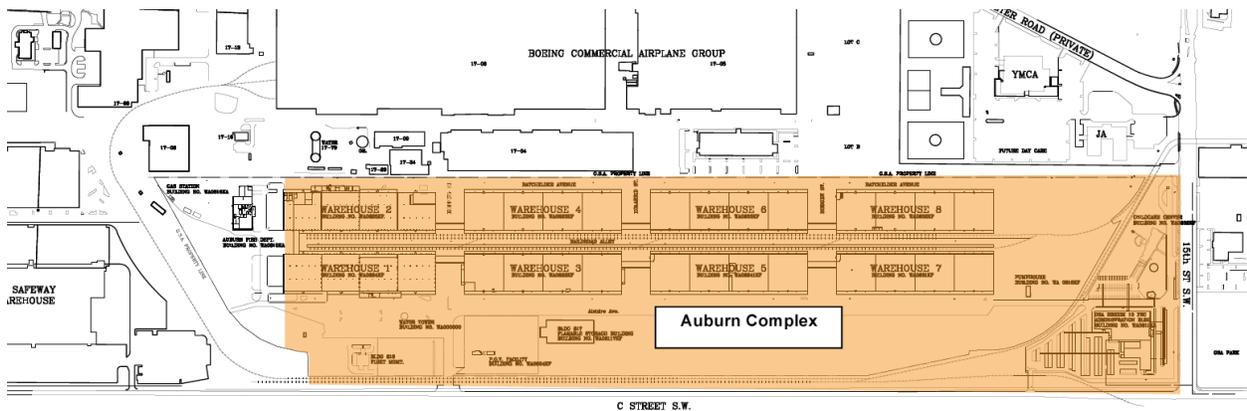


REQUEST FOR INFORMATION
Optimization of the GSA Auburn Federal Complex
400 15th Street SW
Auburn, Washington 98001
15R10-WA00K

Responses Due By July 9, 2015



U.S. General Services Administration
Public Buildings Service
Portfolio Management (10 PPT)
400 15th Street SW
Auburn, WA 98001



For Planning and Information Purposes Only

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I. OVERVIEW

As the government's real estate expert, the U.S. General Services Administration (GSA) is considering new approaches to leverage existing assets and engage the private sector to strengthen its real property portfolio.

The property that is the subject of this Request for Information (RFI) is located at 400 15th Street SW in Auburn, Washington, is commonly referred to as the Auburn Federal Complex and is further described in section II of this RFI ("the Property"). The Property is a mix of office buildings and warehouses, situated on 129 acres of land. GSA and the Social Security Administration (SSA) occupy two of the office buildings and the remaining warehouse space is partially occupied in the short-term (two years or less) by the U.S. Army and the U.S. Navy, who are transitioning to nearby leased warehouse space. The U.S. Department of Homeland Security - Federal Protective Service (FPS) also intends to co-locate with GSA. Through this RFI, GSA is exploring potential strategies that may result in the conveyance of the Property out of Federal ownership in exchange for consideration in the form of title to replacement real property that can accommodate the programmatic requirements of GSA, FPS and SSA as described in detail below. Alternatively, GSA would consider conveyance of a portion of the Property in exchange for construction services to renovate existing offices or construct new office(s) on a retained portion of the Property to house GSA, FPS and SSA personnel.

GSA's key strategic objectives relating to this proposed transaction include:

- Acquire turnkey state-of-the-art office space, referred to herein as the New Facility;
- Leverage the expertise of the real estate industry to optimize the value of the Property for new market-driven use(s);
- Maximize financial return to GSA and taxpayers; and
- Minimize impact on GSA and SSA operations and avoid need for any swing space or temporary relocation of operations.

The New Facility can be a single building for SSA, FPS and GSA, connected buildings or separated offices – one for SSA and one for GSA with FPS.

The SSA programmatic requirements include approximately 128,100 rentable square feet (rsf) of office and related space and 150 parking spaces for SSA and visitor vehicles. Included in the rentable space is a media center (approximately 8,000 rsf) and training conference rooms (totaling 20,000 rsf). The offered site should be within a 5-mile radius of SSA's current location at the Property and within reasonable walking distance to available employee parking (approximately 800 spaces, including the 150 identified as part of the core requirement) or access to mass transit, or, preferably, both.

The GSA and FPS programmatic requirements include approximately 75,000 rsf and 160 parking spaces for GSA, FPS and visitor vehicles. The office location can be as far north as the Seattle Central Business District (CBD) or south to the Tacoma CBD and

within reasonable walking distance to available employee parking (approximately 530 spaces, including the 160 identified as part of the core requirement) or access to mass transit, or, preferably, both. The actual number of parking spaces required will depend on the location of the New Facility, its proximity to mass transit, and the availability of parking in the surrounding area.

Several other Federal agencies in addition to GSA, FPS and SSA occupy leased space (totaling approximately 100,000 rsf) in the south Puget Sound area. GSA also would seek to consolidate those agencies into the New Facility, should doing so be determined to be financially feasible as part of the exchange.

The Government will provide detailed requirements for the New Facility prior to or as part of any future solicitation. The New Facility will have to conform to the criteria and standards established in the 2014 *P-100, Facilities Standards for the Public Buildings Service*, which can be downloaded at <http://www.gsa.gov/portal/content/187611>. In addition, the New Facility will be required to incorporate appropriate security features as determined by the Government.

GSA is issuing this RFI to obtain responses from real estate developers, institutional landholders, construction entities, joint ventures, and other members of the development community (Respondents) who are potentially interested in acquiring the Property. GSA will use the information submitted in response to this RFI for planning purposes and to make strategic decisions regarding the future use of the Property.

In considering various alternatives, the Government may exercise GSA's authorities to exchange the Property for cash, construction services or other real property, or any combination thereof. This RFI describes several possible forms of the transaction that GSA would consider.

The Government will not enter into a sale or exchange agreement as a result of this RFI. After review of the responses, the Government will determine if there is the breadth and depth of interest from Respondents to proceed with an open, competitive solicitation. If the Government determines through its review that an exchange transaction is not in its best interest, then the Government may explore other options for the Property.

The Government invites Respondents to submit ideas that could assist it in attaining its objectives. The Government will not reimburse Respondents for any expenses associated with responding to this RFI, though the Government sincerely appreciates Respondents' efforts and input. For additional information on the submission process, see sections VI and VII of this RFI.

II. PROPERTY DESCRIPTION

Size and History:

The Property measures 129 acres and is improved with warehouses, office buildings and an abandoned water tower. The U.S. Army built six of the eight large warehouses in 1944 as part of the World War II effort. The other two were added later. A ninth small steel framed warehouse was constructed in 1985 and was the last of the warehouses to be built on the Property. In the 1950s, the Army also constructed an administration building to house administrative offices.

Originally, the Property was part of a larger U.S. Army supply depot comprising more than 435 acres improved with over 20 similar dry storage warehouses and an 80-foot tall water tower for fire suppression. The Army transferred jurisdiction of an original 177-acre portion of the depot to GSA in 1962. The remaining U.S. Army property was sold to private developers.

A railroad easement crosses diagonally through the north-center portion of the Property. It separates the GSA Regional Administration Office building and the Childcare Center building. To the south, warehouses dominate. The diagonal traversing rail track turns and runs parallel along the east boundary alongside C Street. The track receives nominal use, night hours only.

In the 1990s, GSA donated to the City of Auburn land north of 15th Street for public use. It is currently a public ball field and Auburn City School District bus depot.

Thereafter, in 2006, GSA donated to the City of Auburn title to the southernmost 8.4 acres, along with improvements. Land use was restricted to municipal emergency services. Currently, it serves as a Regional Fire and Training Center operated by the City of Auburn. If this property were to be put to another use, title to the site would revert to the Federal Government.

As a result of these donations, the size of the GSA Auburn Federal Complex was reduced to its current 129 acres.

Site Description – Southern Warehouse Area

The Property is best described in two portions: The southern portion is approximately 80 acres and improved with six large warehouses (Nos. 1 through 6), plus the metal-sided Warehouse 9, the privately owned vehicle (POV) facility and the Fleet Management Office building. The dominant use is dry storage warehouse.

If a hypothetical line were drawn east-west between Warehouse 8 and Warehouse 6 and continuing between Warehouse 7 and Warehouse 5, it would separate the southern warehouse portion from the northern office portion (see map on page 8).

Included in the southern portion is paved surface parking for over 600 vehicles. Access is by two wide transit roads from C Street, one a designated truck-trailer entrance. The warehouses have old, but functional, loading docks and ramps to provide access for large trucks and their freight trailers.

A railroad easement runs along the eastern boundary of the southern portion, then arcs following the southern boundary of the City of Auburn Fire and Training Center property.

Southern Portion – Warehouse Buildings Summary Table 1

Name	Type	Total RSF	Year Built	Major Tenant
Warehouse 1	Storage	175,411	1953	US Army -1 Yr
Warehouse 2	Storage/Office	165,011	1953	US Army -1 Yr
Warehouse 3	Storage	173,417	1944	Vacant
Warehouse 4	Storage	171,026	1944	Vacant
Warehouse 5	Storage/Office	172,326	1944	Vacant
Warehouse 6	Storage	171,157	1944	Vacant
Warehouse 9	Storage	19,567	1985	US Army-1 Yr
Fleet Mgmt Center	Office Only	3,157	2000	Vacant
POV Facility	Office/Garage	2,167	1985	Vacant

Warehouses 1 and 2: Built in 1953, these warehouses are two concrete masonry units with laminated wood beam roof supports. The U.S. Army occupies these buildings for the short-term during its relocation to leased space. A small portion of Warehouse 1 (less than 30,000 square feet) was nominally built out for offices. Additionally, a small portion of Warehouse 2 was built out for a fitness center.

Warehouses 3, 4, 5, & 6: These four warehouses are part of the original six 1944-era warehouse buildings, which have exceeded their original useful lives and require significant reinvestment. Their aged condition became a life-safety concern when a major snowfall and icing event in January 2012 placed heavy loads on the warehouse roofs causing damage to the wooden truss support systems. Analysis of the trusses

indicated that the cost to correct all of the truss joints to maintain safe operations for the long-term would be prohibitive.

Warehouse 9: This metal-sided structure contains just less than 20,000 rsf. GSA built the structure in 1985 as a flammable storage building for hazardous chemicals and materials. It is corrugated metal exterior, steel-framed construction with a concrete pad and floor. The U.S. Army currently occupies the building, but will vacate the premises.

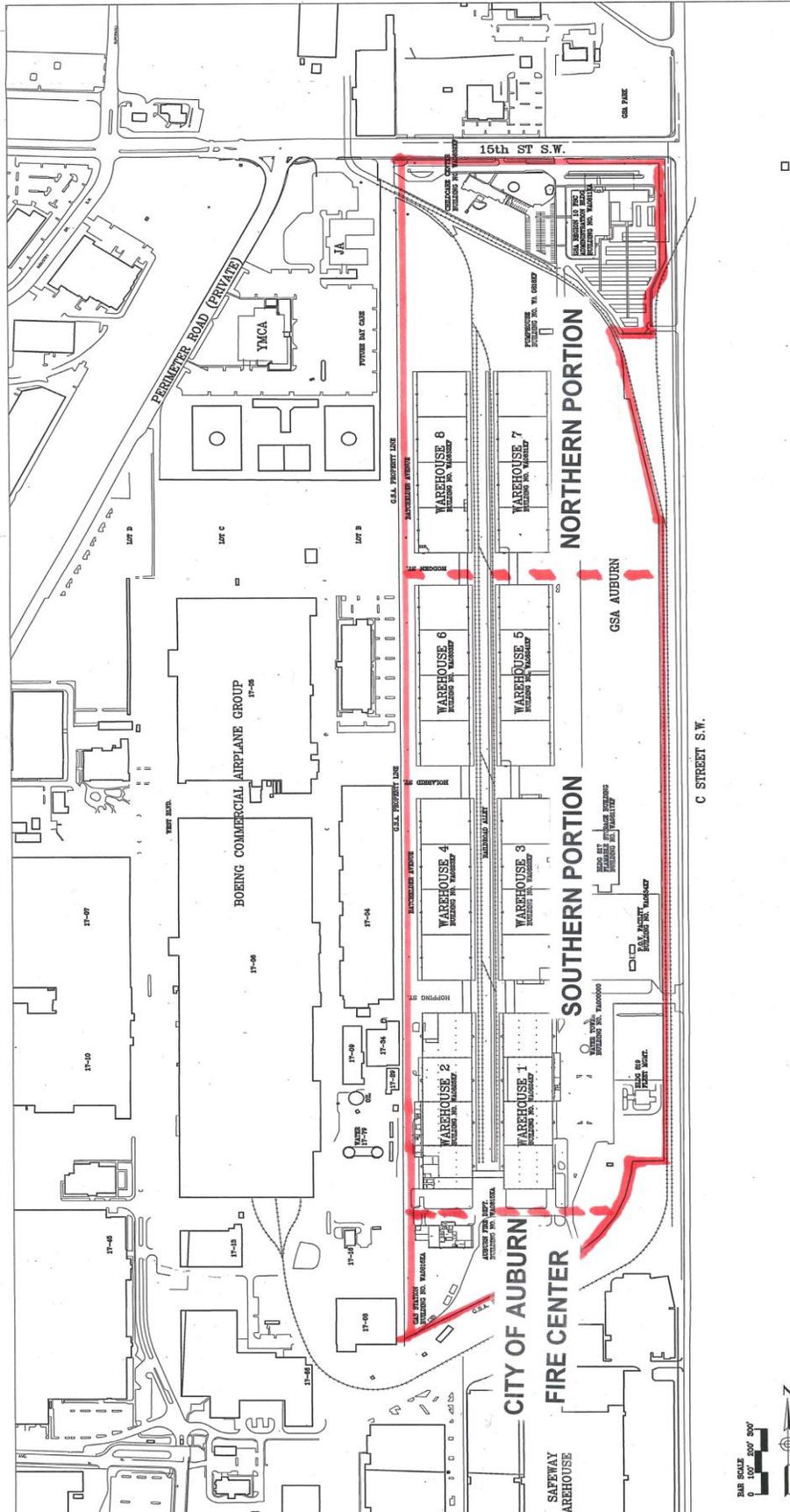
GSA Fleet Service Management Office Building: GSA constructed this building in 2000 to house its Fleet Management operations. The building is adjacent to a large fenced parking area. The building contains approximately 3,000 square feet of office space, as well as a conference room, restrooms and a lunch break area. The building is in relatively good condition, though it is currently vacant following a consolidation of Fleet Management operations and relocation by the U.S. Army to leased space.

POV Facility: This is a small, 2,200 square foot building at the southeast end of the Property near the truck entrance along C Street. The POV building is a manufactured structure in design, appearance, and function. Built in 1985, hauled onto the site and attached, it is primarily office space with some storage use. It is a single-level wood frame constructed structure adjacent to a large fenced parking area and a separate open shed building and garage. The building experienced a water pipe break in the winter of 2013 and mold has resulted. The building is vacant.

Utilities: See Northern Portion Description

Road Access: Access to the southern portion is by two, wide transit roads from C Street. Connections to all structures are by a 60-foot wide, two-lane roadway that encircles the entire warehouse portion. At the north end of the loop, the road branches off to provide a southern access to the Childcare Center building and the Regional Administration Office building. See map on page 8 for more details.

At the southern end of the loop are two branch roads that serve the City of Auburn Regional Fire and Training Center. Access for emergency vehicles is available only by these branch roads onto the main loop roadway over and across the Property, which leads to the C Street exit. Any future owner of the Property will be required to continue to provide access to the City of Auburn and not landlock this 8.4-acre site owned by the City. Were the City to abandon its use for the provision of emergency services, title to the site would revert to the Federal Government.



Northern Office Portion – Offices and Childcare Center:

The northern portion of the Property measures approximately 49 acres, with the southern boundary as the line east-west drawn between Warehouses 7 and 8 and Warehouses 5 and 6.

A diagonal railroad track easement is perpetual and transects an undeveloped north-central area (see map on page 8).

Paved surface parking for approximately 1,000 vehicles serves both the offices of the Regional Administration Building and Building 7.

Access is by three narrow roadways, two that provide ingress and egress onto 15th Street SW and one to C Street.

Northern Portion – Offices and Childcare Center Summary Table 2

Name	Type	Total RSF	Year Built	Major Tenant
Regional Admin	Office	100,696	1950s	GSA
Childcare Center	Day Care	7,541	1998	Joint Use
Building 7	Office	149,300	1944/2004	SSA
Building 7	Office	51,880	1944	Vacant
Warehouse 8	Storage	167,021	1944	Vacant
Pump House	Mechanical	821	1991	N/A

Regional Administration Office Building: This office building was constructed in the 1950s and was expanded in 1964 with an additional west wing after it was transferred to GSA in 1962. Since 1964, the building has functioned as the administrative offices for GSA's Northwest/Arctic Region. The building is a two-story concrete structure with a membrane roof that was replaced in 2004. On-site parking accommodates 444 vehicles.

Childcare Center: This is a single-story wood construction building located in the northern end of the Property. The building was completed in 1998. It is fully functional. Access is by 15th Street SW. Parking includes over 20 spaces in close proximity.

Building 7: This 200,000 square foot former 1944-era warehouse was converted to offices and is currently being used by SSA. A 150,000 square foot portion of the building is occupied, while the remaining 50,000 square feet is vacant. Conversion to office use began in 1989. The southern end warehouse bay was converted along with the linked northern end bay of Warehouse 5 to provide a regional teleservice office space. Starting in 1999, SSA built an 18,000 square foot regional training conference center with a full-sized auditorium. In 2001, a 10,000 square foot video broadcast training center studio was added.

A Fiscal Year (FY) 2004 modernization of Building 7 enabled the complete conversion of three of four warehouse bays to modern office, and included the construction of an additional mezzanine level to meet SSA's space needs and consolidate its teleservice center from Warehouse 5.

The revised modernized exterior enclosure, glass facades, formal entrance, sidewalks, and surrounding landscaping at the northern portion of the building clearly distinguish it as an office.

No roof or truss renovations were identified requiring repair at the time of the modernization. The January 2012 snowfall and icing event exposed the extent of hidden truss deterioration and revealed the need to either repair the trusses or abandon the building due to life-safety hazards.

In FY 2014, Building 7's roof trusses were identified for emergency repair and seismic bracing has been installed to extend the life of the building for long-term office occupancy. Repairs are on-going and are expected to be completed in early 2015.

Pump house: This outbuilding is a 900 square foot structure just north of Building 7 that was constructed in 1991. Constructed of cinder blocks with a steel roof, it is strictly a mechanical support building that provides no office or other usable space. The building boosts water pressure for fire protection servicing all the warehouses.

Warehouse 8: Although included with the offices and Childcare Center building, Warehouse 8 is another dry storage warehouse constructed in 1944 whose aged condition has become a life-safety concern. Like the other buildings, the truss decline accelerated due to the snowfall and icing event of January 2012. The U.S. Army and the U.S. Navy have vacated the building. It is included in the northern portion with the offices only because of the need for a security setback from the western boundary line for SSA's occupancy in Building 7.

Utilities: The entire Southern Warehouse Area, the City of Auburn Regional Fire and Training Center and the Northern Office Portion (including Building 7 and Warehouse 8, but excluding the Childcare Center building and the Regional Administration Office building) is serviced by water and sewer mainlines that date back to the original site development in 1944. These pipes are decayed and are at the end of their physical and functional life.

Zoning/Entitlements

- The Property lies within an area that the City of Auburn has zoned M1-Light Industrial.
- GSA makes no representations with regard to the accuracy of the zoning information included in this RFI. Respondents should verify the present zoning and determine the permitted uses for any proposed future development.
- Respondents also are encouraged to contact the City's Economic Development Department for zoning information and questions. The point of contact in this office is Douglas Lein, Economic Development Manager, Office of the Mayor, 25 West Main Street, Auburn, WA 98001-4998; dlein@auburnwa.gov; 253-804-3101.

Historic Preservation Considerations

- The State Historic Preservation Officer has evaluated the Property and determined it to be ineligible as a historic district, or for listing in the National Register of Historic Places.

Environmental Considerations

- Hazardous Substance Activity: Pursuant to 40 CFR § 373.2 and section 120(h)(3)(A)(i) of the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended 42 U.S.C. § 9620(h)(3)(A)(i) (CERCLA), and based upon a review of agency files, GSA acknowledges that hazardous substances have been released or disposed of or stored on the Property.
- Lead-Based Paint: Buildings on the Property were constructed prior to 1978 and, as with all such property, a lead-based paint hazard may be present.
- Asbestos Material: Asbestos containing materials are present in the buildings.
- Mold: Various forms of mold are present at various locations in the subject building(s) on the Property.
- Soil: GSA granted an easement to the Boeing Corporation (Boeing) to drill test-wells on the Property to evaluate the soil for hazardous material that may have migrated onto the Property by ground-water from the adjacent Boeing property.

“AS-IS” Condition

- The Property will be conveyed “AS-IS” and “WHERE-IS,” without representation, warranty or guaranty as to quantity, quality, title, character, condition, size, or kind, or that the same is in proper condition or fit to be used for the Respondent’s intended purpose.
- Respondents must rely on their own independent research and conclusions for all development, financing, construction, and operating costs.
- The deed to the Property will contain the standard notice and covenants required by section 120(h)(3)(A) of 42 U.S.C. § 9620(h)(3)(A), and the implementing regulations at 40 C.F.R. part 373.

III. POSSIBLE TRANSACTION STRUCTURES

Under GSA’s authorities, the Government may convey real property through various means, including by sale, lease, exchange for other real property that better meets the Government’s needs, or exchange for in-kind consideration, such as the performance of construction services. The Government is interested in using these authorities to obtain, at a minimum, the New Facility in exchange for the Property, and contemplates execution of a transaction structure that realizes this goal. A cash equalization payment to the Government may be required as part of any such transaction.

The following are examples of possible transaction structures. The Government may consider other transaction structures as well.

1. Exchange for Renovation of Existing Building(s) on the Auburn Federal Complex

Under this approach, the Government would exchange the warehouse portions of the Property for the design and renovation of certain existing office and Childcare Center buildings located on the Property, in combination with a cash payment from the selected offeror to equalize value, if necessary.

- In exchange for the design and renovation of an existing building or buildings on a portion of the Property, which would serve as the New Facility, GSA would offer title to the remaining portions of the Property;
- The Government would evaluate offers and execute the exchange agreement;
- The selected offeror would provide design and renovation services on the portion of the Property to be retained by the Government; and
- The Government would convey the remaining portion of the Property to the selected offeror on a mutually agreed upon date following completion of the New Facility.

2. Exchange for New Facility on or proximate to the Auburn Federal Complex

Under this approach, the Government would exchange all or portions of the Property (the Exchange Parcel or Parcels) for the design and construction of a New Facility, or for an existing facility, in combination with a cash payment from the selected offeror to equalize value, if necessary. The New Facility would have to be located within the boundaries described in the section I, Overview, of this RFI to accommodate the programmatic requirements of SSA, GSA and FPS.

- In exchange for the design and construction of a New Facility, or an existing facility, the Government would offer title to the Exchange Parcel or Parcels.
- The Government would evaluate offers and execute the exchange agreement.
- The selected offeror would either design and construct the New Facility or convey an existing facility to the Government; and
- The Government would convey the Exchange Parcel or Parcels to the selected offeror on a mutually agreed upon date following completion of construction of the New Facility or upon the sale of the existing facility.

The following graphic provides an overview of how the exchange process would work if the selected offeror proposes new construction or renovation services.

1	2	3	4
<u>Solicitation</u>	<u>Exchange Agreement</u>	<u>Construction</u>	<u>Conveyance</u>
<ul style="list-style-type: none"> • Issue solicitation seeking proposals from entities interested in providing design and construction and related services for the New Facility • Review proposals and select preferred exchange partner 	<ul style="list-style-type: none"> • Execute exchange agreement with exchange partner 	<ul style="list-style-type: none"> • Exchange partner completes construction of the New Facility as required under exchange agreement 	<ul style="list-style-type: none"> • Convey the Property to exchange partner upon acceptance of the New Facility, potentially on a retained portion of the Property

IV. STATEMENT OF LIMITATIONS

1. GSA represents that this RFI, submissions from Respondents to this RFI and any relationship between GSA and Respondents arising from or connected or related to this RFI are subject to the specific limitations and representations expressed below, as well as the terms and conditions contained elsewhere in this RFI. By submitting a response to this RFI and without the need for any further documentation, the Respondents acknowledge and agree to GSA's rights and all other terms and conditions as set forth in the RFI, including the Statement of Limitations.
2. GSA reserves the right, in its sole discretion, without liability, to use any or all of the RFI responses in its planning efforts and to develop and operate the Property, in whole or in part, outside of the RFI process. GSA reserves the right to retain all the materials and information, and the ideas and suggestions therein, submitted in response to this RFI. All such material, information, ideas, and suggestions will become the property of GSA.
3. This RFI does not create an obligation on the part of GSA to enter into any agreement or implement any of the actions contemplated herein, nor does it serve as the basis for any claim whatsoever for reimbursement of any costs associated with the preparation of responses submitted to the RFI.
4. The submission of an RFI response is not required to participate in any potential future redevelopment process, nor does submission of a response preclude Respondents from participating in any future redevelopment of the Property.
5. To the best of GSA's knowledge, the information provided herein is accurate. However, GSA makes no representations or warranties whatsoever with respect to this RFI or the Property, including representations and warranties as to the accuracy of any information or assumptions contained in this RFI or otherwise furnished to Respondents by GSA, site and environmental conditions on the Property or the suitability of the Property, or any portion thereof, for any specific uses or development. Respondents should undertake appropriate investigation in preparation of submitting a response. A site inspection will be coordinated to give all Respondents the opportunity to examine existing conditions (see section V, below, for additional information on the tour).
6. This RFI is issued solely for information and planning purposes and does not constitute a solicitation. A response to this RFI is not an offer and cannot be accepted by GSA to form a binding contract.
7. GSA may request clarifying discussions with any or all of the Respondents on an individual or group basis. Submission of a response does not guarantee the opportunity to participate in the discussions.

8. GSA will not pay any claims for brokers' fees or other costs associated with submitting a response.
9. Respondents submitting business information pursuant to this RFI should consult 41 C.F.R. part 105-60 and other implementing regulations concerning the release of such information to third parties under the Freedom of Information Act, 5 U.S.C. § 552. All information submitted by Respondents that they consider confidential and not releasable to third parties outside of GSA, and GSA's employees, agents, consultants, and representatives, must be clearly and conspicuously so marked.

V. ADDITIONAL INFORMATION

Pre-Submittal Briefing and Tour

GSA has scheduled a pre-submittal briefing and tour for interested parties on June 3, 2015. For information and to sign up for the briefing and tour, go to <http://www.gsa.gov/portal/content/207047>

Project Inquiries

Questions regarding this RFI must be submitted by June 30, 2015, by e-mail, to:

auburn.complex@gsa.gov

Written questions must include the requestor's name, e-mail address and the Respondent represented. Respondents also may ask questions during the pre-submittal conference. Regarding questions not received in a timely manner, GSA will decide, based on the amount of research needed to answer the question, whether an answer can be provided before the RFI due date.

A copy of all finalized questions and answers will be available added to the RFI document, posting in the FedBizOpps: www.fbo.gov

VI. SUBMISSION OF RESPONSES

All interested parties should submit electronically a cover sheet, company description and the attached completed questionnaire with appropriate supporting information clearly marked "Response to RFI – Auburn Complex " by 5:00 p.m. Pacific Standard Time, on July 9, 2015, to:

auburn.complex@gsa.gov

Response Format

1. Cover Sheet, including:
 - Company Name and Address
 - Company Representative Name and Contact Information
 - including telephone number and e-mail address
 - Signature of Representative.
2. Brief description of the company; size of company; years in business; and type of entity.
3. Response to RFI items in numerical order followed by any additional materials (see section VII, Request for Information Questionnaire).

VII. REQUEST FOR INFORMATION QUESTIONNAIRE

1. Taking into consideration Federal construction and setback requirements (see section I, above, for more details), describe where you would propose locating the New Facility, either on the Property or in a new location(s). Elaborate on why any specific location(s) would be optimal as compared to other locations.
2. Of the two examples of transaction structures described in section III, above, explain whether renovation of existing buildings or new construction would be preferable and why.
3. Are there possible transaction structures that could more effectively accomplish the goal of obtaining a New Facility for the Property's office tenants, other than the transaction structures described in section III?
4. Describe your general financing strategy for the construction/renovation of the New Facility in light of the proposed transaction structure.
5. Would use of certain portions of the Property prior to conveyance enhance the financial viability of this transaction? How would receiving title to the Property *after* completion of the required construction/renovation impact the transaction?
6. Identify any concerns or risks with the proposed transaction structures (section III) that would affect your potential interest in the Property. Are there any concerns about market risk, transaction timeline/phasing or any other key execution risks that could impede successful implementation of the proposed transaction structure?

7. What information would you need about the construction or renovation services that GSA seeks to receive as consideration for the exchange to prepare your response to a solicitation?
8. Given the scope and scale of this development opportunity, what is an ideal length of time necessary to prepare a comprehensive and detailed response to any future solicitation that seeks to fulfill the strategic objectives stated in this RFI?
9. After conveyance, the City of Auburn would be the zoning authority for the Property. Identify any concerns or advice regarding zoning for the Exchange Parcel or Parcels.
 - a. What concerns, if any, do you have regarding entitlement risk? At what point in the entitlement process would the entitlement risk be sufficiently mitigated?
 - b. Explain whether any dimensional (e.g., height, floor area ratio, setbacks, or open space), use, parking, or other requirements affect the viability of the transaction structures identified in this RFI. Do you have any recommendations related to possible future zoning of the Property that you would like considered?
10. Do you have any concerns regarding the timing/schedule for the adoption of new zoning that would affect the Property? What role or input would you ideally envision having in the adoption of new zoning?