



Ronstadt Transit Center Joint Development Project

The Alexander Company/OasisTucson Inc.

City of Tucson, Arizona

Requests for Proposal No. 140983

June 30, 2015



City of Tucson

**RONSTADT Transit Center Joint Development Project
Request for Proposals (RFP) – Phase II**

RFP 140983: PHASE II SUBMITTAL

TO THE CITY OF TUCSON:

The Undersigned hereby attests that the information provided in response to Phase II is true and correct.

For clarification of the Phase II submittal, contact:

The Alexander Company, Inc.
Company Name

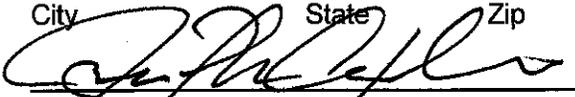
Name: Matthew D. Merer

345 W. Washington Ave. # 301
Address

Title: VP of RE Development

Madison WI 53703
City State Zip

Phone: 608-268-8106


Signature of Person Authorized to Sign

Fax: _____

Joseph M. Alexander
Printed Name

E-mail: mdm@alexandercompany.com

President
Title

CITY OF TUCSON

REQUEST FOR PROPOSAL

REQUEST FOR PROPOSAL NUMBER: 140983: PHASE II

PROPOSAL DUE DATE: June 30, 2015 AT 4:00 P.M. LOCAL AZ TIME

PROPOSAL SUBMITTAL LOCATION: Department of Procurement
255 W. Alameda, 6th Floor, Tucson, AZ 85701

MATERIAL OR SERVICE: RONSTADT TRANSIT CENTER JOINT
DEVELOPMENT PROJECT: PHASE II

PRE-SUBMITTAL INFORMATION CONFERENCE: CAN BE SCHEDULED IF REQUESTED

CONTRACT OFFICER: DAN LONGANECKER, CPPB

TELEPHONE NUMBER: (520) 837-4125
Dan.Longanecker@tucsonaz.gov

Sealed responses for the specified service shall be received by the Department of Procurement, 255 W. Alameda, 6th Floor, Tucson, Arizona 85701, until the date and time cited.

Proposals must be in the actual possession of the Department of Procurement at the location indicated, on or prior to the exact date and time indicated above. Late proposals shall not be considered. The prevailing clock shall be the City Department of Procurement clock.

Proposals must be submitted in a sealed envelope. The Request for Proposal number and the offeror's name and address should be clearly indicated **on the outside** of the envelope. All proposals must be completed in ink or typewritten. Questions must be addressed to the Contract Officer listed above.

******ALERT******

The City of Tucson has implemented additional security procedures in City Hall. All visitors will be required to enter only through the north side doors facing Alameda Street. When attending a meeting or delivering a solicitation response to City Hall, please allow ample time to go through the security screening process.

Visitors will be required to do the following:

- Pass through metal detectors / security wands;
- Purses and bags will be searched by security personnel;
- Obtain a visitor's pass

**RONSTADT Transit Center Joint Development Project
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- I. Request for Proposal (RFP) Process & Status**
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**RONSTADT Transit Center Joint Development Project
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I. REQUEST FOR PROPOSAL (RFP) PROCESS & STATUS

For the Ronstadt Transit Center Joint Development Project, the City is using a two-phased Request for Proposals (RFP) evaluation process. Phase I, which requested Offeror's Statements of Qualifications, was completed on December 16, 2014, when Mayor and Council approved the recommendation of Evaluation Committee to move forward to Phase II with both of the Offerors who submitted in Phase I being invited to submit proposals for Phase II. The Offerors and their Phase I RFP submittals can be viewed at <http://oip.tucsonaz.gov/integrated-planning/ronstadt-transit-center-joint-development>.

The Phase II RFP, as represented by this document, requires Offerors to submit detailed project proposals, provide a public presentation, and may include interviews and discussions about the project proposal. The evaluation of Phase II Proposals will be separate from the Phase I Proposal evaluation. There will be no carry forward of scoring or ranking. The evaluation committee from Phase I will evaluate Phase II proposals.

If after proposals have been submitted and evaluated an Offeror is selected by Mayor and Council to proceed, the Offeror will be invited to enter into negotiations with the City for a development agreement. The City may define Terms and Conditions for a development agreement, including, but not limited to, Insurance, Performance Surety and/or Fidelity Bonds, Key Personnel, Conflict of Interest, Federal Transit Administration (FTA) Joint Development requirements, etc.

Should the City decide to enter into a development agreement, it shall make an award that is deemed to be in the City's best interest. A final award is contingent upon approval of the negotiated agreement by the Tucson Mayor and Council and the Federal Transit Administration (FTA).

Project Timeline

Following is an **estimated timeline** for activities from the Issuance of the Phase II RFP through the Award of the Joint Development Project.

- | | |
|--|------------------------------|
| • Issuance of Phase II RFP | March 9, 2015 |
| • Pre-submittal meetings with City and Sun Tran Staff and Site Visit | Between March and June, 2015 |
| • Due Date for Phase II Proposals | June 30, 2015 |
| • Interviews with Offeror (if needed) | July 2015 |
| • Public Design Presentations and Feedback | July 2015 |
| • Offeror Response to Public Feedback on Design Presentations | Sept. 2015 |
| • Committee Phase II Evaluation | September/October 2015 |
| • Committee Recommendation to Mayor & Council (<i>Executive Session</i>) | November 2015 |
| • Announcement of Results of Proposal | November 2015 |

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Evaluation Process

- Development Agreement Negotiation Early 2016
- Formal FTA Review and Approval Early - Mid 2016
- Final Development Agreement to Mayor & Council Mid 2016 (*subject to FTA review timeline*)

II. PHASE II RFP OVERVIEW

The City of Tucson seeks a qualified development team to plan, design, construct, and own, lease, and/or manage components of an integrated multi-modal transit/mixed-use center on the 4.7-acre project area site, which includes the existing Ronstadt Transit Center (RTC) and two additional parcels currently used for parking.

A successful project proposal must be responsive to both the City's purpose and goals and to the Federal Transit Administration's (FTA's) recently released Joint Development Guidance, and must not diminish the existing bus transit functionality at the site. The project purpose and goals were presented in in the Phase I RFP and are repeated in this RFP in *Section III* below. Because FTA funds were used to acquire property included in the designated project site, the FTA has a financial interest in this proposed joint development project. Careful review and consideration of the FTA's guidance for FTA-Assisted Joint Development, which is highlighted in *Section IV* of this document, is critical as the FTA will be party to the decision on any final award.

Section V provides instructions to Offerors on preparing a Phase II proposal. *Section VI* lays out what is required for inclusion in an Offeror's submittal. *Section VII* provides the criteria that will be used in evaluating any proposals received, including the weight that will be given to each criterion, as well as some general provisions for considering proposals. *Section VIII* is the Phase II Submittal Form that must be completed and provided with any submitted proposal.

The final section of this Phase II RFP, *Section IX* provides background references that may be useful in the preparation of a Phase II proposal. Included in Section IX is a link to the Phase I RFP, which beginning on page 4, provided descriptions of the project context, site specifics, City development process, and potential City incentives. Please note that all the information included in Section IX can be found on the City of Tucson, Office of Integrated Planning website, <http://oip.tucsonaz.gov/integrated-planning/ronstadt-transit-center-multi-modal-mixed-use-development-opportunity>.

III. PROJECT PURPOSE & GOALS

The project purpose and goals, which were provided in the Phase I RFP, are repeated here, with some slight formatting modifications, to reiterate their importance. The purpose and goals represent the outcome of many hours of thoughtful deliberation by City staff and stakeholders working together to find agreement on a

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variety of issues put forth by a range of interests from bus riders to businesses, to developers, to downtown neighborhoods and more. A successful Offeror will clearly demonstrate how the proposed project meets the purpose and goals, including maintaining the existing bus transit functionality

Purpose

The overall purpose of this project is to create a distinctive, multi-modal transit center and mixed-use development that contributes to an active, economically robust downtown, by achieving the following goals:

Goal A: Uses & Character

The project should incorporate (1) a transit center with similar or improved services, (2) private development featuring a mix of uses, and (3) public open space, which are thoughtfully integrated and serve a diversity of people working, living, and visiting downtown. Examples of types of land uses that are encouraged include residential, retail, daily services (e.g., daycare, grocery, pharmacy), employment, educational uses, and recreation and entertainment venues.

The project should incorporate community open space that is urban in character, well integrated with surrounding uses, highly visible to and actively used by people of all ages, includes some natural features, and has a clearly responsible entity in charge of its programming and maintenance.

The design of the project should create a signature destination that integrates the arts, recognizes the community's cultural diversity, includes sustainable/environmentally sensitive design, activates the streetscape, and offers architecture responsive to the urban historic fabric and views. Sensitivity to the needs of downtown neighborhoods, transit users, adjacent properties, and local downtown businesses is important.

Goal B: Transportation and Infrastructure

The project should be based on thoughtful site design that considers not only access and egress, but also contributes to improving surrounding multi-modal transportation circulation.

The project should incorporate establishment of the Ronstadt Transit Center as an adaptable hub that can serve multiple modes of transportation over time, including, but not limited to, public buses, shuttles, bicycles, and pedestrians. It should provide connections to the modern streetcar and Amtrak inter-city rail, and should accommodate complementary programs and facilities such as bike share, car share, drop-offs, and taxis.

The project should enhance the physical infrastructure and facilities for current bus riders and increase the appeal of transit to new riders. Examples of improvements identified by community members as desirable include incorporation of retail, food, and services; better designed bathrooms; air conditioning; shade; drinking fountains; and a play area.

The project should provide pedestrian and bicycle connectivity to surrounding uses; to walkways/alleys, roadways, and bikeways; to adjacent residential and commercial areas; and to transportation modes, such as between the bus facilities and the modern streetcar line at the southern boundary of the RTC project area and the Historic Train Depot at the northeastern end of the property.

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Goal C: Financial and Economic Vitality

The project should be delivered in a timely manner providing a sufficient infusion of private investment to economically benefit public transit, the City's tax base, and downtown revitalization efforts.

Goal D: Communication and Participation

The project team should be committed to regular, collaborative meetings and communication with the City and other agencies, and community engagement with stakeholders.

IV. FTA Guidance

FTA allows real property that was previously acquired with FTA assistance to be used for joint development. Because the proposed project site fits this description, the project sponsor is required to comply with recent Federal Transit Administration (FTA) guidance on joint development, i.e., Circular 7050.1, August 25, 2014. http://www.fta.dot.gov/documents/FTA_C_7050_1_Guidance_on_Joint_Development_Circular.pdf

A key condition of the FTA requirements is that the joint development must not interfere with the City's continuing control over the use of project property or the City's ability to continue to carry out the originally authorized purpose for which the property was acquired. In addition, the joint development project must satisfy all four of the FTA eligibility criteria presented below.

Please Note: The intent of the following paragraphs, which are quoted directly from pages III-2 to III-7 of *the FTA Circular 7050.01*, is to highlight the FTA eligibility criteria so that anyone reviewing the proposal will be aware of them. **However, this section is not intended to substitute for the Offeror's careful review of the Circular.**

FTA Eligibility Criteria

As an FTA-assisted capital project, a joint development project must satisfy the following four eligibility criteria.

FTA Criterion One: Economic Benefit

(Page III-3, FTA Circular 7050.01)

An FTA assisted joint development project must either (a) enhance economic development or (b) incorporate private investment. The statute uses the word "or" when describing this criterion (as opposed to "and"), so a joint development project will satisfy this criterion if it produces either effect.

- (1) **Enhance Economic Development.** The project sponsor may satisfy this criterion by demonstrating that the joint development will add economic value to privately or publicly-funded economic development activity in close proximity to a public transportation facility.

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- (2) Incorporate Private Investment. Private investment need not be monetary. It can take the form of real property, commercial or residential development, or some other benefit to be generated initially or over the life of the joint development. The amount and form of private investment will be negotiated between the project sponsor and its joint development partners. *[Please note: For the Ronstadt Transit Center Joint Development Project, FTA’s term “project sponsor” would apply to the City of Tucson and the term “joint development partners” to the successful Offeror.]* While FTA will not set a monetary threshold for private investment, it can decline approval for a joint development project if the level of private investment is not meaningful to promote an economic benefit. **FTA Criterion Two: Public Transportation Benefit**
(Page III-4, FTA Circular 70501.1)

As with the first criterion, the statute provides two ways to satisfy this criterion. The joint development project can either (a) enhance the effectiveness of a public transportation project to which it is related physically or functionally, or it can (b) establish new or enhanced coordination between public transportation and other modes of transportation.

- (1) Enhances the Effectiveness of a Public Transportation Project and Is Related Physically or Functionally to That Public Transportation Project. Any reasonable forecast of how the joint development will enhance the effectiveness of a public transportation project will satisfy this criterion. These impacts may include, but are not limited to, any of the following:
- Increased ridership
 - Shortened travel times
 - Improved/enhanced wayfinding
 - Deferred or reduced transit operating or capital costs
 - Improved access or connectivity to public transportation

The alternative requirement for a physical "or" functional relationship allows a joint development to be built separate from, but in functional relationship to, a public transportation project. A joint development satisfies this element if it has a physical or functional nexus to a public transportation project.

- (a) Physically Related. A joint development is physically related to a public transportation project if there is a direct physical connection to public transportation services or facilities. Some examples of physical relationships are:
- Projects built within or adjacent to public transportation facilities
 - Avenues of access that connect directly to public transportation, e.g., bicycle paths, pedestrian paths, or parking facilities
 - Connections between public transportation and airports, train stations, and other transportation facilities
 - Projects using air rights over public transportation facilities

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- (b) Functionally Related. A joint development is functionally related to a public transportation project if by activity and use, with or without a direct physical connection, it enhances the use of, connectivity with, or access to public transportation. A joint development can also be functionally related to a public transportation project if it provides a transportation-related service (such as remote baggage handling or shared ticketing) or public access to community service such as daycare or health care).

FTA's considerations include, among other things, whether there is a reduction in travel time between the joint development project and the public transportation facility, reasonable access between the joint development and the public transportation facility, and increased trip generation rates resulting from the relationship between the joint development and the public transportation facility.

A functional, rather than physical, relationship permits a FTA assisted joint development to be located outside the structural envelope of a public transportation facility and even to be separated by an intervening street, major thoroughfare, or unrelated property. However, a functional relationship will not ordinarily extend beyond the distance most people can be expected to safely and conveniently walk or bicycle to use the transit service.

- (2) Establishes New or Enhanced Coordination between Public Transportation and Other Transportation. FTA will accept reasonably supported judgments of new or enhanced coordination from the project sponsor.

(a) "Public transportation" is defined as "regular, continuing shared-ride surface transportation services that are open to the general public or open to a segment of the general public defined by age, disability, or low income," and it does not include school bus, charter, sightseeing, intra-terminal or intra-facility shuttle service, courtesy shuttle service for patrons of one or more specific establishments, intercity bus transportation, or intercity passenger rail transportation provided by Amtrak. FTA interprets the term "other transportation" to mean all forms of transportation that are not public transportation, including, but not limited to, airplane, school bus, charter bus, sightseeing vehicle, intercity bus and rail, automobile, taxicab, bicycle, and pedestrian transportation.

(b) Connections that can establish new or enhanced coordination between public transportation and other transportation may include proximate or shared ticket counters, termini, park-and-ride lots, taxicab bays, passenger drop-off points, waiting areas, shared or coordinated signage, schedules, ticketing, and bicycle paths and sidewalks that connect public transportation to other transportation facilities. Projects that shorten the distance between public transportation termini and other transportation shall be presumed to enhance coordination. Pedestrian and bicycle improvements that are physically located outside the structural envelope of a public transportation facility may nonetheless be functionally related to the public transportation.

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FTA Criterion Three: Fair Share of Revenue

(Page III-6, FTA Circular 70501.1)

A "fair share of revenue" is the division of revenue generated from a joint development project that the project sponsor and its partners negotiate and agree that the project sponsor will receive. The fair share of revenue may be amortized over the life of the project. FTA has determined that the minimum threshold for the amount of revenue that the project sponsor receives cumulatively from a joint development must be equivalent to the amount of the original federal investment contributed to the joint development project (see Chapter 6 of [the] Circular for more information). FTA grant funds or other FTA-assisted project property acquired for the purpose of joint development are included in this threshold. *[Please note: The total FTA investment may vary based on how much of the RTC is contributed to the joint development. If the entire RTC is contributed to the joint development, the City estimates the original federal investment in RTC is \$7 million.]* The project sponsor must report to FTA the source and expected amount of such fair share of revenue. FTA reserves the right to decline funding for or approval of a joint development project if the project does not generate a minimum threshold of revenue for the project sponsor.(1) To qualify as a fair share of revenue, FTA requires the following:

- (a) The project's sponsor's General Manager or Chief Executive Officer must certify, following reasonable investigation, that the terms and conditions of the joint development are commercially reasonable and fair to the project sponsor, and that the share of revenues generated for public transportation satisfy FTA's threshold requirement;
 - (b) FTA must review and approve the amount and source of revenue; and
 - (c) Such revenue must be used for public transportation services. This enhances the ability of a public transportation provider to negotiate for financial benefits in exchange for the benefits it will convey through the joint development.
- (2) Community Service or Publicly Operated Projects: When a joint development project is a community service or publicly operated facility, FTA recognizes that the revenue generated by the joint development project may be less than what would be generated from commercial, residential, or mixed-use development projects. As such, the resulting "fair share of revenue" can be less than the amount of the original FTA investment contributed to the project, but must be based upon the actual revenue generated by the community service or publicly-operated facility.

FTA Criterion Four: Fair Share of Costs

(Page III-7, FTA Circular 70501.1)

A joint development must provide that a person making an agreement to occupy space in a facility constructed with FTA assistance must pay a fair share of the costs of the facility to the project sponsor. "Person" here includes natural persons as well as businesses. FTA will not attempt to define what amounts to a fair share of the costs of the facility and will not impose a particular valuation methodology. FTA will accept commercial valuation methodologies used by the project sponsor to determine a fair share of the

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costs of the facility. However, FTA reserves the right to decline project funding or approval if the rental payment, or other means, is less than the actual cost to the project sponsor to operate and maintain the space in its facility.

The fair share may be paid in the form of rental payments, but may also take other forms, e.g., operating and maintenance agreements. Project sponsors and their partners/tenants have flexibility to form agreements other than for rent, so long as the value of such an agreement is at least equal to the costs of operating and maintaining the leased space.

V. Instructions to Offerors

A. DEFINITION OF KEY WORDS USED IN THE SOLICITATION

For purposes of this solicitation and any subsequent contract, the following definitions shall apply:

City: The City of Tucson, Arizona

Contract: The legal Development Agreement executed between the City and the Contractor/Consultant. The Contract shall include this RFP document incorporated herein by reference, all terms, conditions, specifications, scope of work, amendments, the Contractor's offer and negotiated items as accepted by the City.

Contractor/Consultant: The individual, partnership, or corporation who, as a result of the competitive solicitation process, is awarded a contract by the City.

Contract Officer: The City employee or employees who have been designated specifically to act as a contact person or persons to the Contractor, and is/are responsible for monitoring and overseeing the Contractor's performance under this Contract.

Director of Procurement: The contracting authority for the City, authorized to sign contracts and amendments thereto on behalf of the City.

May: Indicates something that is not mandatory but permissible.

Offeror: The individual, partnership, or corporation who submits a proposal in response to solicitation.

Shall, Will, Must: Indicates a mandatory requirement. Failure to meet these mandatory requirements, if they constitute a substantive requirement, may, at the City's sole discretion, result in the rejection of a proposal as non-responsive.

Should: Indicates something that is recommended but not mandatory. If the Offeror fails to provide recommended information, the City may, at its sole option, ask the Offeror to provide the information or evaluate the proposal without the information.

B. INQUIRIES

Any questions related to this Request for Proposal shall be directed to the Contract Officer whose name appears on the cover page and in the header of each page. An Offeror shall not contact or ask questions of the department for whom the requirement is being procured. The Contract Officer may require any and all questions be submitted in writing. Offerors are encouraged to submit written questions via electronic mail or

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facsimile, at least ten business days prior to the proposal due date. Any correspondence related to this solicitation should refer to the Request for Proposal number found on the cover page and in the header of each page, and to the page and paragraph number. An envelope containing questions should be identified as such, otherwise it may not be opened until after the official proposal due date and time. Oral interpretations or clarifications will be without legal effect. Only questions answered by a formal written amendment to the Request for Proposal will be binding.

C. AMENDMENT OF REQUEST FOR PROPOSAL

If any amendments to this Request for Proposal are issued, the Offeror shall acknowledge receipt of such amendments by signing and returning them by the specified due date and time.

D. FAMILIARIZATION OF SCOPE OF WORK

Before submitting a proposal, each Offeror shall familiarize itself with the Scope of Work, laws, regulations and other factors affecting contract performance. The Offeror shall be responsible for fully understanding the requirements of the subsequent Contract and otherwise satisfy itself as to the expense and difficulties accompanying the fulfillment of contract requirements. The submission of a proposal will constitute a representation of compliance by the Offeror. There will be no subsequent financial adjustment, other than that provided by the subsequent Contract, for lack of such familiarization.

E. PREPARATION OF PROPOSAL

1. All proposals shall be on the forms if provided in this Request for Proposal package. It is permissible to copy these forms as required. Facsimiles or electronic mail proposals shall not be considered.
2. At a minimum, the proposal shall include the signed Offer and Acceptance form, signed copies of any solicitation amendments, and a response to all evaluation criteria.
3. The Offer and Acceptance page shall be signed by a person authorized to submit an offer. An authorized signature on the Offer and Acceptance page, Proposal Amendment(s), or cover letter accompanying the proposal documents shall constitute an irrevocable offer to sell the good and/or service specified herein. The Offeror shall submit any additional requested documentation, signifying intent to be bound by the terms of the agreement.
4. The authorized person signing the proposal shall initial erasure, interlineations or other modifications on the proposal.
5. Unless otherwise noted, periods of time, stated as a number of days, shall be in calendar days.
6. It is the responsibility of all Offerors to examine the entire Request for Proposal package and seek clarification of any requirement that may not be clear and to check all responses for accuracy before submitting a proposal. Negligence in preparing a proposal confers no right of withdrawal after the due date and time.
7. The City shall not reimburse the cost of developing, presenting, submitting or providing any response to this solicitation.

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8. The Offeror must list any partners, team members, consultants, and, if known, subcontractors to be utilized in the performance of the services specified herein. For each partner, team member, consultant, and/or subcontractor, details on respective qualifications must be included.

F. TAXES

The City of Tucson is exempt from federal excise tax, including the federal transportation tax.

G. PROPOSAL/SUBMITTAL FORMAT

One (1) original and twelve (12) copies (13 total) of each proposal should be submitted on the forms and in the format specified in the Request for Proposal. Offerors shall also submit one electronic copy of the proposal on CD or zip drive in MS Office 2010 or .pdf format. Any confidential information shall be submitted on a separate cd, disc or zip disc. The original copy of the proposal should be clearly labeled "Original" and shall be single-sided, three hole punched and in a binder. The material should be in sequence and related to the Request for Proposal. **The sections of the submittal should be divided with labeled tabs and should include at a minimum the following sections: the completed Offer and Acceptance Form, all signed Amendments, a copy of this Request for Proposal document and the Offeror's response to the Phase II Submittal Requirements, including the completed Price Page. Additionally, the sections of the Submittal Requirements should be tabbed.** Failure to include the requested information may have a negative impact on the evaluation of the Offeror's proposal.

H. PUBLIC RECORD

All proposals submitted in response to this Request for Proposal shall become the property of the City and shall become a matter of public record available for review subsequent to the award notification.

I. CONFIDENTIAL INFORMATION

The City of Tucson is obligated to abide by all public information laws. If an Offeror believes that any portion of a proposal, offer, specification, protest or correspondence contains information that should be withheld, a statement advising the Contract Officer of this fact should accompany the submission and the information shall be so identified wherever it appears. The City shall review all requests for confidentiality and may provide a written determination to designate specified documents confidential or the request may be denied. Price is not confidential and will not be withheld. If the confidential request is denied, such information shall be disclosed as public information, unless the Offeror submits a formal written objection.

J. CERTIFICATION

By signature on the Offer and Acceptance page, solicitation Amendment(s), or cover letter accompanying the submittal documents, the Offeror certifies:

1. The submission of the offer did not involve collusion or other anti-competitive practices.
2. The Offeror shall not discriminate against any employee or applicant for employment in violation of Federal or State law.
3. The Offeror has not given, offered to give, nor intends to give at any time hereafter, any economic

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opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, meal or service to a public servant in connection with the submitted offer.

4. The Offeror hereby certifies that the individual signing the submittal is an authorized agent for the Offeror and has the authority to bind the Offeror to the Contract.

K. WHERE TO SUBMIT PROPOSALS

In order to be considered, the Offeror must complete and submit its proposal to the City of Tucson Department of Procurement at the location indicated, prior to or at the exact date and time indicated on the Request for Proposal cover page. The Offeror's proposal shall be submitted in a sealed envelope. The words "SEALED PROPOSAL" with the REQUEST FOR PROPOSAL TITLE, REQUEST FOR PROPOSAL NUMBER, PROPOSAL DUE DATE AND TIME and OFFEROR'S NAME AND ADDRESS shall be written on the envelope.

L. LATE PROPOSALS

Late proposals will be rejected.

M. OFFER AND ACCEPTANCE PERIOD

In order to allow for an adequate evaluation, the City requires an offer in response to this solicitation to be valid and irrevocable for one hundred and eighty (180) days after the proposal due date and time.

N. WITHDRAWAL OF PROPOSAL

At any time prior to the specified solicitation due date and time, an Offeror may formally withdraw the proposal by a written letter, facsimile or electronic mail from the Offeror or a designated representative. Telephonic or oral withdrawals shall not be considered.

O. DISCUSSIONS

The City reserves the right to conduct discussions with Offerors for the purpose of eliminating minor irregularities, informalities, or apparent clerical mistakes in the proposal in order to clarify an offer and assure full understanding of, and responsiveness to, solicitation requirements.

P. CITY OF TUCSON BUSINESS LICENSE

It is the responsibility of the Contractor to have a City of Tucson Business License throughout the life of this Contract or a written determination from the City's Business License Section that a license is not required. At any time during the Contract, the City may request the Contractor to provide a valid copy of the business license or a written determination that a business license is not required. Application for a City Business License can be completed at <http://www.tucsonaz.gov/etax>. For questions contact the City's Business License Section at (520) 791-4566 or email at tax-license@tucsonaz.gov.

Q. AWARD OF CONTRACT

Notwithstanding any other provision of the Request for Proposal, the City reserves the right to: (1) waive any immaterial defect or informality; or (2) reject any or all proposals, or portions thereof; or (3) reissue the Request for Proposal.

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A response to this Request for Proposal is an offer to contract with the City for a development agreement based upon the terms, conditions and Scope of Work contained in the Request for Proposal. Proposals do not become Contracts unless and until they are executed by the City's Mayor and Council and the City Attorney. A contract has its inception in the award, eliminating a formal signing of a separate contract.

R. PROTESTS

A protest shall be in writing and shall be filed with the Director of Procurement. A protest of a Request for Proposal shall be received at the Department of Procurement not less than five (5) working days before the Request for Proposal due date. A protest of a proposed award or of an award shall be filed within ten (10) days after issuance of notification of award or issuance of a notice of intent to award, as applicable. A protest shall include:

- I. The name, address, and telephone number of the protestant;
- II. The signature of the protestant or its representative;
- III. Identification of the Request for Proposal or Contract number;
- IV. A detailed statement of the legal and factual grounds of protest including copies of relevant documents; and
- V. The form of relief requested.

I. Phase II Submittal Requirements

Proposals must address, at a minimum, each of the items listed below and in the order presented. As noted in Section V.G. of this RFP, the sections should be divided with labeled tabs.

1. Contact Information

- (a) Provide primary contact information for the authorized representative, including name, title, address, telephone numbers and electronic mail address.
- (b) Describe the contracting entity that the Offeror anticipates would be entering into the Development Agreement with the City. At the time the contracting entity enters into the Development Agreement with the City, it must be organized and in good standing under the laws of the State of Arizona.

2. Executive Summary

- (a) Provide a narrative summary of the overall proposal not to exceed two pages using font size 12.

3. Project Description

- (a) Clearly detail and define the project, including, but not limited to:
 - i. Proposed mix of uses
 - ii. Proposed square footage of project components and aggregate square footage
 - iii. Building heights (feet and stories)

**RONSTADT Transit Center Joint Development Project
Request for Proposals (RFP) – Phase II**

- iv. Number of parking spaces (structured or surface)
 - v. Expected number of construction jobs, with supporting data
 - vi. Expect number of permanent jobs, with supporting data
 - vii. Estimated construction costs
 - viii. Estimated project costs (all costs)
- (b) Provide a rendered site plan showing placement of proposed structures and public realm elements, the functional interconnection of interior and exterior uses and spaces, building elevations, and other graphics that demonstrate a high quality project design with an architectural and artistic aesthetic and sensitivity to the surrounding development, and historic resources, the desert environment, and the northern viewshed,
- (c) Provide a rendering that shows how the project relates to and integrates with the surrounding urban fabric.
- (d) Describe in what ways the project celebrates Tucson’s cultural diversity and recognizes the community’s long-standing commitment to the arts.
- (e) Provide a narrative description of the utilization of the site and how it will be activated in both the daytime and nighttime.
- (f) Describe the incorporation of sustainable practices, such as LEED certification
- (g) Describe the community open space features-- including its integration with its surroundings; its accessibility to the public; its locational visibility, lighting, and other safety related features, its natural features; and its programming.
- (h) Describe public amenities both with and adjacent to the site that activate the pedestrian environment and serve a diversity of needs
- (i) Provide a circulation plan showing transit, vehicular, bicycle and pedestrian routes within and around the site, including access and egress. Plan should be informed by a traffic analysis to determine the ability of the surrounding roadway network to handle transit vehicle operations and additional traffic and parking demands projected to be generated by the project.
- (j) Provide a comprehensive project schedule addressing project development phases, including, but not limited to, planning, entitlements, design, plan review, permits, construction, and long-term operations and occupancy.
- (k) Provide a construction mitigation plan outlining strategies to maintain (1) bus, vehicular, and truck operations and pedestrian and bicycle access in the project area; (2) passenger access to bus and streetcar boarding locations; the integrity of public utilities, streetcar infrastructure, and historic resources, such as the historic depot; and (3) adjacent residential and commercial properties, and continuous access to them; and (4) the quality of the downtown environment.

4. Integration of Transit Use

**RONSTADT Transit Center Joint Development Project
Request for Proposals (RFP) – Phase II**

- (a) Describe how the transit facilities and uses will be integrated with the other proposed project elements.
- (b) Describe how the project will enhance the transit use, including, but not limited to:
 - i. Operational needs of the bus system and its passengers
 - ii. Pedestrian and bicycle connectivity between transit; other modes of transportation, including but not limited to the modern streetcar and Amtrak inter-city rail; and other land uses
 - iii. Accommodation of complementary programs and facilities such as bike share, car share, drop-offs, and taxis
 - iv. Public and administrative functions such as ticket vending and sales, customer service, security, public restrooms and amenities (e.g., seating, shade, trash receptacles, signage), and storage
- (c) Describe how the project could be adapted over time to serve additional modes of transportation.

5. Response to City Goals & Plans & FTA Requirements

- (a) Describe how the proposed project achieves the City's Project Purpose and Goals presented in Section III of this RFP.
- (b) Describe how the proposed project meets the FTA eligibility criteria highlighted in Section III of this RFP, as well as other FTA requirements
- (c) Describe how the project conforms with applicable adopted City plans and regulations

6. Team

In the Phase I submittals, Offerors provided their proposed project teams and information on the proposed team members' qualifications relevant to the proposed joint development project. For the Phase II submittal, Offerors shall provide, at a minimum, the following information related to the team. Please note that if an Offeror's proposed team includes modifications from that proposed in the Phase I submittal, those changes should be noted and explained.

- (a) Confirm the team composition and describe the role of the firm(s) and individual team members. Include resumes and write-ups highlighting project experience relevant to the RTC Joint Development Project.
- (b) Provide an organizational chart that illustrates the role of each proposed team member.
- (c) Provide team members projected availability to work on this project.

7. Public Engagement

Stakeholders were actively involved in developing the project goals and preparing the Phase I and Phase II RFPs. A successful project will include the public throughout the development process. At a minimum, Offerors will:

- (a) Develop a communication and outreach plan to keep stakeholders, including local businesses,

**RONSTADT Transit Center Joint Development Project
Request for Proposals (RFP) – Phase II**

transit users, downtown neighborhoods, and other interested community members, informed about the status of the development project through each phase and to provide opportunities for stakeholder as appropriate. At a minimum, the plan should address purpose and types of approaches to be utilized, including how information will be disseminated, how outreach will be conducted, and when there may be additional opportunities for input.

- (b) Participate as appropriate if City should decide to pursue development of a Project Advisory Committee or similar structure.
- (c) Attend meetings with City staff, City Council, and other City entities as needed.

8. Business Plan & Financial Capacity

- (a) Confirm intention to be a long-term partner with the City in this project and propose a mechanism for interaction with City staff, transit operators, local businesspeople, downtown neighborhoods, and other community members.
- (b) Describe the preferred methods of site conveyance in compliance with FTA guidelines for continuing control of the transit function by the City.
- (c) Provide a Business Plan that includes the following:
 - I. Research/market demand data that demonstrates the project's viability
 - II. Utilization of the project site and required forms of control of the site
 - III. Anticipated qualified tenants/buyers/operators for the completed project
 - IV. Development costs, including all construction costs, soft costs and contingencies
 - V. Operating pro forma, including all revenues, expenses, debt service, taxes, and other assessments for at least 10 years after occupancy
- (d) Provide a Management Plan for the site's administration, operation, marketing and maintenance to achieve the goals of the joint development over time working closely with property owners, tenants and residents who work or live on-site.
- (e) Demonstrate and quantify maximization of long-term benefits for the City. These benefits may be measured several ways, including, but not limited to:
 - i. Development of a project that supports multiple functions, including a multimodal transit facility and provides tax revenue benefits
 - ii. Construction of high-energy efficient and sustainable building(s)
 - iii. Recovery of the financial investment made by the City over a defined period of time
 - iv. Creation of high-quality, accessible spaces for public use that enhance downtown and transit use.
- (f) Demonstrate financial capacity
 - i. Provide a master project budget – including all hard costs and soft costs with a clear strategy and schedule to fund all project costs

**RONSTADT Transit Center Joint Development Project
Request for Proposals (RFP) – Phase II**

- ii. Provide a project pro forma for the predevelopment phase of the project through construction and the first ten years of project operations
 - iii. Identify sources, types, and amounts of equity, debt, financing, grants, and other funding sources anticipated
 - iv. Describe and quantify shortfalls in the project financing plan, if any. Propose a level and form of financial assistance that fills a clearly described financial gap in the proposal.
 - v. Citation of other projects in which the types of equity, financing, grants, and other funding sources identified were successfully utilized by the Offeror
 - vi. Provide clear and compelling information to demonstrate financial capacity to execute and complete the project successfully, including a Dun and Bradstreet credit report and references from lenders/investors.
- (f) Requested City assistance
- i. Clearly outline the proposed business terms. Proposer requests for City assistance (if any) should only be for assistance that the City can reasonably accommodate, and should specify details such as type of assistance, length of agreement term, commencement and completion dates, etc.
 - ii. Requested level of assistance must be clearly and quantitatively demonstrated to be less than the public benefit generated by the project.
 - iii. Describe and quantify the economic, fiscal, employment and other tangible public benefits generated by the proposal that are beneficial to the City and the public. Qualitative public benefits such as social goals may be included as support to the well-defined quantitative benefits.

9. Public Presentation

Following the Phase II submittal, the City will organize a forum(s) to publically present the proposals. Within 30 days following the public presentations, project teams will provide to the Procurement Department their responses to stakeholder comments received through the forum, including a written explanation as to how comments were incorporated in their responses, or if they were not, why. The Procurement Department will make these responses available to the Evaluation Committee for review.

Phase II Evaluation Criteria

A. Specific Criteria

Proposal will be evaluated based on the following specific criteria, which are listed in order of relative importance:

• **Joint Development Project & Transit Integration**

- Has the Offeror clearly detailed and defined the physical and operational aspects of the proposed joint development project?

**RONSTADT Transit Center Joint Development Project
Request for Proposals (RFP) – Phase II**

- Has the Offeror demonstrated a high quality project design sensitive to its surroundings?
Does the project include community open space(s) and other public amenities that will activate the pedestrian environment?
- Has the Offeror clearly described how the required transit facilities, uses, and purpose will be integrated with the proposed project and demonstrated that the project will not diminish the existing bus transit facilities?
- Does the proposal clearly describe enhancements to the transit use, including, but not limited to, operational, connectivity, and physical enhancement?

- **Response to City Goals**

- Does the proposal demonstrate how the proposed project will achieve the City Purpose and Goals presented in Section III of this RFP?

- **Business Plan, Financial Capacity, & FTA Requirements**

- Does the proposal provide sufficient evidence that the project is feasible and that Offeror is committed to long-term partnership with the City? Does the proposal offer viable, well-reasoned Business and Management Plans?
- Has the Offeror demonstrated how long-term benefits for the City will be maximized?
- Does the proposal include a viable strategy for funding all project costs?
- Does the proposal appear to successfully demonstrate how the proposed project will meet the FTA eligibility criteria? *[Note: The FTA will make the final decision on whether the proposal meets FTA requirements for joint development.]*

- **Public Engagement & Response to Public Presentation:**

- Does the proposal provide a thoughtful plan for meaningful engagement of the public in the project development process going forward?
- Did Offeror provide sufficient written responses to comments received from the public regarding the public presentation?

- **Team:**

- Is the team composed of highly skilled members to develop the specific joint development project proposed? Do the individual team members have the necessary qualifications, experience, and availability to fulfill their assigned roles for this project?

B. Other Evaluation Tools

The following methods may also be used in the evaluation process:

- (a) **Interviews:** The City reserves the right to conduct interviews with the Offerors at any point during the evaluation process. However, the City may determine that interviews are not necessary. In the event interviews are conducted, information provided during the interview process shall be taken into consideration when evaluating the stated criteria. The City shall not reimburse the Offeror for the costs associated with the interview process.

**RONSTADT Transit Center Joint Development Project
Request for Proposals (RFP) – Phase II**

- (b) Additional Investigations: The City reserves the right to make such additional investigations as it deems necessary to establish the competence and financial stability of any Offeror submitting a proposal.
- (c) Prior Experience: Experiences with the City and entities that evaluation committee members represent and that are not specifically mentioned in the solicitation response may be taken into consideration when evaluating offers.

[INSERT PHASE II SUBMITTAL FORM] LINKS

Following are several documents that supplement those documents referenced in the Phase I RFP. The links for these documents, along with the Phase I documents and site map, are provided on the City of Tucson Office of Integrated Planning website at www.tucsonaz.gov/OIP. Click on “Project Activities” in the left-hand column, and then click on the Ronstadt Transit Center project link in the middle column. For direct access to the OIP RTC Project page and the referenced links, click on <http://www.tucsonaz.gov/integrated-planning/ronstadt-transit-center-joint-development>.

- **Federal Transit Administration Guidance on Joint Development – Circular 7050.1, August 25, 2014**
- **Downtown Area Infill Incentive District, Unified Development Code, Section 5.12**
- **Tucson Streetcar Corridor Investment Guide, November 2014**

**RONSTADT Transit Center Joint Development Project
Request for Proposals (RFP) – Phase II**

RFP 140983: PHASE II SUBMITTAL

TO THE CITY OF TUCSON:

The Undersigned hereby attests that the information provided in response to Phase II is true and correct.

For clarification of the Phase II submittal, contact:

Company Name

Name: _____

Address

Title: _____

City State Zip

Phone: _____

Signature of Person Authorized to Sign

Fax: _____

Printed Name

E-mail: _____

Title



Ronstadt Transit Center Joint Development Project

The Alexander Company/OasisTucson Inc.

City of Tucson, Arizona

Requests for Proposal No. 140983

June 30, 2015



City of Tucson



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Ronstadt Redevelopment ✓

"The redevelopment of this site needs to be a win for transit users. Level of service, efficiency, quality, much-improved comfort and amenities, and convenience for the transit user needs to improve significantly as a result of this project."

Community Planning Process:
Ronstadt Center Site Redevelopment, City of Tucson
Poster Frost Mirto
May 24, 2013



Contact Information

1



(a) Primary Developer Contacts

Alexander Company

Randy Alexander/Matt Meier
345 W. Washington Ave, Suite 301
Madison, WI 53703
P. 608-258-5580
mdm@alexandercompany.com
www.alexandercompany.com



OasisTucson

Jim Campbell
345 E. Congress Street, Suite 201
Tucson, Arizona, 85701
P. 520-237-4404
jc@oasistucson.com



Contact Information



Subconsultants

- **Aleks Istanbulu Architects, Inc.**
Aleks Istanbulu
Urban Planning and Architecture
- **Frontier Consulting Group, LLC**
Demion Clinco
Historic and Contextual Analysis
- **Norris Design**
Stacey Weaks
Planning and Landscape Design
- **Tofel Construction**
Steve Tofel
Construction
- **Structural Grace Inc.**
Jim Glock
Transportation/Structural Engineering
- **Mathieu Engineering**
Mick Mathieu
Traffic Analysis
- **Gordley Group**
Jan Gordley
Communications

(b) Contracting Entity

An Arizona Limited Liability Corporation will be formed by the development team and filed with the Arizona Corporation Commission to be the contracting entity. The structure of the entity will be determined as part of the negotiation of the property disposition strategy, selected in consultation with the City of Tucson and Federal Transit Administration, so as to achieve the goals of the agreement and of the development of the Ronstadt site.



“Downtown is for Everyone” ✓

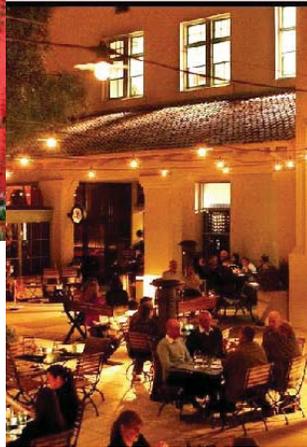
“The phrase that was most common to the Bus Riders Union and to the Downtown Tucson Partnership (Merchants Sub-Committee) is that “Downtown is for Everyone.” The greater Ronstadt Transit Center site should be successfully transformed to accommodate new development for a variety of mixed uses at the same time as it can provide an efficient and pleasant downtown transportation hub for all Tucsonans”.

Community Planning Process:
Ronstadt Center Site Redevelopment, City of Tucson
Poster Frost Mirto
May 24, 2013



Executive Summary

2





Executive Summary

Our Manifesto: To ensure that Downtown is for all Tucsonans by creating a much needed Inter-Modal Transit Center encompassed by parking, activated retail and housing; all while maintaining historical and contextual sensitivity to our neighbors and surroundings.

This proposal for the Ronstadt Transit Center Joint Development marries Tucson's rich heritage with a vision of Tucson's future. Rather than move the transit center away from Downtown, as others have proposed, we have simplified the joint development process by showcasing what the transit center can be, by improving its aesthetics and function while developing an activated mixed-use project around it. The Ronstadt provides the only location in the

region to connect the Modern Streetcar, Amtrak, Sun Tran, Greyhound, Bikeshare and automobiles together in a true multi-modal project. Through the proposed public-private partnership, this project will not only upgrade the current site to a modern Inter-Modal facility, but will also create a mixed-use project that will stimulate the surrounding businesses and set in motion a positive transformation to the core of Downtown Tucson.

The financial structure of the project is to deliver all of these needed elements without asking for any existing transit or General Funds from the City of Tucson. Using the Plaza Centro and AC Hotel Development Agreements as templates, both of which have worked for the City and Rio Nuevo District in the past, our goal will be to leverage public financing programs, partner with the Rio Nuevo District for parking and garner flexibility in land/air right payments. The project will pay for the land and air rights using HUD's valuation techniques and the FTA's structure for payback, while keeping the transit center and operations in public hands. This proposal will enhance the transit center and build on the FTA's investment. Upon project completion, the return to the City of Tucson and the Rio Nuevo District for their investment, would be in the form of increased tax revenue, lease payments and parking revenue. As shown within, the potential return for the public sector is higher than the developer's return.

The project is delivered in several phases. The First Phase is the negotiation of the Development Agreement and the detailed design. An interim downtown bus transfer plan would be fully developed and approved to allow for the construction to occur and to minimize disruption to the ridership of the current transit system, during this phase. The Second Phase is the physical development of the current Ronstadt Transit Center site and triangle parking lot (collectively the "South Site") into a modern Inter-Modal Center with Greyhound Terminal, rideshare, bike facilities and the Transit Service Center all on site. This phase will also include two levels of parking, 260 residential units (which may be built in two phases), 21,600 square feet of retail space and 3,200 of public commercial space, an Art Park, improved streetscape

and improved connectivity from the Modern Streetcar to the Historic Train Depot. The Third Phase, based on developer performance, would be the transfer of the North Site to the Developer to design and construct the final building adjacent to the Historic Depot. This phase, which is highly conceptual at this point, as the focus has been on the South Site, would include live/work artist lofts at street level and parking with residential above. The artist lofts, park and adjacent traffic circle will define the eastern entrance to the Warehouse Arts District.

The design of the project will reflect the historic design of Downtown Tucson using such buildings as the original Valley Bank and Pioneer Hotel buildings as a design precedent. This project incorporates the existing historic Melody Peters tile work, the historic brick trellises along Congress Street and Sixth Avenue and enhances the streetscape to provide a vibrant pedestrian experience.

Using the Ronstadt Community Planning Process comments, interviews with transit riders and the public, the 2013 Downtown Intermodal Pedestrian Safety and Bus Access Improvement Study, Veolia's Sun Tran Operational Analysis and The City's General Plan as guiding documents, we believe this project succeeds in improving the design, function and operation of the City's transit system while enhancing the downtown experience for all Tucsonans.

Simply the project will:

- Provide a long term commitment to keep the transit center on the current centrally located site, as preferred by the bus riders and the public.
- Deliver bus rider amenities such as new bathrooms, partially enclosed waiting area and seating, digital live scheduling and various other enhancements to be determined in conjunction with the City and stakeholders.
- Create a new Inter-Modal Transit Center with expanded transportation modes including Greyhound Terminal, bikeshare, ride share and taxi.
- Enhance transit functionality including the relocation of the Transit Services Center to the site and adding a drivers lounge, Greyhound Station, police substation and customer service center.

- Improve the access and safety of the Inter-Modal Center, while also improving traffic conditions on Congress Street and Toole Avenue.
- Embrace the Warehouse Arts District by providing 8,450 square feet of Artist Live/Work lofts and building the adjacent Art Park.
- Construct a modern, environmentally sensitive, building that incorporates the historic existing facade and augments the historic building designs of Downtown Tucson.
- Enrich the downtown experience through improved streetscapes, and greater bike, pedestrian and automobile connectivity to, from and around the project.
- Add approximately 378 residential units, 21,600 square feet of retail, 3,200 square feet of public commercial space and 626 parking spaces to the fabric of downtown.
- Pay \$22 Million in Sales Tax and \$10.6 Million in land and parking lease payments (over 20 years)
- Protect the City's existing transit and general fund revenues.
- Provide approximately 288 Construction Jobs and 165 Permanent jobs.

The development team combines a nationally recognized firm with local Tucson expertise. The Alexander Company has developed over 250 projects in over a dozen states. They are a leader in the construction of architecturally significant new structures over the last 30 years. As master developer, the Company oversees the financing, design, construction and property management of developments in-house, providing a diverse team and single source of accountability. OasisTucson Inc. is a local development firm that understands what it takes to create in Tucson. From the creation of the \$35M Plaza Centro project to the Sisters 400 unit assisted living project and our homebuilding company, Mesquite Homes, OasisTucson prides itself on its collaborative approach with all public and private stakeholders. The Alexander Company and OasisTucson are excited to be potential partners with the City and Rio Nuevo for this integral economic project for the Ronstadt Inter-Modal Transit Center and the activation of the core of Downtown Tucson.

Historic and Contextual Sensitivity ✓

"The greater Ronstadt Transit Center site is in the midst of an historic downtown. The historic urban fabric should be maintained. Efforts should be made to avoid closing Pennington or Toole. The historic brick facade and the Melody Peters ceramic public art should be maintained if possible. Historic building massing, scale, rhythm, and streetscape should be maintained along Congress and 6th Avenue as much as possible. These streets should be largely filled in as they historically were, but with permeable entries on 6th Avenue and Congress. The Tucson Pima County Historic Commission should be involved in this design process."

Community Planning Process:
Ronstadt Center Site Redevelopment, City of Tucson
Poster Frost Mirto
May 24, 2013



Project Description 3





Project Description

Project At A Glance:

Land Price: \$3,000,000 for approximately 70,000 square feet and air rights.

Transit: Ronstadt's stays on same site, project built over it. 15 Indoor Sun Tran Bays, 2-3 Greyhound Bays, bikeshare, rideshare, shuttle.

Operations: The City will either design/build the inter-modal center with coordination from the developer or the developer will design/build the facility with coordination from the City. The City will maintain ownership, control and operations of the facility. Garage and new center will be paid for entirely from project revenues and lease payments from development.

Design: Incorporates and preserves existing historic trellises, design to reflect original Pioneer Hotel.

Private Development:

South Site (Current Center plus Triangle) – 260 Residential Units, 365 Structured parking spaces, 21,600 square feet of retail, 3,200 square feet.

North Site (Adjacent to Historic Depot) – Conceptual, subject to change. 118 Residential Units, 261 structured parking spaces, first floor Artist live/work space.

Total – 378 Residential Units, 626 structured parking spots, 21,600 square feet retail, 3,200 square feet commercial space, first floor live work space.

Public Engagement: The project needs to interact and be directed by the goals of the transit riders, the transit operators, the stakeholders of the area and the public at larger. The development team will commit to work with these groups to design and deliver a project that the City will be proud of. We believe that using a local design team and development partner who are available to meet as much as needed is a key commitment from us to assure an open and ongoing dialogue takes place throughout the project.

Team: The development team has delivered more than 250 projects in over a dozen states. The majority of the team is based in Tucson and is available to work with the City and the stakeholders as a long term partner.

Goals: Proposal achieves all goals of the City and the FTA in the RFP. Project does not move The Ronstadt Center off site, instead and enhances the access, modes of transportation operations and amenities of the facility while integrating a mixed use project around the enhanced center.

Incentives: GPLET, flexibility of land payment schedule, uses public programs to pay for public infrastructure through project revenues and lease payments. No existing transit or general funds are used to develop the project.

(a) Project Details

This project is of high quality design while remaining sensitive to its surroundings. It is integrated by use and transit function as the centerpiece of a new transit center. At its core, the project is a compact, mixed-use activity area centered in an inter-modal facility that by design encourages residents, workers, and shoppers to drive their cars less and ride mass transit more. The centerpiece of the community is the transit station — connecting the residents and workers to the rest of the region — and the civic and public spaces that surround it. The design, configuration, and mix of buildings and activities emphasize pedestrian oriented environments and encourage use of public transportation. The land uses within a transit station community are linked with convenient pedestrian walkways, and parking is managed to discourage dependence on the automobile

The center is an ecosystem that will:

- build strong, cohesive, and sustainable communities by providing a focal point for concentrating growth;
- increases the quantity of affordable housing and creates opportunities for more diverse housing options;
- increases Tucson's economic activity, property values, and tax base;
- provides more travel options and better living environments for the transit dependent;
- increases the transit trips to a station area and decreases the number of auto trips within the station vicinity;
- improves air and water quality, and other environmental concerns due to reduced auto use;
- increases safety for pedestrians and bicyclists, and creates a convenient and attractive setting for non-auto trips; and
- provides workers and residents with commercial, public, and recreational services close to where they live or work.

Everyone wins — transit agencies see the project as a way to attract additional riders; developers see opportunities for different forms of development with excellent transit access; land use planners look at transit-oriented development as a move toward a more compact, livable, and sustainable

communities with reduced auto dependence; and local officials see it as a way to increase the area's tax base.

Proposed Mix of Uses

The Inter-Modal Center will combine the current bus center with a bike sharing center, the Greyhound Terminal, taxi cab/rideshare hub and shuttle bus hub with parking, retail, residential, street vendors, arts uses and urban public spaces. The mixed-use project will contain residential housing for different income levels (affordable, workforce, market), neighborhood service retail, small format retail, street vendor retail, urban open space and structured parking. The project is divided into two phases, the South Site (developed over the current Ronstadt Transit Center combined with the triangle property to the north of the transit center) and the North Site (across Toole from the South Site) adjacent to the Historic Train Depot.

The design aesthetic of the project is a combination of historic design with modern, green construction techniques. The project uses the existing arcade as an entrance/design element to reflect historic building facades that have been part of the fabric of Downtown Tucson for generations. The 400,000 gsf first phase will be scaled appropriately to its surrounding neighborhood with varied massing and façade design with a maximum height of 75 Feet. The project site design focuses on walkability, transit and connections with the following mix of uses including:

South Site Program

- 60,000 Sq. Ft. Inter-modal Center;
- Bike Center (bike share and bike lockers);
- 1,200 Sq. Ft. Transit Special Services Office and Drivers Lounge;
- 1,600 Sq. Ft. Greyhound Terminal;
- 400 Sq. Ft. Police substation;
- 800 Sq. Ft. Information Center/Bathroom Area;
- 365 Structured Parking Stalls;
- 21,600 Sq. Ft. Retail;
- 260 Residential Units (market rate, affordable and workforce units); and
- Shuttle/rideshare/taxi drop off/pick up area.

North Site Program (Concept- subject to change)

- 8,450 Sq. Ft. Live/Work Artist Units
- 261 Structured Parking Spots
- 118 Residential Units (market rate or student housing)

Arts and Cultural Uses

- Incorporation of public art in and around the transit center
- Incorporating the existing historic arcade into the project
- Locally designed streetscape furniture
- Live/Work Artist units
- A Public Art Park
- An outdoor makers space for artist

Open Space Uses:

- Shade and areas of respite
- Green spaces
- Areas for recreation
- Places to gather and interact socially
- Pedestrian connections
- Street level amenities
- Art park
- Performance spaces
- Information kiosks
- Street furniture

Project Strengths

- Keeps the transit center on site and adds inter-modal elements in the form of Greyhound buses, bikeshare, ride share and shuttle buses.
- Ameliorates the concern of "going through this again." If the site is divided, which is an option that has been presented, the same threat of moving the transit center will come up again in the near future and result in the transit center moving from downtown.
- Improves the conditions for riders, drivers and downtown traffic.
- The development asks for no public revenue from the project to go into private hands. All tax revenues from the project and lease payments go to the financing of the transit center and parking garage.
- Incorporates the existing arcade into a building design

that is reflective of the history of Tucson and provides a catalyst project for Downtown Redevelopment.

- Adds over 700 people living downtown, neighborhood service retail, additional transit users and will trigger redevelopment of vacant and underutilized structures around the project.
- Solves the long term issue of Greyhound relocation.
- Generates needed long term revenue for the City.
- Provides additional safety to transit users, residents and visitors of downtown.

Project Weaknesses

- Provides below market returns for investors which will require more upfront equity.
- Higher cost of development over the transit center and garage than at street levels.
- Davis/Bacon program will increase construction costs.
- Large building footprint, due to size of the transit center, limits design opportunities and phasing flexibility.
- Requires interim and permanent public improvements for circulation and temporary transit center.
- Scale of the center and the project do not provide for a large public park space as some wanted.

Proposed Square Footage

South Site Net Leasable Areas			
	Building Module		
	A	B	Total
Ground Floor Retail	16,600	5,000	21,600
Ground Floor Public Retail	0	3,200	3,200
Total Commercial	16,600	8,200	24,800
Transit Center Gross			60,000
Parking +2x Gross			62,200
Parking +3x Gross			58,900
2nd Level	11,500	10,500	22,000
3rd Level	11,500	11,000	22,500
4th Level	26,500	28,500	55,000
Fitness Center	0	1,200	1,200
5th Level	26,500	29,700	56,200
6th Level	26,500	29,700	56,200
Total Residential	102,500	110,600	213,100
Total Leasable SF	119,100	118,800	237,900

North Site Net Leasable Areas			
	Building Module		
	C	D	Total
Ground Floor Live/Work	5,000	1,500	6,500
Mezzanine	1,500	450	1,950
Total Commercial	6,500	1,950	8,450
2nd Level	4,000	3,000	7,000
3rd Level	11,000	11,000	22,000
4th Level	11,000	11,000	22,000
5th Level	11,000	11,000	22,000
Total Residential	37,000	36,000	73,000
Total Leasable SF	43,500	37,950	81,450

Note: the above program, in particular the North site is conceptual and subject to change.

Building Heights

North and South Site: 75' Maximum

Unit Distribution

Total Project Unit Distribution			
	South Site	North Site	Total Units
Studios	0	36	36
1 Bedrooms	105	34	139
2 Bedrooms	115	44	159
3 Bedrooms	40	4	44
Total	260	118	378

Number of Parking Spaces

Parking Requirement and Distribution			
	South Site	North Site	Total
Residential Parking Ratio per DU	1.0	1.0	
Residential Parking Required	260	118	378
Assigned Residential Parking Level 4	0	0	0
Assigned Residential Parking Level 3	155	0	155
Assigned Residential Parking Level 2	57	76	133
Assigned Residential Parking Level 1	0	42	42
Assigned tandem parking both levels	48	0	48
Non-assigned Public Parking	105	143	248
Parking Provided	365	261	626

Expected Number of Construction Jobs

Construction Job Creation								
IMPLAN Code	Census Description	Direct Effects	Indirect Effects	Induced Effects	Total	Type 1 Multiplier	Type SAM Multiplier	
	Short							
37	Apartment buildings, condos	5.273801	2.923108	1.721330	9.918239	1.554270	1.880662	
34	All other commercial buildings	8.153967	1.748438	2.238077	12.140483	1.214428	1.488905	
36	Mass transit construction	8.153967	1.748438	2.238077	12.140483	1.214428	1.488905	
37	\$38,623,200	203.69	112.90	66.48	383.07	60.03	72.64	
34	\$10,903,333	88.91	19.06	24.40	132.37	13.24	16.23	
36	\$4,140,000	33.76	7.24	9.27	50.26	5.03	6.16	
		326.25	139.20	100.15	565.71	78.30	95.04	
Redundancy		37.86	16.15	11.62	65.62	9.08	1.02	
11.6%								
	Employment	288	123	89	500	69.22	84.01	

Total Expected Construction Jobs: 288

Expected Number of Permanent Jobs

Permanent Job Creation					
Top Ten for Employment					
Sector	Description	Total Employment	Total Labor Income	Total Total Value Added	Total Output
413	Retail Food Service	40.2	776,056.6	1,100,806.4	2,623,392.3
327	Retail Stores - Clothing and clothing accessories	38.9	882,905.4	1,743,411.6	2,524,906.8
511	Management/Operations	30.1	229,041.6	386,420.3	1,004,290.0
405	Independent artists, writers, and performers	17.3	364,550.0	440,250.9	830,113.2
329	Retail Stores - General merchandise	15.7	381,741.6	571,009.7	884,210.5
401	Community food, housing, and other relief services, including rehabilitation services	10.1	214,223.2	225,561.0	504,078.3
421	Dry-cleaning and laundry services	6.0	111,824.8	165,503.9	255,868.1
360	Real estate establishments	3.0	71,818.7	383,782.2	526,224.7
430	State and local government passenger transit	2.3	102,169.0	13,006.5	251,277.4
382	Employment services	1.9	46,829.4	46,913.1	68,419.8
		165	3,181,160	5,076,666	9,472,781

Total Expected Permanent Jobs: 165

Estimated Construction Costs

South Site, First Phase			
	Square Feet	Cost per SF	Total Cost
Construction			
Residential	246,400	\$104.50	\$25,748,800
Commercial	27,280	\$100.00	\$2,728,000
Parking/Podium	121,100	\$60.00	\$7,266,000
Inter-Modal Center	69,000	\$60.00	\$4,140,000
Streetscape, Roads, Utilitites, Art			\$1,250,000
Interest and Taxes			\$1,000,000
Insurance			\$100,000
Permit/Impact Fees			\$1,500,000
Legal, Syndaication, Finance Fees			\$600,000
Appraisal, Market Study, Misc			\$70,000
Design/Engineering			\$1,450,000
Rent Up Reserves			\$400,000
Cont/Predev/Reimuburse/FF&E/ Development Services			\$3,380,000
			\$49,632,800

Estimated Total Project Costs

Overall Project Costs			
	Square Feet	Cost per SF	
Construction South Site			
Residential	246,400	\$104.50	\$25,748,800
Commercial	27,280	\$100.00	\$2,728,000
Parking/Podium	121,100	\$60.00	\$7,266,000
Inter-Modal Center	69,000	\$60.00	\$4,140,000
Streetscape, Roads, Utilitites, Art			\$1,250,000
	Square Feet	Cost per SF	
Construction North Site			
Residential	83,950	\$104.50	\$8,772,775
Live/Work	8,450	\$100.00	\$845,000
Parking/Podium	92,000	\$60.00	\$5,520,000
Interest and Taxes			\$1,000,000
Insurance			\$175,000
Permit/Impact Fees			\$2,100,000
Legal, Syndaication, Finance Fees			\$1,000,000
Appraisal, Market Study, Misc			\$100,000
Design/Engineering			\$2,100,000
Rent Up Reserves			\$600,000
Cont/Predev/Reimuburse/FF&E/ Development Services			\$4,380,000
			\$67,725,575

Tucson Historic Architectural References





(b) Rendered Site Plan

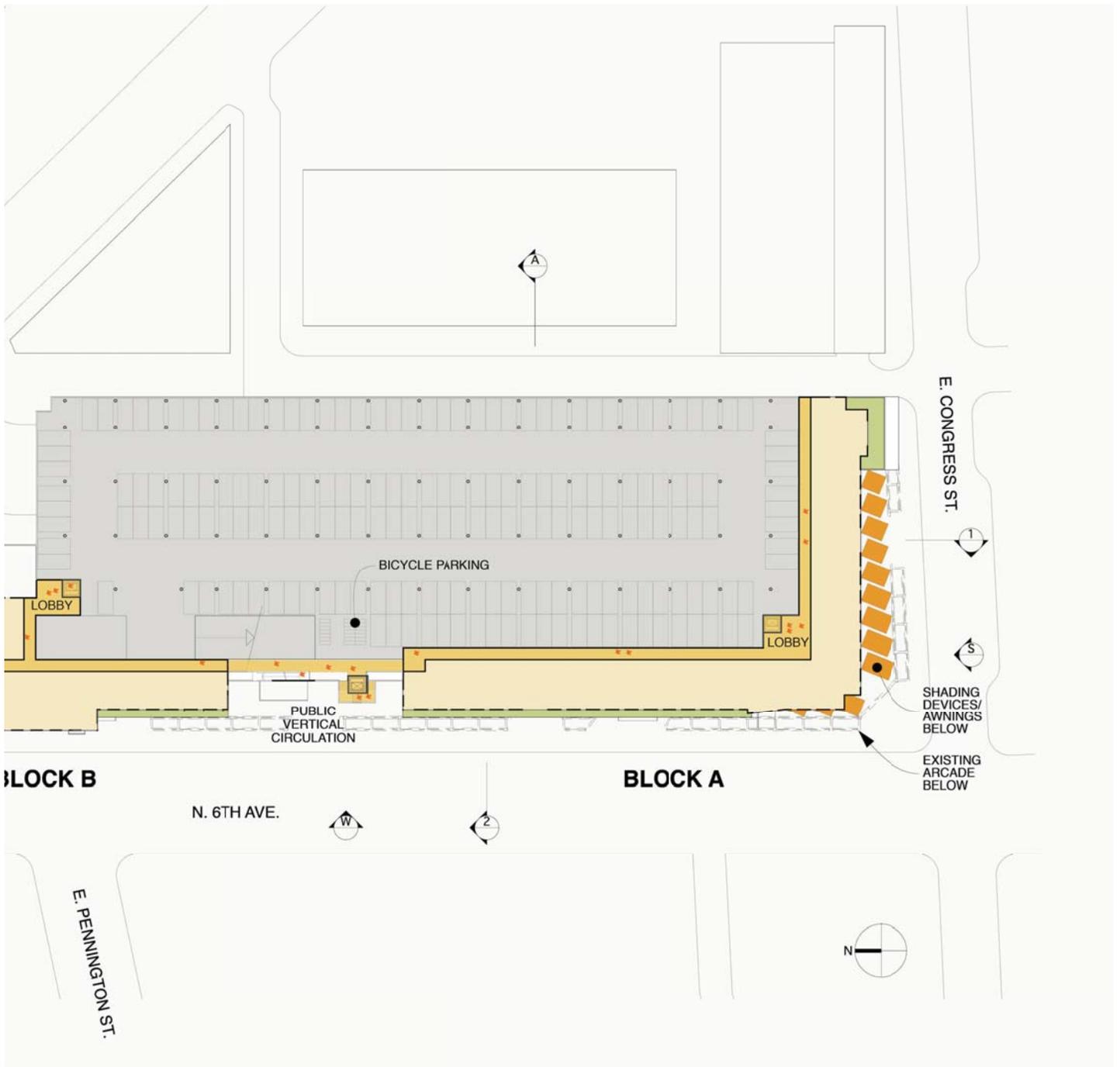
Ground Floor



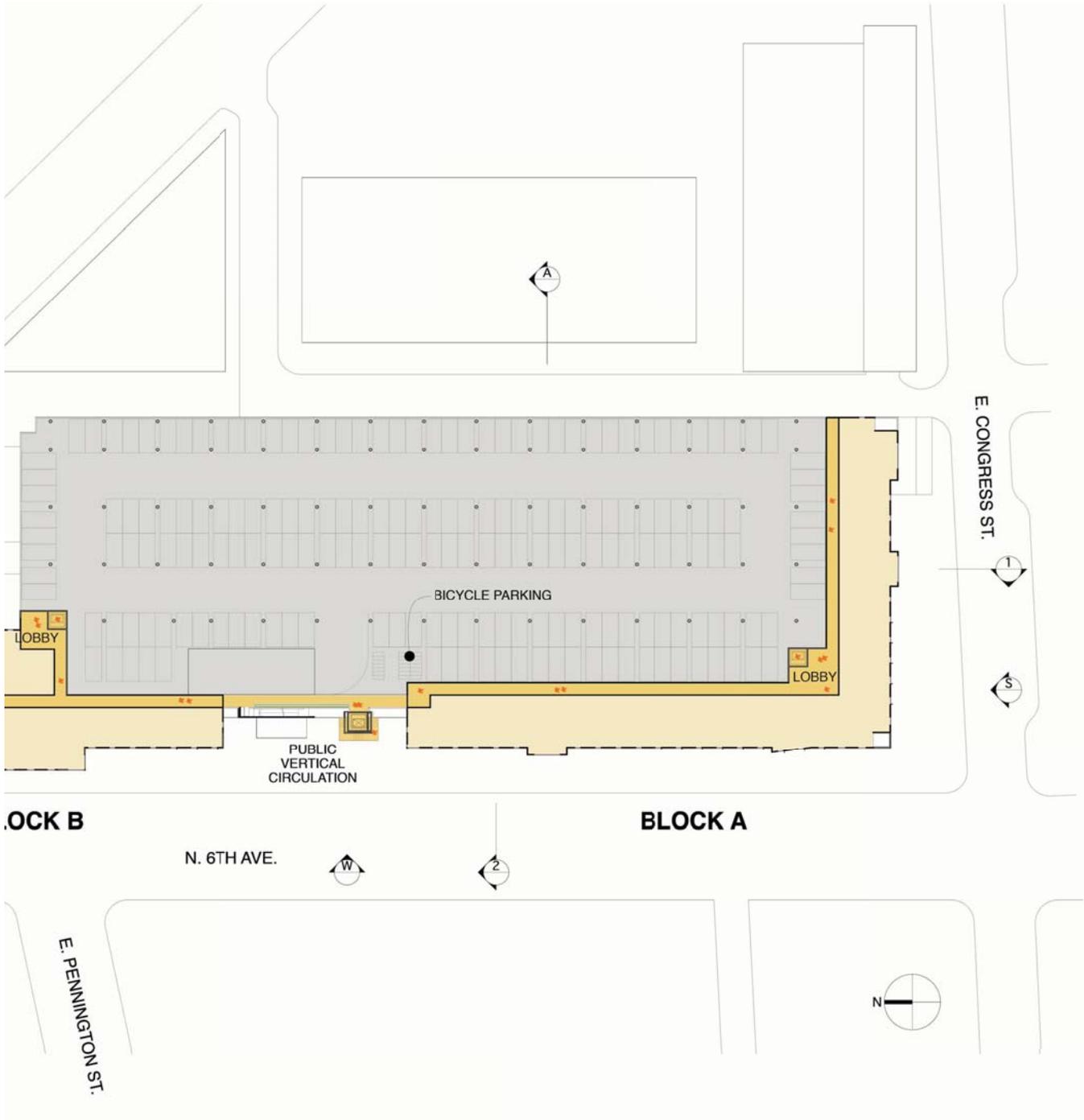


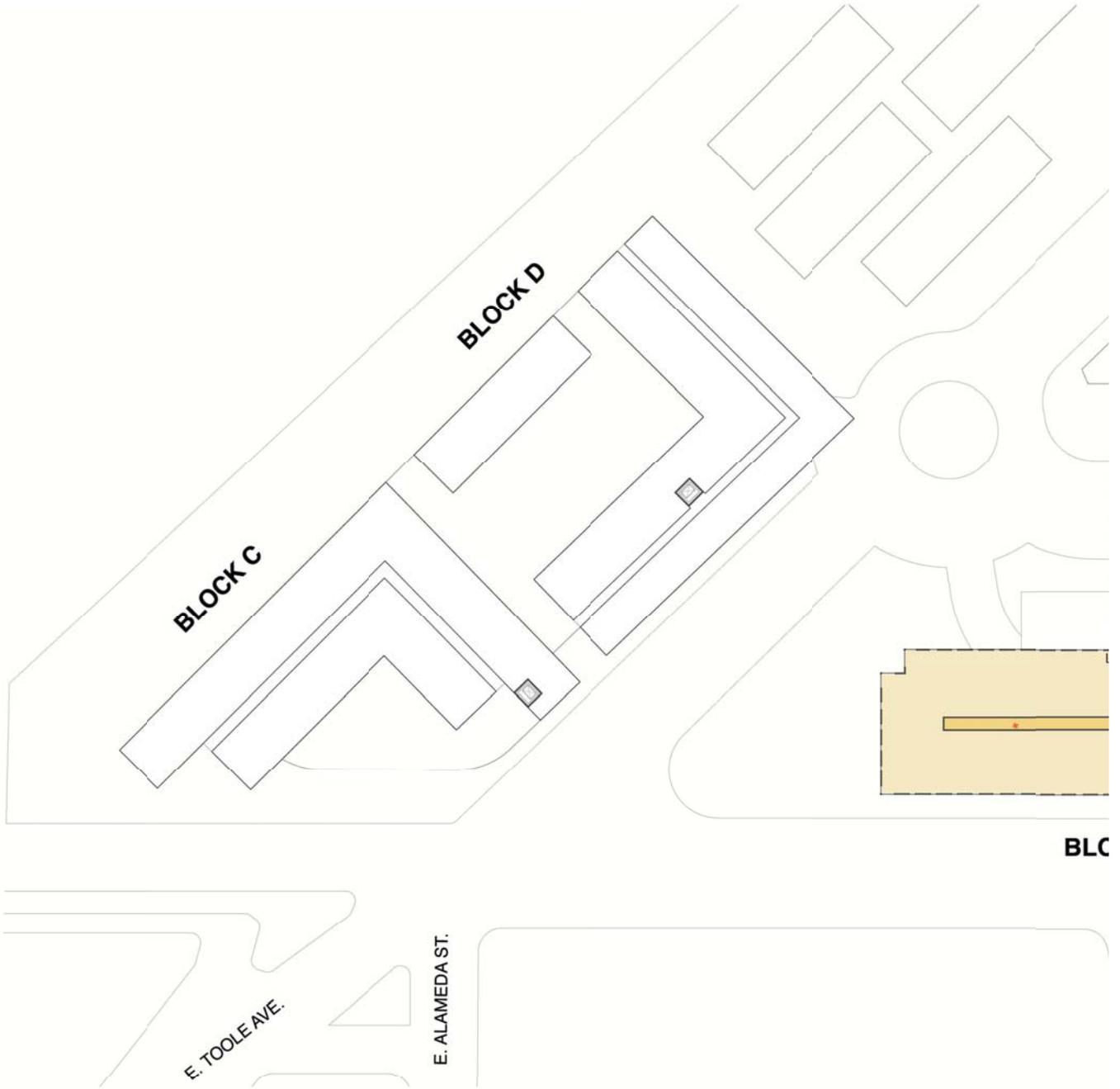
1st Floor

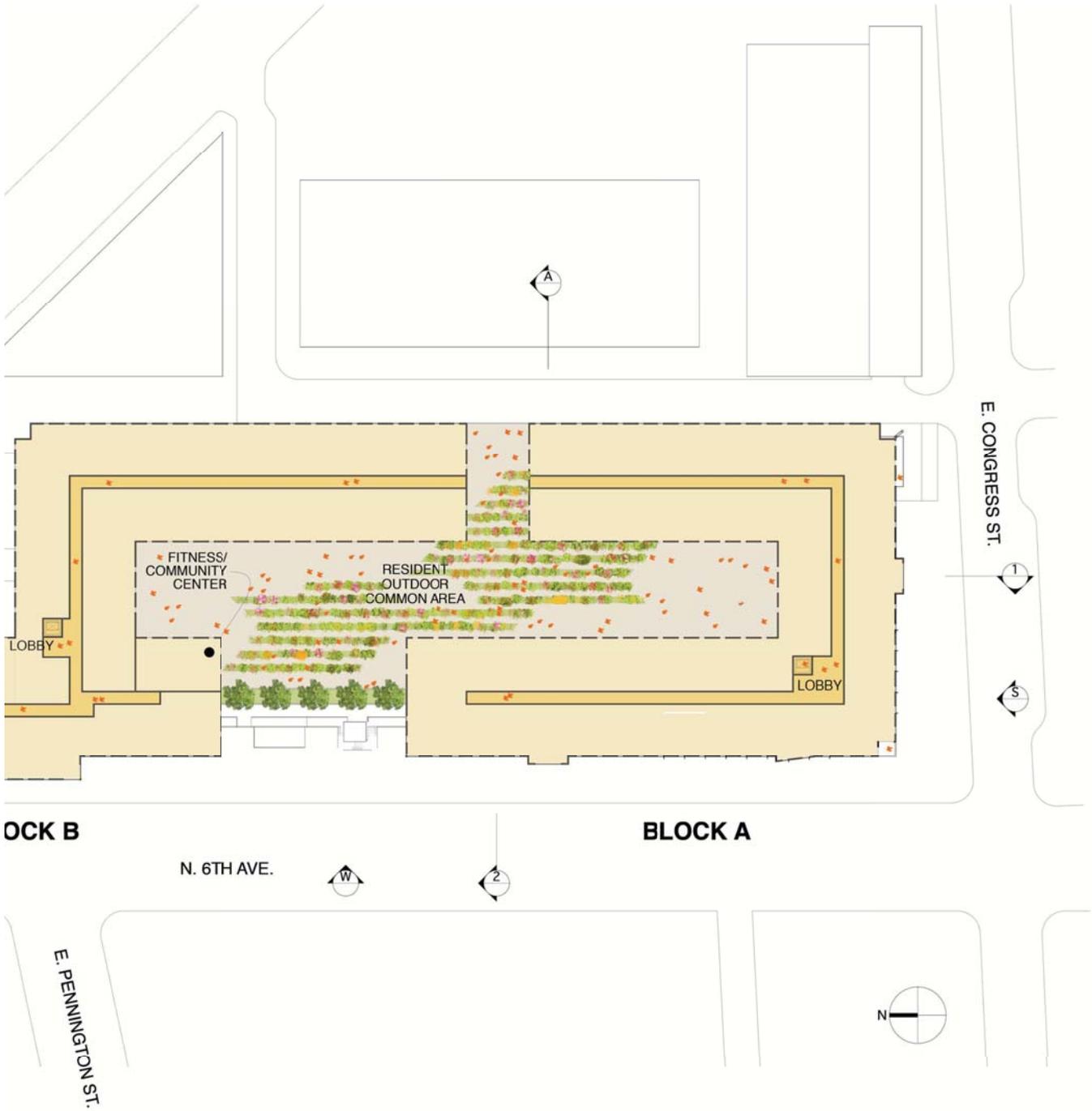












(c) Site Renderings

Block A and Block B 6th Avenue Elevation



Detail Section 1 & 2: Congress Avenue

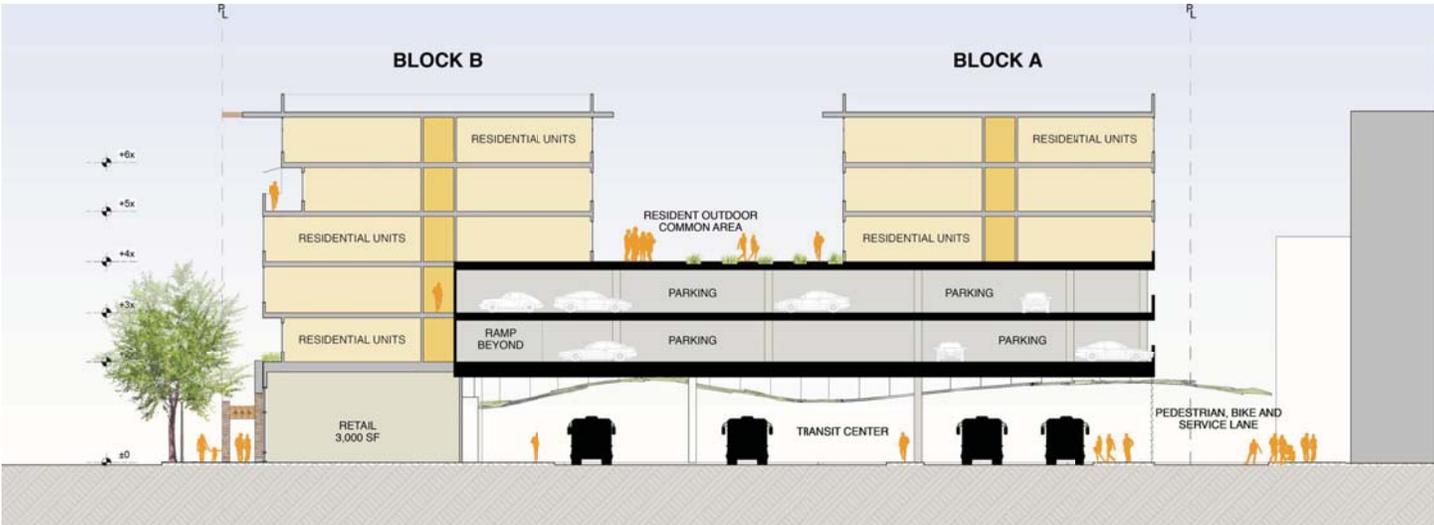




Block A South Elevation



Cross-Section E-W



6th and Congress Intersection Looking North



6th Avenue Looking Southeast



6th Avenue and Toole Looking South



6th Avenue and Toole Looking Southeast



(d) Cultural Diversity

This project will preserve and celebrate diversity by integrating high quality design, art and amenities into the transit experience that will engender a positive perception of transit, demonstrate the community's attention to the personal experience of its riders, cement the impression of permanence and add a humanistic dimension to the customer environment. The City's Arts and Heritage goals wants Downtown Tucson to be a community that "contains a broad range of arts, cultural, and heritage resources and activities that are maintained and enhanced to reflect and promote the social, cultural, and economic diversity of the community, and to encourage participation, self-expression, and community cohesion." This project aims to connect those existing values and resources and expand upon previous efforts, such as the Warehouse District Master Plan, the Pima Cultural Plan, and Plan Tucson, and celebrate cultural diversity by:

- Maintaining and incorporating the historic trellised brick arcade façade and the Melody Peters' ceramic tiles and terra-cotta panels as the façade and design inspiration for the project.
- Developing the Toole Avenue traffic circle as an entrance, terminus and connection to the Warehouse Arts District by including Live/Work Artist Lofts along Toole Avenue and a cohesive design reflective of the Arts District Master Plan.
- Creating a sense of place for the Transit Center in an urban form that reflects the history of the site and values of the community.
- Ensuring the projects urban design creates safe gathering places, and fosters social interaction; includes ample, usable public space and pedestrian and inter-modal connections.
- Working with the City of Tucson and the community to fund and support public art in and around the project in order to create a cityscape and urban form that contributes to the image and identity of the City.
- Developing a project that facilitates connections among or reduce barriers between diverse groups.
- Focusing on preserving heritage, transmitting cultural values and history that allows for the bridging of cultural,

ethnic, and racial differences.

- Provide a better understanding of and appreciation for the community's cultural diversity while creating group memory and identity.

(e) Daytime/Nighttime Activity

The current site conditions allow for limited activation. The South Site contains the existing Ronstadt Transit Center, an open air bus transfer facility open generally from 4:30 am to midnight. The triangle parcel and the South Site have been used for surface parking. The proposed project intends to develop these sites with a mixed use program and activation strategy that keeps the existing uses – parking and a transit center – while enhancing the site with additional transit uses and connections, urban open space, public art, retail and housing for different income levels of the community. The activation strategy for the project arises from three guiding principles:

Make the transit center a vibrant place 24 hours a day: The inter-modal center will increase activity downtown by drawing in an increased number of transit users to the site through increased residential density, increased commercial activity, increased inter-modal connections and enhanced safety only if individuals feel a commitment to design and integration has been achieved. Designing the project from inside out, investing in art and amenities, increasing connections on all sides of the projects and increasing technology and information to encourage exploration around the center are keys to that commitment. Providing stub outs for utilities for street vendors to operate in and around the historic trellises will create an open outdoor market feel while providing small businesses and vendor's great exposure to transit riders and the area. The City has an opportunity to expand the use of the inter-modal transit facility, as the program allows flexibility for the center to increase its hours and uses for the community to 24 hours a day, 7 days a week. Increasing hours of operation, extending hours and allowing for uses of the center during non-service hours will make the center a vibrant, essential public space.

Better connect transit users to Tucson's downtown core:

Downtown is for everyone. Development around the center and other past proposals regarding moving the center have sent the message that the future of redevelopment is only for people who can afford it. This project provides a framework to connect transit users to new and existing opportunities in Tucson's downtown and downtown businesses to connect with an unrecognized consumer group that has been largely ignored. Uses on the site should be designed for transit users and aim to increase the economic vitality of downtown businesses. This can be done with cross promotion, daytime and night time vibrancy through targeted discounts to those with transit passes, improved safety and economic health by including community service level and tactical urban retail, and a focus on the individuals who use transit and those who live and work downtown. This integration of uses sends the message that Ronstadt is a valued space and in effect, the people who use the space are valued as well.

Bring life to the street: Between the surface lots, the transit center and limited investment in the surrounding area, the current conditions provide for little activation. Development of the sidewalks and streetscape on both Congress Street and 6th Avenue will be focused on engaging the pedestrian while encouraging entrepreneurship and investment. It will create energetic and active windows for passersby to gaze into and escape from the hustle and bustle of a hectic day. The project will provide resources and opportunities to promote street vendor and musicians activities, pop up retail opportunities and smaller space for entrepreneurs to test the waters of their businesses. Activating 6th Avenue should bring investment to vacant and under utilized spaces in the corridor providing more opportunities for residents and business owners and as a result more revenue for the City.

(f) Sustainable Practices

This project's framework focuses on use, circulation, open space, transportation links, rehabilitation, neighborhood preservation and revitalization. All of these elements are recommended development targets of the City of Tucson's

General and Sustainability Plan. Emphasis will be placed on technical issues such as materials, building components, and construction technologies to develop the project in a sustainable format by:

- Incorporating the existing façade and public art into the project;
- Potentially incorporating Solar Power into the project
- Limiting the carbon footprint;
- Utilizing water harvesting
- Providing for recycling, composting and green trash removal on the site;
- Designing and constructing the entire project to US LEED Silver level standard;
- Following the framework and applying for green building certification by the City of Tucson; and
- Using efficient energy related design concepts.

(g) Community Open Space

In recent years, in part due to the opening of Tucson's Modern Street Car, student housing developments, and newly completed market rate apartments, Downtown Tucson is growing into a residential district. As the cities' downtown core changes, so should the amenities offered to downtown residents. Neighborhoods thrive on open spaces, green belts, parks and walkways, large and small. People who rent or own in downtown cores, that once emptied after the offices went dark, are vital to the urban renaissance. In addition to restaurants, evening shopping and entertainment, downtown residents, regardless of age or profession, put a priority on open space. These urban Tucsonans want more trees, shade, green play space for kids, parklets, seating areas, interpretive learning experiences, arts and cultural opportunities. The spaces created by this project aim to:

- Create vibrant public spaces and gathering places;
- Maintain connectivity (both physically and visually);
- Create ties to neighboring downtown districts (4th Avenue, Warehouse Arts District, City of Tucson and Pima County Municipal complexes, Tucson's West side and Mercado District);
- Create a Downtown destination and sense of arrival for

residents and visitors;

- Provide accessibility;
- Design quality edges that are inviting;
- Provide safety and comfort;
- Preserve and accentuate downtown Tucson's character and identity;
- Promote environmental sensitivity/sustainability; and
- Improve quality of life for all users.

Open space features include:

- Green spaces;
- Areas for recreation;
- Places to gather and interact socially;
- Pedestrian connections;
- Street Vendor Promenade with utility stub out;
- Street level amenities;
- Iconic landmarks and districts;
- Art park;
- Shade and areas of respite;
- Performance spaces;
- Information kiosks;
- Lighting;
- Attractive streetscapes; and
- Street furniture.

(h) Public Amenities

This proposal offers a variety of open space and pedestrian facilities aimed at activating downtown Tucson's public realm from shaded plazas to sidewalk dining, an art park, outdoor street vendor venues, small performance spaces, quiet contemplative spaces, activated alleyways, pocket parks and lush green garden areas. Visitors and residents will take advantage of this dynamic downtown amenity.

The public amenities included in this development incorporate elements that directly affect the quality and character of Downtown Tucson's public domain and are intended to achieve a high quality of urban design and pedestrian comfort to activate Tucson's core and surrounding neighborhoods. This development is designed to be safe, functional and

accessible and will provide a wide variety of opportunities for social and cultural activities.

The progression of activities and uses on the street level is designed for smooth pedestrian circulation. Site furniture, landscape features and lighting are utilized to create different zones that support activities and interactions among users.

Safe routes are promoted by careful consideration of existing paths of travel to and from transportation nodes as well as to existing and future pedestrian areas. Particular emphasis is the integration of linkages of the bicycle master plan and contemplated bike routes, parking hubs, and bicycle stations. Pedestrian flow is encouraged to connect adjacent properties within landscaped and art infused spaces. Roads, paths and links form an integrated pedestrian network, providing a choice of ground level routes for an efficient, safe, vibrant, and interactive pedestrian experience.

The goal of this proposal is to increase the vitality, safety, security and amenities of Tucson's public domain by providing:

- Links between residential areas, community facilities, public transportation and existing downtown commerce and entertainment;
- Vibrant spaces for community interaction, engagement, leisure and recreation;
- Sidewalks and bike lanes;
- Shaded areas of relief and shelter;
- Active street frontages;
- Passive surveillance of public and communal spaces, access ways, entries and driveways in building design;
- High quality streetscapes, materials and finishes;
- Architectural interest and pedestrian scale articulation and detailing especially at visually prominent locations, such as lower levels and roof tops;
- Appropriate design responses to adjoining development which complement the streetscape;
- Flexible open spaces to support public use;
- Areas designated specifically for arts and cultural programming;

- Community kiosks and areas of public information display;
- Walkable destinations;
- Drinking fountains;
- A police sub-station; and
- Convenient commercial options.

(i) Circulation Plan

Transit Circulation

There are currently 13 bus stop locations within the Ronstadt Transit Center. Four (4) bus routes, Bus Routes 2, 6, 23, and 25 enter the transit center from Congress Street. Fourteen (14) bus routes; Bus Routes 1, 3E, 3W, 4, 7, 8, 9, 10, 12, 16, 18, 19, 21, and 22 enter the transit center from Pennington Street.

Using the 2013 Downtown Inter-Modal Pedestrian Safety and Bus Access Improvement Study as a framework, this project proposes to center bus access through a new traffic circle on Toole Avenue to improve traffic flow in the area and street corner improvements to make turns easier for the buses. The objective of revising the bus circulation plan within the Ronstadt Transit Center is to provide an improved pedestrian experience with increased safety while providing the buses with easier flow in and out of the center. The plan also increases the stops internal to the center from 13 to 15 by eliminating the short segment of Pennington Road between 6th Avenue and Toole Avenue to provide a continuous parcel of land connecting Parcel 117-06-097C and Parcel 117-06-083C. Having 15 bus stop locations within the transit center allows for the 4 bus routes that have 10-minute headways and the 7 bus routes that have 20-minute headways to have their own designated bus stop. The remaining 4 bus stops will be shared by those bus routes with 30-minute headways. The three designated bus stops for Greyhound will be street level along 6th Avenue to reduce conflicts with Suntran.

Vehicular Circulation

Vehicular circulation around the Ronstadt Transit Center will remain the same with one-way WB traffic on Congress Street,

and 6th Avenue and Toole Avenue providing two-way traffic. The only change will be the short segment of Pennington Road between 6th Avenue and Toole Avenue which will be eliminated. A new traffic circle is planned along Toole Avenue to provide bus access into and out of the Ronstadt Transit Center and vehicular access to the parking above the transit center. An added feature to the vehicular circulation plan will be the addition of a shuttle, taxi, rideshare, and loading and drop-off areas along 6th Avenue towards the south end of the proposed development.

Bicycle Circulation

Bicycle circulation around the Ronstadt Transit Center will be enhanced with the addition of the proposed bike share program on Toole Avenue with bike connections on 6th Avenue, Toole Avenue and Arizona Avenue

Pedestrian Circulation

Wide sidewalks with enhanced landscaping features will be provided around the perimeter of the Ronstadt Transit Center. The historic entrances along the existing arcade will be preserved as entry points into the project and as pedestrian circulation around the project. Sidewalks will be provided along the outside of the Toole Avenue traffic circle providing pedestrian access to the AMTRAK train station, The North Site, the Art Park, and the community open space area. There are existing sidewalks along Congress Street, 6th Avenue, Toole Avenue, and Broadway Boulevard allowing pedestrians access to the vibrant areas surrounding the Ronstadt Transit Center. Improvements are proposed for Arizona Avenue to encourage bike and pedestrian movements on all sides of the project.

Traffic Analysis

The proposed development will consist of 33,250 SF of specialty retail space (including the live/work units) and 378 apartments spread over 5 levels and two multi-level parking structure that will accommodate approximately 626 parking spaces. Vehicular access to the parking will be from the traffic circle on Toole Avenue.

The specialty retail uses and the apartments are split between two buildings east and west of Toole Avenue. The 33,250 SF of specialty retail is expected to generate 1,594 daily vehicle trips and 246 vehicle trips during the AM Peak Hour and 98 vehicle trips during the PM Peak Hour. The 378 apartments are expected to generate 1,928 daily vehicle trips and 113 vehicle trips during the AM Peak Hour and 148 vehicle trips during the PM Peak Hour. See Table 1 below.

Under normal circumstances, these would be the expected vehicle trips generated by the proposed land uses. However when these land uses are located in a downtown area one can expect the vehicle trips to be significantly reduced and the number of pedestrian and inter-modal trips to and from this project to be greatly increased.

A recent downtown project study, Plaza Centro, estimated

that the student housing (apartments) has had a 42% reduction in vehicle trips due to the close proximity to the Sun Link Street Car and the University of Arizona combined with marketing campaigns directed towards students to use alternate modes of travel. The Plaza Centro development study also showed that the retail uses generated 25% of the expected vehicle trips and that the majority (75%) of the trips come from the "captive pedestrian audience"; downtown workers, students and others living downtown, and visitors who arrive by foot or by public transportation. It is the expectation of this project that similar findings will exist when the full traffic impact analysis is done upon completion of the site plan, and in concert with the City of Tucson and stakeholders.

A key change in the downtown circulation environment will be the construction of Downtown Links. With Downtown

**Table 1
Ronstadt Transit Center - Site Traffic Generation**

Land Use	ITE Code	SF, No. of Units	Number of Vehicle Trips						
			AM Peak Hour			PM Peak Hour			Daily
			In	Out	Total	In	Out	Total	(Two-way)
South Site									
Floors 1-6									
Specialty Retail Center	814	24,800	90	98	188	33	42	75	1,219
Building Modules A and B									
North Site									
Floors 1-6									
Specialty Retail Center	814	8,450	28	30	58	10	13	23	375
Building Modules D and E									
Subtotal Trips		33,250	118	128	246	43	55	98	1,594
South Site									
Floors 2-6									
Mid-Rise Apartments	223	260	24	54	78	59	43	102	1,326
Building Modules A and B									
North Site									
Floors 2-6									
Mid-Rise Apartments	223	118	11	24	35	27	19	46	602
Building Modules D and E									
Subtotal Trips		378	35	78	113	86	62	148	1,928
Total Trips			153	206	359	129	117	246	3,522

Links providing a new access route to 6th Avenue and Church Avenue and, ultimately I-10; a marked decrease in traffic along Broadway Boulevard and Congress Street is anticipated. The timing of the completion of the Downtown Links project coincides with this proposed redevelopment of the Ronstadt Transit Center.

A final element to be considered and not ignored is the fact that any downtown area in any city is congested where drivers of all kinds experience delay associated with narrow streets, short distances between traffic signals, lower posted speed limits, and side friction from multiple driveways and on-street parking. These criteria exactly describe downtown Tucson with the addition of some one-way streets. So any development of any size will add to the congestion and poor Levels of Service on the surrounding roadways. However with the reductions in vehicular traffic as noted above, it is believed that this project will not cause any additional delays.

In conclusion, using the vehicle reductions noted above for the housing and the retail uses, the off-peak operating hours for the retail uses, the bus ingress and egress moved off of Congress Street and the encouragement of inter-modal uses, the proposed redevelopment of the Ronstadt Transit Center will not add any sufficient or additional delays to the commuting public through the downtown area.

(j) Project Schedule

Ronstadt Project Schedule

July-15	RFP submittal
Nov-15	Selection as developer
Feb-16	Execute development agreement
Feb-16	Community input on priorities & design
Jul-16	Transit center & parking garage design complete
Jul-16	Phase 1 design complete
Nov-16	Entitlements in place for public portion, Phase 1, & Phase 2
Nov-16	Construction on public portion of project begins
May-18	Construction on public portion of project complete
Aug-18	Transit Center Open
Aug-16	Close on funding for Phase 1
Nov-16	Start construction of Phase 1
Jul-18	Phase 1 complete
Mar-18	Lease-up Phase 1
Nov-18	Stabilized occupancy Phase 1
Feb-20	Phase 2 design complete
Mar-20	Close on funding for Phase 2
Aug-20	Start construction of Phase 2
Oct-21	Phase 2 complete
Sep-21	Lease-up Phase 2
Dec-21	Stabilized occupancy Phase 2

*Schedule assumes that we contract to build the transit center and parking garage concurrent with Phase 1. If the City contracts to build the transit center and garage, Phase 1 may need to start after the completion of the public portion.

(k) Mitigation Plan

Operations Mitigation Plan

Mitigating the construction impact on the Sun Tran System and patrons of the Ronstadt Transit Center redevelopment can be handled in two ways.

Under the first scenario, the transit center could be temporarily relocated to the North Site while the South Site is under construction. The North lot would be striped, signed, improved and configured to handle transfers between bus routes at this single location. A circulation plan would be developed with the relocation of the existing shade and seating structures for the current site reused at the temporary facility. Upon completion of the reconstruction of the existing transit center south of Toole Avenue, operations would be shifted to the new center, with any features used by the temporary facility being shifted off site to other facilities or recycled.

The second scenario could see the operations of a transit center at a single location in downtown temporarily discontinued. Transfers between routes would be dispersed across the entire downtown; similarly to how they were facilitated before the construction of the Ronstadt Transit Center in the late 1980's and how they are handled throughout most of the system. Stops where transfers would occur could have temporary signage, shade, and seating added. Delays associated with having to navigate the buses around the construction sites as they enter either the temporary or phase one transit centers could be avoided. The routes entering the downtown circulate across enough of the existing roadway network to accommodate the transfer between routes at separate locations.

The advantage of the first approach is keeping transfers in a single location adjacent to the current site. The advantage of the second alternative is that it would be more cost effective and the entire redevelopment site would be available for construction mobilization. Both options need to be vetted with the stakeholders and operator before a recommendation

can be made.

Mitigation Plan

The construction mitigation efforts are accomplished through proactive planning for each project component, regular monitoring of all job sites, open communication with all stakeholders, working as a team to develop innovative solutions to complex construction issues and community concerns, and enforcement measures. To achieve this, the team will provide to the city during permitting:

1. The names, addresses, telephone numbers and business license numbers of all contractors, subcontractors, the developer and the architect.
2. A designated on-site construction manager, with 24-hour contact information to be used in case of emergency.
3. A description of how demolition of any existing structures is to be accomplished, construction signage, equipment to be used, and placement of construction debris.
4. Designation of the permitted waste haulers and recyclers and include the construction period disposal and recycling plan.
5. A plan for where any cranes are to be located for erection and construction.
6. A description of how much of the public street, alleyway, or sidewalk is proposed to be used in conjunction with construction.
7. The extent, times, duration and nature of any pile-driving operations.
8. The length, coordination and agreements of any tiebacks and work which may extend under the property of other persons.
9. A drainage plan and description of all BMPs (best management practices) that will be used to prevent construction debris from entering the storm drain system.
10. The nature and extent of any dewatering and its effect on any adjacent buildings.
11. Anticipated construction-related truck routes, number of truck trips, hours of hauling and parking locations.
12. A bus routing plan.
13. Plan for any construction activity beyond normally

permitted hours.

14. Any proposed construction noise mitigation measures.
15. Construction-period security measures including any fencing, lighting, and security personnel.
16. Construction-period parking plan which shall minimize use of public streets for parking and that describes where workers will park, and efforts to carpool to the job site.

In addition, the developer will work with the stakeholders to define and manage the construction coordination efforts as to its effect on the operations of surrounding businesses by developing an off site mitigation plan that includes:

- Interim Transit Center Operations (if on the North Site).
- Vehicular and pedestrian traffic plan.
- Business Outreach and Communications Plan.
- Noise and vibration monitoring and enforcement.
- Dust control: on-site wheel washing of construction vehicles, daily street sweeping, and surface water pollution prevention.
- Emissions control: idling rule enforcement, on-site refueling guidelines and specific emissions standards.
- Control of trash and rodent infestation.
- Communication and problem solving: job/issue specific meetings, community meetings, on-site project information boards, communication protocols.
- Enforcement: mitigation infraction warnings and fines, implementation of corrective action plans.

Inter-Modal Transportation Center ✓

"Ronstadt needs to not just be a transit center, but must evolve into a transportation center for public buses, the Modern Streetcar, bicycles and bike-share, pedestrians, car-share, "park-once" parking, inter-city train, inter-city buses, vans, taxis, kiss-and-ride, and other forms of transportation evolving and changing."

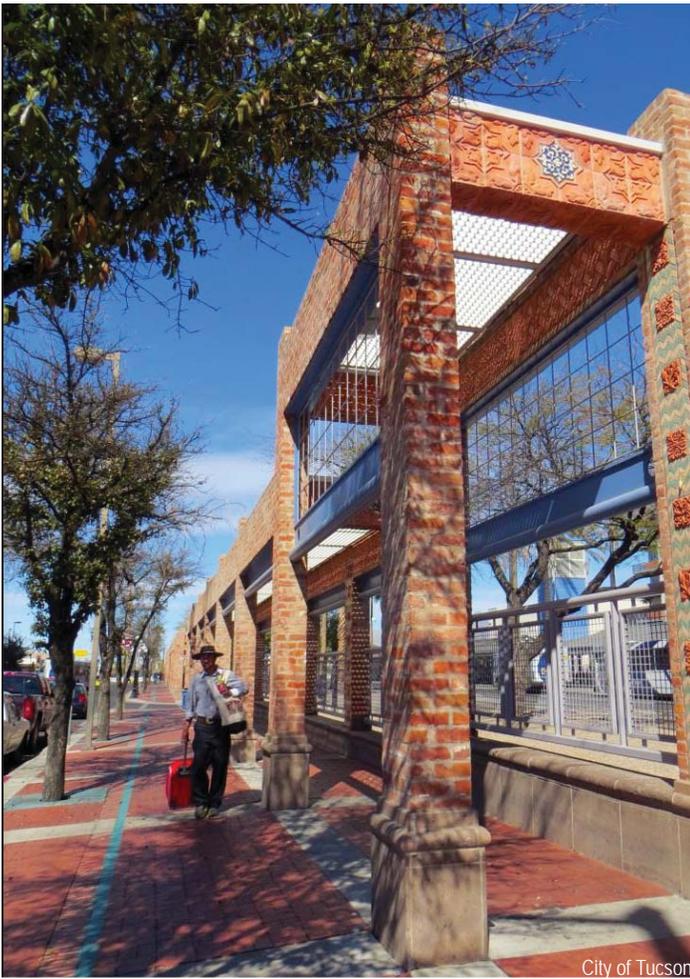
Community Planning Process:
Ronstadt Center Site Redevelopment, City of Tucson
Poster Frost Mirto
May 24, 2013



Integration of Transit Use

4





City of Tucson

Integration of Transit Use

(a) Transit integration with other Project Elements

Our project integrates retail, housing and parking into the transit center while improving the transit center's function and operation. The current site is the perfect location for bus, rideshare and shuttle with its direct access to the modern streetcar, the Amtrak station and in the most active part of downtown. The integration of these complementary uses and improvements in the new Inter-Modal Center is a commitment to the public to keep transit on this site in perpetuity.

The parking, retail and housing will have separate access from the transit center with the transit users having direct access to the other uses. The Greyhound Terminal will be street level on 6th Avenue to avoid conflicts with Sun Tran. To achieve this, the proposal recommends a fundamental change of access procedure to modernize and improve the center. We are proposing that access be limited to individuals with a bus ticket or pass which can be bought in advance or onsite at either the help desk/ticket window on Congress Street, at a street side kiosk, online or your transfer ticket from your previous bus trip. This will not only allow bus users to enter and exit the facility to use the surrounding services and retail.

In addition to the proposed change in rider access to the facility, we are proposing to change the bus access to the center which we believe will enhance the operations over the long term. The main bus access point will be off the Toole/Pennington connection with no direction ingress/egress from Congress Street. Although buses will lose the ability to drive directly into the transit center off of Congress Street – which currently only four bus routes enter from Congress Street (the number 2, 6, 23, 26 routes) – we believe in the long term the effects on operations are improved. One of the main reasons the majority of buses do not come from east to west on Congress Street to enter the Ronstadt Transit Center is the difficulty of making the turn from Congress onto 6th Avenue.

We believe that the project will greatly improve bus access conditions by:

- moving the bus access to the other side of Toole and Pennington;
- improving the access radius and traffic flow of the ingress and egress of the project through the installation of a traffic circle on Toole;
- rounding the corner at Toole and 6th Avenue; and
- rerouting access onto Toole to decrease conflicts with the streetcar and traffic on Congress Street.

As Downtown Links opens and west/east traffic moves off

Toole to Downtown Links, this section of Toole Avenue becomes a safer connection for the buses and provides an opportunity for the city to limit the access from the 4th Avenue/Congress/Toole triangle, which has become a problematic intersection.

(b) Enhanced Transit Use

Operational Needs

For the project to be successful and for ridership conditions to improve, it is critical for the stakeholders and City be intimately involved in the vetting of any design changes that affect operations of the system. Based on our due diligence, at a minimum we are recommending.

Moving all stops indoors. There are 13 transit stops within the current Ronstadt Transit Center and two transit stops on Sixth Avenue. The new Inter-modal Center will be able to handle all 15 stops indoor into a contained system. The stops will be structured with 10-minute, 15-minute and 30-minute headway stops depending on the operational needs of the system.

Eliminating bus entrance access from Congress Street. Only four of the bus routes – Routes 2, 6, 23, and 26 enter the transit center from Congress Street and the remaining routes enter the transit center from Pennington Street. Changing the ingress/egress to Pennington and Toole, with proper street design to accommodate turns, should allow the buses to get in and out of the center more efficiently and improve traffic conditions on Congress Street and 6th Avenue.

Improve conditions for Bus Drivers. There are two shuttles carrying drivers that circulate from the bus garage to the transit center throughout the day. Currently, the drivers get dropped off at the center and sit outside waiting for their bus. They have a private restroom and lounge, but most drivers don't use the lounge because it's too small and share the small facility with Tucson Police Department (TPD). The new lounge and separate TPD substation should greatly improve the conditions for both groups.

Locate the Transit Services Center on site. The Transit Service Center is currently located at Alameda Street and Stone Avenue. The distance and time it takes to get from the Ronstadt Center to the Transit Service Center (TSC) is a hardship on the users. Moving the facility onsite will allow bus riders the ability to update or purchase new cards and deal with any administrative or account issues on site.

Enhance the riders experience and provide amenities. As Sun Tran's Comprehensive Operational Analysis notes, *Investing in expanded service levels and/or area, technology, and passenger amenities are strategies that will help the services provide a product to attract new customers and improve mobility within the region.*

The over-arching goal of the design of the transit center is about enhancing the rider experience, safety and value the rider's time appropriately. Proper execution of these ideals should broaden the user base and lead to increase ridership and fare box revenue. The main operational focus of the design is toward safety, access to timely and important information on service, and making sure buses can get to and from the center on time. Although we believe working with the public agencies and the stakeholders on a final mix of amenities for the center, we would propose at a minimum to provide the following rider amenities to enhance operations:

- (a) Indoor Waiting Area
- (b) Free Wifi
- (c) Public Restrooms
- (d) Ticket Sales/Customer Service
- (e) Small Retail Space/Vending Machines
- (f) Change machines
- (g) Customer service representatives
- (h) Fare card sales
- (i) Lost and found storage
- (j) Personalized route mapping
- (k) Transit guides
- (l) Route brochures
- (m) Benches

- (n) Wheelchair accessible doorways and improved ADA access on the platforms.
- (o) Private Drivers Lounge

In addition, having the Transit Services Center onsite will allow easier access for transit users to:

- Apply for the economy fare program
- Renew a SunGO ID & Card
- Purchase, reload and add value to SunGO cards

Pedestrian and Bicycle Connectivity

The community believes that bicycling and walking are important modes of transportation. To facilitate biking and walking in through the project we are proposing to do the following:

- Plan, implement and maintain a network of bikeways and walkway in and around the project
- Plan and construct pedestrian and bicycle signals
- Identify and rectify barriers to walking and biking
- Install bicycle parking/lockers
- Build a bikeshare facility

The project's bikeshare and bike locker facility on the site will have direct pedestrian and bike connection from the Modern Streetcar stop at Congress Street to the Amtrak rail station and the Warehouse Arts District through an improved thoroughfare along the projects edge using and improving Arizona Avenue. This thoroughfare will connect the existing MLK Building, One North Fifth, Madden Media Building, the proposed residential and retail, the Historic Train Depot and the Warehouse District to the transit center and modern streetcar stop on Congress Street. As Tucson focuses on increasing connectivity and transit options for different modes of transportation, these connections become vital corridors for the community. The project will design and construct these connections with ample lighting and in an aesthetically pleasing manner.

The creation of the traffic circle on Toole, which was proposed in 2013 in the Downtown Inter-Modal Pedestrian Safety and

Bus Access Improvement Study by Parsons Brinckerhoff, will improve bike and pedestrian safety to and from the center and the Historic Train Depot and Amtrak Station while also creating an iconic sense of arrival and place for the transit facility. Just as importantly, it will provide a physical and design connection to the Warehouse Arts District which, although adjacent, is somewhat disjointed in its connection to the transportation network.

Complementary Programs

The project proposes to add a bikeshare facility and bike lockers for users in between the North and South Site adjacent to the new traffic circle. We believe this is the best area strategically to connect bike users to nearby bike crossings and dedicated bike lanes. The project also proposes to dedicate a portion of the frontage on 6th Avenue as a loading/drop-off zone in the daytime for rideshare, shuttle buses and taxis, with a dedicated taxi stand and rideshare pickup location at night. Currently the eastern portion of 6th Avenue next to the transit center contains no street parking but is used for queuing. The project's proposal to use this area to define and accommodate loading, car share, taxi and drop-offs benefit the surrounding entertainment district, which currently does not have a place for most of these uses to occur. The central location of the project in regard to the entertainment options of Downtown Tucson make this a logical rideshare/cab drop-off hub and keeps drop-offs and pick-ups from congested traffic on Congress Street.

Public and Administrative Functions

The project proposes to dedicate a customer service center connected to Congress Street for Sun Tran and SunLink and locating the Transit Services Center onsite for direct customer service for economy passengers and SunGo card users. The project will add street level kiosk for parking payment, ticket vending for SunLink and Sun Tran passes and is proposing to incorporate a small police substation into the project to allow for security in and around the Inter-Modal Center. At the user level, we are proposing an indoor waiting area, the entire facility shaded from the elements, seating, tables, including ADA level tables, trash receptacles, new

bathrooms, bike storage inside and outside the facility, vending machines, Wi-Fi and real time digital arrival and departure information. We would like to work with the stakeholders and bus riders to design and locate the appropriate amenities to enhance the transit center.

(c) Additional Modes of Transportation

We believe by centering the bus access, bikeshare center, the connection onto the Toole Avenue traffic circle, and the Historic Train Depot and Amtrak Station, lends to future adaptation opportunities on Toole Avenue and in front of the Historic Depot as well as a connection to future intercity rail that may come into existence on a shared rail line behind the Depot. Connections over downtown links from the existing streetcar maintenance facility or a new bike route extension on Downtown Links could seamlessly access the project if and when those projects come on line. The access points to and from the traffic circle provide maximum flexible to the city to easily change configuration should new technologies or vehicles come to fruition.

The interior of the center is flexible to redesign as needed by the City and Sun Tran to accommodate additional or new forms of transit. The center is designed as a shell (the garage) around existing center. Should the need arise to replace, remove or reconfigure a portion or the entire interior, the design of the center lends that flexibility.

Flexible Uses ✓

"The potential development uses for this site will be driven to a large extent by the feasibility of land uses in the marketplace. Proposed uses should be in accordance with community desires, but in the end, development will be driven by what feasible uses can pencil out on this site. The Tucson community needs to be flexible and open-minded in its evaluation of proposed uses for this site. Developers need to be creative and thoughtful in their proposals. Projects that meet a local downtown need for services and activities will be most welcomed."

Community Planning Process:
Ronstadt Center Site Redevelopment, City of Tucson
Poster Frost Mirto
May 24, 2013



Response to City Goals & Plans & FTA Requirements

5





Response to City Goals & Plans & FTA Requirements

(a) City's Project Purpose and Goals

Goal A: Uses & Character

The project incorporates a transit center with enhanced services integrated with private development featuring a mix of uses, and open spaces that are thoughtfully integrated and serve a diversity of people working, living, and visiting downtown as Goal A has requested. The project contains a fully integrated indoor inter-modal transit center, with enhanced services, connections and amenities, a new bikeshare/locker facility and pedestrian and bike connections through the project. This project incorporates an urban streetscape and thoroughfare experience on both the east and west side of the project connecting all aspects

of the new and existing developments to new community open space features both on Congress Street and Toole Avenue. The Toole Avenue urban open space is adjacent to and connects the Historic Train Depot space which is an underutilized and difficult to access. Maintenance and upkeep of the projects community space will be maintained by the HOA and through Common Area Maintenance (CAM). Additional developed community space at the Historic Train Depot is proposed to be maintained by the BID and paid for through BID assessment of the project. As for the design and features of the open space and public art, we believe the larger community should be included in that process to inform the character of the space.

The design of the project will create a signature destination that integrates the arts, recognizes the community's cultural diversity, includes sustainable/environmentally sensitive design, activates the streetscape, and offers architecture responsive to Tucson's urban historic fabric and views. The project believes that the historic arcade on site is important and it will be maintained and incorporated in the project. The overall character of the design of the project will be a reflection of the arcade and the historic architecture that was and is around the site.

Sensitivity to the needs of downtown neighborhoods, transit users, adjacent properties, and local downtown businesses is an important element of the redevelopment of the site. We believe that continuing the process of stakeholder and community involvement, that the City has already begun on the site, and enhancing that involvement with best practices and a focus on form, will yield a signature project for the community.

Goal B: Transportation and Infrastructure

The main focus of the pre-development study phase of the project was improving surrounding inter-modal transportation circulation and bus rider experience. The result is an adaptable hub that can serve multiple modes of transportation including public buses, shuttles, bicycles, taxi, rideshare and pedestrians while providing seamless connections to and from the project to the modern streetcar,

Greyhound Terminal, parking facilities and Amtrak inter-city rail.

The physical infrastructure access and facilities improvements will enhance the experience for current bus riders and increase the appeal of transit opportunities to new riders. Clean, safe, well lit, thoughtfully designed shaded waiting areas along with bathrooms, seating and retail facilities improves the customer experience. Enclosing the facility and temperature controlling its interior will greatly improve waiting conditions for riders and protect them from the sun and weather conditions. Increased wayfinding, digital real time schedules, ticket access and customer service will improve the operational capacity of the facility. Connectivity to alternate modes of transportation, public and private amenities, new housing on-site, retail and business opportunities, increases the likelihood of increased ridership. All of these attributes combined increase the sustainability and livability of Downtown Tucson and the community at large.

Goal C: Financial and Economic Vitality

The project will be delivered in a timely manner providing a sufficient infusion of private investment to economically benefit public transit, the City's tax base, and downtown revitalization efforts. In addition, the phasing allows for the development of the North Site to only happen after certain benchmarks on the development of the South Site are met. The scale of the South Site, incorporating and integrating a major Mixed Use Development into the existing transit center, assures that the development of the site can only be built in one phase which gives security to the public that the centers operations will not be interrupted or threatened by ongoing construction starts and stops on the site. The project will deliver a centerpiece project for the city, protects transit operations in downtown from threats of moving to other sites, increases direct revenue to the public and encourages development further down Congress Street making connections to areas where most of the private dollars have been spent, to the areas to where most of the public dollars have been spent. The project will incentivize underutilized and vacant storefronts around the project to be activated as it provides residents and additional transit users as consumers to existing and new downtown

businesses.

Goal D: Communication and Participation

The project team is committed to regular, collaborative meetings and communication with the City and other agencies, and community engagement with stakeholders. The goal of the project is to be partners and make sure that the public gets a transit center that truly improves conditions and operations. Section 7 of the RFP further discusses how we believe increase communication and participation in the project will be achieved as it moves forward.

(b) FTA Eligibility Criteria

As a matter of policy, FTA encourages project sponsors to undertake joint development, and promotes the project sponsor's ability to work with the private sector and others to pursue joint development. Strategic, coordinated joint development can enhance the value of both the transit and nontransit, public and private, activities taking place on real property, resulting in an efficient use of real estate, reduced distances between transportation and destinations, and focused economic development for communities.

Criterion One: Economic Benefit

(Page III-3, FTA Circular 70501.1)

An FTA assisted joint development project must either (a) enhance economic development or (b) incorporate private investment. The statute uses the word "or" when describing this criterion (as opposed to "and"), so a joint development project will satisfy this criterion if it produces either effect. In the case of this project, it achieves both criterion.

1. Enhance Economic Development. The project satisfies this criterion by adding economic value to privately or publicly-funded economic development activity in close proximity to the project. The project adds economic value to the surrounding area's economic development activity by reducing blight, increasing transit options and supporting economic activity by providing needed neighborhood retail services and residents to use new and existing privately and publicly funded economic development projects.

2. Incorporate Private Investment. Although there is a portion of the project that will be publicly owned or financed, the majority of the project will be built and financed through private investment.

Criterion Two: Public Transportation Benefit

(Page III-4, FTA Circular 70501.1)

As with the first criterion, the statute provides two ways to satisfy this criterion. The joint development project can either (a) enhance the effectiveness of a public transportation project to which it is related physically or functionally, or it can (b) establish new or enhanced coordination between public transportation and other modes of transportation. We again believe this project achieves both elements.

1. Enhances the Effectiveness of a Public Transportation Project and Is Related Physically or Functionally to That Public Transportation Project. The development will enhance the effectiveness of a public transportation by increasing ridership, providing improved/enhanced wayfinding and by improving access and connectivity to alternate forms of public and private transportation. The project is related physically by being built within or adjacent to public transportation facilities, providing avenues of access that connect to public transportation and by using air rights over public transportation facilities.
2. Establishes New or Enhanced Coordination between Public Transportation and Other Transportation. The project provides a new bike share facility, taxi, shuttle and rideshare locations, and pedestrian and bike connections to and from the project to alternate forms of transportation including the modern streetcar, new Greyhound Station and the Amtrak Station.

FTA Criterion Three: Fair Share of Revenue

(Page III-6, FTA Circular 7050.1)

A "fair share of revenue" is the division of revenue generated from a joint development project that the project sponsor and its partners negotiate and agree that the project sponsor will receive. The fair share of revenue may be amortized over the life of the project. FTA has determined that the minimum threshold for the amount of revenue that the project sponsor

receives cumulatively from a joint development must be equivalent to the amount of the original federal investment contributed to the joint development project. The City has estimated that number to be around \$7 million dollars. The process to decide what is an acceptable fair share of revenue is as follows:

- (a) The City must certify, following reasonable investigation, that the terms and conditions of the development are commercially reasonable and fair to the project sponsor, and that the share of revenues generated for public transportation satisfy FTA's threshold requirement;
- (b) FTA must review and approve the amount and source of revenue; and
- (c) Such revenue must be used for public transportation services. This enhances the ability of a public transportation provider to negotiate for financial benefits in exchange for the benefits it will convey through the joint development.

This project proposes to offer two options for fair share of revenue recovery to the City and FTA. The first is to buy all or part of the land fee simple based on an appraised value. The city can then take the proceeds and spend them as it sees fit to benefit the public transportation system. The developer will have no other responsibility to material participate or be involved in any design, construction or operation of any public transportation element of the project. Examples of this option is the city sells the entire proposed property for appraised value, \$5 million dollars for this example, and takes the \$5 million dollars and builds a new facility on another site. The proposed project would be developed in a similar manner with no transit center in the project. A second example is the City sells the South Site to the developer for appraised value and takes the proceeds and builds a new transit center on the North Site.

The second option for fair share revenue, and the proposal which is the basis of this response, is that the transit center stays on its current site, is enhanced, and the rest of the project is built over and around it with payments made to

the City for the benefit of the public transportation system in three ways. Payment for land value exclusively used for and owned by the development, air rights value for where private development is built over the transit center, and development of the transit center and public improvements. An example of this method is as follows:

- The total site is plus or minus 200,000 square feet.
- The final value as determined by the FTA and the City of Tucson is \$7 Million Dollars (\$35 a foot).
- The project wants to own, develop and occupy 70,000 square feet of the developable site.
- The project wants to leave 130,000 square feet of the site with the City for the transit center and urban open space.
- The Land Value payment would be \$2.45 million dollars paid in accordance with FTA circular 7050.1 Section 5, heading 3 (a).
- The project wants to develop air rights over the transit center and the garage on the site utilizing 95,000 square feet. The value of the air rights is determined using the HUD air rights valuation guide (FTA has no such valuation method) as the air rights being worth \$550,000 dollars.

The developer would design, construct and deliver the center, which would be financed publicly, plus pay \$3 million dollars as fair share of revenue (\$2.45m + \$550k) and land lease/sale payments on a schedule with the City carrying the land. The City would apply those payments towards the center. The City and the public retain ownership of 130,000 of the site and the transit center. The \$3 Million Dollars in land payments plus the improvements to the center and the addition of the parking structure are much higher than the \$7 million dollar FTA recapture valuation and improves the system on site. All of this is subject to the agreement of the FTA and the City.

FTA Criterion Four: Fair Share of Costs

(Page III-7, FTA Circular 7050.1)

A joint development must provide that a person making an

agreement to occupy space in a facility constructed with FTA assistance must pay a fair share of the costs of the facility to the project sponsor. "Person" here includes natural persons as well as businesses. FTA will not attempt to define what amounts to a fair share of the costs of the facility and will not impose a particular valuation methodology. FTA will accept commercial valuation methodologies used by the project sponsor to determine a fair share of the to the public transportation system.

The project does not anticipate the facilities occupied by the private portion of the development to be built with FTA funds or assistance. The project intends to pay its fair share of costs plus pay its fair share of revenue to benefit the public transportation system. If the FTA determines that a project sponsors elements, like the inclusion of the police substation, bus drivers lounge or customer service office must pay fair share of cost or if the private project is deemed to have to an additional portion of costs not directly attributed to the privately financed portion of the project, then the project will work with the FTA to define that portion and provide payment for that portion as determined by the FTA and the City. The most likely scenario is the developer would build and own the spaces and credit the market rent equivalent as an offset against its land payments to the City.

(c) City Plans and Regulations

The project conforms with the following guiding documents used in the preparation of this RFP response:

- Plan Tucson – the City's General & Sustainability Plan
- City of Tucson Design Guideline Manual
- Rio Nuevo Downtown Overlay Zone
- El Centro Redevelopment Plan
- OCR-2 Zoning

Examples from Plan Tucson

Social Environment Goals achieved by the project:

1. A mix of well-maintained, energy-efficient housing options with inter-modal access to basic goods and services, recognizing the important role of homeownership to neighborhood stability.
2. A stabilized local economy with opportunities for diversified economic growth supported by high-level, high-quality public infrastructure, facilities, and services.
3. A safe community and secure neighborhoods.
4. A community whose economic stability and sense of place reflects its commitment to arts and culture and its care for the natural environment.
8. Timely, accessible, and inclusive processes to actively engage a diverse community in City policy, program, and project planning.

Policies achieved by the project:

- G2 Offer opportunities for productive public engagement in City policy, program, and project initiatives from the beginning of and throughout the planning and decision-making process.
- G3 Emphasize interactive participation methods that solicit input from the public and provide feedback to the public on input received and how it was used.
- G4 Increase participation of the traditionally underrepresented populations in policy, program, and project planning and decision-making.
- G5 Address location, transportation, schedule, language, childcare, and other potential barriers to inclusive public participation.
- H1 Evaluate the social, physical, and spatial needs related to housing program design and location, including neighborhood conditions and access to basic goods and services.
- H2 Focus public and private investment on documented housing needs and priorities considering long-term housing supply and demand.
- H6 Take multiple approaches to reduce housing costs and increase affordability.
- H7 Increase access to safe, healthy, and affordable housing

- choices, including mitigating the impacts of foreclosure.
- H8 Address the housing needs of the most vulnerable populations in the community, including those at risk of homelessness.
- H9 Promote safe, decent, and affordable housing and neighborhoods that support aging in place.
- H10 Provide housing, human services, public facilities, and economic development programs to end homelessness.
- H11 Encourage residential development including both market rate and affordable housing projects in Tucson.
- PH1 Pursue land use patterns; alternate mode transportation systems, including multipurpose paths; and public open space development and programming that encourage physical activity, promote healthy living, and reduce chronic illness.
- PH2 Improve access to healthy, affordable food particularly in underserved areas of the city.
- PH8 Support streetscape and roadway design that incorporates features that provide healthy, attractive environments to encourage more physical activity.
- PS1 Identify, implement, and maintain standards for high quality, efficient, and cost-effect law enforcement services.
- PS5 Recognize and strengthen the role of social networks in public safety through increasing lawful activity in public spaces and through information sharing.
- PS10 Pursue design for public spaces and encourage design for private spaces that incorporates principles of defensible space.
- E3 Provide well-maintained public facilities and infrastructure that serve educational activities
- PR6 Foster the integration of different generations and abilities through shared activities and facilities.
- PR7 Emphasize the role of public recreation programs in public safety (preventive) and public health (physical and mental).
- PR9 Develop an urban multipurpose path system that provides mobility options, with recreational and health benefits, to access parks, residential areas, places of employment, shopping, schools, recreational facilities
- AC1 Improve the quality of life and livability of the community

through the arts by supporting avenues for expression and creativity that strengthen and enhance the social, civic, and cultural participation of citizens.

AC3 Implement site specific and neighborhood-scaled development strategies that incorporate cultural heritage and the arts.

AC4 Increase the capacity of and access to buildings and open spaces to expand arts-related activities and public programming throughout the community.

AC5 Support the installation and maintenance of public art throughout the community.

AC6 Target public investment to leverage additional capital for heritage, arts, and cultural activities.

Economic Environment Goals achieved by the project:

9. An economy that supports existing businesses and attracts new businesses to increase employment opportunities, raise income levels, expand the tax base, and generate public and private investment leading to a high quality of life for the community.

10. A local job market that provides opportunities for all Tucsonans to meet their basic needs and pursue career advancement, matched with a well-educated, well-qualified workforce that is able to meet the dynamic needs of businesses and employers.

11. A sustained increase in household income and wages, and a sustained reduction in the poverty rate, especially for Tucson's children, seniors, and disabled residents.

12. A sustainable and diversified economy that maximizes Tucson's strategic location and balances traditional import and export of resources with locally supplied goods and services to meet local demand.

13. A community whose vibrant economy and quality of life benefits residents and attracts visitors.

Economic environment policies achieved by the project:

JW1 Recognize and enhance the three interrelated building blocks of a strong economy: a high quality of life and vibrant urban environment, a skilled and talented workforce, and a diversified, high-wage job market.

JW4 Support and expand entrepreneurship through

partnerships, technical assistance, and incentives.

JW7 Contribute to workforce stability and advancement through support of ancillary services, such as transportation, childcare, nutrition, and healthcare.

RG3 Support the expansion of passenger and freight inter-modal transportation services to better connect Tucson to regional and international markets and destinations.

RG6 Promote Tucson as an internationally recognized center for innovation and creativity in the areas of science, technology, and the arts.

BC1 Recognize that government plays an instrumental role in creating a business supportive climate through investment in public infrastructure and services, through its regulations and policies, and in building public-private partnerships.

BC2 Continue to develop and implement local strategies, services, and incentives to enhance Tucson's business climate.

BC4 Provide assistance and incentives to encourage entrepreneurial efforts and technological innovations that lead to local business development and expansion.

BC5 Foster the success of commercial areas, including downtown; major corridors; and arts, entertainment, and business districts through targeted investment, incentives, and other revitalization strategies.

BC6 Enhance the community attributes that are mutually beneficial to the business climate and quality of life for residents, including a safe environment, recreational opportunities, inter-modal transportation, a vibrant downtown, distinctive neighborhoods, excellent education, primary and secondary employment opportunities, and arts and entertainment venues.

BC7 Brand and market Tucson's business climate by promoting local assets such as the downtown and University of Arizona, the modern streetcar line, Tucson's cultural heritage, diversity, and events; and the outdoor life style and scenic beauty of the Sonoran Desert.

BC8 Support a safe, distinctive, well-maintained, and attractive community with neighborhoods made up of residences and businesses that contribute to Tucson's

quality of life and economic success.

TQ3 Recognize the importance of well-maintained and attractive roadways and gateways in establishing an initial impression for visitors and generating pride among residents.

TQ4 Promote and preserve Tucson's cultural heritage and historic resources, including archaeology, architecture, performance, art, landmarks, and events.

Natural and Built Environment Goals achieved by the project:

20. A comfortable, attractive, and pollution-free environment.

21. Sound, efficient, ecological policies and practices in government and in the private sector.

22. Well-maintained public facilities and infrastructure that support coordinated cost-effective service delivery for current and future residents.

23. A community that respects and integrates historic resources into the built environment and uses them for the advancement of multiple community goals. 24. Strategic public and private investments for long-term economic, social, and environmental sustainability.

25. An urban form that conserves natural resources, improves and builds on existing public infrastructure and facilities, and provides an interconnected inter-modal transportation system to enhance the mobility of people and goods.

Natural and Built Environment Policies achieved by the project:

EC1 Encourage new and existing City infrastructure, facilities, and operations to use best energy efficiency technologies and energy conservation practices and strive for net zero energy facilities.

EC2 Encourage increased energy efficiency in new private building construction and facilitate the transition of new private construction toward net-zero buildings.

EC3 Reduce the urban heat island effect by minimizing heat generation and retention from the built environment using a range of strategies.

GI1 Encourage green infrastructure and low impact development techniques for stormwater management in

public and private new development and redevelopment, and in roadway projects.

WR8 Integrate the use of green infrastructure and low impact development for stormwater management in public and private development and redevelopment projects.

EQ2 Implement a comprehensive strategy and program for brownfield assessment, mitigation, and redevelopment.

HP7 Evaluate the benefits of new development relative to historic preservation in land use decisions.

HP Integrate historic, archaeological, and cultural resources in project planning, and design when development occurs in historic districts.

PI1 Invest in highest priority needs to manage and maintain public infrastructure and facilities that are fundamental to economic development and to sustaining and enhancing living conditions in the community.

PI2 Prioritize major public infrastructure investments in developed areas and for improvements of the existing infrastructure.

PI3 Expand the use of state-of-the-art, cost-effective technologies and services for public infrastructure and facilities.

PI5 Continue to expand and diversify funding mechanisms for the repair, upgrade, maintenance, and service expansion of public infrastructure and facilities.

PI6 Pursue all feasible and allowable funding mechanisms to ensure new development pays its fair share of the cost of growth, and that this funding results in a beneficial use to the development.

PI7 Coordinate with utility companies and other public service providers for the planning of infrastructure, facilities, and services, making sure infrastructure and facility construction is sensitive in design and location to environmental and historic resources.

RR1 Redevelop and revitalize in areas with the greatest potential for long-term economic development by focusing public resources, tools, and incentives to catalyze private investment.

RR2 Focus private and public investments in Plan Tucson Building Blocks (see Exhibits L T-7, pg. 3.144 and LT-8, pg. 3.145).

- RR3 Evaluate brownfield sites, closed public facilities, and underutilized land as opportunities for redevelopment and revitalization, using a multidisciplinary approach to attract new assets and strengthen existing surrounding assets, including neighborhoods, businesses, and historic and cultural resources.
- RR4 Build from existing assets of areas identified for redevelopment and revitalization.
- RR5 Pursue interim uses and/or green infrastructure on vacant and financially distressed properties.
- RR6 Prioritize neighborhood revitalization efforts to focus on those geographic areas with the greatest need.
- RR7 Undertake an inclusive community participation process in redevelopment and revitalization efforts.
- LT1 Integrate land use, transportation, and urban design to achieve an urban form that supports more effective use of resources, mobility options, more aesthetically-pleasing and active public spaces, and sensitivity to historic and natural resources and neighborhood character.
- LT2 Develop City departmental resources and facilitate regular interdepartmental communication for the integration of land use, transportation, and urban design related planning and decisions.
- LT3 Support development opportunities where: a. residential, commercial, employment, and recreational uses are located or could be located and integrated b. there is close proximity to transit c. inter-modal transportation choices exist or can be accommodated d. there is potential to develop moderate to higher density development e. existing or upgraded public facilities and infrastructure provide required levels of service f. parking management and pricing can encourage the use of transit, bicycling, and walking
- LT4 Ensure urban design that: a. is sensitive to the surrounding scale and intensities of existing development b. integrates alternative transportation choices, creates safe gathering places, and fosters social interaction c. provides inter-modal connections between and within building blocks d. includes ample, usable public space and green infrastructure e. takes into account prominent viewsheds
- LT9 Locate housing, employment, retail, and services in proximity to each other to allow easy access between uses and reduce dependence on the car.
- LT10 Support urban agriculture and green infrastructure opportunities in new development or redevelopment when appropriate.
- LT11 Adjust future right-of-way widths of major roadways considering their expected function for all modes of transportation and foreseen improvements.
- LT12 Design and retrofit streets and other rights-of-way to include green infrastructure and water harvesting, complement the surrounding context, and offer inter-modal transportation choices that are convenient, attractive, safe, and healthy.
- LT13 Continue to explore and monitor opportunities to increase the use of transit, walking, and bicycles as choices for transportation on a regular basis.
- LT14 Create pedestrian and bicycle networks that are continuous and provide safe and convenient alternatives within neighborhoods and for getting to school, work, parks, shopping, services, and other destinations on a regular basis.
- LT15 Support the provision of secure storage and of showers and lockers for bicyclists and pedestrians.
- LT16 Reduce required motor-vehicle parking areas with increased bike facilities for development providing direct access to shared use paths for pedestrians and bicycles.

Developer Experience ✓

"Developers considered should be experienced in public/private partnerships, urban mixed-use, and transit-oriented development. They should demonstrate a commitment to transparency, consensus building, and strong/positive government relationships."

Community Planning Process:
Ronstadt Center Site Redevelopment, City of Tucson
Poster Frost Mirto
May 24, 2013



Team 6





Alexander Company projects create new urban focal points and restore glory to important landmarks that define cities. The company has completed several mixed-use “urban renaissance” master-planned developments, incorporating new construction, historic preservation or both. The Company has won numerous industry awards, including the National Preservation Honor Award from the National Trust for Historic Preservation, the 2011 Best Historic Rehabilitation Project Award from Affordable Housing Finance, the 2010 Charles Edson Award from the Affordable Housing Tax Credit Coalition, The Paul Gruenberg Award for Best Adaptive Reuse of a Building and several National Main Street Awards.

Always at the cutting edge of urban revitalization, The Alexander Company continues to set new standards of excellence. With each new development, vision is expanded in the realm of design and new horizons are unveiled in the preservation of historic structures and the rebirth of neighborhoods.

Team

(a) Team Composition

THE ALEXANDER COMPANY DEVELOPER

Locally and nationally recognized for its achievements in urban development for over 30 years, the Madison, Wisconsin based Alexander Company is a national leader in the preservation of historic buildings and the construction and design of architecturally significant new structures. As a master developer, the Company oversees the financing, design, construction and property management of developments in-house, providing a diverse team of experts and single source of accountability for owners, investors and partners.



Randall Alexander

As the founder of The Alexander Company, Randy oversaw the development of over 250 structures, both new and historic. Among the Company’s notable accomplishments in historic preservation are the conversions of abandoned schools, mothballed factories, turn of the century high rises, train stations, hotels, and a multitude of downtown buildings into high quality apartments, condominiums, hotels, restaurants and commercial buildings. Randy stepped down as CEO in 2015, however he continues to play a consulting role as a procuring development project manager.

Matt Meier

Vice President of Real Estate Development

Matt is responsible for all aspects of development for selected projects from initial feasibility analysis through completion and lease-up including the procurement of all required debt and equity financing. With over 20 years of experience, he has successfully completed a variety of award winning urban revitalization projects that consist of historic preservation, new construction, or both. He has specialized expertise in innovative financing techniques and public economic development tools including the use of tax-exempt bonds, Low Income Housing Tax Credits, Historic Tax Credits, New Markets Tax Credits, TIF/Tax Abatement, and various government loan programs. As Vice President of Real Estate Development at The Alexander Company, he has been directly responsible for completing multiple master planned development projects with budgets in excess of \$100,000,000, throughout the United States.

OASISTUCSON, INC. **DEVELOPER**

OasisTucson Inc. (OT) is a local land development company focused on bringing the Tucson back to Tucson. OasisTucson has actively developed over 20 properties and their sister company, Mesquite Homes, has built over 80 homes in Tucson. Current projects include Fagan Ranch which includes 600 home sites, 20 acres of commercial, a school site and over 30% open space. On Mt Lemmon OT funded and created the Sawmill Restaurant and has two adjacent projects including the Ponderosa with 18 condo units. Currently OT is a partner with The Freshwater Group in developing a 400-bed Continuous Care Retirement Community located on Sabino Canyon Road, which will commence construction in summer 2016.

Within Downtown Tucson, OT partnered with Aleks Istanbulu, City of Tucson, Parkwise, the University of Arizona and Capstone Development to create Plaza Centro and the Cadence. This was the first ground up mixed use development in over thirty years in downtown Tucson and created the eastern gateway of downtown Tucson. As Stephen Paul

stated in an Daily Star op-ed, "The best example of how a developer can bring life to a street is found on East Congress Street, where the developers of The Cadence student apartments and Plaza Centro parking garage created the most stimulating new one-block commercial area in Tucson through their choice of street-level urban planning and mix of dense residential, retail and restaurant uses. More of this type of "intentional connectivity" would inch Tucson closer to being considered a serious city."



Jim Campbell

Jim has over 30 years managing companies and succeeding within highly volatile industries. Prior to OasisTucson, Jim worked ten years for Schlumberger Services starting at the field level and working his way to managing the largest sales office within his division. In high technology Jim as President grew a consulting company, The Application Group, from less than 50 employees to over 1,000 employees with annual revenues greater than \$100M per year. At Ventaso, Jim again grew a small company from less than 15 employees to over 150 employees and helped created a market segment known as Sales Effectiveness. At OasisTucson Jim drives the vision and direction of the company. He prides himself in being collaborative with all the stakeholders of a project and bringing people along to create a definitive winning project. As President of three separate companies in three distinct industries Jim has repeatedly created effective teams to execute on a defined vision and delivered results that exceeded expectations.

ALEKS ISTANBULLU ARCHITECTS, INC. **URBAN PLANNING AND ARCHITECT**

Aleks Istanbulu Architects is an architectural studio producing work at a variety of scales and project types. Our balanced practice allows us to design projects that address the complexities of urban settings while prioritizing the tactile, functional and aesthetic needs of residents and pedestrians alike. Our work integrates this sensibility with authentic consideration of the community as well as attention to costs. We are known for developing integrated urban spaces that organically “disappear” into the cityscape and are quickly possessed by city dwellers as critical and inherent to their way of life. Our high ratio of built projects demonstrates our realistic approach to design as well as our experience in guiding projects through the construction process.

AI Architects has held three contracts in Tucson since 2005, collaborating with a multitude of stakeholders, design and engineering firms from public and private sectors:

- Urban planning and design architects, 4th Street Underpass Masterplan +Infrastructure - client: City of Tucson, D.O.T. + Oasis Tucson
- Architects for “Centro” Parking Garage - client: City of Tucson (Ankrom Moisan designed Cadence building)
- Urban planning and architectural consultants, “Cadence” student housing (Ankrom Moisan designed building) - client: Capstone Developments.
- Mixed Use Housing Development, Van Nuys: 218,500 SF Housing, Community Spaces, Retail, Parking, 12.7-acre Park
- Mixed Use Housing and Commercial Center, Culver City: 85,000 SF Retail, Offices, Non-profit campus, Multifamily Housing
- Commercial Block Renovation, Los Angeles: 200,000 SF retail, including pedestrian and vehicular traffic improvements

Aleks Istanbulu, AIA, Principal

Aleks combines a passion for the expressive potential of form and materials with a commitment to the efficient articulation of structure, program and detail. He has had his own firm for more than 27 years, during which time he has enjoyed

both an independent practice and successful collaborations with other design professionals. His projects have been recognized with awards and publications at the national and international level. A strategist among architects, he excels at finding the most elegant, holistic and economically viable solution for his clients.

Aleks has gained intimate knowledge of the City of Tucson’s standards, regulations and processes through his various contracts in the past 10 years.

Understanding the complexity of urban design is inherent in Aleks’ international background. From his native Istanbul and his early education in the historic cities of Switzerland, he went on to matriculate from both the undergraduate and graduate and architecture programs of the Illinois Institute of technology. Prior to opening his own practice, Aleks was a senior designer and associate at the Chicago office of Skidmore, Owings and Merrill (SOM). As principal of Aleks Istanbulu Architects he takes a hands-on approach to every project, evolving each design into an individual aesthetic and functional whole in close collaboration with our team. This results in buildings that are inherently sustainable and emotionally evocative.

Aleks Istanbulu is a registered Architect in Arizona.





FRONTIER GROUP, LLC

HISTORIC AND CONTEXTUAL ANALYSIS

Frontier Consulting Group LLC, a firm established in 2008, is involved in variety of historic preservation projects in Southern Arizona. With a mission to advance thoughtful approaches to preservation, Frontier Consulting Group has developed multiple context studies and national register nominations as part of redevelopment and adaptive reuse plans. Clients have included the DeGrazia Gallery in the Sun, the City of Tucson and numerous development groups.

Demion Clinco

Demion Clinco, CEO, also serves as the Executive Director of the Tucson Historic Preservation Foundation, assuming the roll in 2015 after six years (2008- 2014) as board president. Clinco is a former member of the Arizona State House of Representative (2014-2015) and served on the Financial Institutions and Government Committees. He served from 2007 to 2014 as the mayor's appointment to the Tucson-Pima County Historic Commission and has been involved in local, state and national public policy issues related to Historic Preservation and Cultural Resources. In 2011 Clinco developed and launched Tucson Modernism Week and has authored multiple publications and articles. Since 2010 has served as the Arizona State Advisor to the National Trust for Historic Preservation assuming the roll of Vice Chair in 2014 representing the western region. Clinco is a graduate of Occidental College in Los Angeles, with a B.A. in Art History, cum laude and he completed postgraduate work at Istituto Marangoni in Milan Italy.

Clinco is a member of the Board of Directors of Archeology Southwest, the Arizona Preservation Foundation, and is a founding member of the Arizona Vintage Sign Coalition. Clinco has served on numerous foundation boards including as a trustee of St. Gregory College Preparatory School and a member Sothern Arizona Leadership Council. He is a member of the 2014 Next City Vanguard class and a Flinn Brown 2013 Fellow. Clinco has received numerous awards in the field of preservation and heritage, and has presented thought the country on heritage and preservation topics.

NORRIS DESIGN

PLANNING AND LANDSCAPE DESIGN

Norris Design is an award-winning planning and landscape architecture firm that has been creating lasting impressions on communities around the world for over 30 years and for a decade in Arizona. Norris Design has a diverse background in community and amenity-based planning, urban design, park and recreational design, strategic planning and needs assessments, public participation, mixed-use master planning and environmental design, roadway projects and pedestrian, bike and trail master planning. Norris Design has successfully completed projects for numerous local municipalities, state and federal agencies. Our creative and well-rounded staff excels in process-oriented design, strategic planning, graphic presentations, GIS inventories, renderings and 3D computer visualizations keeping us innovative, versatile and ahead of market demands.

Norris Design is sensitive to the environment and encourages principles of sustainability and the preservation of natural resources. We are dedicated to providing our clients with the knowledge, education and implementation of green building strategies. Nearly 50% of our planners and landscape architects are LEED® Accredited Professionals.

We approach each project by understanding its needs and goals and developing a relationship with clients. Our project-based teaming enriches one another as well as the work we produce. Norris Design incorporates a design process that ensures success and minimizes project risk. Foremost, we listen to our clients and ultimately provide the best overall value to them through communication, guidance, hard work and dedication.

Stacey Weaks, PLA

Stacey Weaks is a landscape architect with a diverse background in land use vision planning, community planning, mixed-use master planning and urban design. Stacey has been involved in the facilitation of public consensus building for land use and recreational planning. Stacey is a graduate

of Colorado State University and started his professional career in Cincinnati, Ohio. In 2002, Stacey joined Norris Design in Denver. Stacey founded the Tucson office for Norris Design in 2004. He is managing partner of the Tucson and Phoenix offices for Norris Design. Stacey is experienced in the coordination of project teams and working with local jurisdictions, creating solutions that work for all stakeholders. He brings enthusiasm and fresh ideas based upon balanced design and planning solutions to every project.

PROFESSIONAL REGISTRATIONS

CLARB Certified, #1948

Registered Landscape Architect, Arizona, #41539 / Ohio, #1008 / Colorado, LA-609 / Texas, 2729 / California LA-5739 / New Mexico, 490

LEED® Accredited Professional

REPRESENTATIVE PROJECT EXPERIENCE

Plaza Centro / Cadence, Tucson, AZ

Downtown Streetscape Planning, Tucson, AZ

1010 Lemon, Tempe, AZ

Colliers Center Renovation, Phoenix, AZ

Sentinel Village (New Armory Building), Tucson, AZ

Morenci Community Center, Day Care & Town Center, Morenci, AZ

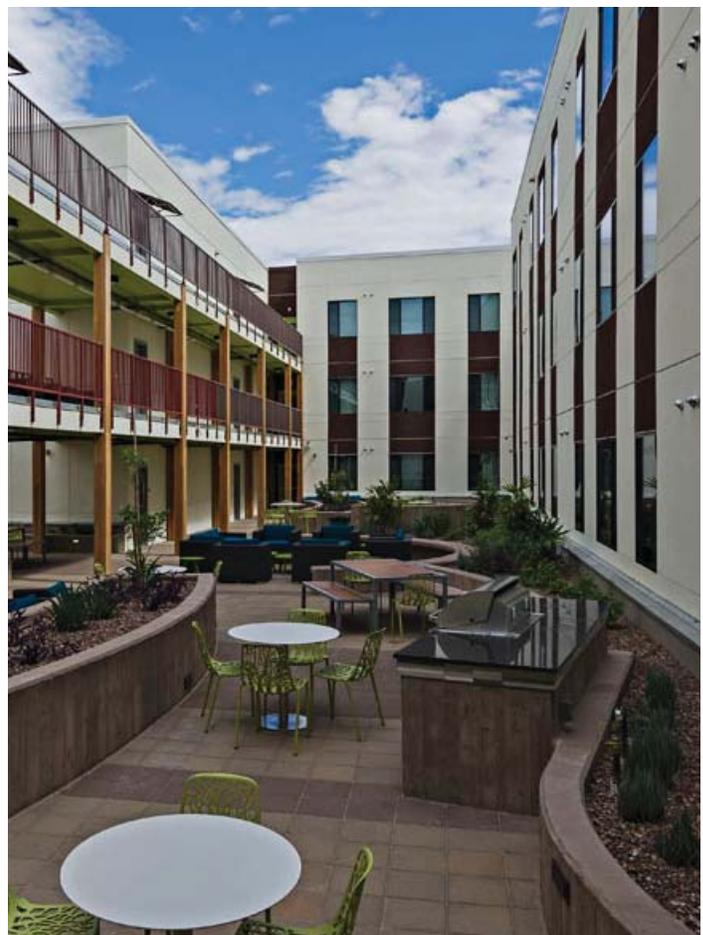
Blue Moon Community Garden/Tucson House, Tucson, AZ

Jacome Plaza, Tucson, AZ

Toole Avenue Streetscape, Tucson, AZ

201 N 4th Ave, Tucson, AZ

The Bridges, Tucson, AZ



TOFEL CONSTRUCTION **CONSTRUCTION**

Tofel Construction is a hometown Tucson-based general contractor who builds not only in Tucson, but throughout Arizona, New Mexico and Southern California. We have specialized in multi-family construction since 1998 and have now completed 105 projects comprising over 10,000 units and valued at over one billion dollars. This includes urban infill/structured parking, garden style and low-rise projects.

Over ninety per cent of our projects are negotiated wherein we serve as an integral member of the design team providing key input regarding construction methods that pay close attention to value, form, purpose and function of the final product. Our company structure is organized to be involved long term to assure close support from project inception to construction completion. We are considered by our developer clients as key factor in the success of their projects.

The Tofel Team:

Key members of our team have been with us for anywhere from 12 to 32 years specializing primarily in multi-family product, but also with retail, commercial, industrial and single family residences. These include the following:

Steven L. Tofel, President and Founder

Mr. Tofel is the President of Tofel Construction located in Tucson, AZ. With over 32 years experience in the construction business, Mr. Tofel has led Tofel Construction to become one of the preeminent multifamily general contractors in Arizona and New Mexico. After beginning in custom homebuilding, professional office, retail, industrial and medical segments of the industry, Mr. Tofel moved the Company to its specialty niche in apartment construction in 1994. This specialty was further segmented into market-rate, student, senior and affordable products, with affordable housing accounting for over 70% of Tofel Construction's current business. As such, of the over 100 apartment projects and over 9,600 units completed by Tofel Construction throughout Arizona and New Mexico, over 90 projects and approximately 6,000 units are classified as affordable. Past and present customers include over 20 statewide and national non-profit organizations.

Tofel Construction prides itself in maintaining a high-technology production construction operation. Although Tofel Construction develops no projects itself, Mr. Tofel is active in many other aspects of the affordable housing industry including marketing, finance, and legislative issues.

Richard M. Tofel, Secretary, CFO and Founder

Mr. Tofel is the C.F.O. of Tofel Construction and holds an Arizona real estate broker's license. He holds the office of secretary of TA Construction Company and is CFO of Tofel Construction LLC. He oversees all financial operations of Tofel Construction.

Mr. Tofel graduated from the University of Arizona in 1964 with a Bachelor of Science degree in Aerospace Engineering, and was a member of the first ever graduating class in this field. Following graduation, Rich worked for over 5 years with McDonnell Astronautics Division of McDonnell Aircraft Company (now Boeing) on both the Gemini and Skylab space programs.

In 1969 Mr. Tofel started a career in real estate brokerage, development, and construction which led from Vail, Colorado, to Tucson, Arizona. His experience in this phase of his business career included fiscal and personnel management of a real estate sales and management company, sales training, and direct sales. In developing shopping centers, office buildings and subdivisions, he gained additional skills in dealing with governmental regulations, financing, and management of projects. Mr. Tofel joined his brother, Steve, in forming T.A. Construction Company, Inc. to build several projects in Tucson.

James B. Tofel, Vice-President of Development

Mr. Tofel graduated from the University of Arizona in 1991 with a Bachelor of Science degree in Electrical Engineering. Following graduation, he worked for Accenture (formerly Andersen Consulting) for over eight years specializing in financial reporting and accounting systems. His project experience includes Microage Computers, the Dial Corp, Hunt-Wesson, M&M Mars, Kal Kan, PacifiCare, the United Nations Drug Control Program (UNDCP), the United Nations

High Commissioner for Refugees (UNHCR) and United HealthCare. Following Accenture, Mr. Tofel worked at Cadence Design Systems where he led a \$35M customer relationship management project.

Mr. Tofel joined Tofel Construction in 2002. He started as a field superintendent and has worked in the Estimating Department since 2003. Since joining the Estimating Department, Mr. Tofel has worked with developers, architects, engineers, and subcontractors on over 100 projects. His responsibilities include developing preliminary budgets, assisting in the project design, performing plan reviews, value engineering, bidding projects, and coordinating with governmental agencies.

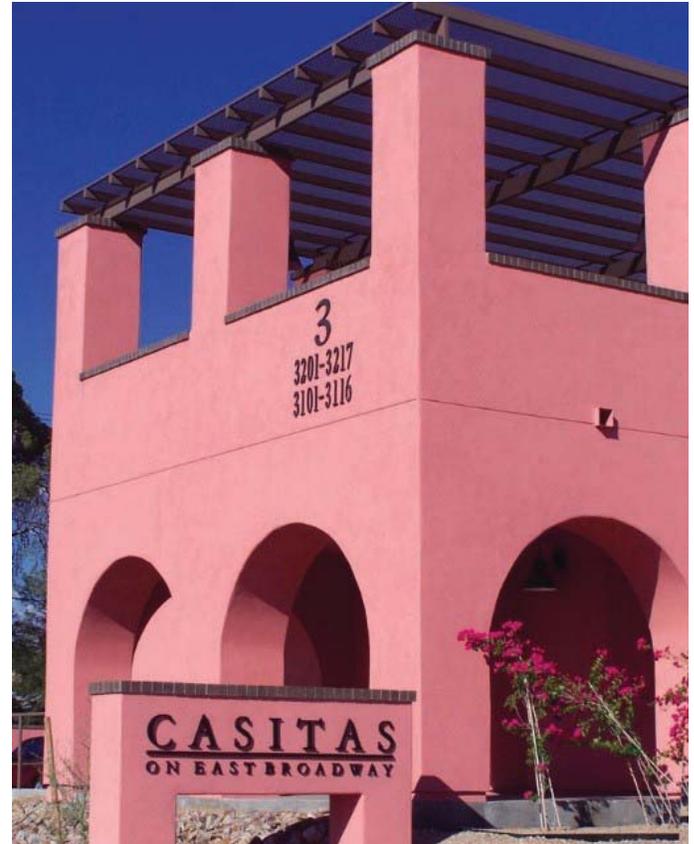
David Z. Dent, Vice President of Operations

Mr. Dent graduated from the University of Arizona in 1997 with a bachelor's degree in materials science and engineering. Prior to completing his coursework, he had started two small companies. Mr. Dent worked in the field of materials research for three years as an undergraduate research assistant at the Arizona Materials Laboratories and for three years as an engineer. He worked on everything from optical thin films to vacuum casting and processing of high-temperature and high-performance ceramic composites for the aerospace industry. He is a co-author on five peer-reviewed, published papers, and he is co-inventor on a U.S. Patent.

Mr. Dent accepted the opportunity and made a career change into the construction business by joining Tofel Construction in October 2000. He has moved rapidly through many assignments, from assisting upper management, to assistant superintendent and then superintendent. From October 2003 to July 2005, he created and headed up Tofel's Development Services Department, handling all estimating and project development coordination with customers that resulted in estimating over \$200 million in successfully completed work built.

From 2005 to 2010, Mr. Dent went from project manager to Senior Project Manager, responsible for over \$100 million in completed work. In January 2014, Mr. Dent was promoted to

vice president of operations, and he currently supervises all project managers and superintendents.



STRUCTURAL GRACE INC.

TRANSPORTATION/STRUCTURAL

Structural Grace, Inc. (SGI) is a local structural engineering firm specializing in structural engineering, construction administration, special inspections and construction surveying for transit and transportation projects. Headquartered in Tucson with an office in Phoenix, Structural Grace has extensive experience providing structural design services for vehicular bridges, urban and rural traffic interchanges, pedestrian bridges, retaining and sound walls, and specialty structures throughout Arizona. Structural Grace, Inc. is well-versed in City of Tucson and Pima County standards and has an outstanding record of service on their projects. Over the past 15 years, Structural Grace has been involved in the design and study of numerous local structures.

SGI has provided design services on 10 transit projects, initiating with the design of the retaining walls and abutments for the Tempe Town Lake Bridge in 2003. SGI served as the structural engineer for the design of three light rail transit stations, artwork foundations and TPSS and Signal Building foundations for the 3.2 mile Northwest Extension and as the structural engineer for the design of the reinforced concrete track slab and four light rail transit stations for the 3.1 mile Central Mesa Extension.

Since 2003, Structural Grace has provided high quality structural design, construction management, construction administration and inspection services for transit projects. We played several critical roles on CP/EV and were integral to the success of the 20-mile light rail starter line. From 2003 through 2010, SGI held six contracts with METRO, including providing construction administration and inspection services for the award-winning Tempe Town Lake Bridge (2007 ACEC Engineering Excellence Grand Award – Construction Management). SGI also provided construction administration and inspection for the Tucson Streetcar for the City of Tucson.

Structural Grace, Inc. is a certified DBE through the Arizona Unified Certification Program (expires August 2018) and

SBE through City of Tucson (expires August 2018).

James Glock, PE

Jim has over 30 years of experience in managing and directing large scale transportation projects. He previously served as the Transportation Director for the City of Tucson for over nine years, retiring in December 2011. During his career at the City of Tucson, he was involved in the planning, design and/or construction of numerous transportation structures. Jim has a good understanding of the City's standards; he knows the process of making a project successful. Jim frequently manages quick turnaround projects and is adept at managing workloads to accommodate simultaneous milestone deadlines.

Jim was responsible for directing and managing all activities associated with the Tucson streetcar in his role as the Director of the Tucson Department of Transportation from its initial conceptual development efforts in 2004 through construction document preparation in December 2011. He provided direct supervision and leadership over the project in-house personnel and consultant team in accordance with Federal Transit Administration policies and procedures. He addressed Tucson's congressional delegation with the City's Washington D.C. lobbyist in support of the project funding initiatives. Jim also served as the City's representative on the regional/intergovernmental transportation planning committees that provided funding for the project and oversaw the project's community outreach programs and public involvement efforts.



MATHIEU ENGINEERING

TRAFFIC ANALYSIS

Mathieu Engineering Corporation (MEC) is a professional civil engineering firm founded in January 2003 that specializes in Traffic Engineering, Traffic Impact Analysis Reports, and ADOT Permit Expediting Services. MEC provides comprehensive civil engineering, transportation engineering, and traffic impact analysis to government and private organizations throughout Arizona. Additional services offered by MEC include traffic signal design and pavement marking and signing plans.

The president of the firm, Michael (Mick) Mathieu has over 30 years of local experience working on a variety of transportation projects within the Tucson area. Current and past clients include the City of Tucson, the City of Nogales, the City of Sierra Vista, the City of Casa Grande, the Town of Marana, the Town of Oro Valley, the Town of Sahuarita, ADOT, Cochise County, Pima County, Pinal County, Santa Cruz County, and a number of private organizations.

Mick Mathieu, PE

Mick uses his experience to think about projects with a creative and innovative mind. He is an expert in traffic operations, traffic analysis, and roadway engineering to improve multimodal safety and efficiency. He has managed challenging transportation projects throughout Tucson and Southern Arizona. His skills include project management, consultation, team coordination, and reporting.

Mick's areas of design experience in transportation include horizontal and vertical design, geometric layout, pavement design, site circulation plans, traffic signal design, pavement marking and signing design, traffic control plans, construction phasing plans, cost estimates, Special Provisions, Traffic Engineering Reports, Traffic Impact Analysis Reports, coordination with sub-consultants, utility coordination, and quality control of design plans. As such, Mick has developed professional relationships with numerous agencies including Sun Tran.

Mick's knowledge of traffic operations and analysis has created thoughtful, performance-based solutions that fulfill a variety of transportation needs for numerous developments. He specializes in site access issues for developments, vehicle circulation issues within developments, vehicle access to and from developments, and the effect of the development on the surrounding roadways.

He is a Fellow of the American Society of Civil Engineers and a Member of the Institute of Transportation Engineers. Mick also shares his experience with young engineers as an Adjunct Lecturer at The University of Arizona.

His relevant experience includes:

- The Lemay Academy of Excellence
- Marana Main Street
- El Corridor
- Broadway Village
- Various QuikTrip locations
- El Portal de Oeste



GORDLEY GROUP **COMMUNICATIONS**

Founded in Tucson in 1991, Gordley Group is known throughout southern Arizona for its highly successful collaborative approach to community involvement. The firm's team of 10 communications professionals applies their substantial experience to engaging the public in a full range of nonprofit, private and public sector projects. Its track record of success is reflected in hundreds of projects, many award winning, across more than 50 Arizona jurisdictions. Gordley involvement in dozens of City of Tucson projects demonstrates innovative, transparent and efficient efforts that ensure a process where both the needs of the public and the City can be better met. Gordley is highly effective in gauging and addressing public perceptions and concerns, helping to facilitate better decisions with increased public understanding and support.

The firm's public involvement services include community perception and preference research, strategic communications plans; community relations; media relations, meeting facilitation; meeting, workshop and event planning and staging; bilingual communications; and media, public speaking and public involvement training. Creative services include branding; multi-media design and production; website design, and social media strategies and implementation.

The firm's experience involving the public in various transit, facilities, mixed use and master planning projects has resulted in addressing a variety of issues including visual, noise, environmental, multimodal transportation, property values, right of way, business, access and safety. Gordley's focus on positive outcomes for all has helped increase the level and success of public involvement in recent local and regional planning, design and construction projects including multiple projects for SunTran.

The Gordley team is adept at putting technical information into easy-to-understand, clear and compelling language. Bilingual staff assure that members of the public more comfortable speaking Spanish, have that option. Gordley

has successfully completed numerous efforts that fall under a multitude of various governmental regulations, guidelines and laws including Federal Transit Administration regulations, Title VI and National Environmental Policy Act.

Staff members are certified in various aspects and levels of public participation by the International Association for Public Participation (IAP2). Gordley Group is a woman-owned business and is SBE-certified with the City of Tucson and DBE-certified by the Arizona Department of Transportation.



Jan Gordley

With 40 years of public involvement, marketing and communications experience, Jan is an accomplished professional who has designed, directed and implemented a wide variety of award-winning public participation plans incorporating community and stakeholder involvement for hundreds of public-works projects. Jan's long-term history and vast experience working within Tucson and southern

Arizona has given her the opportunity to generate long lasting and trusted relationships. She builds support by effectively connecting clients with elected officials, businesses, neighborhoods, community leaders and the community at large. Jan holds International Association for Public Participation (IAP2) certifications in planning, communications, facilitation and methods and actively uses the best practices identified by IAP2 for public outreach and involvement. Known for her analytical, yet sensitive, innovative and inclusive collaborative approach, Jan relevant experience includes:

- SunTran outreach and marketing projects, City of Tucson
- SunTran Bus Facility Master Plan, City of Tucson
- On-Call Public Participation for City of Tucson Office of Integrated Planning, Department of Transportation, Environmental Services Department, Tucson Water
- High-Speed Transit Study; PAG
- Tucson International Airport Master Plan Update, Tucson Airport Authority
- Houghton Road Corridor, multiple projects; Tucson Department of Transportation
- Regional Transportation Authority Plan; Pima Association of Governments (PAG)
- I-10 Widening; Prince Road to 29th Street; Arizona Department of Transportation
- Ak-Chin Indian Community Transit and Non-Motorized Transportation Study; ADOT
- El Paso & Southwestern Greenway; City of Tucson
- Joint Courts Complex; Pima County Facilities and Cultural Resources Departments
- Mission San Agustín Complex Master Plan; City of Tucson
- Marketing, Communities of Civano, Academy Village, La Posada
- Esmond Station Regional Park Master Plan, Pima County

Alice Templeton

As Gordley Group's Community Relations Director, Alice brings people and ideas together to help connect clients with their communities, foster mutual understanding, and create projects that are community supported and provide lasting value. She uses her decades of experience in high-stakes and challenging public works projects and superb communication skills to strengthen projects. Alice strategizes with clients, designs community relations and communications plans, and follows through with expert implementation. Her project management expertise and skills have influenced the gamut of large-scale public works and development projects. A native Tucsonan and Spanish speaker, she is a highly effective facilitator who has cultivated long-term relationships with many southern Arizona stakeholders. Alice holds certificates in public participation planning, communications and techniques from IAP2. She has also received training in building collaboration into the National Environmental Policy Act (NEPA) process from the U.S. Institute for Environmental Conflict Resolution. Alice's relevant public involvement experience includes:

- Civano Multi-use Parcel Public Involvement, City of Tucson Office of Integrated Planning
- SunTran outreach and marketing projects, City of Tucson
- On-Call Public Participation for City of Tucson Office of Integrated Planning, Department of Transportation, Environmental Services Department, Tucson Water
- Tucson International Airport Master Plan Update, Tucson Airport Authority
- 2014-2037 Regional Transportation Plan (RTP), Yuma Metropolitan Planning Organization (YMPO), Yuma County
- Costco Drive Reconstruction and Business Outreach, Town of Marana
- General Plan Update Public Involvement, Town of Oro Valley
- Avra Valley Transmission Main Route Investigation and Analysis Study, Tucson Water, City of Tucson
- Southwest Infrastructure Plan, Pima County

(b) Organizational Chart



*Tucson-Based Company

(c) Team Member Projected Availability

The Development Team, Alexander Company and OasisTucson, are committing Principals to the project. All subcontractors and consultants have pledged their principals identified in the team bios and the support staff of their firms to the project as needed by the needs of the development team to assure that the project is delivered on time and on budget with the best minds of the team working directly on the project. Team membership may change or adjust based on negotiations with the City and final timelines realized.

Ongoing Dialogue ✓

"The needs of the downtown neighborhoods should (be) paramount in the redevelopment. Developers, Sun Tran, and the City of Tucson must commit to ongoing dialogue and negotiation with neighborhoods."

Community Planning Process:
Ronstadt Center Site Redevelopment, City of Tucson
Poster Frost Mirto
May 24, 2013



Public Engagement

7





Public Engagement

(a) Communication and Outreach Plan

Public input, understanding and support is important to significant development projects and much has been learned from the extensive input provided to date by key stakeholders such as the Downtown Tucson Partnership, the Bus Riders Union, downtown neighborhoods, storefront businesses, the University of Arizona and inter-modal interests. We will provide for continuous and varied opportunities and methods to hear from groups that have been involved over time in the planning of the Ronstadt Transit Center development. We will also include and provide input opportunities for those not previously engaged, including those from the greater Tucson area that the Ronstadt Transit Center serves and whom the accompanying downtown development will benefit.

The timing of the outreach would correlate with development milestones. Contact with key stakeholders will be established early and maintained throughout the development period. We recommend first connecting with stakeholders individually to further grow relationships, followed by contact through small group meetings. Input, recommendations, concerns and solutions gathered during contact will be regularly documented, reported to and discussed with the project team. Exact public involvement plans and tactics would be defined and finalized through collaboration between the City and the team, resulting in a strategic public involvement and communications plan to define and guide all public information and engagement.

There are several projects in progress throughout the area. To help the community and key stakeholders focus on this particular effort, the team will start with a public education component that would focus first on clarification of the goals and parameters of the development to increase understanding and how the public can best participate. Clearly defining and separating what the community and stakeholders can influence—and what they can't—will help increase efficiency and reduce frustration for both the public and the team. The team will seek to balance input that ranges from those who are seeking solutions to current needs and feel that the development is a way to meet those needs, to those who believe this development is an opportunity to be visionary and focus on what the development will mean to the future. What can't be influenced in this project includes the development decisions and parameters already established and finalized. Defining the appropriate path for comments that don't pertain to this project or phase will keep individuals from feeling "dead-ended." Placing an emphasis on disseminating clear and correct information, listening, and a process of reflecting that the public is being heard and their input is being considered, will be the basis for public involvement.

The team will utilize its strong and positive relationships with the community to build upon past outreach efforts. There are a number of methods and social-media-based interactive platforms for keeping the public informed about

and engaged in development plans. The team will work with the City to select the most appropriate of these platforms to keep the entire community up-to-date, in the conversation and to build support for the development. Additional diverse and non-self-selected engagement can be achieved through the use of intercept surveys at Downtown events. Additional engagement can take place and information be made available through onsite pop up meetings, public postings in the area and regular press releases.

(b) Public Advisory Committee Participation

Should the City decide to pursue development of a Project Advisory Committee or similar structure, our team will utilize its decades of experience successfully keeping advisory committees productive to advise, plan and facilitate committee composition and meetings. While respecting the work past advisory committee members have contributed to the effort, recruiting and adding new committee members would help gain fresh perspectives, balance and representation from the wider community.

The team's connections and history working with a variety of City departments, organizations, interests and officials will provide for ease and efficiency when meetings with those interests are beneficial. Overall, the team will work with the City to provide advice and logistical support toward securing proactive public participation and productive participation in a transparent and effective way that meets the development's strategic goals and the community's needs.

(c) Meeting Participation

Team members will attend meetings with City staff, City Council, and other City entities as needed.

Incentives Needed ✓

"The real estate deal that emerges from this process will not be easy and it is likely to be high-risk. It will require substantial pre-leasing. It will also require substantial incentives by the public sector to reduce risk. Incentives will need to be aggressive. The best incentives will be programmatic, regulatory, financial and political. Actual cash investment of public funds will be more difficult to undertake in the current tight budget and economy."

Community Planning Process:
Ronstadt Center Site Redevelopment, City of Tucson
Poster Frost Mirto
May 24, 2013



Business Plan & Financial Capacity

8





Business Plan & Financial Capability

(a) Partnership

It is the intention of the team to be a long term partner in the development and operation of the project. Any purchase and lease agreement will include proper controls for the FTA to be assured that the property will function as its originally authorized purpose and with deed restrictions, covenants and easements to allow permanent access to the property for transit customers and transit employees. As different elements are being developed with parts of the project open, it is vital that the development team and stakeholders on, in and around the site are in constant communication about construction activities and the effects those activities have on businesses and the public. When the project is fully

constructed and opened, communication will be centralized through a working group comprised of the HOA, Commercial Tenants, City of Tucson, Park Tucson, Sun Tran's Operator and other stakeholders to assure that any issues can be addressed corroboratively.

(b) Site Conveyance

The preferred method of site conveyance is fee simple sale of land or development pads where appropriate, long term land lease of air rights where appropriate and cross access easements for both the public and private portions of the land, where appropriate. The payments would be made on a fixed schedule as described in FTA Circular 7050.1. The South Site is the initial focus of the proposal and we believe the North Site should be held by the City until certain development benchmarks or timeframes are met. We believe that the transit center should stay in public ownership and public operation.

The land and air rights will be conveyed to single-purpose limited liability companies that will control the air rights, raise private equity and debt, and contract for the private improvements. The form of ownership will either be in the form of a condominium or a capital lease of sufficient duration to justify the contemplated investment. The form of ownership and specific terms of the ownership documents, whether condominium documents or lease agreements, will be subject to consent and ultimately must be approved by the lenders and investors for the project.

(c) Business Plan

The proposed project is structured as a public/private partnership with the Developer buying a portion of the land and air rights offered by the City (projected at 25% of what was offered), developing a mixed use program with retail, transit uses, public services, urban open space, affordable, market rate and workforce housing and design/building a publicly financed garage and publicly financed inter-modal center paid for through revenue generated by the project rather than existing transit revenues or existing general funds. Based on

our due diligence and experience, the proposed project is only financially viable if the public elements can be financed through project revenue and if the \$3 million payment for of the land used and the air rights over the center can be paid on a schedule such as is allowed by the FTA.

The focus of the proposal and the following figures are for the South Site (current Ronstadt Center) only. The North Site is conceptual and the Developer would only have the opportunity to develop the North Site based on performance on the South Site, which all elements are projected to be privately financed. The \$3 Million Dollar valuation for the land and air rights, described in the FTA Criterion Three: Fair Share of Revenue section on pages 54 and 55 of this RFP response and is the offer for both sites. If the developer is unable to perform on the South Site, the City could sell that site to a third party for additional revenue to benefit transit.

The public components of the project are estimates based on the plans presented and benchmarks of similar public facilities built in the United States over the past 5 years. The costs and components of the garage and the inter-modal will be driven by public and stakeholder comments and the final design by the City. We estimate that the public road work, streetscape and utility work in the right of way to cost an estimated \$1.25 million dollars. We estimate the inter-modal centers white shell cost to be approximately \$2.86 million and finishes to the space to be approximately \$1.28 million (including the 3,200 square foot public retail portion). The estimated City of Tucson portion of the project would be \$5,390,000. The estimated garage cost of the project is \$7.266 million. We will be requesting that Rio Nuevo participate in the facilitation and financing of the garage in the same structure as the AC Hotel.

The total public portion of the project is estimated at \$12,656,000 dollars. The total private portion (not including the North Site) is estimated at \$36,976,800 which is 3 to 1 leverage. \$12,656,000 dollars borrowed at HUD rates for Section 108 assumed at 4.5% (most recent sale was 3.71%) would yield a debt service payment of \$833,000 a year. The average project revenue to the public of the first three years

is approximately \$1.3 million annually. Project revenues (sales tax and lease payments) more than adequately pay for the public portion of the project at a minimum debt service coverage of 1.56 assuming the public portion is entirely paid for out of Section 108 funds or a similar public finance program not tied to the City's General Fund. If other funds are available, such as cash on hand from Rio Nuevo, grant programs from the federal government or new market tax credit, the public's portion of the financing will be stronger.

Research/Market Demand Data

The FTA seeks data such as current and fair market value of the FTA asset being contributed, current and fair market value of the complete asset, general market conditions of the region area, current and planned economic development activity for the area, project site conditions, estimated total costs of the joint development project, anticipated overall revenues from commercial housing other components generated by the joint development project, to help make their decision on whether to approve a joint development proposal. Some of this information will also be requested by the City as part of their third party incentive request valuation study. We believe a coordinated public study, paid for by the developer, would be appropriate for the FTA's market research in addition to the market study the development team is performing for the private bank loan.

The development team has reviewed the market studies of surrounding projects, the demographics and population projections of the region and the development patterns of downtown Tucson to propose a mix of residential and commercial uses that make sense for the proposal for the site. The final mix of units for Phase 1 of the project will be verified and directed by a full market study of supply, demand and rents for the area. The variables of the mix, including the inclusion of affordable and workforce housing on the site, will be defined by a combination of the outcome of the market study, the economics of the area and the participation/negotiation by the City of Tucson and FTA, where applicable.

Site Utilization

Commitments to long term lease rights and performance standards for parcel takedown through the form of a purchase and sale agreement, lease agreement and development agreement, must be approved by the appropriate public parties and have direct timeframes and identifiable procedures for control for the project to be successful. We do not believe conveyance from the City to the development entity should happen until certain performance benchmarks are achieved, which should be negotiated and defined in a pre-development agreement.

Qualified Tenants/Buyers/Operators

The mix of goods and services in a downtown is one of the most significant drivers of customer visitation and thus, sales tax revenue for the city. While lighting, street furniture, trash receptacles, parking and other amenities certainly contribute substantially to a safe and comfortable shopping environment, shoppers ultimately visit a district to patronize the businesses. Downtown Tucson needs a critical mass of retail that achieves its identity by the creation of adjacencies or, geographic points of concentration, within downtown, thereby causing the downtown to stand out in customers' minds amongst available shopping choices. The goals of the retail development to help building the critical mass that has begun are:

- Ensure that the nature and size of the retail mix in the downtown districts will maximize downtown's potential to increase market share and retail sales;
- Create an opportunity for local retail tenants whose uniqueness will: (a) add to downtown's ability to offer both merchandise and ambiance that is difficult to duplicate in most shopping centers and other downtowns, and (b) help reinforce downtown Tucson as a significant destination retail location.
- Fill in market gaps that exist for neighborhood service retail.
- Provide opportunities for smaller tenants at lower rents such as street vendors and pop up retail spaces.

Development costs

The following is a sample sources and uses of funds including preliminary cost estimates. The development budget is subject to change as plans are further developed and firm bids are received.

Development Costs: Sources and Uses			
Source			Cost
Senior Debt			\$29,581,440
Equity/Deferred Fee			\$7,395,360
City of Tucson 108 Fund			\$5,390,000
Rio Nuevo			\$7,266,000
Total			\$49,632,800
Use			Cost
Construction	Square Feet	Cost per Square Foot	Total
Residential	246,400	\$104.50	\$25,748,800
Commercial	27,280	\$100.00	\$2,728,000
Parking/Podium	121,100	\$60.00	\$7,266,000
Inter-Modal Center	69,000	\$60.00	\$4,140,000
Streetscape, Roads, Utilities, Art			\$1,250,000
Interest and Taxes			\$1,000,000
Insurance			\$100,000
Permit/Impact Fees			\$1,500,000
Legal, Syndication, Finance Fees			\$600,000
Appraisal, Market Study, Misc			\$70,000
Design/Engineering			\$1,450,000
Rent Up Reserves			\$400,000
Cont/Predev/ Reimburse/FF&E/ Development Services			\$3,380,000
Total Costs			\$49,632,800

Operating Pro Forma

The following is a sample operating proforma showing projected revenues, expenses, and debt service. These projections will change as formal market studies are prepared,

The Ronstadt Pro Forma

	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030
Residential Rents		\$1.50		RE Taxes per unit		1000							
Commercial Rents		\$2.00		Rentable Residential		208450							
Parking Rents per space		80		PUPA Comm. Expense		2500							
Residential Units		260		PUPA Res. Expense		4000							
Parking Space (Private)		250		Residential Vacancy		7%							
Parking Space (Public)		115		Commercial Vacancy		10%							
Commercial space (private)		21600		City Lease Payment		100000							
Commercial space (public)		3200		Interest Rate		6%							
Operating reserves Unit		300		Amort		25							
Rental Income													
Apartments	\$3,835,800	\$3,931,695	\$4,029,987	\$4,130,737	\$4,234,005	\$4,339,856	\$4,448,352	\$4,559,561	\$4,673,550	\$4,790,389	\$4,910,148	\$5,032,502	\$5,158,725
Commercial	\$595,200	\$610,080	\$625,332	\$640,965	\$656,989	\$673,414	\$690,250	\$707,506	\$725,193	\$743,323	\$761,906	\$780,954	\$800,478
Potential gross income	\$4,431,000	\$4,541,775	\$4,655,319	\$4,771,702	\$4,890,995	\$5,013,270	\$5,138,602	\$5,267,067	\$5,398,743	\$5,533,712	\$5,672,055	\$5,813,856	\$5,959,202
Commercial vacancy	(\$59,520)	(\$61,008)	(\$62,533)	(\$64,097)	(\$65,699)	(\$67,341)	(\$69,025)	(\$70,751)	(\$72,519)	(\$74,332)	(\$76,191)	(\$78,095)	(\$80,048)
Residential vacancy	(\$288,506)	(\$275,219)	(\$282,099)	(\$289,452)	(\$296,380)	(\$303,790)	(\$311,385)	(\$319,169)	(\$327,148)	(\$335,327)	(\$343,710)	(\$352,303)	(\$361,111)
Effective Income	\$4,102,974	\$4,205,548	\$4,310,687	\$4,418,454	\$4,528,916	\$4,642,138	\$4,758,192	\$4,877,147	\$4,999,075	\$5,124,052	\$5,252,154	\$5,383,457	\$5,518,044
Operating Expense													
Residential	(\$1,040,000)	(\$1,066,000)	(\$1,092,650)	(\$1,119,966)	(\$1,147,965)	(\$1,176,665)	(\$1,206,081)	(\$1,236,233)	(\$1,267,139)	(\$1,298,817)	(\$1,331,288)	(\$1,364,570)	(\$1,398,684)
Commercial	(\$62,500)	(\$64,063)	(\$65,664)	(\$67,306)	(\$68,988)	(\$70,713)	(\$72,481)	(\$74,293)	(\$76,150)	(\$78,054)	(\$80,005)	(\$82,005)	(\$84,056)
Property Tax	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)	(\$100,000)
Lease Payment	(\$78,000)	(\$79,950)	(\$81,949)	(\$83,997)	(\$86,097)	(\$88,250)	(\$90,456)	(\$92,717)	(\$95,035)	(\$97,411)	(\$99,847)	(\$102,343)	(\$104,901)
Reserves	(\$1,280,500)	(\$1,310,013)	(\$1,340,263)	(\$1,371,269)	(\$1,403,051)	(\$1,435,627)	(\$1,469,018)	(\$1,503,244)	(\$1,538,325)	(\$1,574,263)	(\$1,611,064)	(\$1,648,732)	(\$1,687,274)
Total Operating Expense	\$2,822,474	\$2,895,536	\$2,970,424	\$3,047,185	\$3,125,864	\$3,206,511	\$3,289,174	\$3,373,903	\$3,460,751	\$3,549,770	\$3,640,973	\$3,734,325	\$3,829,832
Net Operating Income	\$1,280,500	\$1,310,013	\$1,340,263	\$1,371,269	\$1,403,051	\$1,435,627	\$1,469,018	\$1,503,244	\$1,538,325	\$1,574,263	\$1,611,064	\$1,648,732	\$1,687,274
Senior Debt Service	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)	(\$2,259,376)
Cash Flow	\$563,098	\$636,160	\$711,048	\$787,809	\$866,488	\$947,135	\$1,029,798	\$1,114,527	\$941,375	\$1,025,193	\$1,111,134	\$1,199,249	\$1,289,594
Cash on Cash	7.61%	8.60%	9.61%	10.65%	11.72%	12.81%	13.92%	15.07%	12.73%	13.86%	15.02%	16.22%	17.44%
Public Funds													
City of Tucson Sales Tax	2.0%	\$216,000	\$226,935	\$232,608	\$238,424	\$244,384	\$250,494	\$256,756	\$263,175	\$269,754	\$276,498	\$283,411	\$290,496
Rio Nuevo Sales Tax	5.6%	\$604,800	\$619,920	\$635,418	\$651,303	\$667,586	\$684,276	\$701,383	\$718,917	\$736,890	\$755,312	\$774,195	\$793,389
Land Lease Payment		\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
Parking Lease Revenue		\$330,400	\$355,656	\$366,406	\$377,902	\$377,480	\$383,143	\$388,890	\$394,723	\$400,644	\$406,654	\$412,753	\$418,945
Total	\$1,271,200	\$1,296,976	\$1,323,344	\$1,350,318	\$1,377,911	\$1,406,140	\$1,435,019	\$1,464,563	\$1,494,788	\$1,525,711	\$1,557,347	\$1,589,714	\$1,622,829
City of Tucson Return	5.86%	5.96%	6.07%	6.17%	6.28%	6.39%	6.50%	6.62%	6.74%	6.86%	6.99%	7.11%	7.24%
Rio Nuevo Return	13.15%	13.43%	13.71%	14.01%	14.31%	14.61%	14.93%	15.25%	15.57%	15.91%	16.25%	16.60%	16.96%
Public Return	10.04%	10.25%	10.46%	10.67%	10.89%	11.11%	11.34%	11.57%	11.80%	12.03%	12.26%	12.49%	12.72%
Private Return	7.61%	8.60%	9.61%	10.65%	11.72%	12.81%	13.92%	15.07%	12.73%	13.86%	15.02%	16.22%	17.44%

bank and investor underwriting is completed and specific financing is procured. Assumptions for operating expenses, rental rates, vacancy rates, interest rates, loan to value ratios and others are included at what we perceive to be best case scenarios with little margin for error in an effort to present a viable project. Our hope is to strengthen the projections through the use of additional economic development tools such as HUD credit enhancement, New Market Tax Credits, affordable housing tax credits or other similar programs. This proposal is predicated on the City supporting these efforts as the capital stack for the project is refined. While we cannot count on these programs at this early stage, the Alexander Company has extensive experience in utilizing these programs in cooperation with its public sector partners. (See Pro Forma on previous page)

(d) Management Plan

Alexander Company Management Plan:

It is currently anticipated that The Alexander Company will perform all property management duties for the first phase of the privately developed portions of the project, including but not limited to leasing the residential components, hiring a local commercial broker for commercial leasing, performing accounting, and regular and preventative maintenance.

The role of The Alexander Company's Property Management Division will come into play at an early stage of the overall development. Senior management staff will participate in the design to ensure the property can be operated efficiently and safely, while gaining a deep understand of the local market. Upon completion of construction, local management, maintenance and leasing staff will be hired, who will have a daily presence on site to market and maintain the property. It is anticipated that the City or its agents would manage the transit center and parking garage.

The Alexander Company currently manages, markets, and leases over 1500 multifamily units across five states and over 1.5 million square feet of commercial space. All management is supervised at the Company's corporate offices and executed at the local level by highly trained

property managers and support staff. This model ensures the highest standard of property management, no matter where the property is located. To ensure further quality control, all accounting and compliance is performed in-house at The Alexander Company's offices, and regular property inspections are made by high-level management personnel, including corporate officers.

(e) Long-term Benefits

Long term benefits to the City and the public will be informed by a third party study selected by the City and paid for by the developer. Although we expect as the project gets into public design charrettes the project may change, we believe the proposal at minimum will deliver to the public

- Tax Base Increase – The total value of private new buildings at final buildout of the development is expected to be approximately \$48 million in today's dollars, which at current tax rates will generate roughly \$500,000 in annual property tax revenues at total buildout, after the GPLET. The project will also generate \$1.5 Million Dollars in Permit and Impact Fees
- Financial Implication for transit– It is currently estimated that the City of Tucson will receive approximately \$5.8 million dollars during the first 20 years of the project to pay for the new intermodal center with the balance available for transit. Rio Nuevo would receive \$16.4 million over the same period (\$5.28 million if the district sunsets in 2025)
- Employment – The redevelopment will support roughly 165 long-term jobs in, office and retail industries. In addition, the construction of infrastructure and buildings at the site is expected to generate approximately 285 total "job years." This means that during a 4-year build-out period, an average of 71 full-time workers would be employed in construction each year.
- Affordable Housing – A portion of the approximately 378 residential units expected at the project will be affordable to low-income households, as requested by the City of Tucson's Affordable Housing Strategy (pending funding)
- Transit – Transit is essential to the goal of achieving a compact, pedestrian-oriented community. The project

provides for expanded transit opportunities, keeps transit on site and connects alternate modes such as bike share and Greyhound to the transit hub. The Master Plan also accounts for possible commuter rail service in the future, as well as Rapid Bus and expanded local bus service.

- Open Space – The Plan incorporates urban open space usable by the public, including neighborhood pocket parks, street furniture, community arts areas, greenways with hike/bike paths and tree lined streets
- Pedestrian-Friendly – The streets have been designed to provide a network of pedestrian ways throughout the community.
- Bicycle-Friendly – Mueller will host a comprehensive network of bicycle facilities to extend the existing system of bike lanes adjacent to the property. The property will contain both a bike share center and bike storage for the public..
- Sustainability – The design promotes sustainability at three levels: Green Community Design, Green Buildings and Green Infrastructure. The creation of a compact, walkable, transit-oriented development provides an alternative to the automobile-dominant patterns of development.
- M/WBE – Through a comprehensive outreach effort, the project will target Minority/Women-Owned Business Enterprise participation at the development for the first phase of construction.

(f) Demonstrate Financial Capacity

Project Budget

(See Chart on the following page)

Project Proforma

All anticipated pre-development costs are included in the above-described sources and uses of funds. Until closing with third party lenders and investors, the developer will fund pre-development expenses for the private portions of the project with ultimate reimbursement by the project.

Equity Sources

The attached sources and uses of funds identifies approximate debt and equity supportable by project cash flows assuming a snapshot in time at estimated market rates and assuming primarily conventional bank financing with private equity. This proposal may request section 108 funds for the retail buildout to shell if the program is available and competitive with private commercial loan terms, which at this current time, it is not. Based on past experience, the Section 108 loan would need to be non-recourse, fully subordinate to the senior debt and non-foreclosable without the consent of the senior lender. Based on past experience, the Section 108 loan will need to be non-recourse, fully subordinate to the senior debt and non-foreclosable without the consent of the senior lender.

Due to the nature of the types of projects we generally take on, adaptive reuse and urban infill projects, they generally cannot be financed strictly with conventional debt and equity. As a result, we have become adept at locating alternate sources of financing. The list below enumerates a variety of the programs we have used for past projects. Although it is extensive there are undoubtedly financing sources that failed to make the list.

- Brownfield Grant
- Brownfield Loan
- Brownfield Tax Credit
- Community Development Block Grant

- Community Development Disaster Recovery Grant
- Conventional Debt
- Conventional Equity
- Deferred Development Fees
- Economic Development Initiative Grant
- Economic Development Loans/Grants (state & local)
- Enterprise Zone Tax Credit
- Environmental Remediation Tax Incremental Financing (ER-TIF)
- EPA Revolving Loan Fund
- Historic Tax Credit (State & Federal)
- HUD 221 d(4)
- HOME Loan
- Low-Income Housing Tax Credit (State & Federal)
- New Markets Tax Credit
- Other Grants (various state & local grant programs)
- Other Soft Debt
- Sales & Use Tax Rebate
- Save America's Treasures Grant
- Section 108 Loan
- Seller Financing
- Tax Abatement
- Tax Credit Assistance Program (TCAP)
- Tax Credit Replacement Program (TCR)
- Tax Exempt Revenue Bond
- Tax Incremental Financing (TIF)
- Utility Rebates (various programs)

It is also important to note that in addition to our skill in locating alternative financing sources; of equal importance is our ability to effectively structure deals to take advantage of the myriad sources. While each deal is unique, it is important to understand that the benefit of a number of these programs can be diluted if the deal is not structured appropriately. By analyzing the available sources and understanding their strengths and weaknesses we are able to layer financing sources to make them as efficient as possible.

Project Budget - South Site, Phase One			
	Square Feet	Cost per SF	Total Cost
Construction			
Residential	246,400	\$104.50	\$25,748,800
Commercial	27,280	\$100.00	\$2,728,000
Parking/Podium	121,100	\$60.00	\$7,266,000
Inter-Modal Center	69,000	\$60.00	\$4,140,000
Streetscape, Roads, Utilitites			\$1,250,000
Interest and Taxes			\$1,000,000
Insurance			\$100,000
Permit/Impact Fees			\$1,500,000
Legal, Syndaication, Finance Fees			\$600,000
Appraisal, Market Study, Misc			\$70,000
Design/Engineering			\$1,450,000
Rent Up Reserves			\$400,000
Cont/Predev/Reimuburse/FF&E			\$3,380,000
			\$49,632,800

Overall Project Costs			
	Square Feet	Cost per SF	
Construction South Site			
Residential	246,400	\$104.50	\$25,748,800
Commercial	27,280	\$100.00	\$2,728,000
Parking/Podium	121,100	\$60.00	\$7,266,000
Inter-Modal Center	69,000	\$60.00	\$4,140,000
Streetscape, Roads, Utilitites			\$1,250,000
	Square Feet	Cost per SF	
Construction North Site			
Residential	83,950	\$104.50	\$8,772,775
Live/Work	8,450	\$100.00	\$845,000
Parking/Podium	92,000	\$60.00	\$5,520,000
Interest and Taxes			\$1,000,000
Insurance			\$175,000
Permit/Impact Fees			\$2,100,000
Legal, Syndaication, Finance Fees			\$1,000,000
Appraisal, Market Study, Misc			\$100,000
Design/Engineering			\$2,100,000
Rent Up Reserves			\$600,000
Cont/Predev/Reimuburse/FF&E			\$4,380,000
			\$67,725,575

Shortfalls

There are two main financing concerns.

1) Based on our study, the only way this project is possible is through a public/private partnership with the City and Rio Nuevo involved to finance, own and operate the Garage and Inter-Model Center. We are projecting that all the public improvements are separated out by plat – the transit center, road work, public improvements – and to be funded through a separate loan, most likely through a combination of the City's Community Loan fund and Rio Nuevo funds, with the payback coming from the project through land payments and sale tax revenues generated by the project.

We want to work with the public entities to apply for other programs that may help offset the costs of the center and the garage including applying for new market tax credits, FTA funds and a federal BEDI grant earmark. It is important to make sure that the center and garage can be built and operated with funds from the project and not from any existing general funds.

2) The private portion of the project on the South Site will have to be built and absorbed in with a cost much higher than current garden style apartments in Tucson. The developers risk goes up and the amount of upfront equity to finance and carry the project through absorption. It is for this reason that the incentive the project is asking for is the flexibility of payments for the land with the City carrying the land and charging the payments on a fixed schedule tied to an appraisal and a performance metric.

Citation of Comparable Projects

Crescent Lofts Master Development

Davenport, IA | \$32 Million Project Cost

Located in what was once an area filled with dilapidated vacant warehouses along the Mississippi River, the Crescent Lofts Master Development to date has involved the rehabilitation of four buildings with a fifth in progress, providing a new housing core of 255 apartments to a previously sterile area. Since the Alexander Company's developments began in the

area, several spin-off developments have started, promising to make the district a 24/7 destination featuring retail, restaurant and other commercial uses.

- Historic Tax Credit Equity - \$11,810,000
- Conventional Debt - \$6,940,000
- Low-Income Housing Tax Credit Equity - \$5,720,000
- CDBG – Disaster Recovery - \$3,730,000
- CDBG - \$1,500,000
- Enterprise Zone Tax Credits - \$1,120,000
- HOME - \$820,000
- Brownfield Tax Credits - \$290,000
- Sales Tax Rebate - \$250,000
- Energy Efficiency Rebate - \$20,000

Total - \$32,200,000

Note: The 5 buildings in this project all have 100% tax abatement for 10 years which does not show up in the sources of funds but was an important source from a cash-flow perspective.

Novation Campus Master Development Madison, WI | \$120 Million Project Cost

A brownfield site and one of the last parcels of land left adjacent to major highway interchange in Madison, Wisconsin, the Novation Campus site encompasses 72 acres and is planned to house over 1,200,000 square feet of commercial, office and retail space, as well as apartments and a hotel. To date, approximately 400,000 SF, or 1/3 of the campus, has been completed.

- Conventional Debt - \$34,190,000
- Mezzanine Debt - \$1,900,000
- New Markets Tax Credits - \$11,940,000
- CDBG - \$350,000
- Section 108 - \$500,000
- TIF - \$6,645,000
- Low-Income Housing Tax Credit Equity - \$3,340,000
- HOME loan - \$250,000
- Equity - \$6,890,000

Capitol West Master Development

Madison, WI | \$110 Million Project Cost

An ambitious redevelopment of an entire city block two blocks from the Capitol Square in downtown Madison, Capitol West consists of over 150 condominiums, 172 apartments, a 151 room Hyatt Place Hotel and 123,000 SF of commercial space.

- Conventional Debt - \$83,250,000
- Conventional Equity - \$19,600,000
- New Markets Tax Credit - \$2,900,000
- TIF - \$4,250,000

National Park Seminary

Silver Spring, MD | \$110 Million Project Cost

One of the most unique historic sites in the country, National Park Seminary sat mostly vacant for nearly three decades. The restoration included the conversion of the existing buildings into 66 apartment homes, 50 condominium units and 13 single-family homes, as well as the construction of 90 new townhomes.

- Conventional Debt - \$61,390,000
- Traditional Equity - \$11,500,000
- Land Sales - \$10,500,000
- Historic Tax Credit Equity - \$15,580,000
- Low-Income Tax Credit Equity - \$8,880,000
- County Loan - \$1,250,000
- Grants - \$900,000

Laurel Hill Master Development

Fairfax, VA | \$180 Million Project Cost

Located in Fairfax, Virginia, the 79-acre Laurel Hill site (much of which consists of the former Lorton Prison) will be redeveloped utilizing a mix of new construction and historic preservation. Uses throughout the site will include townhomes, apartments, office/commercial, and restaurant/retail, creating a hub for the predominantly residential surrounding neighborhood.

Rail Corridor Master Development

Madison, WI | \$34.7 Million Project Cost

A six-part master development on 13 acres in the heart of downtown Madison, the Rail Corridor Master Development brought commerce and new revenue to a blighted area

within sight of the State Capitol. The master development involved the cleanup of a contaminated rail and scrap yard, the historic preservation of Madison's depot as well as the adaptive re-use of an historic warehouse into lofts and the new construction of a four building office park.

Professional Building Lofts

Kansas City, MO | \$21 Million Project Cost

One of the most blighted structures in downtown Kansas City, Missouri, the Professional Building was rehabilitated and restored in 132 high-quality workforce-housing apartments. With a location along the city's primary downtown thoroughfare and within blocks from the Sprint Center Arena, H&R Block's Headquarters and the entertainment district, the Professional Building Lofts brought much needed housing to an up and coming area.

Courthouse Lofts

Kansas City, MO | \$40 Million Project Cost

Constructed in the late 1930s and having hosted Harry Truman's offices as well as cases tried by Thurgood Marshall, the Courthouse Lofts are steeped in Kansas City's history. The Alexander Company converted the vacant structure into 176 apartments and 12,000 square feet of commercial space, reconnecting this landmark located along the city's primary downtown thoroughfare with the population.

Central Station

Memphis, TN | \$18.7 Million Project Cost

The Alexander Company restored this 170,000 square foot landmark railway train station and adjoining buildings into 63 apartments and 35,000 square feet of commercial space. The building, a beacon for revitalization in the area, features a passenger train station, police station, transit authority offices and retail uses.

National Terminal

Cleveland, OH | \$27.5 Million Project Cost

Originally a massive cold storage facility, at the time of renovation National Terminal was condemned, in

THE ALEXANDER COMPANY

Project Profile: Courthouse Lofts – Kansas City, MO



COURTHOUSE LOFTS: 176 Apartments
12,000 SF of Commercial Space
\$40 million project cost

Located in Kansas City, Missouri's Central Business District, the former Federal Courthouse was deemed surplus and left vacant when new facilities were built nearby. Constructed in the late 1930s and having hosted Harry Truman's offices as well as cases tried by Thurgood Marshall, the building is steeped in history. The Courthouse is ideally situated along the business district's primary thoroughfare between the River Market and the city's entertainment district, making its rehabilitation a key contributor to Kansas City's downtown renaissance.

After the Professional Building Lofts, the Courthouse Lofts mark the second historic adaptive re-use of a structure completed by The Alexander Company in downtown Kansas City. Completed in 2011, the Courthouse Lofts consist of 176 workforce housing multifamily apartments and 12,000 square feet of commercial space.

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Project Profile: Capitol West Master Development – Madison, WI



CAPITOL WEST: 150+ Condominiums
 172 Apartments
 123,000 SF of Commercial Space
 151 Room Hotel
 \$110 million project cost

The Alexander Company's \$110 million mixed-use Capitol West development creates a vibrant neighborhood in the heart of downtown Madison, Wisconsin. Just three blocks from the State Capitol, the project encompasses 4.6 acres - an entire city block. The property was developed based on the findings of an urban housing case study conducted by The Alexander Company and five nationally renowned architecture firms. The planning and architecture of Capitol West was guided by the integration of natural light, air, and ventilation into the block and homes, creating living that focuses on the individual level while melding the project with its surroundings. Features such as terraces, roof gardens, and small back yards invite the outdoors into the homes. The design is clean, contemporary, and modern. Common areas include urban parks with linkages between the neighborhood, condominium homes, parking, and retail.

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Project Profile: Central Station – Memphis, TN



CENTRAL STATION: 63 Apartments
 12,000 SF of Retail Space
 23,000 SF of Office Space
 \$18.7 Million Project Cost

Built in 1914, Memphis' Central Station has always played an important role in the vitality of the city. The station served not only as the main passenger rail hub for the region, but also as the offices and headquarters of several railway companies.

The revitalization effort took into consideration the rich history and feeling of pride surrounding Central Station - the Main Hall was painstakingly restored down to the last detail, including the original arrival and departure board. The final product includes 63 apartment residences and 35,000 square feet of commercial space. The facility continues to serve as an Amtrak Passenger Station. Additionally, the Memphis Police Department and Memphis Area Transit Authority now call Central Station home.

Amenities for residents include a rooftop garden, expansive windows with views of the Mississippi River and downtown, and large well-appointed apartments.

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Project Profile: Rail Corridor Master Development – Middleton, WI



RAIL CORRIDOR: 96 Apartments
 190,000 SF of Office Space
 35,000 SF of Retail Space
 \$35 Million Project Cost

Prior to The Alexander Company's intervention, the 13-acre site on which the Rail Corridor Master Development sits was a contaminated rail and scrap yard. The rehabilitation of the Rail Corridor spawned an office park and several apartments in the heart of downtown Madison.

This development required expertise in the use of Tax Incremental Financing (TIF) and a public offering. The complexity of the contaminated site required the removal of thousands of tons of soil before construction could commence.

The Rail Corridor Master Development served as a beacon development for the rest of downtown Madison; the creation of quality office space, unique residential opportunities, and the installation of retail provided the community with renewed hope for dilapidated, blighted sites. The final product is a functionally efficient and aesthetically pleasing development in the heart of downtown Madison.

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Project Profile: Downtown Middleton Master Development – Middleton, WI



DOWNTOWN MIDDLETON:

- 19 Condominiums
- 151 Apartments
- 90 Room Extended Stay Hotel
- 31,000 SF of Retail Space
- 44,000 SF of Office Space
- \$33 Million Project Cost

A former abandoned power plant, milk condensing plant, and car dealership site, The Alexander Company's master plan for its Downtown Middleton Master Development included a mix of quality retail, professional office, and commercial uses with condominium homes, rental homes and an extended stay hotel. The buildings have a common architectural theme, and area streetscapes and landscaping create an inviting pedestrian atmosphere. Planning for the development included the creation of greenspaces and pedestrian friendly streetscapes. Extensive landscaping, streetscape design, a central park and plaza invite all to walk, gather, and visit this unique master planned development.

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Project Profile: Novation Campus Master Development – Madison, WI



NOVATION CAMPUS: 62-Acre Site
1,000,000 SF of Commercial Space
Multifamily Residential and Hotel
\$120 Million Project Cost

Located just off a major highway interchange in Madison, Wisconsin, Novation Campus is a multi-phase master-planned development incorporating over 62 acres of land with a planned 1,000,000 square feet of commercial space. The campus also calls for the development of mixed-use retail and multifamily structures as well as hotel.

The inherent difficulty in developing the site was that it previously housed a fly ash dump, causing the area to be classified as a brownfield. Overlooked by other developers because of the environmental constraints, The Alexander Company pursued the development because of its potential as the last centrally located parcel adjacent to the city's primary highway thoroughfare. Through creative financing and perseverance, The Alexander Company was able to begin development in this prime location that otherwise would have been left unused.

Comprehensive planning has created an enriching environment for businesses. Pedestrian, bicycle, and automotive linkages run through the site harmoniously. Architecturally, each of the buildings in the development will be designed around a common contemporary theme to ensure compatibility of design, while meticulous attention to detail ensures consistency from landscaping to signage.

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bankruptcy and contaminated. The Alexander Company converted the building into 248 apartments and 9,000 square feet of retail space.

Downtown Middleton Master Development

Middleton, WI | \$33 Million Project Cost

A former abandoned power plant, milk condensing plant, and car dealership site, the area was transformed into a mix of 51 apartments, 19 loft-style condominiums, a 90-room extended stay hotel, and 75,000 square feet of class "A" office and retail space. Utilizing both new construction and historic preservation, the project energized a once vacant area in the heart of downtown Middleton.

Marketplace Master Development

Madison, WI | \$10.2 Million Project Cost

A three-part development involving the new construction of the Dayton Row Townhomes as well as the historic preservation of the City Market and Das Kronenberg, the Marketplace Master Development created 64 apartments and 17 townhomes in downtown Madison and spurred the revitalization of the City's near East Side.

Fox River Mills

Appleton, WI | \$15.5 Million Project Cost

Formerly the hub of Appleton's paper economy, the Fox River Mills were in danger of demolition. The project consisted of rehabilitating the mills, which cover three city blocks, into 188 apartments and commercial space. For its work, The Alexander Company was awarded the National Trust for Historic Preservation's Honor Award.

DePere Master Development

DePere, WI | \$11.5 Million Project Cost

Located on the scenic Fox River, the DePere Master Development converted an abandoned foundry into 69 loft apartments and built a 37-room luxury hotel from the remains of an old mill. Additionally, a "white dump" (refrigerators, ranges, etc.) was cleaned up, allowing 13 new riverfront homes to be built.

City Hall Square Master Development

Milwaukee, WI | \$10 Million Project Cost

This master development on the Milwaukee River was a major component in the city's riverfront revival, bringing 136 apartment homes and 32,000 square feet of prime retail space through the rehabilitation of several historic storefronts and structures.

Riverside Place Condominiums

Green Bay, WI | \$13.3 Million Project Cost

Riverside Place involved the construction of two building along the Fox River in the heart of Green Bay. Featuring 131 condominiums and 16,000 square feet of retail space, the project has played a key role in the revitalization of the City's downtown.

Financial Capacity

The Alexander Company has been in business since 1982 and has successfully raised capital for and developed hundreds of projects across multiple states. A few sample projects are included below and more are available upon request. A long history of past performance on some very challenging projects demonstrates that the company can raise capital for viable projects. See www.alexandercompany.com for more information. Bank references are below.

Barry Seifert

US Bank

1 S. Pinckney St.

Madison, WI 53703

Business: 608.525.4146

Barry.seifert@usbank.com

James H. Hegenbarth

President, Park Bank

PO Box 8969

Madison, WI 53708

Business: 608.278.2870

jhegenbarth@parkbank.com



June 25, 2015

Matthew D. Meier
The Alexander Company
345 W. Washington Ave., Suite 301
Madison, WI 53703

via e-mail: mdm@alexandercompany.com

Re: Relationship Letter

Dear Matt:

I understand that you are responding to a RFP regarding the redevelopment of a site in Tuscon, Arizona. Please feel free to submit this letter evidencing our relationship with the Alexander Company.

First Business Bank has participated in a number of projects with the Alexander Company as both a lender and investor. I have worked with Matt on a variety of projects and am consistently impressed with his, and the Alexander Company's, abilities to undertake projects that seem impossible. We are very pleased with our relationship with Matt and the Alexander Company and look forward to partnering on additional projects in the future.

Feel free to have individuals call me if they need any additional information regarding our business relationship. My direct phone number is (608) 232-5914 or email: bhagen@firstbusiness.com.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Brian E. Hagen', is written over a faint, light blue circular stamp or watermark.

Brian E. Hagen
Vice President - Commercial Real Estate
First Business Bank





All of **us** serving you™

Commercial Real Estate
1 So. Pinckney Street
Madison, WI 53703

June 25, 2015

Matthew D. Meier
The Alexander Company
345 W. Washington Ave., Suite 301
Madison, WI 53703

via e-mail: mdm@alexandercompany.com

Re: U. S. Bank Relationship Letter

Dear Matt:

Please use this letter for your proposal regarding the Ronstadt redevelopment project in Tucson, Arizona.

U.S. Bank has had a long-standing lending and deposit relationship with The Alexander Company, as well as an investor relationship in a number of Alexander Company projects. I have worked with Matt Meier as the lead project manager on a number of projects and found him and the Alexander Company to be exceptionally professional and knowledgeable about their various development ventures. The Alexander Company has tackled many complex projects with US Bank as a partner and we have been very pleased with that relationship. Matt and his team at The Alexander Company have a strong ability to find solutions to problems and bring difficult projects to completion.

We look forward to working with The Alexander Company on future projects, possibly including the proposed Ronstadt redevelopment project in Tucson.

Sincerely,

Barry Seifert
Assistant Vice President
U. S. Bank
1 S. Pinckney St Suite 200
Madison, WI 53703
barry.seifert@usbank.com

usbank.com

Alliance Bank

OF ARIZONA

Tucson Swan Office
4703 E. Camp Lowell Drive
Tucson, AZ 85712
520-784-6000

June 24, 2015

Jim Campbell

via e-mail: jc@oasistucson.com

Re: Ronstadt Relationship Letter

Dear Jim,

Please use this letter for Ronstadt Transit Center in Downtown Tucson.

Alliance Bank of Arizona, a Division of Western Alliance Bank, has had a lending and deposit relationship with Jim Campbell and OasisTucson over the past ten years. During this time period we have financed many development projects that Jim has been involved with as well as provided a construction line for his Mesquite Homes company. Jim Campbell, OasisTucson and affiliated companies have performed with the Bank as agreed, and we value the relationship.

The level of effort, follow-through and due diligence that Jim displays on each project is not usually demonstrated by real estate developers. Development of a new multi-use project such as Plaza Centro (or Ronstadt) can be both challenging from a timing standpoint as well as to achieving the culmination of every variable with regard to design, economics, cost, construction, tenancy, etc. Jim has proven his ability to succeed and form key partnerships, whether it is with the City, the University, capital providers, another vertical developer and neighborhood stakeholders, to achieve successful results.

We look forward to the opportunity to work with Jim and his partners to finance the development of the Ronstadt Transit Center in Downtown Tucson.

Sincerely,



Steve Dean
EVP, Divisional Chief Credit Officer
Alliance Bank of Arizona, a Division of Western Alliance Bank
(520) 784-6000

(g) Requested City Assistance

Business Terms

We are proposing to finance the project through a public-private partnership (PPP) with two tranches of private debt and a public entity to finance the public improvements through project revenues. Our goal is to work with the City to design-build a PPP, to deliver an important catalyst project and create “win-win” situations for the project and the public.

The public entities could choose to design/build/finance the inter-modal center and garage and deliver shelled commercial space and residential pads to the developer as was the case in the Plaza Centro project or have the developer design build the entire project with the public entities buying their portion at completion and the developer financing and keeping their pads and commercial space separate through a condo plat as in the case of the AC Hotel. Private financing will be in two tranches.

The first tranche is traditional equity/debt finance. The team will design build all elements of the project, financing the private portion of the project and all soft costs through a senior loan with cash equity from the developer and its investors. This financing will be in first position.

The second tranche is a land lease/sale payment for the land to the City of Tucson in an amount negotiated and defined with the FTA and the city for the air rights and fee simple land used for the project. This will be in second position.

Business Terms			
Source			Cost
Senior Debt			\$29,581,440
Equity/Deferred Fee			\$7,395,360
City of Tucson 108 Fund			\$5,390,000
Rio Nuevo			\$7,266,000
Total			\$49,632,800
Use			Cost
Construction	Square Feet	Cost per Square Foot	Total
Residential	246,400	\$104.50	\$25,748,800
Commercial	27,280	\$100.00	\$2,728,000
Parking/Podium	121,100	\$60.00	\$7,266,000
Inter-Modal Center	69,000	\$60.00	\$4,140,000
Streetscape, Roads, Utilities			\$1,250,000
Interest and Taxes			\$1,000,000
Insurance			\$100,000
Permit/Impact Fees			\$1,500,000
Legal, Syndication, Finance Fees			\$600,000
Appraisal, Market Study, Misc			\$70,000
Design/Engineering			\$1,450,000
Rent Up Reserves			\$400,000
Cont/Predev/ Reimburse/FF&E			\$3,380,000
Total Costs			\$49,632,800

Inter-Modal Transit Center Financing:

The City of Tucson lends a public entity of its choosing (MPC, CFD, QRE, Rio Nuevo, etc) \$5.390 Million out of its Section 108 Community Loan Fund which is paid back over 20 years. The payback of the loan will be structured to on the same schedule the City borrows from HUD (estimated at 3%, 25 year amort, 20 year payback) and come from land payments from the developer and sales tax revenues from the project. The downside protection for shortfalls would be the CDBG pledge from the City to HUD and repayment of those funds, should they be needed (which is not likely), through surplus in future years. The first 5 years are the riskiest as depicted in the table below.

The City could choose interest only in the beginning and use the balance to pay down principal or pay on the above schedule. The City is currently receiving \$0 dollars on the site from Sales Tax revenue. With this project, at average sales per square foot of \$400 (\$12m in gross sales in 2018 dollars) the City will receive \$2.3m in sales tax revenue over 20 years plus finance and own an new Inter-Modal Transit Facility.

Parking Garage Financing

As with the AC Hotel agreement, the proposal for Rio Nuevo is to buy and own the parking garage with the development leasing back spaces. Assuming a garage cost of \$7.266m (\$19,900 per space), Rio Nuevo would receive a 6.5% return (\$80 a space per month) plus \$5.2 in tax revenue through 2025 (14% ROI) and leverage its funds at a rate of 8 to 1. Rio Nuevo is currently receiving \$0 dollars in revenue on the site.

Requested Level of Assistance

Assistance that the City has previously Ordinance to make available for downtown projects including:

- GPLET
- Consideration for a Community Loan Fund loan for the commercial buildout
- Construction sales tax to go toward streetscape and infrastructure development
- Central Benefit Area Impact Fee Reduction

Additional assistance

- Support letters by the city in the project's application for tax credits and alternate funding for the transit center to defray the City's participation
- Payment for the land/air rights to be paid on a specific schedule as described in the FTA circular.

Public Benefits

The Quantitative benefit of the project over a 20 year payback period:

- A new modern \$4.140 million dollar Inter-Modal Transit Center
- \$1.5 million dollars in permit and impact fees
- \$7.745 million in sales tax (after 108 payback)
- \$4.85 million in property tax after GPLET is complete
- Improved streetscape and transportation network
- A permanent solution for Greyhound
- A catalyst project
- 700 new people living downtown
- Neighborhood Retail Services

Inter-Modal Transit Financing					
	2018	2019	2020	2021	2022
City of Tucson Sales Tax	\$216,000	\$221,400	\$226,935	\$232,608	\$238,424
Estimated Lease Payment	\$100,000	\$100,000	\$100,000	\$100,000	\$100,000
Transit Loan Payment 5.39m, 3%, 25 am, 20 payback	(\$269,00)	(\$269,00)	(\$269,00)	(\$269,00)	(\$269,00)
Net Income	\$46,100	\$51,500	\$57,035	\$62,708	\$68,524
DSCR	1.17	1.19	1.21	1.23	1.25

- Additional parking

The development will receive:

- Flexible payment for the land;
- Leverage of public programs for financing public projects; and
- 8 years of GPLET.

The Qualitative effects of the project include:

- A modern transportation hub for the region;
- Maintaining the site as a bus and mass transit hub
- More job opportunities;
- More retail options and local services;
- New cultural, retail, and recreation opportunities within the community;
- Modern dollars flowing into the city, school district, state and county budget as a result of development activities in order to provide greater public safety and services;
- Traffic Improvements in an important arterial corridor;
- Reversal of the financial drain of the blighted area into a positive financial asset to the community;
- Stopping the spread of deterioration and blight, prompting redevelopment of the surrounding area;
- Improving the safety and environment of adjacent areas;
- High quality, historically sensitive design;
- Environmentally conscience design;
- Preservation and enhancement of Tucson's downtown assets; and
- Restoration of community pride.



Appendix
Ronstadt Community Planning Process

A

GOALS Presented in Community Planning Process, Ronstadt Transit Center Site Development, City of Tucson

The goals below are from the report titled “Community Planning Process Ronstadt Transit Center Site Redevelopment, City of Tucson,” May 24, 2013, prepared for the City of Tucson by Poster Frost Mirto. These goals are included in the final pages of the report’s Executive Summary and were presented in a running list.

These *goals provide a starting place for discussion* with stakeholder on possible goals for inclusion in the solicitation for the RTC Redevelopment Project.

PLEASE NOTE: To make these goals more quickly accessible, City staff has organized them in 3 categories: (1) Physical Project; (2) Process; (3) Expertise/Qualifications and added some key words to each goal to indicate focus. Additionally within the categories, the goals have been reordered to reflect similar topics.

PHYSICAL PROJECT

1. **“Downtown Is for Everyone”:** The phrase that was common to the *Bus Riders Union* and to the *Downtown Tucson Partnership* (Merchants Sub-Committee) is that “Downtown is for Everyone.” The greater Ronstadt Transit Center site should be successfully transformed to accommodate new development for a variety of mixed uses at the same time as it can provide an efficient and pleasant downtown transportation hub for all Tucsonans.
2. **Flexibility re Uses:** The potential development uses for this site will be driven to a large extent by the feasibility of land uses in the marketplace. Proposed uses should be in accordance with community desires, but in the end, development will be driven by what feasible uses can pencil out on this site. The Tucson community needs to be flexible and open-minded in its evaluation of proposed uses for this site. Developers need to be creative and thoughtful in their proposals. Projects that meet a local downtown need for services and activities will be most welcomed.
3. **Potential Future Uses:** Views on appropriate new land uses for the Ronstadt Transit Center site vary. Additional student housing in non-adaptable suite formats is not well supported, but market-rate housing and workforce housing would be a key component for redevelopment. Educational uses, commercial/retail uses, public health, food (grocery and food carts), urban conveniences, open space, and adequate parking would all be among welcome uses.
4. **Open Space:** The need for urban open space on this site has been expressed by all stakeholders in this community process. This open space will only be successful if it is

GOALS from:

Community Planning Process:

Ronstadt Transit Center Site Redevelopment, City of Tucson

May 24, 2013

1-10-14

urban in character, is highly used by the community, is integrated in an active well-used commercial setting, and has lots of eyes and ears on the space. It will not work as an urban open space if it is allowed to function as neutral territory with no sense of community ownership and oversight.

5. **Multi-Modal Transportation Center:** Ronstadt needs to not just be a transit center, but must evolve into a transportation center for public buses, the Modern Streetcar, bicycles and bike-share, pedestrians, car-share, “park-once” parking, inter-city train, inter-city buses, vans, shuttles, taxis, kiss-and-ride, and other forms of transportation evolving and changing.
6. **Transit Service & Facility Quality:** The redevelopment of this site needs to be a win for transit users. Level of service, efficiency, quality, much-improved comfort and amenities, and convenience for the transit user needs to improve significantly as a result of this project.
7. **Short-Term and Long-Term Transit Needs:** The short-term and long-term needs of Sun Tran must be satisfied within any redevelopment proposal.
8. **Relationship of RTC and Modern Streetcar:** As the specific location of transit and other transportation facilities is considered, it must be remembered that the Modern Streetcar will connect at the RTC’s southern boundary. Proximity to the Streetcar connection will be important. As the distance from the Streetcar to other forms of transportation increases, the quality of the experience between the two needs to also increase. Said another way, if the distance between the two is long the connection needs to be very interesting and comfortable for pedestrians.
9. **Architecture/Arts:** The architecture should be exciting with a strong connection to Tucson. It should be place specific. The arts should play a big role in the new development. Day and night uses are essential.
10. **Historic Resources:** The greater Ronstadt Transit Center site is in the midst of an historic downtown. The historic urban fabric should be maintained. Efforts should be made to avoid closing Pennington or Toole. The historic brick arcade façade and the Melody Peters ceramic public art should be maintained if possible. Historic building massing, scale, rhythm, and streetscape should be maintained along Congress and 6th Avenue as much as possible. These streets should be largely filled in as they historically were, but with permeable entries on 6th Avenue and Congress. The Tucson Pima County Historic Commission should be involved in this design process.

GOALS from:

1-10-14

Community Planning Process:

Ronstadt Transit Center Site Redevelopment, City of Tucson

May 24, 2013

PROCESS

11. **Careful Process:** The development process needs to be carefully vetted and analyzed. This is not a time for hunches and guesses. The next change to this site will ~~(not)~~ be for a long time and needs to be done carefully.
12. **Neighborhoods:** The needs of the downtown neighborhoods should (be) paramount in the redevelopment. Developers, Sun Tran, and the City of Tucson must commit to ongoing dialogue and negotiation with neighborhoods.
13. **Local Downtown Businesses:** Care and protection should be given to local downtown businesses. Efforts should be made to avoid existing business displacement. Downtown merchant should be involved in the process of development of this site.
14. **Solicitation Process Recommendations:** A two-stage process for the selection of a developer is recommended. Stage One would be a Request for Qualifications (RFQ) with general information on the project goals and objectives. It would request the submitter to describe skills and qualifications of team members, similar project experience, references, demonstrate understanding of the project, and propose a general project approach. From the Stage One submitters, up to three developers would be selected. They would move to Stage Two Request for Proposals (RFP). They would be given a very much more detailed project description, elements, and requirements and would be asked to propose a specific preliminary design, cost estimate, pro forma, incentive package, tangible benefits to City (sales tax, multiplier, jobs, etc.), timeline, etc., for the development of this site. The City should consider a modest (\$15,000 per team?) stipend to offset the costs of this proposal preparation.
15. **Development Agreement Quality:** The site will develop under a City/Developer development agreement. The City of Tucson needs to dramatically improve its ability to create effective development agreement documents. This document needs to be the best of its kind with milestones, timelines, and deliverables that protect the public's interest in this site.
16. **Deliberative Timeline:** The timeline for the RFQ/RFP should be deliberate not fast. It should coincide with the completion of the Sun Tran Operational Study expected by the end of November. RFQ could be September – November 2013. RFP could be January – April, 2014. RFP's should be reviewed in a very public process.

GOALS from:

1-10-14

Community Planning Process:

Ronstadt Transit Center Site Redevelopment, City of Tucson

May 24, 2013

17. Sun Tran Study: The needs and operations of Sun Tran are also changing and evolving. Sun Tran is in the process of developing a detailed and thorough on-board survey and operational plan in the Fall of 2013. The new transportation center, and the developer chosen for its redevelopment, must work closely with Sun Tran as it develops its short term and long-term operational plan. The process needs to move slowly enough for this Sun Tran planning process to develop.

18. Incentives: The real estate deal that emerges from this process will not be easy and it is likely to be high-risk. It will require substantial pre-leasing. It will also require substantial incentives by the public sector to reduce risk. Incentives will need to be aggressive. The best incentives will be programmatic, regulatory, financial and political. Actual cash investment of public funds will be more difficult to undertake in the current tight budget and economy.

EXPERTISE/QUALIFICATIONS

19. Needed Developer Experience: Developers considered should be experienced in public/private partnerships, urban mixed-use, and transit-oriented development. They should demonstrate a commitment to transparency, consensus building, and strong/positive government relationships.

20. Multi-modal Traffic Engineering Experience: Traffic needs to be a careful element of any redevelopment plan. Teams considered need excellent and creative traffic (especially transit) engineering consultants to insure an orderly flow of vehicles of all types in the downtown area.

GOALS from:
Community Planning Process:
Ronstadt Transit Center Site Redevelopment, City of Tucson
May 24, 2013

1-10-14



Appendix
Estimated Apartment Construction Costs

B

CONTINUATION SHEET

AIA DOCUMENT G703

AIA Document G702, APPLICATION AND CERTIFICATION FOR PAYMENT, containing

Contractor's signed certification is attached.

In tabulations below, amounts are stated to the nearest dollar.

Use Column I on Contracts where variable retainage for line items may apply.

APPLICATION NO:

APPLICATION DATE:

PERIOD TO:

ARCHITECTS PROJECT NO:

Ronstadt Center
Tucson, AZ

A ITEM NO.	B DESCRIPTION OF WORK	C CONTRACT VALUE UPDATE	D WORK COMPLETED		E THIS PERIOD	F MATERIALS PRESENTLY STORED (NOT IN D OR E)	G TOTAL COMPLETED AND STORED TO DATE (D+E+F)	H BALANCE TO FINISH (C-G)	I RETAINAGE	J %
			FROM PREVIOUS APPLICATION (D+E)							
10	Concrete	\$ 331,087	\$0.00				\$0.00	\$331,087.00	\$0.00	10%
11	Masonry	\$ 642,218	\$0.00				\$0.00	\$642,218.00	\$0.00	10%
12	Metals	\$ 453,000	\$0.00				\$0.00	\$453,000.00	\$0.00	10%
13	Rough Carpentry	\$ 4,129,556	\$0.00				\$0.00	\$4,129,556.00	\$0.00	10%
14	Finish Carpentry	\$ 117,100	\$0.00				\$0.00	\$117,100.00	\$0.00	10%
16	Dampproofing and Waterproofing	\$ 242,210	\$0.00				\$0.00	\$242,210.00	\$0.00	10%
17	Insulation	\$ 500,000	\$0.00				\$0.00	\$500,000.00	\$0.00	10%
18	Roofing	\$ 215,235	\$0.00				\$0.00	\$215,235.00	\$0.00	10%
19	Doors and Trim	\$ 655,370	\$0.00				\$0.00	\$655,370.00	\$0.00	10%
20	Windows	\$ 324,795	\$0.00				\$0.00	\$324,795.00	\$0.00	10%
21	Glass	\$ 100,000	\$0.00				\$0.00	\$100,000.00	\$0.00	10%
21	Stucco	\$ 529,370	\$0.00				\$0.00	\$529,370.00	\$0.00	10%
22	Drywall	\$ 1,733,225	\$0.00				\$0.00	\$1,733,225.00	\$0.00	10%
23	Acoustical Ceilings	\$ -	\$0.00				\$0.00	\$0.00	\$0.00	10%
25	Paints and Coatings	\$ 400,000	\$0.00				\$0.00	\$400,000.00	\$0.00	10%
26	Specialties	\$ 186,522	\$0.00				\$0.00	\$186,522.00	\$0.00	10%
15	Cabinets	\$ 666,342	\$0.00				\$0.00	\$666,342.00	\$0.00	10%
27	Appliances	\$ 527,473	\$0.00				\$0.00	\$527,473.00	\$0.00	10%
28	Window Treatments	\$ 61,650	\$0.00				\$0.00	\$61,650.00	\$0.00	10%
24	Flooring	\$ 619,671	\$0.00				\$0.00	\$619,671.00	\$0.00	10%
32	Fire Sprinklers	\$ 537,240	\$0.00				\$0.00	\$537,240.00	\$0.00	10%
30	Elevators	\$ 600,000	\$0.00				\$0.00	\$600,000.00	\$0.00	10%
31	Plumbing	\$ 1,639,650	\$0.00				\$0.00	\$1,639,650.00	\$0.00	10%
33	HVAC	\$ 1,161,750	\$0.00				\$0.00	\$1,161,750.00	\$0.00	10%
34	Electrical	\$ 2,243,820	\$0.00				\$0.00	\$2,243,820.00	\$0.00	10%
29	Carpets	\$ -	\$0.00				\$0.00	\$0.00	\$0.00	10%
5	Earthwork	\$ -	\$0.00				\$0.00	\$0.00	\$0.00	10%
6	Site Utilities	\$ 47,250	\$0.00				\$0.00	\$47,250.00	\$0.00	10%
7	Roads and Walks	\$ -	\$0.00				\$0.00	\$0.00	\$0.00	10%
8	Site Improvements	\$ -	\$0.00				\$0.00	\$0.00	\$0.00	10%
9	Landscaping	\$ 102,426	\$0.00				\$0.00	\$102,426.00	\$0.00	10%
4	Bond	\$ 211,188	\$0.00				\$0.00	\$211,188.00	\$0.00	10%
1	General Conditions	\$ 831,391	\$0.00				\$0.00	\$831,391.00	\$0.00	10%
5	Contingency	\$ 587,951	\$0.00				\$0.00	\$587,951.00	\$0.00	10%
2	Overhead and Profit	\$ 1,433,227	\$0.00				\$0.00	\$1,433,227.00	\$0.00	10%
3	Sales Tax	\$ 1,220,830	\$0.00				\$0.00	\$1,220,830.00	\$0.00	10%
	GRAND TOTALS	\$ 23,051,547	\$ -	\$ -	\$ -	\$ -	\$ -	\$23,051,547.00	\$0.00	0.00%

