

REQUEST FOR QUALIFICATIONS FOR MASTER DEVELOPER FOR THE REDEVELOPMENT OF MISSION PLAZA SHOPPING CENTER



ISSUED BY:

REDEVELOPMENT AGENCY FOR THE COUNTY OF RIVERSIDE



MISSION PLAZA – REQUEST FOR QUALIFICATIONS

REQUEST FOR MASTER DEVELOPER QUALIFICATIONS FOR THE REDEVELOPMENT OF THE MISSION PLAZA SHOPPING CENTER

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I. Executive Summary

The Redevelopment Agency (“RDA”) for the County of Riverside is accepting qualifications (Request For Qualifications, “RFQ”) from qualified developers interested in acquiring or ground leasing the property known as the Mission Plaza Shopping Center. The Mission Plaza Shopping Center consists of a planned Shopping Center which will consist of multiple retail buildings to be constructed by a selected Respondent. The Mission Plaza Project (“Project”) will be situated on approximately 13.8 acres, located at 5714 through 5786 Mission Boulevard, Riverside, California (future city of Jurupa Valley). The Shopping center site (the “Site”) occupies a portion of Assessor Parcel Numbers 181-020-022, 181-020-023, 181-020-027, 181-020-028, 181-020-029, 181-020-030 and 181-020-031. A plat map and aerial depiction of the Site are shown on page 4.

The selected Master Developer (the “Respondent”) will have major experience in the development of Shopping Centers within California including the acquisition, financing, planning, entitlement, construction, renovation, leasing and property management of Shopping Centers on a long term basis. The selected Respondent will be required to purchase or ground lease the property from the RDA and deliver a project which meets the criteria specifically set by the RDA. The Respondent will secure entitlements, permits, related environmental clearances, obtain financing for project, construct the project, complete all aspects of construction in accordance with best business practices, and provide for professional property management, subject to approval by the RDA.

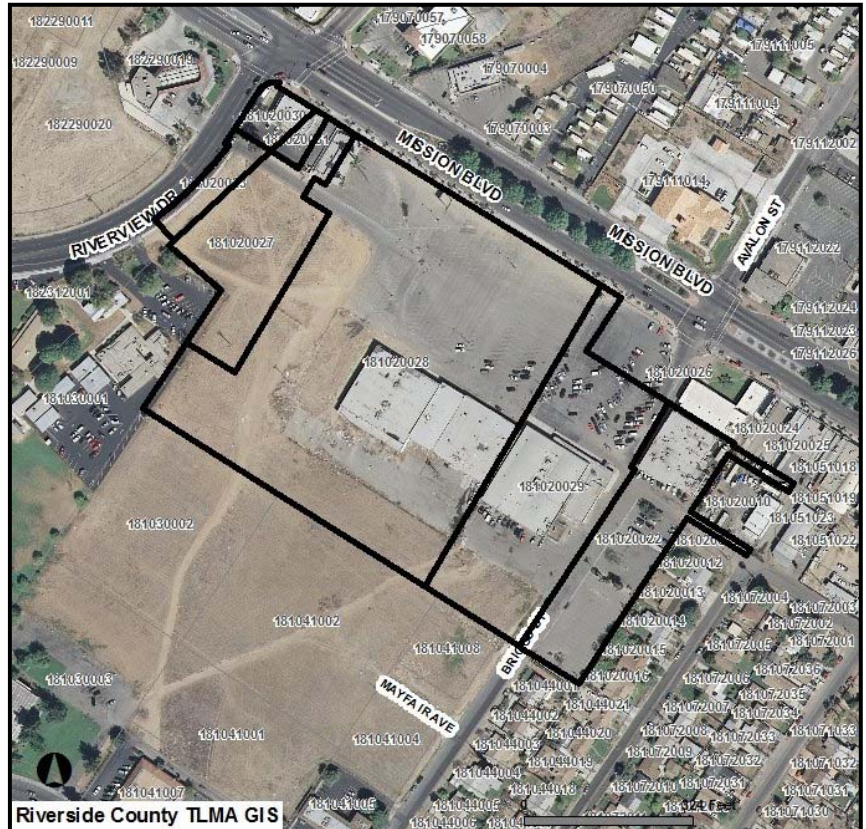
It is essential that the Respondent demonstrate its ability to finance, acquire, plan, develop, operate and maintain the improvements. In the event of a ground lease, the Respondent must provide the RDA with a competitive lease rate during the lease term. The Ground Lease terms will include the Respondent’s right and obligation to plan, entitle, construct, lease, operate, maintain and acquire the Shopping Center. The RDA will play no role in the operation of the Shopping Center, but would reserve rights to conduct repairs upon notice and an opportunity to cure. The RDA however, may elect to provide executed leases and lease proposals from selected tenants, which the Respondent will be required to assume.



ORIGINAL SITE PLAN

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PROJECT SITE DESCRIPTION: The Site is situated on Mission Boulevard in the Rubidoux area of unincorporated Riverside County (future city of Jurupa Valley), maintains approximately 1,100 feet of frontage along Mission Boulevard, and generally extends from Riverview Drive on the west to Briggs Street on the east, and includes approximately 13.8 acres.



FINANCIAL REQUIREMENTS: Development of the Shopping Center must be completed at a high level of quality, consistent with the design and architectural guidelines to be provided by the RDA. The Respondent shall also undertake, as part of the project, the design and construction of the infrastructure and parking lots to support the Center. The Respondent shall be responsible for the operation and maintenance of the developed property. The Project is to be privately funded.

PROPERTY RIGHTS: An ownership in Fee or Long Term Ground Lease with terms shall be negotiated between the parties. A Ground Lease is proposed unless the proposal provides for a purchase money acquisition.

ZONING: Commercial, consistent with the redevelopment plan for the Jurupa Valley Redevelopment Area

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PARKING:	Private Parking will be constructed as part of the Shopping Center Project as further described in the Design Guidelines, to be provided.
INFRASTRUCTURE:	As part of the Project, the Respondent is to ensure that all utilities and related infrastructure to support the Shopping Center are brought to the Site and to the newly constructed facilities within the Shopping Center.
TIMETABLE:	It is anticipated that the development will be constructed in one or more phases commencing in 2012.
OWNERSHIP:	The RDA owns virtually all of the real estate in the Shopping Center. Necessary property rights will be conveyed on a fee or lease basis, as determined for development. Any such conveyance or lease shall be subject to conditions precedent and subsequent to protect the interests of the public in the development, including insurance and indemnity provisions customary to agreements entered into by the RDA.
RESPONDENT SELECTION PROCESS:	Statement of Qualifications is sought from interested developers. Respondents will be interviewed by a selection committee. Respondents will be selected for exclusive negotiations based on how well the respondent meets the qualifications of the Selection Criteria described in Section VI. The RDA reserves the right to reject all applicants at any time.
SMALL RETAILERS, SUPPLIERS AND INTERESTED PARTIES:	Businesses and individuals interested in participating in a specific aspect of the Mission Plaza Shopping Center Project who are not submitting qualifications as potential Respondents are encouraged to submit their qualifications to the RDA together with a written description that outlines the particular area of interest of such business or individual. The RDA will compile a list of interested parties for use by potential respondents.

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INTERESTED PARTIES

PRE-SUBMITTAL MEETING: Thursday, June 30, 2011,
1:30 p.m. (Pacific Standard Time)
Community Room, County of Riverside,
Registrar of Voters Facility
2724 Gateway Drive, Riverside, California 92507

QUALIFICATIONS DUE: 5pm Pacific Standard Time on July 25, 2011.

RESPONDENT

SELECTION SCHEDULE:

Issuance of RFQ:	June 2, 2011
Pre-Submittal Meeting:	June 30, 2011
Qualifications Due:	July 25, 2011

Note: The foregoing schedule is subject to modification; without prior notice by the Agency at its discretion.

CONTACT: Steve Gilbert, Principal Real Property Agent
County of Riverside – Economic Development Agency
Real Estate Division
3403 Tenth Street, Suite 500
Riverside, California 92501
(951) 955-4824
sdgilbert@rivcoeda.org

II. The Mission Plaza Shopping Center Project

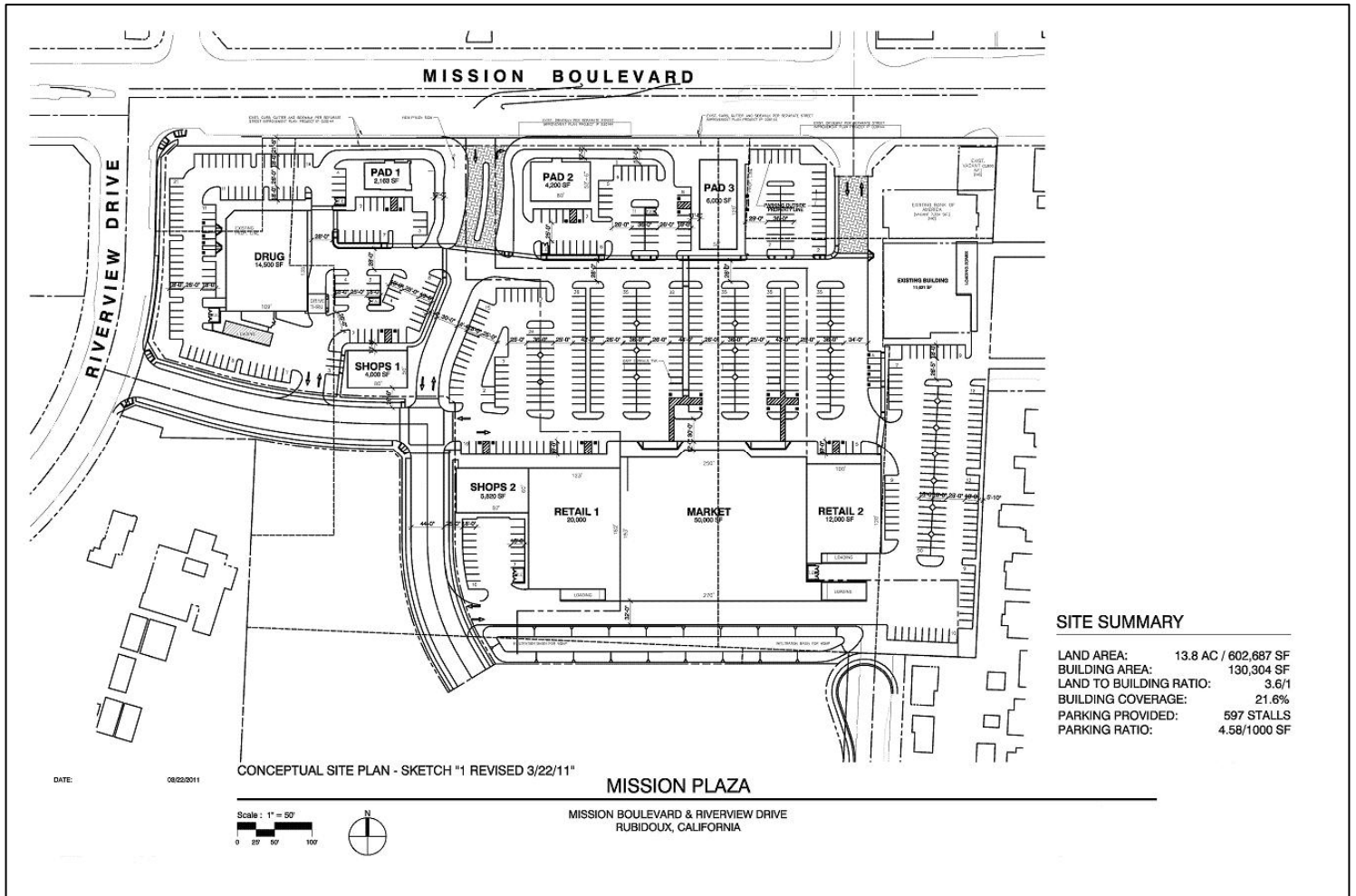


The Request for Qualifications (RFQ) is an invitation to selected developers to express interest in the acquisition, development, leasing, and operation of a neighborhood shopping center in the Jurupa Valley Redevelopment Project Area in the greater Riverside, California area. The Shopping Center will consist of an anchor tenant and various retail tenants including fast food, restaurant, specialty retail, and grocery. The Shopping Center is located directly adjacent to the City of Riverside, within the two county areas known as the Inland Empire, consisting of Riverside and San Bernardino Counties, the third largest metropolitan area in the state, and the 14th

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largest in the nation. The two county areas have a combined population of approximately 4,100,000 with most of the populace residing in the southwest portion of the counties adjacent to the greater Los Angeles metropolitan area. Affordable land prices relative to Los Angeles and Orange County and a transportation infrastructure and shipping network where many highways and railroads intersect have made the area a major shipping corridor. Major companies with distribution facilities include Toyota, Whirlpool, Lowes, Walmart, and many others, which occupy warehouse facilities in excess of 500,000 square feet. Between 1990 and 2000, the area was the fastest growing area in the nation. From 2000 to 2007 employment grew at the rate of 277,200 jobs, representing 42 percent of California's new jobs and median income remain sustained at approximately \$55,000. Despite the current national economic downturn, the area is positioned well for recovery and future growth.

According to the U.S. Census Bureau, retail sales in the Inland Empire ended the first quarter with an overall increase of 2 percent.



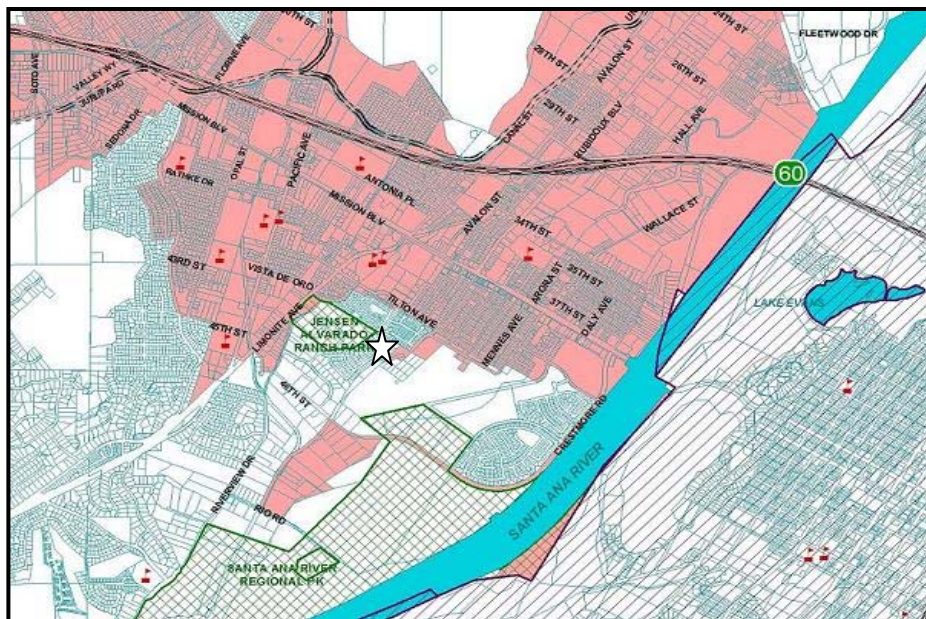
FINAL CONCEPT

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III. The Jurupa Valley Redevelopment Project Area

The Jurupa Valley Redevelopment Project Area originated in 1996 and includes over 14,000 acres of land including residential, commercial, and industrial land uses. With a population of approximately 80,000, the Jurupa Valley has tremendous potential for commercial development to serve the local communities. The Riverside County Economic Development Strategic Plan identified that the area suffers from significant retail leakage to outside communities. A large amount of prime vacant land or projects for redevelopment are available for such commercial development locations in Mira Loma, Glen Avon, Pedley, and a few small infill locations on Mission Boulevard such as the Mission Plaza Shopping Center. The RDA has completed many projects within the project area and has made a substantial investment. New RDA Projects constructed within the Jurupa Valley Project Area include:

Jurupa Valley Project Area- Projects	Status
The Jurupa Big League Dreams Ball Field Expansion Project	Completed
Rubidoux Boulevard Beautification	Completed
Mission Boulevard Revitalization Phase 5	In-Progress
Jurupa Aquatics Center	In-Progress
Rubidoux Fire Station	Completed
The Don Schroeder Family Care Center	Completed
Jurupa Valley Boxing Club	Completed
Riverside County Fleet Services	Completed
Jurupa Youth Opportunity Center	Completed
Jurupa Self-Sufficiency Center	Completed
Jurupa Area Recreation and Park District (“JARPD”) Parks Project	Completed
Rubidoux Library and County Library Administration Offices Project	Completed



A PORTION OF THE JURUPA VALLEY REDEVELOPMENT PROJECT AREA

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IV. The Mission Plaza Development Program

The Mission Plaza Development program is twofold and seeks to create a liveable, walkable community as well as bring in jobs and tax dollars. As set forth in this RFQ, the RDA desires to award to a developer the rights to acquire and redevelop the shopping center. In addition, the RDA is pursuing the development of a housing project south of the Shopping Center, which is not a part of this Request for Qualification.

THE SHOPPING CENTER

As stated in this RFQ, the RDA is seeking a developer to develop the Shopping Center. The RDA desires to achieve the development of the center as a true benefit to the community and enhance the appearances and aesthetics of Mission Boulevard. The description of this property and desired objectives are set forth in this RFQ.

THE HOUSING PROJECT

In addition, the RDA desires that the redeveloped Shopping Center be compatible with or compliment the housing project. The RDA has engaged in the planning, design, architecture and conceptual design of a housing project due south from the Mission Plaza Shopping Center on approximately 14 acres. The housing project consists of approximately 300 multi-family units. The RDA intends to go forward on this project in the near future and it is anticipated that pedestrian traffic from the housing project will bring business to the Mission Plaza Shopping Center. The Respondent for the Mission Plaza Shopping Center Project is to confer with the Housing Project Developer to address ingress and egress between the respective projects.



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V. Mission Plaza Project Requirements

GROUND LEASE AND/OR ACQUISITION OF THE PROPERTY

The Respondent will have the option to propose one of the below. Irrespective of which option is chosen, the RDA may require the full build-out of the Shopping Center prior to transfer of title from the RDA to the Respondent:

1. Long Term Ground Lease on the Property with Purchase Rights
2. Outright Acquisition of the Property

DESIGN AND CONSTRUCTION

The Developer shall take all necessary actions to complete the development of the Shopping Center. All improvements shall be constructed in compliance with all applicable laws, including but not limited to, Federal, State, County, and local building codes.

ENVIRONMENTAL COMPLIANCE; DUE DILIGENCE

The Respondent is responsible for adherence to applicable environmental regulations governing the project, including but not limited to the California Environmental Quality Act, the State Water Board General Construction Permit, the local storm water/urban runoff discharge permit, AQMD Fugitive Dust Control Rules, Handling/Remediation and Disposal of Hazardous Materials, and any other applicable law. The selected Developer will be responsible to conduct its own due diligence concerning the site, including without limitations soils.

RDA COMPLIANCE

The Respondent will comply with all applicable California Redevelopment Law including but not limited to AB1290 and statutory RDA law as set forth in the California Health and Safety Code section 33000 et.seq. and the Redevelopment Plan for the Jurupa Valley Redevelopment Project Area.

VI. Developer (“Respondent”) Submittals to the RFQ

Submittals to the RDA must address the following categories: 1. Respondent’s Qualifications; 2. Design, Construction and Project Management; and 3. Property Management.

RESPONDENTS QUALIFICATIONS

The Respondent selected for this project must possess extensive knowledge and experience in the acquisition, financing, planning, construction, renovation, entitlement, leasing, and property management of Shopping Centers on a long term basis, with preference for experience within California. The Respondent selected must demonstrate a successful long-

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term track record of the development of retail Shopping Center projects with credit tenants. In addition, the Respondent selected must demonstrate a long-term track record in interacting with governmental agencies and obtaining related approvals resulting in the successful completion of Shopping Center projects. Be specific in articulating your role in particular projects, and indicate which of your principals or key staff worked on those projects.

It is required that the Respondent demonstrate its ability to secure suitable financing for the Project and the likelihood of obtaining financing.

In addition, Respondent's shall provide their qualifications including, but not limited to, the following:

1. Respondent's experience in the acquisition, planning, entitlement, construction, renovation, leasing, and management of projects. A list of completed projects and/or buildings owned including references.
2. Qualifications of those who will actively participate in the development and/or management of the building, including resumes.
3. A listing of tenants under lease in other projects owned by Respondent.
4. Audited Financial Statements for the past three years for the Respondent. If financials are for a related corporation or business entity, indicate the proposed role of each entity.
5. Evidence of the Respondent's ability to finance the project in the form of a letter from Respondent's lending institution, or Loan Approval letter. The Agency will not participate in the procurement of financing for the Project and it shall not be permissible to utilize the Agency's credit to obtain financing for the Project.

DESIGN AND CONSTRUCTION – PROJECT MANAGEMENT

Respondents shall submit a resume of the proposed architect and contractor for the project which shall include past projects completed and professional references.

Respondents shall submit a statement setting forth the method of project management.

Satisfactory working relationships and contacts to include references with the Federal, State, and local agencies overseeing projects are equally important. Demonstration of solving development related problems with public agencies to achieve project completion and success is highly desirable.

Demonstration of Respondent's ability to deal with environmental issues must be addressed.

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PROPERTY MANAGEMENT

Respondents shall submit a statement and describe how they intend to conduct property management and/or manage operations for the facility:

1. Company Name of Property Management Firm if separate entity and property management experience history and references.
2. Resume of company owner and key employees.
3. Brief summary and outline of proposed property management operations.
4. Respondents must demonstrate their methodology and ability to maintain long term assets.

VII. Review of Respondent Submittals

The Real Estate Division will review the submittals and establish a short list of candidates based on the following:

1. Direct applicable experience in the development, financing, acquisition, planning, construction, renovation, entitlement, leasing and property management of Shopping Centers on a long term basis.
2. Qualifications of the Respondents and references.
3. Economics and property aspects favorable to the Agency.
4. Other information based on the criteria requested in this Request for Qualifications.
5. Proposed tenants and Respondents record of securing national and regional credit tenants.
6. Record of dealing with other public agencies and contractors.
7. Such other information as may be deemed relevant by the Real Estate Division.

After review by the Real Estate Division, each Respondent will be notified, and a short list of selected Respondents established.

PROCEDURE AFTER NOTIFICATION

After notification, the Real Estate Division will coordinate a panel interview with selected Respondents to evaluate their qualifications and experience to complete the project. The interview will be between the selected Respondents and a Project Panel established by the Real Estate Division. Selected Respondent's will be scored based upon a matrix scoring system and other related criteria. After the interviews and submittal of all requested materials

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to the Real Estate Division, the RDA may enter into an exclusive negotiation agreement (“ENA”) to be prepared by RDA with the candidate selected (if any).

PROCEDURE AFTER AWARD AND APPROVAL OF ENA

During a negotiation period, as may be identified by RDA and the ENA, the Respondent and the Agency will negotiate toward a draft Disposition and Development Agreement (“DDA”) and any other associated agreements that are necessary to pursue the redevelopment of the Mission Plaza Shopping Center Project. The RDA will prepare the DDA. Any agreement shall follow a collective action by the RDA governing board and a duly notified meeting.

VIII. Respondent Submissions and Contact Information

Six hard copies of the submittal shall be delivered and received by the Real Estate Division no later than:

Monday, July 25th at 5:00pm

Any submittals received after this date will not be considered. Submittals postmarked on July 25, 2011 are also unacceptable.

Submittals shall be delivered to the following address:

Steve Gilbert, Principal Real Property Agent
County of Riverside – Economic Development Agency
Real Estate Division
3403 Tenth Street, Suite 500
Riverside, California 92501
(951) 955-4824
sdgilbert@rivcoeda.org

RDA reserves the right to cancel this Request for Qualification at any time without notice.