City of San Antonio

Request for Qualifications
Public Private Partnership (P3)
Red Berry Estate Development Project

P3

Center City Development Office
And
Capital Improvements Management Services Department

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City of San Antonio

CENTER CITY DEVELOPMENT OFFICE AND CAPTIAL IMPROVEMENTS MANAGEMENT SERVICES DEPARTMENT

REQUEST FOR QUALIFICATIONS

PUBLIC-PRIVATE PARTNERSHIP (P3)

Red Berry Estate

Notice Regarding Prohibition on Campaign or Officeholder Contributions for Individuals and Entities Seeking High-Profile Contracts. Under Section 2-309 of the Municipal Campaign Finance Code, the following are prohibited from making a campaign or officeholder contribution to any member of City Council, candidate for City Council or political action committee that contributes to City Council elections from the 10th business day after a contract solicitation has been released until 30 calendar days after the contract has been awarded:

1. Legal signatory of a high-profile contract;
2. any individual seeking a high-profile contract;
3. any owner or officer of an entity seeking a high-profile contract;
4. the spouse of any of these individuals;
5. any attorney, lobbyist or consultant retained to assist in seeking contract.

A high-profile contract cannot be awarded to the individual or entity if a prohibited contribution has been made by any of these individuals during the "black out" period.

RFQ Issue Date: April 30, 2013

Qualification Submittal Deadline: May 14, 2013

JULIAN CASTRO
MAYOR

IVY R. TAYLOR
COUNCILWOMAN DISTRICT 2

SHERYL SCULLEY
CITY MANAGER

FOREWORD

Dear Potential Partner(s):

In 2010, the City of San Antonio launched a series of reinvestment summits to collaborate with San Antonio's Eastside residents, businesses, and stakeholders on how to improve the quality of life in their community. Aside from the desire to enhance basic services, one of the more prominent topics of discussion was the need to promote catalytic economic redevelopment on the Eastside. Three years later, economic development is underway and the framework for continued growth has been put in place. Within the previous two years, the City has since evaluated and improved the way quality of life services are provided and continues to implement catalytic projects designed to encourage reinvestment.

The Red Berry Estate redevelopment project is an example of a catalytic project that could potentially expand housing choices and spur much needed economic growth on the Eastside. In much the same way the stakeholders from the community worked together during the Eastside Reinvestment Summits, we now stand ready to collaborate with a Master Developer and/or an innovative team that shares our vision of a reinvigorated and prosperous Eastside.

On behalf of the hundreds of citizens and stakeholders who have worked together to plan the Red Berry Estate's future, we welcome your interest, commitment and creativity in helping us create a new beginning for this important property.

History of Red Berry

Virgil Edward "Red" Berry was a Texas politician who represented San Antonio in both the Texas House of Representatives and the Texas Senate in the 1960s. In 1940, in a hand of poker, Red walked away with what is known today as the Red Berry Estate. Red renovated the property constructing a three story, 12,000 square-foot Riviera chateau like mansion, overlooking a man made lake, which was at the time valued at $125,000. Red later sold the estate in 1973 to Walter Corrigan, then President of Sommers Drug. In 2002, Bill Tidwell, owner of Cardell Cabinetry, purchased the estate from Corrigan, refurbishing the mansion to its original form and re-opened it to the public as a unique special events facility.

In Spring 2010, the Property was identified as a catalytic project at the City's Eastside Summit. Since the Summit, the City of San Antonio purchased the Property in June 2012.

I. INTRODUCTION

The City of San Antonio (hereafter referred to as "the City"), through this Request for Qualifications (hereafter referred to as "RFQ") is soliciting statements of qualifications from interested parties to participate in a Public-Private Partnership (hereafter referred to as "P3") for the redevelopment of the Red Berry Estate.

The City of San Antonio seeks a developer or development team to redevelop the Red Berry Estate ("Project"), which consists of 84 acres that includes a 12,000 square foot mansion and an 11 acre man-made lake. The Project is located 856 Gembler Road and 4007 East IH 10 in City Council District 2. The Project is adjacent to amenities such as Willow Springs Golf Course and Salado Creek Bike Trail.

On November 1, 2012, the City of San Antonio adopted Public-Private Partnership guidelines in accordance with the Texas Legislature enacting the Public and Private Facilities and Infrastructure Act of 2011 under Chapter 2267 of the Texas Government Code in order to facilitate and expand the use of P3s. In adopting the P3 Guidelines, the City has been provided an additional tool for developing capital improvement projects, using the Design-Build contract method. Under said guidelines, the City and a private entity (comprised of a single operator or a team) enter into a contractual agreement where the skills and assets of each sector (public and private) are shared in delivering a service or facility.

II. PROJECT BACKGROUND

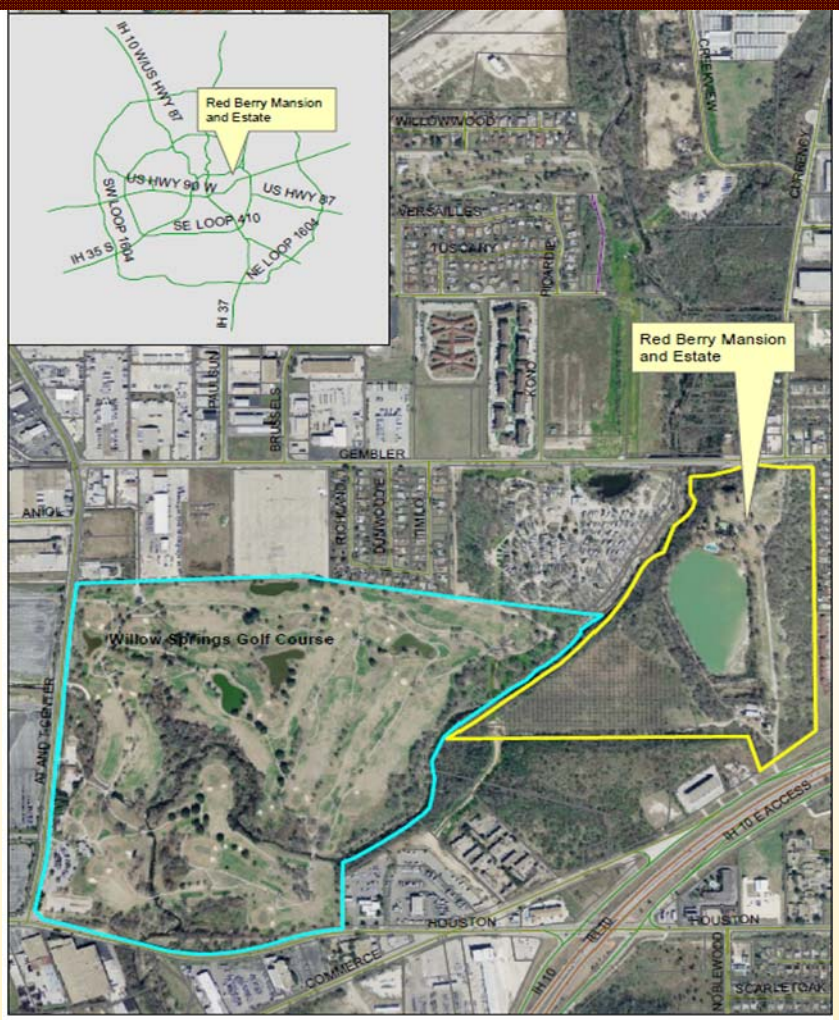
In 2010 Mayor Julian Castro and City Councilwoman Ivy Taylor launched a series of Eastside Reinvestment Summits of residents, civic and neighborhood leaders, stakeholders, developers, property and business owners, and public sector entities to discuss how to launch the redevelopment of the Eastside. The overall goal of the summit was the creation of a community foundation for moving forward collaboratively with the economic redevelopment of the Eastside. The City engaged Huntley Partners to design and manage three meetings which comprised the Eastside Reinvestment Summit and to write a report of the summit's' findings. The report identified a public-private partnership for the redevelopment of the Red Berry Project as an important catalytic project in achieving the revitalization of the East Side of San Antonio.

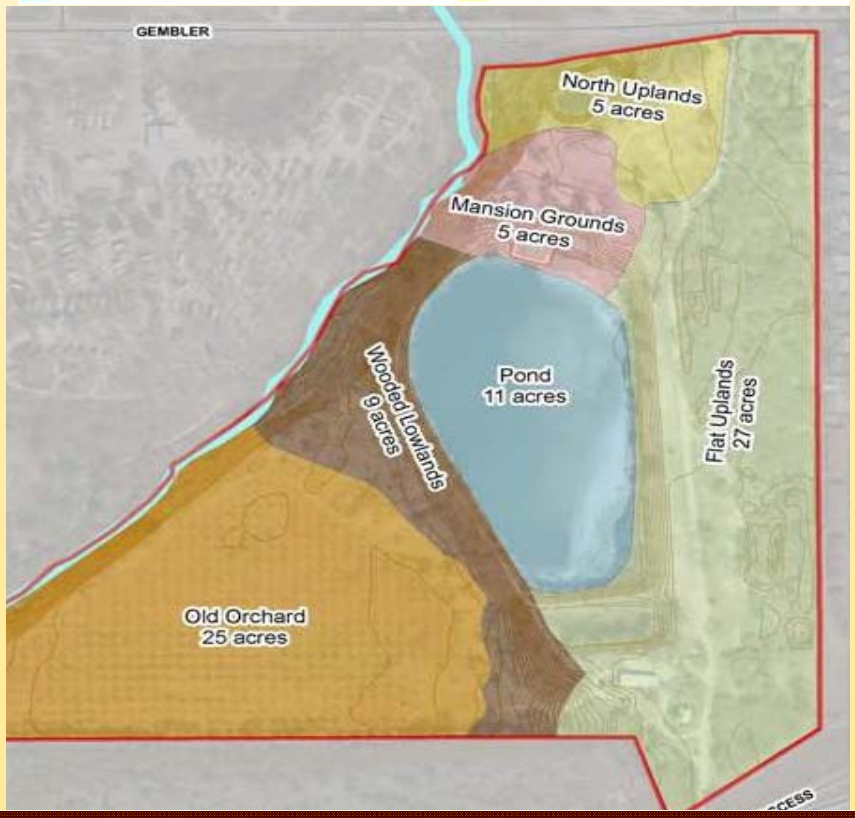
RED BERRY ESTATE VISION PLAN

The City acquired the property in June of 2012 and initiated a community planning effort to create a vision for the property. The City formed two advisory Committees to work with planners and local neighborhood stakeholders to develop guiding principles and conceptual site plans for the Project.

Key Development Principals

1. Preservation: Emphasize the preservation and revitalization of the mansion grounds and the pond.
2. Open Space: Preserve unique site features such as the pond and employ edge trails to enhance access.
3. Public Use: The undevelopable portions of the site in the floodplain should be for public uses such as community gardens, pocket parks, trail connections and golf.
4. Mixed-Use: Develop portions of the site with revenue producing uses such as mixed-use, housing and commercial development. Another use that received considerable mention was medical office.
5. Buffering: Properly buffer adjacent land uses by employing similar land uses and setbacks.
6. Connectivity: Provide an efficient internal network of roadways. Design roadway geometrics which do not encourage cut-through traffic.
7. Value: Develop the site in ways which adds value to the site and the surrounding neighborhoods.
8. Highest Use: Optimize the use of prime commercial development lands on Willow Springs Golf Course by re-locating golf onto floodplain.
9. Environmental Stewardship: Assure that development of the site does not adversely impact the quality of the pond ecology and other sensitive lands through best practices.





III. OBJECTIVES AND CONSIDERATIONS

The key objective of this Request for Qualifications is to identify a highly qualified, creative development team capable of achieving this vision. The City has determined that a P3 Project best will accomplish this goal. The City will review the submittals and may identify a short list of qualified respondents for further consideration and interviews. The City may choose to issue a Request for Proposal to the selected short list of respondents that will require a more detailed framework, design and business plan. If the City selects a successful respondent the parties will negotiate and enter into an Interim Agreement. During the term of the Interim Agreement the City and successful respondent will negotiate the terms and conditions of sale and/or long-term lease of the property and all development and financial considerations.

Submittals must include descriptions of relevant experience and track record, in-house development capabilities and capacity, proposed management team and structure, and adequate financial resources. In addition, Respondents shall submit a redevelopment concept that is generally consistent with the Key Development Principals. The City is open to and encourages creative redevelopment solutions but it should be within the context and spirit of the results of the Eastside Reinvestment Summit.

DEVELOPMENT CONSIDERATIONS

- Requirements
  - *Mansion must remain*
- Property Condition
  - *Mansion is served by Edwards Aquifer Well and septic system*
  - *Uplands are developable and relatively flat*
- Zoning
  - *Property is zoned Commercial District with Specific Use (C-2'S) and authorized for a Party House, Reception Hall and Meeting Facilities)*
- Property Access
  - *Two (2) access points to the property: 856 Gembler Road and 4007 East IH 10*
  - *Includes utilities (SAWS/CPS Energy) access to:*
    - *~24" Water Main and ~8" Sewer Main on estate side of Gembler Road*
    - *~10" Sewer Main on opposite side of Gembler Road*
    - *~8" Gas Main on estate side and opposite side of Gembler Road*
    - *Electric power poles on both sides of Gembler Road*
- Flood Plain Description
  - *34 acres of the site is in the flood plain and could be used for mitigation of impervious cover*
  - *Willow Springs Golf Course is interested in expanding into the flood plain (P3 Partner would need to discuss opportunities with Alamo City Golf Trail.*)
- Pond
  - *11 acre man made pond fed by Edwards Aquifer Well with 84 acre feet of water rights*
- Design Considerations
  - *As much as possible City would like to follow the concept plan (Exhibit A).*

CITY DEVELOPMENT ASSISTANCE AND INCENTIVES

The City will waive all development fees as provided in the Inner City Reinvestment Infill Policy. The project will receive a waiver of SAWS impact fees equal to 1% of the total investment, however the waiver amount will not exceed $500,000. Additional incentives such as tax rebates and economic development grants are subject to negotiation.

IV. SCHEDULE OF EVENTS

The following tentative schedule has been prepared for this project.

P3 RFQ Advertisement	April 30, 2013—May 14, 2013
Responses to RFQ due to City Clerk 100 Military Plaza	May 14, 2013
Issue RFP to short listed respondents	May 28, 2013
Access to Accepted Proposal	June 2013—August 2013
Public Hearing on Accepted Proposal	June 4, 2013
Anticipated City Council Consideration	August 29, 2013

V. PRE-SUBMITTAL CONFERENCE FOR RFQ

This section intentionally left blank.

VI. RESTRICTION ON COMMUNICATIONS

Once this RFQ has been released, Respondents are prohibited from communicating with City staff regarding the RFQ or Submittals, with the following exceptions:

Respondents are prohibited from communicating with elected City officials and their staff regarding the RFQ or submittal from the time the RFQ has been released until the contract is posted as a City Council agenda item. Respondents are prohibited from communicating with City employees from the time the RFQ has been released until the contract is awarded. These restrictions extend to "thank you" letters, phone calls, emails and any contact that results in the direct or indirect discussion of the RFQ and/or submittal submitted by Respondents. Violation of this provision by Respondent and/or its agent may lead to disqualification of Respondent's submittal from consideration.

Exceptions to the restrictions on communication with City employees include:

1. Respondents may ask verbal questions concerning this RFQ at the Pre-Submittal Conference.
2. Respondents may submit written questions concerning this RFQ to the Staff Contact Person listed in the address below until **4:00 PM on May 7, 2013**. Questions received after the stated deadline will not be answered. It is suggested that all questions be sent by electronic mail and include/denote "P3 Red Berry Estate" in the subject line.

   Debbie Sittre, Assistant Director
   City of San Antonio, Capital Improvements Management Services Department
   Director's Office
   Phone: 210-207-6027
   Email: Debbie.sittre@sanantonio.gov

   However, questions sent by certified mail, return receipt requested, will also be accepted and should be addressed to:

   Debbie Sittre, Assistant Director
   City of San Antonio, Capital Improvements Management Services Department
   Director's Office
   114 W. Commerce Street, Suite 522, San Antonio, TX 78205
3. Respondents may provide responses to questions asked of them by the Staff Contact Person after responses are received and opened. During interviews, if any, verbal questions and explanations will be permitted. If interviews are conducted, Respondents shall not bring lobbyists. City reserves the right to exclude any persons from such selection committee meetings as it deems in its best interests.

VII. AMENDMENTS TO RFQ/RFP

Changes, amendments or written responses to questions received in compliance with **Section XIII, Restrictions on Communication** may be posted on City's website at http://epay.sanantonio.gov/RFQListings/. It is Respondent's responsibility to review this site and ascertain whether any amendments have been made prior to submission of a proposal. A Respondent who does not have access to the Internet, shall notify City in accordance with **Section VI, Restrictions on Communication**, that Respondent wishes to receive copies of changes, amendments or written responses to questions by mail or facsimile.

No oral statement of any person shall modify or otherwise change or affect the terms, conditions or specifications stated in the RFQ/RFP, and changes to the RFQ/RFP – if any – shall be made in writing only.

VIII. SUBMISSION INSTRUCTIONS

When submitting a Statement of Qualifications or Proposals in person, visitors to City Hall must allow time for security measures. Visitors to City Hall will be required to enter through the east side of the building. The public will pass through a metal detector and x-ray machine located in the lobby. All packages, purses and carried items will be scanned during regular business hours of 7:45 a.m. to 4:30 p.m. After the public proceeds through the metal detector, they will sign in and receive a visitor's badge. For those that might require the use of a ramp, entry is available on the south side of the building (Dolorosa side). Security will meet the visitor in the basement with a hand scanner.

Respondent shall submit a total of **seven (7)** Qualification Statements which shall include one (**1**) original unbound Qualification Statement, signed in ink, and **six (6)** printed copies of the submittal, as well as one (**1**) copy of the entire submittal in an Adobe PDF format on a compact disk (**CD**) in a sealed package, clearly marked on the front of the package "**RFQ: P3 Red Berry Estate"** All submittals must be received in the Office of the City Clerk **NO LATER THAN 3:00 PM MONDAY, May 14, 2013** at the address indicated below. Any submittal received after this time shall not be considered.

Mailing Address:
Office of the City Clerk
Attn: Capital Improvement Management Services Department
P.O. Box 839966
San Antonio, Texas 78283-3966

Physical Address:
Office of the City Clerk
Attn: Capital Improvement Management Services Department
100 Military Plaza
City Hall, 2nd Floor,
San Antonio, Texas 78205

Submittals sent by facsimile or email will not be accepted. Responses to the solicitation should be complete and well organized. Adherence to the maximum page criterion is critical; each page side (maximum 8 1/2" x 11") with criteria information will be counted. Respondent shall adhere to the page limitations for each section as stated herein. Pages which have project photos, charts, and graphs will be counted towards the maximum number of pages. Front and back covers, Table of Contents pages and tabbed divider pages will not be counted if they do not contain submittal information. The use of recycled paper is encouraged. With regards to other types of binding, plastic (not metal) spiral or "comb" binding is highly recommended. All pages shall be numbered. Margins shall be no less than 1" around the perimeter of each page. Electronic files, websites or URLs shall not be included as part of the proposal, other than the CD specified above. Each submittal shall include the sections and attachments in the sequence listed in the RFQ Section V, Submittal Document Requirements & Evaluation Criteria, and each section shall be divided by tabs and indexed as indicated in this RFQ. Failure to meet the above conditions may result in disqualification of the proposal.

Respondents who submit responses to this RFQ shall correctly reveal, disclose and state the true and correct name of the individual, proprietorship, corporation and /or partnership (clearly identifying the responsible general partner and all other partners who would be associated with the contract, if any). No nick-names, abbreviations (unless part of the legal title), shortened or short-hand, or local "handles" will be accepted in lieu of the full, true and correct legal name of the entity. These names shall comport exactly with the corporate and franchise records of the Texas Secretary of State and Texas Comptroller of Public Accounts.

IX. SUBMITTAL DOCUMENT REQUIREMENTS (STEP 1 – RFQ PHASE)

Respondent's submittal shall include the following items in the following sequence:

TAB 1: TABLE OF CONTENTS

TAB 2: COVER LETTER (limited to 3 pages)

Provide a cover letter, signed by an authorized representative of the private entity, including the information detailed below:

a. Identification

   i. Identify the private entity or consortium of private entities who will be directly involved in the qualifying project;

   ii. Identify the principal(s) including their title, mailing address, phone number, and email address;

   iii. Identify the person(s) in charge of negotiations, key personnel who will be involved in decision making, and the representative authorized to sign on behalf of the private entity; and

   iv. Identify any persons known to the private entity who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the qualifying project.

b. Private Entity Contact Information

   i. Physical address (if a consortium, include the address of each partner or member);

   ii. Mailing address (if a consortium, include the address of each partner or member); and

   iii. Primary phone and facsimile number.

3. PRIVATE ENTITY AND TEAM

a. **TAB 3:** Identify the Private Entity

   i. Identify the legal structure of the private entity or consortium of private entities and its members or principals making the proposal (limited to 3 pages); and

   ii. To the extent the private entity is created, and for each member thereof, provide proof of authority to do business in Texas and, as applicable, a certificate of good standing from the Texas Comptroller of Public Accounts and Texas Secretary of State. (No page limit)

b. **TAB 4 (limited to 10 pages):** Identify the Team

i. To the extent a team is created, provide a list including the company name, primary contact, title, address, telephone, and email of each team member and any selected or prospective professional or consultant which may include, but are not limited to analysts, architects, engineers, contractors, legal counsel, marketing firms, real estate brokerage and property management firms;

ii. Describe the length of time in business, business experience, public sector experience, and other engagements of the private entity or consortium of private entities;

iii. Identify the firms that will provide design, construction and completion guarantees and warranties;

iv. Provide an organizational chart that clearly illustrates the team and identifies the role of each team member, including design professional, consultant or major contractor (over $1 million), participating in the development or operation of the qualifying project; and

v. Describe the management structure and the role each team member, partner and any prospective professional, consultant or major subcontractor (over $1 million) will fulfill in the development or operation of the qualifying project.

c. **TAB 5 (limited to 10 pages)**: Development Team Experience

Please provide relevant experience with respect to the development and operation of public projects and other commercial projects, clearly distinguishing the experience of the Respondent (including joint ventures partners) from that of consultants and other team members. Please provide detailed explanations of previous and current experience relating to the selection criteria identified above.

1. Project name and type.
2. Location, including address and photograph.
3. Identification of developer and explanation, if different from the Respondent submitting this response.
4. Overall project size, mix of uses and tenants.
5. Development timeline (from Respondent selection/site control to construction completion, indicating any phasing if relevant.
6. Development cost, and a brief explanation of the approach used to finance the project, naming financing sources and amount of debt and equity (to the extent possible).General description including role of development entity, public sector and community involvement, previous use of the property and unique challenges of the project.
7. Two references with contact name and phone numbers.
8. Identification of involved public entities, references and contact information.

4. TAB 6: FINANCIAL CAPACITY AND CAPABILITY

In order to demonstrate access to equity capital and financing resources to carry out the proposed project, Respondents are required to provide the information below. The City recognizes that under certain circumstances this information can be construed as proprietary and sensitive. Therefore, the City will treat this entire portion of the submission as a confidential document, to the extent it is not already public information and to the extent allowed by law. As such, any document for this section which the Respondent may wish to claim as confidential or proprietary should be stamped "Confidential/ Proprietary" on each page. In the submission the Respondents must:

i. List composition of current real estate portfolio. Provide the composition of current real estate portfolio, including the size, value, years of ownership, and asset performance; and any other relevant information;

ii. Provide recent history (last 5 years) in obtaining financing commitments, detailing type of project, financing source, amounts committed;

iii. Include an audited financial statement and if publicly held, the most recent SEC filing;

iv. List and describe all pending projects, including status, development schedule and financial commitment required of the Respondents, a description of the project financing methods, sources and amounts. Indicate any working relationship on other projects with members of the development team proposed for this project;

v. Identify specific sources of debt/equity capital, including relationships to the Respondent (outside lender, parent company, etc. and contact information; and,

vi. Indicate whether any finding sources or financial institutions have taken adverse action against the Respondent or joint venture partner, such as terminating or restricting the use of funds anytime during the past five years.

5. TAB 7 (limited to 6 pages): REDEVELOPMENT CONCEPT AND PROPOSED DEVELOPMENT PROGRAM AND OPERATIONAL AND MANAGEMENT PLAN

1. Please provide a narrative description of your team's redevelopment concept, development program and operational and management plan. Include the mix of uses, the phasing and sequencing of development and the Respondents approach to funding or financing the proposed project.
2. Describe any potential occupants or users that the development team would bring to the project. Conceptual architectural sketches that indicate the mix and location of uses and any alterations proposed to the buildings and property subject to this RFQ should be included to illustrate the proposed development concept. Detailed architectural and engineering materials are neither required nor desired as part of any submission.
3. Please provide a proposed project timeline including when construction is anticipated to begin.

6. TAB 8: MISCELLANEOUS

Use this Section to present additional information such as letters of recommendation, letters of interest from prospective lenders or tenants, additional information concerning the development team, and other information that supports the team's qualifications. Respondent may also use this Section to present any item cited or referenced in the statement of qualifications.

7. TAB 9: DISCLOSURE FORMS

a. DISCRETIONARY CONTRACTS DISCLOSURE FORM– Respondents shall complete the form online at http://www.sanantonio.gov/eforms/atty/DiscretionaryContractsDisclosure.pdf, print a copy of the completed form and submit. If Respondent is proposing as a team or joint venture, then each party to that team or joint venture shall complete and submit a separate form with the submittal.

b. LITIGATION DISCLOSURE FORM– Complete Litigation Disclosure form and additional pages for explanation, if necessary. If Respondent is proposing as a team or joint venture, then each party to that team or joint venture shall completed and submit a separate form with the submittal. Describe any pending or past court or civil action resulting from charges of financial misconduct or impropriety against the Respondent firm, its principals or associates.

X. EVALUATION CRITERIA (STEP 1- RFQ PHASE)

The City will conduct a comprehensive, fair and impartial evaluation of all submittals received in response to this RFQ. The City's P3 Oversight Committee shall perform the required evaluation of submitted RFQs. Each submittal will be analyzed to determine overall responsiveness and qualifications under the RFQ. The Oversight Committee may select no more than five (5) Respondents to move into the second phase of the selection process.

Evaluation Criteria	Maximum Points
A. *Evaluation of Qualifications and Experience*	**50 points**
B. *Redevelopment Concept and Proposed Development Program and Operational and Management Plan*	**20 points**
C. *Experience Working with Communities to Achieve Public and Private Objectives*	**10 points**
D. *Other Factors / Overall Evaluation*	**20 points**
E. TOTAL	**100 points**

SELECTION CRITERIA AND EVALUATION FACTORS

The City may select a Successful Respondent and enter into an Interim Development Agreement (IDA) from this initial RFQ process or may issue a RFP to a short list of Respondents. A review committee consisting of City staff and outside consultants will review submissions and recommend a respondent for City Council approval.

The Successful Respondent and the City will attempt to negotiate a mutually acceptable Comprehensive Development Agreement (CDA) during the term of the Interim Development Agreement. If they fail to do so within the time set forth in the IDA, the City may terminate the negotiations and, in its complete discretion, enter into an IDA with another Respondent.

Factors to be considered in evaluating a detailed proposal shall include but not be limited to the following:

A. QUALIFICATIONS AND EXPERIENCE, such as the following**:**

1. Experience working with the public sector on public-private real estate development projects;
2. Experience, training and preparation with projects of similar size, scope and complexity;
3. The extent of personnel, logistical resources, bonding capacity, and the ability to complete the qualifying project in a timely and professional manner;
4. Demonstrated record of successful past performance, including timeliness of project delivery, compliance with plans and specifications, quality of workmanship, cost-control and project safety;
5. Demonstrated compliance with applicable laws, codes, standards, regulations, and agreements on past projects;
6. Leadership structure (provide an organizational chart;
7. Project manager's and project team's experience;
8. Financial condition and capacity; and
9. Project ownership.

City will consider the relevance of past experience for all parties proposed as a part of the team.

B. REDEVELOPMENT CONCEPT AND PROPOSED DEVELOPMENT PROGRAM AND OPERATIONAL AND MANAGEMENT PLAN

1. Proposed land use;
2. Community impact and benefits; and,
3. Management and operational plans.

C. EXPERIENCE WORKING WITH COMMUNITIES TO ACHIEVE PUBLIC AND PRIVATE OBJECTIVES

D. OTHER FACTORS AND OVERALL EVALUATION

Other factors that may be considered by the City in the evaluation and selection of proposals may include, but are not limited to:

1. The general reputation, industry experience, and financial capacity of the private entity;
2. The private entity's compliance with a minority business enterprise participation plan or good faith effort to comply with the goals of such plan; and
3. Other criteria that the City deems appropriate.

XI. AWARD OF (INTERIM DEVELOPMENT / COMPREHENSIVE DEVELOPMENT) AGREEMENT AND RESERVATION OF RIGHTS

A. *City reserves the right to award one, more than one, or no agreement(s) in response to this RFQ.*

i. The agreement, if awarded, will be awarded to the Respondents whose submittals are deemed most advantageous to City, as determined by the P3 Oversight Committee, upon approval by City Council.

ii. City may accept any submittal in whole or in part. If subsequent negotiations are conducted, they shall not constitute a rejection or alternate solicitation on the part of City. However, final selection of a Respondent is subject to City Council approval.

iii. City reserves the right to accept one or more submittals or reject any or all submittals received in response to this RFQ or to the RFP, and to waive informalities and irregularities in the responses received. City also reserves the right to terminate this or any solicitation, and reissue a subsequent solicitation, and/or remedy technical errors in the solicitation process.

iv. No work shall commence until City signs the agreement document(s) and Respondent provides the necessary evidence of insurance and bonds as required. Contract documents are not binding until approved by City Attorney.

v. This RFQ does not commit City to enter into an agreement, nor does it obligate City to pay any costs incurred in preparation or submission of a response or in anticipation of an agreement.

vi. The City may select a Successful Respondent and enter into an Interim Development Agreement (IDA) from this initial RFQ process or may issue a RFP to a short list of Respondents. A review committee consisting of City staff and outside consultants will review submissions and recommend a respondent for City Council approval.

vii. The Successful Respondent and the City will attempt to negotiate a mutually acceptable Comprehensive Development Agreement (CDA) during the term of the Interim Development Agreement. If they fail to do so within the time set forth in the IDA, the City may terminate the negotiations and, in its complete discretion, enter into an IDA with another Respondent.

B. PRIME*Link*: City administers its agreements and payments through an Internet-based project management system. All vendors will be required to use City's system and submit schedules.

C. CONFLICTS OF INTEREST: Respondent acknowledges that it is informed that the Charter of City of San Antonio and its Ethics Code prohibit a City officer or employee, as those terms are defined in the Ethics Code, from having a financial interest in any contract or agreement with City or any City agency such as City-owned utilities. An officer or employee has a "prohibited financial interest" in a contract with City or in the sale to City of land, materials, supplies or service, if any of the following individual(s) or entities is a party to the contract or sale: City officer or employee; his parent, child or spouse; a business entity in which he or his parent, child or spouse owns ten percent or more of the voting stock or shares of the business entity, or ten percent or more of the fair market value of the business entity; or a business entity in which any individual or entity above listed is a Subcontractor on a City contract, a partner or a parent or subsidiary business entity.

D. DISCRECTIONARY CONTRACTS DISCLOSURE: Respondent is required to warrant and certify that it, its officers, employees and agents are neither officials nor employees of City, as defined in Section 2-42 of City's Ethics Code. (Discretionary Contracts Disclosure). Respondents shall complete the form online at http://www.sanantonio.gov/eforms/atty/DiscretionaryContractsDisclosure.pdf, print a copy of the completed form and submit as Tab "9" in its ORIGINAL SUBMITTAL ONLY. If Respondent is proposing as a team or joint venture, then each party to that team or joint venture shall complete and submit a separate form with the submittal..

E. INDEPENDENT CONSULTANT/CONTRACTOR: Respondent agrees and understands that, if selected, it and all persons designated by it to provide services in connection with a contract, is (are) and shall be deemed to be an independent Consultant(s)/Contractor(s), responsible for its (their) respective acts or omissions, and that City shall in no way be responsible for Respondent's actions, and that none of the parties hereto will have authority to bind the others or to hold out to third parties, that it has such authority.

F. REQUIRED CONFLICT OF INTEREST QUESTIONNAIRE: Effective January 1, 2006, Chapter 176 of the Texas Local Government Code requires that persons or their agents, who seek to contract for the sale or purchase of property, goods or services with City, shall file a completed conflict of interest questionnaire with City Clerk not later than the seventh (7th) business day after the date the person:

(1) begins contract discussions or negotiations with City; or

(2) submits to City an application, response to a request for proposals or bids, correspondence, or another writing related to a potential agreement with City. The conflict of interest questionnaire form is available from the Texas Ethics Commission by accessing either of the following web addresses:

http://www.ethics.state.tx.us/whatsnew/conflict_forms.htm or

http://www.ethics.state.tx.us/forms/CIQ.pdf.

Completed conflict of interest questionnaires may be mailed or delivered by hand to the Office of the City Clerk. If mailing a completed conflict of interest questionnaire, mail to:

Office of the City Clerk
P.O. Box 839966
San Antonio, TX 78283-3966.

If delivering a completed conflict of interest questionnaire, deliver to:

Office of the City Clerk
City Hall, 2nd floor
100 Military Plaza
San Antonio, TX 78205

Respondent should consult its own legal advisor with questions regarding the statute or form.

G. OWNERSHIP OF DOCUMENTS: All submittals become the property of City upon receipt and will not be returned. Any information deemed to be confidential by Respondent should be clearly noted on the page(s) where confidential information is contained; however, City cannot guarantee that it will not be compelled to disclose all or part of any public record under the Texas Public Information Act, since information deemed to be confidential by Respondent may not be considered confidential under Texas law, or pursuant to a Court order.

H. COSTS IN PREPARATION OF STATEMENTS OF QUALIFICATIONS/PROPOSAL: Any cost or expense incurred by the Respondent that is associated with the preparation of the submittal, the Pre-Submittal Conference or other solicitation related meetings, if any, or during any phase of the selection process, shall be borne solely by Respondent.

I. SOLICITATION REVIEW PROCESS: Any respondent desiring a review of the P3 solicitation process must deliver a written request to the Director of CIMS within 7 calendar days from the date the notice of non-selection was sent. When the CIMS Director receives a timely written request, the CIMS Director, or designee, shall review the respondents concerns and the solicitation process for legitimacy and procedural correctness. After performing a full review, the CIMS Director will notify the respondent in writing of his determination.

J. DEBRIEFINGS: In an effort to improve solicitation responses, CIMS is making available on its web site a "Solicitation Response Tip List" that includes the top common items that "make or break" submissions. Providing this information prior to the due date of the submittal provides Respondents with an opportunity to develop a better response for each solicitation. P3 respondents will not be guaranteed an individual debriefing.

K. VERIFICATION OF INFORMATION: City reserves the right to verify any and all information submitted by Respondents at anytime of the solicitation/evaluation process.

L. CITY COUNCIL APPROVAL REQUIRED: Final approval of a selected firm(s) is subject to the action of the San Antonio City Council including the required Public Hearing/Public Comment Process.

M. RIGHT TO NEGOTIATE: City reserves the right to contact any Respondent to negotiate if such is deemed desirable by City.

N. PREVAILING WAGE: If City funds are used for construction, prevailing wages must be paid to all construction workers. A record of certified payroll documentation shall be maintained by the private partner and available for inspection/audit by the City.

O. SBEDA (SMALL BUSINESS ECONOMIC DEVELOPMENT ADVOCACY PROGRAM): The City of San Antonio, through City Ordinance No. 2010-06-17-0531, has adopted and implemented a Small Business Economic Development Advocacy ("SBEDA") Program. Information regarding the SBEDA Ordinance may be found on the City's International and Economic Development (IEDD) website and is also available in hard copy form upon request to the City. In accordance with the SBEDA Program, any contract entered into as a result of this solicitation shall be subject to the SBEDA Affirmative Procurement Initiative and goal as determined by the applicable SBEDA Goal Setting Committee. Upon selecting a Respondent to negotiate the terms and conditions of a binding agreement, the selected Respondent's proposal shall be submitted to the Goal Setting Committee for determination regarding the applicability of an Affirmative Procurement Initiative, relative goal and required date for return of a Utilization Plan. Should the selected Respondent be unable or unwilling to contractually commit to meet the goals set by the Goal Setting Committee, the City shall decline the Respondent's proposal and may negotiate with the next favorable Respondent.

EXHIBIT A — Development Concept

This concept is not a final plan. It is one of the options presented to the community.

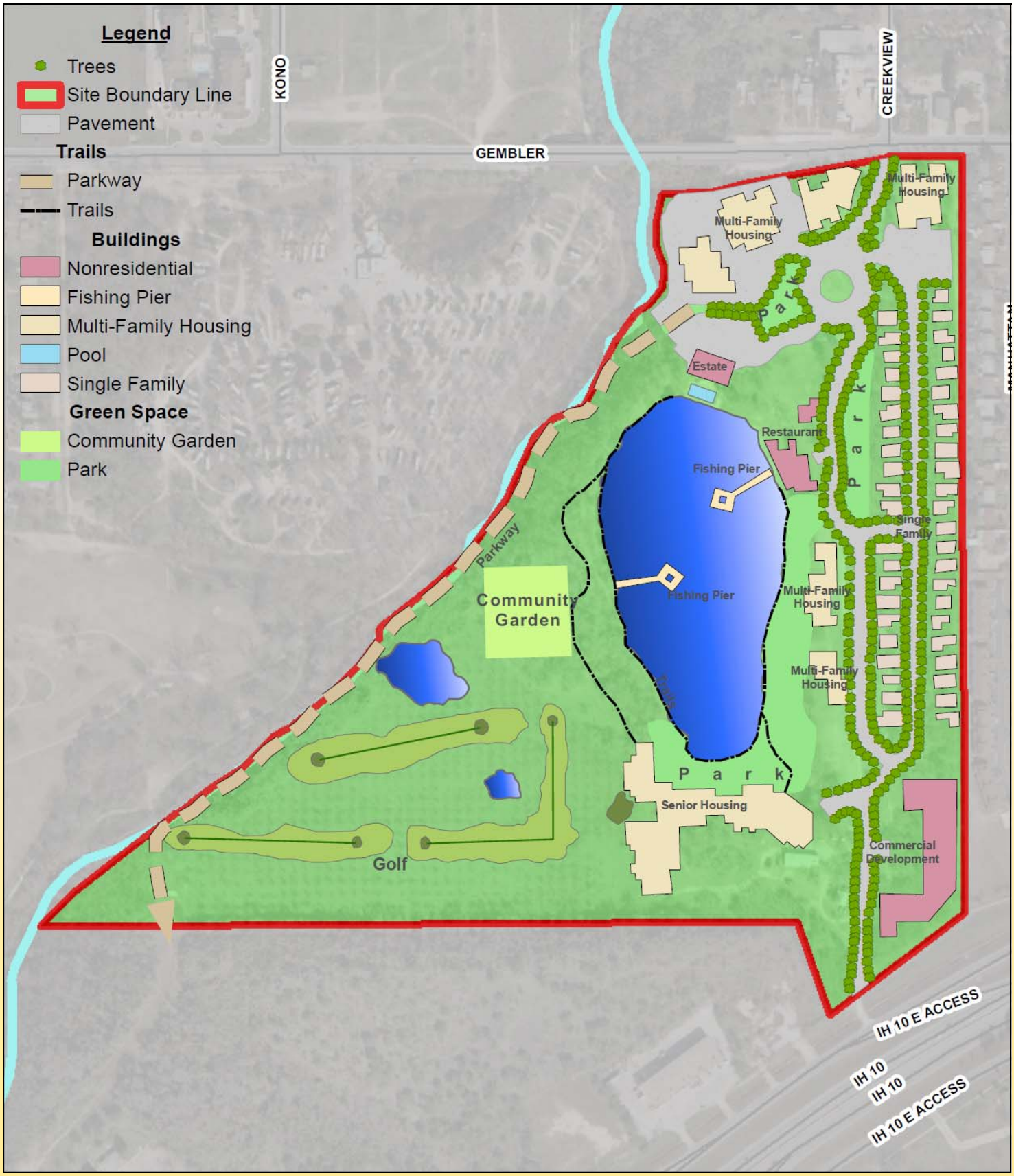


EXHIBIT B — QUESTIONS & CLARIFICATIONS

1. **Question:** Does respondent need to submit financial statement for prime firm and for sub-consultants?

   Response: *Respondent is required to submit financial statement only for the prime firm or for each firm forming a joint venture. Financial statements for sub-consultants are not required.*

2. **Question:** Are there any restrictions of use of land for development?

   Response: *The only restrictions are that the Mansion and Lake must remain. Modifications to both are possible, and the City strongly recommends following the community guidelines set forth in the Eastside Reinvestment Summit as well as the guiding principles listed in the Red Berry RFQ.*

3. **Question:** Should development be limited to what is already on the property?

   Response: *City will consider other ideas; however, the mansion and lake must be preserved and remain as part of the project.*

4. **Question:** How will City handle zoning changes in the area and how will City handle utility fees such as fees for CPS and SAWS?

   Response: *COSA fee waivers are going to be waived through the ICRIP. Developers could also be eligible for some SAWS fee waivers.*

5. **Question:** What is the small minority business participation goal for this Project?

   Response: *Since there is not a budget available for this Project, a goal for small minority business participation has not been established at this time. The goal will be based on the budget proposed by the selected respondent. Reference page 18 of the RFQ for more details on SBEDA.*

6. **Question:** Are there any past or existing encumbrances on the property?

   Response: *None.*

7. **Question:** When submitting the financial statements required, can financial statements be placed in one envelope and labeled as confidential?

   Response: *No, financial statements need to be included in each copy for the use by the committee and financial statements should be labeled as confidential.*

8. **Question:** How was the Development Concept on page 19 of the RFQ, Exhibit A, developed?

   Response: *Through two community meetings made up of stakeholders, residents, and community leaders. These are concepts, desires and goals for redevelopment.*

9. **Question:** Has a market analysis been performed on the area?

   Response: *No.*

10. **Question:** At the public meetings held, were there any interested parties in submitting for this Project?

    Response: *No.*

11. **Question:** Is a golf course considered park land?

Response: *The Willow Springs Golf Course is considered park land. However, none of the Red Berry Property is considered Park Land.*

12. **Question:** Has the City performed a complete tree survey on all the trees in this estate and is the survey available?

Response: *No tree survey has been performed, but the City's Forrester will be asked to review the site and provide guidance.*

13. **Question:** Has a survey for utilities been done on the property?

Response: *A survey of the SAWS utilities on Gembler is attached here within.*

14. **Question:** Is the water well on the property registered and viable? Does the City have the rights to the water well? Will rights to the water well be conveyed to the awarded respondent? Can a copy of the water well's last check be provided?

Response: *The City owns 80 ac/ft of water. Currently a well feeds the mansion and the lake. The City is working with SAWS on options for converting the mansion to potable water from the water line at Gembler Road, and for pumping water from Salado Creek into the lake.*

15. **Question:** Has an environmental assessment on the property been performed?

Response: *Environment Clearance Memorandum is attached here within.*

16. **Question:** Are there any other surveys or reports such as geotechnical, topo or elevation of the land available?

Response: *A survey of the land and its boundaries is attached here within.*

17. **Question:** Is the lake on the property self contained?

Response: *Yes.*

18. **Question:** Has there been any preliminary discussions between City and TXDOT regarding the IH 10 access road?

Response: *There is an existing access to the property from the IH 10 service road. If the developer would like to get the off ramp relocated, the City would help facilitate discussions with TXDOT.*

19. **Question:** What is the current zoning status of the property?

Response: *The property had been zoned as "special reserve" with use of the mansion as an event facility.*

20. **Question:** Regarding stakeholder interest, what is the City's position in regards to the multi-family or single-family housing?

Response: *The City would like to see creative development ideas that incorporates both housing options but is open to other development ideas.*

21. **Question:** Does the City plan to do infrastructure development or improvements such as street widening on this area, specifically on Gembler Road?

Response: *No, there is no budget available for infrastructure improvements to this area.*

22. **Question:** Is the City requesting respondent to include a financial proposal for this project in submittal?

Response: *Financial statements are to be included in this first phase of the submittal. The financial proposal will be requested in the second phase of submittal in accordance with the RFP and will be by invitation only.*

23. **Question:** RFQ states that City reserves the right to award to one or more respondents. Will there be separate agreements for the awarded respondents?

Response: *Yes, the City may consider awarding a contract to one or more respondents, depending on the proposal submitted. Respondents may submit proposal for one or multiple parcels of land.*

24. **Question:** Will the furniture, artwork and other items in the mansion be conveyed to the awarded respondent and will awarded respondent be able to auction such items?

Response: *No. They are and remain city property.*

25. **Question:** Are mansion floor plans available and can these plans be provided as part of the RFQ?

Response: *Floor plan layout for the second and third Floors is attached here within.*

26. **Question:** Does historic designation apply to the other buildings on the property?

Response: *According to the Office of Historic Preservation the property/mansion is not currently officially designated a historic landmark but is definitely eligible for designation.*

FIELD NOTES (84.59 ACRE TRACT)

1856 Lockhill-Selma, Suite 105
San Antonio, Texas 78213

Maverick
Land Surveying Co.

Tel. 210-342-9455 • Fax 210-342-9524
www.mavericklandsurveying.com

June 12, 2012
Job No. 19877-03

84.59 Acre Tract

STATE OF TEXAS
COUNTY OF BEXAR

FIELDNOTE DESCRIPTION of a 84.59 acre tract of land out of the Guillerma Nunez Survey No. 151, Abstract 548, New City Block 10578, situated within the corporate limits of the City of San Antonio, Bexar County, Texas, said tract being all that same land described as comprising 84.210 acres conveyed unto the Red Berry Estate, Ltd. by Assumption Warranty Deed, executed October 25, 2002 and recorded in Volume 9761, Page 156, Bexar County Real Property Records, in all said 84.59 acre tract being more particularly described as follows:

BEGINNING at a 1" iron pipe found on the north right of way line of Interstate Highway 10 (U.S. Highway 90 East), at the common southeast corner of a 5.001 acre tract conveyed unto Nancy Christians Wardlaw and Carol A. Rice by Warranty Deed, dated November 8, 2005 and recorded in Volume 11759, Page 2029, said Real Property Records, and the south corner of said called 84.210 acre tract, for the south corner and POINT OF BEGINNING of this tract,

THENCE, North 18° 07' 06" West, 297.38 feet to a ½" iron rod found at the northeast corner of said 5.001 acre tract, for an interior corner of this tract,

THENCE, along said common line, South 89° 55' 50" West, at 543.29 feet pass a 1" iron pipe found at the northwest corner of said 5.001 acre tract, and continuing, at 558.89 feet pass a ½" iron rod found at the northeast corner of a 22.636 acre tract conveyed unto Rockhill Partners, Ltd. by Special Warranty Deed, executed January 1, 2002, and recorded in Volume 13041, Page 1268, said Real Property Records, at 2,237.65 feet pass a ½" iron rod found with orange cap stamped MLS CO for reference on the east bank of Salado Creek, same being at the approximate northwest corner of said 22.636 acre tract, in all a distance of 2,287.65 feet to a point on the approximate thread of Salado Creek, for the southwest corner of this tract,

THENCE, along the approximate thread of Salado Creek with its meanders the following courses:

North 34° 15' 33" East, 224.80 feet,
North 67° 57' 08" East, 256.99 feet,
North 57° 35' 25" East, 213.92 feet,
North 49° 59' 03" East, 532.71 feet,
North 36° 26' 55" East, 221.82 feet,
North 51° 13' 55" East, 179.09 feet,
North 45° 21' 38" East, 101.45 feet,
North 28° 08' 41" East, 397.44 feet,
North 62° 15' 55" East, 130.16 feet,
North 23° 59' 00" East, 119.53 feet,
North 26° 37' 21" East, 90.94 feet,

FIELD NOTES (84.59 ACRE TRACT)

North 43° 01' 24" East, 240.68 feet,
North 12° 51' 03" West, 99.99 feet,
North 01° 19 '25" West, 127.86 feet,
and North 11° 00' 00" East, 52.52 feet to a point on the south right of way line of Gembler Road (a variable with public right of way), for the northwest corner of this tract,

THENCE, with said south right of way line North 86° 48' 00" East, at 40.00 feet pass a ½" iron rod found for reference on the east bank of said creek, in all a distance of 156.34 feet to a ½" iron rod found with orange cap stamped MLS CO., for an exterior corner of this tract,

THENCE, continuing along said right of way line the following course:
North 71° 04' 00" East, 98.63 feet to a ½" iron rod found with orange cap stamped MLS CO,
North 80° 00' 00" East, 397.14 feet to a ½" iron rod found,
North 89° 59' 22" East, 70.04 feet to a ½" iron rod found,
North 0° 00' 37" West, 20.06 feet to a ½" iron rod found with orange cap stamped MLS CO,
and EAST, 239.00 feet to a ½" iron rod found at the northwest corner of a 15 foot alley as shown on plat of SKYLINE PARK SUBDIVISION, UNIT 2B, recorded in Volume 4181, Page 84, Bexar County Deed and Plat Records, same being the northeast corner of said called 84.210 acre tract, for the northeast corner of this tract,

THENCE, along the west line of said 15 foot alley, SOUTH (Bearing Basis for this survey, recorded in Volume 9761, Page 156, said Real Property Records), at 1,180 feet pass the common southwest corner of said SKYLINE PARK SUBDIVISION, UNIT 2B, and the northwest corner of Lot 20, Block 2, New City Block 10578, SUMMER CITY SUBDIVISION, as shown by plat recorded in Volume 9549, Pages 56 and 57, said Deed and Plat Records, in all a distance of 2,269.32 feet to a concrete monument found on the north right of way line of said Interstate Highway 10 (U.S. Highway 90 East), at the southwest corner of said SUMMER CITY SUBDIVISION, same being the southeast corner of said called 84.210 acre tract, for southeast corner of this tract,

THENCE, along said north right of way line, South 54° 00' 06" West, 503.57 feet to the POINT OF BEGINNING.

CONTAINING in all, 84.59 acres or 3,684,584 square feet of land, more or less. Described in accordance with a survey made on the ground June 12, 2012 and a survey map prepared this day.

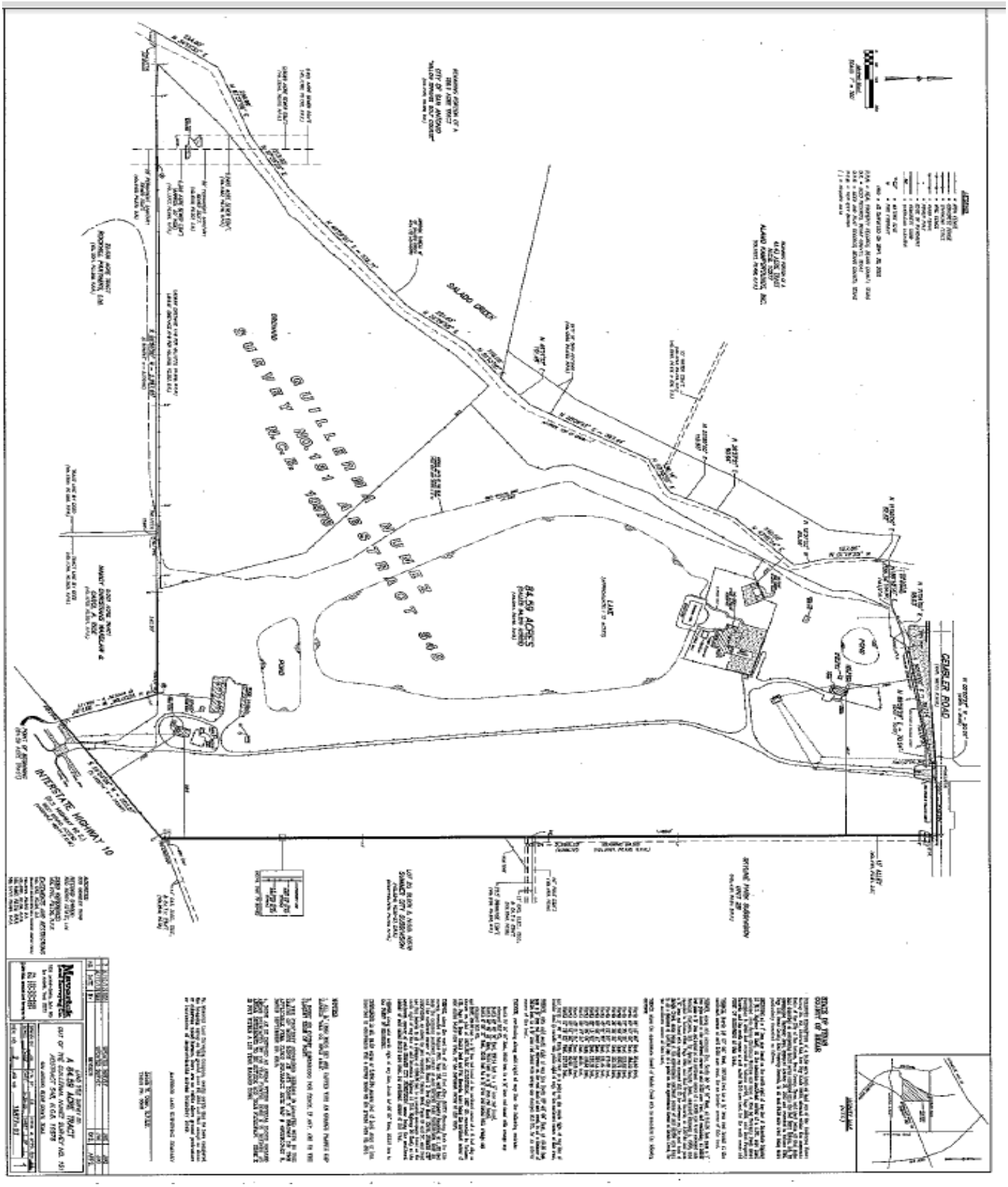
STATE OF TEXAS
REGISTERED
JACOB W. ODER
5846
PROFESSIONAL
LAND SURVEYOR

MAVERICK LAND SURVEYING COMPANY

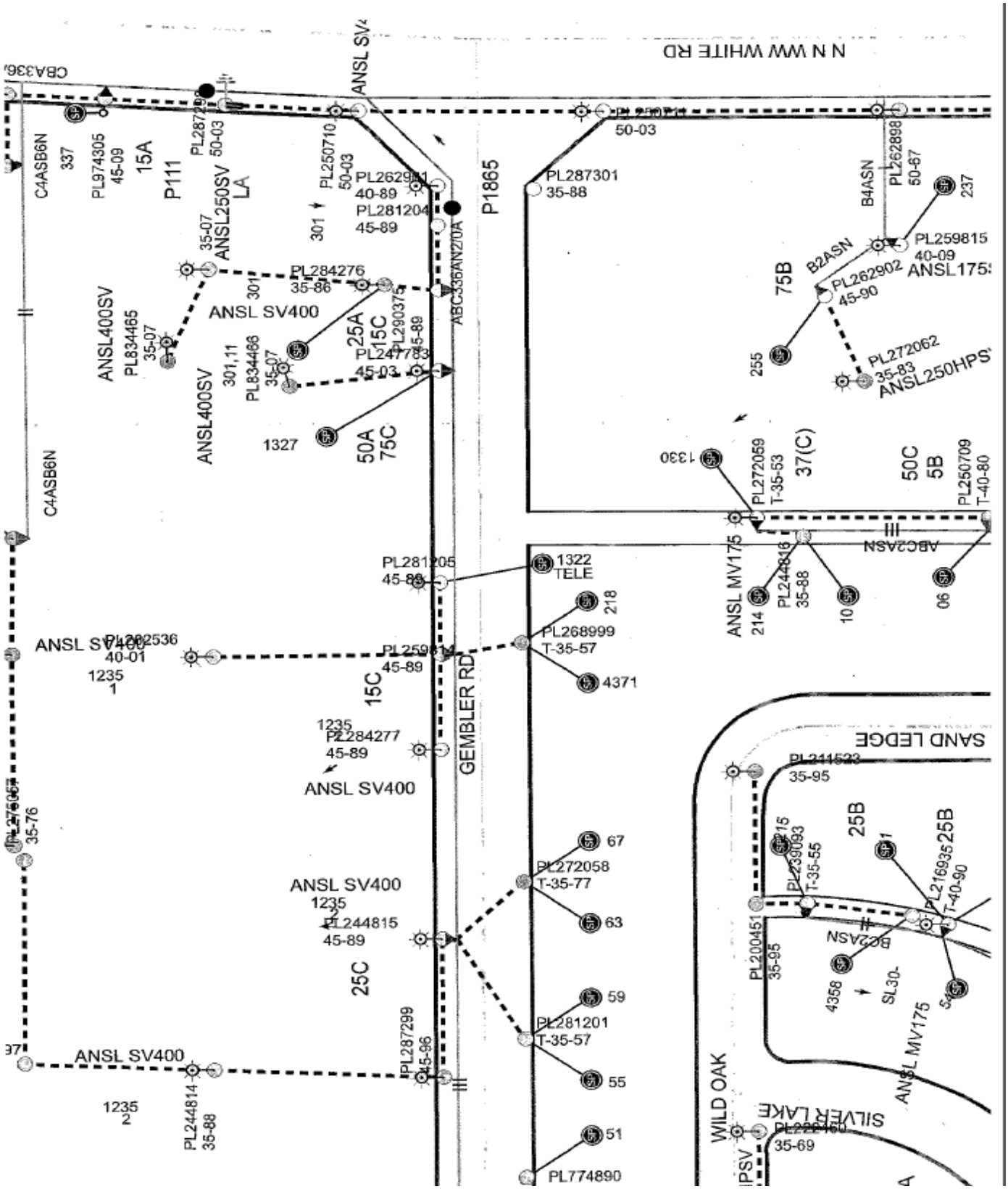
Jacob W. Oder, R.P.L.S., Texas No. 5846

2 of 2

PLAT (84.59 ACRE TRACT)



GEMBLER—ELECTRIC UTILITY LAYOUT



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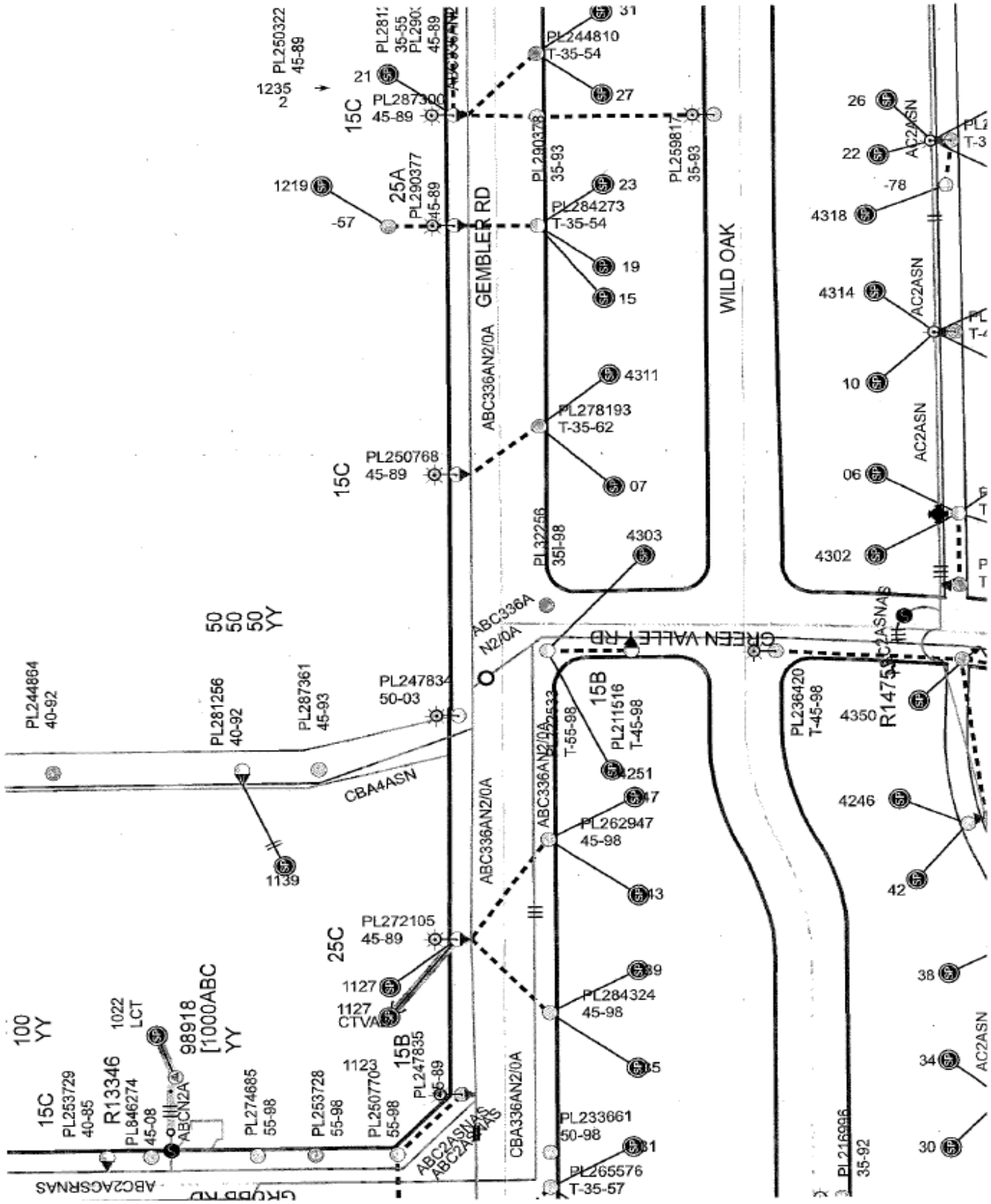

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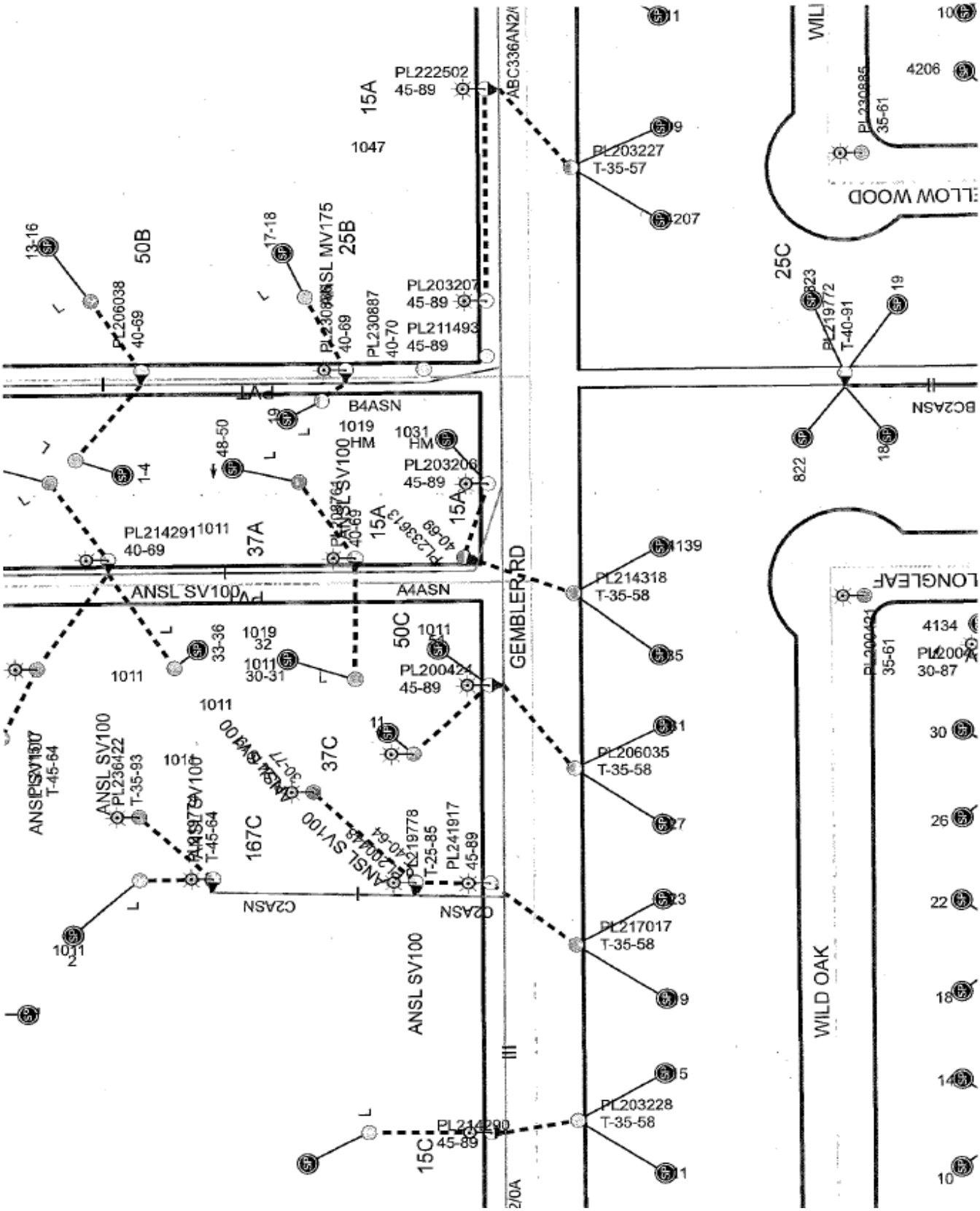

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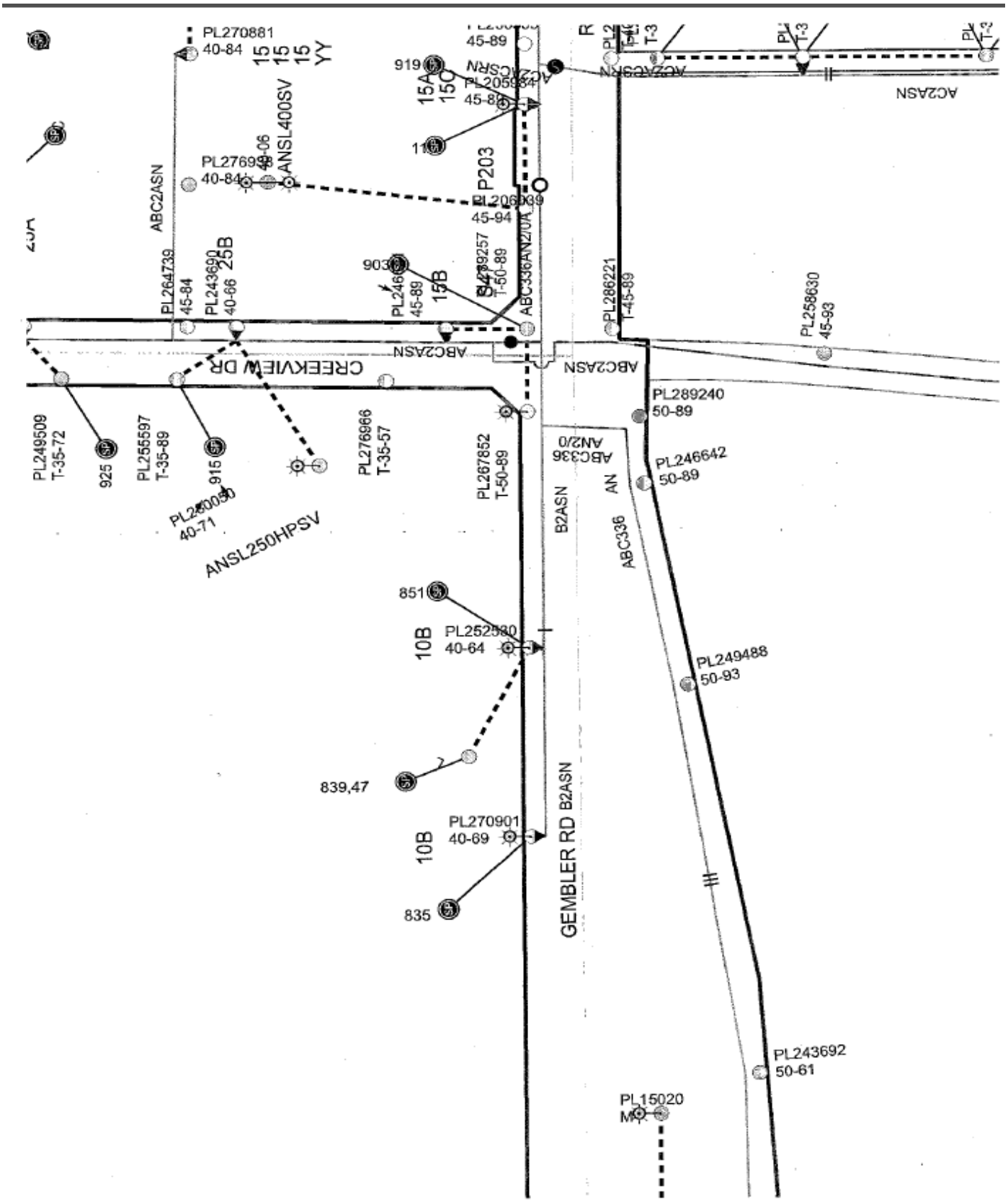

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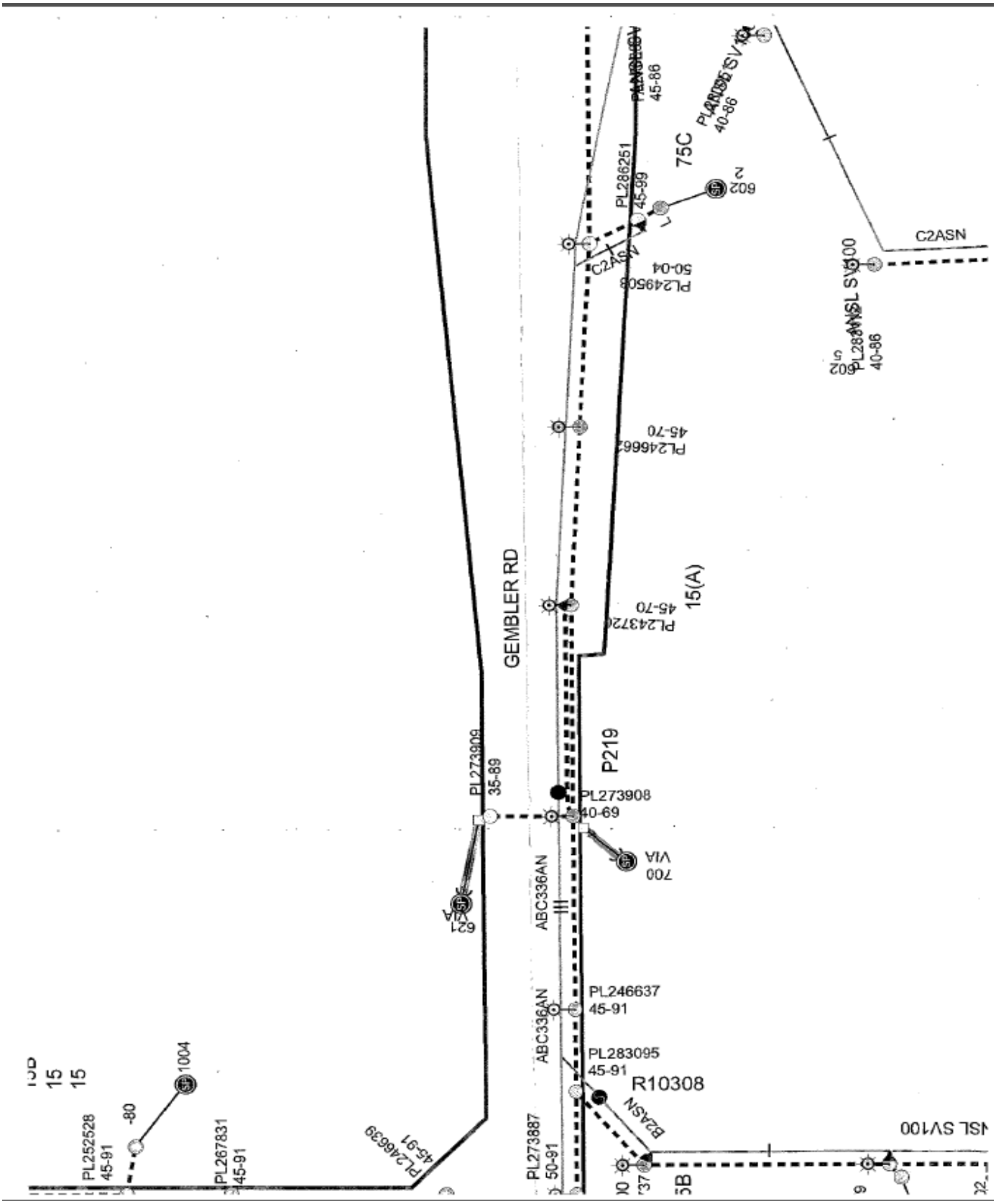

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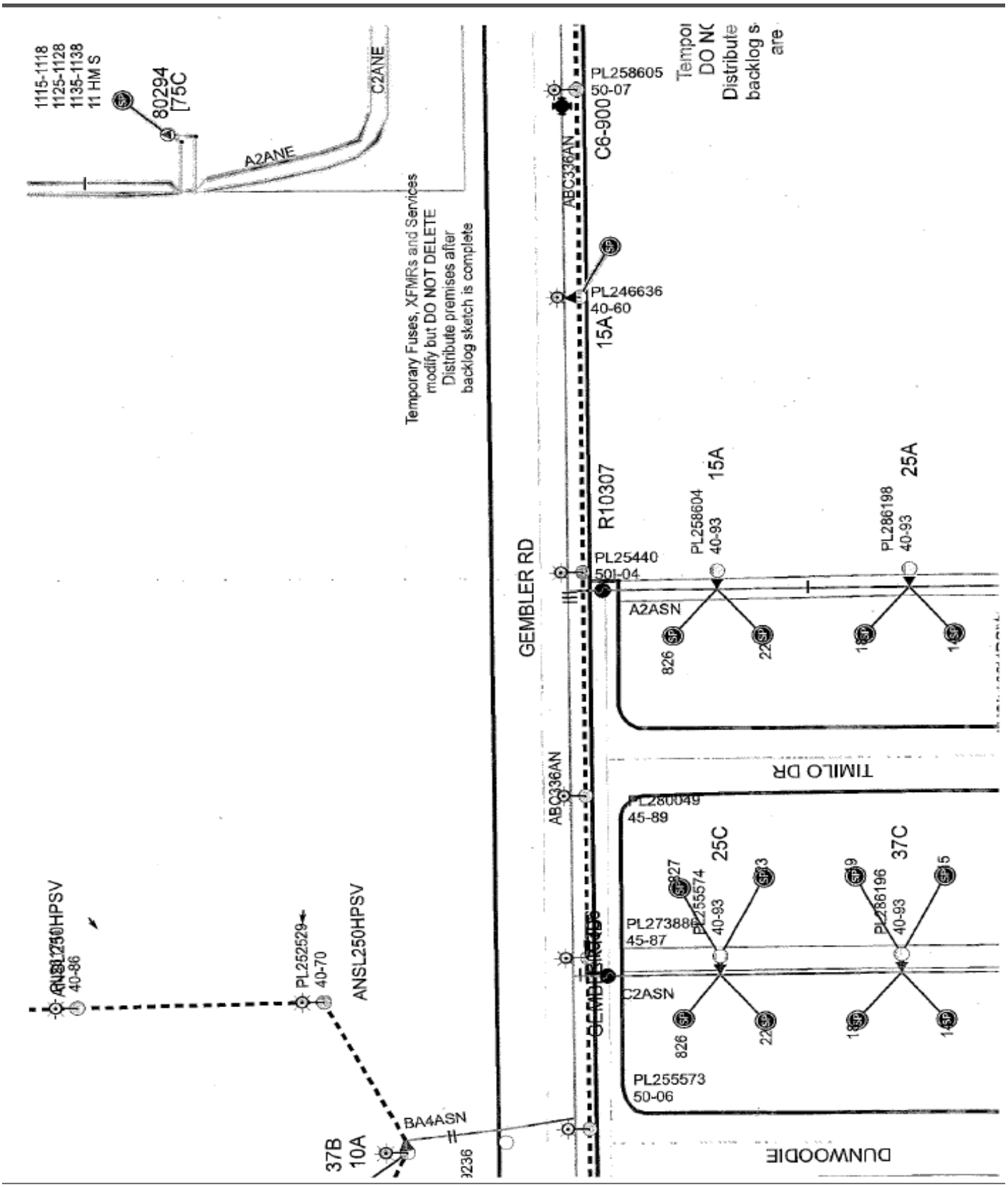

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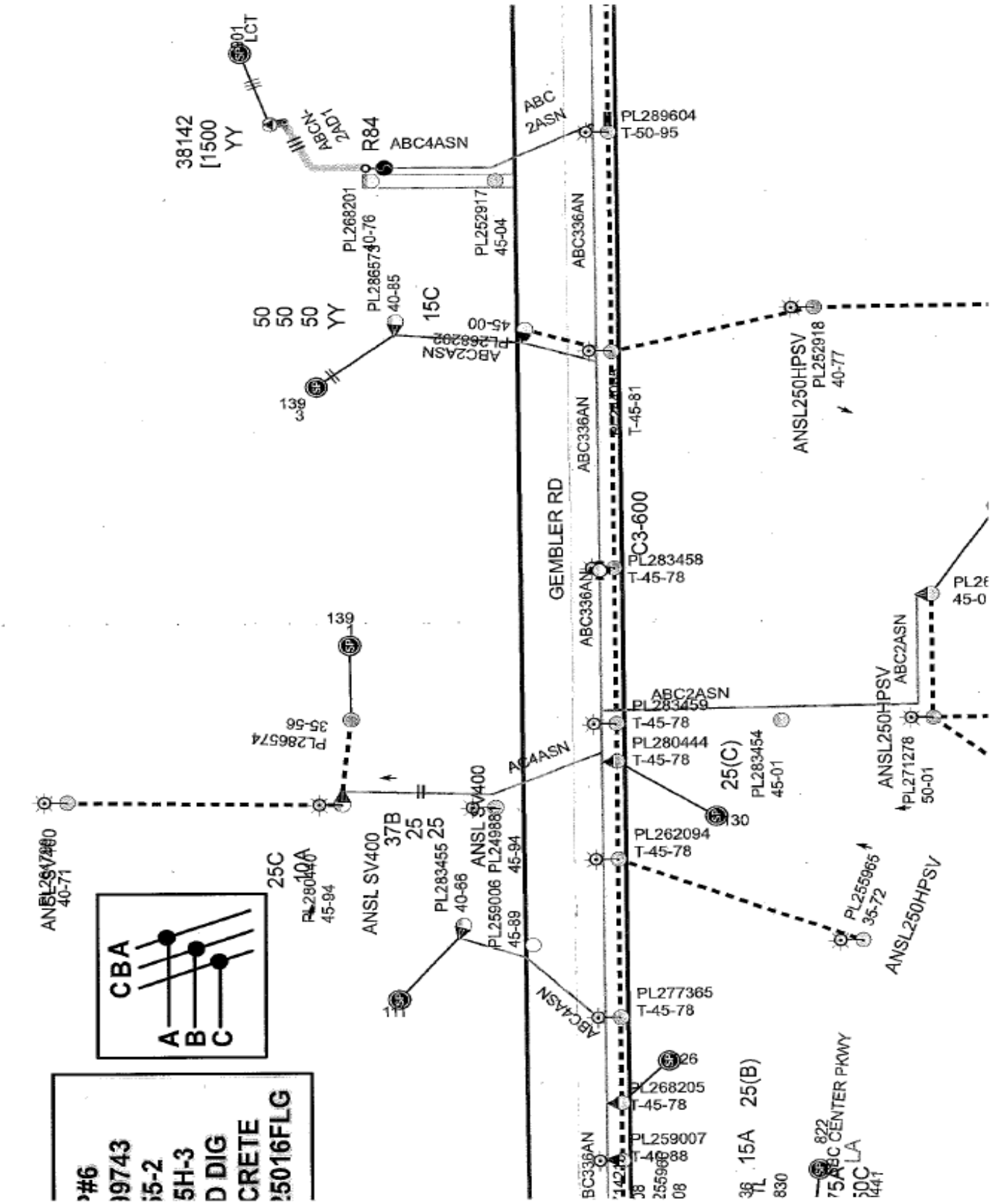

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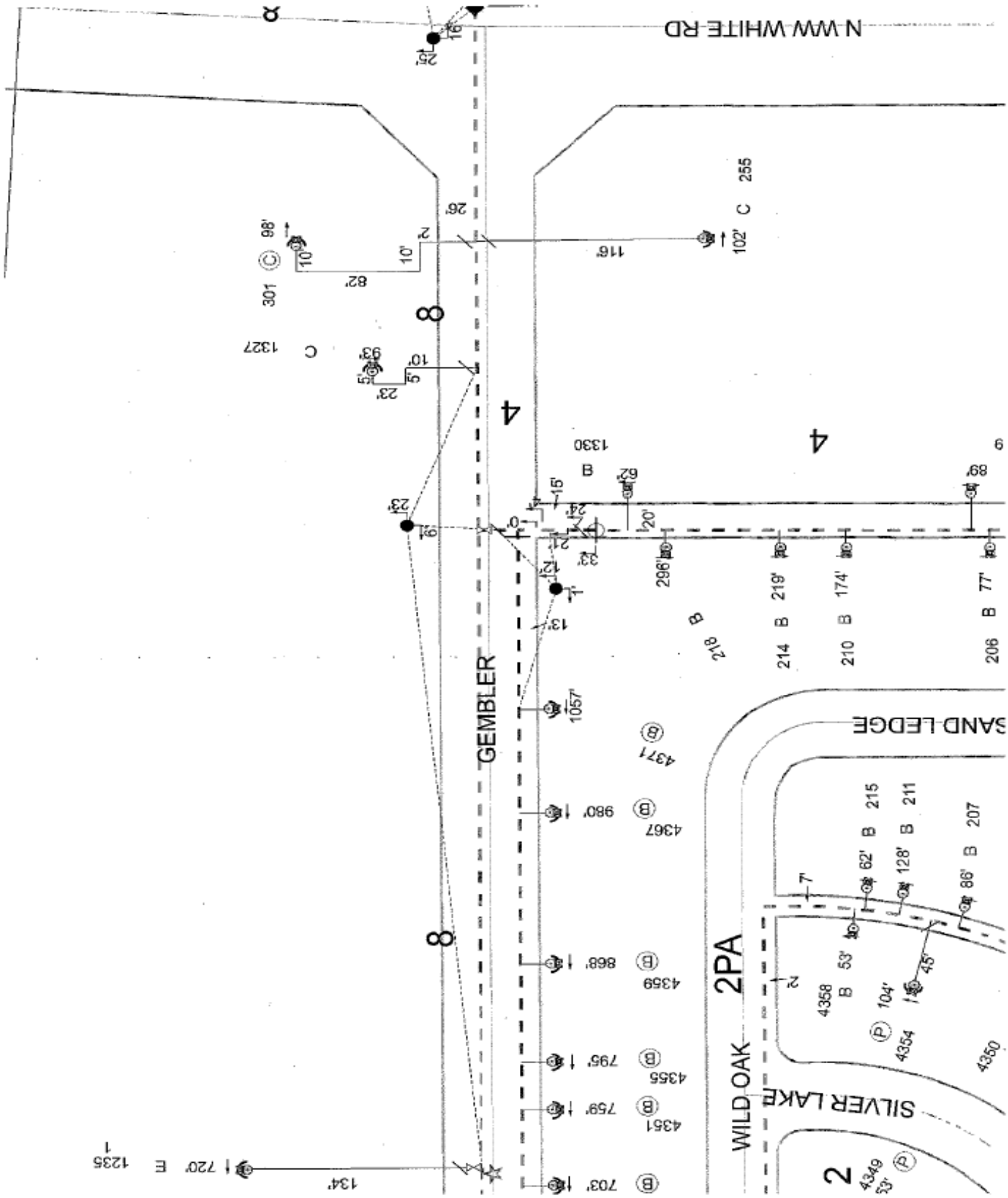

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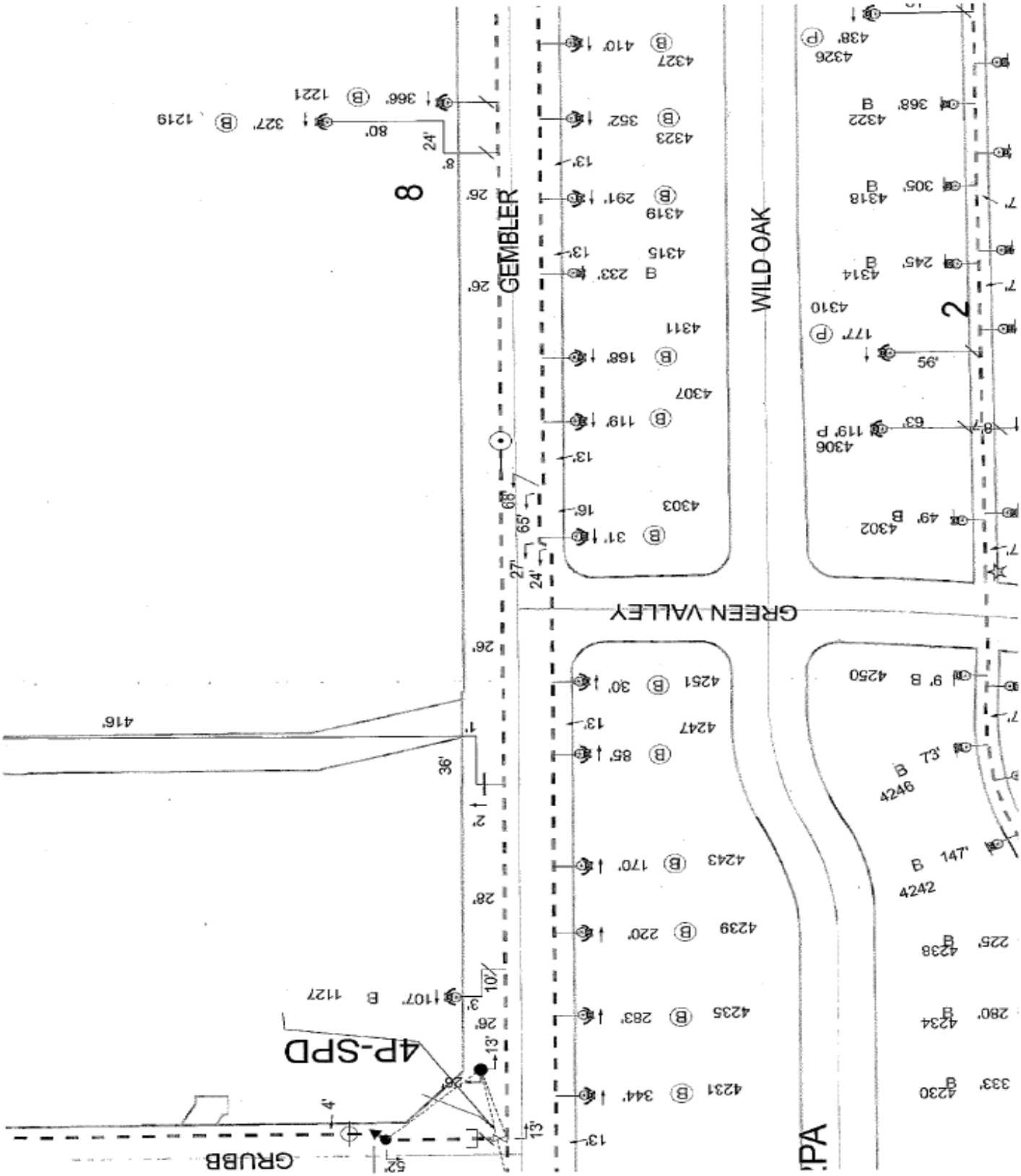

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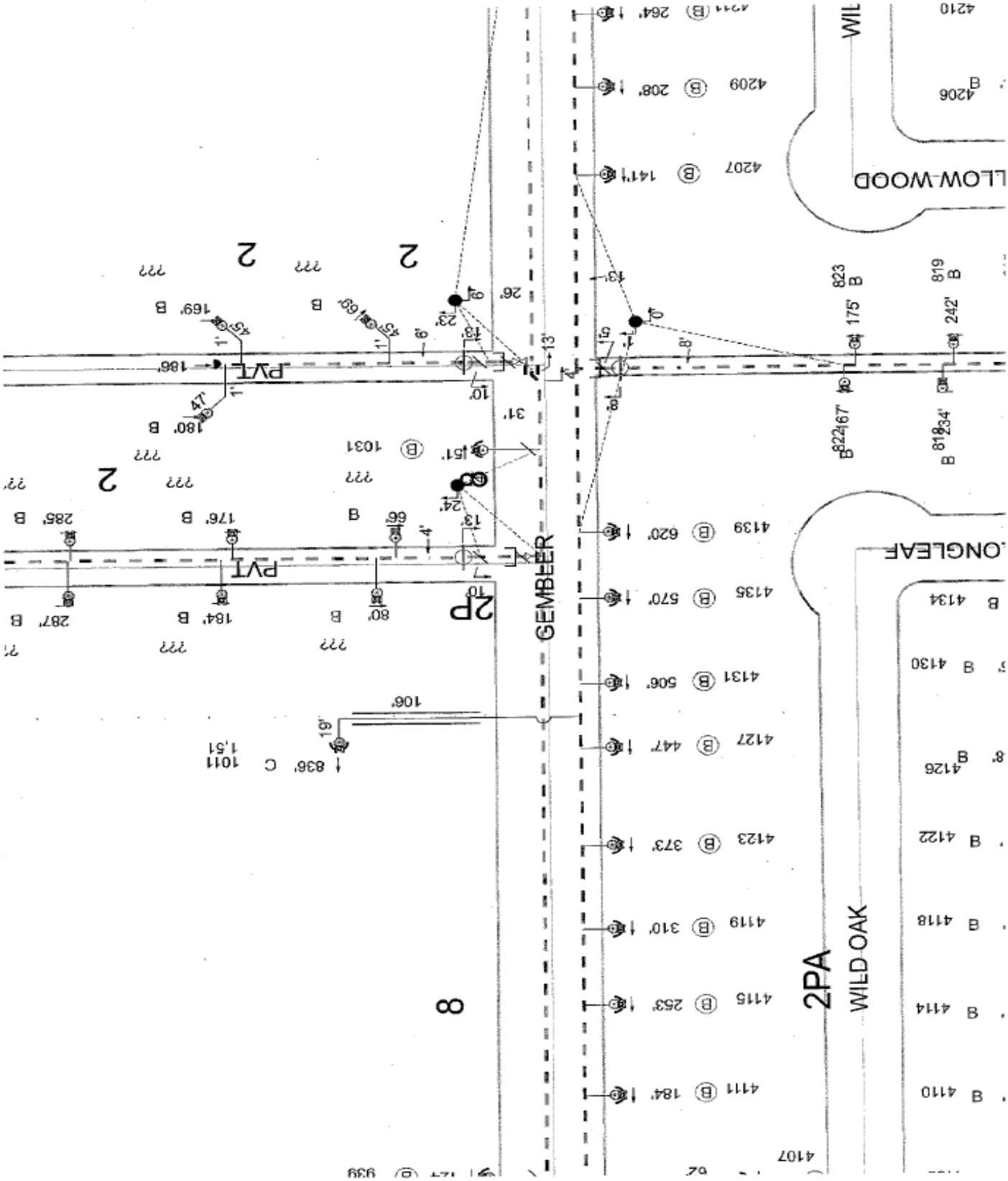

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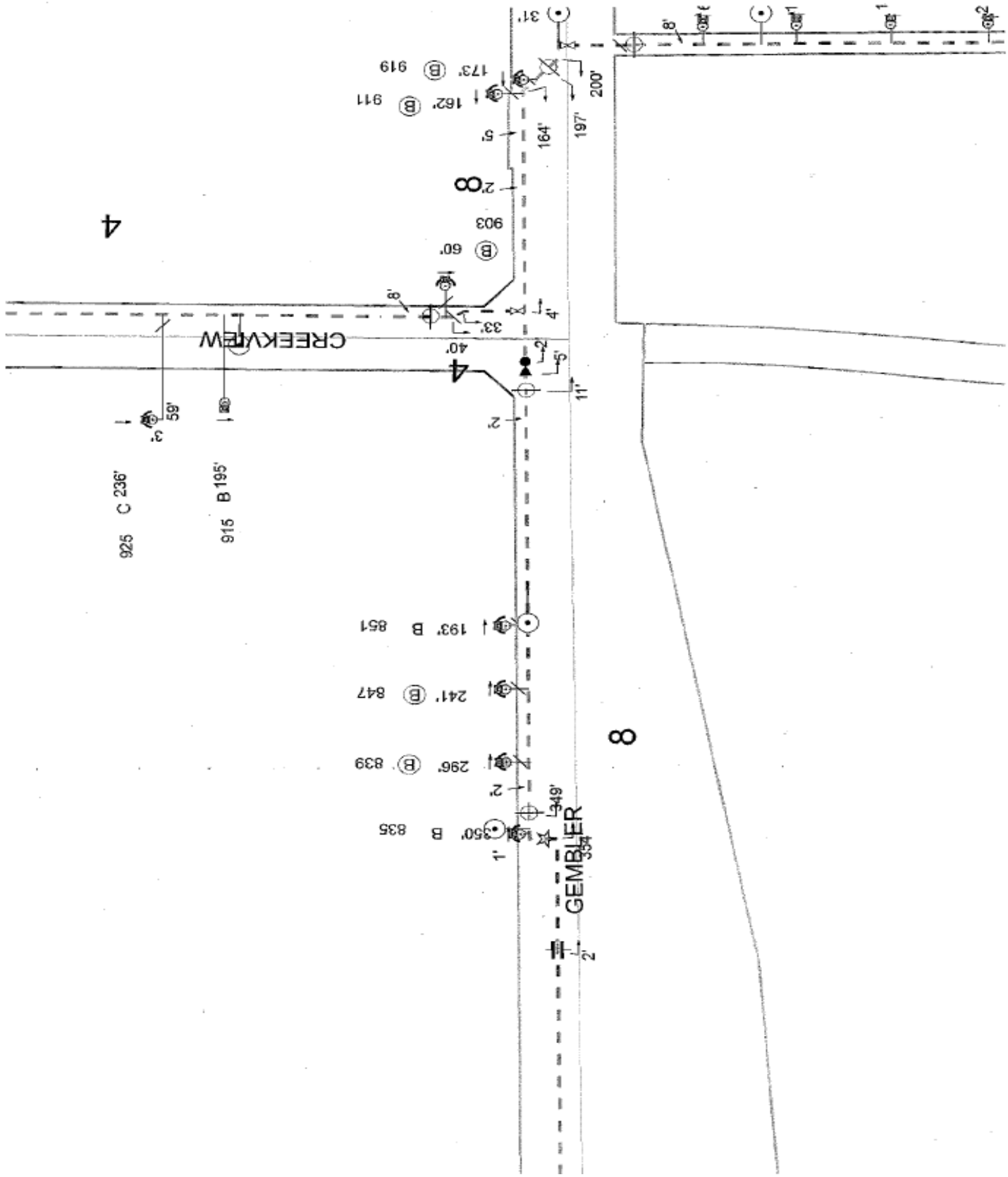

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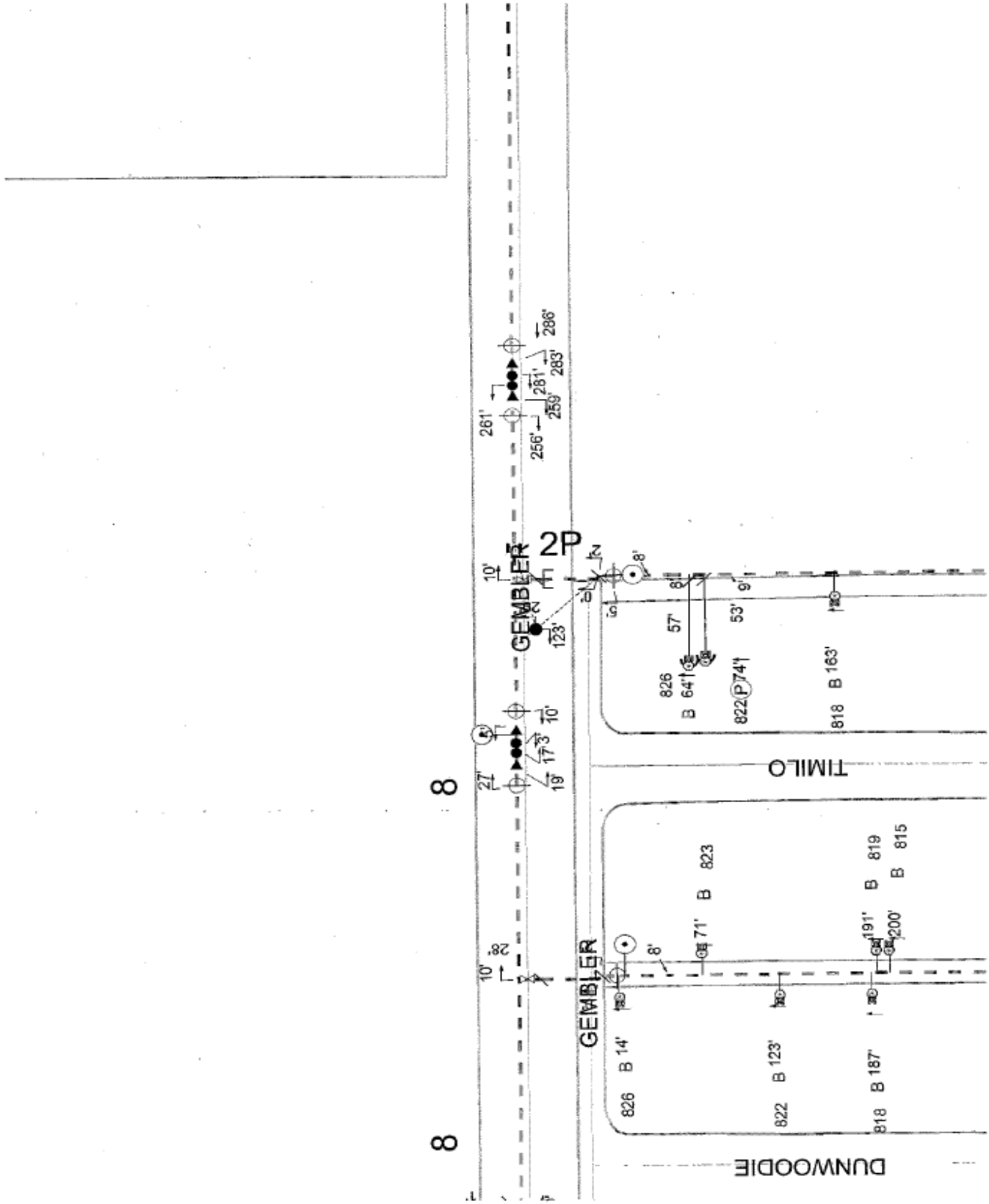

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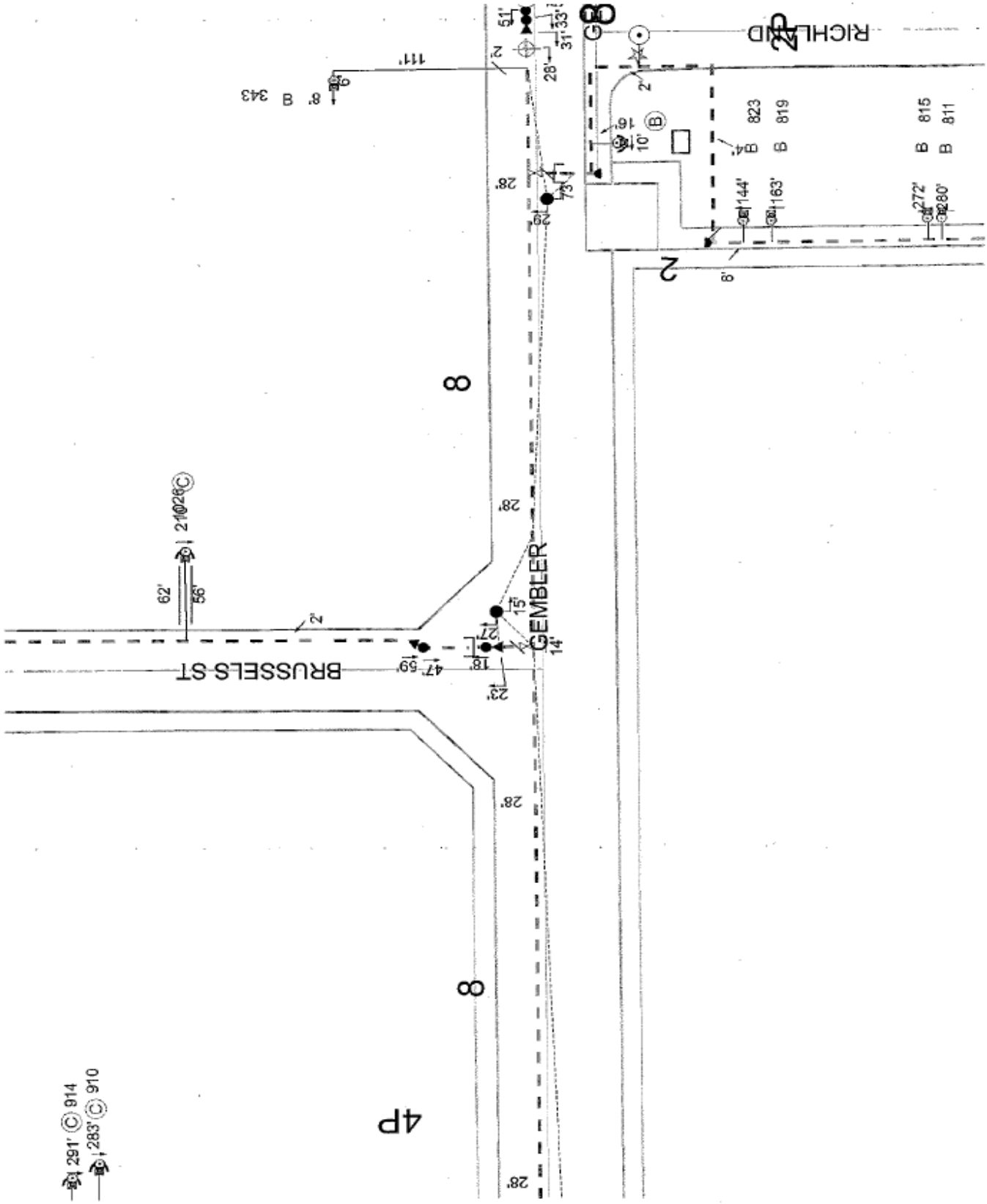

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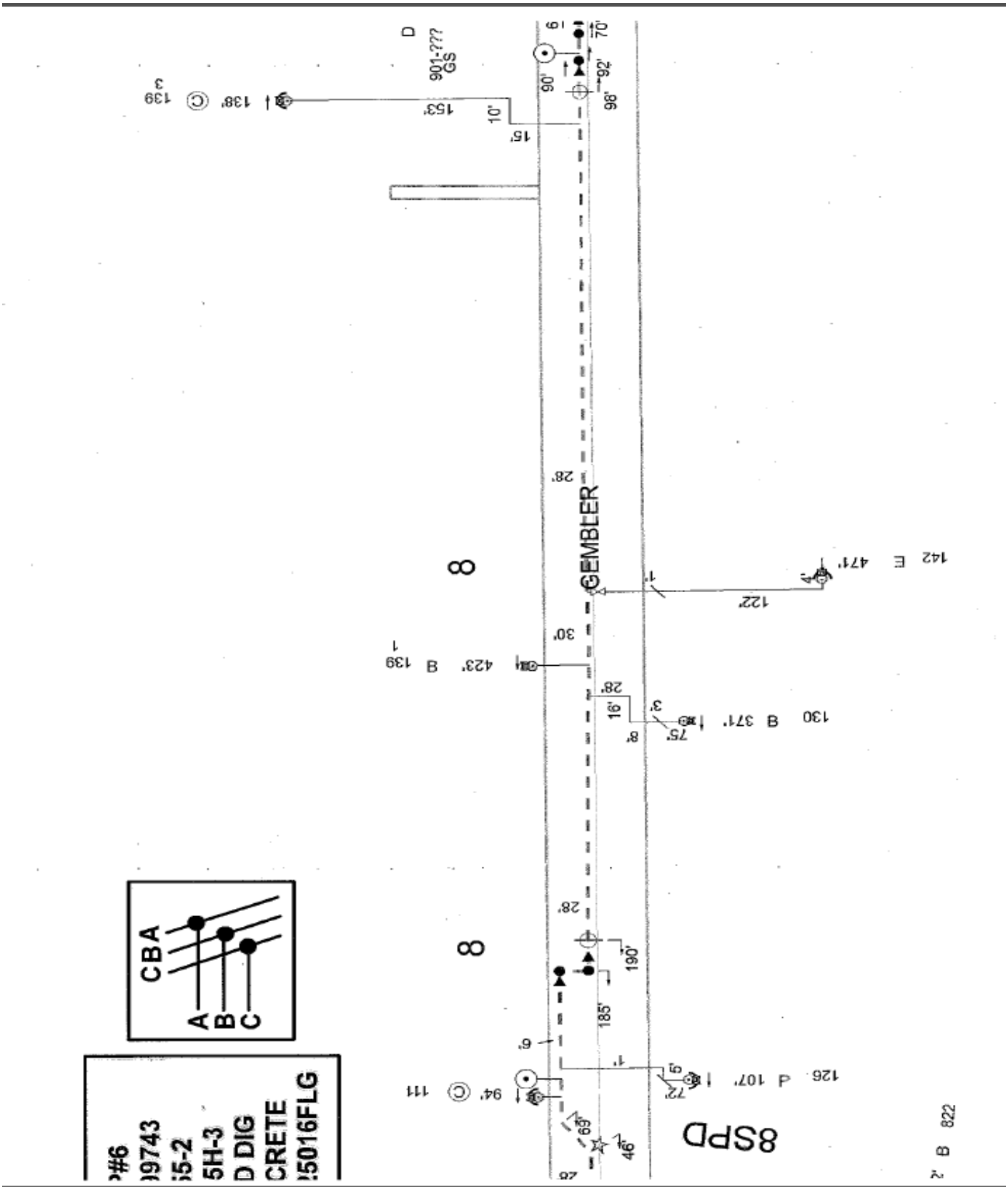


GEMBLER—ROAD SURVEY & FIELD NOTES

1856 Lockhill-Selma, Suite 105
San Antonio, Texas 78213

Maverick
Land Surveying Co.

Tel. 210-342-9455 • Fax 210-342-9524
www.mavericklandsurveying.com

June 13, 2012
Job No. 47321-00

STATE OF TEXAS
COUNTY OF BEXAR

FIELD NOTE DESCRIPTION of a 0.057 acre tract of land situated within the corporate limits of the City of San Antonio, Bexar County, Texas, being out of the Guillerma Nunez Survey No. 151, Abstract 548, New City Block 10577, and being all of a 50.00' x 50.00' tract described as SECOND TRACT conveyed unto Red Berry Estate, LTD. by Assumption Warranty Deed executed October 25, 2002 and recorded in Volume 9761, Page 156, Real Property Records of said county and state. In all, said 0.057 acre tract being more particularly described as follows:

BEGINNING at a ½" iron rod found on the south right of way line of Gembler Road (a 68' wide public right of way) same being the common northeast corner of a 15.09 acre tract conveyed unto San Antonio Livestock Exposition by Special Warranty Deed executed July 31, 2000 and recorded in Volume 8527, Page 1115, said Real Property Records, and the northwest corner and POINT OF BEGINNING of this tract.

THENCE, along the south right of way line of said Gembler Road, East (bearing basis said Volume 9761, Page 156), 49.94 feet to a mag nail set at the northeast corner of this tract.

THENCE, South 00° 05' 35" West, at 18.00 feet pass the northwest corner of Lot 1, Block 1, New City Block 13438, MEADOW VIEW PARK SUBDIVISION, UNIT #1, recorded in Volume 4700, Page 177, Deed and Plat Records of said county and state, in all a distance of 49.91 feet to a ½" iron rod found at an interior corner of said Lot 1 and the southeast corner of this tract.

THENCE, South 89° 49' 55" West, 49.76 feet to a ½" iron rod found on the east line of said 15.09 acre tract, same being a common northwest exterior corner of said Lot 1 and the southwest corner of this tract.

THENCE, North 00° 07' 02" West, 50.05 feet to the POINT OF BEGINNING.

CONTAINING in all 0.057 acres or 2,492 square feet of land, more or less.

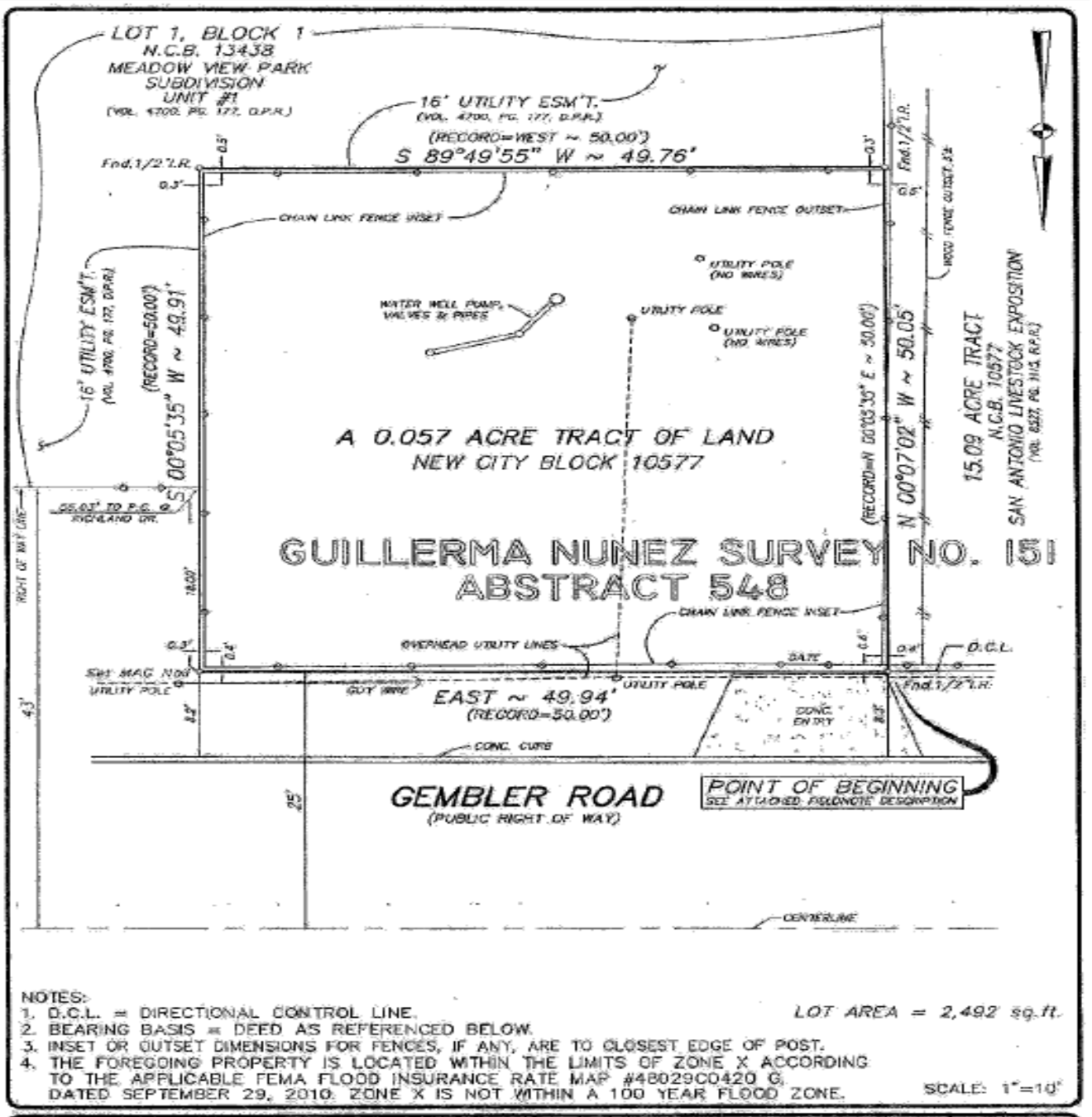
Surveyed on the ground this 13th day of June, 2012.

MAVERICK LAND SURVEYING COMPANY

Jacob W. Oder, R.P.L.S., Texas No. 5846

STATE OF TEXAS
REGISTERED
JACOB W. ODER
5846
PROFESSIONAL
LAND SURVEYOR

GEMBLER—ROAD SURVEY & FIELD NOTES



NOTES:
1. D.C.L. = DIRECTIONAL CONTROL LINE.
2. BEARING BASIS = DEED AS REFERENCED BELOW.
3. INSET OR OUTSET DIMENSIONS FOR FENCES, IF ANY, ARE TO CLOSEST EDGE OF POST.
4. THE FOREGOING PROPERTY IS LOCATED WITHIN THE LIMITS OF ZONE X ACCORDING TO THE APPLICABLE FEMA FLOOD INSURANCE RATE MAP #48029C0420 G, DATED SEPTEMBER 29, 2010. ZONE X IS NOT WITHIN A 100 YEAR FLOOD ZONE.

LOT AREA = 2,492 sq.ft.

SCALE: 1"=10'

LAND TITLE SURVEY OF
A 0.057 ACRE TRACT OF LAND
OUT OF THE
GUILLERMA NUNEZ SURVEY NO. 151
ABSTRACT 548
NEW CITY BLOCK 10577

SAN ANTONIO, BEXAR COUNTY, TEXAS
DEED REFERENCE: REAL PROPERTY RECORDS
VOL. 9761 PAGE 156 DATE OCTOBER 25, 2002

WE, MAVERICK LAND SURVEYING COMPANY, HAVE MADE A SURVEY ON THE GROUND OF THE FOREGOING PROPERTY, AND WE CERTIFY THAT, EXCEPT AS SHOWN, THERE ARE NO VISIBLE ENCROACHMENTS.

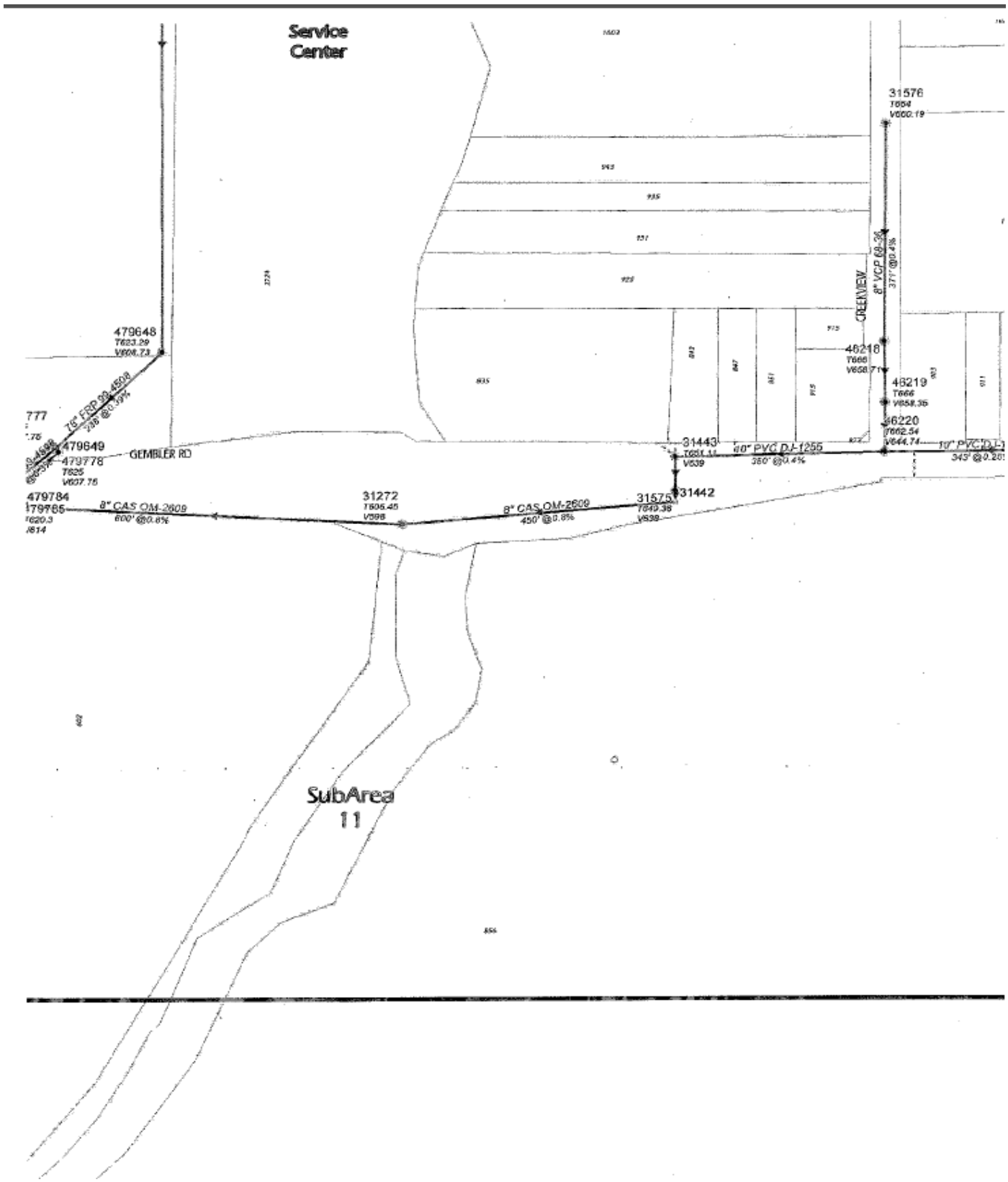
BY: John W. Ochs

Maverick
Land Surveying Co.
3836 Lockhill Selma, Suite 105, San Antonio, Texas 78213
(210) 342-0455, Fax 342-0524
© 1990-2012, Maverick Land Surveying Co.

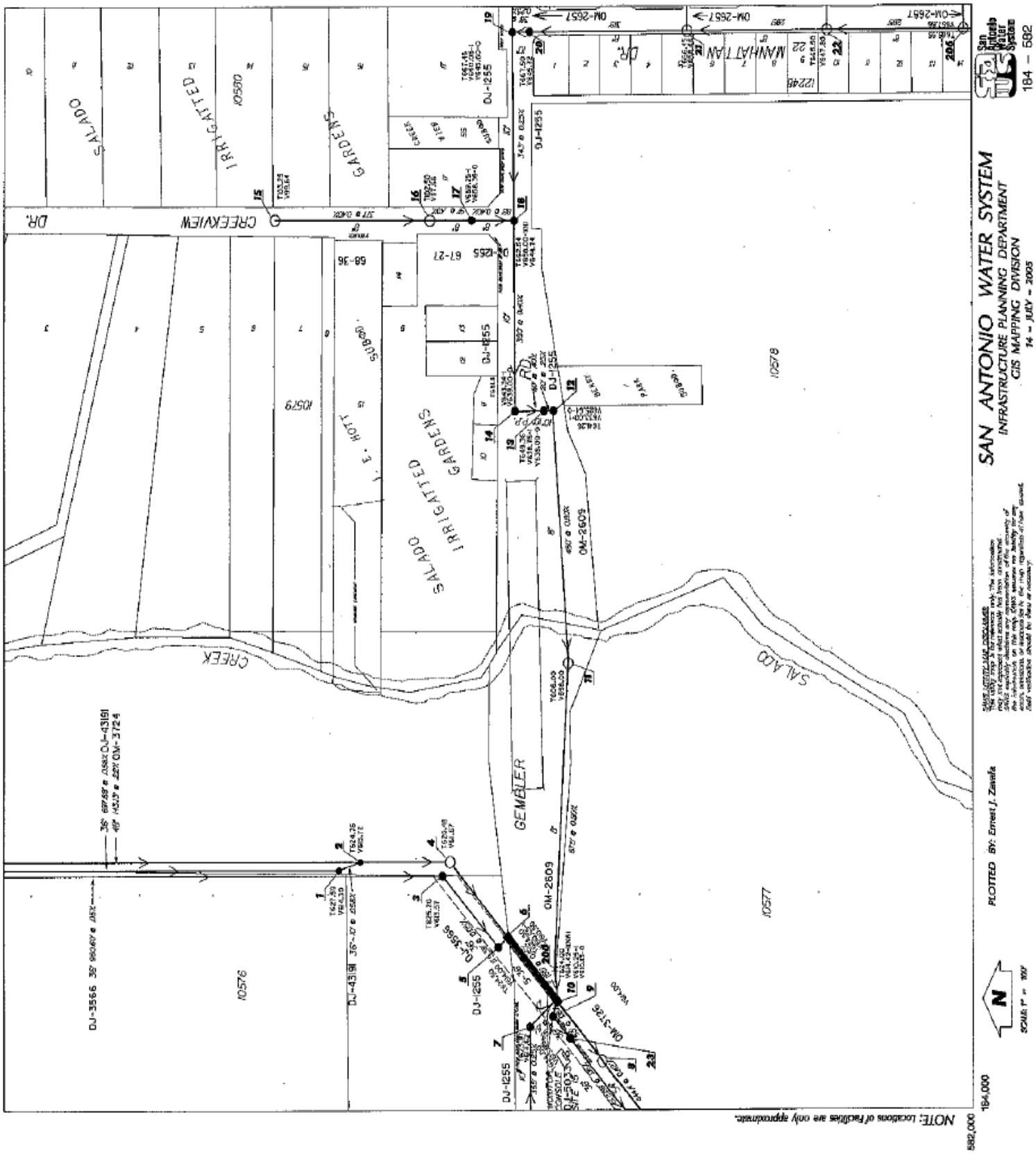
STATE OF TEXAS
REGISTERED
JACOB W. ODER
4846
PROFESSIONAL
LAND SURVEYOR

F.W. BK. JOB
DATE 06-13-12
JOB NO. 47321-00
DRN.: RBB CKD.: D.S.

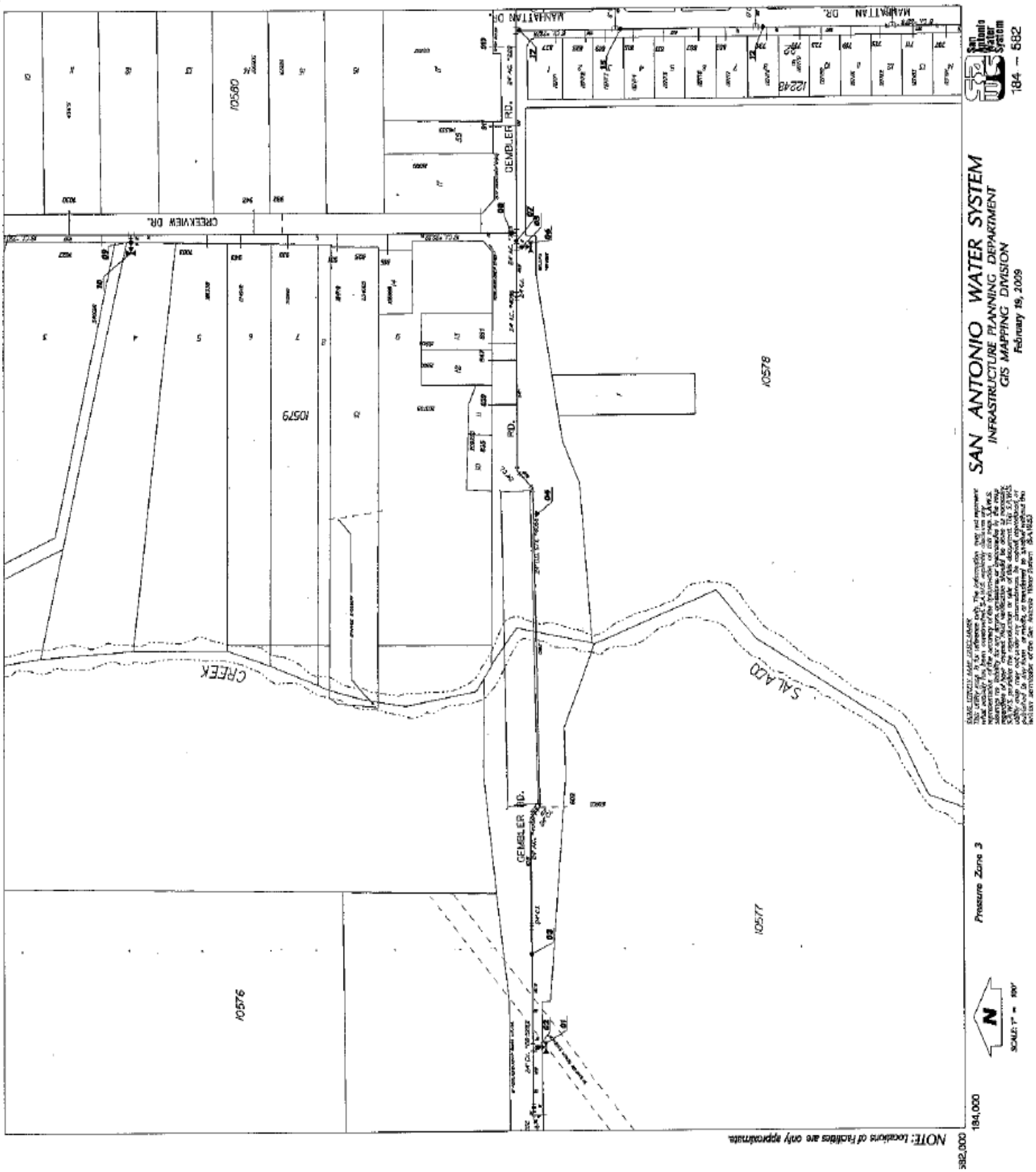
SAWS—SEWER UTILITY LAYOUT



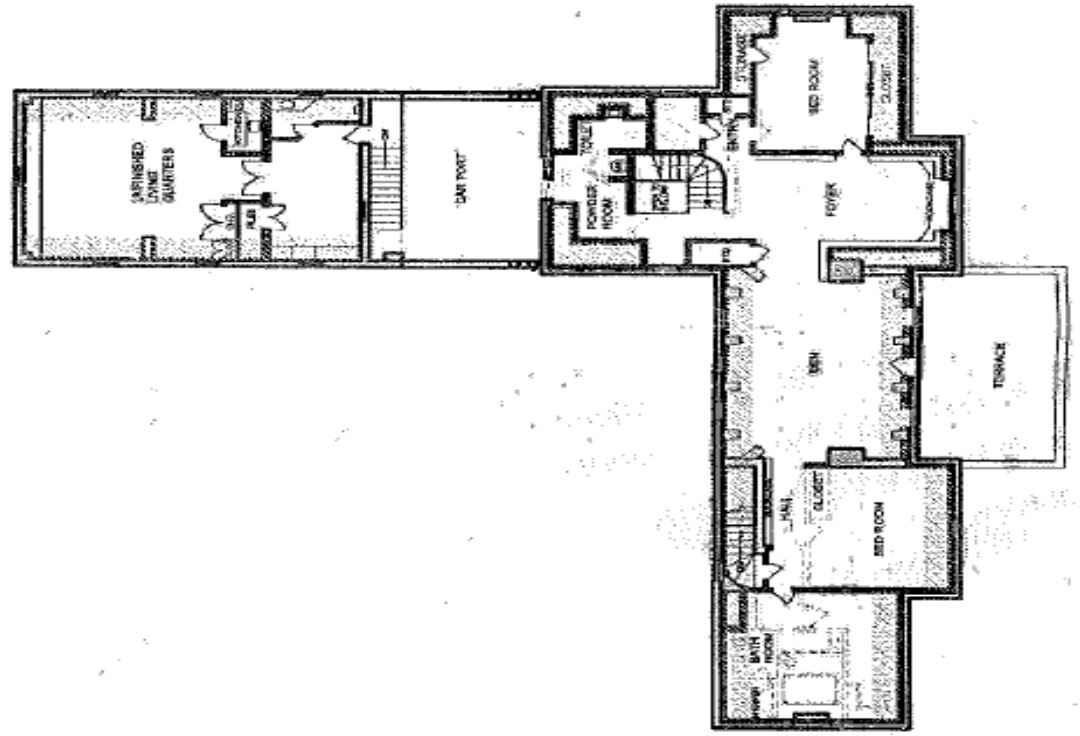
SAWS—SEWER UTILITY LAYOUT



SAWS—WATER UTILITY LAYOUT

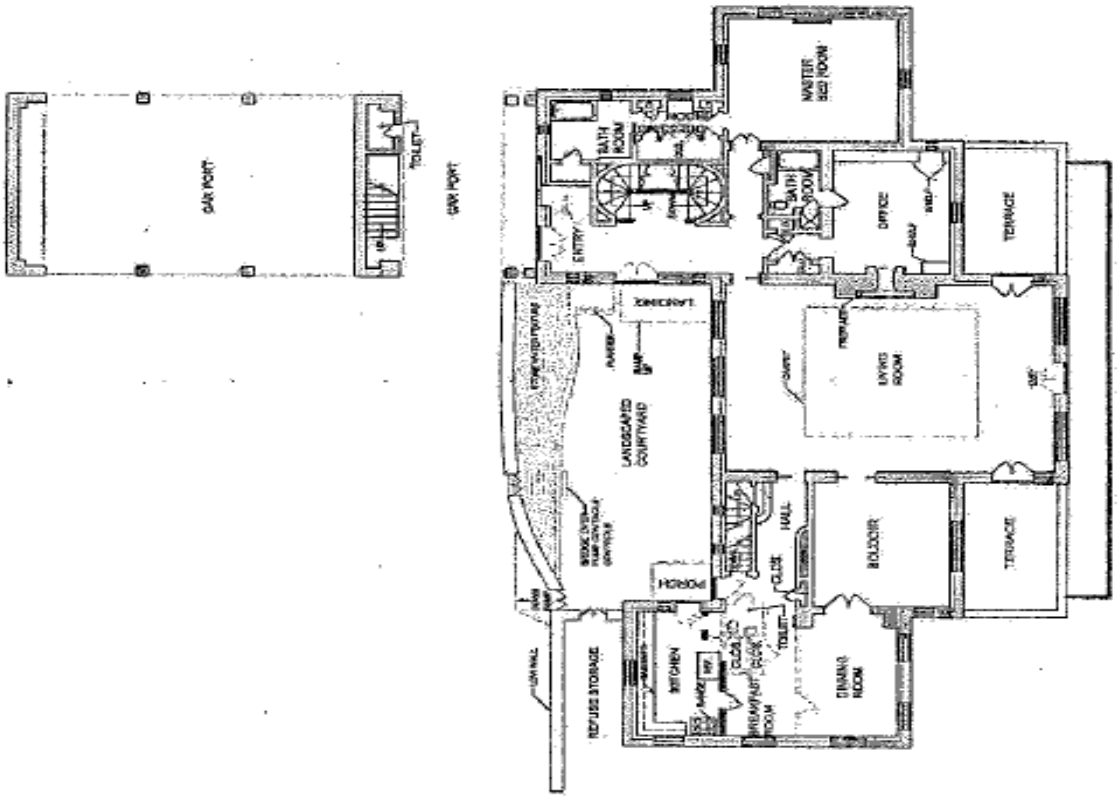


RED BERRY MANSION FLOOR PLAN



MANOR HOUSE THIRD FLOOR

NORTH



MANOR HOUSE SECOND FLOOR

NORTH

ENVIRONMENTAL CLEARANCE MEMORANDUM

CITY OF SAN ANTONIO
Environmental Management Department
Interdepartmental Correspondence Sheet

TO: David McGowen, Real Estate Manager

FROM: Michael Ortiz, Environmental Protection Project Manager

COPIES TO: John Cantu; File

SUBJECT: 856 Gembler Road (Redberry Site) Environmental Clearance

DATE: July 6, 2012

The Environmental Management Division (EMD) has completed our review of the Phase I Environmental Site Assessment (ESA), review of a previous Phase I ESA, Phase II Subsurface Investigation and Asbestos Survey on the above reference site. Per work authorization, EMD authorized Pape Dawson to conduct these studies to determine whether the recognized environmental conditions have affected the property.

The Phase I ESA identified three (3) potential recognized environmental conditions (RECs) in addition to the one (1) identified in the previous Phase I ESA conducted by the property owner's environmental consultant. The four potential RECs are as follows:

- Two 500-gallon underground storage tanks containing gasoline and diesel fuel.
- Soil staining associated with drum storage area.
- Landfill adjacent to the south of the property.
- A potential landfill on the northern end within the site.

A Phase II ESA was conducted to determine if soils on the property site had been impacted from the RECs listed above. No evidence of municipal solid waste was identified during this investigation. The results indicated no impacts associated with the RECs listed above.

An Asbestos Survey was also conducted on all three structures on the property. Asbestos containing building material (ACBM) was identified on the interior and exterior on two of the three structures, located on the north and south end of the property.

Based on our assessment, this property is clear for acquisition. EMD recommends no further environmental action at this time. However, prior to development, EMD recommends the following:

- Stained soils in association with drum storage area should be removed and disposed of according to regulations.
- If underground storage tanks are taken out of service, it is recommended tanks should be filled in place or removed in accordance with state regulations.
- The ACBM must be removed from the north and south caretaker houses prior to any demolition or renovation activities. The asbestos abatement must be conducted by a DSHS licensed asbestos abatement contractor and the project design and management should be accomplished by a DSHS licensed asbestos consulting agency.

Please contact me if you need additional information or assistance with this project.

Michael Ortiz
Environmental Project Manager
Capital Improvements Management Services
Environmental Management Division

Approved by:

John E. Cantú
Environmental Manager
Capital Improvements Management Services
Environmental Management Division

EXHIBIT C — Submittal Document Requirements (Step 2—RFP Phase)

The following Submittal Document Requirements and Evaluation Criteria For the Step 2-RFP Phase is for illustration only. The City DOES NOT expect these documents to be submitted during the Step 1-RFQ Phase. Should the Respondent be invited to submit for the RFP phase, this is an example of the format and documents that will be requested. The City reserves the right to change or alter these requirements at the time of the issuance of the RFP.

The City will send letters to not more than 5 respondents from Step 1 (RFQ phase) requesting that the respondent(s) submit additional information as outlined below for the RFP phase.

1. TAB 1: TABLE OF CONTENTS

2. PROPOSAL

Provide an overview of the qualifying project including the conceptual design of any facility or a conceptual plan for the provision of services. The conceptual design for facilities, at a minimum, shall include concept renderings, a concept site plan, and elevations that collectively illustrate the location, size, and context of the qualifying project. The required renderings and drawings include:

a. **TAB 2**: Concept Plan

i. Concept Renderings: Provide a concept design (plan, computer aided model, aerial sketch, photomontage, etc.) that characterizes the context of the urban design of the qualifying project. The concept drawings shall clearly illustrate the relationship of the qualifying project to the principle street and surrounding developments.

ii. Concept Site Plan: The site plan shall encompass the subject property and portions of contiguous parcels, include landscape and urban design concept(s). The site plan shall also indicate all major pedestrian entrances, all proposed outdoor areas; and the circulation plan showing how the qualifying project relates to public rights-of-way to and within the site, for walking, cycling, public transportation, and motor vehicles. Summarize the preliminary programming of facilities, including if any, the mix of uses, square footage(s), total parking spaces, parking allocations (shared or exclusive), and types of parking e.g. structured or surface.

ii. Elevations: Provide exterior building elevations, illustrating the massing, openings, and any related elements.

b. **TAB 3**: Project Overview

The qualifying project overview, at a minimum, must include:

i. Describe the proposed business arrangements (i.e. ground lease, build-to-suite, parking management agreements, etc.);

ii. Describe the plan for the development, financing and operation of the qualifying project showing the anticipated schedule of which funds will be required;

iii. Describe the implementation strategy for the qualifying project;

iv. Provide a preliminary schedule including permits and approvals from any federal, state, or local agencies, to the extent such are required, and timing of any contemplated requests for federal, state or local resources, and the initiation, construction phasing, completion and opening of the qualifying project including major milestones and the proposed major responsibilities and timeline for activities to be performed by the City and the private entity;

c. **TAB 4**: Terms, Special Conditions and Other Considerations

This Section is reserved for a description of any special conditions the proposal may offer to, or request from the City.

i. Terms: State the terms offered for the qualifying project.

ii. Contingencies: State any contingencies or conditions requested by the private entity.

3. PROJECT ANALYSES

In this Section include the project analyses that support the business case of the qualifying project. The Project Analysis Section shall be categorized into four sub-tabbed sections as follows: (1) location and site analysis, (2) marketing and competitive analysis, (3) financial analysis, and (4) political and legal analysis:

a. **TAB 5**: Location and Site Analysis

i. Describe how the proposed design of the improvements and the attributes of the site will generate maximum financial, economic and social benefits; and

ii. List any public utility facilities that will be affected by the qualifying project and a statement of the plans to accommodate the affected facilities.

b. **TAB 6**: Market and Competitive Analysis

i. Provide a market study that supports the revenue assumptions and viability of the qualifying project. To indicate feasibility forecast the supply and demand relationship, including but not limited to demographic data, traffic counts, rent levels, and absorption rates. Include any supporting due diligence studies, analyses, or reports.

c. **TAB 7**: Construction Schedule

i. Provide a time line identifying all the stages of project development from design to completion of turn-key project.

ii. Provide a construction time line using the critical path method. Timeline should set out the work schedule for the project from the design stage to project acceptance by the City.

d. **TAB 8**: Political and Legal Analysis

i. Provide an explanation of how the qualifying project will complement or comply with the City's SA 2020 Plan.

ii. List all permits and approvals required for the development and completion of the qualifying project from federal, state, or local agencies.

iii. Identify any federal, state or local resources that the private entity contemplates requesting for the qualifying project. Describe the total commitment, if any, expected from governmental sources and the timing of any anticipated commitment, both one-time and on-going.

4. PROJECT FINANCING

a. **TAB 9:** Financial Analysis

i. Explain the financing plan for the qualifying project including identifying the source(s) and amount of debt and equity to be used to capitalize the qualifying project, the relationships (e.g., outside lender, parent company, etc.).

ii. Provide the following information:

Loan commitment letters and contact information for funding sources;

The sources and anticipated amounts of working capital to cover operating costs and to adequately maintain operations from the start-up through completion; and

Letters from lending institutions, not more than three months old that demonstrate the existence of liquid assets or suitable unencumbered lines of credit to carry out the predevelopment activities. Evidence of the private entity's liquid assets or some acceptable form of equity shall be equal to the equity requirements of the prospective construction lender.

iii. Use of Federal, State or Local Funding: To the extent the private entity has identified federal, state, or local funding sources; describe such sources.

b. **TAB 10**: Project Budget

i. Using standard estimating techniques provide a development budget detailing any anticipated land acquisition(s), the anticipated pre-development costs, and hard and soft costs from construction through occupancy.

ii. The budget should include cost estimates to pay for the relocation of any utility facilities which will be displaces as a result of project development.

c. **TAB 11**: Proforma Financial Statements

i. Provide a discounted cash flow analysis, for the duration of the qualifying project, including but not limited to: estimates of costs, operating expenses, capital reserves including replacement and re-tenanting reserves, net operating income, debt service, partnership percentages, disposition benchmarks, and calculations of net present value, internal rate of return.

ii. Provide projected balance sheet, statement of losses and earnings, and income statement for the first year of operation.

d. **TAB 12**: Bonding and Insurance

i. Provide statement from A+ or better rated insurance company treasury certified surety company that project will be fully insured and bonded.

4. TAB 13: COMMUNITY IMPACT

i. State the community benefits, including the economic impact and tax revenues, the qualifying project will have on the City.

ii. Estimate the number of jobs to be generated for area residents and level of pay and fringe benefits of such jobs.

iii. Project the number and value of subcontracts generated for area subcontractors.

5. TAB 14: MISCELLANEOUS

Use this Section to present additional information such as letters of recommendation, letters of interest from prospective lenders or tenants, additional information concerning the development team, and other information that supports the proposal. Respondent may also use this Section to present any item cited or referenced in the proposal.

EXHIBIT D — Evaluation Criteria (Step 2—RFQ Phase)

Once proposals are received, the City will conduct a comprehensive, fair and impartial evaluation of all submittals received in response to the RFP. The City's P3 Oversight Committee will perform the required evaluation of submitted RFPs. Each submittal will be analyzed to determine overall responsiveness and qualifications under the RFP. The City's P3 Oversight Committee may select all, some or none of the Respondents.

Evaluation Criteria	Maximum Points
A. *Project Characteristics*	**25 points**
B. *Project Costs and Financing*	**25 points**
C. *Community Impact*	**25 points**
D. *Other Factors / Overall Evaluation*	**25 points**
E. TOTAL	**100 points**

A. PROJECT CHARACTERISTICS

Factors to be considered in evaluating the qualifying project characteristics may include, but are not limited to:

1. Project scope and scale, land use and product mix;
2. The extent that the timing of the qualifying project is consistent with the City's SA2020 Plan;
3. Operation of the qualifying project;
4. Technology; technical feasibility;
5. Environmental impacts;
6. Federal, state and local permits; and
7. Maintenance of the qualifying project.

B. PROJECT COST AND FINANCING

Factors to be considered in evaluating whether the proposed financing allows adequate access to the necessary capital to finance the qualifying project may include, but are not limited to:

1. Cost and cost benefit to the City;
2. Financing and the impact on the debt or debt burden of the City;
3. Financial plan, including overall feasibility and reliability of plan; operator's past performance with similar plans and similar projects; the degree to which the private entity has conducted due diligence investigation and analysis of proposed financial plan and the results of any such inquiries or studies;
4. Estimated project cost and life-cycle cost analysis; and
5. The identity, credit history, past performance of any third party that will provide financing for the qualifying project and the nature, amount, and timing of their commitment, as applicable.

C. COMMUNITY IMPACT

Factors to be considered in evaluating the qualifying project's community impact may include, but are not limited to:

1. Community benefits, including the economic impact the qualifying project will have on the City and affected jurisdictions in terms of tax revenue, the number of jobs generated and level of pay and fringe benefits of such jobs;
2. Community support or opposition, or both;
3. Compatibility with existing and planned facilities; and
4. Compatibility with local, regional, and state economic development efforts.

D. OTHER FACTORS

Other factors that may be considered by the City in the evaluation and selection of proposals may include, but are not limited to:

1. The extent the offered consideration generates value and returns to the City and benefits to the public, including in-kind consideration greater than the fair market value of the asset;
2. The proposed cost of the qualifying project;
3. The general reputation, industry experience, and financial capacity of the private entity;
4. The proposed design of the qualifying project;
5. Opportunity cost of taking an alternative action;
6. The private entity's compliance with a minority business enterprise participation plan or good faith effort to comply with the goals of such plan;
7. The private entity's plans to employ local contractors and residents; and
8. Other criteria that the City deems appropriate.

STAFF CONTACTS

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