



EXECUTIVE SUMMARY

Request for Qualifications (RFQ) for Solano 360 (Fairgrounds Site) in Vallejo, California

Opportunity: Propose, develop and operate a real estate development project pursuant to a development agreement and/or long term lease with the County of Solano. The development proposal can be for all or portions of the Site however ownership of the land at the Site remains with the County of Solano. Portions of the site are deed restricted and must be used for Fair or Fair-related purposes only.

Location: The entire Fairgrounds Site comprises 149.1 acres and is located within the City of Vallejo, California, bounded by Interstate 80, HWY 37 and Fairgrounds Drive.

Development Capacity: The adopted Solano360 Specific Plan allows for 18.8 acres of Entertainment Mixed Use and 30 acres of Entertainment Commercial Use and 100.3 acres for public purposes, consisting of the Fair of the Future (35.2 acres), parking, transit and roads (41.2 acres), and a creek park with a water feature and fairgrounds channel for site drainage (23.9 acres).

Entitlement Status: Site has approved Specific Plan, Tentative Map and an Environmental Impact Report. The County of Solano and the City of Vallejo have a 50-year development agreement on the sharing of revenues from future uses on the site. The City of Vallejo has already approved a general plan amendment and zoning for the entertainment mixed use and the entertainment commercial use.

Developers may be interested in proposing development projects that differ from adopted specific plan and environment impact report, however this will require a new entitlement effort with both agencies and it will be at their own risk and cost.

Financial Requirements: Developer may have to secure new entitlements, make substantial improvements to the site, mitigate impacts of new development, pay assessments, and operate and maintain new buildings. The County has identified a significant amount of public infrastructure improvements and is interested in sharing these costs with interested developers.

Selection Process: RFQ submittals will be reviewed against the evaluation criteria described in the RFQ by County staff and consultants. The staff recommendation of developer(s) to be selected for exclusive negotiations will be forwarded to the Board of Supervisors for review and action.

Pre-Submittal Meetings: February 2015

Submittal Due: April 17, 2015

Contact: Nancy L. Huston
Assistant County Administrator
County of Solano
675 Texas Street, Ste. 6500
Fairfield, CA 94533
(707) 784-6107, nlhuston@solanocounty.com



Solano360

I. THE OFFERING

A. SUMMARY OF OFFERING AND SCHEDULE

The County of Solano is pleased to issue this Request for Qualifications ("RFQ") seeking qualified respondents to develop all or part of a 149.1 acre development site, Solano360, as shown on Exhibit 1.

The County has been formally working with the City of Vallejo in a very public process to redevelop the County's Fairgrounds site since 2008. The County has spent approximately \$4.5 million dollars for the entitlement effort, including creating a vision for the site, adopting a Specific Plan by both agencies, adopting an Environmental Impact Report (EIR), adopting a General Plan and zoning amendments by the City, and the County and City entering into a development agreement to facilitate the integrated development of the public and private uses on the site. The County is currently using two consultants: 1) MacKay and Soms and 2) ENGEO to begin the preliminary design work for Phase I identified in the Adopted Specific Plan. First Carbon, a third consultant, is working on the required environmental surveys and wetland delineations noted in the EIR.

The County intends to enter into either a long-term ground lease or development agreement with the respondent(s) deemed the best qualified to achieve the County and City's development objectives based on the Solano 360 Adopted Specific Plan, which is briefly described later in the document. The key dates for this offering and anticipated schedule for the selection of a respondent are as follows:

RFQ issued:	<i>January 2014</i>
Pre-Submittal Conference:	<i>February 2014</i>
Submittal deadline:	<i>April 17, 2015</i>
Consideration:	<i>June 2015</i>

Interested parties are responsible for reviewing and becoming familiar with the contents of all portions of this RFQ, the Solano 360 Specific Plan ("Specific Plan"), all other documents to which this RFQ refers and all appendices and addenda to this RFQ. Extensive background documents on Solano 360, are available for review on the project website www.solanocounty.com/solano360.



Exhibit 1 – Illustrative Plan

B. THE SITE AND ENVIRONS

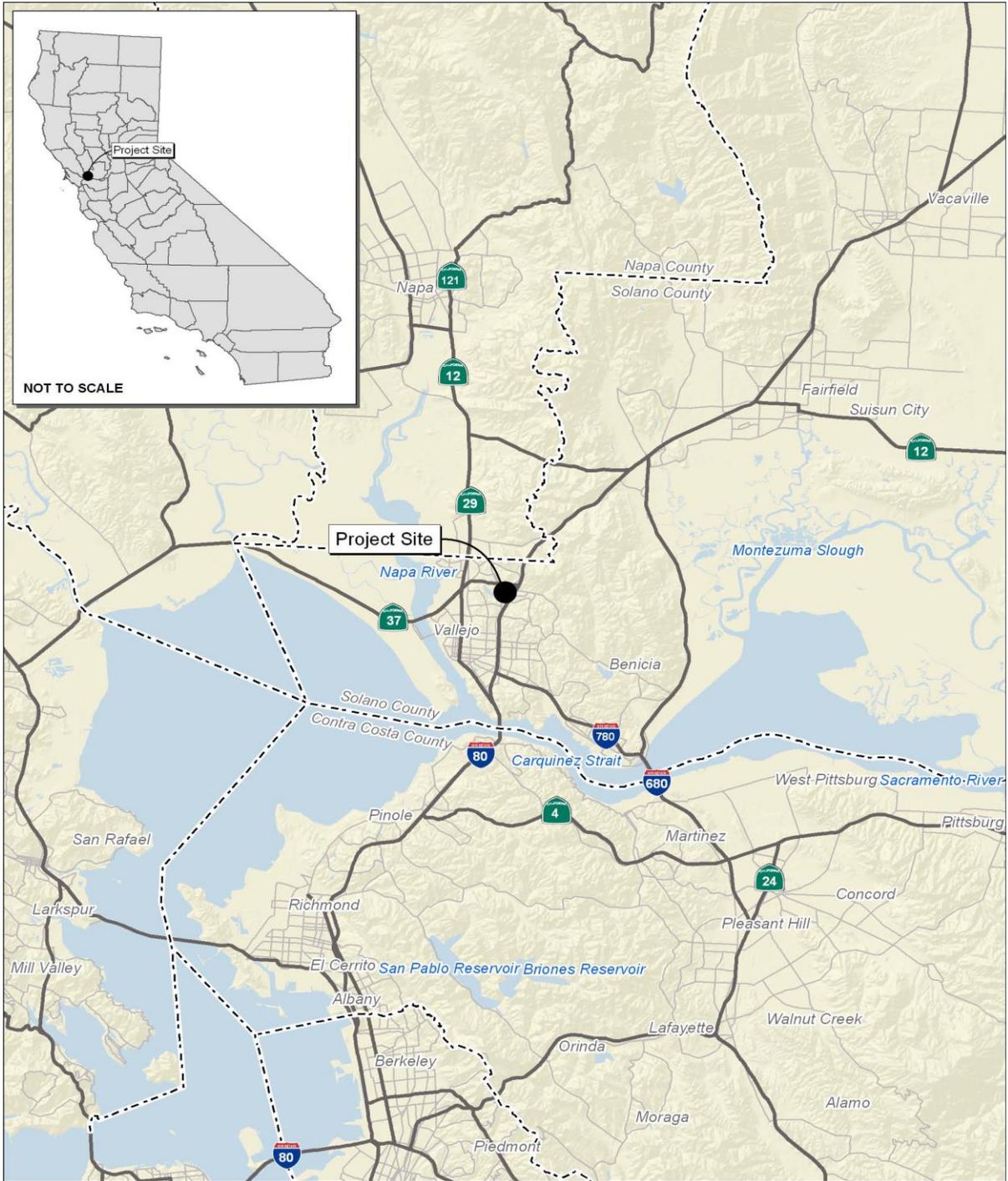
The Project Site consists of 149.1 acres owned by Solano County, located within the Vallejo City limits. The site is subject to the land use regulations contained in the Solano360 Specific Plan (Specific Plan) and is approved for development under the City of Vallejo zoning designation, Mixed-Use Planned Development (MUPD). Both Public and Private uses are allowed on the Project Site with the intent and purpose of allowing flexibility for the entirety of the site, consistent with the Specific Plan but a portion of the site is deed restricted for public uses associated with fair and fair-related purposes.

Approximately 265,000 cars pass the Project Site each day on the I-80/ SR-37 freeway system, providing high visibility and easy access to both greater San Francisco Bay and Sacramento areas. The presence of Six Flags Discovery Kingdom, the County Fair, and existing hotel uses have established the site as a well-known venue for entertainment and special events within the region. See Exhibit 2-1 and 2-2 below.

In addition to Six Flags Discovery Kingdom located to the west as indicated in Figure 1 below, the site is bordered by the Newell Mobile Home Park immediately to the south. Other residential neighborhoods are located across Fairgrounds Drive to the southwest and across SR-37 to the north. The Gateway Plaza shopping center is located east of I-80. The Project Site also includes a 27 acre parcel that is restricted to Fair or Fair-related uses.



Figure 1



Source: Census 2000 Data, The CaSIL, MBA GIS 2011.

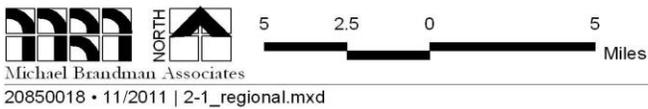
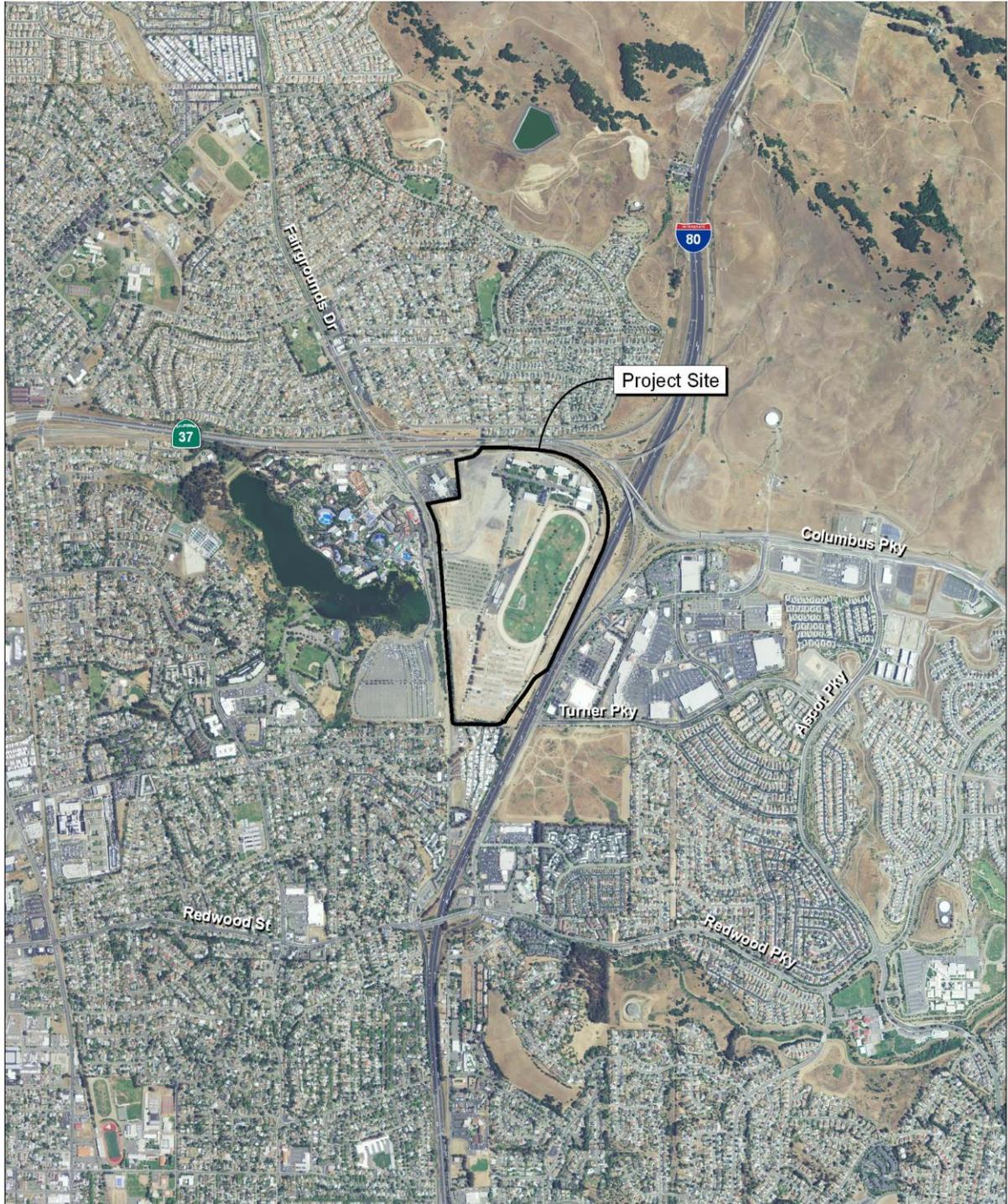


Exhibit 2-1 Regional Location Map

COUNTY OF SOLANO • SOLANO360 SPECIFIC PLAN
ENVIRONMENTAL IMPACT REPORT



Source: Solano County NAIP, 2009.



Michael Brandman Associates

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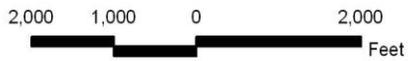


Exhibit 2-2
Local Vicinity Map
Aerial Base

COUNTY OF SOLANO • SOLANO360 SPECIFIC PLAN
ENVIRONMENTAL IMPACT REPORT



C. SITE CONDITIONS

Environmental Conditions

The Project Site is subject to the California Environmental Quality Act (CEQA) statutes and guidelines. The Specific Plan and EIR were prepared concurrently, so that project design could consider, address and mitigate existing environmental conditions and constraints including traffic, parking, water quality and flood control.

Project approvals and entitlements for the Project Site include the following:

- As the lead agency, the County Board of Supervisors certified the EIR and approved the Plan as a master plan for the Public Purpose Areas.
- Following certification of the EIR by the County Board of Supervisors, the City Planning Commission considered and recommended approval of the Specific Plan/Master Plan, General Plan Amendment and Zoning Map and Text Amendment to the Vallejo City Council.
- Following recommendation of the City Planning Commission, the Vallejo City Council adopted the Specific Plan/Master Plan, General Plan Amendment and Zoning Map and Text Amendment.

The Project Site is considered environmentally suitable for commercial uses and the County is currently in the process of finalizing delineation reports and pursuing regulatory authorization for the Project.

Geotechnical Conditions

The Project Site ranges in elevation from approximately 106 feet above mean sea level in the northeastern portion of the Fairgrounds concourse/building area to 83 feet in the southwest area, with a gentle slope from northeast to southwest. Four existing creeks (North Rindler Creek, Center Rindler Creek, South Rindler Creek and Blue Rock Springs) have been diverted into a combination of underground pipes and open channels.

Geotechnical conditions at the Project Site will affect the cost of development. Earth materials encountered during subsurface explorations consist of undocumented existing fills and expansive soils with potential shallow groundwater levels with respect to the proposed improvements and potential liquefaction-induced settlement. Depending on the level of existing fill removal and ground improvements, the proposed commercial development may be supported by structures ranging from shallow foundations with slab-on-grade concrete pads to driven pile foundations. Further information is available in the Geotechnical Exploration study prepared by ENGEO on April 7, 2014 available upon request.



Existing Buildings

Since 1949, the Solano County Fair Association has operated the annual County Fair on the project site. Year-round activities include satellite wagering and calendar of public and private events. The existing Fairgrounds facilities include a total of approximately 425,000 square feet of building space concentrated in northeast portion of site adjacent to an east-west landscape concourse. Horse racing, which formerly occupied a large portion of the property, was discontinued after the 2009 season; vacant secondary stables and horse racing facilities occupy the eastern and southern portions of the site. Surface parking and overflow parking occupy western portions of the site

Pursuant to the Specific Plan, buildings to be demolished during the various proposed phases include: existing Expo Hall; Twilight Patio Office/Concessions/Storage; Concert Arena/Grandstand Cover; Vacant Secondary Stables and Horse Racing Facilities; Civic Building; Concourse Restroom; County Building; and Admin/Directors Trailer/Security Office.

Buildings that are expected to remain include: Gibson Hall; McCormack Hall; Trash and Maintenance Sheds; Livestock Building; and Sheep Barn.

Infrastructure Conditions

The Solano 360 site requires a significant infrastructure investment, specifically related to off-site transportation improvements. To minimize these impacts, the development is proposed to be phased in based on the capacity of off-site facilities. Project specific backbone infrastructure (e.g. streets, sewer, drainage, and water) is estimated to be cost approximately \$37 million. Costs associated with demolition of certain fair buildings may total \$4.5 million and costs associated with rehabilitation and upgrade of the other existing Fair Buildings and construction of a new Exposition Hall and other Fair facilities are projected to be \$49.5 million. Offsite regional facilities are estimated to be \$4.9 million for a Project infrastructure total of approximately \$95.8 million. Detailed information on the costs of infrastructure can be found in the Public Facilities Financing Plan (an appendix to the Specific Plan).

Parking Agreement with Six Flags

Parking currently utilizes significant portions of the overall site. In April of 2014, the County entered into a long term Parking Management Agreement with Six Flags Discovery Kingdom for the use of an existing parking lot for Six Flag's overflow parking. It is the County's intent to continue to accommodate Six Flag's parking in the area designated as Shared Public Parking in the Solano360 Land Use Plan as shown in Exhibit 2 below.



Solano360

II. SOLANO360'S GOALS AND OBJECTIVES

A. VISION FOR SOLANO360

The vision for the Solano360 project aims to integrate the revitalized County Fairgrounds—the “Fair of the Future”, an iconic, region-serving public entertainment destination—with private mixed-use development. A public Visioning Process, conducted in 2008-2009, established the following Guiding Principles, with joint approval by the Board of Supervisors, the City Council and the Solano County Fair Association Board to guide the development of the site:

- Generate revenues for Solano County and the City of Vallejo, create jobs and ensure long-term economic sustainability.
- Establish a unique place with an unmistakable identity that serves as a destination for visitors as well as a pedestrian-friendly, community gathering place.
- Explore a mix of complementary land uses, including retail, commercial, hospitality, recreational, residential, family and youth oriented, educational and civic uses that seamlessly integrate with the “Fair of the Future”.
- Explore increased physical connectivity and synergy with Six Flags Discovery Kingdom, downtown Vallejo, the waterfront and other existing commercial operations.
- Provide pedestrian, bicycle, vehicular and transit facilities that foster access to, from and within the site.
- Incorporate sustainable and green principles in all aspects of the development.

B. SPECIFIC PLAN GOALS AND POLICIES

Purpose and Scope

This Solano360 Specific Plan (the “Plan”) is a product of a joint effort by the County of Solano (“County”), City of Vallejo (“City”), and the Solano County Fair Association (“Fair Association”) to develop a flexible, long-term framework for redevelopment of the Solano County Fairgrounds, a 149-acre County-owned property located at the crossroads of Interstate 80 (I-80) and State Route 37 (SR-37) within the City of Vallejo.

The Plan provides a flexible guide for land use and infrastructure improvements, public and private investments, and long-term, phased revitalization over the next 25 years. In addition, the Plan ensures consistency with the City of Vallejo General Plan, provides the basis for environmental review and subsequent entitlements, and supports County and City future actions as follows:

County of Solano – the Plan serves as a master plan for development of Public Purpose Areas consisting of a new “Fair of the Future,” an iconic, landmark destination that renews the 63-year



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heritage of the Solano County Fair, along with associated open space, parking, transit, and roadways. The Public Purpose Areas are proposed for primarily public purposes associated with the Solano County Fair and will be exempt from the City's land use authority.

City of Vallejo – the Plan serves as a Specific Plan and Master Plan that satisfies requirements under the Vallejo Municipal Code (VMC), Title 16. It will provide flexible planning and design provisions for proposed mixed-use development to be undertaken for private, revenue-generating purposes, subject to the City's land use authority. The Private Purpose Areas of the Specific Plan are proposed for private development and will require a General Plan Amendment and Zoning Map Amendment, processed concurrently with this Plan.

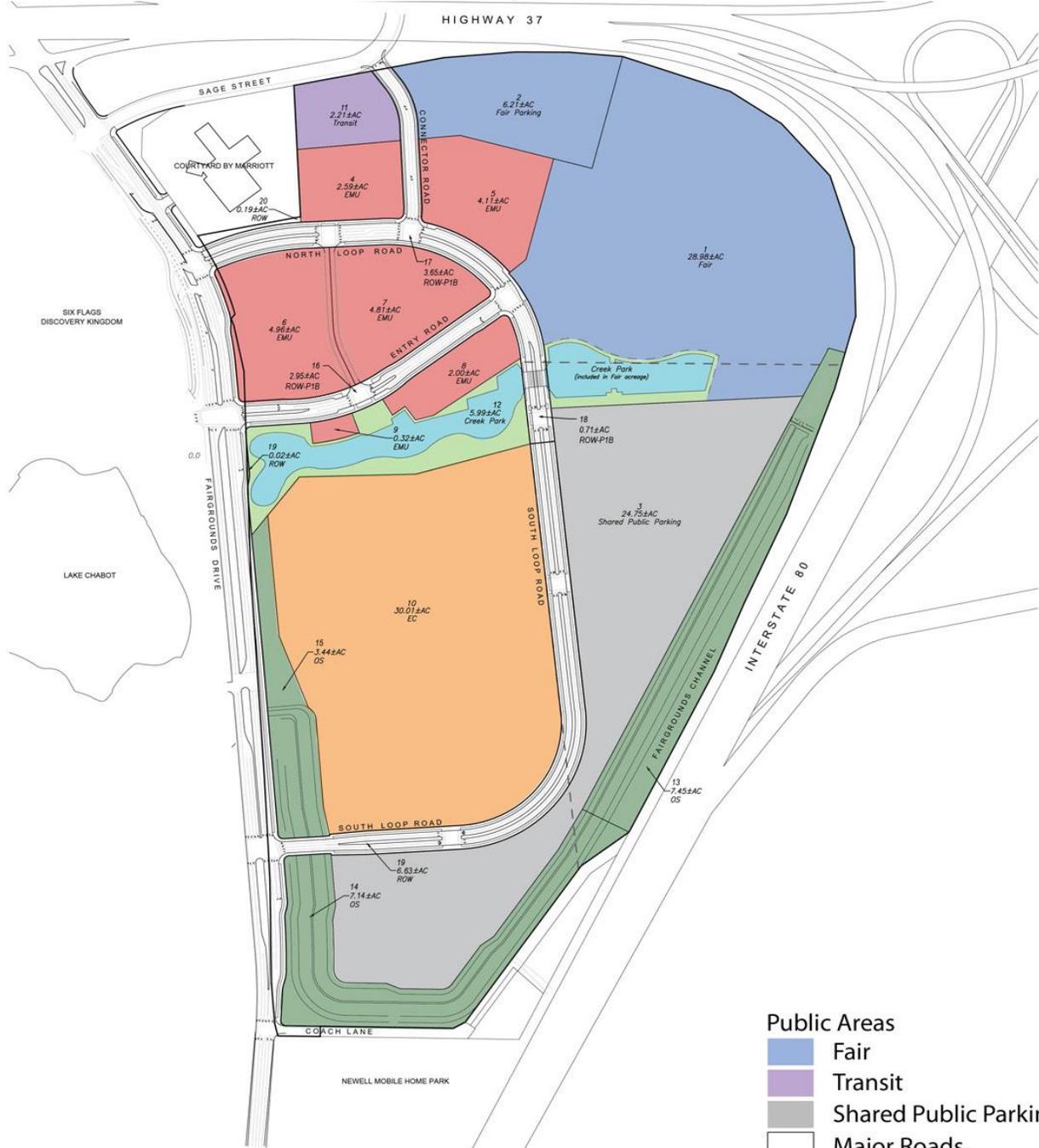
The Solano360 Committee - a joint County-City-Fair Association group provided direction for community outreach, planning and design principles, and implementation. Preparation of the Plan included a market study, a Public Facilities Financing Plan, a Fiscal Impact Analysis, a City of Vallejo General Plan Amendment, and technical evaluation of the proposed water feature.

The Specific Plan provides information outlining the vision and planning process; the site and context, land use; urban design and guidelines; transportation; public infrastructure and services; and implementation and administration for the Solano 360 project and should be used as a reference for any proposed uses on the Project Site. The Specific Plan can be accessed at: <http://www.solanocounty.com/solano360/reports.asp>.

The adopted land use plan is shown in Exhibit 2 and the land use program in Table 1 below.



Solano360



- Public Areas**
- Fair
 - Transit
 - Shared Public Parking
 - Major Roads
 - Creek Park
 - Fairgrounds Channel
- Private Areas**
- Entertainment – Mixed Use
 - Entertainment – Commercial

NOTE: Plan accommodates future improvements to Fairgrounds Drive and SR-37/Redwood interchanges, as modified for Solano360

Exhibit 2 – Land Use Plan



Table 1 – Land Use Program

LAND USES	Acres	Building Square Feet	Housing Units	Parking Stalls
Public Development Areas				
Fairgrounds	35.2	149,500		775
Transit Center Bus Docking	1.1			
Transit Center Parking Structure	1.1	121,600		380
Shared Public Parking Structure	5.0	800,000		2,500
Shared Public Surface Parking	19.7			1,980
Creek Park (w/water feature)	6.0			
Fairgrounds Channel (peripheral drainage)	17.9			
Major Roads	14.3			73
<i>SUBTOTAL FOR PUBLIC DEVELOPMENT AREAS</i>	100.3	1,071,100		5,708
Entertainment Mixed Use (EMU)	18.8	327,571		804
EMU Parking Structure (included in EMU area)		320,000		1,000
Residential (included in EMU area) ¹			50	
Entertainment Commercial (EC) ²	30.0	n/a		750
<i>SUBTOTAL FOR PRIVATE DEVELOPMENT AREAS</i>	48.8	647,571	50	2,554
TOTALS	149.1	1,718,671.2	50	8,262.0

Table Notes:

1. Housing is allowed within EC or EMU as a Conditional Use Permit from the City of Vallejo (see land use policies).
2. Square foot totals do not include Entertainment Commercial uses, which may include both outdoor venues and buildings. EC parking assumes 750 onsite surface spaces and 1,250 Shared Public Parking spaces at build-out (see parking program).
3. Shared Public Parking serves the Fair and other entertainment venues; includes 19.7 acres of surface parking and a 5-acre (2,500 car) parking structure (see parking program).

C. USE CONCEPTS THAT DIFFER FROM THE SPECIFIC PLAN

As established now, the Specific Plan allows for significant flexibility. The County and City are seeking proposals that are close to the Adopted Specific Plan however the parties are willing to consider responses to this offering that would require an amendment to the Specific Plan, provided the response meets the **fundamental objectives** of the Solano 360 Plan.

If residential uses (above the approved 50 live/work units) are proposed for Solano 360, the respondent would need to demonstrate that the residential component is essential to meeting the goals and objectives of the Solano360 Project.

D. OVERARCHING OBJECTIVE

The County and City’s overarching objective in this RFQ is to secure private sector partner(s) to invest in Solano360 and facilitate the integrated iconic development of both the Public Purpose Areas and Private Purpose Areas set forth in the Specific Plan.



Responses to the RFQ will be evaluated as to how well they meet the County's objectives and implement the vision for the Solano360 project articulated above.

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III. ROLE OF THE DEVELOPER

A. NEGOTIATION PROCESS

Following the evaluation and selection process discussed in Section V and upon the County of Solano Board of Supervisor's (Board) authorization of exclusive negotiations, staff and the selected respondent will negotiate the terms of an Exclusive Right to Negotiate ("ERN") with County. The ERN will set forth the terms under which County and the selected Developer(s) will exclusively negotiate a term sheet for a proposed ground lease or development agreement and, assuming successful conclusion of the term sheet negotiations, for County and Developer to exclusively negotiate and draft a proposed ground lease or development agreement for consideration of approval by the Board and Developer.

The County anticipates the ERN process will first reach agreement on basic terms endorsed by the Board as a "Term Sheet," prior to negotiating and drafting a more comprehensive ground lease or development agreement, and initiating additional environmental review, if any. The Term Sheet will define at a minimum:

- Allowed uses
- Site parameters
- Incorporation of any anchor users identified through this solicitation
- Responsibilities for infrastructure investment
- Schedule of performance and phasing
- Process for further environmental review, if any
- Economic terms for lease

Following agreement on these key terms, and others, the County will commence the environmental review (if necessary) to enter into the appropriate lease or development agreement for the transaction.

Note that this section discusses the role of the selected Developer that would take responsibility for portions or all of site. Based on development proposals received, the County may consider more than one developer to collaborate on development of the site.

B. EARNEST MONEY DEPOSIT

Upon selection for exclusive negotiations, the selected respondent will be required to provide an earnest money deposit in an appropriate amount to cover County staff and outside consultant expenses associated with negotiations of the ERN and evaluation of the selected proposal. The earnest money deposit will be non-refundable, whether or not exclusive negotiations result in a final agreement.



C. DEVELOPER RESPONSIBILITIES

Property Disposition

Due to the deed restrictions on the site, the County is not in a position to sell the property. Therefore, the Developer will be expected to negotiate with the County either a long-term ground lease or development agreement for use of the property. Among other terms, price and payment, potential leasing and land take down schedules will be negotiated. The County will seek to include “up-side” financial participation to ensure long-term benefits to the Solano360 Stakeholders.

Development Plan and Approvals

The Developer will be responsible for conducting its own market and financial feasibility research and analysis and designing and implementing development plans that are consistent with the Specific Plan. If a proposed concept differs from the Specific Plan, the Developer will be responsible for the Specific Plan amendment and associated environmental review, and assume risk for changes in the plan.

Financing

The Developer may be responsible for devising a financing structure and obtaining the financing for all infrastructure upgrades and the elements of vertical development proposed to be undertaken directly by the Developer. The Developer may be responsible for financing the cost of its project, including predevelopment and entitlement costs such as design, planning, engineering, legal, environmental and related consulting and professional expenses, as well as development costs such as demolition, grading, mitigation of impacts, site preparation, installation and construction of back-bone infrastructure, including utilities and off-site improvements.

The County and the Developer will collaborate to secure funding sources and define cost sharing mechanisms for infrastructure improvements with site-wide benefit. The County is open to considering assessment district or other infrastructure financing mechanisms that accelerate development of Solano 360, but do not obligate the County's or City's General Fund.

Site Improvements

The Developer will be responsible for the construction and coordination of its share of the necessary off-site and on-site improvements (related to private purpose areas), community facilities, including streetscapes, parks, utilities and roads and on-site landscaping and hardscaping. In collaboration with the City, County and Vallejo Sanitation and Flood Control District, the Developer may develop flexible and innovative infrastructure that can evolve with changes in environmental requirements, technology and market demand.



Development Schedule

The Developer, in consultation with the County and City, will be responsible for developing detailed schedules for planning, design, financing, construction, and maintenance activities. This includes the coordination of all agencies, consultants, architects, engineers, contractors, sub-developers (if applicable), and property management functions.

Regulatory Approvals

Agencies with jurisdiction over Solano 360 include, but are not limited to, the following: United States Army Corps of Engineers, United States Fish and Wildlife Service, Federal Emergency Management Agency, California State Department of Transportation, San Francisco Bay Conservation and Development Commission, and San Francisco Regional Water Quality Control Board.

The City of Vallejo has jurisdiction over land use entitlements and building permits for the private purpose areas described in the Adopted Specific Plan, the County of Solano has the jurisdiction over the land use entitlements and building permits for the public purposes areas. Please reference both the Development Agreement and the Adopted Specific Plan for additional details.

Environmental Review

The Final EIR and related environmental documents, specifically the Mitigation Monitoring and Reporting Program, for the Solano 360 Specific Plan, is located on the Solano County website:

<http://www.solanocounty.com/solano360/reports.asp>



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IV. RFQ SCHEDULE AND SUBMITTAL REQUIREMENTS

A. SCHEDULE

RFQ issued:	January 2015
Pre-submittal conferences:	February 2015
Submittal deadline:	April 17, 2015
Potential Interview(s)/Public Meetings:	May 2015
Board of Supervisors Consideration:	June 2015

B. PRE-SUBMITTAL CONFERENCE AND QUESTIONS REGARDING RFQ

Interested parties are strongly encouraged to attend the pre-submittal conferences on TBD at 1:00 p.m. at _____TBD_____, _____, CA. County staff will address questions and provide any new information then available. Interested parties are welcome to tour the Project site on their own at any time; however, there will be no access to any of the existing buildings for tours.

Any requests for information concerning this RFQ or Solano360 development opportunities, other than those raised at the pre-submittal conference, must be submitted in writing to: Nancy Huston, Assistant County Administrator, County of Solano, 675 Texas Street, Ste. 6500, Fairfield, CA 94533, or by email to NLHuston@SolanoCounty.com. **Respondents shall not direct questions to any other person within the County of Solano, including staff, appointed officials, elected officials, or consultants to the County.** It is essential for all potential respondents and interested parties to adhere to this policy so that the communications are consistent and the process remains fair, objective and transparent. Disregard for the single point of contact policy may be deemed as grounds for disqualification.

Written responses to all questions directed to Ms. Huston in writing will be posted on the web page for this RFQ; email notice of the posting will be sent to all interested parties. Interested parties must register on the RFQ web page as an interested party and consult the web page frequently to receive complete and accurate RFQ materials and determine if new information relating to this RFQ is available.

The web page is <http://www.solanocounty.com/solano360/default.asp>.



C SUBMITTAL REQUIREMENTS

The County invites the submission of qualifications, supported by a concise vision for development expressed in words. No price proposal or site specific designs are requested at this time. The County seeks submittals that offer a compelling approach for achieving its goals for Solano 360, from organizations with the demonstrated capacity and creativity to deliver.

Submittals must be printed on 8½” x 11” paper, double-sided. Pages should be numbered (not including a title page, table of contents, section divider pages). The submittals will be evaluated on the basis of content, not length. Brevity is strongly encouraged.

Responsive Submittals should have the following components:

1. Transmittal Letter
2. Executive Summary for Public Review
3. Statement of Qualifications
4. Narrative Concept
5. Discussion of Extraordinary Entitlement Process (if relevant)
6. Confidential Financial submittal including financial disclosure form in Appendix A

D. DETAILED DESCRIPTION OF SUBMITTAL REQUIREMENTS

1. Transmittal Letter

Submittals must include a letter acknowledging the respondent’s understanding of the terms of this RFQ and receipt of any and all amendments to the RFQ that may be issued. The letter must be signed by a respondent representative who has the authority to legally bind the respondent to enter into an agreement with the City. There must also be a statement in the letter acknowledging that the respondent’s has reviewed and has at least a basic understanding of the Adopted Specific Plan, the EIR, Development Agreement, and Zoning for the Solano 360 Project Site. The letter should be addressed to:

Nancy Huston,
Assistant County Administrator
County of Solano
675 Texas Street, Ste. 6500
Fairfield, CA 94533

2. Executive Summary for Public Review

In three to five pages, summarize the Developer’s submittal for public review, including:

- Development Entity
- Developer Qualifications
- Concept for Solano 360 including a description of the types of businesses and estimate of the number of jobs to be created



- Approach to Meeting Solano 360 Adopted Specific Plan Objectives

This summary may be posted on the County's web site to inform the public during the developer selection process.

3. Statement of Qualifications

The Statement of Qualifications is where your firm demonstrates the capability of realizing the concept you propose for Solano 360 which should include, at a minimum, the following:

Development Team Description

Description of the firm/organization that is submitting the proposal, clearly indicating whether the development team is a single entity, a joint venture, or a partnership with prime/subcontracting relationships. Explain team organization and what roles will be played by each team member. Please explain prior working relationships between the lead developer and each team member, focusing on successfully completed past projects. Résumés for all key personnel, including years of experience, projects, and other relevant information. It is not necessary, or recommended, to define all of the consultants and contractors that will eventually be needed in this effort.

Developer Experience/Past Projects

Describe your track record of success with comparable developments. Each comparable development should detail the information listed below. Provide information on at least three projects and no more than five.

- Location and name of project. Description of the role of the development entity and unique challenges of the development.
- Provide the actual timeline from conception of the project to opening of facility.
- Total development scope and size (including residential uses, commercial component uses, and infrastructure improvements, if applicable). Land acquisition cost and project construction costs.
- The amounts of debt and equity funds used to finance the project. Please provide contact information for the primary lender and equity providers for the project. Identify any local, state and/or federal funding sources used to fund project costs. Please provide contact information for a representative of the largest of any such assistance sources.
- Involvement of public agencies, their specific roles and contact information for a representative of the jurisdiction or agency in which the project was constructed.
- Involvement with any proposals/contracts with either City of Vallejo or County of Solano in the past five years



4. Narrative Concept

The County is interested in an RFQ response that provides a creative vision for all or part of Solano 360. Describe the scale and type of new development proposed including site planning concepts and how the development will relate to Solano 360 as a whole.

- Describe the general allocation of land uses (e.g. office, retail, entertainment mix use, commercial entertainment, residential, or other use) including the estimated range of square footages and acreage desired for each use.
- Identify uses or users and market rationale, in particular address how to foster uses that create near-term, high-quality jobs. If possible, include estimates of the scale and type of workforce anticipated for users.
- Discuss the project phasing including interim use concepts, if any.

5. Discussion of Extraordinary Entitlement Process (if relevant)

If uses are included in the proposal that are not allowed in the Solano 360 Specific Plan, there will be a lengthy entitlement process involving both the County of Solano and the City of Vallejo which may include amending the Specific Plan or adopting a new Specific Plan and additional environmental review. This additional entitlement process will require that the developer provide deposit in advance of any work done by both agencies in order to reimburse staff costs for this effort. It is at the own financial risk of the developer if the agencies do not approve these entitlements. Please provide a schedule showing how long this process would take, assuming that the County entered into an ERN with your entity in second quarter of 2015.

6. Confidential Financial Submittal (including financial disclosure form included in Appendix A)

Provide evidence of sufficient financial strength to undertake and successfully complete a project of the scale proposed. This information will be kept confidential provided it is appropriately identified

- Annual reports or other public financial documents representing your financial capability;
- If the company is privately held and there is no public information, provide a combination of documented evidence of prior transactions in which all or substantially all of the financing was provided by the respondent, letters from banks and/or current or proposed financial partners indicating the scale or recent loans, the size of the credit line, or other information that will provide the County with assurance that the entity can fund a project of the scale proposed without unduly stretching its resources.
- Three letters of reference from lenders or financial partners (public or private) to demonstrate financial capacity to undertake the project.

Each respondent and principal must provide answers to and sign under penalty of perjury the Financial Standing Disclosure Questionnaire and Respondent Certificate in Appendix A.



E. SUBMISSION INSTRUCTIONS

Respondents must provide:

1. Ten (10) hard copies of the submittal for items 1 to 5. Page numbers are required and tab dividers would be appreciated. Please provide in a simple binder or binder clip; no elaborate presentation is expected.
2. One copy of your confidential financial submittal (item 6) including the completed disclosure form (Appendix A) in a sealed envelope.
3. One (1) electronic version on a USB flash drive in PDF format

Responses must be received by **4 p.m. on** April 17, 2014. Responses must be delivered to the following address:

Clerk of the Board
County of Solano
675 Texas Street, Ste. 6500
Fairfield CA 94533
ATTN: Nancy Huston, Assistant County Administrator

Respondents are not to provide submittals directly to any other staff or elected officials.



V. EVALUATION OF SUBMITTALS

A. SELECTION PROCESS GENERALLY

County will review all timely submittals to determine whether they are complete and responsive to the requirements of this RFQ. Only submittals that are complete and responsive to all requirements of this RFQ and that meet the minimum requirements identified in Section V.B below will be evaluated during the selection process. The County reserves the right to request clarification or additional information from individual respondents and to request that some or all respondents make presentations to staff, the Board, community groups and other interested parties. The County further reserves the right to make an award without further clarification of submittals received.

The Board will consider selection of a respondent with whom to enter into exclusive negotiations at a duly noticed public meeting. The Board is the sole decision-maker regarding this selection and the Board reserves the right to reject any or all submittals or to terminate this process at any time.

B. MINIMUM QUALIFICATIONS AND PROJECT CONCEPT REQUIREMENTS

1. Minimum Qualifications

The selected respondent must meet the following minimum qualifications. The County will not consider or evaluate submittals from respondents that do not meet these minimum qualifications:

- a. A minimum of 5 years' experience in commercial real estate development.
- b. Successful completion of at least 3 development projects of similar size and scope.
- c. Superior credit history and demonstrated ability to finance the project proposed, on commercially reasonable terms, from equity or debt from bona fide financial institutions

2. Minimum Project Concept

While the County is seeking to secure a developer partner for the entire Solano360, it recognizes that there are project concepts that would require less than the entire site, and that there are corporate users in search of smaller development sites for new facilities. If a party wants to submit for a portion of Solano360, the submittal must meet the following requirements:

- a. A specific user is identified for the project with a demonstrated letter of interest that is consistent with the County's goals for Solano360 (Section II).
- b. The respondent indicates willingness to enter a cost sharing agreement for infrastructure and other project costs either directly with the County or with the future Solano360 developer.
- c. The respondent demonstrates financial capacity commensurate with the project concept proposed.



C. EVALUATION CRITERIA

The County intends to select a developer(s) to enter into exclusive negotiations for the potential development project based on the information contained in the responses to the RFQ, an investigation of the developer team's financial capability, past projects and performance, interviews with the developer team(s), if the County elects to hold such interviews, public input and comment, and other pertinent factors.

Submittals received will be evaluated on the following criteria:

- Will the project as envisioned achieve the County's objectives of economic and fiscal benefits?
- What is the likelihood of success of the project concept and how long will it take to achieve success?
- Does the developer have the financial capacity to undertake the project proposed?
- Has the developer successfully completed similar projects to that proposed?
- Does the developer have a history of building quality projects?
- Has the developer demonstrated the ability to beneficially partner with the public sector in its past projects?



VI. STANDARD TERMS OF OFFERING

A. MODIFICATIONS TO THE RFQ

The County may modify, clarify, and change this RFQ by issuing one or more written addenda. Addenda will be posted on the County's website, and notice of the posting will be sent by electronic mail to each registered respondent. The County will make reasonable efforts to notify interested parties in a timely manner of modifications to this RFQ but each respondent assumes the responsibility of submitting its submittal on time and receiving all addenda and information issued by the County. The County encourages interested parties to register as an interested party and check the County's website page for updates to the RFQ information frequently.

B. ERRORS, AMBIGUITIES, AND OBJECTIONS

Respondents are expected to review all portions of this RFQ and any other information provided by the County in relation to the Solano360 Project. Respondents should notify the County in writing of any ambiguity, discrepancy, omission, error, or any objection to the legal terms or conditions of this RFQ promptly after discovery, but in no event later than 15 business days before the deadline to submit submittals. Failure to give timely notice to the County shall constitute waiver of any ambiguity, discrepancy, omission, or other error in this RFQ. The County may make modifications and clarifications to the RFQ by addenda at any time prior to the deadline to respond. If an objection is mailed, the objector bears the risk of nondelivery by the deadlines specified above. Objections should be transmitted by a means that will provide written confirmation of the date the County received the objection.

C. COST OF PREPARING AND SUBMITTAL

All costs incurred in preparing and submitting submittals shall be borne by the respondent and not the County. In no event shall the County be liable for any costs whatsoever for the preparation or presentation of a submittal, including but not limited to a finder's or broker's fee in connection with this RFQ. Respondents will be solely responsible for the payment of all fees to any real estate broker(s) with whom the respondent has contracted.

D. CONDITIONAL NATURE OF OFFERING

The County's issuance of this RFQ is not a promise or agreement that the County will actually enter into any contract. The County expressly reserves the right at any time to:

- Waive any defect or informality in any submittal or submittal procedure;
- Reject any or all submittals;
- Suspend any and all aspects of the process indicated in this RFQ;
- Amend this RFQ;
- Terminate this RFQ and issue a new request for qualifications or proposals;
- Request some or all respondents to revise submittals;
- Select one or more tenants or developers by any other means; or



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- Extend deadlines for accepting submittals, or accept amendments to submittals after expiration of deadlines.

The County's failure to object to an error, omission, or deviation in any submittal will in no way modify this RFQ or excuse respondents from full compliance with the requirements of the RFQ.

E. SUBMITTALS BECOME COUNTY PROPERTY

All submittals submitted, other than information submitted as part of the Confidential Financial Submittal, will become the property of the County and may be used by the County in any way.

F. RESPONDENT'S DUTY TO INVESTIGATE

It is the sole responsibility of each respondent to investigate and determine conditions of the Solano360 site, including existing and planned utility connections, and the suitability of the conditions for any proposed improvements.

The information presented in the RFQ and in any report or other information provided by the County is provided solely for the convenience of the interested parties. It is the responsibility of interested parties to assure themselves that the information contained in this RFQ or other documents is accurate and complete. The County and its advisors make no representations, assurances, or warranties pertaining to the accuracy of the information provided in the RFQ or the reports and documents referenced in this RFQ.

G. RESPONDENT SELECTION DOES NOT GUARANTEE PROJECT APPROVAL

The County's selection of a respondent and authorization to commence exclusive negotiations shall not constitute approval of the proposed project or uses. In selecting a preferred submittal and finalizing any agreement, the County may, at its sole discretion, modify, refine and otherwise clarify the permitted uses to reflect the selected submittal.

H. CONFLICTS OF INTEREST

The County reserves the right to disqualify and deem non-responsive any respondent on the basis of any actual or apparent conflict of interest that is disclosed by the submittal or other information submitted or available to the County, even if the disqualifying information is discovered after the Board has selected a respondent for exclusive negotiations. The County's determination of a disqualifying actual or apparent conflict of interest will be made in its sole discretion.

In order to submit, respondent will be required to comply with all applicable laws regarding conflict of interest, including but not limited to Sections 87100 et seq., and Section 1090 of the California Government Code. With submission of a submittal, respondent represents and warrants that it is familiar with these laws and does not know of any facts that constitute a



violation of these provisions. Furthermore, respondent agrees to notify the County immediately if the respondent becomes aware of any fact constituting a violation or possible violation.

Respondent further warrants that it has not offered or given to any County officer or employee any gratuity or anything of value intended to obtain favorable treatment under the RFQ or any other solicitation or other contract, and respondent has not taken any action to induce any County officer or employee to violate the rules of ethics governing the County and its employees. Respondent has not and shall not offer, give, or agree to give anything of value either to the County, or any of its officers, employees, agents, consultants, or to a member of the immediate family (i.e., a spouse, child, parent, brother, or sister) of any of the foregoing. Any such conduct shall be deemed a violation of this RFQ and may result in immediate disqualification of the submittal. As used herein, “anything of value” shall include but not be limited to any (a) favors, such as meals, entertainment, and transportation (other than that contemplated by this RFQ, if any, or any other contract with the County) which might tend to obligate a County employee to Respondent, and (b) gift, gratuity, money, goods, equipment, services, lodging, discounts not available to the general public, offers or promises of employment, loans or the cancellation thereof, preferential treatment, or business opportunity. Such term shall not include work or services rendered pursuant to any other valid County contract.

I. PROPRIETARY INFORMATION

All information and documents, excluding the confidential financial information, submitted in response to this RFQ are subject to the California Public Records Act, California Government Code §§ 6250 through 6276.48) (“CPRA”), which generally mandates the disclosure of documents in the possession of the County upon the request of any person, unless the content of the document falls within a specific exemption category (e.g., trade secrets and commercial or financial information obtained from outside the government, to the extent that disclosure would result in substantial harm to the competitive position of the person from whom the information was obtained). On each page that contains information that Respondent believes is exempt from mandatory disclosure under CPRA, Respondent shall include the following separate legend:

“THIS PAGE CONTAINS INFORMATION THAT IS EXEMPT FROM MANDATORY DISCLOSURE UNDER THE CALIFORNIA PUBLIC RECORDS ACT.”

Should the County receive a request to review confidentially labeled information, the County will notify the Respondent of the request and delay the access to the materials within seven days after notification to Respondent to allow Respondent to act in protection of its labeled information. Failure to so act shall constitute a complete waiver.



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VII. PREVIOUS STUDIES AND PLANS

In June 2009, the County of Solano and the City of Vallejo unanimously approved a vision for the future of the Solano County Fairgrounds. That conceptual plan, which was the culmination of a nine month process of intensive community outreach, design and planning concepts, and site analysis, offered a mix of uses that are flexible, sustainable and community-oriented and served as the basis for the preparation of the Specific Plan. Respondents are strongly encouraged to familiarize themselves with the previous studies and the information gathered to date to fully understand the goals and objectives of the Solano360 Project.

- Solano360 Vision Report
<http://www.solanocounty.com/civicax/filebank/blobdload.aspx?BlobID=10908>
- Solano360 Marketing Study Executive Summary and Analysis
<http://www.solanocounty.com/civicax/filebank/blobdload.aspx?BlobID=11278>
- Solano360 Specific Plan
<http://www.solanocounty.com/civicax/filebank/blobdload.aspx?BlobID=16931>
- Solano360 Final Environmental Impact Report
<http://www.solanocounty.com/civicax/filebank/blobdload.aspx?BlobID=14819>
- Mitigation Monitoring and Reporting Program for the Final EIR of the Solano360 Specific Plan
<http://www.solanocounty.com/civicax/filebank/blobdload.aspx?BlobID=14820>
- City of Vallejo Vesting Tentative Map #13-0001 for the Solano360 Project (beginning at page 353 of the following staff report):
<http://www.solanocounty.com/civicax/filebank/blobdload.aspx?BlobID=15189>
- Development Agreement by and between the County of Solano and the City of Vallejo
http://solano.granicus.com/DocumentViewer.php?file=solano_383183e156542ea40afae088f7c00c31.pdf&view=1

In addition, to links listed above, there are many agendas and meeting minutes that can be accessed at:

<http://www.solanocounty.com/solano360/agenda/default.asp>