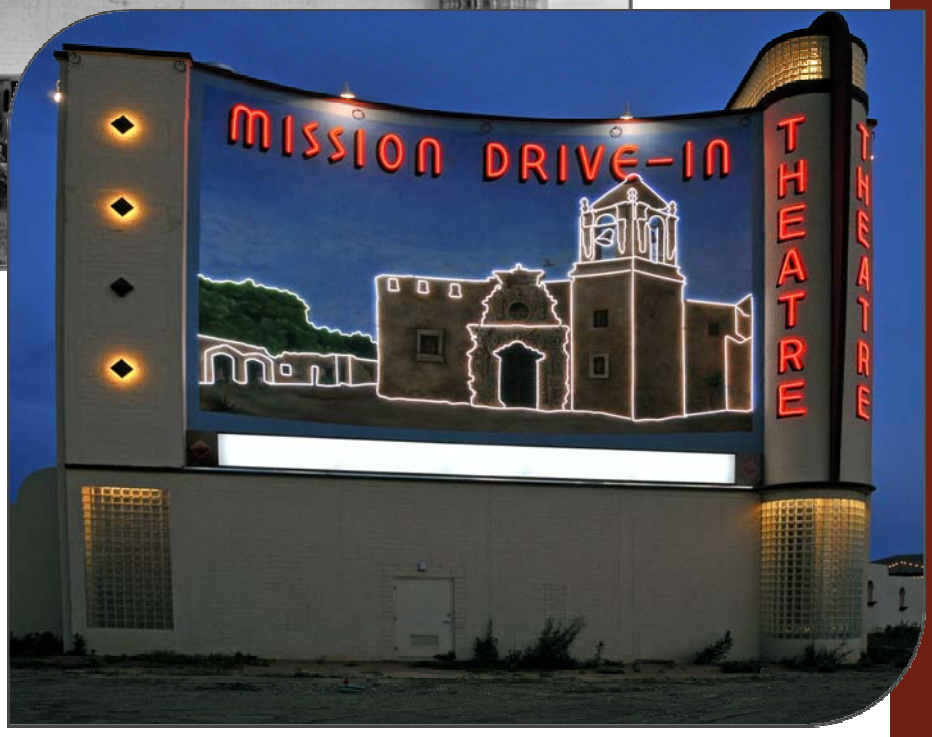
Request for Qualifications
Public-Private Partnership (P3)
Mission Drive-In Theater Site
Development & Recreation Center

P3



CITY OF SAN ANTONIO
CENTER CITY DEVELOPMENT OFFICE

CITY OF SAN ANTONIO
CAPITAL IMPROVEMENTS
MANAGEMENT SERVICES

CITY OF SAN ANTONIO

CENTER CITY DEVELOPMENT OFFICE

REQUEST FOR QUALIFICATIONS:
Mission Drive-In Theater Site Development & Recreation Center

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.

Release Date: October 18, 2013

Statements of Qualifications Due: December 10, 2013

JULIAN CASTRO
MAYOR

REBECCA J. VIAGRAN
COUNCILWOMAN
DISTRICT 3

SHERYL SCULLEY
CITY MANAGER

Dear Potential Partner(s):

In 2007, the City of San Antonio acquired the former 26 acre Mission Drive-In site located at 3300 Roosevelt Avenue to provide civic and commercial redevelopment opportunities for the area. Kell-Munoz Architects, selected by the City in 2008, designed the site's first project, the District 3 Branch Library and created the Master Plan Concept for the remaining acreage. Through a series of several public and stakeholder meetings feedback was provided and incorporated into the final plan. The final Master Plan Framework, to serve as the guiding planning principles for the continued site development, was adopted by City Council in May 2012.

The framework for continued growth has been put in place to transition this once drive-in movie venue into a thriving mixed use town center with complementing civic uses. Within the previous three years, the City has since built and opened the District 3 Mission Branch Public Library and completed other improvements. Improvements include: the Mission loop street access drive, the Screen Park open space and renovation of the historic drive-in marquee. Of the 26 acres, about 11 acres are available for development opportunities.

The Mission Drive-In Redevelopment project is an example of a project that could potentially expand recreational services and spur continued economic growth on the South side. In much the same way the stakeholders from the community and all of San Antonio worked together in developing a vision for Mission Drive-in Master Plan, we now stand ready to collaborate with a Master Developer and/or an innovative team that shares our vision of a reinvigorated and prosperous South side.

On behalf of all of the citizens who have worked together to plan the Mission Drive-In site's future, we welcome your interest, commitment and creativity in helping us continue the development of this important property while preserving its celebrated past and historical character.

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I. INTRODUCTION

The City of San Antonio (hereafter referred to as "the City") through this Request for Qualifications ("RFQ") is soliciting statements of qualifications from interested parties to participate in a Public-Private Partnership (hereafter referred to as "P3") for the development of city-owned property at Mission Drive-In Theater located at 3300 Roosevelt Ave.

The City seeks to identify a highly qualified, creative developer or development team to re-develop the city-owned property located at the Mission Drive-In Theater site. Among other considerations, this project must include building a 25,000 square foot recreation center which will be operated by the YMCA. YMCA has a preferred designer that will be involved with development team on design of the recreation center.

On November 1, 2012, the City of San Antonio adopted Public-Private Partnership (P3) 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. This Council action allows the City to facilitate and expand the use of P3s and by adopting the P3 Guidelines, the City has an additional tool for mobilizing excess or underutilized assets and sharing/ allocating risks and rewards between public and private entities. Under said guidelines, the City and a private entity (comprised of a single operator or a team) enter into a contractual agreement in order to deliver a compatible development that demonstrates the potential to generate sustainable non-tax revenue sources, and which allows the City to participate in the benefits of the development of their real estate assets.

II. PROJECT BACKGROUND

The 26 acre site was purchased by the City of San Antonio in 2007 to provide redevelopment opportunities for public and private projects. Kell-Munoz Architects was selected by the City in 2008 to create the library and site plans for the overall project. The plan included a 15,000 square foot library, a recreated drive/entrance through the property, playground equipment, trails, open spaces, and additional public amenities. Over time, the site master planning effort was suspended in order to focus on the completion of the library project, however the public input process continued after the completion of the library in 2011. A series of meetings were held from December 2010 to November 2011 to gather public input for the redevelopment of the remainder of the site. (Exhibit A, Site Master Plan by Kell Munoz)

In 2011, the District 3 branch library opened, becoming the first public project completed on the site. Since 2011, other improvements that have been completed include: loop street access drive, the Screen Park open space, and the renovation of the historic drive-in marquee. The site is beginning the transition from a drive-in movie venue to a mixed use town center with complementing civic uses. Neighboring projects will also influence the transition of the area around the site, creating new development opportunities for the south side of San Antonio.

The City held a Bond Election on May 12, 2012 and received approval from the voters to fund a variety of Parks, Recreation and Open Space Improvements Projects, one of which was the "Greater Mission Recreation Facility" (Proposition 3 on the ballot). The bonds provided for up to $2,500,000 leverage funding for the development of a multi-use recreational facility with the flexibility to partner with outside sources for programming and management. In October 2013, the City entered into a Memorandum of Understanding with the YMCA to program, manage and operate the facility.

The Mission Drive-In Master Plan Framework (Exhibit B) formalized the previous site planning efforts. This plan examines neighboring development projects, recognizes current Mission Drive-In site projects, highlights the framework envisioned by the original Planning Principles, and lists the implementation strategy for a successful development for the property. The focus of the Mission Drive-In Master Plan Framework is to build on the success of the new District 3 branch library and identify specific land use concepts that will facilitate a successful site build-out.

The Mission Drive-In Master Plan Framework shall serve as a blueprint for the site development and site build-out. Future development efforts within this 26 acre boundary shall comply with the guidance outlined in the plan.

The City feels this location is excellent for housing, commercial or mixed use development and that a P3 project will best accomplish these goals.

III. OBJECTIVES AND CONSIDERATIONS

The key objective of this Request for Qualifications (RFQ) is to identify a highly qualified, creative developer or development team capable of creating a housing, commercial or mixed-use development at the Mission Drive-In Theater site.

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 (RFP) 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 shall negotiate terms and conditions of a sale and/or long-term lease of property and all development and financial considerations.

RFQ submittals must include a conceptual redevelopment plan, descriptions of relevant experience and track record, in-house development capabilities and capacity, proposed management team and structure and adequate financial resources. The City is open to and encourages creative redevelopment solutions but these must be within the context of the Mission Drive-In Theater Site Master Plan Framework.

DEVELOPMENT CONSIDERATIONS

- *Requirements*
  - Must complete design and build a 25,000 Square Foot Recreation Center (in accordance with YMCA programming and architectural requirements) with 100 dedicated parking spaces.
  - It is expected that the Development Team will make accommodations to manage and program the Mission Plaza area under a long term lease arrangement with the City. <u>The Development Team's firm that will oversee the programming of the plaza will coordinate with Mission Development Advisory Committee to develop guidelines for use of the plaza.</u> However, the property has a deed restriction which does not allow its use for showing movies for profit.
  - Development Team will ensure its plan falls within the context of the Mission Drive-In Theater Site Master Plan Framework. (Exhibit B)
  - Development Team will ensure compliance with the City's Memorandum of Agreement (MOA) with Texas Historical Commission which is contained within the Master Plan Framework. Of particular interest is the Viewshed Preservation Plan (Exhibit C).

- *Use Options*
  - Neighborhood Retail, commercial or mixed use development to include any uses allowed under zoning
  - Generates annual revenue
- *Property Condition*
  - The site is 26 acres and there is approximately 11 acres left for redevelopment (See map page 5 of Mission Drive-In Master Plan Framework – A, C, E, G and H are developable. D is the historic Marquee and F is the Mission Plaza)
  - A new city branch library accommodates about 4 acres of the property, along the Roosevelt Avenue frontage.
  - The Historic Marquee (Roosevelt Avenue facing) has undergone restoration to reclaim the original 1948 marquee mural.
  - The Mission Plaza (area of the drive-in that cars once parked to view the movie) is developed as open green-space that will accommodate civic events, outdoor venues, and public gathering opportunities.
  - The Ring Road noted on maps (See map page 5 of Mission Drive-In Master Plan Framework) is in existence and utilities are available from that roadway. Other roads depicted on site renderings are suggestions and do not currently exist.
  - Street and drainage improvements at the Roosevelt Avenue and VFW Avenue were completed in 2013.
  - Property is located adjacent to Mission San Jose which is managed by the National Park Service.
  - Property is not currently platted. City will assist Development Team with platting process.
  - Property is located within walking distance of the San Antonio River South Mission Reach improvements. For more information on Mission Reach, visit http://www.sanantonioriver.org/mission_reach/mission_reach.php
  - The City has engaged a consultant to perform a Phase 1 Environmental Site Assessment which will be made available in an addendum on November 4, 2013.

- *Zoning*
  - The 26 acre site is platted as a single lot, and is located at the intersection of Roosevelt Avenue and VFW Drive.
  - Property is zoned Infill Development Zone (IDZ) Historic (H) and Historic Significant (HS). A portion of the property fronting Roosevelt is within the Roosevelt Metropolitan Corridor (MC1). In addition to the IDZ and Historic designation, the Roosevelt Metropolitan Corridor provides additional design standards including streetscape buffers, building materials, and parking arrangements.
    - *IDZ Infill Development Zone (UDC Sec. 35-343) - To provide flexible standards for the development and reuse of underutilized parcels within a qualifying area of the city.*
    - *H Historic Districts (UDC Sec. 35-333) - These are areas in which the cultural or archaeological identity, architectural features, or overall character are considered historically significant. Historic Districts often contain one or more buildings, objects, sites, or structures designated as significant or exceptional historic landmarks.*
    - *HL Historic Landmark District (UDC Sec. 35-333) - Historic Landmarks are those considered to be important or unique in terms of historic, cultural, archeological significance and their demolition would mean a serious or irreplaceable loss to the quality and character of the city. Previously "HS" Historic Significant and "HE" Historic Exceptional designations.*
    - *VP Viewshed Protection Districts (UDC Sec. 35-337) - Overlay district that imposes regulations to protect, preserve and enhance the views and vistas of historic places, landmark buildings, and other sites of cultural importance.*

CITY DEVELOPMENT ASSISTANCE AND INCENTIVES

The City shall waive all development fees, as provided in the Inner City Reinvestment Infill Policy (Refer to Exhibit D). The project may, contingent upon available funding, receive a waiver of SAWS impact fees equal to 1 percent 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.

- TAX INCREMENT REINVESTMENT ZONE (TIRZ)

  The Mission Drive-In site is within the TIRZ 32 boundary. Tax Increment Financing (TIF) is a special funding tool used by the City to promote public and private investment in areas where little to no private sector investment is currently taking place. A portion of collected taxes are contributed to a fund that is used to help revitalize a designated area or 'zone'. Tax Increment Reinvestment Zone (TIRZ) funds may be utilized to build and repair infrastructure and rehabilitate historic facilities and existing vacant buildings. Consisting of approximately 1,365 acres, the Mission Drive-In TIRZ was designated in 2008 and is expected to exist through fiscal year 2028.

- The City also may assist through the San Antonio Housing Trust Public Facility Corporation (PFC) which works with developers to develop housing. This entity may assist with non-traditional development, to maintain and promote decent and affordable housing and, when possible, maximize the investment of other public and private resources.

IV. SCHEDULE OF EVENTS

The following tentative schedule has been prepared for this project.

P3 RFQ Advertisement	October 18, 2013 – December 10, 2013
Site Tour	November 20, 2013 at 4:00 p.m.
Pre-submittal Conference	November 20, 2013 at 3:00 p.m.
Deadline for Questions	November 27, 2013 at 4:00 p.m.
Responses to RFQ due to City Clerk 100 Military Plaza	December 10, 2013 at 2:00 p.m.
Issue RFP to Short-Listed Respondents *(By invitation only)*	December 20, 2013
Proposals Due	February 7, 2014
Public Hearing on Accepted Proposal	April 1, 2014
Anticipated City Council Consideration	May 14, 2014

V. PRE-SUBMITTAL CONFERENCE FOR RFQ

A Pre-Submittal Conference will be held on November 20, 2013, **at 3:00 P.M.** at the **Mission Branch Library, 3134 Roosevelt Avenue, San Antonio, Texas 78214.** Attendance at the Pre-Submittal Conference is optional but strongly encouraged. Respondents are encouraged to prepare and submit their questions in writing three (3) calendar days in advance of the Pre-Submittal Conference in order to expedite the proceedings. The property will be available for a tour immediately following the pre-submittal conference.

City responses to questions received by this due date may be distributed at the Pre-Submittal Conference and posted on the City's website at http://epay.sanantonio.gov/rfpListings/.

This meeting place is accessible to disabled persons. The Mission Library is wheelchair accessible. Auxiliary aids and services are available upon request. Interpreters for the Deaf must be requested at least 48 hours prior to the meeting. For assistance, call (210) 207-7245 Voice/TTY.

Any oral responses provided by City staff at the Pre-Submittal Conference shall be preliminary. A written summary of the Pre-Submittal Conference shall contain official responses, if any. Any oral response given at the Pre-Submittal Conference that is not confirmed in the written summary of the Pre-Submittal Conference or by a subsequent addendum shall not be official or binding on the City. Only written responses shall be official and all other forms of communication with any officer, employee or agent of the City shall not be binding on the City.

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 P.M. on November 27, 2013**. Questions received after the stated deadline will not be answered. It is suggested that all questions be sent by electronic mail to:

   Elvia Fernandez, Management Analyst
   Capital Improvements Management Services Department, City of San Antonio
   Email: Elvia.Fernandez@sanantonio.gov

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

   Elvia Fernandez, Management Analyst
   Capital Improvements Management Services Department, City of San Antonio
   114 W. Commerce, Suite 522, San Antonio, TX 8205

3. Respondents may provide responses to questions asked of them by the Staff Contact Person after RFQs 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 VI, Restrictions on Communication** may be posted on City's website at http://epay.sanantonio.gov/rfpListings/. 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, and changes to the RFQ – 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 **ten (10)** Qualification Statements which shall include one (**1**) original unbound Qualification Statement, signed in ink, and **nine (9)** 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: Mission Drive-In Theater Site Development & Recreation Center"** All submittals must be received in the Office of the City Clerk **NO LATER THAN 2:00 P.M. December 10, 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 Improvements Management Services
P.O. Box 839966
San Antonio, Texas 78283-3966

Physical Address:
Office of the City Clerk
Attn: Capital Improvements Management Services
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 toward 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. Unnecessarily elaborate brochures,

artwork, bindings, visual aids, expensive paper or other materials beyond which is sufficient to present a complete and effective submission are not required. 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 RFP 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. Individuals and proprietorships, if operating under other than an individual name, shall match with exact Assumed Name filings. Corporate Respondents and limited liability company Respondents shall include the 11-digit Comptroller's Taxpayer Number on the signature page of the Proposal.

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 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.

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.

i. Project name and type.
ii. Location, including address and photograph.
iii. Identification of developer and explanation, if different from the Respondent submitting this response.
iv. Overall project size, mix of uses and tenants.
v. Development timeline (from Respondent selection/site control to construction completion, indicating any phasing if relevant.)
vi. 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.
vii. Two references with contact name and phone numbers.
viii. Identification of involved public entities, references and contact information.

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 the most recent history (last 3 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.

TAB 7 (limited to 6 pages): PROJECT CONCEPT, DEVELOPMENT PROGRAM AND OPERATIONAL AND MANAGEMENT PLAN

i. 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.

ii. 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.

iii. Please provide a proposed project timeline including when construction is anticipated to begin.

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.

TAB 9: DISCLOSURE FORMS

i. 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.

ii. 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 complete 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	**35 points**
B. Project Concept, Development Program and Operational and Management Plan	**35 points**
C. Community Impact	**20 points**
D. Other Factors / Overall Evaluation	**10 points**
F. 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. 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 SA 20/20 and Mission Drive-In Theater Master Redevelopment 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.

C. COMMUNITY IMPACT

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

1. Financial return to City;
2. Schedule date to complete construction on Recreation Center;
3. Expected date for transfer of Recreation Center to City;
4. 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;

5. Community support or opposition, or both;
6. Compatibility with existing and planned facilities; and
7. 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.

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

A. City reserves the following rights:

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 10 percent or more of the voting stock or shares of the business entity, or 10 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 no 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 any time 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

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 Economic Development Department (EDD) 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.

Submittal Document Requirements (Step 2—RFP Phase)

The following Submittal Document Requirements and Evaluation Criteria for Step 2 RFP Phase is for informational purposes 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 principal 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).
   iii. Elevations: Provide exterior building elevations, illustrating the massing, openings, and any related elements.

c. **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;

d. **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 timeline identifying all the stages of project development from design to completion of turn-key project.
   ii. Provide a construction timeline 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 displaced 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.

5. 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.

6. 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.

Evaluation Criteria (Step 2—RFP Phase)
(NOTE: THIS IS FOR INFORMATIONAL PURPOSES ONLY AT THIS TIME)

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**
F. 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:

a. <u>The extent the offered consideration generates value and returns to the City and benefits to the public, including in</u>-kind consideration greater than the fair market value of the asset;
b. The proposed cost of the qualifying project;
c. The general reputation, industry experience and financial capacity of the private entity;
d. The proposed design of the qualifying project;
e. Opportunity cost of taking an alternative action;
f. The private entity's compliance with a minority business enterprise participation plan or good faith effort to comply with the goals of such plan;
g. The private entity's plans to employ local contractors and residents; and,
h. Other criteria that the City deems appropriate.

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SITE MASTER PLAN

EXHIBIT (A)

EXHIBIT (B)

MISSION DRIVE-IN MASTER PLAN FRAMEWORK

EXHIBIT (C)

VIEWSHED PRESERVATION PLAN

EXHIBIT (D)

INNER CITY REINVESTMENT INFILL POLICY FEE WAIVERS