SECOND ADDENDUM TO THE
REQUEST FOR QUALIFICATIONS / PROPOSALS FOR A PUBLIC-PRIVATE PARTNERSHIP

Partnering with a Private Developer to enter into a Long-Term Ground Lease to Develop 31.5-acres and expand the Town Center

THIS SECOND ADDENDUM IS ISSUED ON JANUARY 25, 2016

This is the Second Addendum to the RFQ/P for a Public-Private Partnership with the CSU Channel Islands, Site Authority issued on December 11, 2015. In anticipation of the January 29, 2016 submission deadline for the 31.5 Acre Development Parcel and Town Center Request for Qualifications, please find the following clarification to Sections 4.4 and 4.5.

With regard to Section 4.4 Executive Summary, for RFQ submissions, an acquisition price and proposed ground lease payments are not expected to be included in responses. Instead, the University is seeking a general summary of a potential investor/developer’s access to equity and financing in order to illustrate an ability to satisfy the financial and technical requirements of the Project.

With regard to Section 4.5 Project Concept and Implementation Plan, the University is seeking a general description of a potential development vision. This may include potential densities, unit mixes, auxiliary and amenity uses, etc. but does not require conceptual drawings or site plans at this stage. Further specificity will be requested by those teams invited to submit responses to a subsequent Request for Proposals.

All respondents are encourage to thoroughly review Section 4 – RFQ Submittal Requirements and Section 5 – Evaluation Criteria. Respondents should ensure that submittals include the necessary information to satisfy the minimum requirements as outlined in Section 4 (particularly 4.6, 4.7 and 4.8) and to satisfy the “Pass/Fail” criteria laid out in Section 5.1.
Section 4.6 is hereby replaced, in its entirety, with the following:

4.6 Identify the Team
Include a complete but succinct description of the proposed development team including identification of the primary respondent and partners that make up the key members of the team, clear identification of the project lead for the day-to-day management of the project as well as key contacts for each partner and consultants who will be responsible for implementing the project. Provide clear identification of which entities make up the team and would be parties to any agreement with the Site Authority. At a minimum, the submittal should identify the lead firm, joint venture partner firms, financial partners, lead architecture or design firm, general contractor and other proposed partners or consultants. This section should also identify the lead contact for each firm including contact name, address, phone number and email address. Additionally development teams should complete Form B in Appendix B.2. Respondents are encouraged to provide examples where team members have collaborated on projects before or have a prior working relationship.

4.6.1 Minimum Requirements for the Team
The Developer, Designer/Architect and General Contractor should demonstrate having successfully developed at least two (2) projects within the last ten (10) years specifically related to the envisioned scope of development. The project should include having successfully planned, designed, financed and constructed projects specifically related to the envisioned scope of development. The owner and operator do not have to be the same entity, but the team should demonstrate experience both owning and operating housing projects.

A. Developer should have specific experience with:
1. At least two (2) projects where the lead developer was primarily responsible for the development of projects consistent with the proposal submitted by the respondent; and
2. At least one (1) of the two (2) projects listed in Section 4.6.1.A.1 above, the development value must be at least $50 million or greater.

B. Designer/Architect should have specific experience with:
1. At least two (2) projects where the Architectural Team was responsible for the design of projects consistent with the proposal submitted by the respondent.

C. General Contractor should have specific experience with:
1. Ground-up construction of at least two (2) projects consistent with the proposal submitted by the respondent; and
2. At least one (1) of the two (2) projects listed in Section 4.6.1.C.1 above, the construction value must be at least $50 million or greater.

While not a minimum requirement, preference will be given to teams that can demonstrate experience working with public entities and/or higher-education institutions and multifamily housing projects, particularly teams who can demonstrate owning and operating multifamily housing under a ground lease with a higher-education institution. Additionally, preference will be given to teams that can demonstrate local firm(s) participation as part of the overall development team.
Section 4.7 is hereby replaced, in its entirety, with the following:

4.7 Project Related Experience

This section shall be used to provide examples of the respondent’s experience in the past ten (10) years specifically related to the envisioned scope of the project. Project related examples should include the award date, completion date, project value, and ownership percentage (if applicable) for each project. For each listing include the name(s) and telephone number(s) of the respondent’s project manager. Teams are limited to a maximum of ten (10) projects in the aggregate per respondent team. At least two (2) examples should be that of the developer, at least two (2) should be that of the planning/design, and/or architectural firm, and at least two (2) should be that of the general contractor. Respondents are encouraged to provide examples where team members have collaborated on the same project. Individual project examples shall not exceed one (1) page.

Section 4.8 is hereby replaced, in its entirety, with the following:

4.8 Project Personnel

This section shall identify the contact person with primary responsibility for the project, the personnel proposed to work on this project and Joint Venture partners and consultant key personnel. The persons listed will be considered committed to the project with no substitutions without prior agreement by the Site Authority. A resume or bio for each key professional and technical person assigned to the project, including partners and consultants, should be submitted and shall not exceed one (1) page. Resumes or bios should include years of experience and relevant project examples demonstrating the minimum requirements below. At a minimum the key personnel should include:

1. **Project Executive** with at least ten (10) years of experience as a project executive and having worked on a minimum of two (2) projects, of which one (1) project was at least $50 million, in the past ten (10) years, consistent with the proposal submitted by the respondent. The Project Executive should be an individual with the authority to make binding decisions on behalf of the team through the deal structuring, financing, closing and post-closing. At least one project should be a project listed in the respondent’s list of qualifying project examples.

2. **Project Manager** with at least ten (10) years of experience as a project manager and having worked on a minimum of two (2) projects, of which one (1) project was at least $50 million, in the past ten (10) years, consistent with the proposal submitted by the respondent. The Project Manager should be an individual with authority to make decisions on behalf of the team through the deal structuring, financing, closing and post-closing. At least one project should be a project listed in the respondent’s list of qualifying project examples. At least one (1) project should be a project listed in the respondent’s list of qualifying project examples.

3. **Project Architect** with at least ten (10) years of experience as lead designer/architect who has worked on a minimum of at least two (2) projects in the past ten (10) years, consistent with the
proposal submitted by the respondent. At least one (1) project should be a project listed in the respondent’s list of qualifying project examples.

4. **Construction Manager** with at least ten (10) years of experience as a construction manager and having worked on a minimum of two (2) projects, of which one (1) project was at least $50 million, in the past ten (10) years, consistent with the proposal submitted by the respondent. At least one (1) project should be a project listed in the respondent’s list of qualifying project examples.

5. **Other Key Personnel** of the respondent team not listed above that are listed in the organization chart at an equal or higher level than those Key Personnel listed above.

Section 5.1 is hereby replaced, in its entirety, with the following:

### 5.1 Pass/Fail Criteria

Following, or in conjunction with, evaluation of each SOQ for responsiveness, the Site Authority will evaluate each SOQ based upon the following pass/fail criteria. Only responsive SOQs that have passed, or may have otherwise been determined to have passed, the following requirements will be evaluated qualitatively.

#### 5.1.1 Administrative Pass Fail Criteria

The following list represents the “pass/fail” criteria as it relates to the administrative and legal aspects of the SOQ:

1. Proposal in the format requested with all required forms;
2. The SOQ contains an original executed transmittal letter as required in Section 4.3;
3. If the Respondent is a consortium, partnership or other form of joint venture, the SOQ contains an executed teaming agreement or, if an executed teaming agreement does not exist, a summary of the key terms of the anticipated teaming agreement;
4. If the Respondent is a consortium, partnership or other form of joint venture, the SOQ includes a letter signed by each Equity Member indicating a willingness to accept joint and several liability until the point at which Developer creates a special purpose entity as permitted in the Project Agreement;
5. If any of the Major Non-Equity Members is a consortium, partnership or any other form of joint venture, the SOQ contains an executed teaming agreement or, if an executed teaming agreement does not exist, a summary of the key terms of the anticipated teaming agreement;
6. Neither Respondent nor any other entity that has submitted Form B as required by this RFQ is currently disqualified, removed, debarred or suspended from performing or bidding on work for the federal government, any state government or any municipal government;
7. The information disclosed in Form B does not, in the Site Authority’s determination, materially adversely affect Respondent’s ability to carry out the Project responsibilities potentially allocated to it in the Project Agreement;
5.1.2 Financial Pass/Fail Criteria
The following list represents the “pass/fail” criteria as it relates to the financial aspects of the SOQ:

1. At least one single Development Member should meet all of the following:
   a. Experience over the last ten (10) years in financing and closing at least three (3) projects consistent with the proposal submitted by the respondent each in excess of $25 million of non-recourse debt and equity. At least one (1) project should be in excess of $50 million.
   b. At least one of the projects meeting the requirements of 1.a above was under the control of the Member for at least four (4) years following the financial close and the project is currently still in operations.

   To be eligible for consideration in the pass-fail evaluation:
   - The relevant experience should be on a project where the Member held a minimum of thirty percent (30%) equity interest (not including any shares held by public entities) at financial close in the entity actually securing the financing package;
   - The relevant experience should be from an Member that will hold a minimum thirty percent (30%) equity interest (held in the form of share or partnership interest) in the Development Entity; and
   - For Members that invest through one or more funds or vehicles under common management or ownership, the relevant experience may include the experience of such funds or vehicles.

5.1.3 Technical Pass/Fail Criteria
The following list represents the “pass/fail” criteria as it relates to the respondent’s technical aspects of the SOQ. At a minimum the respondent’s team should include:

A. At least one single Development Member of the respondent’s team that should meet all of the following:
   1. Have met the minimum requirements as specified in Section 4.6.1.A;
   2. To be eligible for consideration in the pass-fail evaluation, the relevant experience should be projects in which the equity member (or member of the Lead Developer, if a consortium, partnership or other form of joint venture) held a minimum of thirty (30%) of the ultimate responsibility for the project.

B. At least one single Development Member of the respondent’s team should meet all of the following:
   1. Have met the minimum requirements as specified in Section 4.6.1.B;
   2. To be eligible for consideration in the pass-fail evaluation, the relevant experience should be projects in which the equity member (or member of the Lead Developer, if a consortium, partnership or other form of joint venture) held a minimum of thirty (30%) of the ultimate responsibility for the project.
5.1.4 Key Personnel Pass/Fail Criteria
Respondent’s Key Personnel should meet the applicable minimum qualifications as outlined in Section 4.8.

ALL OTHER SECTIONS OF THE RFQ/P REMAIN AS STATED IN THE ORIGINAL RFQ/P OR THE FIRST ADENDUM.