

REQUEST FOR EXPRESSIONS OF INTEREST (RFI) FOR THE ADAPTIVE REUSE OF PORTIONS OF THE WORKHOUSE ARTS CAMPUS

Issue Date: November 21, 2018

Submissions Accepted: December 1, 2018 through June 30, 2019

Expression of Interest Reference: “Workhouse Arts Campus”

Issuer: Fairfax County Board of Supervisors and the Workhouse Arts Foundation, Inc.



Introduction and Description of the Opportunity

The County of Fairfax, Virginia (the “County”) and the Workhouse Arts Foundation, Inc. (“WAF”) seek to explore the adaptive reuse potential of vacant and/or underutilized buildings or grounds of the over 50 acre Workhouse Arts Campus located at 9518 Workhouse Way, Fairfax, Virginia, also known as Fairfax County tax map reference 106-4-01-0058. The County of Fairfax owns the property, which is listed in its entirety on the National Register of Historic Places. A portion of the site is currently operated as the Workhouse Arts Center pursuant to agreements between the County and WAF, LLC, a limited liability company controlled by Workhouse Arts

Foundation, Inc. (WAF, LLC and the Workhouse Arts Foundation, Inc. are collectively and individually referred to as “WAF”). The land and buildings constituting the Workhouse Arts Campus are referred to herein as the “Campus”. The Campus contains numerous historic buildings formerly used to house and rehabilitate inmates. The buildings currently in use on the site have been adaptively reused as an arts center.

The overarching vision for the Campus is to establish a unique, widely recognized destination of choice, providing dynamic and engaging arts, cultural, educational, and community building experiences with unique economic development opportunities.

The purpose of this RFI is to gather information from the market regarding interest in partnering with Fairfax County and WAF to advance the vision by exploring a variety of potential options for establishing restaurants, a food hall, craft beverages, hospitality facilities, culinary education, arts, entertainment, [small-scale production spaces](#), residential, recreational, an entrepreneurial enterprise center or business incubator center, and/or other uses at the Campus through the adaptive reuse of one or more existing structures, use of open space areas, or the construction of new structures that serve to complement the existing arts and cultural uses in such a way that promotes increased vibrancy to the Campus; generates new revenue streams to the benefit of the Respondent and the Campus; and enhances the Campus as a community and regional destination.

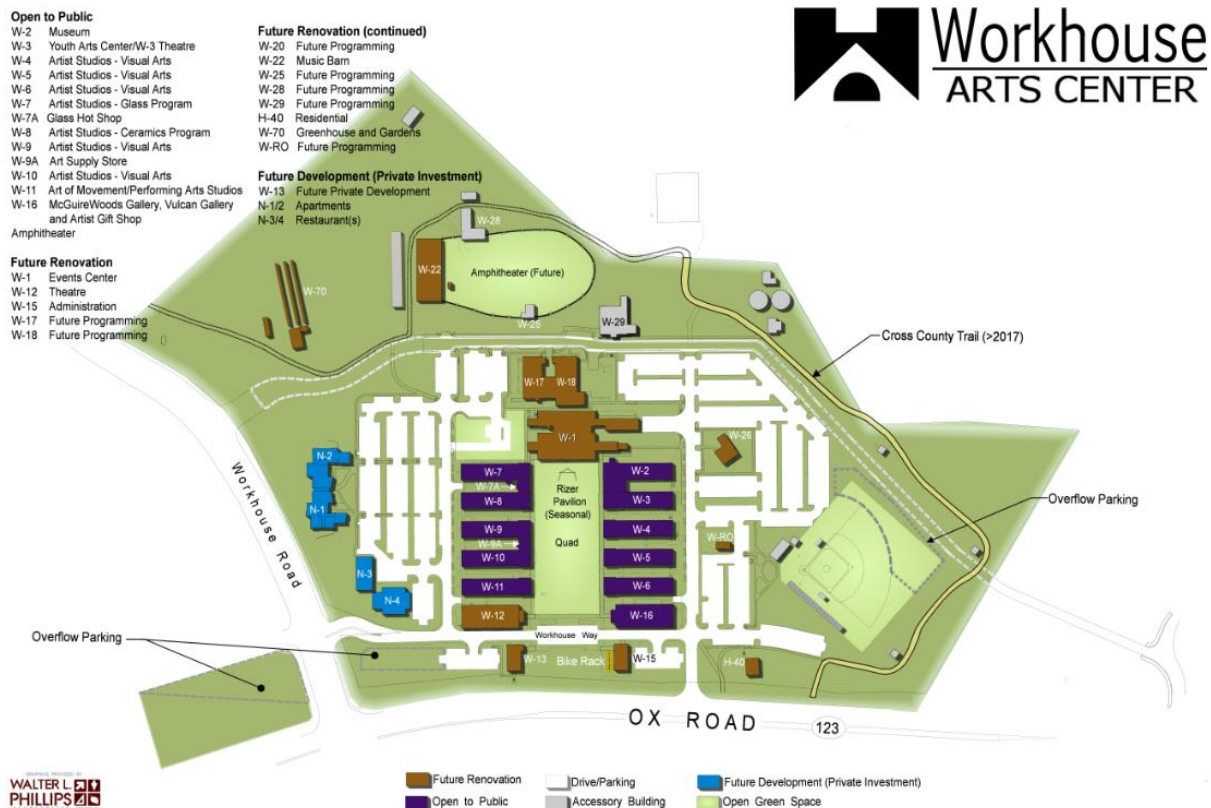
Background

The Campus is a historically important County-owned property. It is the site of the former Lorton Reformatory operated by the District of Columbia Department of Corrections. The original prison buildings were built beginning in 1910, but none of the original buildings remain. The current buildings on the Campus were constructed in the late 1920’s and early 1930’s. The former facility is listed on the National Register of Historic Places, and was the site where suffragists in 1917 were imprisoned for picketing the White House in support of women’s right to vote. The facility closed in 2001 and the following year it was part of a 2,440-acre land purchase by Fairfax County from the federal government. Pursuant to Section 106 of the National Historic Preservation Act, the federal government entered into a legally binding Memorandum of Agreement with Fairfax County and other interested parties to preserve the historically significant buildings and structures on the Campus in a manner that favors adaptive reuse.



In July of 2004, the Fairfax County Board of Supervisors rezoned the Campus to the Planned Development Commercial (PDC) District to permit repurposing by the Lorton Arts Foundation (“LAF”) through the adaptive reuse of the existing historic structures and the construction of new buildings with a mix of uses including: theaters, artist studios, an events center, museums, a music barn, other similar facilities, restaurants, commercial recreation and housing for resident artists/performers to establish the Campus as a unique arts, cultural and recreational resource for the community. Eleven historic buildings on the Campus have been restored resulting in the activation of approximately 95,881 square feet as an arts center. Also, located on the Campus are an 82,500 square foot green space (the “Quad”) and nearly 1,000 parking spaces.

The Campus was originally envisioned to include: artists’ studios (70,429 sq. ft.), a prison museum and community heritage center (15,200 sq. ft.), an art gallery (15,600 sq. ft.), an events center for weddings, receptions, conferences, etc. with up to 600 seats (36,250 sq. ft.), a 300 seat performing arts center consisting of black box or flexible space that may also be used for events center uses (37,150 sq. ft.), a theater with 450 seats (11,250 sq. ft.), a music hall with 300 indoor seats and up to 500 outdoors lawn seats, an outdoor horticultural display area with a 2,424 sq. ft. of indoor display area/greenhouse, and the adaptive reuse of other historic structures to support the arts center such as office space, storage, etc. The open space on Campus includes the Quad, various lawn spaces in and around buildings, outdoor dirt trails, the Cross County Trail, and a historic baseball field, including associated bleachers, stands, and dugout that are also historic structures. Previous approvals also allow for the construction of new buildings to house two eating establishments (400 seats total) and forty dwelling units originally intended for artists and performers in two “live-work” multi-family structures. In total, the approved zoning applications allow for the adaptive reuse of over 211,00 square feet within 25 historic structures and construction of over 60,000 square feet in four new structures.



The previously approved zoning documents, including proffers, conditions and the development plan, are available in the Additional Information Links section of this document.

Respondents are encouraged to propose creative development and/or use options that advance the vision for the Campus. It is recognized that certain adaptive reuse options may deviate from the existing entitlements. Proposals that require an amendment to an existing entitlement will require review and approval through the applicable zoning and land development processes.

Following a financial and legal restructuring that occurred in 2014 with the County, LAF was reorganized as the Workhouse Arts Foundation (WAF) maintaining its status as a 501(c)(3) not-for-profit entity. In accordance with the terms of the legal restructuring that occurred in January 2014, the County holds a license agreement with WAF for the eleven (11) buildings that are currently in operation. It is expected that the County will continue to maintain ownership of the entire Campus and have ultimate oversight of all activities and operations that occur on the Campus, and WAF will continue to have an on-site operations, management, and programming role on the Campus. (Included in the Additional Information section of this document is an overview of the mission and vision, including programming activities, of WAF.)

On July 1, 2017, the Virginia General Assembly law that allows for the establishment of multijurisdictional arts and cultural centers in the Commonwealth of Virginia became effective. Subsequently, the Fairfax County Board of Supervisors approved an ordinance, the Occoquan Town Council approved a parallel ordinance, and the Prince William County Board of Supervisors passed a resolution that established the NOVA Arts and Cultural District. Likewise, the Board of NOVA Parks and the WAF Board of Directors approved and officially established the multi-jurisdictional Arts and Cultural District that includes the Workhouse Arts Center, Occoquan Regional Park, and the Central Business District of the Town of Occoquan. The NOVA Arts and Cultural District is currently limited to coordinated marketing and support between WAF, Fairfax County, the Town of Occoquan, Prince William County, and NOVA Parks to promote and celebrate the arts, cultural, commercial, and leisure activities and programming within the District. While it is noted that Virginia enabling legislation does allow localities to grant one or more of the following incentives for a ten-year period, none of the affected jurisdictions have granted such authority:

- 1) Local incentives for the support and creation of arts and cultural venues;
- 2) Local tax incentives; and
- 3) Local regulatory flexibility

Approval of an amendment to the County Code by the Fairfax County Board of Supervisors and substantially similar actions by each affected jurisdiction would be required to authorize use of the incentives referenced above.

Request for Expressions of Interest (RFI)

This RFI seeks expressions of interest from qualified parties, including companies, non-profits, partnerships, joint ventures, and individuals who desire to lease space or land on the Campus to supply a product, service or experience that contributes to the enhancement and activation of the Campus in accordance with the vision and complements the activities of WAF. Potential uses,

that could enhance the Campus and complement the activities of WAF, may include, but are not limited to, the following: arts (all mediums), education, museum, culinary, craft beverage, indoor or outdoor recreational, hospitality, residential, performances (theatre, music, dance, etc.), restaurants and small-scale production. Upon receipt of responses, the County and WAF are prepared to immediately explore and negotiate any qualified adaptive reuse opportunity for any available building, portion of building, or portion of the site.

Existing buildings on the Campus are historic and in various stages of habitation. Certain buildings will require historic renovation prior to occupancy and as such may offer the opportunity to apply for federal and/or state historic tax credits. Respondents are strongly encouraged to attend a scheduled tour of the Campus sponsored by the County and WAF prior to submission.

In no event should this RFI be interpreted as the County warranting the structural condition, building code or site compliance of any building or indicating its ability to grant a favorable regulatory process outcome. Respondents are expected to undertake their own “due diligence” with respect to the Campus.

Tours of the Campus

Tours of the Campus will be held on Saturday, December 15, 2018; Tuesday, January 15, 2019; Friday, February 15, 2019; Friday, March 15, 2019 and Wednesday, May 15, 2019 beginning at 10:00 AM. Attendees should convene at the administrative offices located within Building W-16.

Questions and Inquiries

Questions regarding this RFI may be submitted to the contract administrator, Regina C. Coyle, at Regina.Coyle@fairfaxcounty.gov. Questions will not be accepted by telephone, text message, facsimile, mail or hand delivery. Questions must be made on behalf of a prospective respondent and must include the requestor’s name, email or mailing address, telephone number, and the name of the prospective partner.

Response/Submissions to the RFI; Late Submissions; Withdrawals

Interested respondents must clearly state, in narrative form the respondent’s interest in the adaptive reuse or use of the Campus and should describe how the Campus would be used by the respondent to produce a revenue stream for the benefit of the Respondent and the Campus while adhering to regulatory limitations. Interested respondents must also provide a statement of qualifications in their response.

In addition, the respondent should provide a basic business plan addressing the following items:

- Describe the general nature of the company, organization and market;
- Provide a summary of respondent company background, including company origins, year of founding, and any parent company-subsidiary relationships;
- Include a list of senior management by position, designating whether their commitment to the company is full-time or part-time and listing prior experience relevant to their role;

- Provide an overview of the proposed product or services including key features and benefits and how they would provide a competitive advantage, including reasons why someone would buy the product or service;
- Describe the desired Campus location, the extent of development and use concept the respondent contemplates for implementation on the Campus, including experience with similar endeavors;
- Provide a clear description of the company’s target market and relevant market segment, including potential size and growth rate;
- Describe how the development advances the vision for the Campus;
- Describe how the development complements and/or enhances the operations of WAF;
- Provide a timeline for implementation, including design, construction and use, how the respondent will capture market share, size and timing of employee ramp-up and key marketing channels and partnerships;
- Describe the source(s) of the revenue stream(s) respondent contemplates this type of development would generate for the developer and the Campus;
- Describe whether there are any appropriate Disadvantaged Business Enterprise or [One Fairfax Policy](#) implementation opportunities associated with the respondent’s development proposal for the Campus;
- Describe the issues respondent considers to be important and relevant to the development of the Campus that may not have been addressed by disclosures in this RFI;
- Describe impediments to the development of the portion of the Campus that is of interest to respondent; and
- Provide thoughts or observations on actions that might be taken by the County and/or WAF that would improve respondent’s ability to produce a revenue stream from the Campus.

By providing information as a response to this RFI, respondents are consenting to its use and consideration by the County and WAF. RFI responses will be accepted, reviewed and possibly recommended for further consideration of development or implementation on a rolling basis in order of submission beginning December 1, 2018 until June 30, 2019. Responses submitted earlier may be implemented earlier. Responses submitted before the last day of a calendar month will be reviewed for disposition no later than the last day of the next consecutive month. Disposition determinations may range from Meeting Requested, Additional Information Requested, Hold for Future Consideration or Proposal Rejected. **All RFI responses must be submitted via [email](#) or [ShareFile](#) no later than 11:59 PM on June 30, 2019.** The subject line of the e-mail message must read “Response to Workhouse Arts Campus RFI.” Failure to do so may result in delay or non-delivery of a response.

Addendums and Amendments to the RFI

In the event any substantive issues require clarification or change during the process, an addendum to this RFI will be issued and posted on the RFI webpage. No mailing of updates, question responses, addendums or amendments will be performed by the County or WAF for this RFI.

Use of Responses by County and WAF

The responses to this RFI will be used to assist a steering committee comprised of representatives from the County and WAF in making recommendations to the Fairfax County Board of Supervisors for the use or adaptive reuse of any portion of the Campus that advances the vision of the Campus and are complementary to the operations of WAF. Those recommendations will be considered in making decisions regarding capital investments and potential agreements with qualified respondents.

Disclaimer

Please be advised that this is a request for information only. This RFI is issued solely for information and planning purposes – it neither constitutes a request for proposals nor is a promise to issue an RFP in the future. No warranties or representations of any kind are made by the County or WAF, including a representation or warranty as to the suitability of the Campus for any particular purpose. Respondents are cautioned that they are expected to coordinate with Fairfax County and WAF and undertake their own due diligence with respect to the property. Available site assessments, building condition reports, engineering documents and the like will be made available for review. Neither the County nor WAF warrant these documents in any manner.

Parties responding are advised that neither the County nor WAF will pay for any information or administrative costs incurred in response to this RFI; all costs associated with responding to this RFI will be solely at the interested party's expense. Submission of a response will in no way affect eligibility to respond to future solicitations for the potential redevelopment of the Campus or other lands of the County or for any other design, construction, finance, maintenance or operations opportunities offered by the County. The County and WAF reserve the right to cancel this RFI at any time with or without notice to respondents and without liability.

Please also be advised that neither the County nor WAF will provide any preferential consideration to applicants who have given monetary, material, or in-kind contributions to WAF or the County.

Additional Information Links

Workhouse Arts Center Campus Map - <http://www.workhousearts.org/map/>

Entitlement Information - [RZ 2003-MV-033](#) - [PCA 2003-MV-033](#) - [FDPA 2003-MV-033-2](#)

Entitlement Information - [Proffers](#) - [Development Conditions](#) - [Development Plan](#)

Programming at the Workhouse Arts Center -

<http://www.workhousearts.org/visit/workhouseprograms/>

Events at the Workhouse Arts Center – <http://www.workhousearts.org/events/>

Exhibits at the Workhouse Arts Center - <http://www.workhousearts.org/events/category/exhibits/>

Workhouse Arts Center on Social Media - <https://www.facebook.com/WorkhouseArts/>

Workhouse Arts Center and Prison History - <http://www.workhousearts.org/about/history/>

[Land Transfer Memorandum of Agreement](#)

[Workhouse Contributing Resources Sketch Map 2A](#)

[Workhouse Non-Contributing Resources Sketch Map 2B](#)

[Workhouse Arts Campus Guiding Principles](#)