

PROPOSAL

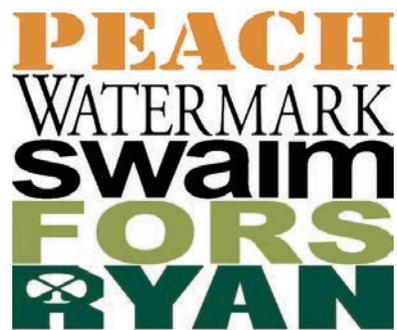
City of Tucson Ronstadt Transit Center Joint Development Project, Phase 1

RFP No. 140983

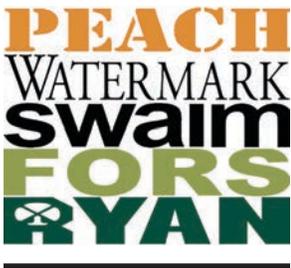
August 28, 2014

COPY





Peach Properties | 44 E. Broadway Boulevard, Suite 300 | Tucson, AZ 85701
Watermark Retirement Communities | 2020 W. Rudasill Road | Tucson, AZ 85704
Swaim Associates Ltd. Architects AIA | 7350 E. Speedway Blvd., Suite 210 | Tucson, AZ 85710
FORSarchitecture+interiors | 245 E. Congress Street, Suite 136 | Tucson, AZ 85701
Ryan Companies | 3900 E. Camelback Road, Suite 100 | Phoenix, AZ 85018



August 28, 2014

Dan Longanecker
City of Tucson Department of Procurement
255 W. Alameda, 6th Floor
Tucson AZ 85701

RE: Proposal for City of Tucson Ronstadt Transit Center Joint Development Project, RFP 140983

Members of the Selection Committee:

The team of Peach Properties ("Peach"), Watermark Retirement Communities ("Watermark"), (developers); Swaim Associates ("Swaim"), FORSarchitecture+interiors ("Fors") (architects); and Ryan Companies ("Ryan") (general contractor) are pleased to submit our qualifications for the Ronstadt Transit Center (RTC) Joint Development Project.

We believe our team has the collective experience, creativity and dedication required to successfully undertake this project. Acting as Master Developer for the site, we will work diligently and collaboratively with the City of Tucson and all stakeholder groups to achieve its redevelopment goals for the RTC to maximize the property development potential and community benefits.

The managing members of our development team have substantial experience in creating mixed-use transit-oriented projects and working fairly and effectively with both public and private sector partners. This experience provides us with the wisdom and capability to deliver highly-visible and complex projects like the City of Tucson Ronstadt Transit Center project.

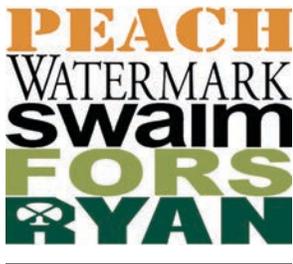
The activity that has occurred downtown to date is impressive, and presents an exciting and compelling vision for development in Tucson over the coming years. Our team members have played a vital role in this development. Utilizing this work as our foundation, we believe that our team can assist the City in identifying the short-, mid-, and long-term market opportunities for the site and maximizing the value of this key downtown property.

We understand what it takes to establish an economically-viable development, and have successfully created vital and vibrant mixed-use neighborhoods in urban settings, most notably the Depot Plaza mixed use residential commercial redevelopment adjacent to RTC, the Herbert Apartments redevelopment, the TEP headquarters, and numerous retail, office, and restaurant properties including Penca, Thunder Canyon Brewery, Cartel downtown, Providence block offices, the new TEP headquarters, various City of Tucson road and transportation projects, and many others.

Based in Tucson, we are the Home Team. We and our children's children will live with the result of our execution of the RTC development. We are committed to a highly collaborative effort with City officials as well as Tucson residents, businesses, and stakeholders.

Specifically, we believe we offer unique qualifications including:

- Ability to think creatively while delivering challenging and complex projects in downtown urban setting
- A clear understanding of the variety of issues present in FTA/NEPA transportation centers, including federal, state and local regulatory needs, along with public and transportation access
- An unparalleled excellence in addressing community desires and concerns, based on our ability to listen carefully to the wants and needs of a community and the translation of that into design and development
- Demonstrated track record of delivering on commitments to our partners (both public and private), including public institutions
- Extensive experience and success in establishing public-private partnerships
- A commitment to design quality based on the premise that we are helping to create complete and vital mixed-use neighborhoods



- An understanding of the urban residential market, including current demographic trends for urban buyers and product types they respond to those trends
- A commitment to sustainable development
- Extensive experience in delivering mixed use projects, including the incorporation of ground floor retail geared towards accommodating local retailers and neighborhood goods and services.
- A thorough understanding of development finance and the ability to creatively approach project financing, including excellent relationships and a proven track records with a variety of lenders, investors, and other institutions
- A team comprised of experts in their fields

We believe that our team possesses the qualifications, experience and the right approach that makes us the best partner for the City of Tucson in pursuing its goals for the Ronstadt Transit Center Joint Redevelopment Project. At this early stage of the collaborative process, we do not have all of the answers for the site, but we are confident that our track record demonstrates that we understand how to conceptualize and implement successful projects in similar settings. If selected, the City and community can look forward to working with a visionary and collaborative partner in creating Downtown's next great block.

As the project proceeds, we are committed to engaging local Tucson firms as part of our team in order to expand our understanding of the site and better engage the City community in conversations about the future of Downtown.

We look forward to presenting our ideas in greater detail. If you have any questions or require additional information, please do not hesitate to contact us. Thank you for your time and consideration.

Best Regards,

Ron Schwabe
Peach Properties
520.798.1288
ron@peachprops.com

David Freshwater
Watermark Retirement Communities
520.797.4000
david@watermarkcommunities.com

Phil Swaim
Swaim Associates Ltd.
Architects AIA
520.326.370 0
pswaim@swaimaia.com

Sonya Solinisky
FORSarchitecture+interiors
520.795.9888
sonya@forsarchitecture.com

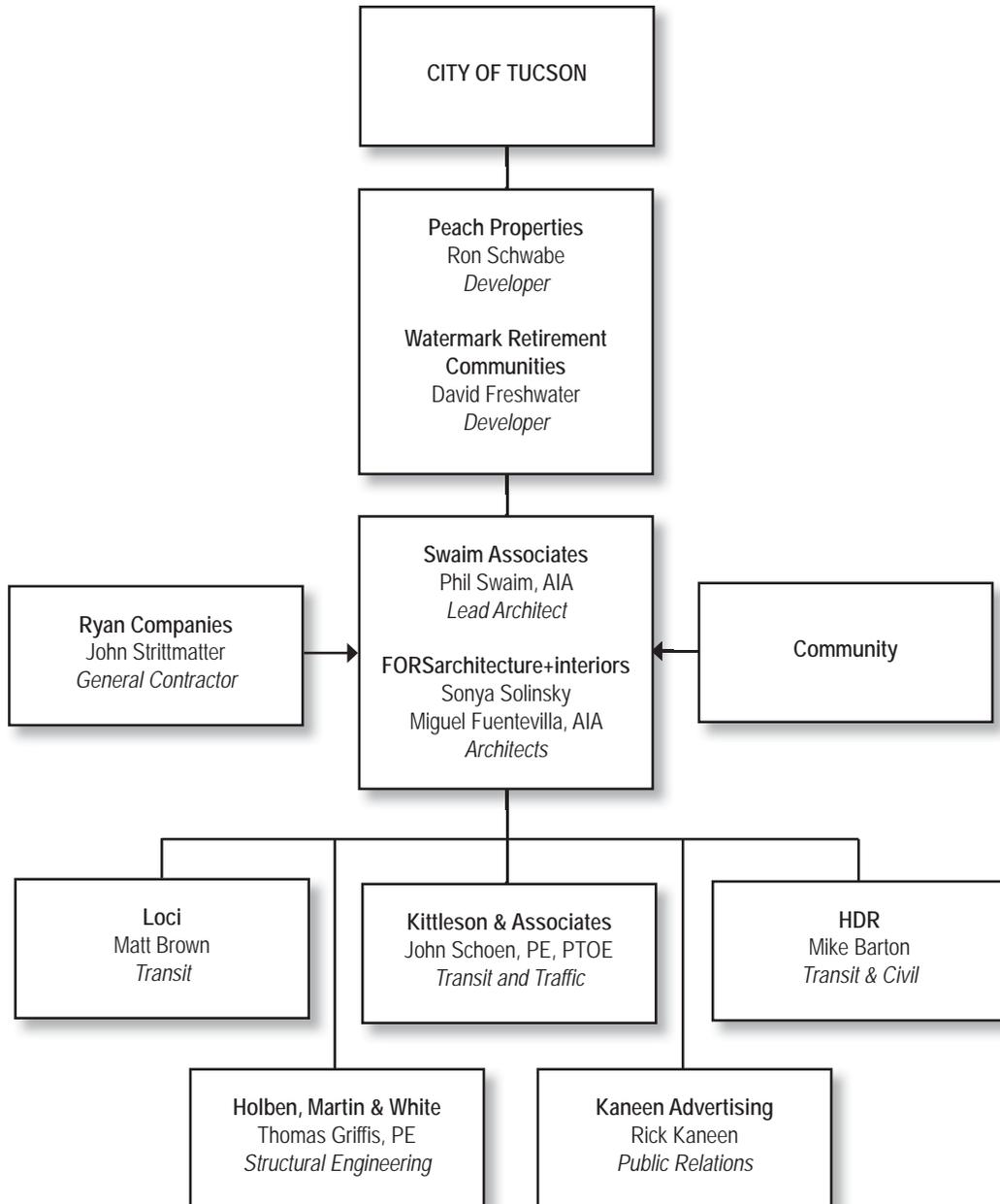
John Strittmatter
Ryan Companies
602.322.6100
John.Strittmatter@RyanCompanies.com



PEACH
WATERMARK
swaim
FORS
RYAN

1A. Description of Firms and Team Members

The team is comprised of the following firms:

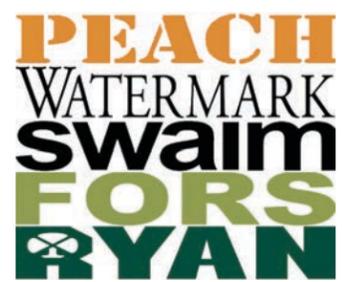




- Peach Properties**
 1. Bookmans
 2. Husser
 3. Firestone
 4. Borderlands Brewery
 5. Brewery Block
 - Thunder Canyon
 - Cartel Coffee
 - Summit Financial
 - CODACH/Holualoa
 - Herbie Apartments
 6. Dewit
 7. 50 E Broadway
 8. 44 E Broadway
 9. Market Inn
 10. One North Fifth
 11. The Scott
 12. West Wood
 13. 1 E Toole
 14. The Herbert
 15. Armory Park Villas

- FORS architecture-interiors**
 1. Downtown Kitchen + Cocktails
 2. Rialto Shell
 - Connect Coworking
 - Proper
 - Diablo Burger
 - Proper Meatery
 3. Congress 200 Block
 - Hub
 - Playground
 - Pizzeria Bianco
 4. Borderlands Brewery
 5. Gio Taco
 6. Menu
 7. Penca
 8. 44 Broadway Loft
 9. AC Marriott
 10. One North Fifth Lobby
 11. Gibson Court
 12. FORS Office
 13. US Fries
 14. Tucson Blue
 15. Corbett Brewery

- Swaim Associates**
 1. Tucson Arena
 2. TCC Arena
 3. Embassy Suites
 4. Pima County Data Center
 5. Pima County Courthouse
 6. Ben's Bells
 7. Unisource Headquarters
 8. City Courts
 9. AC Marriott



MAP OF TEAM'S DOWNTOWN PROJECTS

1A. Description of Firms and Team Members

PEACH PROPERTIES

Role: Primary Developer



The Herbert

Peach Properties started its Property Management business back in 1982 as owner and manager of its first apartment development in Tucson. For the next 17 years, the company competed with national management firms for large-scale management contracts across five Western states. During this period, Peach maintained a management portfolio of 2,000-5,000 residential units. In 2000, Peach sold its non-Arizona management business to Japan's largest residential management company, Housemate Kanari based in Tokyo, Japan. From this transaction, Peach emerged with a new business model for residential management.



Sandstone

The desire to do redevelopment projects in Peach's home base of Tucson has led to the successful execution of some than 30 independent mixed use redevelopment projects totaling over 300,000 s/f of space. Peach Properties has been in the forefront of Tucson's recent revitalization of the City's downtown core and several surrounding districts.

In partnership with international investment company Holualoa Companies, Peach led the \$10 million redevelopment of The Herbert, an iconic 1970s built structure. The Herbert provides the best of downtown Tucson. Striking new studio and 1-bedroom rental apartments in a quiet Armory Park neighborhood location, conveniently located just one block from the modern streetcar and downtown's restaurants, bars and cultural attractions.



Tooley's

In partnership with Williams and Dame on the innovative \$9.5 million redevelopment of One North Fifth in downtown Tucson, Peach Properties has a proven track record of attracting investors and forming successful partnerships.

Most recently, Peach has been actively involved in redeveloping three quarters of a block of East Broadway near the new TEP headquarters. This redevelopment activity by Peach prompted Providence Service Corp., one of Tucson's few publicly traded companies, to relocate downtown.

In turn, with Peach's guidance and investment, Providence has just expanded into the adjacent buildings along this busy stretch of the downtown core, and is now tackling the eyesore at 44 E. Broadway. Peach is also involved in the redevelopment of over 50,000 square feet of historic warehouses into refill and arts uses.

Ron Schwabe, CEO

Ron Schwabe founded Peach Properties in the 1980s and has since developed over 3,000 residential rental units and over 600,000 SF of commercial space totaling over \$155 million in development costs. Mr. Schwabe now focuses on urban re-use mixed use developments primarily in the core of downtown Tucson.

His primary responsibilities include real estate development, financing and property management. Mr. Schwabe manages the company's staffing and investment decisions and advises property owners, investors, and organizations with a primary focus on Tucson's downtown and University of Arizona area.

Mr. Schwabe graduated from the University of Arizona with a B.S. in Regional Planning. He has participated in numerous organizations such as former Vice Chairman of the Downtown Tucson Alliance, board member of the Downtown Tucson Partnership, board member of the Arizona Housing Alliance and a member of the National Livable Communities Coalition, as well as other trade and business organizations.

1A. Description of Firms and Team Members



WATERMARK RETIREMENT COMMUNITIES

Role: Retirement Community Developer

Watermark Retirement Communities is committed to creating extraordinary communities where people thrive. They believe people thrive when they operate from their true Self, the powerful place in each of us where making a difference becomes more important than that fearful little voice that keeps us stuck in judgment, complaint and scarcity.

People thrive in Watermark's culture because they are committed to "playing big" by expressing their passions, making powerful commitments, being actively supportive, and creating breakthroughs for themselves, the organization and our industry.



At Watermark, people create meaningful connections by working toward a shared vision and extraordinary communities are formed.

Headquartered in Tucson, Watermark currently manages 37 assets in 20 states, including continuing care retirement communities, stand alone assisted living communities, and memory care and Medicare-certified home care agencies. Watermark also has ownership in most of these assets, both on its own and through its sister company, The Freshwater Group.



Over the years, Watermark has made substantial investment in the development of proprietary tools and systems for community management including those for financial reporting, billing and accounts payable. Watermark blends national purchasing contracts and broad industry experience with local market knowledge to deliver the best services to residents while controlling expenses.

David Freshwater

With an undergraduate degree in environmental design (architecture) from Miami University and a graduate degree in finance from the University of Arizona, David finally found his niche in senior housing when he founded The Fountains in 1985.

Based in Tucson, The Fountains was engaged in development, acquisition, ownership and management of a variety of companies that provided housing, hospitality and health care to mature adults. Twenty years after creating The Fountains brand and business with virtually no capital investment of his own, he sold the venture to a publicly traded company in June of 2005 for approximately \$500 million.



Based on his innovative vision, solid management track record, financial strength, and long term growth strategy, David is poised to guide his firms to future success as the industry continues to experience rapid change and expansion.

1A. Description of Firms and Team Members



SWAIM ASSOCIATES ARCHITECTS LTD, AIA

Role: Prime Architect

Swaim Associates has been providing planning and design services for public, commercial, and residential projects for 45 years. The firm currently has a staff of 15 with eight registered architects. They act as a problem solver, addressing the client's functional requirements and objectives within the constraints of cost, schedule, site, and climate. The firm strives to create innovative, contemporary architecture appropriate to the traditions and climate of the Southwest. Their philosophy focuses on enhancing their clients' goals and efforts. The firm, its principals and projects have received over 25 awards including design awards and LEED certifications. Swaim Associates has received three Architect of the Year Awards from the Cornerstone Building Foundation, and also received the 2006 Arizona Firm of the Year Award from the American Institute of Architects.



Phil Swaim, AIA

Phil Swaim has worked with several architectural firms in Arizona and Colorado since 1974, and has gained construction experience from 1977 through 1981. This wide range of experience allows him to handle various types, scales, and complexities of projects.

He joined Swaim Associates, Ltd. in 1985, and became president of the company in 1992. Phil's special contributions to a project are achieving consensus and shared vision among diverse user groups, incorporating innovative design into every building, and maintaining close personal supervision over every detail from programming to construction. Phil has extensive experience developing partnerships between public entities. He earned a B. Arch. from the University of Oregon.



Phil's community involvement includes the following:

- Tucson Airport Authority (Member), 2013-2014
- Council of Educational Facility Planners (Arizona President, 2011)
- UA Tech Park Design Review Board, 2010 - 2014
- City of Tucson Climate Change Committee (Co-chair), 2009 - 2014
- Vail Community Action Board, 2011 - 2014
- Metropolitan Pima Alliance Common Ground Award, Wilmot Library Planning Charrette, 2008
- AIA Sustainable Design Assistance Team (Co-Chair), 2007
- Arizona School Facilities Coalition (Co-chair), 2006 - 2012
- AIA Arizona Phil Dinsmore Award, 2004
- AIA Southern Arizona Chapter (President, 1995)
- City of Tucson Planning Commission (Chairman), 1993 - 2000
- City of Tucson Southeast Planning and Coordinating Committee (Chair)
- Mt. Lemmon Planning Committee (Chairman), 2003-2004
- Community of Civano (Director of Planning), 2002-2011

His experience includes numerous master plans and architectural design including:

- Unisource Headquarters Architectural Design
- Tucson Arena and Civic District Master Plan & Architectural Design
- UA Highland Commons District Master Plan & Architectural Design
- Brandi Fenton Memorial Park Master Plan & Architectural Design
- Summerhaven Village Center Master Architectural Plan
- El Pueblo Community Center Master Plan & Architectural Design
- Speedtano Office Building Architectural Design

1A. Description of Firms and Team Members

FORSarchitecture+interiors

Role: Architectural & Interior Design

FORSarchitecture+interiors is a 17 year old woman- and minority-owned Downtown Tucson firm known for its 'design through storytelling' methodology. Each of their projects begins with an understanding of place, program, environment, materials and budget. Through a dynamic process of client dialog they realize brand identity expressing the projects unique story in the design. This creates a compelling experience for the end users. FORS combines architecture, interior design and procurement in-house.

The UA grads and Partners, Miguel Fuentesvilla RA and Sonya Sotinsky RA, brought their experience working in San Francisco back to Tucson 14 years ago. One of their reaching goals at that time was to be intimately involved in helping rebuild and revitalize Downtown. They have played a pivotal design role in that revitalization with their projects Downtown Kitchen, Penca, Hub, Bianco, Playground, Proper, Proper Meats, Diablo Burger, Good Oak Bar, Gio Taco, Rialto Shell improvements, Connect Co-working, and the forthcoming AC Marriott Hotel (in partnership with Swaim). In addition, they are part of the fabric of Downtown with their office located in the heart of it! Their team of 9 has a passion and devotion to Downtown that runs deep.

Sonya N. Sotinsky, RA

Sonya is a New Jersey native who discovered Tucson in 1982. She is an Arizona licensed architect with over 20 years' experience in residential, retail, hospitality, and interiors. Her passion for the city and surrounds led her to enroll at the University of Arizona for her undergraduate work in 1990. After graduation she left for her master's work and continued to work in San Francisco until 2000. There she had the opportunity to gain experience at a firm with a very strong design and interiors focus. Sonya returned to Tucson to foster her own practice and settle in the place that always felt like home. Sonya earned a B. Arch. from the University of Arizona and an M. Arch. from UC Berkeley.

Miguel R. Fuentesvilla, RA

Miguel is a Tucson native who holds a B. Arch. from the University of Arizona and has been licensed in Arizona since 1996. He has over 24 years' experience in residential and commercial architecture, specializing in retail, restaurant, and medical design.

1A. Description of Firms and Team Members



RYAN COMPANIES

Role: General Contractor

Ryan Companies is a national builder, developer, designer and real estate manager based in Minneapolis. The firm is a leading national constructor with over forty-eight years of experience. Ryan has become a true leader and innovator in providing services from design phase through project completion. Ryan's Phoenix office opened in 1994 and has completed approximately 18 million square feet of projects totaling over \$1.3 billion here in Arizona. Ryan's Tucson building experience predates their Phoenix office opening with a retail project in 1992.



Ryan recently completed the Unisource headquarters in downtown Tucson, with Swaim Associates. Their experience is wide ranging from urban office buildings facilities to retail and multi-residential. Ryan enjoys a current ranking of 76th of the Top 400 National Contractors by the nationally recognized Engineering News Record publication.

John Strittmatter

John has been around the construction industry his entire life and has a broad understanding of the numerous facets involved in the development, financing, and construction process. As Chairman of Ryan's Southwest Division, John continues to manage the development and construction of Marina Heights, a multi-year, 2 million square foot multi-use campus. He provides industry-leading quality, integrity, and professionalism to ensure that future projects are consistent with Ryan Companies' objective of building lasting relationships.



1A. Description of Firms and Team Members



LOCI, INC.

Role: Transportation Planning

Loci is a planning, urban design, and development services company located in Portland, Oregon. Founded in 2005, Loci specializes in creating great urban neighborhoods—from initial site acquisition and entitlements through horizontal and vertical construction management.

Loci offers a wide range of services for its public and private sector clients, including:



- Land Use Planning and Entitlements
- Financial Analysis (Public/Private Development)
- Urban Design and Master Planning
- Public/Private Partnerships
- Infrastructure Planning
- Development Agreements
- Public Outreach and Involvement
- Development Consulting
- Specialties
- Real Estate Development, Urban Design, Planning, Public/Private Partnerships

Matt Brown

Matt founded Loci in 2005. With over 20 years of experience in urban planning and development across both public and private sectors, Matt provides the oversight and management capability that is required to bring complex urban projects through to successful completion. Prior to founding Loci, he was Manager of the City of Portland, Oregon's Office of Transportation for 11 years. He earned a BS in Landscape Architecture from Cornell University.

Matt is directly responsible for management and delivery of projects ranging from complex urban planning and development projects to single-project entitlements and development management. Significant projects include:



- Concept Plan, Tucson Warehouse Arts District
- Property Acquisition, Public/Private Partnerships, and Development Management, One North Fifth/Depot Plaza Development Agreement, Tucson
- Downtown Tucson Infrastructure Study
- Concept Planning, Public Involvement, CEQA Environmental Review Process, Japantown Corporation Yard, San Jose, CA
- Concept Planning/Political Outreach, Capital City Market/Gallaudet University, Washington, DC



1A. Description of Firms and Team Members

KITTLESON & ASSOCIATES

Role: Transit & Traffic Planning

Kittleson & Associates (KAI) is a nationally-recognized leader in transit access, bus rapid transit, transit signal priority, and transit quality-of-service assessment. Recent local work includes the Tucson Modern Streetcar project where they were responsible for the evaluation of streetcar operations as well as the preparation of signing, striping, and traffic control plans; and the Tucson High-Capacity Transit Plan where they completed an update of the Tucson region High Capacity Transit (HCT) System Plan for the Pima Association of Governments (PAG). The HCT System Plan, initially prepared in 2003, provides a framework for long-term investments in the region's transit system and plans for added mobility options along key corridors and between major activity centers. The update focused on HCT investments for the near-term, mid-term, and long-term and included an innovative monitoring methodology to help PAG identify incremental investments in the HCT network.

KAI staff is a reliable resource for transit operations analysis, planning, design, and research services, as well as traffic planning and transportation engineering services in support of transit projects. KAI has conducted numerous transit corridor studies and assessed transit-oriented development patterns around transit stations. KAI also has expertise in evaluating transit markets and needs.

KAI provides comprehensive transportation engineering, planning, and research services to government and private organizations. KAI has 14 offices and over 160 employees. Their staff of skilled professionals and national experts offer decades of progressive research, technological innovation, and a diverse portfolio of industry-leading work.

KAI recognizes that healthy, sustainable societies depend on efficient, active, and safe multimodal transportation that is cost-effective to manage, operate, enhance, and use over time. From site design to statewide transportation system planning, KAI combines transportation and land use to produce integrated and innovative solutions that achieve sustainable community goals.

Jim Shoен

Jim's breadth of experience over three decades includes managing and directing the planning, preliminary engineering, and final design of roadway improvements. He has particular expertise in traffic operations and roadway engineering to improve multimodal safety. His knowledge of traffic operations, combined with roadway design experience and his knowledge of environmental review processes, has helped to create performance-based solutions that fulfill transportation needs. The majority of Jim's experience has been focused in Arizona. As such, he has developed professional relationships with transportation agencies throughout the state, particularly in Southern Arizona. Jim is attune to the safety needs and focus of these agencies.

Jim's primary expertise is in traffic engineering, where he is a recognized leader in freeway traffic flow and capacity. He managed the original MAGIC study that initiated the coordination of signal systems across jurisdictional boundaries in the MAG region and identified "smart" corridors. He was also involved in the MAG Freeway Bottleneck Study in Phoenix, leading the simulation modeling used to identify existing bottlenecks and evaluate cost effective mitigation measures. Jim is highly knowledgeable and accomplished in applying analytical and simulation tools for traffic flow and capacity analysis. Recently, Jim modeled the roadway network in downtown Tucson in order to evaluate the impact of a proposed bypass and conversion of one-way pairs to two-way flow.

1A. Description of Firms and Team Members

HDR

Project Role: Transit & Civil Engineering

HDR has partnered with clients to shape communities and push boundaries of what's possible since 1917. With 8,500 employees in more than 200 locations around the world, they think global and act local.

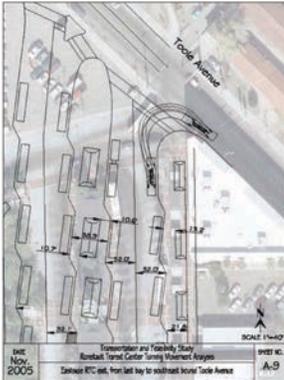
In Arizona, they have been providing professional services to municipal and other public sector clients from their offices since 1959. HDR is consistently ranked by Engineering News-Record among the top engineering firms and locally, was named No. 4 Engineering Firm by Inside Tucson Business in 2014.

In Tucson, HDR focuses much of their work on transit, roadway, utility, structural, and drainage design for public works agencies. As a result, the City of Tucson, Pima County, and the Arizona Department of Transportation (ADOT) are some of their key clients.

Mike Barton, PE, PTOE

Mr. Barton has 27 years civil engineering experience in wide variety transportation projects. His experience includes projects ranging from planning, final design, and program management of roadway and transit projects. He has served numerous clients both locally and nationwide. His responsibilities have included project management, public participation, project development, the design of roadway geometry, right-of-way, pavement marking, signing, traffic control, traffic signal plans, and quality control review. He is Fellow of the American Society of Civil Engineers (ASCE) and the Institute of Transportation Engineers (ITE). His relevant experience includes:

- City of Tucson, Sun Link, Tucson Modern Streetcar, Program Management Consultant
- City of Tucson, Major Transit Investment Study - Alternative Analysis
- City of Tucson, Downtown Links - Stevens Avenue
- Pima County Department of Transportation, On-Call Traffic Engineering
- Pima County Department of Transportation, La Cholla Boulevard, Ruthrauff to River
- City of Tucson, Barraza-Aviation Parkway General Consultant
- City of Tucson, Broadway Boulevard, Euclid to Country Club
- City of Tucson, Congress Street Master Plan
- City of Tucson, Ronstadt Transit Center Circulation Study
- Ruthrauff Road-Wetmore Road Alignment Study/DCR
- I-10 General Plan, Tucson



1A. Description of Firms and Team Members



HOLBEN, MARTIN & WHITE

Role: Structural Engineer

Founded in 1969, Holben, Martin & White has provided quality structural engineering services on a wide diversity of projects throughout the western United States for 45 years. The firm's experience includes many transportation related projects.

As structural engineering specialists, Holben, Martin & White has completed over 5,000 projects with construction costs of \$8 billion. HMW's value engineering capabilities, in selection, analysis and design of the optimum overall solution, and the quality control procedures used in executing and documenting the design of contract documents, are felt to be among the very best in the profession.



One project of particular note is the Suntran Transit Hub at University of Arizona. This is a 280 SF restroom building with 25 feet of site wall and five free-standing canopy structures featuring two different canopy designs.

Another is the Martin Luther King Transit Center/Mixed Use Facility in Compton, California. This new transit center is a 3,000 SF replacement of the existing 30 year old facility, and includes 8 new bus bays.



HMW provided peer review for the \$120 million Bob Hope Airport Transit Center Project completed in 2014. It is comprised of a 3-story solar-powered structure base-isolated with triple-pendulum bearings that includes a consolidated rental car facility and a bus transit level.

Other experience includes structural engineering for the UA Sixth Street Residence Halls. This 328,365 SF project provided new on-campus housing for 1,088 undergraduate students. Four- to six-story buildings of brick, metal and stucco, were designed around interior courtyards to create secure private space for student circulation and gathering.



The firm also provided structural engineering services for the UA Highland District Housing project. This 191,000 SF project included three "houses" of 3- and 4-stories totaling 770 beds for undergraduate students.

HMW is also the structural engineer for the Pima County Justice Courts Complex currently completing construction in downtown Tucson.

HMW's working relationship with the City of Tucson has lasted for over forty years. During that time, they have designed many projects, including the Basket Bridge, recreation centers, parks, bridges, fire stations, and performed services on several open-end contracts.



Thomas Griffis, PE

Mr. Griffis has 32 years of structural design and project management experience, including 27 years with the firm. He earned an M.S. in Structural Engineering and a B.S. in Civil Engineering from the University of Arizona.

Warren White, PE

Mr. White has 36 years of structural design and project management experience. He will be directly involved with project meetings, design charrettes, schedule planning and commitments, and coordination between disciplines. He earned an M.S. in Structural Engineering and a B.S. in Civil Engineering from the University of Arizona.

1A. Description of Firms and Team Members



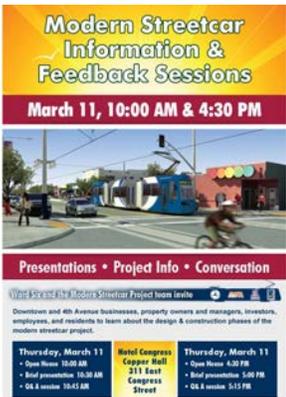
KANEEN ADVERTISING AND PUBLIC RELATIONS

Role: Public Relations

Kaneen Advertising & Public Relations, Inc. is a Tucson-based firm, founded in 1980. The firm is a woman-owned business, a certified Small Business Enterprise (SBE) in Pima County, and a certified Disadvantaged Business Enterprise (DBE) in the State of Arizona.

The firm offers the City of Tucson tremendous experience providing communications services to public, private and non-profit sector clients. They have a history of working collaboratively with the City—staff, elected officials, their constituents, business representatives, community leaders, educational institutions, and neighborhood associations—to develop communications tools and programs that engage, inform, and educate. The firm's services include:

- Public involvement
- Strategic communications planning
- Community and neighborhood relations
- Graphic design
- Social media
- Web design and content
- Facilitation
- Event planning
- Public education
- Research
- Bilingual messaging
- News media relations
- Rebranding



Kaneen also provides communications services including stakeholder and citizen involvement, open houses, property owner meetings, public hearings, and facilitating communication among the public and the project team/owner. Kaneen has vast experience successfully creating an interactive process to engage the public during the planning and design phases of large scale projects.

One example of this can be found in the virtual community that Kaneen helped to create and actively manages for the Sun Link Tucson Streetcar project. With 1,786 Facebook fans, 1,317 Twitter followers, and an electronic distribution list of 2,556 emails, the Sun Link project connects and interacts with the community on almost a daily basis. The entire project has been photo documented and posted through these forums and has allowed the public to be involved from the groundbreaking through construction and now into the vehicle testing phase.

Additionally, important project notices, construction updates and traffic alerts were communicated through social and digital media which allowed the information to be disseminated as quickly as possible. This also allowed others, such as news media outlets, to share the information that the project posted on their social media networks—greatly expanding the reach of the project throughout the community.

Kaneen also helped develop an interactive public workshop for the Broadway project that was attended by more than 200 individuals. The workshop involved 18 small group tables and three guided exercises led by a facilitator and a recorder. These were designed to garner input regarding the prioritization of performance measures and street width (cross section) design alternatives preferences. The ultimate goal was to get participants at each table to provide their top four performance measures and top three street width (cross section) design alternatives. The input provided by the public during the workshop will be critical in helping the Citizens Task Force and the Project Team decide what design alternatives to advance into further design development and detailed analysis.

Rick Kaneen

Rick has over 34 years of experience in public relations for public works projects. His skills include strong, established relationships with elected and City Officials, community leaders and news media; creative expertise for brand development; and strategic planning and implementation of public involvement campaigns. His experience with City of Tucson projects includes the Grant Road Improvement Project; Sun Link Tucson Streetcar Project; and several Tucson Water projects. Other experience includes the ParkWise Strategic Communication Plan and Rebranding; TDOT Bond Oversight Commission; and Central Arizona Project.

1B. Experience with Projects of Similar Scale and Complexity: (1) Transit Facility Planning Using Best Practices



Martin Luther King Transit Center/Mixed-Use, Compton, CA
Completed by Holben, Martin & White, Structural Engineering Consultant

This new transit center is a 3,000 square foot replacement of the existing 30 year old facility, and includes 8 new bus bays.

Downtown Tucson Transit Center Feasibility Study
Completed by HDR, Transit & Civil Consultant

In 2005-2006, HDR evaluated the feasibility of relocating the existing Ronstadt Transit Center in Downtown Tucson. The study included the development of potential alternative site locations, site configurations, transit routes, transit alignments, and operating costs. The role of the transit center as an origin/destination in addition to a transfer location was evaluated. The study considered several concurrent projects in Downtown Tucson, including bus service and frequency improvements as part of the Regional Transportation Authority (RTA) plan, the relocation of the Greyhound Bus Depot, the new 4th Avenue Underpass, and the Tucson SunLink Modern Streetcar Project. The recommended alternative consisted of a reconfigured Ronstadt Transit Center that provided additional commercial/retail frontage on Congress Street.

Ronstadt Transit Center Feasibility Study Update
Completed by HDR, Transit & Civil Consultant

In 2007-2008, HDR developed transit center and transit mall operating concepts for a reconfigured Ronstadt Transit Center that included joint development opportunities. The concepts included a site circulation plan, number of bus bays, location of passenger amenities, and overall site configuration. The concepts also considered bus service and frequency improvements as part of the Regional Transportation Authority (RTA) plan, construction Depot Plaza, and construction of the Tucson SunLink Modern Streetcar. HDR evaluated the concepts based issues related to site access, capacity, ridership, ownership, joint development, and cost.

Tucson High-Capacity Transit Plan
Completed by Kittleson & Associates, Transit & Traffic Consultant

In 2008-2009, KAI completed an update of the Tucson region High Capacity Transit (HCT) System Plan for the Pima Association of Governments (PAG). The HCT System Plan, initially prepared in 2003, provides a framework for long-term investments in the region's transit system and plans for added mobility options along key corridors and between major activity centers. The update focused on HCT investments for the near-term, mid-term, and long-term and included an innovative monitoring methodology to help PAG identify incremental investments in the HCT network.



Sawgrass Area Intermodal Station Planning and Design Guidelines
Completed by Kittleson & Associates, Transit & Traffic Consultant

In 2011, KAI developed planning and design parameters for a proposed intermodal transit facility in Sunrise, Florida, and provided strategic advice for the City of Sunrise, Broward County Transit, the Broward County Metropolitan Planning Organization (MPO), and FDOT as development of the intermodal facility moves forward. The intermodal facility will function as a Gateway Hub, as defined in the Broward County MPO's 2035 Long-Range Transportation Plan, which means that the facility will support a high level of multimodal travel and transit-oriented development.

TCRP Report 153: Guidelines for Access to High Capacity Transit Stations
Completed by Kittleson & Associates, Transit & Traffic Consultant

From 2008 to 2011, KAI prepared TCRP Report 153 which provides guidelines to assist with the planning, analysis and implementation of access to high capacity transit stations, including transit centers. Topics included the 8-step planning process; agency case studies and how the planning process is applied; station level case studies; and design guidelines for auto, feeder transit, bicycle, walk, and TOD access modes.

1B. Experience with Projects of Similar Scale and Complexity: (2) Transit-Oriented Mixed-Use Development

UNISOURCE ENERGY HEADQUARTERS

Phil Swaim

Project Principal

Ed Marley

Project Architect

Michael Culbert

Project Manager

270,000 SF Building

360,000 SF Garage

\$60 Million

Partnership with DAVIS
Architects and Ryan
Companies

Completed 2011

AWARDS

- *Metropolitan Pima Alliance Common Ground Award, 2011*
- *NAIOP Best Office Building of the Year, 2011*

OWNER

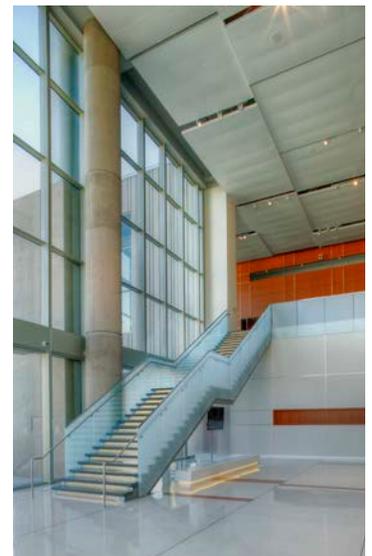
Unisource Energy

Scott Rathbun

88 East Broadway

Tucson, AZ 85701

520.917.8499



Swaim Associates partnered with DAVIS Architects and Ryan Companies to design and build the mixed-use LEED Gold Unisource Energy Headquarters which includes 270,000 square feet of offices, retail space, an energy gallery, a conference center and roof terraces. The site is located on the modern streetcar line in downtown Tucson and is planned for a future phase of housing and retail. Swaim Associates led the site development team and had a strong role in the production of the core and shell documents. Swaim led the design and documentation of the interior space planning and interior design phase of the project and served as the on-site construction administrator, working to help maintain the schedule of 24 months from start of design to occupancy. Key sustainability features include an 18" raised floor system for air distribution, high performance glazing, and a 150,000 gallon cistern under the entry plaza to store and distribute rainwater for irrigation.

1B. Experience with Projects of Similar Scale and Complexity:
(2) Transit-Oriented Mixed-Use Development

**UNIVERSITY
OF ARIZONA
HIGHLAND
COMMONS**

Ed Marley
*Project Principal,
Project Architect*

Kevin Barber
Project Manager

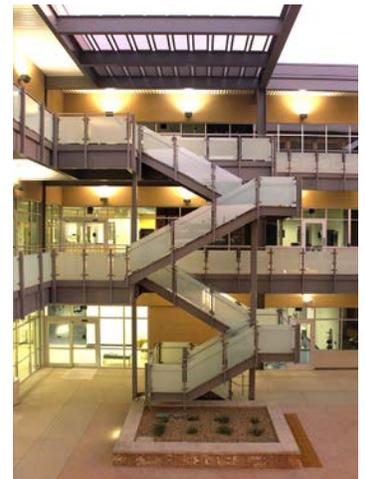
53,816 SF

\$13.5 Million

Completed 2003

OWNER

*University of Arizona
Debra Johnson, RA
P.O. Box 210300
Tucson, AZ 85721
520.626.2420*



The Highland Commons is one of several new projects included in the master plan Swaim Associates developed for this area of campus. This facility brings together the Campus Health Services and the nationally recognized Disability Resource Center, which provides integrated academic, athletic and support services to the campus and surrounding community. The design provides a separate identity for the Disability Resource Center, while providing equal and integrated access to all areas. This is achieved through the use of distinct building materials and “transparent” accessibility throughout the building. A three-story glass gallery serves as a grand entry and display space for each department’s outreach programs. These elements draw the campus community into the heart of the facility, where a landscaped courtyard provides an active gathering space for all to enjoy.

1B. Experience with Projects of Similar Scale and Complexity:
(2) Transit-Oriented Mixed-Use Development

AC TUCSON
MARRIOTT HOTEL

Phil Swaim
Project Principal
Ed Marley
Project Architect
Mike Culbert
Project Manager
Miguel Fuentesvilla
Design Architect

165,745 SF

\$26 Million

Scheduled to be
Completed 2016



Swaim Associates, in association with FORSarchitecture+interiors, is desinging a mixed-use development anchored by AC Marriott at Broadway and Fifth Avenue that includes 10,000 SF of retail, a 200-space parking garage, and 140 hotel rooms wrapped around the 6th floor pool overlooking Broadway Boulevard in downtown Tucson. Construction will begin in December, 2014.

1B. Experience with Projects of Similar Scale and Complexity:
(2) Transit-Oriented Mixed-Use Development

**ONE NORTH
 FIFTH/DEPOT
 PLAZA**

Type of Project
 Mixed-Use, Retail,
 Multi-family Residential

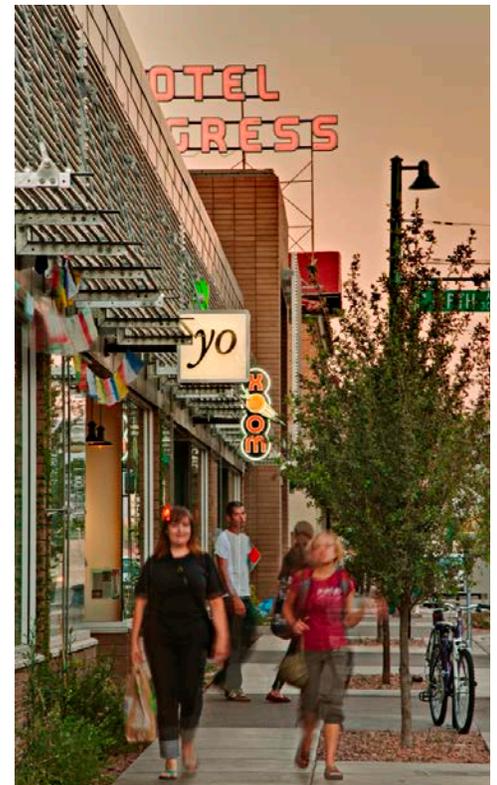
Peach's Responsibility
 Developer

Size
 161 Units

Completed
 2009



This property was scheduled to be demolished as the original use as senior housing was due to expire. Peach Properties redeveloped this building into market rate rental residences, and also built out the first new commercial retail spaces in downtown Tucson in many years. In the last two years new development has increased in pace near this location.



1B. Experience with Projects of Similar Scale and Complexity:
(2) Transit-Oriented Mixed-Use Development

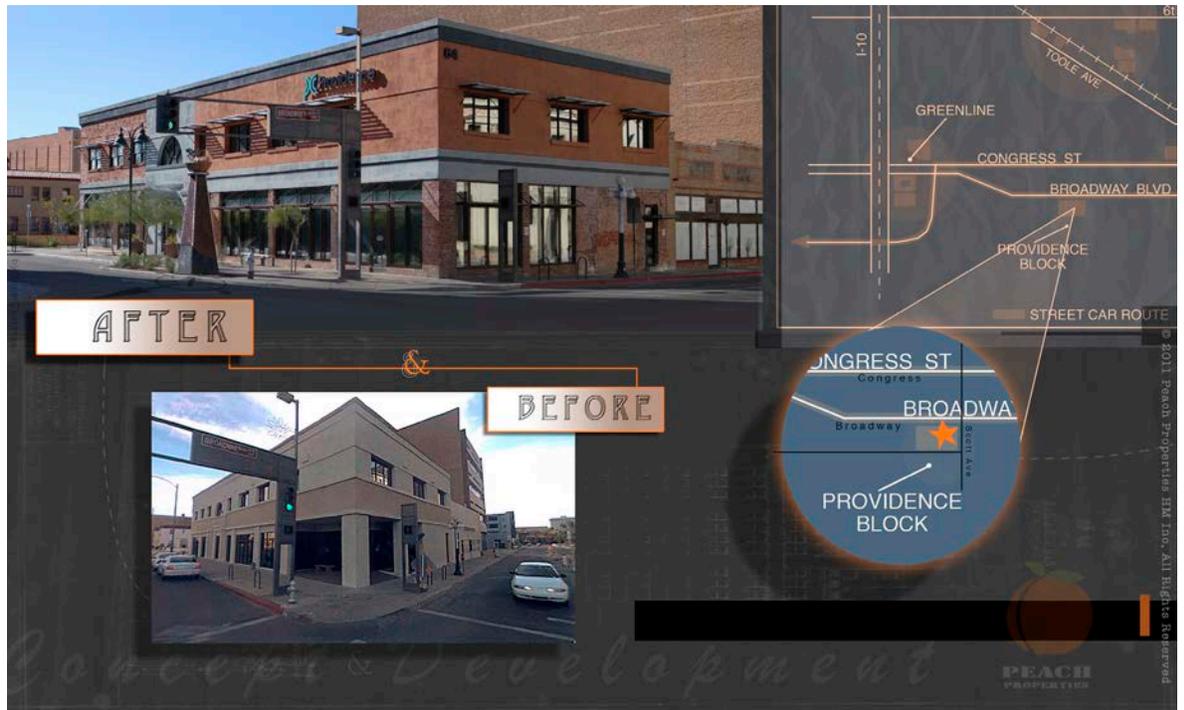
**PROVIDENCE
 BLOCK**

Type of Project
 Mixed-Use

Peach's Responsibility
 Developer

Size
 52,000 SF

Completed
 2010



- Mixed use, office, residential, restaurant, on site parking, 52,000 SF (44 – 64 E. Broadway)
- Penca Cuisine
- Office tenants including Providence Service Crop., Sonoran Desert Institute, Peach Properties
- Covered and uncovered parking
- Three residential loft condominium units (sold out)

**BROADWAY
 BREWERY BLOCK**

Type of Project
 Mixed-Use

Peach's Responsibility
 Developer

Size
 12,000 SF

Completed
 2013



Featuring the second location of Tucson's own Thunder Canyon Brewery, Cartel Coffee and 12,000 SF mixed use, this former Safeway grocery store has been renovated and is now a cornerstone of downtown Tucson's east end.

1B. Experience with Projects of Similar Scale and Complexity: (2) Transit-Oriented Mixed-Use Development

ONE NORTH CENTRAL Formerly Phelps Dodge Tower

Type of Project
Class "A" Office Tower

Reference
Ramiro Peru
Phelps Dodge
Corporation
One North Central
Avenue
Phoenix, AZ 85004
602.366.8100

Ryan's Responsibility

- Development
- Architecture & Engineering
- Construction
- Real Estate Management
- Capital Markets
- Tenant Improvements
- Legal and Environmental

Size
460,000 SF

Construction Period
18 Months

Completed
2001



Ryan created a spark in downtown Phoenix with its development and construction of the One North Central building. It was the first foray into the Phoenix downtown core for Ryan.

Working with the Phelps Dodge Corporation, the City of Phoenix and other professional firms, Ryan developed a 20-story, Class "A" office building.

The building, located on a city-owned site in the heart of Downtown Phoenix, offers large floor plates with minimal interior columns for greater interior design flexibility. The above and below grade eight-story parking garage accommodates up to 1,000 cars.

The exterior base of the building is Arizona sandstone and granite and upper floors are sheathed in copper-tinted glass curtain wall.

1B. Experience with Projects of Similar Scale and Complexity:
(2) Transit-Oriented Mixed-Use Development

222 HENNEPIN

Type of Project

Mixed-Use, Retail,
 Multi-family Residential
 LEED Silver Certified

Reference

Chris Culp
 The Excelsior Group
 612-353-3304
 Mark Schoening

Ryan's Responsibility

- Development
- Architecture & Engineering
- Design-Build Construction
- Capital Markets

Size

580,000 SF; 286 units

Construction Period

18 Months

Completed

August 2013

Awards

- 2013 Best in Real Estate, Best Overall, Mixed-Use Urban Presented by Minneapolis/ St. Paul Business Journal
- Pacific Coast Builders Conference (PCBC) 2013 Golden Nugget Award, Best On-the Boards Mixed Use Project



The 222 Hennepin project is a great example of urban infill development and is evidence of Ryan's ability to get deals done where others have failed. The 580,000 square foot mixed-use project features 286 luxury apartments with spectacular river and downtown views and a Whole Foods Market – the first in downtown Minneapolis and a welcome addition to this long vacant space.

Ryan Companies co-developed the project with The Excelsior Group, specialists in multifamily development and property management. Ryan is also the architect-of-record and design-builder for the project, which will occupy a full city block at the corner of Hennepin and Washington Avenues. The corner is one of the most prominent downtown, and development challenges had kept it vacant for more than five years.

Project amenities include a fourth-floor terrace with an outdoor pool, bocce ball area, fire pit, dog walk, enclosed party room, and state-of-the-art fitness center. The terrace affords spectacular views of the downtown Minneapolis skyline. The construction of the project prioritizes sustainable building practices by cleaning up a contaminated site while incorporating an existing 300-stall parking structure, effectively wrapping the new project around the parking core and re-using it.

This project achieved Leadership in Energy and Environmental Design (LEED) Silver Certification for Mid-rise Residential.

1B. Experience with Projects of Similar Scale and Complexity:
(3) Development and Construction in Urban Setting

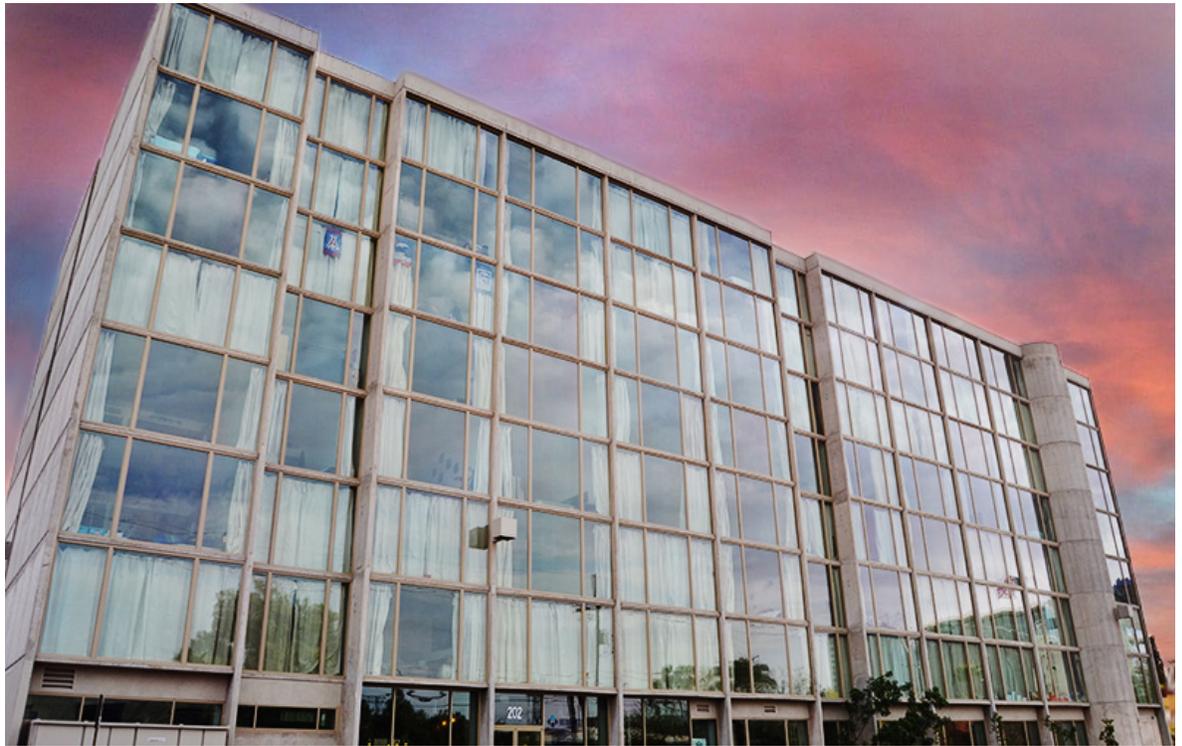
THE HERBERT

Type of Project
Urban Residential
Redevelopment

Peach's Responsibility
Developer

Size
90,000 SF
144 units

Completed
2013



In partnership with international investment company Holualoa Companies, Peach led the \$10 million redevelopment of this iconic 1970's built structure. FORSarchitecture+interiors provided design services.

The Herbert provides the best of downtown Tucson. Striking new studio and 1 bedroom rental apartments in a quiet Armory Park neighborhood location, conveniently located just one block from the modern streetcar and downtown's restaurants, bars and cultural attractions.

1B. Experience with Projects of Similar Scale and Complexity:
(3) Development and Construction in Urban Setting

Additional projects include:

- Unisource Energy Headquarters (refer to Section 1-B-2)
- UA Highland Commons (refer to Section 1-B-2)
- AC Marriott Hotel (refer to Section 1-B-2)
- One North Fifth/Depot Plaza (refer to Section 1-B-2)
- Providence Block (refer to Section 1-B-2)
- One North Central (refer to Section 1-B-2)
- 222 Hennepin (refer to Section 1-B-2)



1B. Experience with Projects of Similar Scale and Complexity:
(4) Interactive Community Planning and Public Involvement Process

UA HIGHLAND DISTRICT MASTER PLAN

Type of Project
 Master Plan

Swaim's Responsibility
 Master Planning
 Architectural Design

Size
 750,000 SF

Completed
 2001

Owner
 University of Arizona
 Debra Johnson, RA
 P.O. Box 210300
 Tucson, AZ 85721
 520.626.2420



The master plan for the Highland District includes 750,000 SF of medical, residential, retail, academic, and administrative facilities that can be implemented over five phases. Following the principles of New Urbanism, the plan promotes increased building density. An open central quadrangle provides activity space for the residents of the Highland District and the university community.

Following the initial development of the master plan, Swaim Associates coordinated their design efforts closely with AR7 Architects as the two firms simultaneously implemented the first two phases of the master plan which included Highland Commons, the Highland District Housing, and the central quadrangle.

The result is a dynamic and cohesive campus district that is the physical manifestation of the master plan document, and supports the overall planning goals of the University.

1B. Experience with Projects of Similar Scale and Complexity:
(4) Interactive Community Planning and Public Involvement Process

**SUMMERHAVEN
VILLAGE CENTER
MASTER PLAN**

Type of Project
Master Plan

**Swaim's
Responsibility**
Master Planning
Architectural Design

Size
750,000 SF

Completed
Master Plan 2004
Community Center
2007

Owner
Pima County
150 W Congress, 5th Fl.
Tucson, AZ 85701
(520) 724-3703



After the 2003 Aspen Fire devastated the town of Summerhaven on Mt. Lemmon, Phil Swaim, AIA chaired a committee of professionals and students to develop a masterplan and design guidelines and integrate the Wildlands Interface building codes to bring the community back. The year-long planning process included public visioning and planning workshops.

Oriented around the creek and surrounded by steep slopes, the mixed use village supports a community center, lodge, restaurants, retail, and condominiums. The Community Center was funded through a partnership between both public and private entities.

On July 4, 2007, the American Flag was raised to celebrate the completion of the Mt. Lemmon Community Center.

1B. Experience with Projects of Similar Scale and Complexity: (4) Interactive Community Planning and Public Involvement Process

BRANDI FENTON MEMORIAL PARK MASTER PLAN

Community planning effort coupled with a unique cooperation of public and private funding allowed this 57 acre Pima County park to fit into the Binghampton National Historic Landscape. The adaptive reuse of historical houses and agricultural structures allowed the park to meet the needs of the public without sacrificing the rich cultural fabric of this area.

Extensive discussion and consensus building with the equestrian, recreational, and agricultural communities along with Cultural Resources, Parks and Recreation and the Fenton Foundation established a balance of these diverse priorities. The community memorial garden at the heart of the park creates an environment to remember loved ones and to honor those who have donated life. The visitor center supports exhibits and the historic site.

The project received the following awards:

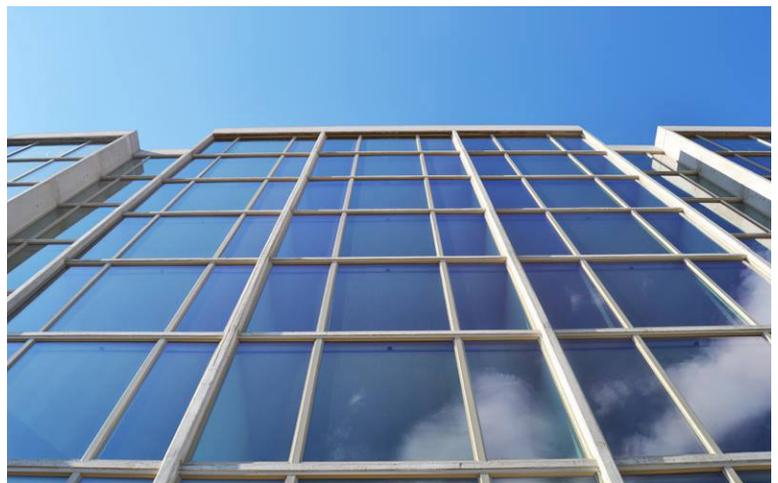
- Tucson-Pima County Historical Commission Award, 2008
- Arizona Public Works Project of the Year Award, 2007
- Metropolitan Pima Alliance Common Ground Award, 2005



THE HERBERT

When Peach Properties developed the Herbert Residential project, Peach attended numerous Armory Park Neighborhood Association and presented their plans for the site, adjusting them as possible according to their feedback.

Peach also coordinated meetings with the Neighborhood Association and the City of Tucson to provide opportunities for the City to consider changing parking and traffic flow.



1B. Experience with Projects of Similar Scale and Complexity:
(4) Interactive Community Planning and Public Involvement Process

**BROADWAY
CORRIDOR**

Type of Project
Master Plan

Team Members
Swaim Associates
Kaneen Public
Relations
HDR
Kittleson & Associates

Completed
December 2014

Owner
City of Tucson



Team members Kaneen Advertising, Swaim Associates, HDR and Kittleson & Associates are participating in the Broadway Corridor planning process.

As public involvement and participation specialists, working directly with City of Tucson project manager, Kaneen is integral in the planning, development, and production of outreach materials and the communications strategy for the Citizen Task Force (CTF) and the general public. Kaneen is responsible for CTF meeting coordination; including logistics planning, facilitation planning, materials preparations, production of HTML code for eBlasts, production and distribution of project and meeting updates, drafting, finalizing and posting of Legal Action Reports and CTF meeting summaries; as well as , planning the logistics and assisting in the preparation of visual materials and the presentation for large scale community meetings.

Additionally, Kaneen helps plan and facilitate communication with businesses, property owners, and other area stakeholders. The CTF process and outreach to the surrounding area has proven to be critical to the process of narrowing down alignment options, producing consensus decisions, and facilitating compromise between the many competing interests on this project.

The Broadway project is currently 26 months into the planning and design phase. A CTF recommended alignment and Design Concept Report are expected by December 2014.

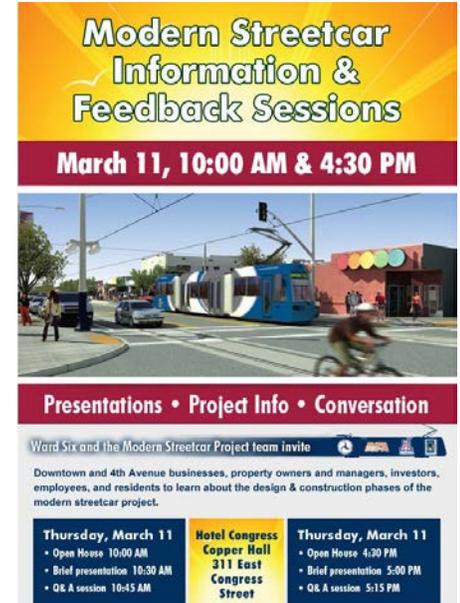
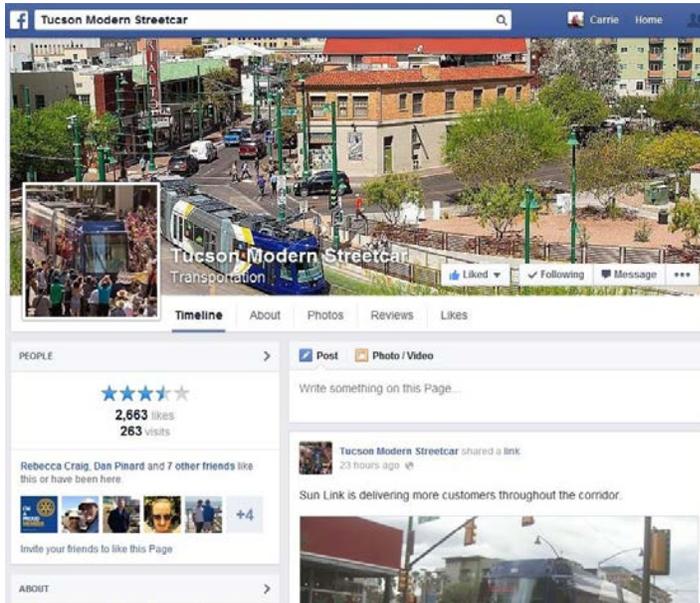
1B. Experience with Projects of Similar Scale and Complexity:
(4) Interactive Community Planning and Public Involvement Process

TUCSON MODERN STREETCAR

Team Member
 Kaneen Advertising

Completed
 2014

Owner
 City of Tucson



The roots of the Sun Link project are in public participation and community involvement. This process was consistently led by Kaneen Public Relations, starting in 2004 with public feedback garnered during the Alternatives Analysis Study and the formation of the Community Liaison Group (CLG). The CLG, made up of representatives of key stakeholder groups along the streetcar route corridor, has been instrumental in:

- Shaping the course, direction, and route of the project
- Helping to ensure awareness about the project and construction with their representative groups
- Providing information, attitudes and perceptions from various CLG stakeholder groups and the general public to the project team
- The CLG process dramatically helped garner public buy-in for the streetcar project and fostered enthusiasm and excitement for this community changing project.

Kaneen had an integral role in facilitating public involvement and community outreach during the construction phase of the project. Prior to the first jackhammer starting demolition, the project team developed an extensive, written public outreach and participation plan that addressed all phases of the project from pre-construction to the revenue service celebration. During construction, the key challenges were to keep the community apprised of project progress, shifting work zones, and potential traffic and access changes for a complex construction project lasting 475+ days along major business and traffic corridors.

Emphasizing the long term economic benefits of the Sun Link project and rallying the community to support local businesses during construction was critical. Kaneen was able to do so by creating a virtual community through utilizing digital media. Based on public and business feedback, the team launched new, more immediate methods of outreach during construction that applied to the wide demographic base that followed the project: Facebook posts, Twitter, posters, downloadable flyers, streaming videos, construction updates via email, links, web updates, and media advisories. This outreach not only helped inform the community about changing construction conditions and traffic closures, it also provided a digital forum for public participation that enabled project team members to directly and immediately respond to public concerns. This process helped shift the tide in public sentiment regarding streetcar construction from negative to positive and fostered widespread community involvement.



1B. Experience with Projects of Similar Scale and Complexity:
 (5) High Quality Architecture and Design,
 Compatibility with Historic Elements and Surrounding Area

119 EAST TOOLE



- Mixed use, courtyard, on site parking, 16,000 SF
- Borderlands Brewery
- Playfit childrens exercise center
- Cartel Coffee
- Dance performance studio

Other projects include:

- Unisource Energy Headquarters (refer to Section 1-B-2)
- UA Highland Commons (refer to Section 1-B-2)
- AC Marriott Hotel (refer to Section 1-B-2)
- Providence Block (refer to Section 1-B-3)
- The Herbert (refer to Section 1-B-2)



1B. Experience with Projects of Similar Scale and Complexity: (6) Property Leasing and Management

One North Central

Ryan Companies is the leasing manager for this building. (Refer to Section 1-B-2)

Unisource Energy Headquarters

Ryan Companies provides property management services for this building. (Refer to Section 1-B-2)

The Herbert

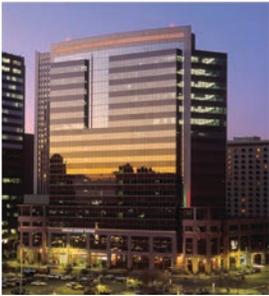
Peach Properties provides property management services for this building. (Refer to Section 1-B-3)

Downtown Commercial Properties

Peach Properties provides leasing and property management services for many downtown Tucson commercial properties including 210 Broadway (Cartel, Thunder Canyon, Summit Financial), 119 Toole (Playformance, Borderlands Brewery), Auto Row Block (Tap & Bottle, Joplin Landscape Architects, Exo Coffee, Spoke6 Co-Working, Santa Theresa Tile, numerous retail and office), all the Warehouse Arts Management Organization artist properties, and Providence Block.

Over 1100 Residential Units

Peach Properties provides property management services for over 1100 residential units in the Downtown Tucson and University of Arizona areas.



1C. Experience Working with FTA Joint Development Guidance and/or FTA More Generally, and Experience with NEPA



The team's civil and transit planner, HDR, provides both local and national expertise in preparing NEPA documents for FTA. This includes preparing a wide range of NEPA documents (Environmental Impact Statements, Environmental Assessments, and Categorical Exclusions) for transit projects (light rail, streetcar, and bus) as well as transit capital facilities (transit centers, park-and-rides, and bus/rail maintenance facilities).

This NEPA expertise has required close coordination with FTA Region IX and Headquarters, as well as other FTA Regions throughout the country. Most notably, HDR prepared the Environmental Assessment (EA) for the Tucson SunLink Modern Streetcar. HDR also prepared two Supplemental EAs for the project that addressed changes to the project definition. All of these documents resulted in Finding of No Significant Impacts (FONSI) by FTA.

HDR has prepared NEPA documents for several other major transit projects in Arizona including the Valley Metro Central Phoenix/East Valley Light Rail Project, Central Mesa Light Rail Extension, and Gilbert Road Light Rail Extension. HDR has also prepared NEPA documents for a variety of transit facilities in Arizona, including the Goodyear Park-and-Ride, Mesa Superstition Springs Park-and-Ride, and Valley Metro East Valley Bus Operations and Maintenance Facility.

Nationally, HDR is a leader in FTA and NEPA environmental documentation, as demonstrated by the Kansas City Streetcar Environmental Assessment (prepared by HDR) being selected as the FTA Outstanding Achievement Award for Excellence in Environmental Document Preparation in 2013.

The team's transit and traffic planner is Kittleson & Associates. Recent local work includes the Tucson Modern Streetcar project and an update of the Tucson region High Capacity Transit (HCT) System Plan for the Pima Association of Governments (PAG).



The firm's experience with FTA includes leading the development of transit and multi-modal transportation alternatives to serve a major east-west arterial, University of Central Florida and Valencia State College in Orlando, Florida. Over 10% of the population of the Orlando Metropolitan Area works, lives, or attends school in this corridor. Kittleson contributed to the New Starts applications for several projects that received New Starts funding from the Federal Transit Administration, include the BRT line along Euclid Avenue in Cleveland, Ohio (now known as the HealthLine), the North Shore Connector Light Rail Transit line in Pittsburgh, and the Dulles MetroRail in Washington, DC.

The firm completed transit corridor and station area plans for numerous transit agencies across the country. Kittleson has worked closely with the Federal Transit Administration (FTA) to obtain NEPA, New Starts, and Small Starts approvals and funding on behalf of numerous transit agencies. They also worked as a contractor to the FTA and conducted New Starts reviews for a variety of transit projects. Their notable project experience includes the Euclid Corridor Bus Rapid Transit Project in Cleveland, Second Avenue Subway in New York, North Shore Connector in Pittsburgh, Anacostia Waterfront Transit Demonstration project in Washington, Tampa Regional Rail Study, Grand Rapids Transit Systems Plan, Central Florida Commuter Rail, and Charlotte Northeast Corridor Station Area Plans.

1D. Evidence of Successful Execution of Similar Projects and Benefits Yielded by Those Projects

PEACH PROPERTIES

Peach's development focus is on projects in and around its home base of Tucson. Since Peach's inception more than 25 years ago under the direction of Ron Schwabe, Peach has developed over 2,400 residential units, and more than 600,000 SF of commercial space (half of that being historic re-use projects).

This development experience totaling over \$155 million in projects in 5 western states, and including a wide spectrum of products from single room occupant (SRO) residential to self-storage, office, retail, and historical re-use, cast the foundation for Peach's current business model focusing on Tucson.

Following are recent projects of a similar size and nature to the Ronstadt Transit Center Joint Development Project illustrating the benefits yielded by each:



Depot Plaza/One North Fifth, 135 – 200 E. Congress, 45 N. 5th Ave, Tucson

- \$12 million residential/commercial development
- 96 residential apartments
- 20,000 SF of retail development
- 260 space parking garage

Benefits

- The first new market rate housing in the downtown core in 40 years
- New tenants and retail/restaurant, mixed use, helped start the activation of the East End of downtown Tucson



Herbert Residential, Armory Park, Tucson

- \$10 million residential development
- Partnership with Holualoa Companies transforming outdated 1970s housing into new market rate residential
- At the border of downtown Tucson and the residential Armory Park neighborhood.
- One block from Tucson Modern Streetcar, minimal onsite parking, fully leased.

Benefits

- New market rate tenants help activate the downtown retail, restaurants and bars
- Low parking ratio encourages use of bus, streetcar, walking, bicycle and Downtown Loop

Auto Row Block, 403, 415, 439 & 440 N. 6th Avenue, Tucson

- \$7 million commercial, bar, office, retail development.
- One and one quarter City blocks transformed from glass storage and abandoned tire/car repair, into 73,000 SF of new commercial tenants use
- Includes Tucson's first successful office co-working location
- Development for restaurants, galleries, retail shops and offices

Benefits

- New tax revenue from the 2% commercial property sales tax
- Retail and restaurant sales tax
- New employees locating their business downtown
- New customers for restaurants and retail



1D. Evidence of Successful Execution of Similar Projects and Benefits Yielded by Those Projects



Providence Block, 44-64 East Broadway, Tucson

- \$9 million, 52,000 SF mixed use development with offices, residential, restaurant, and on-site parking
- Office tenants include Fortune 500 company and Peach Properties
- Covered and uncovered parking
- Three residential loft condominium units (sold out)

Benefits

- Derelict building was fully renovated and activated with residential, office and retail/restaurant uses.
- Fortune 500 company relocated here, and then purchased 44 East Broadway to complete the block



Brewery Block, 210 East Broadway, Tucson

- \$6 million, 26,000 SF mixed use development with retail, restaurants, offices

Benefits

- New office tenant integrated into mixed use development

THE FRESHWATER GROUP

For over 25 years, The Freshwater Group (TFG) has excelled at arranging for the acquisition, financing, design and repositioning of senior living properties and portfolios. Driven by their desire to create genuine communities where residents thrive as well as responsible returns for their investors, TFG and its operating partner, Watermark, are poised to build on their reputation as industry innovators and leaders. TFG aims high because the stakes are high. Its transformational approach to helping older adults live and age well is leading the industry to a more enlightened model of senior care.

Following are recent projects of a similar size and nature to the Ronstadt Transit Center Joint Development Project:



Watermark at Logan Square, Philadelphia, PA

- Center city 20+ story high rise rental
- Continuing Care Retirement Community with Independent Living, Assisted Living, Memory Care and nursing.
- Medical clinics, a dentist's office, a robust wellness clinic and exercise facility, spa, auditorium and art gallery.

Watermark at Logan Square

1D. Evidence of Successful Execution of Similar Projects and Benefits Yielded by Those Projects



Watermark at Beverly Hills

Watermark at Beverly Hills, Beverly Hills, CA

- Five-story rental boutique assisted living community
- Approximately 60 assisted living accommodations, a theater, exercise room and various other common areas.

Pacific Regent Bellevue, Bellevue, WA

- Four-story downtown high rise
- 114 age-restricted condominiums, a dining room, café, indoor pool, exercise facilities and a 54-bed skilled nursing home

The Watermark at Bayside, Emeryville, CA

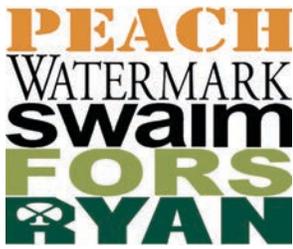
- Five-story mid-rise assisted living and memory care community
- A variety of common areas including an internal skylight garden, ground level café, fitness room, library and dining room



Pacific Regent Bellevue

Benefits

- Created a number of quality jobs
- Created much needed housing and services for seniors
- Created a tax base that is less of a burden because they are infill, so services are already essentially in place to serve the resident population; and there is no drain on schools, despite paying their share of taxes to support the school system.
- Seniors communities create less traffic than most other uses
- Synergies connected with the common areas of our seniors communities that complement the area (auditoriums for meetings that are open to the public, fitness centers are open to other seniors in the area, etc.)



1E. Evidence of Financial Capacity to Deliver Project

Peach Properties and Watermark have evidenced the resourcefulness in delivering the financing and equity partnerships necessary to carry out its plan for the Ronstadt Transportation Center, as follows:

PEACH PROPERTIES

Depot Plaza/One North Fifth, 200 Block Congress, Tucson
96 market rate/affordable residential units, 24,000 SF street retail

- \$12 million
- John and Scott Stiteler Equity
- Alliance Bank Debt
- HUD HOPE Equity

Herbert Residential, 12th Street and South Fifth Avenue, Tucson
144 market rate rentals, conversion of condemned building

- \$10 million
- Holualoa/Peach Private Equity
- Alliance Bank Debt

Brewery Block, 210 E. Broadway, Tucson
14 market rate urban residential, 18,000 SF restaurant/brewery, 6,000 SF office

- \$6 million
- Private Equity
- VantageWest Debt

Providence Block, 44 – 64 E. Broadway, Tucson
52,000 SF office, 2,000 SF street retail

- \$9 million
- Private Equity
- Providence Corporate Debt

Auto Row, 1.5 city blocks, 403 – 439 N. 6th Ave, Tucson
15 buildings, 62,000 SF mixed use retail, office, shops

- \$7 million
- Private Equity
- Alliance Bank/VantageWest Debt

WATERMARK RETIREMENT COMMUNITIES

In 1985, David Freshwater founded The Fountains and over the next two decades, he developed, owned and operated, for himself, for his investors and for third parties, a wide range of seniors housing communities recognized as both innovative and successful. During this period The Fountains grew into one of the nation's top 25 seniors housing owners and operators.

From 1991 through 1997, The Fountains' portfolio grew from a fractional share of 260 units to 100% ownership of nearly 4,000 units/beds in 14 communities, with reported assets of \$220 million, gross revenues of \$42 million and a net operating income of nearly \$4 million. During this period, The Fountains won numerous awards, including induction into the Order of Excellence by Contemporary

1E. Evidence of Financial Capacity to Deliver Project

Long Term Care magazine, selection by the American Seniors Housing Association as one of its Case Studies in Success and one of Top Six Retirement Communities in America by Money.

On July 1, 2005, with annual revenues on 4,829 units topping nearly \$200 million, producing an NOI of over \$50 million, The Fountains was acquired by Sunrise Senior Living for approximately \$500 million, one of the largest such transactions in the history of the seniors housing industry.

The sale of the company did not slow the team's extraordinary momentum. Before the end of 2005, the company co-invested with BayNorth Capital in its first senior housing portfolio consisting of five senior housing communities in the Northeast. The investment in and management of the BayNorth portfolio helped launch the new company. In 2006, the team continued to build the company that would help forge the journey ahead. In August of 2006, an affiliate of The Freshwater Group completed the purchase of 3030 Park, the first CCRC in New England located in Fairfield County, Connecticut (details below). 3030 Park was purchased out of receivership from its failed not-for-profit owner. Just one month later another affiliate of TFG completed the purchase of The Fountains at Logan Square East, a CCRC located in Center City Philadelphia. Logan Square East was one of the few assets not sold as part of the Sunrise Senior Living transaction in 2005. With these asset purchases, we launched a new brand, Watermark.

These acquisitions were also the catalyst to forge a new relationship with Fremont Realty Capital and its affiliate funds ("FRC"), our equity partners on these transactions. FRC is a private equity real estate investment firm with offices in New York and San Francisco. In 2007 Fremont, TFG and Watermark purchased another not-for-profit CCRC, The Watermark at East Hill, in Southbury, Connecticut with a plan to reposition and expand its campus (details below). When FRC committed to join forces with TFG and Watermark to purchase these three CCRCs, they made a significant financial commitment. Between the funds required to purchase, renovate and expand these three communities, the TFG/FRC ventures will invest well over \$150 million.

The next significant milestone in the TFG/Watermark history was the 2010 appointment by Arcapita to manage the 16-community Fountains portfolio. Arcapita agreed to a five-year management agreement with Watermark that includes attractive yearly and exit incentives. Over this period, Watermark also invested in three home health agencies and in June 2011 completed the closing of the Beverly Gardens portfolio with QVT Mt Auburn. The portfolio contains two properties located in Beverly Hills and Livermore, California and consists of 142 assisted living/memory care units. In August 2012, Watermark completed the closing of a portfolio in Des Moines, Iowa, consisting of 276 units of independent living, assisted living, memory care and skilled nursing (with the option to purchase two additional communities upon stabilization) with Healthcare REIT. In December 2012, Watermark completed the closing of Courtyard Fountains in Gresham, Oregon with Prudential Real Estate Investors. In each of these transactions, the owners sought qualified buyers in well circulated offerings and TFG/Watermark was selected over many other well-qualified groups.

2013-2014 has seen the team's momentum grow. In December 2013, the team purchased Pinebrook Retirement Living, a 125-unit independent living community located in Milbrook, Ohio (Cincinnati). In January of 2014, the team purchased Harvard Square, a 183-unit independent and assisted living community located in Denver, Colorado. On this particular occasion, TFG was selected to step in and save a broken transaction where the previous Buyer failed to perform. The listing broker recommended TFG as a potential "white knight" candidate. Ultimately the team closed the transaction with high praises from the Seller who has become a new industry friend through a relationship built on mutual trust. In February of 2014, the team closed on a 202-unit independent living community located in an affluent Dallas suburb, and in the summer of 2014 TFG/Watermark purchased a two asset portfolio of 182 assisted living and memory care units in the Bay area, and closed on The Cottages of Carmel, 57 units of assisted living and memory care in Carmel.



PEACH
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2. General Project Approach:

(1) Overall Concept for Development of the Site and Achievement of Project Benefits

The overall concept for the development of the site will be to create a new mixed use multimodal transit center that will incorporate buses as well as bike rental and car rental by the hour, along with taxi stands and other commuter orientated services. The development, which can include retail, office and residential uses, will be integrated into the current footprint of the Ronstadt Transit Center, while maintaining its use as a resource for commuters coming to the downtown, including bus riders, streetcar riders, bicycle riders, pedestrians, disabled transit riders, seniors, and people driving cars.

This is an opportunity for the new development to provide revenue generation for the transit system, including income derived from rental or lease payments, and private sector contributions to public infrastructure. In this downtown urban environment, other benefits will be efficient land use, reduced distance between transportation for other activities, economic development and improved transit connectivity for all of the people that come to the downtown.

From our assessment of the site, the following steps will be utilized in coming up with a plan for the Ronstadt Transit Center:

Step 1: Development Feasibility Analysis

The team will work with the stakeholders and review the existing studies and feedback provided by previous community outreach, and determine the best use of the opportunity provided by this RFP.

Potential uses that will be reviewed and analyzed include:

- Street Retail
- Multi-tenant office
- Flex space/Incubator space
- Institutional Space (University of Arizona, Pima Community College)
- Market Rate Apartments
- Market Rate Condominiums
- Affordable Housing
- Senior Housing
- Student Housing
- Neighborhood-serving Retail
- Hotel

Step 2: Implementation Recommendations

Assuming that the first phase of work demonstrates the viability of a range of projects, the next phase of work will focus on implementing the recommendations that emerged that will clear the path for new development and create a financially viable approach. This work may include items like regulatory changes, modification of the infrastructure program, changes to the public financing program, or master development agreements. It is also possible that no significant changes are required, and that the second phase of work could be concise and straightforward.

Step 3: Property Development

Assuming the timely completion of the second phase of work, the property will be ideally prepared for development.

The goal is to actively market the site not for a single use, but for multiple uses/users. The team, as Master Developer, may negotiate directly with the RTC/City of Tucson for the purchase of the Property (a portion or all) or solicit, on behalf of the RTC/City, offers for purchase and development of individual development parcels.