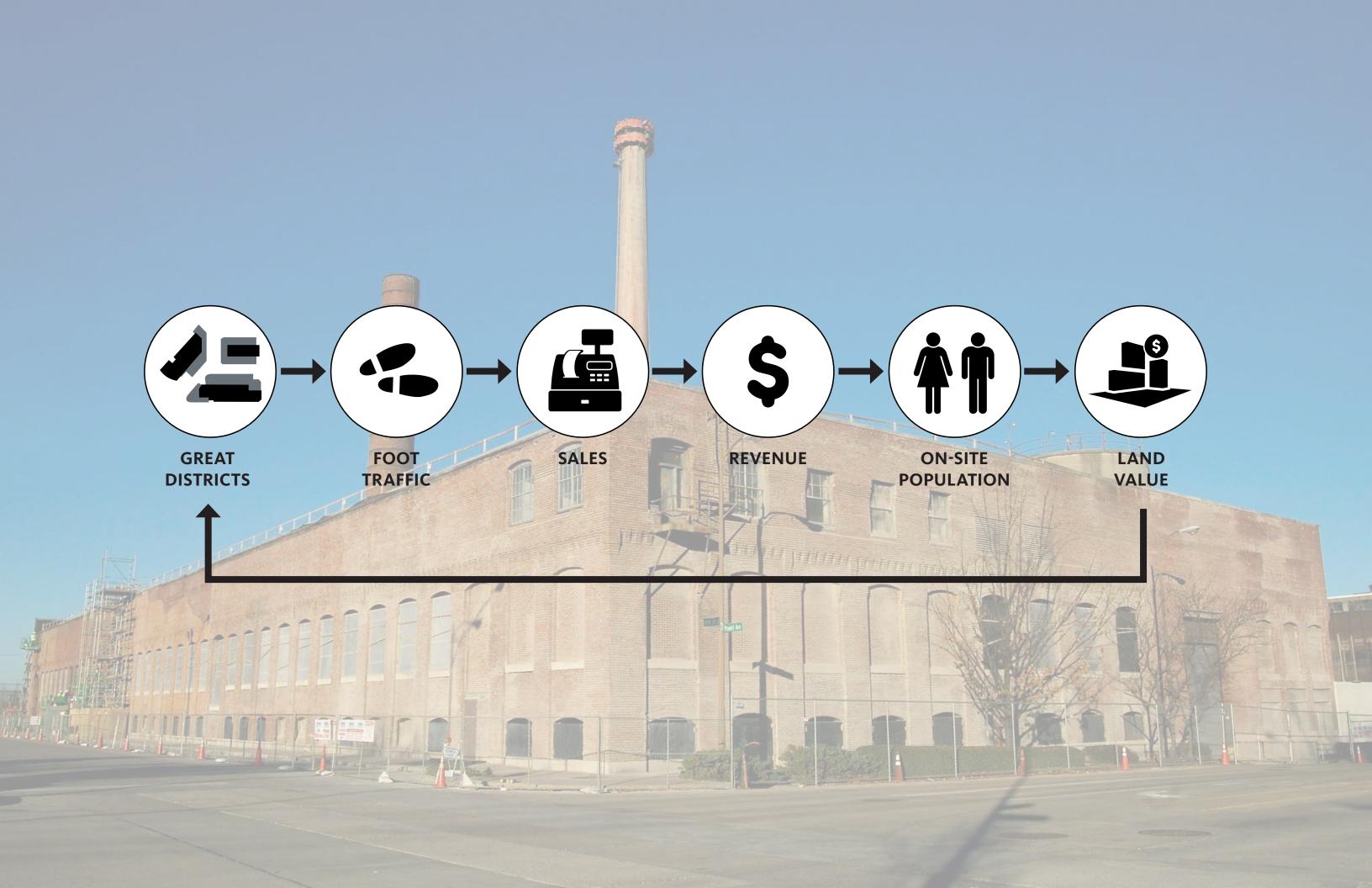




REPOSITIONING UNDERUTILIZED ASSETS











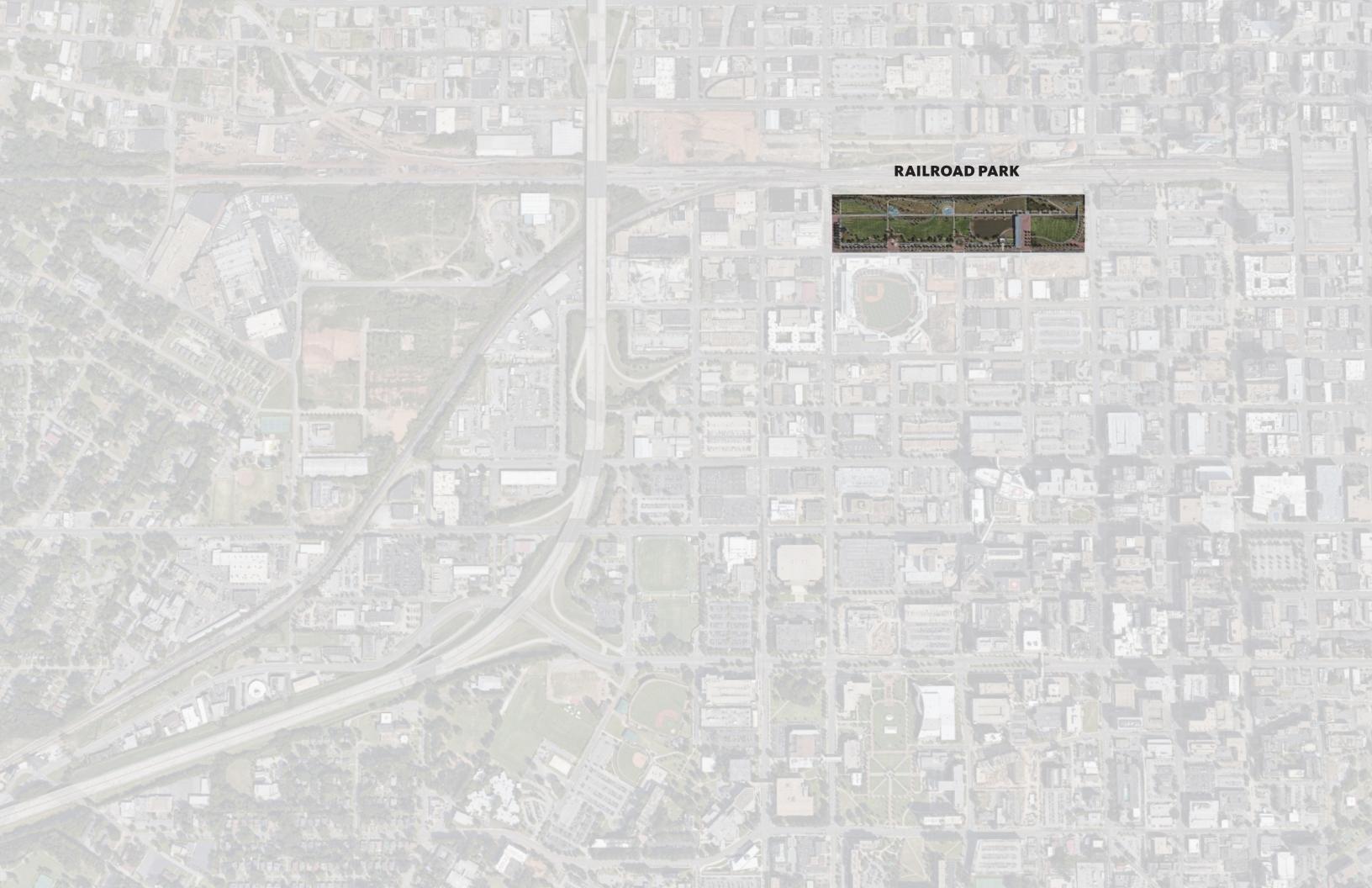


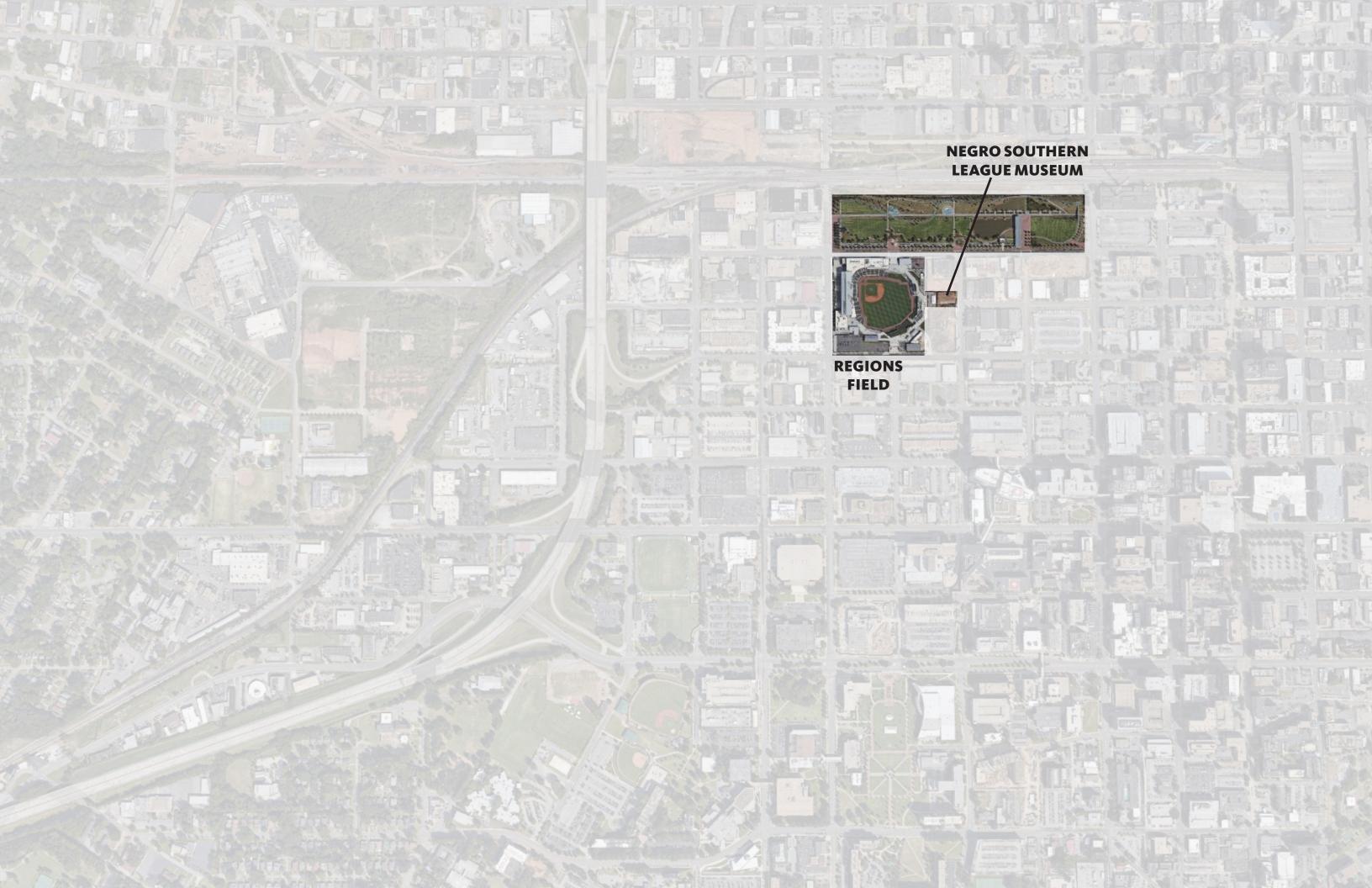










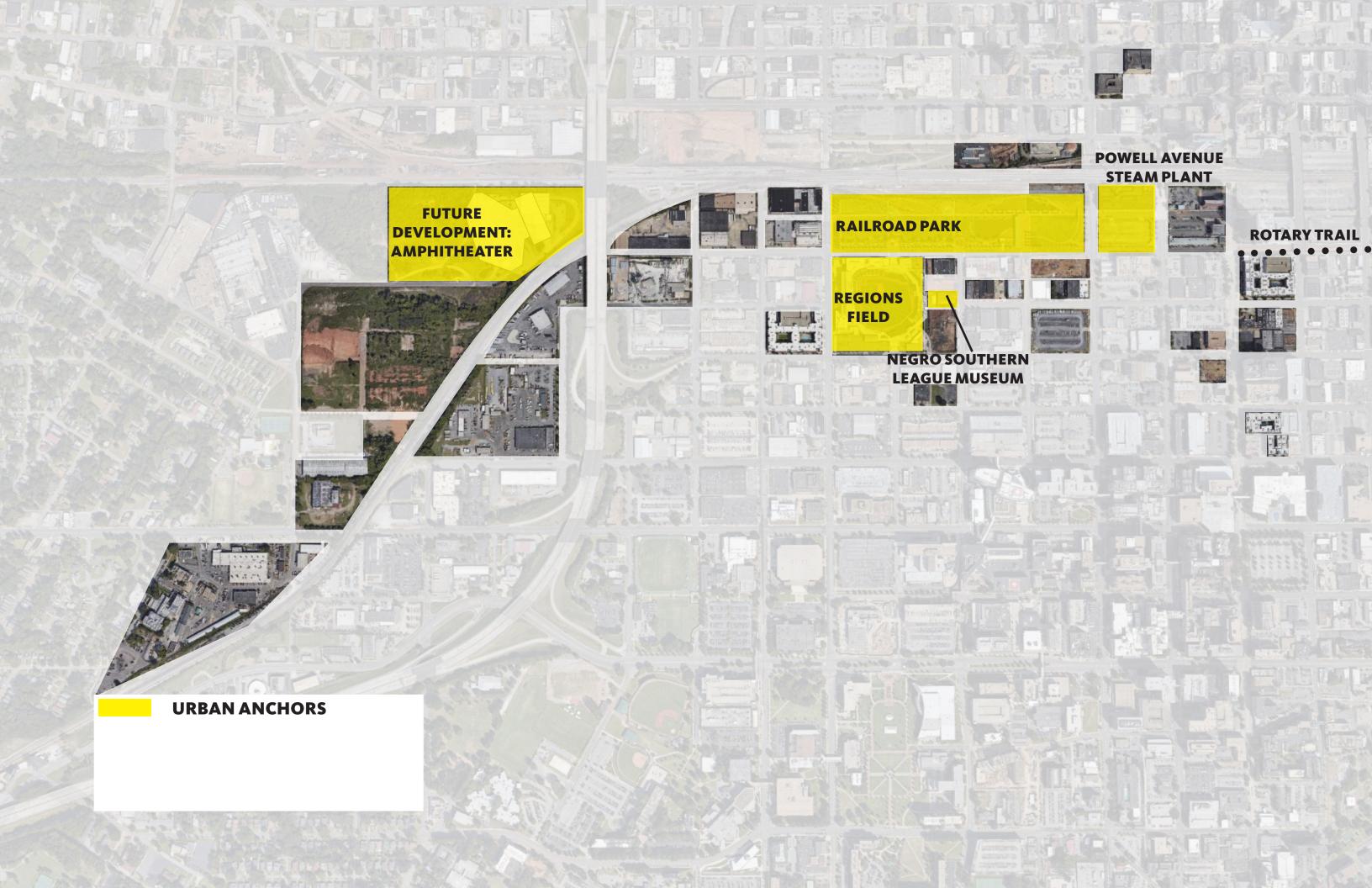


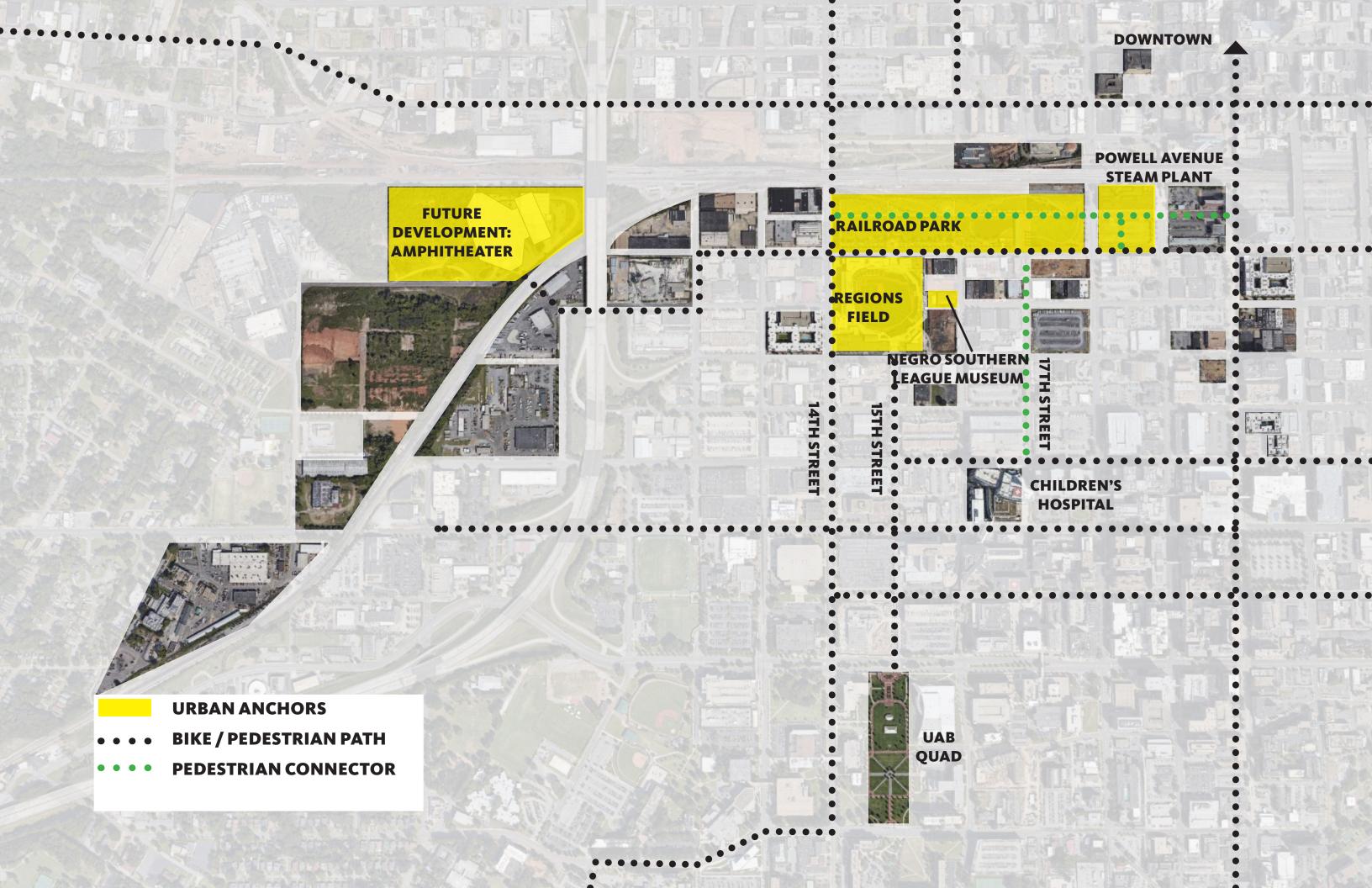


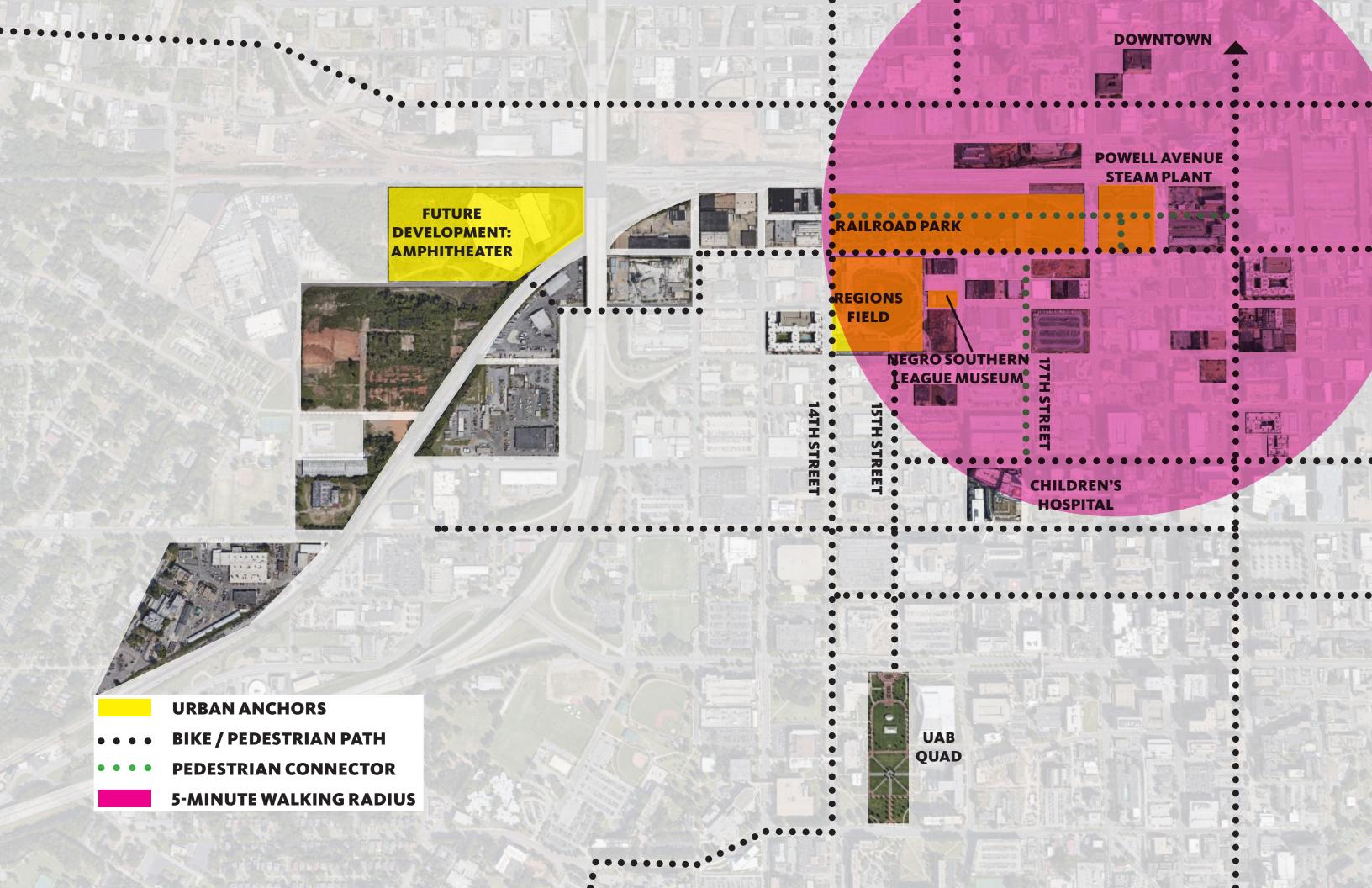








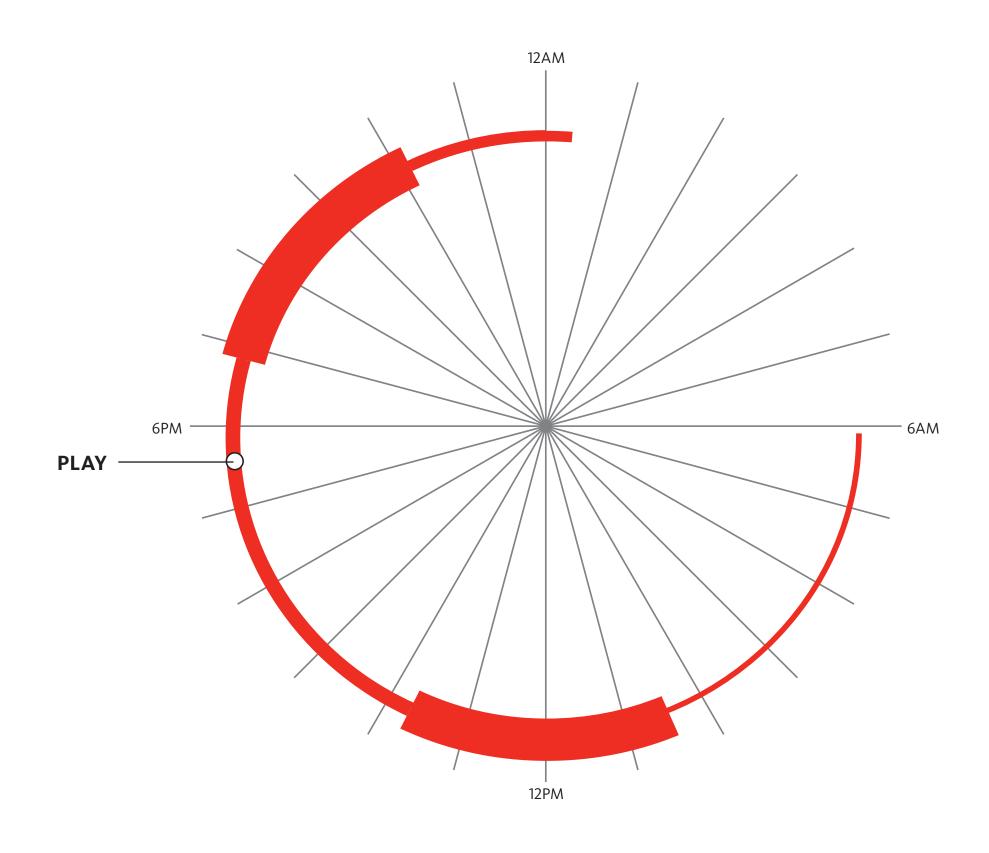






PLAY

Art Museum
Public courtyards
Sculpture gardens
Exercise

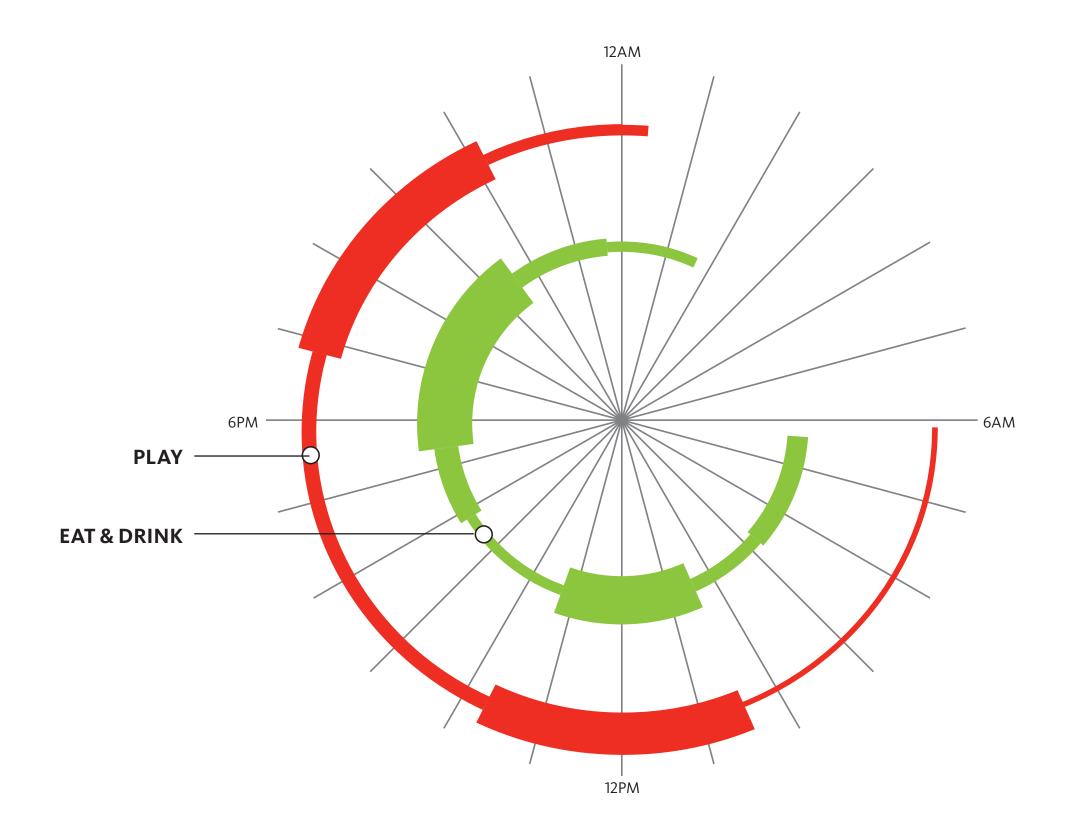


PLAY

Art Museum
Public courtyards
Sculpture gardens
Exercise

EAT & DRINK

Food Hall Restaurants Outdoor promenade Outdoor terraces



PLAY

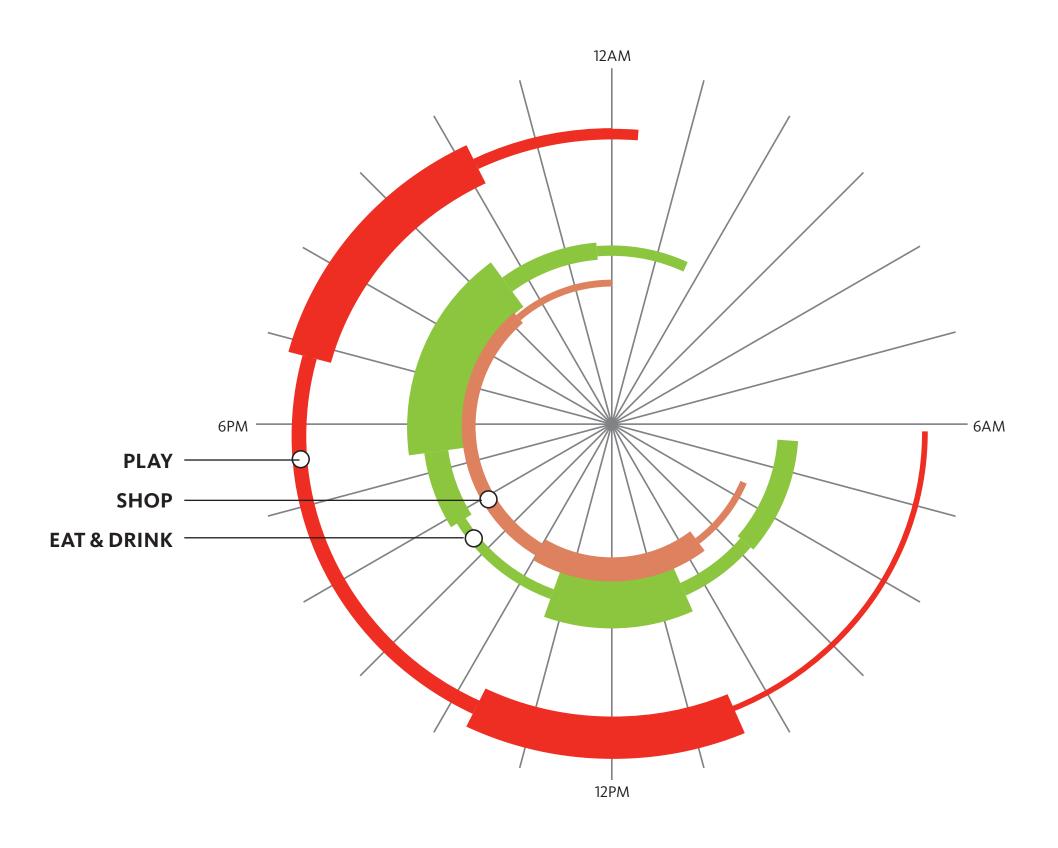
Art Museum
Public courtyards
Sculpture gardens
Exercise

EAT & DRINK

Food Hall Restaurants Outdoor promenade Outdoor terraces

SHOP

Local retailers
Art Museum retail
National retailers
Retail incubators



PLAY

Art Museum
Public courtyards
Sculpture gardens
Exercise

EAT & DRINK

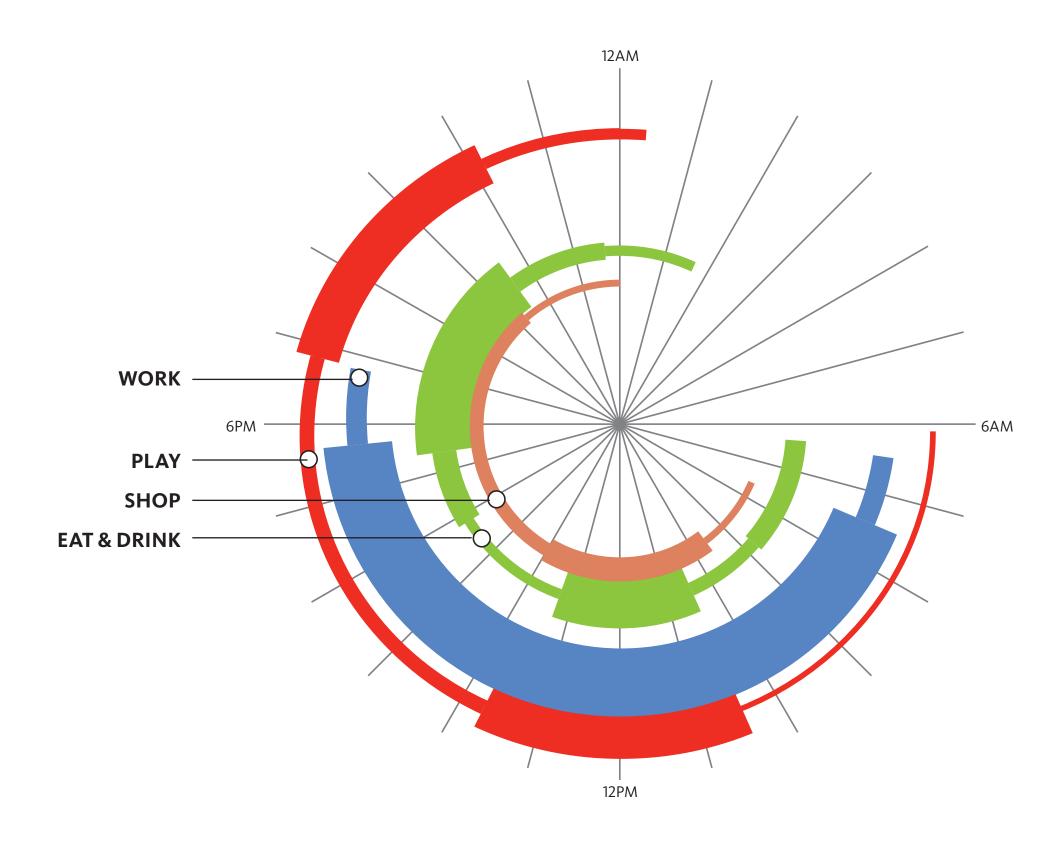
Food Hall Restaurants Outdoor promenade Outdoor terraces

SHOP

Local retailers
Art Museum retail
National retailers
Retail incubators

WORK

Creative Offices
Shared Offices
Traditional Offices



24/7 Vibrancy

PLAY

Art Museum
Public courtyards
Sculpture gardens
Exercise

EAT & DRINK

Food Hall
Restaurants
Outdoor promenade
Outdoor terraces

SHOP

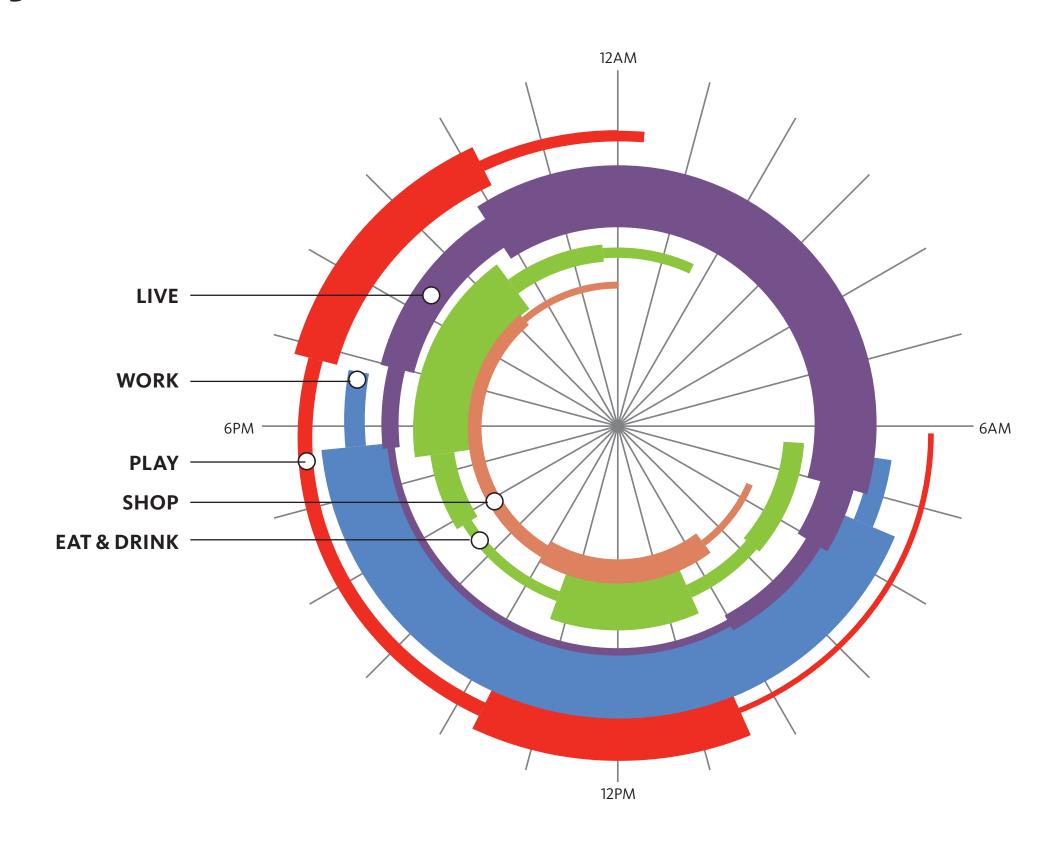
Local retailers
Art Museum retail
National retailers
Retail incubators

WORK

Creative Offices
Shared Offices
Traditional Offices

LIVE

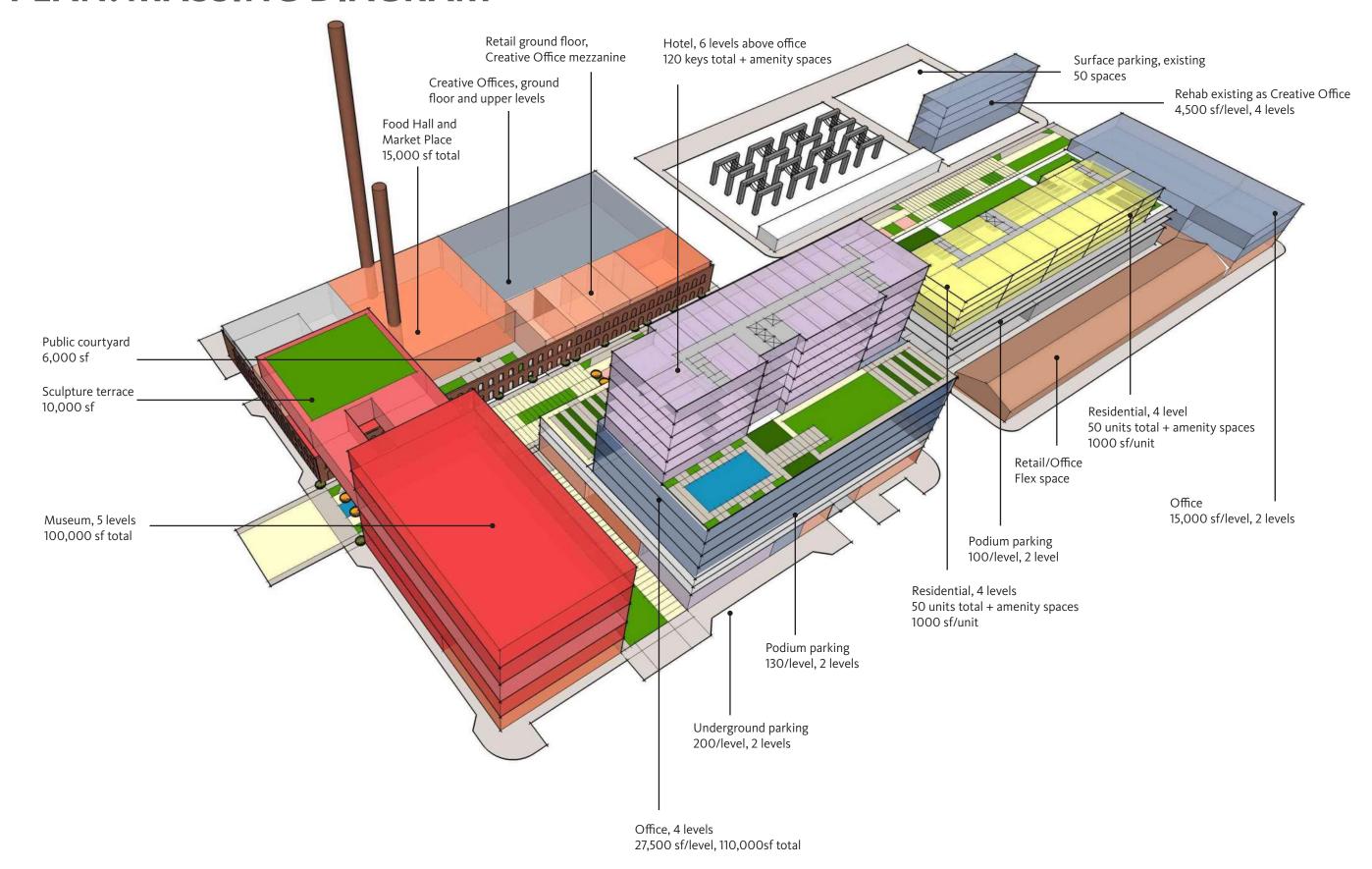
Hotel Residences



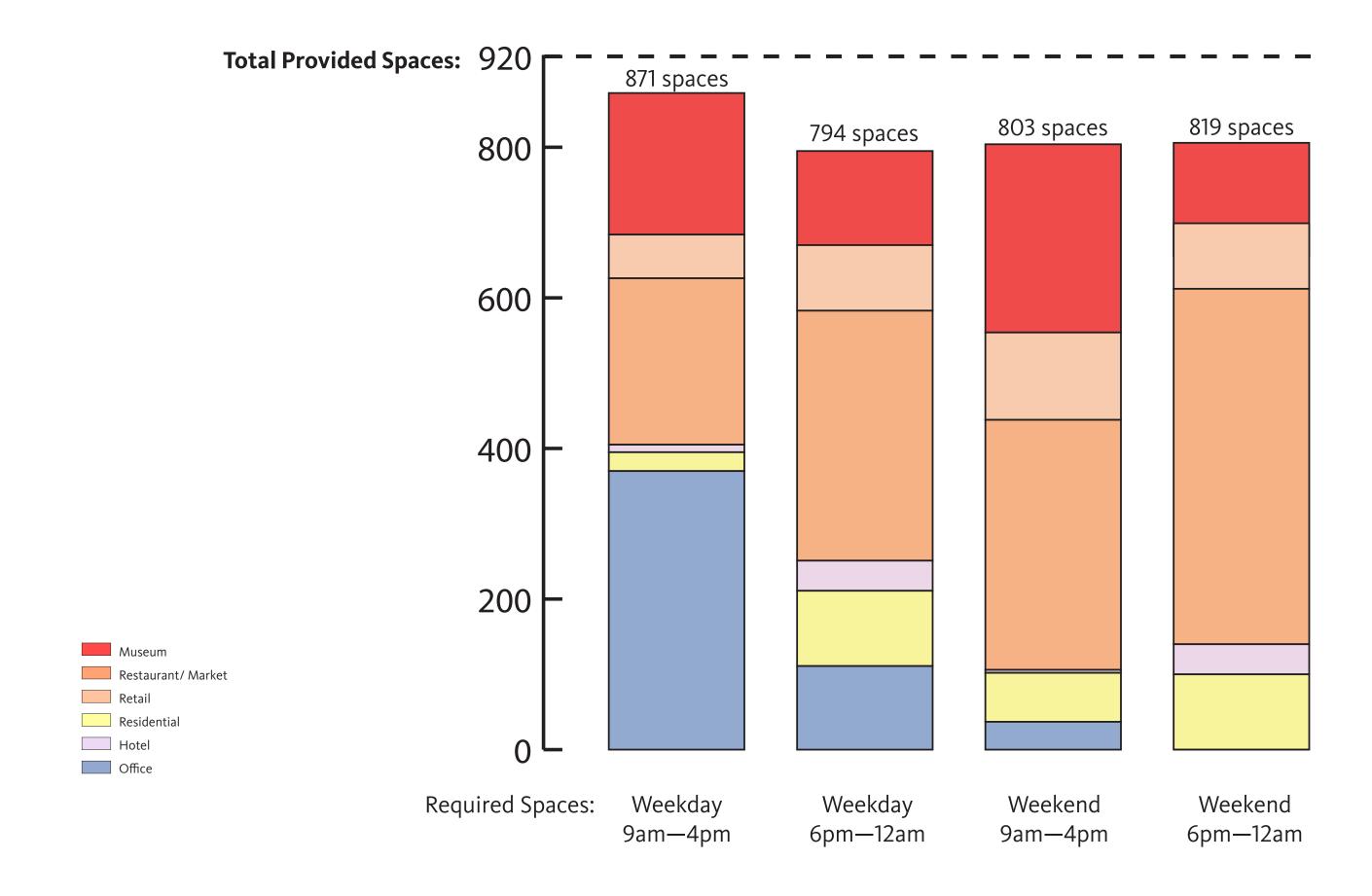




OVERALL PLAN: MASSING DIAGRAM

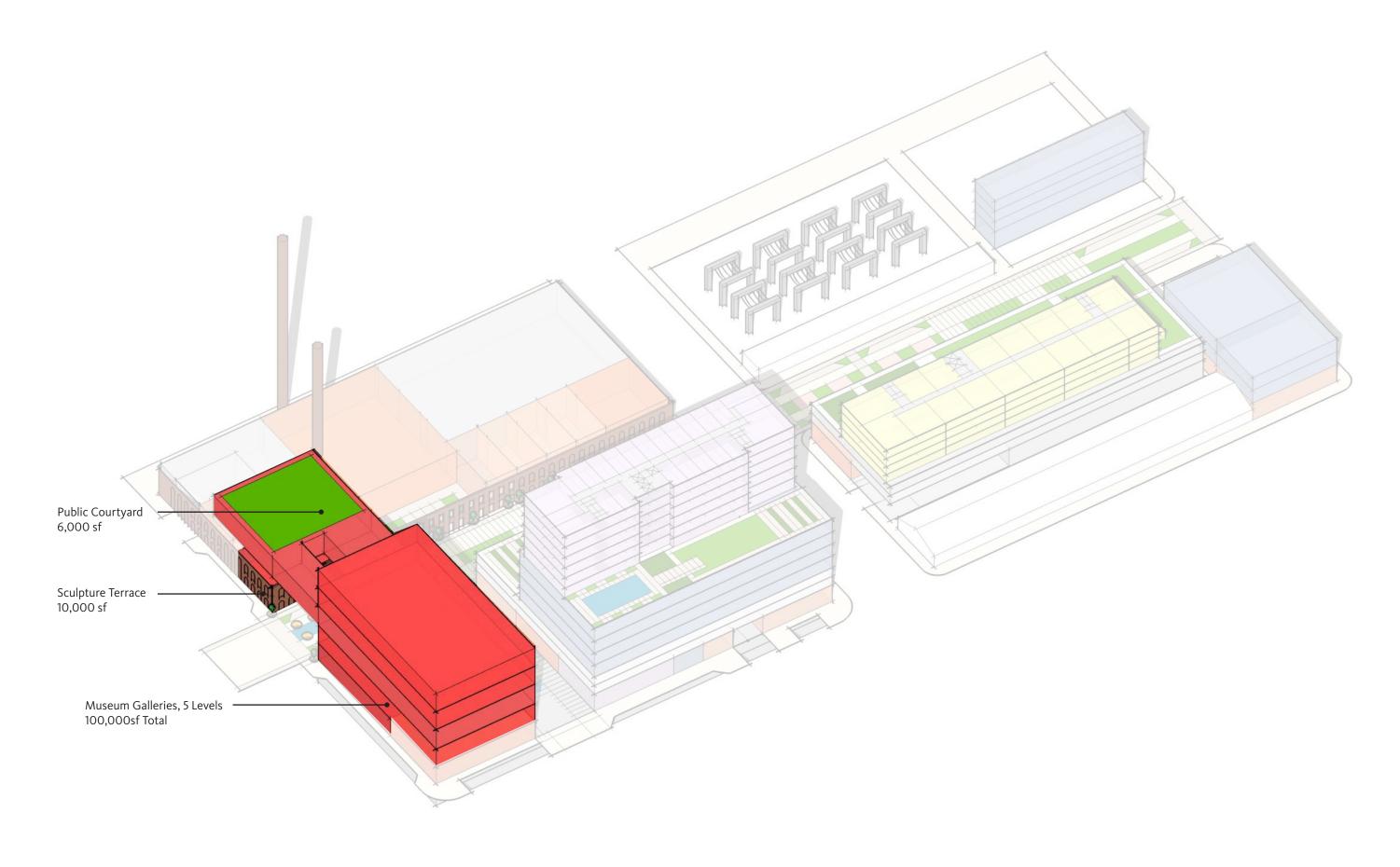


SHARED USE PARKING ANALYSIS

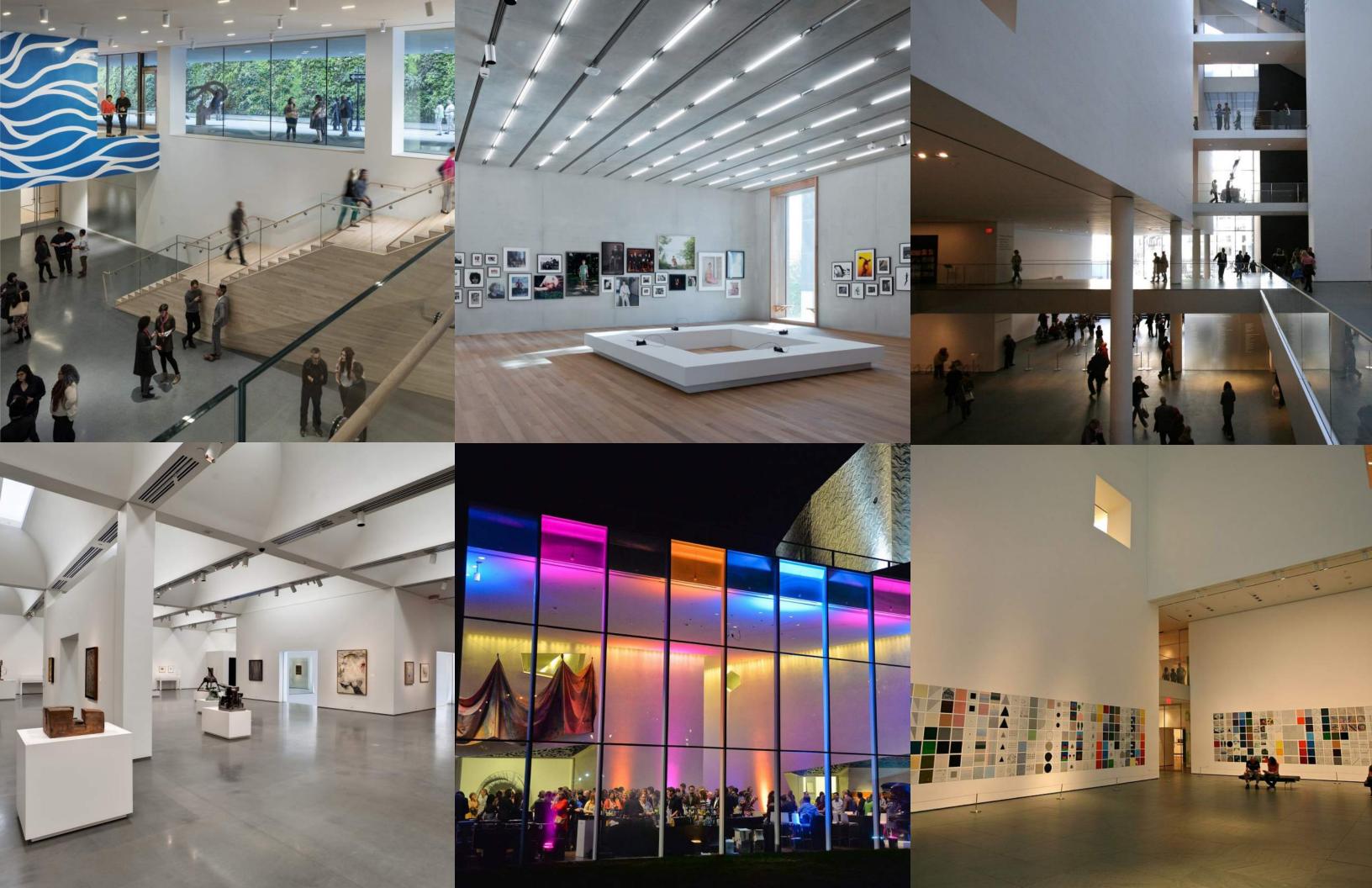




MUSEUM BLOCK PLAN & MASSING DIAGRAM









MUSEUM VISION

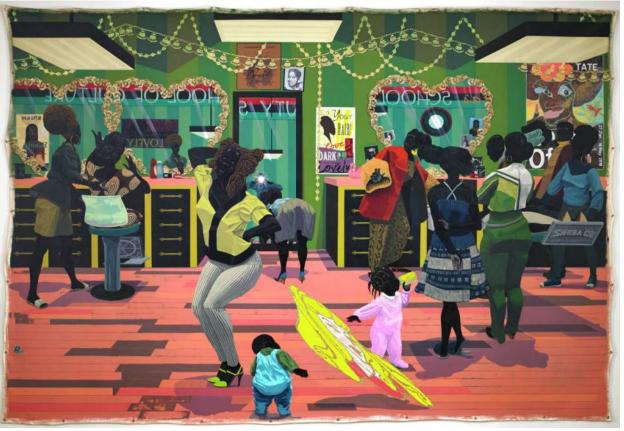
To spark the creativity, imagination, and liveliness of Birmingham by connecting all its citizens to the experience, meaning, and joy of art.

MUSEUM PROFILE

In just 65 years, the Birmingham Museum of Art has cultivated the finest collection of painting, sculpture, and decorative arts from Asian, European, American, African, Pre-Columbian, and Native American cultures in the Southeast.

- More than 27,000 works of art
- Works representing 5,000 years of global civilization
- Actively expanding its collection of contemporary art
- Special emphasis on African American artists and folk art







MUSEUM OUTREACH

Education is fundamental to our mission; community engagement and education programs extend beyond the Museum's walls into schools and neighborhoods, reaching preschoolers to seniors. As the only global collection in Alabama, the BMA is central to the cultural vibrancy of Birmingham. The BMA is dedicated to promoting true prosperity in the Birmingham community by serving as a vital tool in making it a place where top job candidates want to live and work.

- Membership base of more than 4,500 households
- Over 350 volunteers
- 40,000 kids participate in outreach programs annually
- Family Festivals & Gallery Tours
- Public Lectures & Film Series
- Art Classes, Demonstrations, & Workshops
- Field Trips & Children's Educational Programs
- Bart's ArtVentures

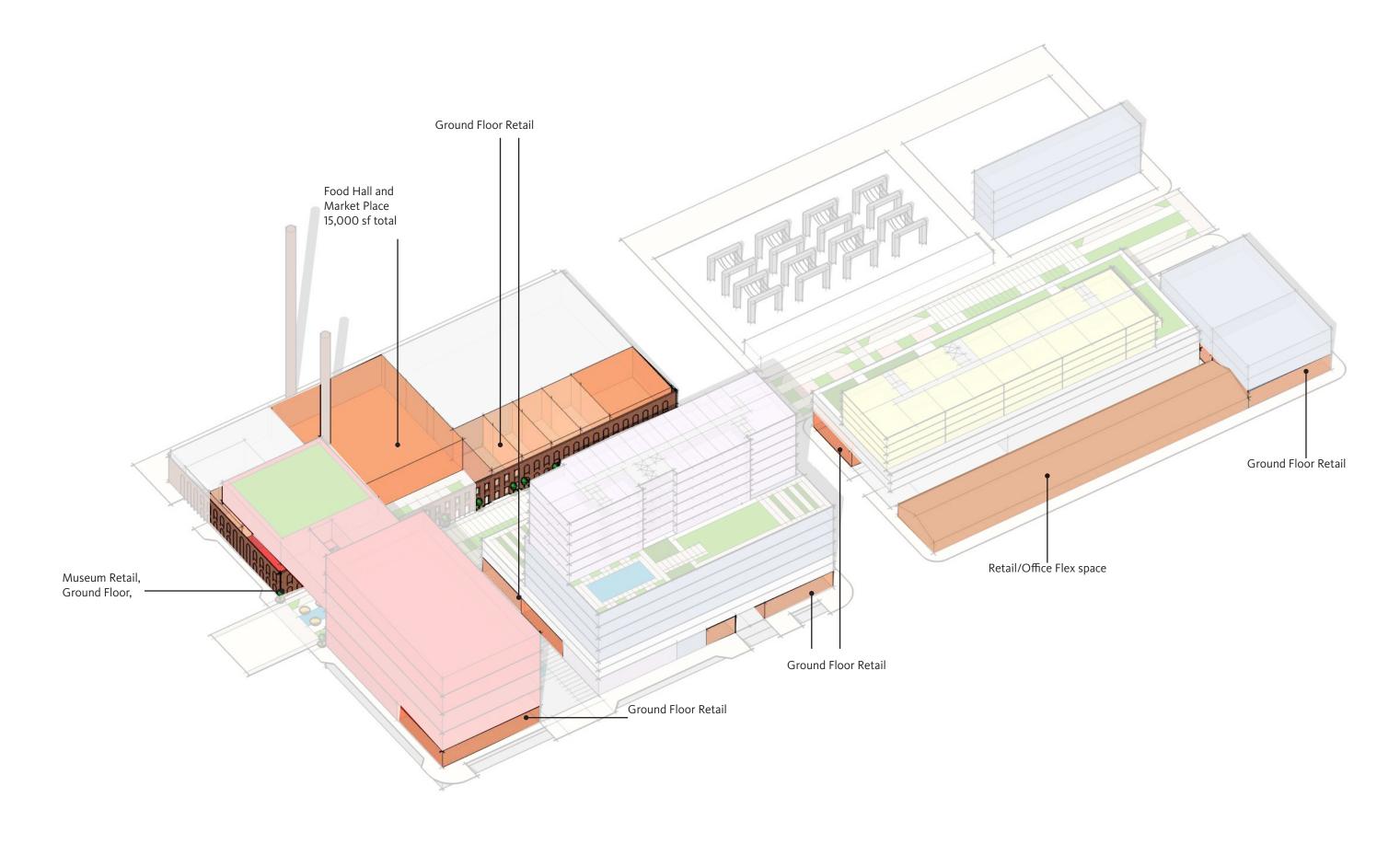




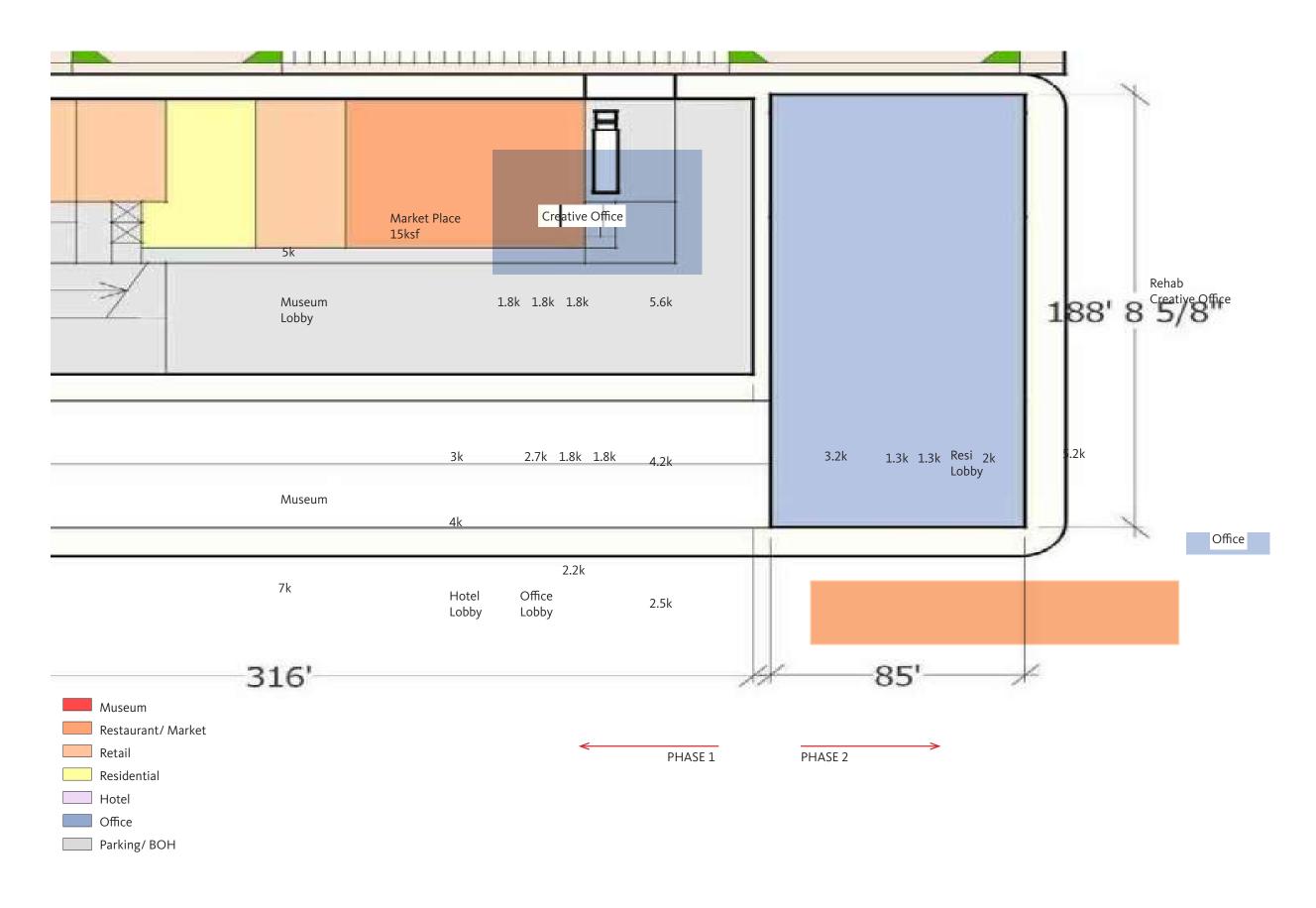




RETAIL BLOCK PLAN & MASSING DIAGRAM



PLAN DIAGRAM: GROUND LEVEL











POTENTIAL RETAILERS

WARBY PARKER

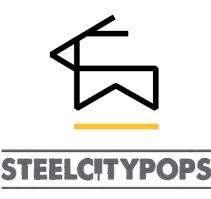


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REJUVENATION

CºBBLER UNIºN







chubbies



CITIZEN







RUDY'S

OXFORD EXCHANGE



TINY BOXWOODS'

























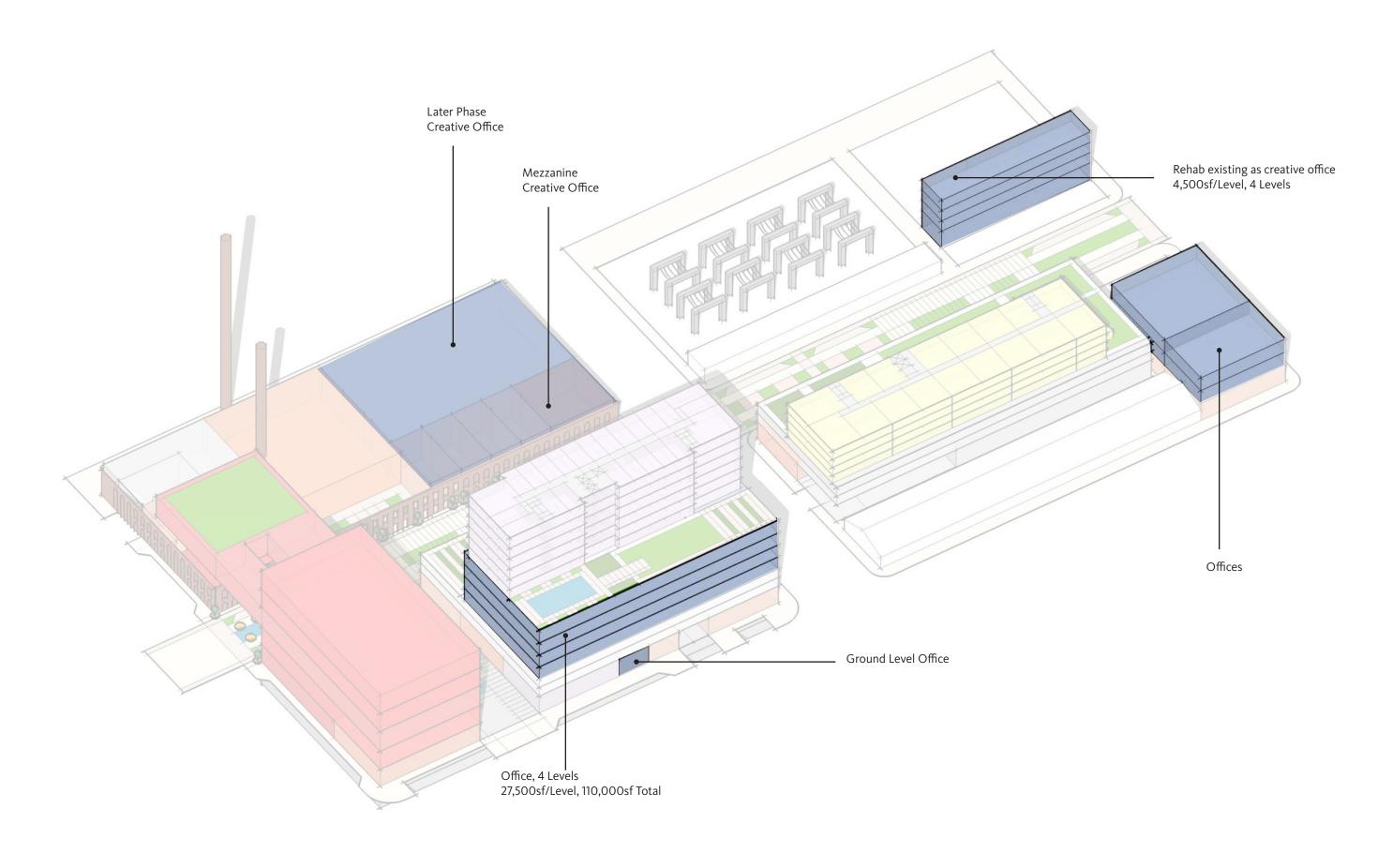


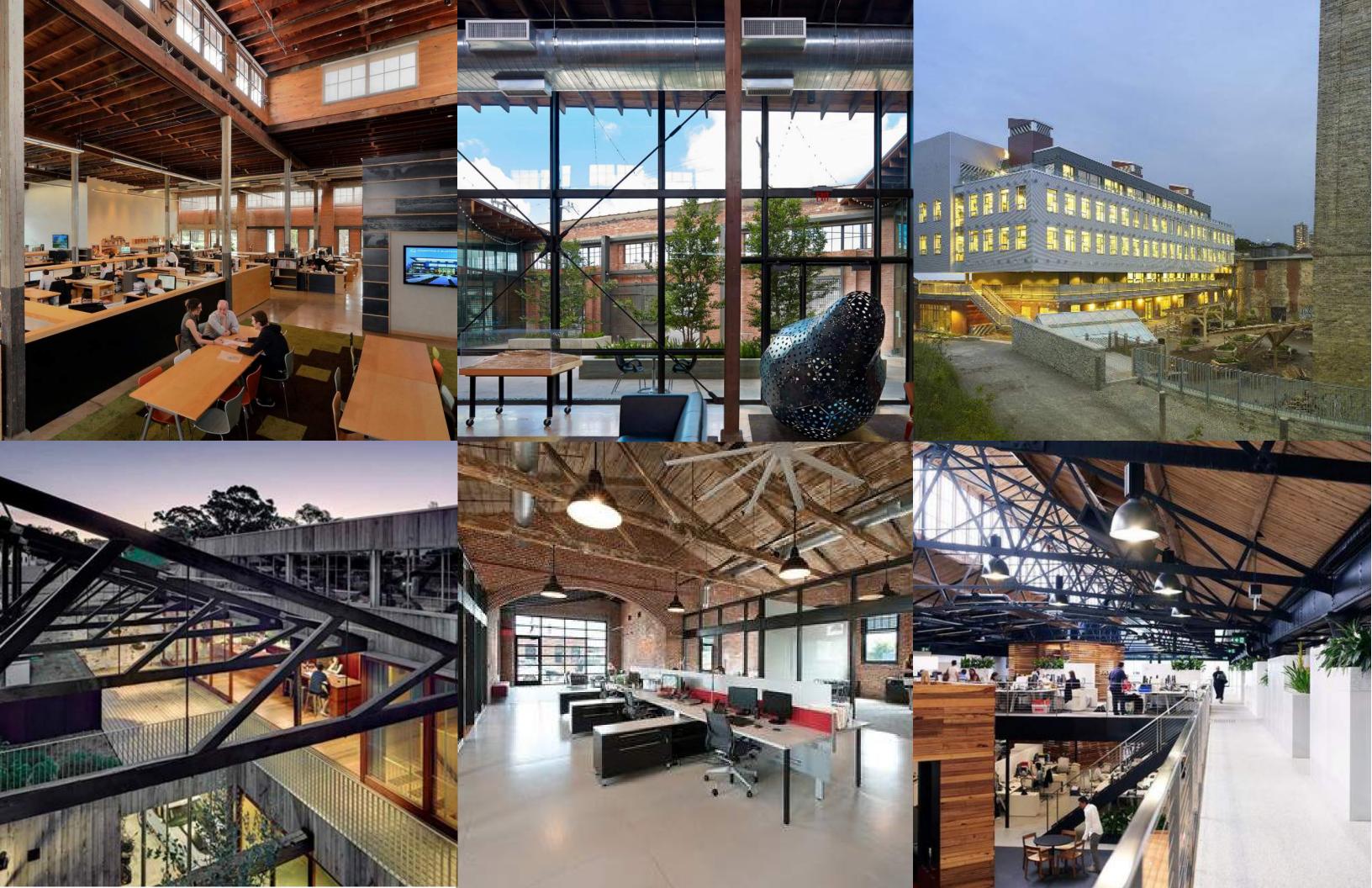






OFFICES: BLOCK PLAN & MASSING DIAGRAM

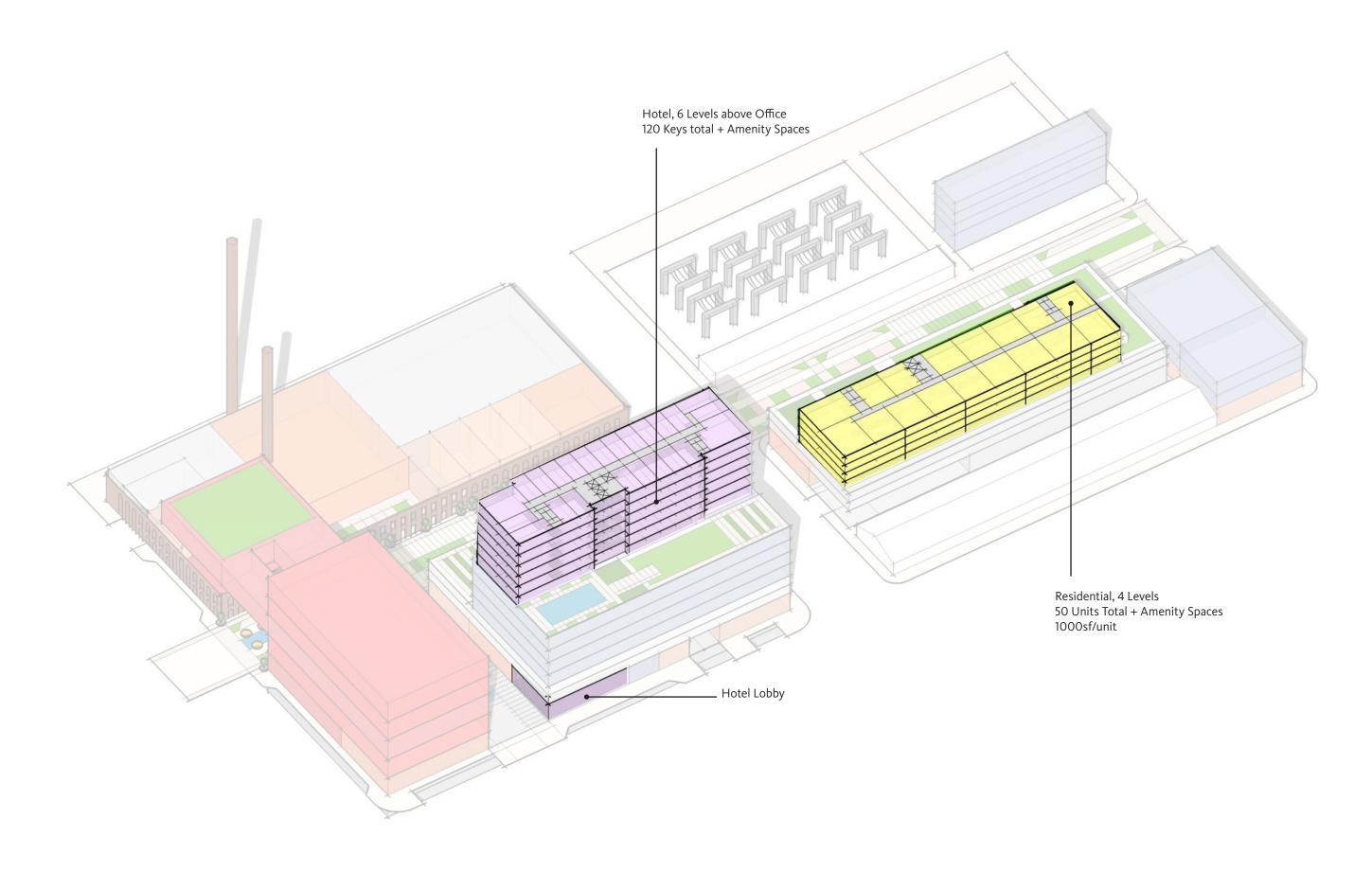








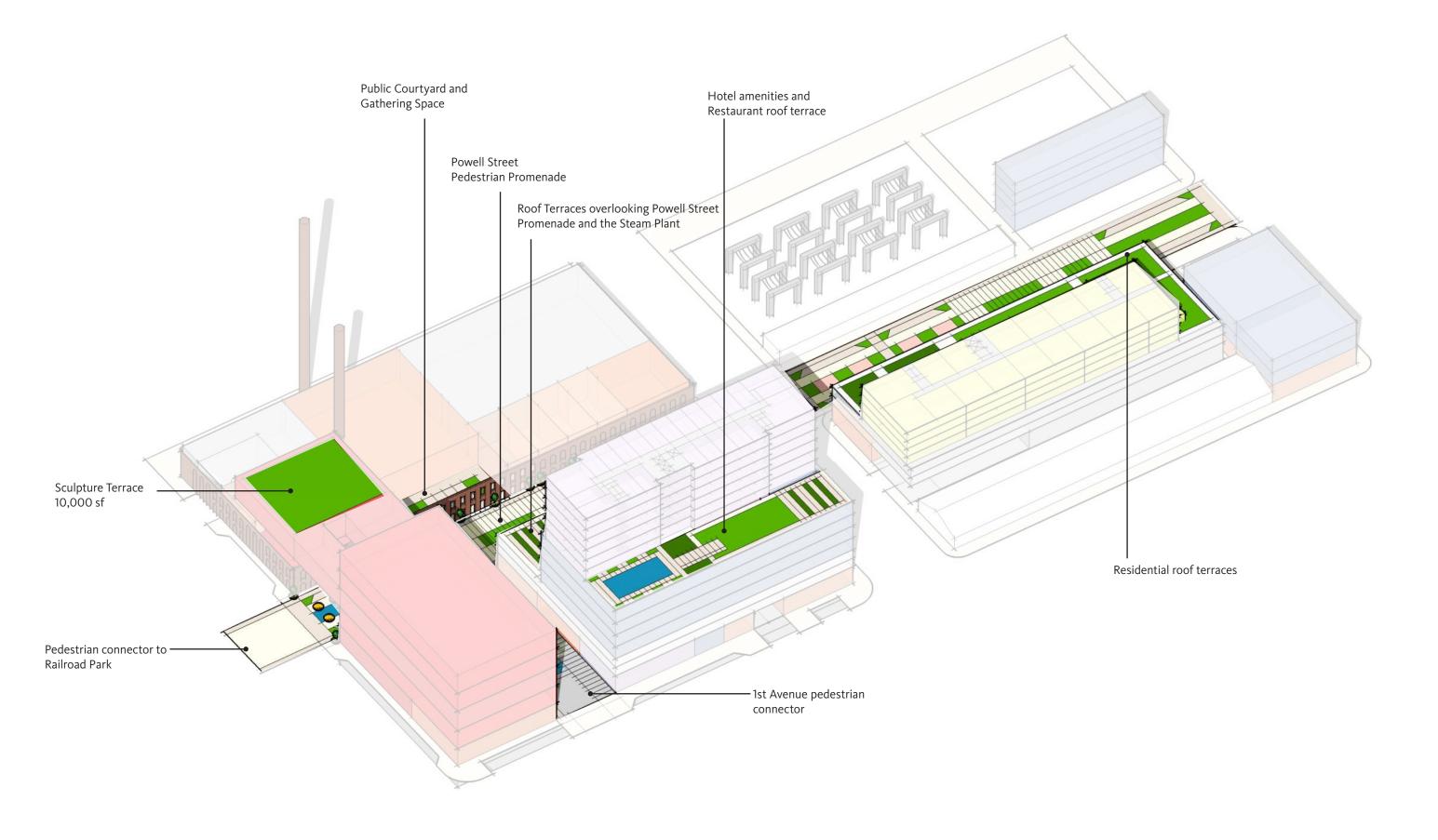
HOTEL & HOUSING: BLOCK PLAN & MASSING DIAGRAM

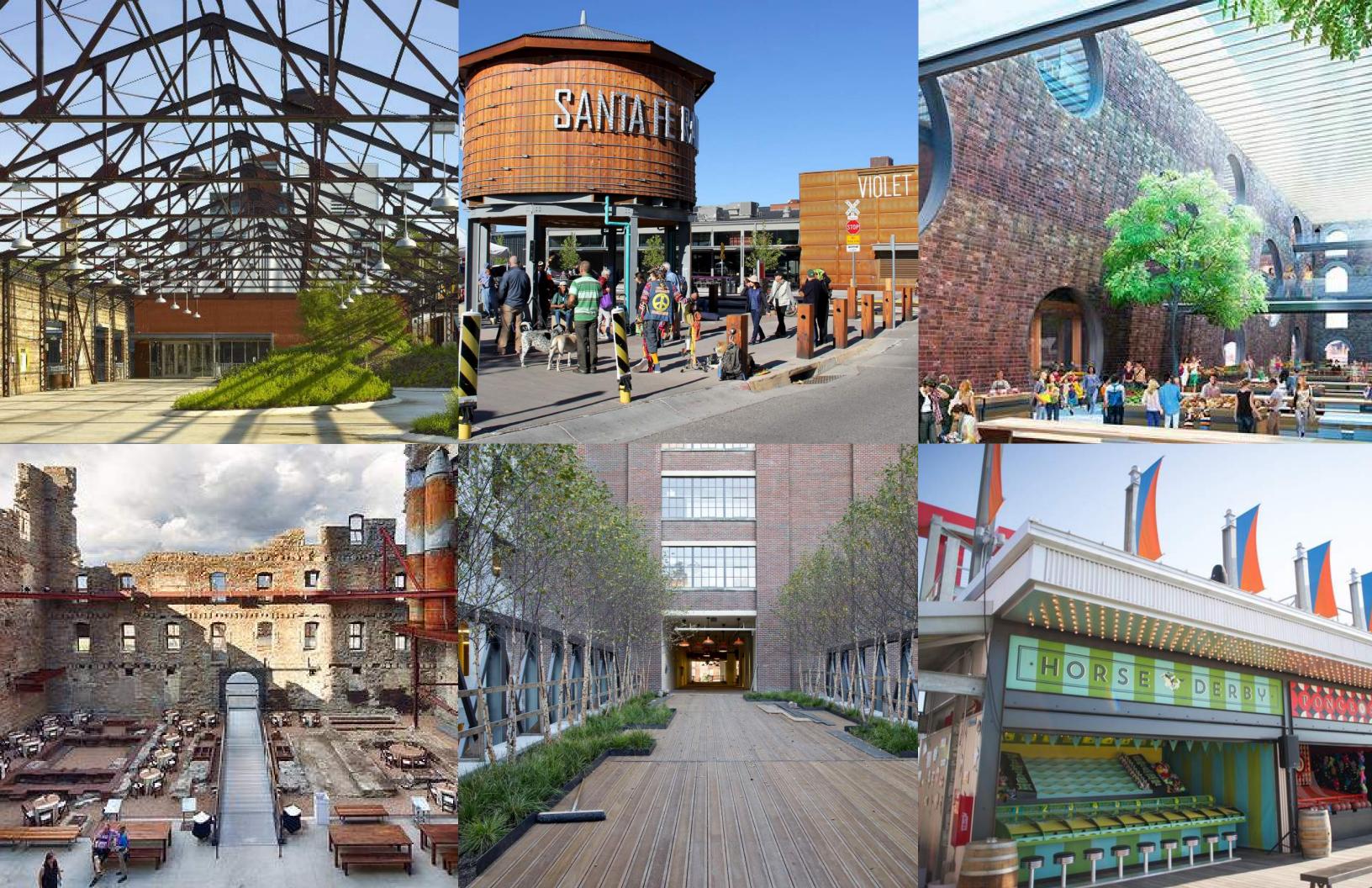






PUBLIC SPACE: BLOCK PLAN & MASSING DIAGRAM















GOALS, STRUCTURE, AND TIMELINE

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Minimize financial investment for APCO

Eliminate ongoing management/involvement for APCO

Eliminate construction risk for APCO

Provide a catalyst for economic development

Eliminate regulatory risk and minimize time investment for APCO

Create something transformative for Birmingham and Alabama

GOALS, STRUCTURE, AND TIMELINE

APCO GOALS

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DEAL STRUCTURE HIGHLIGHTS

Developer purchases site (\$3.6M)

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DEAL STRUCTURE HIGHLIGHTS

Developer purchases site (\$3.6M)

Master lease between APCO and developer (\$200K)

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DEAL STRUCTURE HIGHLIGHTS

Developer purchases site (\$3.6M)

Master lease between APCO and developer (\$200K)

Developer secures municipal incentives & entitlements

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DEAL STRUCTURE HIGHLIGHTS

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Developer secures municipal incentives & entitlements

APCO provides annual commitment for hotel room usage

APCO GOALS

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APCO assists in gaining control of Alagasco site

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DEAL STRUCTURE HIGHLIGHTS

DEVELOPMENT SCHEDULE STEAM PLANT PHASE

Developer purchases site (\$3.6M)

End of Q1 2017

Developer/APCO Agreement Finalized

Master lease between APCO and developer (\$200K)

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DEVELOPMENT SCHEDULE STEAM PLANT PHASE

End of Q1 2017 Developer/APCO Agreement Finalized

Early Q3 2017 Entitlements Complete

APCO GOALS

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DEVELOPMENT SCHEDULE STEAM PLANT PHASE

End of Q1 2017 Developer/APCO Agreement Finalized

Early Q3 2017 Entitlements Complete

Q4 2017 Land Acquisition Completed Construction Commences

Ground Lease Signed

APCO executes Master Lease:

(15,000 - 20,000 sf of creative office space

at market rate for V.C. initiative)

APCO GOALS

Minimize financial investment for APCO

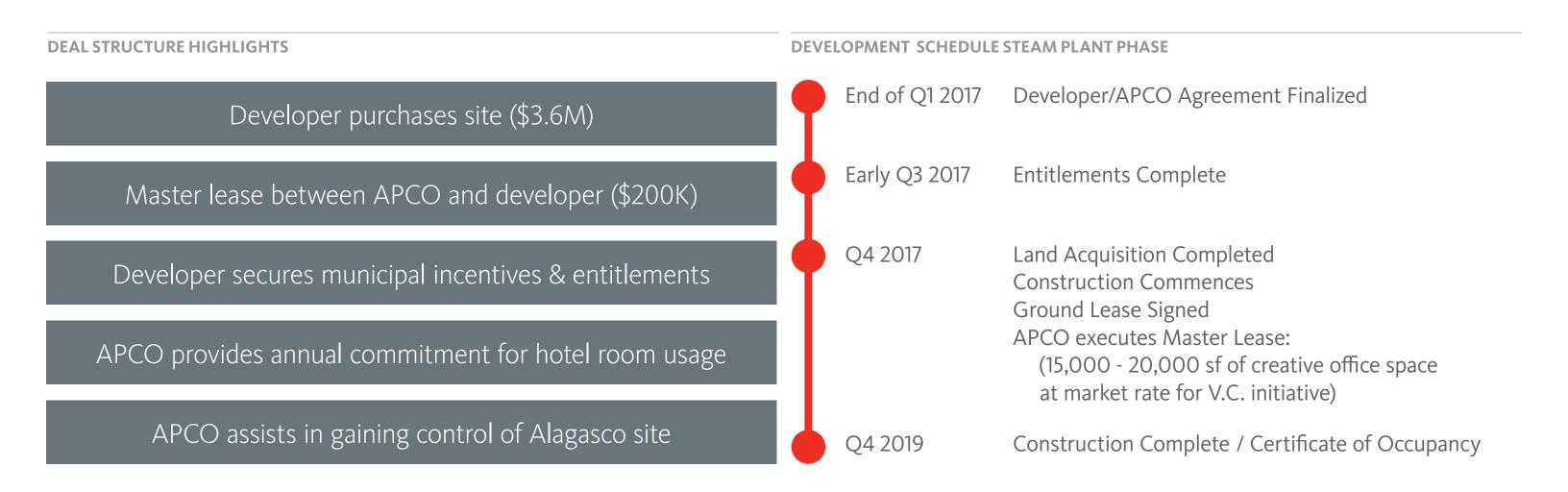
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PUBLIC-PRIVATE PARTNERSHIPS

SUMMIT

- \$5,000,000 COB infrastructure improvements
- \$125,000 COB reimbursement for road improvements
- \$500,000 COB sales revenue share for tenant relocation
- \$2,000,000 COB 50% sales revenue share infrastructure improvements

CRESCENT BUILDING

• \$3,600,000 allocation from the City of Birmingham of TIF district bond funds for infrastructure improvements

REGIONS FIELD

- \$64 million bond
- 3.5% increase in lodging tax \$1 million in city incentives

PITZITZ

- \$1.8 Million streetscape improvement grant from COB for improvements to public sidewalks, roadways and other infrastructure surround the site
- Pledge by COB of CDBG funds for use in connection with a \$3.2
 Million HUD Section 108 loan
- \$900,000 sales and use tax abatements through Birmingham Downtown Redevelopment Authority

VENUE AT THE BALLPARK

- Sales and Use tax abatement on construction materials
- 5 year ad valorem tax abatement on non-educational property taxes

HEALTHSOUTH HEADQUARTERS

- \$1.9 million cash grant to assist with site mine remediation
- Sales and Use tax abatement on construction materials
- 10 year ad valorem tax abatement on non-education property taxes

CITYVILLE BLOCK 121 PROJECT

- \$1,050,000 site acquisition grant
- Sales and Use tax abatement on construction materials

HYATT PLACE HOTEL

- \$375,000 demolition grant
- 0.23 acre land grant and easement grant
- Sales and Use tax abatement on construction materials

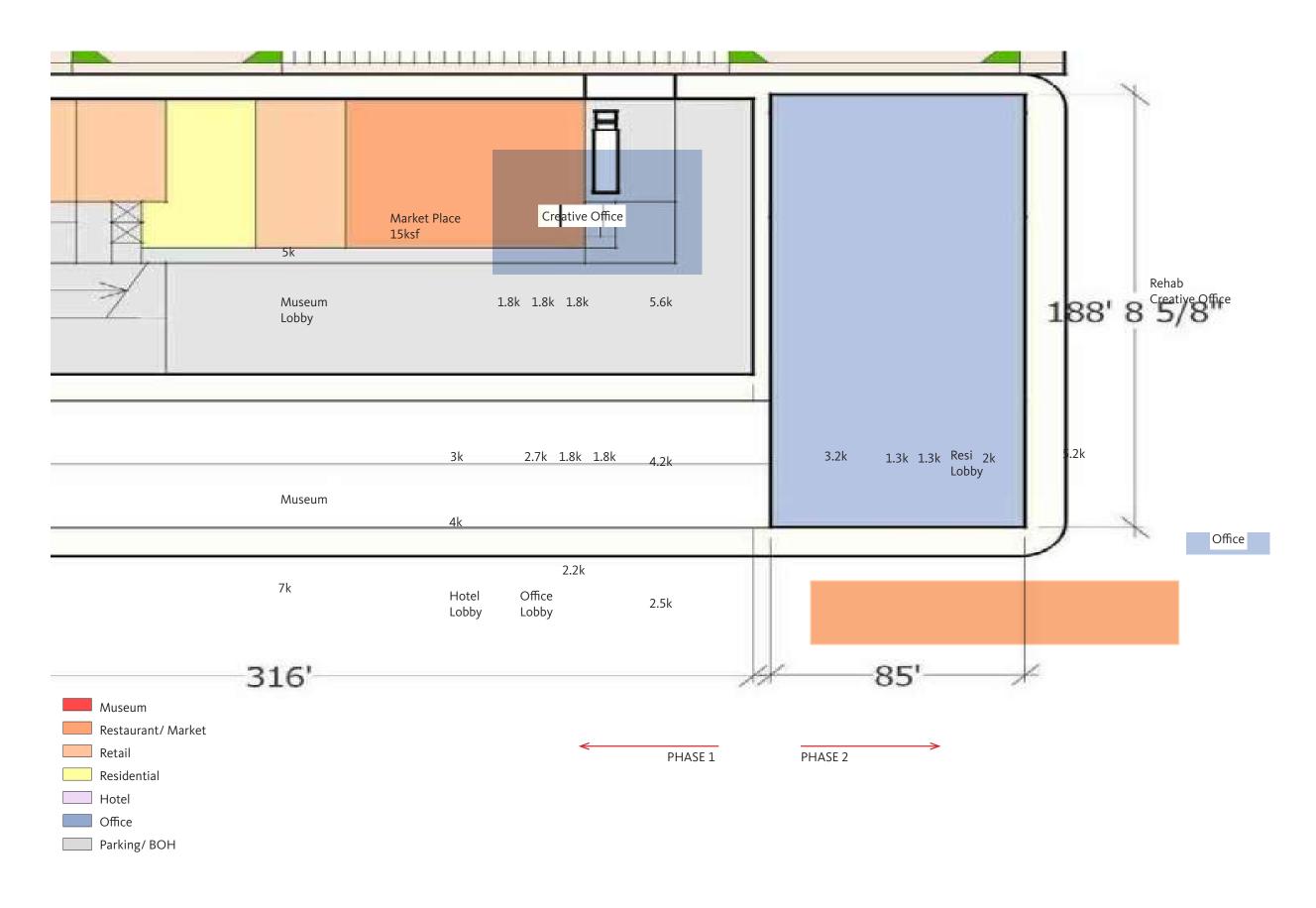
THANK YOU

Gensler





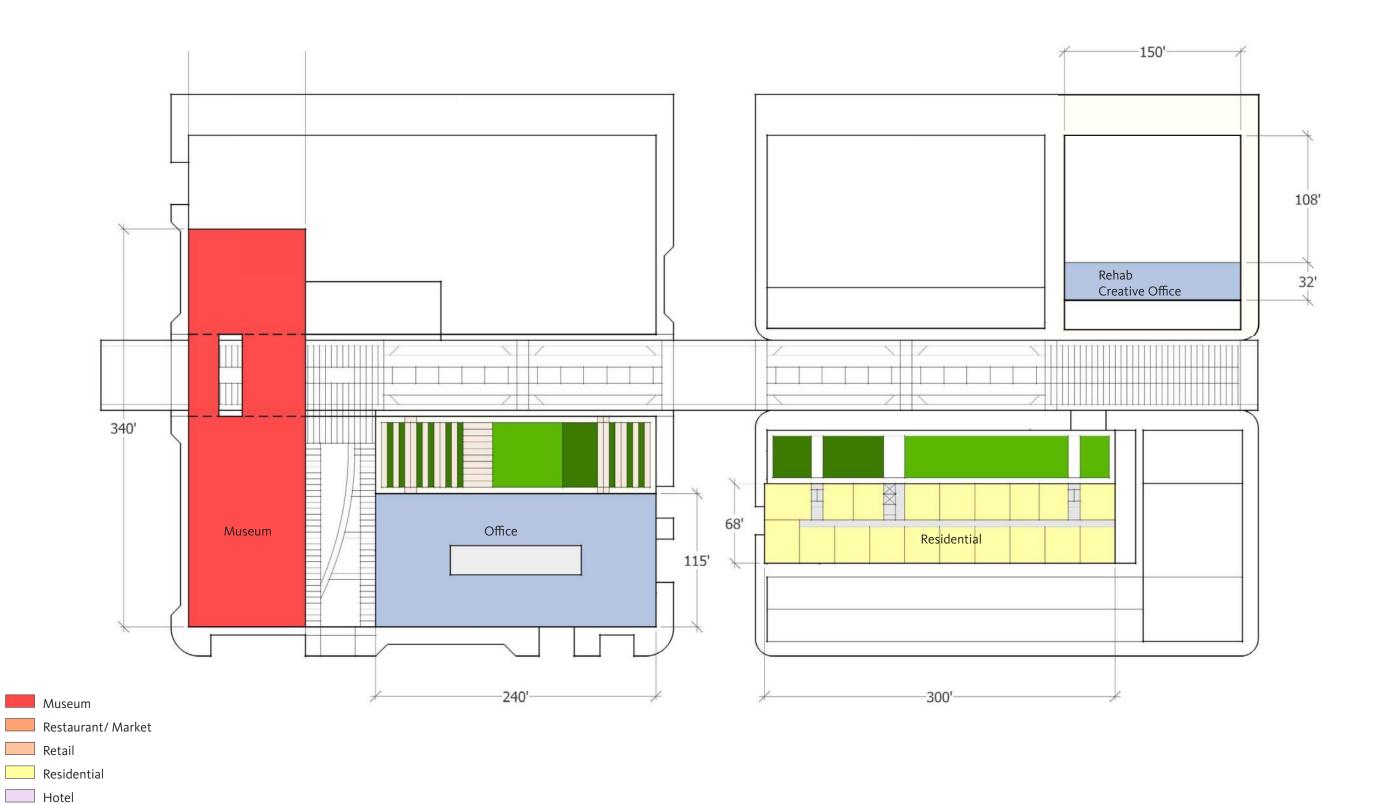
PLAN DIAGRAM: GROUND LEVEL



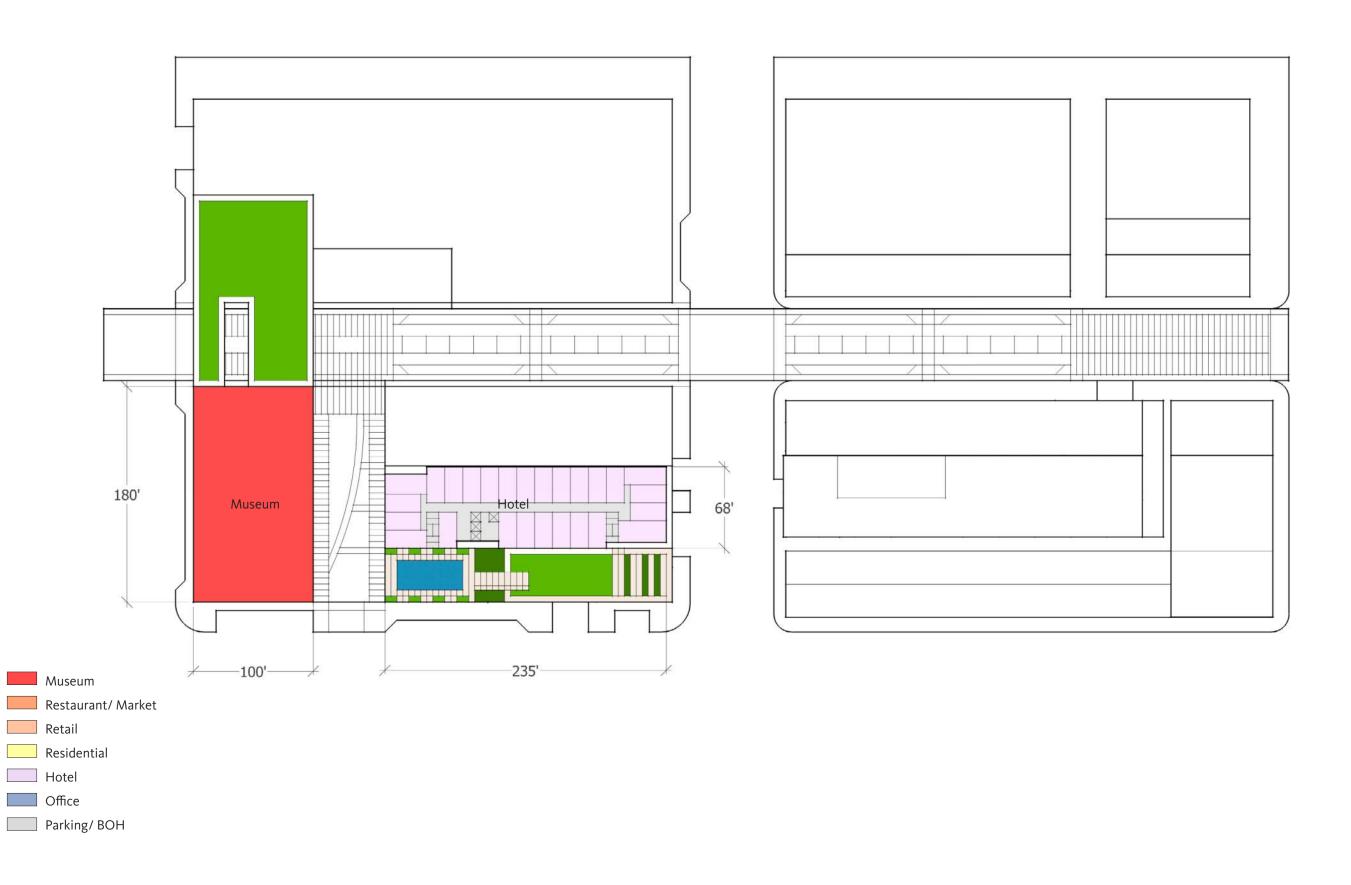
PLAN DIAGRAM: TYPICAL MID LEVEL

Office

Parking/ BOH



PLAN DIAGRAM: TYPICAL UPPER LEVEL













SOURCES & USES

- \$149.7M TOTAL ESTIMATED GROSS PROJECT COST
- \$3.2M SALES AND USE TAX ABATEMENT
 - **\$146.5M NET COST**
- \$60M MUSEUM COST
- \$4.3M HOTEL SALE
- \$26.1M MUNICIPAL PARTICIPATION
 - \$56.1M DEBT/EQUITY