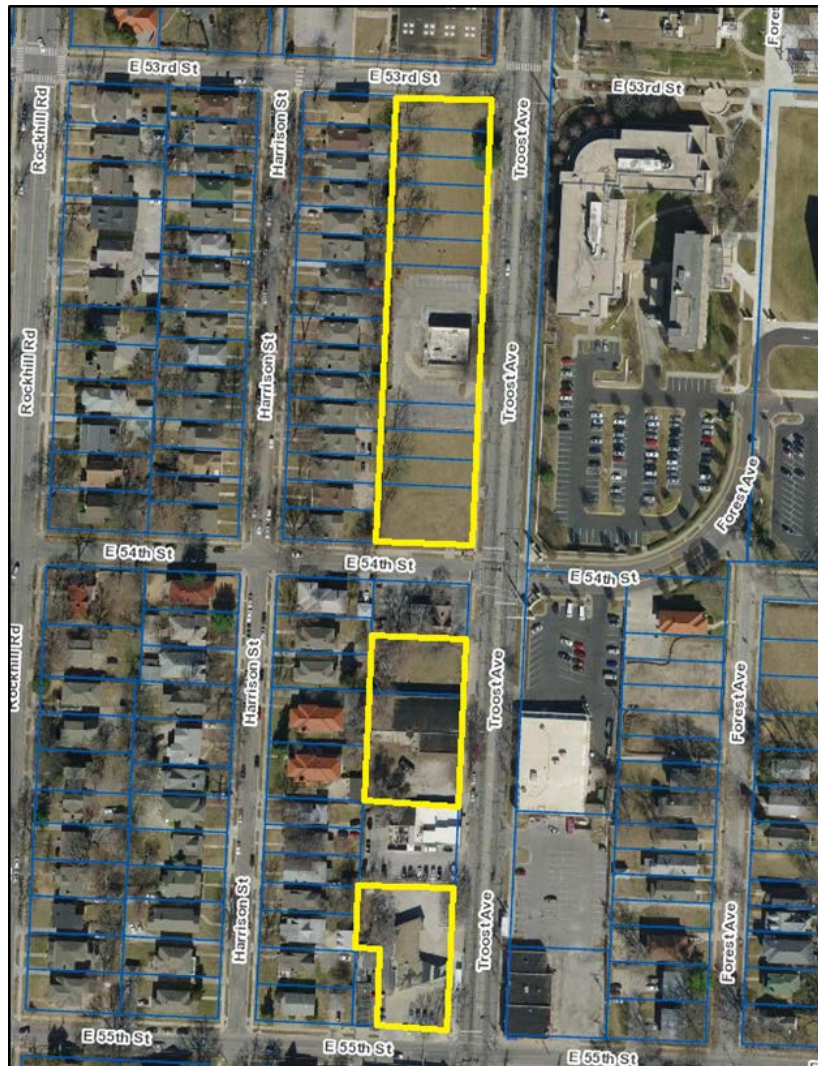




UNIVERSITY OF MISSOURI SYSTEM REQUEST FOR QUALIFICATIONS

Proposed Redevelopment of Troost Avenue Properties
5300-5400 Blocks of Troost Avenue, Kansas City, MO 64110



Draft April 5, 2017

Managed and administered by the University of Missouri – Kansas City

TABLE OF CONTENTS

TABLE OF CONTENTS	2
I. PROJECT OVERVIEW	3
II. PROPERTY DESCRIPTION.....	6
III. DEVELOPER RESPONSIBILITIES	7
IV. SCHEDULE, QUESTIONS AND SUBMITTAL	8
V. SELECTION PROCESS.....	11
EXHIBITS A THROUGH C.....	13

I. PROJECT OVERVIEW

A. Development Goals and Objectives

Program and Use

The Curators of the University of Missouri on behalf of the University of Missouri-Kansas City (“UMKC”, “Owner”, “University”) invites the submission of qualifications (“RFQ”) from interested developers to plan, design, finance, construct, develop and operate a market-based Mixed-Use Development (“Development”) under an unsubordinated ground lease of its property located on the east side of the University of Missouri-Kansas City campus within the City of Kansas City, Missouri. The intent of this development is to create a vibrant amenity for UMKC, the surrounding neighborhoods and the City of Kansas City and to provide desirable services not currently available on campus or in the surrounding area. The University’s redevelopment goals for the site include viable commercial and/or residential buildings that fit well within the commercial and residential make-up of the neighborhood. The land area of the property totals approximately 1.83 contiguous acres in the 5300 block of Troost Avenue and approximately 1.19 acres in two discontinuous parcels of 0.69 acres and 0.50 acres in the 5400 block of Troost Avenue and lies fully within the UMKC 2014 Master Plan approved by the Board of Curators in October 2014.

Located adjacent to the development area across Troost Avenue is Rockhurst University. Due to the proximity of the property to the UMKC and Rockhurst campuses, it is critical that private development of the property be compatible with the universities, in addition to the surrounding neighborhoods. The objectives and guidelines in this RFQ include the input from many meetings with surrounding neighborhoods and institutions.

In an effort to allow broad participation by the development community, the University has elected to conduct a two-phase developer selection process:

- Phase 1 - Request for Qualifications RFQ
- Phase 2 - Request for Proposal RFP

Design Objectives and Guidelines

The University envisions that the Development should consist of elements, to include but not be limited to, retail, dining, and housing. The University is most interested in a successful development that will become a destination for the University’s students, staff and alumni as well as the surrounding neighborhoods and community. The Development will also provide dining and shopping alternatives within easy walking or biking distance from the nearby Plaza and Brookside neighborhoods. The physical appearance and construction durability of the built environment are major factors in the public perception of UMKC, as well as the surrounding neighborhood. The University desires that the re-development will serve as an enhancement to the image of the University and the neighborhood. Within the context of an overall horizontal or vertically mixed development, the University is looking for vibrant and creative development concepts which might utilize emerging urban planning principles of walkability, bikeability, public amenities, placemaking and live/work/play concepts.

The Development should be designed to be efficient, healthy and ecologically responsible. Incorporation of principles and practices developed by the U.S. Green Building Council and published in the Leadership in Energy and Environmental Design (LEED) Green Building Rating System are strongly encouraged. Alternative sustainability measures such as Energy Star and Green Globes may also be utilized.

The site should be landscaped consistent with the current campus and neighborhood environments. Landscape materials should reflect low-maintenance, native plantings and year-round attractive appearance in plant selection and use of irrigation where appropriate. The site must include provisions for adequate lighting to promote safety and security. Proposals should address how proposed uses will impact current parking provided on site. All needs for increased parking must be stated including parking space counts, and provisions taken to mitigate impacts on the neighborhood by fully parking all development uses within the development site. Approvals for changes, decreased parking ratios, increased site density and increased coverage and hardscaped areas beyond that required by City Zoning are subject to University review and approval processes and are not promised or guaranteed in context with this RFQ.

There are several guiding principles that are fundamental to any development proposal submitted pursuant to this RFQ:

- The University seeks a high-quality development that is complementary to the University's environment and operations, which will attract interest and that is supportive of our campus and neighborhood.
- The developer must have demonstrated experience in planning, financing, and developing the scale, kind and complexity of the development being proposed.
- The University must receive fair market consideration for the terms and conditions negotiated in the Ground Lease.
- The Development should be consistent with the UMKC 2014 Master Plan.
- The Development will not require any commitments, financial or otherwise, from the University for parking, utilities, maintenance, operations, staffing and security support or similar. This includes any in-kind support that pre-exists on the University campus or is developed in the future, at any level or in any form.
- The Development shall cover all costs for removal of hazardous materials, subsurface conditions and other unforeseen conditions. All hazardous materials removal shall be conducted in a legal manner in compliance with all local, state and federal regulations.

B. Construction Requirements/Zoning

The University will act as the Authority Having Jurisdiction. The project will not be subject to any municipality's zoning or building code review with the exception of work within the Public Right-Of-Way, utility connections, storm water management and food service/health department regulations. With respect to zoning, the University intends to follow the Kansas City, Missouri zoning instructions for the site. The underlying zoning for subject site is B3-2, which has an allowable floor area ratio (FAR) of 2.2 and maximum height of 50 feet for mixed-use development and 45 feet for non-mixed-use development. Based upon community input, within the context of this criteria there is a desire for variability of the structure heights to avoid large

and monolithic blocks of buildings that obstruct and overlook the homes located to the west of the site. The natural topography affords greater structure heights in the 5300 block of Troost Avenue which do not exist within the 5400 block of Troost Avenue.

C. Neighborhood Context

The University will look favorably at proposals that are consistent with broader community planning that has been conducted in prior years. The following links provide community development and improvement plans, which include the subject site and/or the surrounding neighborhoods, and should be given consideration.

- City of Kansas City, Missouri Midtown/Plaza Area Plan
<https://data.kcmo.org/Area-Plans/Midtown-Plaza-Area-Plan-Approved-1-7-2016/km2d-7ads>
- Troost Corridor Redevelopment Plan
<https://data.kcmo.org/Area-Plans/Troost-Corridor-Redevelopment-Plan/jbny-t2y8/data?firstRun=true>
- Troost Corridor Overlay
<https://data.kcmo.org/dataset/Troost-Overlay-Design-Standards-7-1-2015/gimk-wcg2?firstRun=true>
- Southtown Council, Kansas City Missouri Troost Corridor Action Plan – 2003
<http://www.southtown.org/troost-corridor-action-plan>
- City of Kansas City, Missouri Troost Corridor Plan – July 1998
<http://kcmo.gov/wp-content/uploads/2013/07/troostcorridor.pdf>

Prohibited uses are defined in Exhibit C, however the neighborhood has also shared desirable uses throughout the process of preparing to issue this RFQ. The community has expressed the following uses as “desirable” for this development:

- Community amenity spaces, like playgrounds or dog parks.
- Fitness facilities and spa
- Small animal pet shop and veterinary facilities
- Small groceries that provide fresh foods
- Locally owned businesses (as opposed to national chains/franchises)
- Coffee Shop

D. Terms of Development

The project will include site work, design, construction, and management of the proposed facility/facilities. The developer shall furnish all architectural and engineering services for development of the design and preparation of working drawings and detailed specifications to complete the project including civil, landscaping, architectural, structural, mechanical, and electrical engineering in accordance with the requirements of Owner. The proposer shall use

one entity of the development team as the “Prime Professional”. The Prime Professional is defined as the design firm legally responsible for the design of the proposed project.

The University intends to enter into an agreement with the most qualified team that demonstrates the knowledge and experience in the financing, design, construction, and management of comparable projects in urban universities and neighborhoods.

It is hoped that the project will be completed as a single complete project at one time. Construction must begin within one year of the full execution of a ground lease with the successful proposer. If the development will occur in multiple phases, all construction must be complete within five years of the full execution of a ground lease with the successful proposer.

II. PROPERTY DESCRIPTION

A. Site Description

The development site (the, “Property”), as shown on Exhibit A (consisting of three pages A1, A2 and A3), is identified as the west side of Troost Avenue between East 53rd Street (to the north) and East 55th Street (to the south). The university owns all plats within these boundaries and that also border Troost Avenue to the west, with the exception of the plats occupied by Mike’s Tavern (5424 Troost Avenue), the former Coffee Break (5400 Troost Avenue), and building located at the southwest corner of the site and having an address of 1012 East 55th Street. All three of these are located on the 5400 block of Troost Avenue. The only other existing building within the development boundaries, commonly referred to as the Sam Miller Coach building, is located on the 5400 block of Troost Avenue and is University owned. The portion of the site to be developed on the 5300 block of Troost Avenue has been cleared of all buildings and debris. The entire site is approximately 3.65 acres [approximately 3 acres owned by the University].



B. Ownership

The Property shall be leased to the selected developer subject to the terms and conditions set forth in a development and ground lease agreement. It is anticipated that the initial term of the ground lease will coincide with the project's financing term.

The Owner's fee interest in the underlying property will not be subordinated to any financing or other lien or encumbrance that the developer may create in connection with development and ownership of the project. However, subject to the terms of the lease, the developer will have the right to pledge its interest in the lease as security to a recognized lending institution that lends funds for the development of the project.

The developer will, at all times, throughout the period of the lease be responsible for management of the facilities including daily operation and all maintenance and repair, utilities, custodial, grounds, etc.

All buildings and improvements on the leased property shall, at the expiration of the applicable lease term or its earlier termination, become the absolute property of the University.

C. Existing Conditions and Site Preparation

The developer shall completely abate the property and clear the site as required for development. Demolition of all existing improvements shall be in conformance with all applicable laws, including the removal of any hazardous materials that may be present.

All existing site easements must be maintained. See Exhibit A for Site Survey.

III. DEVELOPER RESPONSIBILITIES

The following items are not meant to be an exhaustive list of developer responsibilities.

A. Development and Lease Agreement with Owner

Upon selection of a developer, the University and developer will negotiate and enter into a Development Agreement ("Agreement") and Ground Lease ("Ground Lease") satisfactory to the University within Ninety (90) days, or the offering may be withdrawn. The Agreement and Ground Lease will finalize terms for the performance criteria, project schedule and implementation.

Terms of the proposed ground lease shall be as follows: a term coinciding with the project's financing term, "ground rent" derived by applying a ground lease multiplier equal to the 10-Year Treasury Rate plus a spread to the "As-is" market value (ground rent multiple and market value to be proposed by developers and negotiated between the University and those respondents selected to proceed to Phase 2 of the selection process) of the Property, and future re-appraisal events.

C. MBE/WBE requirement

The University of Missouri is an equal opportunity employer, pursuant to federal and state law and regulations, and all developers shall be an equal opportunity employer in compliance with federal and state laws. MBE & WBE participation goals of 15% and 10%, respectively, have been established for this project. The developer is responsible for obtaining information regarding the certification status of each MBE/WBE firm. An official MBE/WBE Compliance Evaluation Form will be completed by all developers who are invited to provide a response to Part Two-RFP. Each developer shall indicate its commitment to meet or exceed these MBE/WBE goals. The form is available at the following webpage:

<https://uminfo.umsystem.edu/media/fa/management/facilities/guidelines/mbewbeevaluationforms.pdf>

IV. SCHEDULE / QUESTIONS / SUBMITTAL

A. Pre-submittal Conference and Site Tour

A pre-submittal meeting will be held on April 18, 2017 at 10:00 a.m. at the [Insert Location] on the campus of UMKC. Attendance is not mandatory, but is encouraged. Attendees will have an opportunity to tour the site and ask questions about the RFQ/P process.

B. Two-part RFQ/P Submittal Process

The Owner may select a developer based on a two-part RFQ/P submission process. In Part One-RFQ, the Owner will evaluate responsive development teams based on qualifications, relevant experience, financial capacity, and the conceptual development approach. Each response will be separately evaluated by the Owner's selection team, comprised of University of Missouri System and UMKC professional staff and administrators.

Up to four (4) respondents selected by the Owner in Part One-RFQ will be invited to submit a detailed development proposal in Part Two-RFP phase. In the RFP phase, the Owner will evaluate and compare the specific development proposals, designs, and financial structure to choose the response, if any, that most conforms to the RFP and is considered to be the most advantageous to UMKC. The University reserves the right to negotiate final terms with the developer. The final contract must be approved by the Curators of the University of Missouri.

The Owner reserves the right to waive informalities in developer responses and to reject any and all proposals.

C. Submittal Format

Submittals should be prepared in an 8.5" x 11" paper format. The submittal package must include:

- One unbound original
- Five (5) bound copies

- One CD or other electronic media containing an electronic copy of the submittal

The cost of producing the RFQ response is borne solely by respondent. The University will not be responsible for any of the proposal production costs.

D. Submittal Contents

The Part One-RFQ submittal should contain information and materials to demonstrate the developer's qualifications, experience and financial capacity over the last five years in design, construction, and daily operational management of similar facilities with similar financial terms.

Specifically, the respondent should demonstrate:

- Knowledge of and experience in developing and managing public/private partnerships;
- Financial capacity sufficient to successfully meet the functional and financial requirements of the owner for this project; and
- Why the respondent thinks he/she will be successful with the proposed development.

All responses should include, at a minimum, the following elements organized in the following order:

Executive Summary

Describe your understanding of the project scope and summarize your specific qualifications, relevant experience, and financial capacity to undertake the subject project.

The summary should include a brief description of the:

- proposed development team;
- development and financial approach to the project;
- developer's experience in similar development efforts with Universities or other public institutions; and,
- developer's understanding of the Owner's goals and objectives of the Project including developer's understanding of the key considerations unique to this project.
- developer's relationship with the local (64110) community, if any.

In addition, the executive summary must include a statement describing why the developer is best suited to meet the University's functional and financial goals for the project.

Development Team Profile and Project Examples

- Provide a description of the development team. For every firm involved in the RFQ response, provide a description of relevant qualifications and experience. Identify the project manager and staff who will be assigned to the project and provide a comprehensive resume for each, specifically noting team members' experience in similar projects. For sub-contractors, provide background information as to their qualifications to perform on a project of this scale.
- Provide the location of the principal office from which the work is to be executed and the number of partners, managers, seniors and other staff employed by that office.

- Describe the developer's business philosophy including: ownership strategy, motivation for interest in this project, and project investment criteria.
- Provide examples of the development team's capacity to successfully undertake the project. Provide a detailed description of projects of similar scope, use and/or complexity completed within the last five (5) years. Examples should include project identification (client name), a detailed description of the development team's specific role in the project, location, duration, total development cost, financing structure (including sources of debt financing, public financial support, and the size of the equity investment), and project timeline – comparing actual completion date with timeline, and current status.

Conceptual Project and Financing Approach

- Provide a statement describing the development team's general approach to the project which considers the use and financing of the proposed development. Specifically, describe the team's construction management philosophy with regard to the project. Describe the team's methodology for project controls.
- If the firm is invited to respond to Part Two-RFP, current and historical financial statements will be required to be submitted in the Team's RFP response.

References

- Provide at least three (3) project references with contact names and phone numbers.
- Briefly describe the services the firm has provided to each reference.
- Provide at least three (3) financial references for similar projects including name and phone number.

E. Submittal Address and Deadline

The original, five (5) copies and an electronic copy of the Part-One, RFQ response must be delivered to:

University of Missouri-Kansas City
General Services Building, Room 101
1011 E. 51st Street
Kansas City, MO 64110
Attn: Robert A. Simmons, Associate Vice Chancellor Administration

RFQ submittals must be received in a sealed envelope no later than 2:00 p.m., on May 5, 2017. Electronic or telefaxed copies of proposals are not considered responsive and will not be accepted. Developers will be responsible for delivering submittals to the RFQ on or before the due dates listed in this document. Late responses will not be accepted.

F. Questions and Clarifications

Questions regarding the RFQ process should be directed to the following with RFQ in the subject line:

Bob Simmons
Associate Vice Chancellor, Administration
General Services Building, Room 101
University of Missouri-Kansas City
1011 E. 51st Street
Kansas City, MO 64110
Ph: (816) 235-1354
Fax: (816) 235-1355
simmons@umkc.edu

All questions must be submitted in writing via telefax or email. Questions should not be directed to any other University departments or staff. Substantive information or material provided to any interested party, as a result of questions received, will be provided to all interested parties in a manner deemed appropriate by the University.

V. SELECTION PROCESS

A. Evaluation and Approval

The Owner will determine whether a respondent meets the mandatory requirements as referenced in Section III, parts C and D. Mandatory requirements will be evaluated on a pass/fail basis. Only those respondents that meet all mandatory requirements will be considered further in the subjective evaluation. If a respondent is unable to fulfill these requirements, his/her proposal will not be considered any further.

The Owner will evaluate Part One-RFQ submittals in accordance with, but not limited to, the evaluation factors described below. Values in parentheses will be the value assigned by the Owner in evaluating proposals. The Owner anticipates that up to four (4) RFQ respondents receiving the most points will be invited to proceed to Part Two-RFP. In order to be selected to proceed to Part Two, the developer must demonstrate that the development team has the experience and financial capacity to successfully complete the proposed development within the timeline and budget required by the Owner.

B. RFQ selection criteria

Responses to the RFQ will be evaluated based on the following criteria:

- **Developer Team and Qualifications (30 points)**
 - Professional qualifications and credentials of the project team, including developer, design, contracting, property management, legal and finance entities (25 points)
 - M/WBE participation (5 points)

- **Related Experience (30 points)**
 - Number and type of comparable projects including elements similar to the development goals and objectives of the subject project such as: sustainable design/LEED certification; urban design characteristics including massing and pedestrian/street level elements; and experience working with institutions of higher education to develop property.
- **Financial Capacity and Transaction Approach (30 points)**
 - Financial capacity of respondent to undertake the proposed development including level of financial commitment from the prime developer.
 - Number and type of projects of similar financial structure and complexity undertaken by respondent in a similar market area. In particular, experience with a development structure including a ground lease.
 - Quality and feasibility of a conceptual transaction approach for the subject development.
 - Financial references for past project experience.
- **Conceptual Program/Design Approach (10 points)**
 - Quality and feasibility of a proposed conceptual approach to meet the desired development goals and objectives of the Owner including the general project components and compliance with the development objectives and design criteria as outlined in the Owner's development goals and objectives. (6 points)
 - Developer understanding of how the proposed project will be integrated into the surrounding community and is consistent with neighborhood planning and development goals. (4 points)

C. Selection and Construction Schedule

Construction must begin within one year of the full execution of a ground lease with the successful proposer.

Part One-RFQ:

RFQ Issue Date	Tuesday, April 11, 2017
Pre-proposal Meeting	Tuesday, April 18, 2017
RFQ Submittal Deadline	Tuesday, May 2, 2017
RFQ Shortlist Selection	Tuesday, May 16, 2017

Part Two-RFP (for invited respondents):

RFP Issue Date	Tuesday, May 23, 2017
RFP Due Date	Friday, June 30, 2017
Developer Selection Process	Friday, August 4, 2017
Execution of Development and Lease Agreement	Friday, September 15, 2017
Site Available for Construction	Sunday, October 1, 2017
Completion of Facility	See Section I.(D) "Terms of Development"

END OF DOCUMENT

Exhibit A-2/ Sheet 2 of 3



EXHIBIT A SITE SURVEY

Schmitz, King & Associates, Inc.

ALTA/SCSM Land Title Survey for 5300 & 5400 Block of Troost Avenue

Sheets 1, 2 and 3 dated 02/16/2016

See separate electronic pdf file.

Exhibit A-3/ Sheet 3 of 3

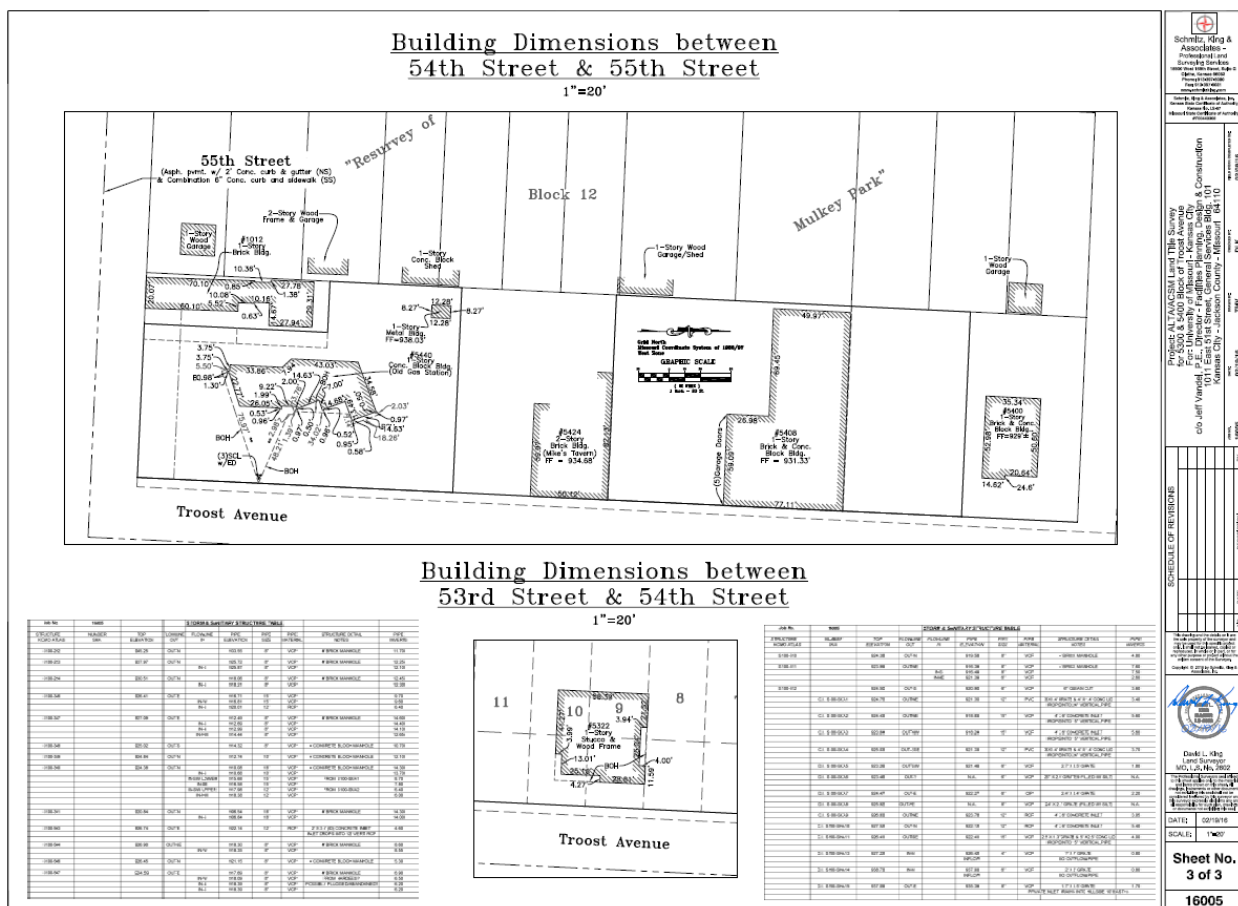


EXHIBIT B
UMKC MASTER PLAN



EXHIBIT C PROHIBITED USES

Without the prior written consent of the University, which may be granted or withheld in its sole and subjective discretion, the Lessee shall not use or permit the Leased Premises to be used for:

1. A hot tub or suntan facility.
2. A billiard or pool hall, amusement or video game arcade, game room, bowling alley, skating rink, dance hall or discotheque.
3. A check-cashing, title-loan or pay-day loan facility or operation; provided, however, that the foregoing prohibition shall not be applicable to any automatic teller machine (ATM).
4. A thrift shop, second-hand store, "surplus" store, pawn shop, flea market, "job lot" store or any similar store or operation the principal business of which is selling used or discounted merchandise.
5. A "dollar" store or "discount" store of any type.
6. A fire sale, going-out-of-business, relocation, bankruptcy or similar sale (unless pursuant to a court order) or auction house operation.
7. An adult bookstore of any type (which shall be defined as any one or more of a) A store whose sale or rental of merchandise to the public is limited or restricted to adults because such merchandise deals with or depicts human sexuality, encourages or depicts the degradation of women or depicts unusual violence, or b) An "adult bookstore".
8. An adult video store of any kind, including without limitation, any "adult motion picture theater" or "adult peep show."
9. An establishment selling or exhibiting "obscene" material.
10. An establishment which exhibits either live or by other means to any degree, nude or partially clothed dancers or wait staff.
11. A massage parlor or similar establishment.
12. A salon or other business which provides hair treatments, (haircuts, hair coloring, permanents, etc.), manicures, facials, massages or similar services.
13. A gambling facility or operation, including, but not limited to, off-track or sports betting parlor, table games such as blackjack or poker, slot machines, video poker/blackjack/keno machines or similar devices, or bingo hall.

14. A store the principal business of which is the sale of alcoholic beverages for consumption off premises.
15. A bar or similar business procuring 50% or more of its profits from the sale of alcoholic beverages.
16. An establishment selling or exhibiting drug-related paraphernalia or merchandise or material commonly used or intended for use with or in consumption of any narcotic, dangerous drug or other controlled substance.
17. A store selling guns or other weapons.
18. A tattoo parlor.
19. Manufacturing, industrial, warehousing or other storage facility, assembling, distilling, refining, smelting, rendering, agricultural, wholesaling and similar distribution activities.
20. Motor vehicle, truck, trailer, recreational vehicle or boat sale, leasing, display or body shop repair operation, gasoline or service station, quick lube facility or car wash.
21. A central laundry, dry cleaning plant or laundromat.
22. A animal raising or boarding facility.
23. A crematory, mortuary or funeral home.
24. A political campaign, lobbying or promotional activity office.
25. A furniture or appliance rental store of any kind.
26. Subsidized housing of any type.
27. Education uses which compete with the University of Missouri-Kansas City.
28. Use or permit the Leased Premises, including without limitation the windows or displays to be used for or in a manner that constitutes: a) Any public or private nuisance, b) Any activity that creates or results in any obnoxious odor, noxious, toxic, caustic or corrosive fuel or gas, dust, dirt or fly ash in excessive quantities, or fire, explosion or other damaging or dangerous hazard, c) Any storage of any asbestos containing materials, petroleum, flammable, explosive, radioactive, or toxic materials, or other substances defined as hazardous wastes, hazardous materials, or hazardous substances under any federal, state, or local law or regulation, except ordinary products commonly used in connection with the Permitted Use and stored in the usual manner and quantities, d) Any dumping, disposing, incinerating or reducing of garbage or refuse (exclusive of dumpsters for the temporary storage of garbage compactors, in each case which are regularly emptied so as to minimize

offensive odors, e) Any mining or drilling for and/or removal of subsurface substances, or
f) Any use or operation that is contrary to any easements, covenants, or restrictions of record that are applicable to the Leased Premises.

29. Notwithstanding that the Leased Premises otherwise may be exempt from such requirements by virtue of the University owning fee simple title to the Leased Premises and being the authority having jurisdiction over the Leased Premises and the use thereof, use or permit the use of the Leased Premises in violation of or inconsistent with any laws, statutes, ordinances, rules, regulations, and requirements of the City of Kansas City or any other governmental authority, including without limitation all zoning ordinances, building codes and environmental laws, in all cases which otherwise would be applicable to the Leased Premises or the use thereof.

END OF EXHIBITS