STAGE 2 REQUEST FOR PROPOSALS

Distribution Date: June 20, 2017

Submittal Deadline: September 20, 2017

University of California, Riverside

North District Development Project

Contents

I. INTRODUCTION

The Regents of the University of California ("University") on behalf of the Riverside campus ("Campus", "UC Riverside" or "UCR") is seeking a development team ("Developer") to design, construct, operate, maintain and potentially finance a new student housing community on the UC Riverside campus ("Project", or "North District Development Project"). The Project is envisioned as a new, distinctive, living-learning community providing approximately 4,000 to 6,000 new beds for Campus first year, second year, transfer and upper division undergraduate students and graduate students, including support and multi-functional spaces, parking, infrastructure and utilities. In addition, the Project includes new dining facilities and competitive and recreational athletic fields. Based on the success of the first phase of the Project, the Developer may be awarded subsequent Project phases.

This solicitation represents the second stage ("Stage 2 RFP" or "RFP") of a two-stage Request for Proposal process through which the Campus intends to select a Developer with whom it may negotiate and enter into agreements for the planning, development and operation of the Project. The Stage 2 RFP is being made available only to those Developers short-listed by the Campus through Stage 1 of the RFP process, who are American Campus Communities (ACC), CA Student Living and Education Realty Trust, Inc. (EdR) (such Developers shall be referred to herein as "Proposers").

The Campus anticipates the Stage 2 RFP process will conclude in September 2017. At the conclusion of the Stage 2 RFP process, the Campus will select a Developer for the Project and will enter into exclusive negotiations with said Developer. Negotiations will include terms of an initial services reimbursement agreement for due diligence and design ("Predevelopment Agreement"), followed by ground lease terms and ancillary documents governing, upon execution, the development, ownership and operation of the Project. The Campus reserves the right to terminate negotiations with the selected Developer if negotiations fail, or for non-performance, and to negotiate with another Developer that participated in the Stage 2 RFP process. Concurrent with negotiations, the Campus and the Developer will engage in a collaborative design process, obtain project approvals and required permits and establish pre-construction and construction protocols.

A. PROJECT OVERVIEW

The Project includes a mix of student housing units including first year, second year, transfer and upper division undergraduate students and graduate students, support spaces, site improvements, utilities and supporting infrastructure improvements, dining facilities and recreational fields. The Project shall include master planning and redevelopment of a 50-acre site on UC Riverside's East Campus, known as the "North District". The Project is envisioned to be constructed in no more than three phases.

Subject to a market demand study, which shall be completed by the Developer to validate requirements, the first phase of the Project is expected to include at least 2,275 beds of Residence Hall, Residential Apartment and Traditional Apartment housing delivered and

available for occupancy no later than July 31, 2020. The first phase of the Project is also expected to include the completion of one (1) 830-seat dining facility by June 30, 2020, and the completion of two (2) Recreation Fields and one (1) Competition Field by August 31, 2020. The Developer, with approval from the Campus, shall validate demand and timing for the remainder of the Project.

The scope of the Project includes the following, which shall be performed in accordance with the requirements described in this Stage 2 RFP and its appendices:

1. Master planning, budgeting, designing, constructing and potentially financing the Project;
2. Operating and maintaining the Project; and
3. Returning all Project facilities and improvements to the Campus at the end of the Project ground lease term, consistent with the performance terms of the ground lease.

B. PROJECT GOALS

The goals of the North District Development Project are to support the system-wide University of California Student Housing Initiative to deliver 14,000 new beds by the year 2020, as well as to deliver new student housing beds to the UC Riverside campus to meet current student housing demand and to support future enrollment growth. Additionally, the Project must provide housing that maintains long-term affordability for a diverse student population and is intended to create a vibrant community for students, faculty and staff that establishes a dynamic link between UC Riverside's academic curriculum and the physical space within the North District.

C. PROJECT OBJECTIVES

The Campus is seeking to select a preferred Developer to fulfill the primary objectives of the Project, which are:

1. Development and operation of approximately 4,000 to 6,000 beds of student housing for Campus first year, second year, transfer, upper division undergraduate students and graduate students, along with adequate support spaces, multi-functional spaces, amenities and associated infrastructure while maximizing the building height and density of the entire Project Site;
2. Achievement of long term affordability for student occupants for the term of lease, supported by a balanced approach to quality design, lifecycle costs, sustainability goals and rental rate parity with Campus-owned and operated residence hall facilities and residential apartment facility (i.e. Glen Mor – Residential Apartments) student housing;
3. Achievement of lowest possible operational costs per bed;
4. Completion of an 830-seat dining facility by June 30, 2020 and an approximately 400-seat dining facility by delivery of the final phase of the Project;

5. Completion and opening of the student housing component of the first phase of approximately 2,275 beds by July 31, 2020;
6. Completion and opening of the Competition and Recreational Fields and Field House by August 31, 2020;
7. Establishment of a new iconic gateway for the Campus on the northwest corner of the Project Site;
8. Completion of adequate parking to support all phases of development through final phase delivery of the Project; and
9. Partnership with an integrated Developer team that has proven experience master planning, developing, financing, operating and maintaining diverse communities in a vibrant living-learning environment.

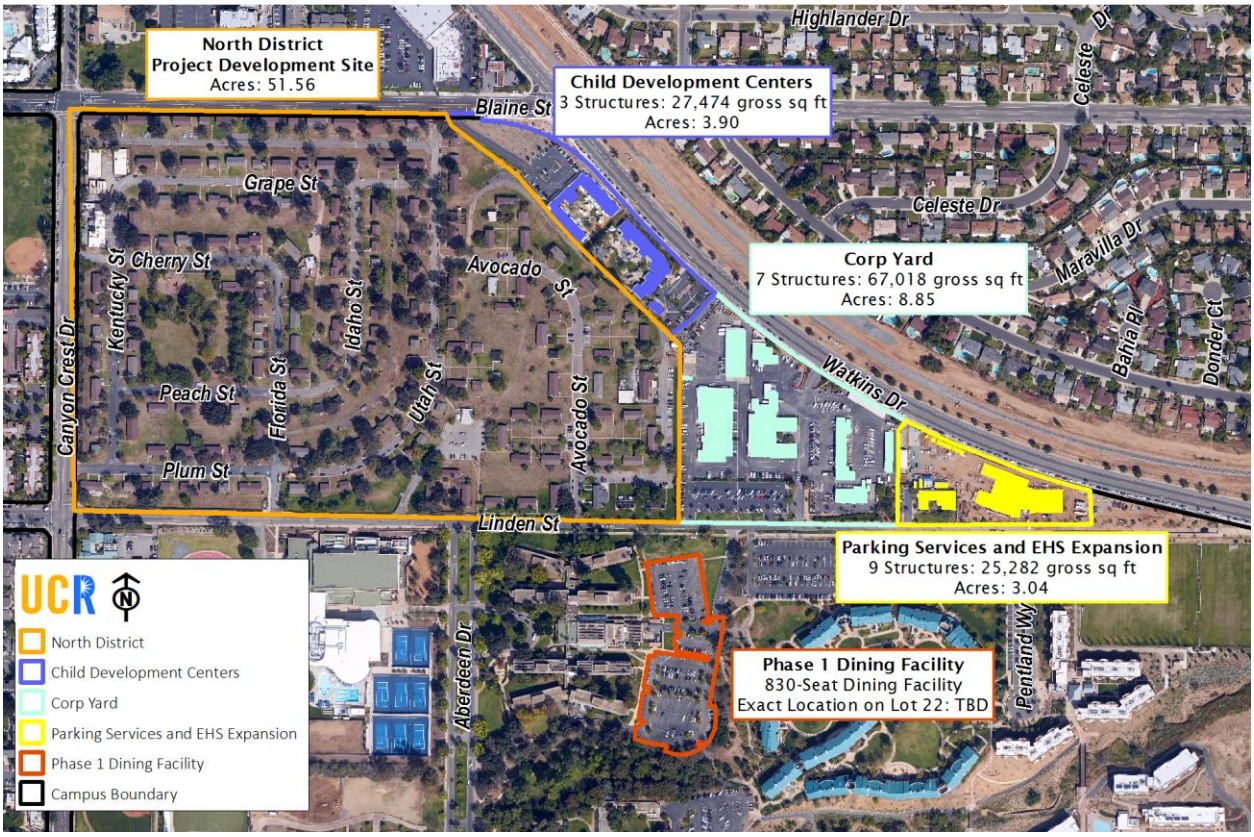
The table below summarizes the expectations for delivery of key program elements of the Project. However, parking, utilities, infrastructure improvements, multi-functional spaces, support spaces and other amenities are expected to be delivered as necessary to appropriately support each phase of the Project. The program elements shown in subsequent phases are estimates based on the Campus' current understanding of the capacity of the Project Site and market feasibility of various program elements and are subject to the analysis and validation of each Proposer.

Program Element	First Phase	Subsequent Phases	Total Project
Residence Hall	750 beds	1,200 beds	1,950 beds
Residential Apartments	525 beds	--	525 beds
Traditional Apartments	1,000 beds	2,525 beds	3,525 beds
Dining Facilities	830-seat facility	400-seat facility	1,230 seats
Recreation Fields	Two (2) fields	--	Two (2) fields
Competition Fields	One (1) field	--	One (1) field
Field House	One (1) facility	--	One (1) facility

D. PROJECT SITE

This section provides an overview and description of the Project Site and references to appendices that offer a variety of additional site due diligence that has been completed by the Campus. The information provided in this section and in the appendices is provided for reference only. The Campus does not warrant the accuracy of any of the Project Site or due diligence information provided. Proposers shall be responsible for verifying all existing conditions.

1. Site Map



2. Site Description

The Project site is approximately 50 acres, located on the northern edge of the East Campus and is currently known as Canyon Crest Family Housing ("Project Site"). It consists of 266 single story housing units that were orginally constructed in circa 1941 to house military personel and their families. These housing units are now obsolete and have outlived their useful lifecycle and will need to be abated, demolished and removed before any Proiect Site improvements can begin. The Campus plans to shutter these units in the summer of 2017. The Developer will be expected to demolish, abate, remove and dispose of all housing units and any known and unknown hazardous materials associated with the Project Site. Developers should also be aware that there are numerous trees on the Project Site and certain trees and/or tree clusters may need to remain and become integrated into the physical master planning efforts. Additonally, Proposers should find creative ways to incorporate other Campus adjacencies into the North Distict physical master planning effort.

3. Optional Site Analysis

Proposers should also be aware that there is the possibility of incorporating the Campus Corporation Yard ("Corp Yard") site (approximatley 8.85 acres) into the Project Site. At their discretion, Proposers may offer a potential solution for incorporating the Corp Yard in the Project Site. The Campus would only consider this possibiliity if Proposers can offer an innovative solution where the redevelopment of the Corp Yard site would

provide enough revenues to the Campus to offset the on-going operational costs (i.e., management, maintenance, repairs, utilities, capital renewals, insurance, etc.) and the facility cost (i.e., lease or debt service payments) for a new Campus Corp Yard facility, which would be located at an alternative location on Campus. If Proposers can produce a viable and sustainable solution for the current Corp Yard site, the site could be incorporated into a later phase of the North District Development Project.

4. Site Conditions

Appendix C includes site diligence and studies. All information is provided for reference only.

E. PROJECT APPROVALS

The University of California is the "lead agency" pursuant to the California Environmental Quality Act ("CEQA") for the Project, and the Board of Regents of the University of California ("The Regents") has the principal responsibility for approving the Project. The Developer will be required to provide submittals, as described in Section IV, and throughout the design phase of the Project to support various environmental analyses and subsequent Project approvals. The Project may also require approvals or permits from other agencies, in order for the Developer to receive any specific Notice to Proceed ("NTP") for construction.

In addition, the Campus Building Official ("CBO") is the Authority Having Jurisdiction ("AHJ") and will issue building permits for the Project. Plan check and design review and approval, along with Project submittal requirements will be coordinated through the CBO, including Designated State Fire Marshal ("DSFM") review and approval. The Project may require third-party services to augment the staffing of the CBO and DSFM and include such services into the Project Budget. Third-party services included in the Project Budget may include a permitting agent to provide staff support services for: Plan check, issuance of Notices to Proceed (NTPs) and certificates of substantial completion, Inspector of Record (IOR) and seismic reviews. Such third-party services shall not replace or otherwise alter the CBO's authority.

Throughout the Construction Period, the Developer shall coordinate with the CBO and the DSFM, or with any third-party performing inspections and duties on behalf of the CBO or DSFM, to ensure the CBO and the DSFM have adequate notice of the progress of the Construction work and timely access to the Project as needed to perform their respective inspection and duties.

II. SOLICITATION PROCESS

A. PROPOSAL DUE DATE

Submittals from Proposers in response to the Stage 2 RFP must be delivered by 3:00 p.m. Pacific Time on September 20, 2017 in accordance with the requirements of Section IV.

B. SOLICITATION SCHEDULE

The solicitation, receipt and evaluation of the Stage 2 RFP responses are anticipated to follow the schedule below:

Distribution of the Stage 2 RFP	June 20, 2017
First charrette meeting	July 26-27, 2017
Second charrette meeting	August 30-31, 2017
Deadline for submittal of RFIs	September 6, 2017
Submittal due date for Stage 2 RFP	September 20, 2017
Proposer interviews	October 4, 2017
Campus-wide presentation	October 5, 2017
Announcement of selected Proposer	October 12, 2017

The Campus-wide presentation identified in the schedule above will provide the Proposers with an opportunity to present their Project concepts and engage with a broader, open forum of Campus representatives.

C. DESIGNATED POINTS OF CONTACT

All Proposer communications must be in writing and sent via email to Stephanie Hardin at the following email address: steph.hardin@am.jll.com.

Communications, including all formal RFP notifications, shall be provided to Proposers via email to contact persons previously designated by Proposers. Any updates to the Proposers' contact information shall be provided to Stephanie Hardin.

D. COMMUNICATION WITH THE UNIVERSITY

With the exception of Campus-initiated communications, requests for information, as defined in Section II.E below, and specific, planned events where Proposers are expected to engage with Campus representatives (e.g., charrettes, interviews, etc.), the Proposers shall not initiate any communications with UC Riverside, University officials or JLL specific to this Stage 2 RFP during the Stage 2 RFP process in an effort to influence Developer selection. Any attempt to influence the selection process could result in Proposer(s) not being advanced.

E. REQUESTS FOR INFORMATION REGARDING THE STAGE 2 RFP

Proposers may submit questions and Requests for Information (collectively "RFIs") in writing via email. RFIs must be submitted by the deadlines summarized below. Proposers are encouraged to submit RFIs as quickly as possible. The Campus will endeavor to answer RFIs in writing on a timely basis; however is under no obligation to respond to all or any particular RFI. RFIs will not be accepted via telephone.

1. RFIs related to definition and interpretation of the Stage 2 RFP shall be submitted in writing via email prior to 3:00 p.m. Pacific Time on September 6, 2017.
2. RFI's related to charrettes, and Alternative Technical Concepts, as defined in Section II.H, shall be submitted in writing via email by 3:00 p.m. Pacific Time five (5) business days in advance of the date of each charrette.

When submitting an RFI, Proposers shall clearly identify for each RFI:

1. Whether the RFI relates to a clarification or interpretation of language in the Stage 2 RFP, or a recommended change to the requirements contained in the Stage 2 RFP or its appendices;
2. The section in either the Stage 2 RFP or its appendices to which the RFI pertains; and
3. If the Proposer submits an RFI that is requesting a change to a requirement of the RFP or its appendices, the change requested, rationale for the change and the specific benefits that such a change will provide to the Campus in achieving one or more of the Project Objectives.

F. CAMPUS RESPONSES

The Campus, or its designee, will publish all RFIs submitted by Proposers and responses to such RFIs to all Proposers, and will publish all Stage 2 RFP materials including the Stage 2 RFP solicitation, related addenda, and any other formal communications in writing via e-mail to Proposers. Oral explanations or instructions shall not be considered binding on the Campus.

G. CHARRETTE MEETINGS

Prior to its receipt of Proposals, the Campus anticipates conducting two (2) mandatory charrette meetings with each Proposer and may hold additional one-on-one meetings, as it deems necessary. Information presented by Proposers during the charrette meetings will be treated as confidential; however, to the extent questions and clarifications regarding the RFP are discussed, such information will be made available to all Proposers via email.

1. Subject Matter of Charrette Meetings

The charrette meetings are intended to provide Proposers with (i) a better understanding of the Project, (ii) the opportunity to test certain concepts for their fulfillment of Project

goals and objectives and (iii) the opportunity to demonstrate their ability to work collaboratively with the Campus team. During the charrette meetings, Proposers may ask questions, make observations and/or present concepts. The Campus Selection Committee may provide specific direction as to development approaches to pursue prior to the next meeting or final submission. However, no negotiation of business terms shall take place at the charrette meetings. Each meeting is expected to include the following general topic areas:

a. During the first charrette meeting, Proposers will be invited to:

    i. Provide feedback and solicit clarifications from the Campus Selection Committee as to any aspect of the body of the RFP, or its Appendices, that they believe should be modified to either improve affordability or better meet the project goals and objectives;

    ii. Present early design concepts, master planning and phasing strategies in order to receive feedback from the Campus Selection Committee;

    iii. Present ATCs, as described in Section II.H;

    iv. Discuss the feasibility of the Project, as presented in the RFP, while meeting designated rental targets;

    v. Discuss any modifications to the Stage 2 RFP documents that would enhance Project affordability or better meet Project goals and objectives; and

    vi. Present Project pro forma model(s) showing all Project development costs, including FF&E and all costs of operations for the term of the financing following the completion of the first phase of the Project. Proposers will be expected to demonstrate key assumptions used in their pro forma model(s), including unit size, rents and costs and the relationship between Project development costs, on-going operational costs and rental rate affordability for UCR students. Proposers shall provide Project financing scenarios for both tax-exempt bond financing and for an equity financing option and be able to demonstrate the trade-offs to the Project and the campus by using either financing mechanism.

b. During the second charrette meeting, Proposers will be invited to:

    i. Provide feedback and solicit clarifications from the Campus Selection Committee as to any aspect of the body of the RFP, or its Appendices, that they believe should be modified to either improve affordability or better meet the project goals and objectives;

    ii. Present more fully developed designs concepts to the Campus Selection Committee that facilitate a detailed discussion with the

Campus about the Proposer's design and phasing strategy;

iii. Present ATCs, as described in Section II.H; and

iv. Present a more refined and detailed pro forma model(s) showing all Project development costs, including FF&E and all costs of operations for the term of financing following the completion of each phase of development of the Project in accordance with the RFP requirements and Proposers' design, phasing and operations concepts. The Campus Selection Committee will expect the Proposer to specifically address strategies to achieve Campus rental targets in the pro forma, and to highlight any changes to the RFP requirements that could enhance affordability without significantly altering or compromising the Project's program and goals. The Campus requests that either before or maximum forty-eight (48) hours after the second charrette, Proposers submit an unlocked, electronic Excel file of the initial pro forma.

2. Meeting Notice, Confirmation and Agenda Agreement

The Campus shall notify each Proposer in writing of the scheduled time, place, date, expected Developer attendees and duration of any charrette meetings. This notice may also include procedural details regarding allowed contact with Campus representatives. For each meeting, Proposers shall suggest an agenda detailing certain topics it would like to address. The Campus Selection Committee will have the opportunity to propose modifications to the agenda.

3. Statements at Charrette Meetings

Nothing stated at any charrette meeting will modify any part of the RFP unless it is incorporated into the RFP as an Addendum issued by the Campus.

4. Campus Use of Charrette Meeting Information

Subject to Section VII, the Campus reserves the right to disclose to all Proposers any issues or relevant information raised during the charrette meetings, except to the extent that the Campus determines, in its sole discretion, such disclosure would reveal confidential or proprietary information.

The Campus reserves the right to require additional presentations or meetings with any or all of the Proposers.

H. ALTERNATIVE TECHNICAL CONCEPTS ("ATCs")

This process is intended to allow Proposers to incorporate technical innovation and creativity into their Proposals, subject to the Campus' written approval and at its sole discretion.

To be eligible for consideration, proposed ATCs must result in financial feasibility, affordability. performance, quality and utility of the end product that is equal to or better than the financial feasibility, affordability, performance, quality and utility of the end product that would result from

full compliance with the RFP and its Appendices, as determined by the Campus, in its sole discretion. ATC's can be provided to address the Technical Requirements described in this Stage 2 RFP and its Appendices.

A proposed ATC may be approved or disapproved in the Campus' sole discretion, and a proposed ATC that is not considered a significant change in the Project requirements may be approved or disapproved in the Campus' sole discretion.

The Campus reserves the right to reject any proposed ATC submittal that does not comply with the requirements in Section IV.E and Appendix B. Submittal Requirements for ATCs are in Section IV.

I. STIPEND

The Campus shall pay a Stipend to Proposers that complete the Work Product Agreement and subject to Proposers' submission of project-related Work Product and other commitments as defined in the Work Product Agreement in Appendix F.1. (Please refer to Section VI for additional information).

J. EXAMINATION OF THE SITE

Each Proposer shall be responsible for any physical examination of the Project site it deems necessary for purposes of responding to the Stage 2 RFP.

K. ADDENDA

The Campus may issue addenda for changes to the Stage 2 RFP at any point from the time of release prior to the submittal due date. Such addenda may result from Proposer-initiated RFIs and provide the only mechanism for changes to the RFP documents. Proposers will be responsible for reviewing the requirements contained in all addenda and for adhering to all requirements contained therein, unless those requirements have been modified or rescinded by a subsequent addendum. The actual timing and sequence of events resulting from this Stage 2 RFP shall ultimately be determined by the Campus Selection Committee and may be adjusted at the discretion of the Campus Selection Committee.

L. GENERAL PROVISIONS REGARDING PROPOSALS

Each Proposer must submit its Proposals by the due date and time. Each part of the Administrative Submittals, Technical Proposal and Financial Proposal must be clearly titled and identified as described in Section IV.A. Detailed instructions regarding the Administrative Submittals, Technical Proposal and Financial Proposal are provided in Section IV and Appendices F.2 and F.3. Forms required for inclusion in the Proposals are set forth in Appendix F. Each Proposal component shall be clearly titled and identified and shall be submitted without reservations, qualifications, conditions or assumptions. Any failure to provide all the information and all completed forms in the format specified by this Stage 2 RFP may result in the Campus'

rejection or reduced evaluation of the Proposal, depending on the nature of the omission. No substantive change(s) shall be made to the Proposal forms.

The Campus reserves the right to require additional presentations or meetings with Proposers.

III. PROJECT REQUIREMENTS

A. MASTER PLANNING & PHASING

The Developer shall be responsible for master planning the Project within an approximately 50-acre site on the North District of UC Riverside's campus to meet the needs of the Project, including:

1. Zoning and planning framework;
2. Siting and massing of all new/proposed facilities;
3. Multimodal transit, pedestrian, vehicular, emergency, service and bicycle site circulation;
4. Parking;
5. Public/gathering and recreational spaces;
6. Landscaping; and
7. Utility infrastructure.

The Project is envisioned to be constructed in no more than three phases. The requirements for the first phase of the Project are included in Section III.C below.

Proposers will be expected to conduct a robust planning process that utilizes planned charrette meetings with the Campus to move from an understanding of the Campus planning context through visioning, alternative phasing concepts, preferred planning direction and phasing and to a final planning concept.

Please refer to the Project Program and Technical Requirements in Appendix A and Appendix B, and the submittal requirements in Section IV.

B. UTILITY INFRASTRUCTURE

The Project requires master planning, design, coordination with municipal and local utility providers and development of on-site and certain off-site infrastructure in accordance with the Project Technical Requirements in Appendix B. Developers shall be responsible for verifying existing utility capacities, obtaining all information from municipal and local utility providers for all utilities and for connections to existing utility systems. Project infrastructure must be designed and sized to service all needs and all phases of the Project. With the exception of the dining facilities delivered in the first phase of the Project on Lot 22, the Project is not expected and shall not be designed to connect to Campus utility systems. The selected Developer shall be responsible for interfacing directly with local and municipal utility providers to meet the needs of the Project.

The Project utilities shall include:

1. Water (domestic, fire and irrigation);
2. Sanitary sewer;
3. Electrical power (normal and emergency);

4. Natural gas;
5. Chilled water and steam (dependent upon design);
6. Data/telecommunications;
7. Storm water management and drainage;
8. Fire alarm and mass notification systems;
9. Site and access security systems;
10. Exterior lighting and control; and
11. Utility metering and management system

C. DESIGN & CONSTRUCTION

The Project shall be designed and constructed in accordance with Appendix B and shall be subject to the conditions described in this section. Requirements and guidelines for construction of the Project will be finalized with input from the selected Developer and will be subject to change from phase to phase at the sole discretion of the University. Additional or modified standards may be provided to the selected Developer, reflecting mitigation measures adopted through the CEQA process and other design requirements. All standards provided by the University should be considered as minimum only. In addition, the selected Developer shall be held to the most restrictive applicable codes.

The Project program generally includes the following:

1. At least 4,000 new beds and the potential to deliver a total of 6,000 new beds of student housing for first-year students, second-year students, transfer students, upper division undergraduate students and graduate students. Subject to demand, new beds are expected to be delivered as follows:

    a. **Residence Hall:** Up to 1,950 total beds, with at least 750 beds of Residence Hall housing with the first phase of the Project (by July 31, 2020), for first-year students, with double occupancy configurations and the ability to accommodate triple occupancy when needed. Student residents of this housing type will be expected to have a Campus meal plan;

    b. **Residential Apartments:** Up to 525 total beds of Residential Apartment housing with the first phase of the Project (by July 31, 2020), for second-year students, transfer students and other upper division students, with a residence configuration of 4-Single Bedrooms/2-Bathrooms per residential apartment unit. Student residents of this housing type will be expected to have a Campus meal plan;

    c. **Traditional Apartments:** Up to 3,525 total beds, and at least 1,000 beds of Traditional Apartment housing with the first phase of the Project (by July 31, 2020), for second-year students, transfer students, upper division undergraduate students and graduate

students, with a variety of residence configurations to be market validated by the Developer and approved by the Campus. Support spaces, as necessary to support each phase of the Project, which may include but are not limited to: live-in professional staff residences, residential life offices, laundry facilities, custodial space, storage, IT rooms, elevator lobby, multi-functional rooms, as well as amenity spaces, which may include social lounges, meeting rooms, student lounges and exercise/fitness space.

The Traditional Apartments may be financed independently of the tax-exempt bond structure and with all private equity and/or a combination of debt and private equity. As such, the Traditional Apartments may need to be separately ground leased from the remainder of the Project.

2. Site improvements, as necessary to support each phase of the Project, including:
    a. Pedestrian pathways, including connections to the core campus and academic areas;
    b. Roadways to support multimodal transit: vehicular, emergency, service and bike site circulation;
    c. Public gathering and recreational spaces at varying scales;
    d. Parking in a ratio of one space per six beds of residence hall housing and one space per two beds of apartment housing, to include all necessary vehicular drop-off and accessible parking;
    e. Landscaping improvements, including the incorporation of existing trees as possible; and
    f. On-site utilities, of which certain utilities may be required to be constructed off-site, outside of the boundary of the Project.
3. Dining facilities, including:
    a. A new 830-seat dining facility with adjacent 125 seat patio to be built on the existing Campus Parking Lot 22 to replace the existing 500-seat Aberdeen-Inverness dining facility. This dining facility shall be delivered as part of the first phase of the Project (by June 30, 2020) to serve new residence halls and existing residence halls on Campus. This dining facility should include flexibility in design and equipment, ability to flex the number of service platforms for different meals, a teaching kitchen, a bakery and private dining/meeting rooms, as more fully described in Appendix B.1 and Appendix B.4. In addition, this dining facility should have excellent pedestrian and bike connectivity to and from the rest of the North District Development Project Site, as well as, excellent connectivity to the existing Campus residence hall

facilities; and

b. A 400-seat dining facility by final phase delivery of the Project.

c. It is anticipated that dining facilities may be ground leased separately from the remainder of the Project and delivered via a lease-leaseback structure.

4. Competition and Recreation Fields, including as part of the first phase of the Project (by August 31, 2020):

    a. **Competition Field:** One (1) regulation natural turf field intended to support UC Riverside NCAA Division I - Men's and Women's Soccer games (i.e., Non-Conference, Conference, Tournaments and Post-Season games) and as further specified in Appendix B.1. The Competition Field shall be designed with capacity for 5,000 shaded seats;

    b. **Recreation Field(s):** Two (2) full-size sports fields intended to support practices, games and tournaments for students who participate in UC Riverside Club Sports, Intramural Sports and free play sports teams (e.g., Soccer, Lacrosse, Rugby, Ultimate Frisbee, etc.); these fields may also support practices for certain UCR Athletics programs (e.g., Men's and Women's Soccer) and as further specified in Appendix B.1; and

    c. **Field House:** the Competition and Recreation Fields shall be designed adjacent to, or in close proximity to, the field house facility. The Field House shall include spaces to support athletic teams and paid athletic competition events and as further specified in Appendix B.1.

5. Integrated retail spaces, as necessary to support each phase of the Project, that may include small grocery and/or restaurant space(s), based on the Developer's assessment of demand for retail services for the Project, in conjunction with Developer's Retail Real Estate Advisor;

6. Relocation and replacement of the KUCR radio station and transmission facilities. An outline program and design guidelines for the KUCR relocation and replacement facility is included in Appendix B.5, which is provided for information only. The Developer will be expected to collaborate with UC Riverside to further define the program and requirements for the KUCR relocation and replacement facility after Developer selection;

7. Living-learning spaces that strengthen the connection between residential living communities and curricular (academic) learning communities, particularly for first-year students. Spaces should also accommodate programming for second-year

students and first-year transfer students. Design of living-learning spaces should consider the following:

a. Programming for approximately 25 to 75 students, with flexible modules to allow for reconfiguration of spaces;

b. Flexible and mobile furniture and multimedia capabilities to accommodate a variety of seating styles;

c. Ability to accommodate daytime, evening and weekend activities and programs, which may include:

i. Group advising seminars and workshops;
ii. Faculty seminars;
iii. Peer mentoring;
iv. Social/entertainment events;
v. Campus Career Center presentations and workshops;
vi. Student organization fairs and workshops;
vii. Research/science fair presentations; and
viii. Art or theater studio-type presentations.

D. OPERATIONS & MAINTENANCE

The Developer is expected to provide all operations and maintenance activities except those responsibilities the Campus intends to provide. Campus operations and maintenance responsibilities, at Campus cost, will include those responsibilities listed in Appendix B.2. The Campus has yet to determine responsibilities for custodial and grounds services (including any services related to operations and maintenance of the recreational fields).

The Campus anticipates the possibility of retaining responsibilities for some or all of the services listed below for Residence Hall and Residential Apartment Housing:

1. Residential life;
2. Marketing; and
3. Housing contract management.

In addition, the Campus anticipates retaining responsibilities for the following services for all housing provided by the Project:

1. Dining services, including board and “grab and go”;
2. UC Riverside Police Department services; and
3. Parking services.

The baseline assumptions for O&M services and Proposers cost proposal shall be in accordance with the Technical Requirements in Appendix B.2 and Appendix F.3. The annual compensation paid to the facilities manager for these services will be performance based and

full payment will be contingent upon the selected facilities manager providing these services in accordance with the process and standards described in Annex 1 and Annex 2 to Appendix B.2.

However, the Campus is open to Proposers presenting alternative Operations & Maintenance options to the Campus.

E. FINANCING STRUCTURE

The University requires Proposers to submit a financial proposal based on the tax-exempt bond transaction structure with the selected Developer earning a fee to develop and operate the Project under contract with a qualified non-profit entity selected by the University. The non-profit entity will enter into a ground lease with the University for the Project Site and own the completed Project.

The Traditional Apartments may be financed independently of the tax-exempt bond structure and with all private equity and/or a combination of debt and private equity. As such, the Traditional Apartments may need to be separately ground leased from the remainder of the Project.

It is anticipated that dining facilities may be ground leased separately from the remainder of the Project and delivered via a lease-leaseback structure

Proposers are highly encouraged to submit alternative financial structure(s) in accordance with the requirements described in Section IV.D.5 below.

F. STAKEHOLDER ENGAGEMENT

Stakeholder engagement is critical throughout the development and delivery of the Project. The selected Developer will be expected to partner with Campus leadership to develop a robust and proactive communication and engagement plan. This plan is expected to include communication spanning Project development, master planning, design, construction and initial occupancy. Developer communication shall be coordinated through the Campus and include but is not limited to town hall meetings, campus wide communications, focused stakeholder communications, communications with local officials and a website that is regularly updated.

IV. PROPOSAL CONTENT AND SUBMITTAL REQUIREMENTS

Proposers shall prepare preliminary proposals for the master plan and development of the Project, including conceptual site plan, representative elevations and typical unit types for the Project, and a pro forma financial analysis including both development cost estimates and the estimated operating income and expenses of the proposed Project plan.

Detailed instructions for Proposals are provided below. Forms required for inclusion in the Proposals are set forth in Appendix F. No substantive change(s) shall be made to the Proposal forms. Each Proposal component shall be clearly titled and identified and shall be submitted without reservations, qualifications, conditions or assumptions. Any failure to provide all the information and all completed forms in the format specified by this Stage 2 RFP may result in the Campus's rejection of the Proposal or a lower score, depending on the nature of the omission.

A. SUBMITTAL INSTRUCTIONS

Proposals shall be submitted in accordance with the following procedures.

1. Format

The Proposal shall be formatted on 8.5" by 11" paper, preferably in portrait orientation, printed double-sided and bound, as well as submitted in an electronic version in unsecured PDF format via flash drive. All page limitations identify single-sided pages of content (i.e. one double-sided page equals two pages of content).

2. Contents and Organization

Proposal emphasis should be on completeness and clarity of content.

Stage 2 Proposal materials shall be tabbed, with sequentially numbered pages and organized as follows:

a. Letter of Interest: Brief introductory cover letter, including signature of authorized Proposer representative affirming acceptance of the conditions of the Stipend Agreement and the Proposal's conformance with the requirements of the RFP;
b. Section 1 - Technical Proposal, as described in Section IV.C below; and
c. Section 2 - Financial Proposal, as described in Section IV.D below.

NOTE: Failure to respond to all requested information may be considered non-responsive and may disqualify a Proposer from further consideration.

3. Submission of Proposals

Submit three (3) printed copies of the Stage 2 Proposal and an electronic version on flash drive of the complete Stage 2 Proposal. To be considered, all response materials must be submitted by September 20, 2017 at 3:00 p.m. Pacific Time to:

JLL
Attention: Stephanie Hardin
601 Union Street, Suite 2800
Seattle, WA 98101

It is the Proposer's responsibility to make sure that their submission is received by the Campus before the submittal due date and time. The Campus assumes no responsibility for the delays caused by the United States Post Office, any form of express mail courier or the Campus's mail service. Please note that these materials will not be returned.

B. ADMINISTRATIVE SUBMITTALS

The Proposer shall provide the following Administrative Submittals:

a. Provide a letter of interest signed by a principal of the Developer that acknowledges their submission is compliant with the RFP, the Program and Area Data Sheets in Appendix A and the Technical Requirements in Appendix B;

b. Provide a signed "Work Product Agreement" (Appendix F.1) or a letter indicating that the Proposer has chosen not to sign it;

c. Confirm that the Key Personnel listed in the Proposer's Stage 1 submission, as applicable, have not changed since submission. If any changes to the Key Personnel have been made, specifically identify these changes and provide resume's on any replacement Key Personnel;

d. Either acknowledge or update that the information provided pursuant to RFP Stage I the financial condition and capabilities of the Proposer and each of its Equity Member(s) and Major Non-Equity Members have not changed in a materially adverse manner from their respective financial conditions and capabilities as evidenced by the financial qualifications submitted in the Stage 1 RFP, as applicable, such that the Proposer continues to have the financial capacity to develop, design, construct, operate and maintain a project of the nature and scope of the Project; and

e. Provide a completed "Proposal Checklist" (Appendix F.4) that indicates all required documents have been submitted.

C. TECHNICAL PROPOSAL

1. Executive Summary

Proposers shall provide a brief written narrative and other supporting materials required below to describe their proposed approach to the Project. The purpose of the Project Approach Summary is to provide the University and Campus with a summary of key elements of the Proposal and how such elements will be integrated, managed and implemented to achieve a successful outcome. The Executive summary shall not

exceed 20 single-sided pages and shall state how the Proposer intends to achieve the Project Goals and the Project Objectives and include the following supporting elements, as more fully described in this section:

a. Project schedule;
b. Master plan approach;
c. Project phasing plan;
d. Design approach;
e. Proposed construction typology(ies);
f. Construction logistics / sequencing;
g. Project management approach;
h. Approach to coordinating CEQA process with the Campus as the lead agency for CEQA;
i. Approach to achieving other required approvals;
j. Operations and maintenance approach;
k. Stakeholder outreach;
l. Community Outreach; and
m. Sustainability approach.

2. Project Schedule

The Project schedule shall be coordinated with the Project Phasing Plan described in Section IV.C.3.b and shall reflect both a master schedule for the entire Project and a detailed schedule for the delivery of proposed facilities in the first phase of the Project.

a. Total Project

Proposers shall submit a master schedule in Gantt chart format for the entirety of the Project detailing major Project milestones and estimated dates of completion, to include, at minimum, the following elements:

i. Develop a physical planning framework and vision (planning framework);

ii. For each major proposed phase of the Project:

1) Completion of schematic design, design development and construction documents; and
2) Construction;
    a) Construction Commencement date Substantial Completion milestone;
    b) Beneficial Occupancy; and
    c) Full Occupancy milestones.

b. First Phase Facilities

The University and Campus desire a higher level of specificity and detail in the Project schedule for proposed first phase facilities. For the first phase of the Project, Developers shall submit a schedule in Gantt chart format,

detailing major milestones and estimated dates of completion for each facility, to include, at minimum, the following elements:

i. Design submittal and cost estimate milestones:

1) 50% schematic design 100% schematic design, 100% design development, 50% construction documents, 95% construction documents, 100% construction documents; and

2) UC Seismic Safety Compliance.

ii. Construction submittal milestones:

1) Major phasing of construction commencing with Notices to Proceed;
2) Building review and permits by component, including: DSA Access Review, Storm Water Pollution Prevention Plan ("SWPPP");
3) Mobilization and Construction Logistics Plans;
4) Grading and site improvements;
5) Site Utilities;
6) Foundation;
7) Superstructure;
8) Building Interior Package;
9) Commissioning of major equipment and systems;
10) Punch list and Substantial Completion;
11) Certificate of Occupancy; and
12) Notice of Completion.

Proposers shall provide a written narrative not to exceed eight (8) pages detailing their approach to organizing the design and construction work for the Project, broken down by major component, to achieve the milestone dates of the proposed Project schedule. The narrative shall address the Proposer's approach to value-engineering and integration of such processes into the Project schedule. In addition, the narrative shall address the anticipated timing and required submissions for University and Campus review and permitting, as related to proposed construction phasing, coordination with ongoing Campus projects and construction staging and management.

3. Master Planning Approach

The Proposers shall provide a written narrative summary not to exceed eight (8) pages of their approach to master planning for the North District. The master planning effort shall be inclusive of the following elements:

a. Physical Planning

i. Land Use (including responding affirmatively to the Campus context);

ii. Architectural character (including climate responsive orientation, massing and fenestration strategies);

iii. Open Space (including landscape character);

iv. Circulation and Access (including parking and supporting multi-modal options);

v. Utilities (based on a master planning level understanding of needs to include power distribution, chilled water, heating hot water/steam, potable, fire and non-potable water, sanitary sewer, storm sewer); and

vi. Comprehensive Phasing Strategy.

b. Project Phasing Plan

i. Description of each proposed phase of the Project, identifying for each Project phase, at a minimum, the number and mix of student housing beds to be completed, construction and student parking (interim and final solutions, as applicable), infrastructure and utilities to be completed and all other elements of the Project Program in Appendix A and Appendix B.1 that are proposed for each phase of the Project;

ii. Written narrative addressing, at a minimum, an overview and rationale for phasing of student housing beds, associated infrastructure and utilities, dining facilities, recreational fields and any retail spaces proposed; and

iii. Written narrative addressing, at a minimum, an overview and rationale for key considerations of the phasing plan, including parking, vehicular and pedestrian site circulation and minimization of disruptions to existing residents, students, adjacent facilities and Campus operations.

The master planning process should engage identified Campus and community constituents to develop a physical planning and design framework that integrates the proposed Space Program with the Physical Planning elements in a deliberate and strategic manner.

4. Construction Logistics / Sequencing Narrative

Proposers shall provide a written narrative not to exceed six (6) pages that addresses each phase of construction and highlights their approach to the following:

a. Management of traffic congestion (vehicular, bicycle and pedestrian) in and around the Project Site throughout the construction period for each phase of the Project;

b. Coordination of site access to construction trades, supervisory and delivery personnel, materials and equipment delivery personnel and visitors, staging of equipment and materials and contractor and subcontractor parking;

c. Management and procurement of available trades and labor to maintain schedule and budget; and

d. Site control, security and safety.

5. Project Management Approach

Proposers shall submit a written narrative not to exceed five (5) pages providing an overview of the management structure and key roles and responsibilities for the Project.

In addition, Proposers shall submit project management organizational and management structure concepts, and associated descriptive narrative, as follows:

a. An organizational chart related to the design and construction phases of the Project, clearly indicating lines of communication between members of the design team, construction team, quality assurance and quality control teams, the Campus and University and the operations and maintenance team; and

b. An organizational structure concept that diagrams responsibilities, communication lines and utilization of key personnel, together with a narrative describing the rationale and intent for the proposed organizational structure highlighting specifically the following activities:

    i. Master planning and design;
    ii. Construction; and
    iii. Operations and maintenance services.

6. Operations and Maintenance Approach

Proposers shall provide a written narrative not to exceed six (6) pages describing their approach to operations and management ("O&M") of the Project (in accordance with the O&M Technical Requirements in Appendix B.2), including at a minimum, the following elements:

a. Coordination and integration of Proposer-provided O&M services with the activities and O&M services retained by UC Riverside;

b. Quality management during the Project's operating period, including a description of the proposed:

    i. Quality Assurance / Quality Control ("QA/QC") program for Proposer-provided O&M services; and

    ii. Inspection of facilities and corresponding system elements.

c. Customer service approach and proposed plan for operations of a customer service center, including incorporation of industry best practices and managing student experience consistent with other Campus housing;

d. Development and implementation of a preliminary response and corrective action plan for incidents;

e. Capital asset and lifecycle cost management and routine maintenance during the Operating Period that sets forth proposed self-monitoring processes and procedures that will be used to monitor compliance with the operations and maintenance requirements; and

f. A Computerized Maintenance Management System ("CMMS") that shall integrate the management of customer service processes with Developer-provided O&M services, and data mining and required reporting, along with full user access given to the Campus.

7. Stakeholder Engagement

Proposers shall provide a written narrative not to exceed three (3) pages describing their approach to engaging with the Campus community and leadership, the surrounding community and other stakeholders, which will be critical for Proposers' Physical Planning Framework. This narrative shall describe the types of interactions and engagements the Proposer feels will best inform stakeholders of Project progress and potential disruptions.

The selected Developer will be expected to participate in outreach efforts with the City of Riverside elected and non-elected officials and community members (as coordinated by the Campus). In addition, the selected Developer will be expected to participate in community meetings, as related to the CEQA process.

8. Sustainability Approach

Proposers shall provide a narrative not to exceed eight (8) pages setting forth an overall approach to sustainability on the Project.

a. Describe the Proposer's approach to incorporating sustainability into the overall project master plan including:
    i. Physical and environmental design;
    ii. Organization/building form and orientation;
    iii. Landscape and irrigation systems/materials; and
    iv. Mobility systems including circulation, transportation and parking.

b. Describe the Proposer's proposed approach to incorporating sustainability into the design of infrastructure systems for:
    i. Energy;
    ii. Waste/storm water; and
    iii. Solid waste.

c. Describe the Proposer's approach to incorporating measurable high performance sustainable building strategies and construction practices that minimize the negative impact of the buildings on the environment and occupants in the following areas:
    i. Sustainable site planning;

ii. Water conservation;
iii. Energy efficiency;
iv. Conservation of materials and resources; and
v. Provide healthy, productive work and living environments.

d. Describe the Proposer's proposed approach to incorporating sustainability, including passive/active energy conservation strategies, into the design of:
   i. Building systems;
   ii. Exterior envelope;
   iii. Interior organization; and
   iv. MEP systems.

e. Describe the Proposer's approach to developing energy strategies for building systems consistent with the requirements described in Appendix B.

9. Design Submittals

Proposers shall provide the following design submittals and related information:

a. Physical Planning Framework

A Physical Planning Framework document, no longer than eight (8) pages in length, consisting of the following elements:

i. Land Use Plan Diagram

A site strategy for the entire 50-acre Project Site consisting of drawings and diagrams on 11" x 17" sheets (five (5) copies), in PDF format, vector-based and scaled to fit, showing the adjacent context, which shall:

1) Distinctly differentiate between existing Campus buildings, City of Riverside property, infrastructure, roads and landscaped areas and those that are being proposed as new or modified;

2) Identify the boundary of the Project footprint ("Area of Disturbance"), taking into account the area required for the proposed building(s), circulation features, utility corridors, landscape features, storm water management features, site access and temporary staging area(s), including construction-related parking;

3) Include proposed building footprints (with number of stories indicated on plan), circulation (roads, paths, vehicular and bike parking), locations of major above-ground infrastructure, outdoor site development (plazas, gathering areas, recreation areas, etc.), storm water management and landscaping concepts with major site contours shown;

4) Include a presentation quality illustrative drawing that integrates the elements of the urban design concepts set forth

in the urban form diagrams required by Section IV.C.9.a.iv below; and

5) Include the following site plan renderings:
    a) Aerial view – point of view should be from the south looking north representing a full view of the Project boundary;
    b) Eye level views – point of views from the east looking toward the west, north and south. Eye level views should represent the full view of the Project boundary, which may require up to three (3) renderings; and
    c) Site Sections, including all major program elements. Sections should include existing campus buildings where possible.

ii. Proposer Land Use Plan Digital Fly-Through

A digital 360º flythrough (two to three minutes in length) of the proposed development and primary design features with eye level views along all major intersections. The data shall be provided in 1920 x 1080 resolution (1080p) at 30 frames per second in .mp4 format.

iii. Site Strategy Design Intent Narrative

A written narrative not to exceed five (5) pages describing the overall design intent of the site strategy. The narrative shall:

1) Describe how the site strategy and all proposed development:
    a) Is in alignment with or varies from the requirements and Project Design Guidelines in Appendix B.3, and the 2016 Physical Master Plan Study in Appendix D.1;
    b) Integrates with the existing Campus;
    c) Meets the physical planning principles of the 2016 Physical Master Plan Study and fulfills the design objectives for the Project; and
    d) Expands upon programmatic and other aspirations of the Campus as referenced in this Stage 2 RFP.

iv. Urban Form Diagrams

Detailed urban form diagrams to scale on 11” x 17” sheets (five (5) copies) showing Proposers’ visions for the Project. The urban form diagrams shall:

1) Illustrate massing of the Project at each major phase of construction to show how newly-constructed areas relate to the site, landscape and the existing campus;

2) Provide the total GSF and ASF for each proposed facility;

3) Provide site sections for each new development phase and full sections (n-s, e-w) through the entire development, that show the vertical and horizontal interrelationship of the new construction to topography, open space, circulation and adjacent proposed or existing development areas;

4) Include a building height and skyline plan that identifies the highest occupied floor levels and depicts the roof design concepts; and

5) Address local climatic issues, including sun/shade, exposure, etc.

v. Key Plan Diagram

A key plan diagram, coordinated with the assignable square footage tabulation set forth in the Technical Requirements, for each of the building footprints represented in the Project site plan, along with a table of programmatic areas proposed for the Project in an editable Excel format.

The key plan diagram shall contain a legend that differentiates between the following space types: (i) all residential spaces differentiated by type, (ii) social amenity spaces (e.g., programmatic/lounge/study), (iii) administrative space, (iv) support spaces, (v) live-in residential staff (vi) recreational spaces, (vii) multi-functional spaces (e.g., classroom, meeting space, study space, performance space) (viii) living-learning spaces and (ix) general support/other. The key plan diagram shall be color-coded to designate different space types and uses.

vi. Master Phasing Plan and Diagram

A master sequencing plan and diagram submittal on 11” x 17” sheets (five (5) copies) consisting of the following:

1) A master phasing plan that specifies when each facility will achieve Occupancy Readiness, and when Substantial Completion will be achieved;

2) A master phasing diagram identifying:
    a) The physical boundaries of each facility;
    b) The location of parking areas;
    c) The location of recreation areas;
    d) The location of dining facilities;
    e) The sizes, locations and types of multi-functional, social amenity and living-learning spaces; and
    f) The number and types of residences by size and

number of bedrooms.

vii. Utility Master Plan and Narrative

Conceptual utility master plan drawings on 11” x 17” sheets (five (5) copies), together with a supporting narrative describing the approach to efficiency, capacity and serviceability of the various utility systems. The conceptual utility master plan drawings shall:

1) Address proposed method of service and routing for all utility systems including: (i) water (domestic/fire water); (ii) sanitary sewer; (iii) electrical power (normal and emergency); (iv) natural gas; (v) data/telecommunications; (vi); (vii) storm water management & drainage; (viii) fire alarm and mass notification systems; (ix) site and access security systems; (x) exterior lighting and control; and (xi) energy and power metering and management systems;

2) Identify proposed points of connection to private utility systems, and distribution of newly proposed utility systems and routing of service to each facility; and

3) Depict locations of above grade storm water management features such as; bio-retention swales, detention basins, overflow channels, rainwater harvesting systems, outfalls, etc. Indicate coordination with elements of the landscape Master plan.

The utility master plan narrative shall include:

1) Include a utility sequencing plan for all major development sequences of the Project;

2) Include a summary of known and unknown existing utility capacities, methodology and timeframe to determine ranges of expected utility capacities required for the Project and strategy for providing additional utility capacity to the Project (as needed);

3) Describe any modifications needed to existing utilities;

4) Describe how each utility will serve each of the individual facilities that constitute the Project;

5) Describe the concept for metering of each utility for billing purposes;

6) Confirm the methodology that will be used for utility sizing;

7) Describe existing utilities within the site that will be either demolished, abandoned in place or preserved & incorporated in the new utility systems; and

8) List by utility, components not yet shown on the plans that will be included in the fully developed utility designs.

viii. Landscape and Open Space Master Plan and Narrative

A conceptual landscape master plan on 11" x 17" sheets (five (5) copies) that shows the intended strategy for landscape design for the Project, consistent with the Technical Requirements. The landscape master plan shall:

1) Address treatment of all public areas not occupied by structures, infrastructure, outdoor areas, parking and roads;
2) Depict proposed location for trees, areas of shrubs, ground cover and other plant materials presented in concept only;
3) Identify existing trees that will remain and those that will need to be removed to support the Project Proposal;
4) Depict all fences and significant site retaining walls;
5) Depict open space elements including proposed uses;
6) Calculate areas of temporary and permanent irrigation with estimated water use (annual landscape water budget). Describe water conserving features to be either embedded in the landscape designs or to be included in the irrigation systems;
7) Identify the size, location and treatment (development or natural) of areas designated for storm water detention and retention and infiltration, noting relevant capacities;
8) Incorporate a preliminary grading plan showing existing contours (dashed lines) and proposed contours in order to identify changes in topography of the Project Site, and showing areas from which fill will be taken;
9) Indicate coordination with the utility master plan for; utility corridors, utility above grade features and storm water management features; and
10) Site lighting.

ix. Circulation and Access Plan and Narrative

A written circulation narrative not to exceed three (3) pages and diagrams for the Project Site on 11" x 17" sheets (five (5) copies) that incorporate a circulation network and address the connections between the existing campus and the Project. The circulation narrative and diagrams submittal shall consist of the following elements, and shall indicate the circulation conditions that will exist

upon completion of the first phase of the Project and at subsequent Project phases.

1) Conceptual diagrams showing (i) an integrated, multi-modal approach to elements of transit, vehicular, service, pedestrian and bike traffic; and (ii) the proposed hierarchy of streets to facilitate vehicular movement through the Project and connections to the campus. The diagrams shall include:
    a) A pedestrian/bicycle circulation diagram;
    b) Bicycle parking locations and count of bike parking spaces including covered and uncovered spaces;
    c) A conceptual parking diagram in conformance with the Technical Requirements showing all vehicle parking lots including electric vehicle charging stations and bicycle parking areas/lockers with parking space counts;
    d) A site emergency access diagram, showing routes of emergency ingress and egress;
    e) A roadway circulation diagram;
    f) A service deliveries and managed access diagram showing service delivery and managed access routes; and
    g) Areas, circulation and access for refuse and recycling.
2) A narrative describing Proposer's approach to: (i) an integrated, multi-modal approach to elements of vehicular, transit, pedestrian and bike traffic; (ii) hierarchy of streets to facilitate vehicular movement to and from the campus and Project and related parking; and (iii) service deliveries and managed access.

x. Storm water Control Plan

The storm water control plan shall demonstrate the design approach to the influences of hydrology on the overall planning of the Project, including:

1) Address the Proposers approach to achieving sustainability and meeting the Campus Storm Water Management Requirements;
2) Capacity of infrastructure proposed;
3) Description of the planned phasing of such facilities over the course of the Project's implementation;

4) Total Project site area, and total new and/or replaced impervious surface area;

5) Statement of Water Quality Treatment, Runoff Retention and Peak Management Performance Requirements that apply to the Project;

6) Site assessment summary; and

7) Low-Impact design measures proposed.

b. First Phase Facilities

i. Renderings for proposed first phase Project facilities

Developer shall verify all requirements for presentation materials with the University. These may include:

1) Colored presentation-quality drawings of all floor plans, elevations (all sides), sections, site plan and other drawings, as appropriate; and

2) Two rendered perspective drawings, in color and large enough to convey the overall design. The landscape features of the site development shall be shown in a realistic manner, but shall not obscure the structure.

ii. Design Intent narratives

A narrative description of the design for the first phase Project facilities no longer than twelve (12) pages in length, consisting of the following elements:

1) A description of the overall Project concept, building siting and massing relative to site conditions;

2) A description of proposed building construction types, including (i) the wall, ceiling, roofing and waterproofing systems; (ii) major exterior and interior finishes shall be identified at a gross level, indicating the type and quality level; (iii) windows; and (iv) fire and life safety items, including general approach to mechanical and electrical devices, as appropriate based on the intended occupancy of the building; and (v) general approach to accessibility/universal access;

3) A description of the proposed infrastructure associated with the first-phase Project facilities;

4) A description of the proposed structural and foundation design approach;

5) For each proposed mechanical system type (MEP), a conceptual description of the system, including identification of

proposed controls and energy and resource use reduction strategies;

6) A narrative of no more than one (1) page describing exterior elements including, but not limited to streets, service drives, loading docks, parking areas (cars and bicycle), paved areas, play structures, fire hydrants, recycling, trash container locations and equipment;

7) A narrative addressing the flexibility and the adaptability of the design; and

8) A short narrative description of the Project's sustainable design goals and features and how it is compliant with (or exceeds) UC policy.

iii. Conceptual Schematic Design Drawings

Provide a schematic design plan as defined by the following design submittals, for the first phase Project facilities that includes, at a minimum, the elements listed below. All drawings submitted should be legible, orient north up and should only include one plan or elevation/perspective per sheet. All drawings are to be to scale, clear line work (hard line strongly preferred), with all dimensions, materials and other notes clearly legible at 11" x 17" inch sheet size. All drawings should be clear and fully legible if copied in black and white.

First-phase Project facilities designs shall include:

1) Project cover sheet showing a rendering and architect contact information;

2) Project data sheet including but not limited to building square footage broken down by above and below grade if applicable; floors; uses; open space data; outdoor and indoor common area space data; and parking data including number of stalls and square footage;

3) Number of residential spaces by size and number of bedrooms, shared facilities and community spaces;

4) Development site plan including all buildings, major new exterior elements, roads and paths and land uses within 300 feet, with the development site in the center. The plan shall illustrate the proposed development concept for the: site utilities; footprints and overall dimensions of proposed buildings; proposed open spaces and landscape design concept(s); vehicular and pedestrian access; parking with parking counts (vehicular and bicycle); connections and alignment of utilities, including any offsite improvement

required to service first phase facilities;

5) Interior building spaces color-coded by uses;

6) Site plan depicting all outdoor spaces within the first phase Project site. Topographic elevations of building entrances, proposed site contours at one (1) foot intervals, the placement of ramps, paths of travel and other provisions for disabled access to the site and building. Include a legend identifying material types;

7) Colored architectural exterior elevations for each unique building (indicating the number of buildings represented by each elevation). Elevations should provide a comprehensive view of the entire proposed first phase of the Project and illustrate proposed building massing and height, unique or unusual design features, fenestration, foundation type, building materials and colors of all finishes and related architectural elements;

8) A minimum of two cross-sections and one longitudinal section through each unique building and site that illustrates the major spaces, floor-to-floor heights and volumes envisioned, as well as any roof top equipment and screening. Sections shall be provided to explain structure and unusual design features, and shall indicate existing and proposed grades;

9) Key renderings of the proposed development (plan, aerial sketch, photomontage, etc.) clearly showing massing and the relationship to adjacent structures and finished grades, open spaces, streets and parking areas. This drawing shall clearly illustrate the relationship of the proposed Project to the adjoining streets and the neighborhood. The perspective should show the proposed development in context with adjacent building masses roughed in. Context elements do not need to be photo-realistic but shall accurately convey the bulk, scale and character of the surrounding area. Include a minimum of one aerial and one detailed exterior space;

10) Schematic floor plans of each distinct level, primarily demonstrating structural layout. Ground floor must show pedestrian and vehicular ingress and egress access points, onsite parking, open space, landscaping and sidewalks. Color code building uses;

11) Assignable and gross square feet tabulations as set forth in the Technical Requirements provided in both PDF and Excel format; and

12) Room numbering as set forth in the Technical Requirements.

iv. Landscape Drawings

Submit conceptual landscape design drawings to scale, with clear line work (hard line strongly preferred), with all dimensions, materials and other notes clearly legible at 11" x 17" inch sheet size for each first-phase building site. All drawings should be clear and fully legible if copied in black and white. Building landscape drawings shall include:

1) A depiction of all outdoor and community-use spaces within the first phase Project site, including proposed uses and general design characteristics and improvements consistent with the UCR context (e.g., shading, patios, plazas);
2) A conceptual approach to hardscape and planting materials, with a legend identifying material types;
3) A depiction of all trees proposed to be maintained (including tree protection zones) and removed from the first phase Project site;
4) Drawings that show the exterior elements including, but not limited to streets, service drives, easements, loading docks, parking areas (cars and bicycle), paved areas, walks, stairs, ramps, retaining walls, general utility above ground or large vaults to protect against site development conflicts, primary locations for fire department connections and hydrants, recycling and trash container locations;
5) Narrative of no more than one (1) page describing any water use reduction strategies; and
6) Identification of square feet used for temporary and permanent irrigation.

D. FINANCIAL PROPOSAL

1. Introduction

The University requires Proposers to submit a financial proposal based on the tax-exempt bond transaction structure, generally described as follows: the selected Developer will earn a fee to develop and operate the Project under contract with a qualified non-profit entity that will be selected by the University, and the non-profit entity will enter into a ground lease for the Project Site and own the completed Project.

Proposers are highly encouraged to submit alternative financial structure(s) in accordance with the requirements described in Section IV.D.5 below.

a. Proposers shall submit a Baseline financial pro forma as part of their financial proposal for the first phase of the Project in accordance with the specified program in Section I.C above;

b. Proposers shall submit a Baseline financial pro forma as part of their financial proposal for all phases of the Project; and

c. Financial pro formas submitted shall be developed using Microsoft Excel software that is unlocked and shall contain the following worksheets:

    i. Assumptions – The assumptions worksheet shall be linked to all other worksheets within the pro forma and allow for manipulation of the assumptions to produce varying results during the evaluation of submittals. All cells that have assumptions (i.e. variables) that can be manipulated shall be colored in blue font. Assumptions shall allow the Campus to understand the following metrics:

        1) Size: GSF/bed; ASF/bed; beds/acre; GSF/unit; units/acre;
        2) Rent: rent/bed; rent/GSF; rent/ASF; total room rent/ASF; and
        3) Cost: total project cost/GSF; total project cost/bed.

    ii. Project Design and Construction Budget – This worksheet shall include a line item budget that reflects all expected design and construction costs by major trades/milestones and that is detailed for each year of the construction period through completion. The design and construction cost estimates shall be developed in accordance with the Project Program in Appendix A and the Technical Requirements in Appendix B.1, and shall use the cost format and instructions in Appendix F.2. In addition, the Campus may desire Proposers to include the following elements in the Project budget:

        1) Third-party services for permitting agent, plan check, issuance of NTPs and certificates of substantial completion, Inspector of Record and seismic review; and

        2) A "System Fee" to pay for Campus expenses for third-party services for the Project, which may include, but are not limited to costs for planning and development approvals, CEQA and environmental consultants, design review, construction oversight and legal counsel.

    This Project Design and Construction budget shall contain formulae so that cell references and calculations can be verified;

    iii. Project Sources and Uses Summary – This worksheet shall include all expected development costs, including a detailed breakout of fees to all parties and the sources to fund these costs. This summary shall contain formulae so that cell references and calculations can be

verified;

iv. Project Financing Worksheet to include all financing calculations;

v. Project Annual Cash Flow Statement (for each year of the project term) – This worksheet shall include individual annual cash flow statements for each distinct major program element of the Project (e.g. residence halls, apartments, dining facilities) and include line item revenues and expenses for each year of the proposed Project term. These statements shall contain formulae so that cell references and calculations can be verified. Specifically, the worksheet shall include the following on an annual basis for each major program element:

1) Line item description and dollar amount for each source of revenue;

2) Line item description and dollar amount for each charge (deduction) against Project revenue (e.g., vacancy loss, credit/collection loss, etc.);

3) Line item description and dollar amount for each Project expense item. O&M costs shall be developed in accordance with O&M technical requirements in Appendix B.2 using the cost proposal instructions in Appendix F.3;

4) Net Operating Income projection for each year of the project term based on items above; and

5) Line item description and dollar amount of all deposits to project reserve accounts.

vi. Individual annual cash flow statements shall be consolidated to a Project Annual Cash Flow Statement. The consolidated Annual Cash Flow Statement shall include all elements described in items "1)" through "5)" above. In addition, the consolidated Annual Cash Flow Statement shall include:

1) Line item description and dollar amount of all debt service payments; and

2) Residual cash flow to UC Riverside.

2. Standardized Assumptions in Baseline Financial Pro Forma

Proposers shall include the following standardized assumptions in their Baseline pro forma:

a. Bed Rental Rates

The Proposer's Baseline pro forma must be engineered to sustainably achieve, without subsidy from the University, the rental rate targets contained in the table below. If the Proposer determines that these targets are unachievable under the

existing requirements, Proposer should suggest, in accordance with the RFI process outlined in Section II, specific changes to the Technical Requirements, Program or other Project Requirements in Section III that will allow the Project to financially sustain itself under the target rental rate structure.

2017 Rental Rates for UCR Housing:

Type of Housing	Rental Rate/Bed
Residence Hall – Single Occupancy*	None rented to students, only provided for Residential Staff living in a Residence Hall facility.
Residence Hall – Double Occupancy	$10,800.00/Bed (9-Month Year)
Residence Hall – Triple Occupancy	$9,900.00/Bed (9-Month Year)
Residential Apartment – 4 Bedroom/2 Bathroom (Single Occupancy Bedrooms)	$11,100.00/Bed (10-Month Year)**

* UCR currently does not have any Single Occupancy Residence Hall Rooms for rent.

** UCR Apartments are leased on a 10-Month Year and if students renew their lease they in turn will receive 2 months for free.

Traditional Apartments

Traditional Apartments are expected to be delivered by the Developer. These apartment product types are intended to offer a variety of more affordable housing options to second-year students, transfer students, upper division undergraduate students and graduate students. The Proposer shall examine the equivalent private-market student housing apartment stock (i.e., University Village Towers, The Sterling Highlander and the Grand Marc at University Village properties) and Proposer shall determine the unit mix, occupancy per bedroom and market rent per bed for each proposed scenario. Additionally, Proposers can utilize in their pro formas as rent assumptions for each Unit Type up to 97.00% of what the private-market student housing apartment stock could reasonably obtain in equivalent bed rent. Proposers are to provide a narrative not to exceed three (3) pages explaining their analyses and conclusion of the equivalent private-market apartment stock in order to justify the rent assumptions utilized in their pro formas for Traditional Apartments. All supporting data used in the Proposer's analysis shall accompany the narrative for this section and be properly labeled and notated for purposes of clarity and understanding of Proposer's approach to defining the rent structure(s) for Traditional Apartments. This summary shall contain formulae so that cell references and calculations can

be verified.

b. Financing Assumptions

The Baseline project pro forma shall include and reflect the following financing assumptions for the Project:

Term	30-year term after capitalized interest period. Assume level debt service including principal and interest.
Costs of Issuance	2.00% of bond par amount
Tax-Exempt Bond Interest Rate	4.50%
Capitalized Interest	Assume interest is capitalized during the construction period + 6-month lease-up and stabilization period
Short-term interest rate earnings for CapI fund and Project fund	0.50%; Assume CapI fund and Project fund are both net funded
Project debt service coverage	1.2x min beginning with first year of operations
Debt Service Reserve	1 year MADS, funded at bond closing

c. Operations and Maintenance Expenses

The Baseline pro forma shall assume the Proposer provides all O&M services as currently allocated to Developer in Appendix B.2, consistent with the cost estimate provided in Appendix F.3.

d. Base Capital Renewal Reserve

The Baseline pro forma shall include a base capital renewal reserve in an amount equal to $175 per bed per year, escalating at the growth rate specified below for operating expenses and rent growth. This reserve shall be included as an operating expense paid prior to the payment of debt service.

e. Escalation factor for operating expenses and rent growth:

The Baseline pro forma shall assume an annual escalation factor, beginning in 2017 dollars, of 3.00% for both operating expenses and rents.

f. Escalation Factor for Design and Construction

The Baseline pro forma shall assume an annual escalation factor, beginning in 2017 dollars, of 4.00% to the mid-point of construction.

3. Sensitivity Analyses

Proposers shall include interest rate sensitivity analyses for their Baseline pro formas for the first phase of the Project. Each sensitivity analysis shall be detailed in a separate worksheet and shall show the corresponding adjustments to rental rates that would be required in each sensitivity scenario. The sensitivity analyses shall incorporate the assumptions described above in Section IV.D.2, except that the sensitivity analyses shall evaluate the following interest rates on tax-exempt bonds:

a. The interest rate on the tax-exempt bond financing is 5.0%;
b. The interest rate on the tax-exempt bond financing is 5.5%; and
c. The interest rate on the tax-exempt bond financing is 6.0%.

4. Capital Renewal Reserve Analysis

Proposers shall submit a Capital Renewal Reserve Analysis developed in accordance with the O&M Technical Requirements in Appendix B.2 and the submittal instructions in Appendix F.3. This Analysis will not be used in the pro formas and is for separate Campus evaluation purposes only.

5. Alternative Financial Structures

At the Proposers' option, additional financial structures may be submitted if it is believed that additional value can be created for the University. Each alternative financial structure shall be submitted in a separate unlocked version of a Microsoft Excel workbook in accordance with the requirements outlined in Section IV.D.1.c. The limitations of the alternative financial structures are outlined below:

a. Proposers may present an option that extends the tax-exempt bond financing term (and the project term) up to a maximum limit of 35 years;

b. Proposers may present an option that utilizes all private equity and/or a combination of debt and private equity to finance the Project. However, the maximum lease term shall be 60 years;

c. Proposers may present an option for dining facilities that utilizes private equity and/or a combination of debt and private equity, along with a lease-leaseback structure;

d. Proposers may present a hybrid financing option to finance Traditional Apartments with private equity and/or a combination of debt and private equity under a separate lease with a longer term, while Residence Halls and Residential Apartments are to be financed with tax-exempt bonds; and

e. Proposers are expected to articulate and demonstrate the pros and cons for each financing scenario as they relate to the Project Goals and Project Objectives.

E. Alternative Technical Concepts

The ATC process is intended to allow Proposers to incorporate technical innovation and creativity into their Proposals, subject to the Campus' written approval, in its sole discretion.

ATC's can be provided to address both the Technical requirements described in this Stage 2 RFP and its Appendices.

Proposers may submit ATCs in accordance with the requirements of this section. Any Campus-approved ATC may be included in the Proposer's Technical Proposal, subject to any conditions set forth in the applicable approval.

If a Proposer is unsure as to whether a technical concept would require an ATC, the Campus suggests that the concept be submitted as a proposed ATC. Any concept that significantly deviates from the requirements of the RFP and its Appendices must be the subject of an ATC.

No proposed ATC may be resubmitted after the deadline for ATC proposals set forth in Section II.B.

1. ATC Meetings (part of Charrettes)

The Campus will convene ATC meetings in conjunction with charrettes in order to discuss proposed ATCs, answer questions and address other issues related to ATCs. The Campus shall arrange a minimum of two (2) meetings to discuss proposed ATCs.

Five (5) business days prior to a Proposer's ATC meeting, Proposer shall submit via email to the JLL point of contact a confidential list of potential ATCs it proposes to discuss at its ATC meeting. The confidential list shall include a brief description of the proposed ATC.

2. Pre-Proposal Submission of ATCs

The Campus will endeavor to respond to the ATC submissions within thirty (30) days of the submittal, provided, however, that the Campus' response may be extended in the Campus' sole discretion based on the number and complexity of ATC submissions received from Proposers at any particular time. The Campus reserves the right to respond to ATC submissions whenever and in whatever order it chooses in order to expedite reviews.

All proposed ATCs shall be submitted to JLL in writing, with a cover sheet identifying the Proposer and stating "UC Riverside North District Development Project" – Confidential ATCs." Proposers shall clearly identify the submittal as a request for review of a proposed ATC under this Stage 2 RFP. ATC submittals shall include an original, three (3) paper copies and an electronic version as an unsecured PDF on a flash drive. All ATC submittals shall contain the following information.

a. ATC Contents

i. A sequential ATC number identifying the Proposer and the ATC number (proposed multi-part or multi-option ATCs shall be submitted as separate individual ATC submissions with unique sequential numbers);

ii. A description and conceptual drawings of the proposed ATC or other appropriate descriptive information, including necessary design

variations, exceptions or variances and a traffic operational analysis, if applicable;

iii. The locations where and an explanation of how, the proposed ATC will be used on the Project;

iv. Any changes in Campus facility and/or infrastructure operations requirements associated with the proposed ATC, including ease of operations;

v. Any reduction or increase in the time period to reach substantial completion resulting from implementing the proposed ATC;

vi. References to requirements of the Stage 2 RFP and its appendices which are inconsistent with the proposed ATC, including an explanation of the nature of the deviation(s) from the requirements;

vii. A written analysis justifying the value to the Campus of approving the proposed ATC;

viii. A preliminary analysis of potential impacts of the proposed ATC to (i) student life and Campus operations both during and after construction; (ii) safety; (iii) maintenance of traffic and Campus operations during construction; (iv) design and construction costs; (v) life-cycle costs; and (vi) costs to perform the O&M Services;

ix. A description of risks to the Campus or third parties associated with implementing the proposed ATC;

x. A qualitative estimate of the potential benefits (or detriments) that may accrue to the Campus should the proposed ATC be approved and implemented. This may include any reduction in the Campus' costs to be incorporated into the Proposer's Financial Model;

xi. An analysis of how the proposed ATC is equal or better in quality and performance than the requirements contained in the Stage 2 RFP and its Appendices; and

xii. A revised operating pro forma indicating the impact of the proposed ATC on financial performance and/or bed rents required to make the project viable.

The Campus may, in its sole discretion, reduce or otherwise change the required information associated with an ATC submittal.

b. Errors, Ambiguities or Mistakes

If the Campus determines, based on a proposed ATC or otherwise, that the requirements in the Stage 2 RFP and its Appendices contain an error or ambiguity, the Campus reserves the right to modify the Stage 2 RFP and its Appendices at any time up to the date that corresponds to thirty (30) days prior to the Stage 2 Proposal Due Date, to correct the error or ambiguity, regardless of

any impact on a proposed ATC (including that the proposed ATC no longer qualifies or is eligible for consideration as an ATC).

3. Review of Proposed ATCs

The Campus will respond to each proposed ATC submission received prior to the submission deadline, provided that the Campus has received all requested information regarding such proposed ATC.

If a preliminary approval is granted, with or without conditions, this approval will not be rescinded by the Campus unless the Campus discovers information that makes the ATC unacceptable for inclusion. After the final submittal date for proposed ATCs, the Campus will formally address each submittal that has been preliminarily approved and all submittals that have not previously been addressed and the Campus will issue a final response.

The Campus' responses will be limited to one of the following statements:

a. The proposed ATC is acceptable for inclusion in the Proposal;

b. The proposed ATC is not acceptable for inclusion in the Proposal; or

c. The proposed ATC is acceptable for inclusion in the Proposal with such conditions, modifications or requirements as identified by the Campus.

Approval of an ATC will constitute a change in the specific requirements of the RFP requirements associated with the approved ATC for that specific Proposer. Each Proposer will be responsible for ensuring that its Proposal complies with the requirements of the RFP, as modified by any approval of ATCs. The Proposer must specifically state in its Technical Proposal whether any approved ATCs are included, with reference to the ATC identification number assigned by the Campus and shall describe how the ATC is used and provide cross-references to other elements of the Proposal that are affected by the ATC.

Each Proposer, by submittal of its Proposal, acknowledges that the opportunity to submit proposed ATCs was offered to all Proposers and waives any right to object to the ATC process as well as the Campus' determinations regarding acceptability of ATCs.

The Campus' rejection of a proposed ATC will not entitle the Proposer to an extension of the Administrative and Technical Proposal Due Date or the date that the ATCs are due; provided, however, that the foregoing shall not limit the Campus' sole discretion to modify the Stage 2 Proposal Due Date or the date that ATC's are due.

V. EVALUATION PROCESS AND CRITERIA

Upon receipt, the Campus, and its designated Campus Selection Committee, will proceed to review the Proposals using the factors set forth in this Section V and evaluate the Proposals pursuant to the evaluation criteria and processes described herein to determine an apparent successful Proposal.

A. EVALUATION PROCESS

1. Administrative Requirements

The administrative requirements are described below and will not be evaluated on a technical or financial basis. Proposer's failure to satisfy these administrative requirements may result in the Campus declaring the Proposal non-responsive and the Proposer being disqualified. Prior to making such determination, the Campus may, in its discretion, offer such Proposer the opportunity to clarify its Proposal.

a. The Proposer has provided a letter of interest signed by a principal of the Developer that acknowledges its submission "is compliant with the RFP and the Program in Appendix A and Technical Requirements in Appendix B";

b. The Proposer has provided a signed "Work Product Agreement" (Appendix F.1) or a letter indicating that the Proposer has elected not to sign it;

c. The Key Personnel listed in the Proposer's Stage 1 submission, as applicable, have not changed since submission. If any changes to the Key Personnel have changed, specifically identify these changes and provide resumes on any replacement Key Personnel;

d. Based on the information provided pursuant to State 1 RFP, the financial condition and capabilities of the Proposer and each of its Equity Member(s) and Major Non-Equity Members have not changed in a materially adverse manner from their respective financial conditions and capabilities as evidenced by the financial qualifications submitted in the Stage 1 RFP, as applicable, such that the Proposer continues to have the financial capacity to develop, design, construct, operate and maintain a project of the nature and scope of the Project; and

e. Proposer has delivered all other specified forms and documents, properly completed and signed (if required) as noted in this RFP and Appendix F.4, and such forms and documents do not identify any material adverse information.

2. Technical Proposal Requirements

The technical requirements are as follows:

a. The Technical Proposal contains each of the submittals required by Section IV.C of the Stage 2 RFP.

3. Financial Proposal Requirements

The financial requirements are as follows:

a. The Financial Proposal contains each of the submittals required by Section IV.D of the Stage 2 RFP.

4. Proposal Evaluation Criteria and Weighting

Unless the Campus determines that a Proposal is not compliant with the submittal requirements set forth in Section IV: (i) The Technical category will be evaluated and scored according to the criteria set forth in Section V.B; (ii) The Financial category will be evaluated and scored according to the formula set forth in Section V.C; and (iii) The Overall Project Approach and Partnership category will be evaluated and scored based upon the overall RFP submission, the interactions during the charrettes, on-campus presentations and interviews as set forth in Section V.D. The following table identifies the weighting factors assigned to each of the evaluation criteria categories.

Section	Weighting
A. Pass/Fail	Not Applicable
B. Technical	35%
C. Financial	35%
D. Overall Project Approach and Partnership	30%

B. TECHNICAL EVALUATION

1. Project Master Plan and Phasing

a. Applicable Submittals

i. Master Plan approach;
ii. Project Master Plan;
iii. Project Phasing Plan; and
iv. Construction Logistics / Sequencing.

b. Evaluation Criteria

i. The degree to which the applicable submittals demonstrate a sound approach to building selection, site layout and integration with existing facilities and the Campus, while facilitating a dynamic student life environment supporting interaction and inclusion.

Examples may include:

1) A clear and logical arrangement of the Project and mix of uses for each Phase of the Project to facilitate the creation of places that, from the perspective of student life: (i) serve the campus population of students, and (ii) promote activity, social interaction and collaboration;

2) Living-learning spaces which promote connections between residential living communities and curricular (academic) learning communities;

3) Accommodation of the diverse needs and lifestyles of first-

year, transfer, upper division undergraduate and graduate students;

4) An understanding as to how the Project will fit into and extend the existing Campus fabric;

5) Minimization of the negative impacts of construction and phasing on students and the surrounding Campus and off-campus communities; and

6) An approach to building siting and site layout that provides opportunities for programmed and ad-hoc non-academic activities specific to the needs of undergraduate students and graduate students and incorporates adequate support space needed for students (i.e. social space, multi-functional space, laundry facilities, etc.) and other active amenity programs in prominent locations.

ii. The degree to which the applicable submittals provide logical and cost effective approaches to the expansion of the infrastructure required to support the needs of each phase of the Project and consideration of landscape and open space needs.

Examples may include:

1) A sensitive approach to the natural environment in the siting of buildings, infrastructure and open spaces;

2) An efficient, effective and serviceable utility system;

3) A plan for campus circulation that is logical, efficient and enhances the user experience by providing a well-considered approach to enhancing connectivity and circulation between the North District and core Campus networks with pathways for pedestrian, bicycle, shuttle and vehicular transportation; and

4) A landscape design that is site responsive and appropriately merges with the exiting Campus landscape as well as defines the Campus edges.

2. First Phase Facilities

a. Applicable Submittals

i. First Phase Facilities Design Submittals

b. Evaluation Criteria

i. The degree to which the applicable technical submittals and the proposed location of newly constructed buildings complement the landscape and existing Campus structures and leverage existing key

points of interest.

Examples may include:

1) An approach to building siting that gracefully integrates the existing Campus and focal points of surrounding areas while optimizing program and site attributes to benefit the largest number of users;

2) An approach to design of the new facilities which creates a distinctive community that is also consistent with existing Campus aesthetics and the natural environment; and

3) An approach that incorporates design, massing and building footprint strategies to minimize environmental impact and maximize building efficiency.

ii. The degree to which the applicable technical submittals present a series of structures that are highly functional and aesthetically coordinated and evoke a sense of purpose and activation to the North District and users.

Examples may include:

1) Employment of a common language of character and materials within each phase of the Project while achieving synergies within buildings throughout the Campus; and

2) Incorporation of adequate support space and amenities for students and inclusion or residence life support spaces;

iii. The degree to which the applicable technical submittals provide specific and detailed commitments to high quality design and construction, including a detailed commitment to incorporate high quality exterior and interior finishes;

iv. The degree to which the applicable technical submittals present a high-quality environment with features that support a pleasurable experience for users.

Examples may include:

1) A clear and logical arrangement of facilities in a cohesive and distinctive campus framework that is balanced with an integrated open space system that supports a pedestrian-friendly, dynamic and inspiring environment; and

2) A design that optimizes physical safety through the provision of adequate visibility, lighting and avoidance of areas of potential concealment.

3. Project Delivery

a. Applicable Submittals

i. Project Management Approach;
ii. Project Schedule;
iii. Stakeholder Outreach; and
iv. Construction Logistics / Sequencing.

b. Evaluation Criteria

i. The degree to which the referenced technical submittals present a robust and credible approach to Project design, construction and management.

Examples may include:

1) A clear understanding of the organizational needs of the Project through:

a) An approach to successfully perform concurrent streams of design work through robust Project management and effective communication lines with all Project stakeholders; and

b) A comprehensive organizational structure demonstrating an ability to successfully execute the Project through a coordinated and well-planned approach to organizing design, construction and operation and maintenance services.

2) A comprehensive understanding of the activities necessary to efficiently achieve complete construction of the Project, including identification of any expected construction constraints.

ii. The degree to which the applicable technical submittals present a logical and credible approach to construction scheduling and sequencing.

Examples may include:

1) A clear and detailed description of a proposed sequence of construction that presents a logical order for the implementation of the Project;

2) A comprehensive and logical plan for the sequencing of utility work to minimize disruptions and maximize available services throughout all major development stages of the Project;

3) A Project schedule that includes all required milestone dates as set forth in Section IV.C.2, and that sets forth aggressive

but realistic time frames for the completion of construction;

4) An approach to construction logistics and sequencing that demonstrates a carefully considered plan to manage parking and traffic congestion (vehicular, bicycle and pedestrian) in and around the Project Site throughout the Construction Period in a manner that will limit disruption and ensure safety while performing construction on a fully functioning campus; and

5) An efficient and effective Project logistics plan (including staging, temporary site facilities, access and construction worker parking, etc.) organized for each sequence of construction so as to minimize disruption and traffic access conflicts.

4. Operations and Maintenance

a. Applicable Submittals

i. Project Design Submittals;
ii. Operations and Maintenance Plan; and
iii. Project Management Approach.

b. Evaluation Criteria

i. The degree to which the applicable technical submittals present an efficient design that facilitates ease of construction, access, use and maintenance over time.

Examples may include:

1) A simple, rational and organized approach to siting and design of operational facilities (e.g., loading, trash, utilities, etc.) with a focus on ease of access, ease of use and cost efficiency for operations and maintenance of such facilities; and

2) An efficient and effective interface between design and construction and operations and maintenance teams, including during the transition from construction to operations.

ii. The degree to which the applicable technical submittals demonstrate a comprehensive, organized and credible approach to operations and maintenance of the Project throughout the operating period, including safety and emergency management.

Examples may include:

1) A robust organizational approach to manage the successful execution of O&M services;

2) A comprehensive understanding of the tasks required to

effectively perform the O&M services in a way that ensures seamless coordination with Campus activities;

3) A credible and all-inclusive approach to quality management;
4) An ability to integrate with Campus provided O&M services and systems;
5) A comprehensive approach to addressing Campus customer service needs;
6) A credible and comprehensive approach to capital asset management and routine maintenance; and
7) A robust approach to emergency management to ensure human safety, ongoing communication with the Campus and local jurisdictions, and minimization of disruption on Campus when an emergency occurs.

5. Sustainability

a. Applicable Submittals

i. Project Master Plan;
ii. First Phase Facilities Design Submittals; and
iii. Sustainability Approach.

b. Evaluation Criteria

i. The degree to which the applicable technical submittals address local climatic issues in a manner that minimizes energy usage and incorporate comprehensive and cost effective approaches to implementing sustainable solutions that further University and Campus sustainability goals.

Examples may include:

1) A comprehensive approach to develop and implement an energy budget;
2) A comprehensive strategy to meet or exceed greenhouse gas emissions goals through: (i) effective design that minimizes the facilities' carbon footprint and promotes alternative transportation; (ii) construction that maximizes the use of regional materials; and (iii) O&M service practices that minimize the use of gas powered engines;
3) Effective design strategies that assist the Campus in managing and encouraging recycling and composting while discouraging single use consumer products (bottle stations, etc.);
4) A detailed water conservation strategy that allows the Campus

to reduce its water footprint by maximizing water efficiency in buildings and utilizing drought-tolerant landscape design; and

5) A plan to integrate the built and natural environments in an effort to minimize non-renewable resource consumption while optimizing human comfort.

C. FINANCIAL EVALUATION

1. Applicable Submittals

a. Financial Submittals required in Section IV.D.

2. Evaluation Criteria

a. Clarity, comprehensiveness, transparency and reasonableness of all financial submittals;

b. The reasonableness of the proposed compensation to the Developer for the development of the Project and compensation to the facility manager for the management and operation of the Project;

c. The degree to which the Financial Proposal meets Campus affordability goals;

d. The degree to which the proposed Design and Construction Cost estimates are consistent with the content of the Proposer's Design Submittals;

e. The degree to which the Operations and Maintenance Proposal reflects the Proposer's Operations and Maintenance Approach;

f. The degree to which alternative financial structures (if submitted) demonstrate additional value to the University versus the Baseline pro forma; and

g. The comprehensiveness and reasonableness of the Capital Renewal Reserve Analysis.

D. OVERALL APPROACH & PARTNERSHIP

1. Overall Approach and Partnership

a. Applicable Submittals

i. Full Proposal;
ii. Charrettes, Interviews and Campus wide Presentation.

b. Evaluation Criteria

The degree to which the submittals and Campus interactions with the Proposers at the Charrettes, interviews and presentations and throughout the RFP process demonstrate:

i. The success of the master plan approach in thoughtfully and effectively addressing site and budgetary constraints;

ii. The long-term viability of the Project approach as exhibited by thoughtful design/construction trade-offs between first costs and life cycle cost, renewal investment and preventative maintenance in context of constrained increases in bed rents;

iii. An awareness of project risks and expression of flexibility in addressing changing conditions and responding to Campus feedback;

iv. Articulation of viable technical and financial alternatives for achieving affordability goals; and

v. High quality interactions with the Campus that demonstrate an attitude of partnership, creative approaches to problem solving and strong team dynamics.

VI. POST SELECTION

Prior to selection, the Campus may provide, via addendum, a business term sheet to the Proposers as part of the Stage 2 RFP.

The Campus anticipates that the Stage 2 RFP process will conclude in October 2017. At the conclusion of the Stage 2 RFP process, the Campus will select a Developer for the Project and will immediately enter into exclusive negotiations with the selected Developer. Negotiations will include, initially, the terms of an exemplar Predevelopment Agreement and thereafter, the terms of a ground lease and ancillary documents governing, upon execution, the development and ownership of the Project. The Campus reserves the right to terminate negotiations with the selected Developer and to negotiate with another Proposer if negotiations fail or the Developer fails to perform.

The Proposers are hereby notified that negotiations with respect to this Project may begin more than 14 days after the successful Developer has been notified of its selection, and that more than 45 days will be necessary to complete the documentation for the Project.

A. PREDEVELOPMENT AGREEMENT (EXEMPLAR)

The Campus expects to promptly enter into a Predevelopment Agreement ("PA") with the Developer selected at the conclusion of the Stage 2 RFP. The PA will establish a basis for the negotiation of a definitive ground lease and ancillary documents and it will include provisions for the reimbursement of a portion of the costs of the work the Developer performs during the Planning and Design Stage if the Project does not proceed to the Development Stage. If the Campus and the Developer reach a contractual agreement to proceed with the development of the Project, the Developer will be expected to recoup its costs incurred in the Planning and Design Stage as part of its development budget for the Project. The form of the PA is attached as Appendix E.1.

B. WORK PRODUCT AGREEMENT

Each Proposer may elect, in its sole discretion, to include, in its Proposal, an executed counterpart of the Work Product Agreement attached hereto in Appendix F.1, which provides, among other things, that subject to the terms and conditions set forth therein, the work product prepared by or on behalf of such Proposer in response to the Stage 2 RFP shall become the property of the University upon Proposer's receipt of the stipend identified herein. Note that the Work Product Agreement also provides that the Developer selected to proceed with the Project will not receive the stipend. Promptly after receipt of the Proposer's signed counterpart of the Work Product Agreement, the Campus will deliver its signed counterpart to such Proposer. If a Proposer does not wish to execute the Work Product Agreement, such Proposer must include, in its Proposal, a signed statement indicating that "[Proposer] declines to sign the Work Product Agreement attached as Appendix F.1 dated June 20, 2017, and, therefore, acknowledges that it will not be entitled to a stipend in connection with its work and response to the Stage 2 RFP".

C. PLANNING AND DESIGN STAGE

The Developer selected at the conclusion of the Stage 2 RFP process will be expected to immediately continue the design and master planning process, advancing the Developer's conceptual design through schematic design, design development and construction documents, resulting at each stage in a result acceptable to the Campus.

The selected Developer's conceptual design will form the basis for:

a. An initial cost estimate and plan of finance for the Project acceptable to the University;

b. Further design refinements in subsequent design phases;

c. California Environmental Quality Act ("CEQA") analysis and documentation to evaluate both the master plan program-level environmental impacts and project-level environmental impacts for the first phase of the Project to identify mitigation measures required;

d. Achievement of finalized construction plans and documents and detailed Project budgets; and

e. The negotiation of a ground lease and ancillary documents (collectively "Transaction Documents") governing the development and operation of the Project.

VII. GENERAL CONDITIONS

While the Campus intends to proceed with the development of this Project in the manner described above, the Campus may, at its sole discretion, choose not to proceed with the Project, or to proceed with the Project without a third-party Developer, without obligation or liability to any Proposer to this Stage 2 RFP, except as set forth in a Work Product Agreement executed by the Campus and a Proposer. The Campus reserves the right, in its sole and absolute discretion, to (a) modify or cancel the selection process at any time, or not award this Project for any reason; (b) waive irregularities; (c) reject any, or all submittals to the RFP or seek new submittals; (d) seek clarification or additional information from Proposers as it deems necessary to the evaluation of the response; or (e) request any additional information from individual Proposers. This Stage 2 RFP does not create any legal rights or obligations between the Campus and any Proposer hereto nor any obligation to proceed with negotiations. It is intended that any and all legal rights and obligations between the Campus and a Proposer will be limited to those rights and obligations set forth in a Work Product Agreement executed by the Campus and a Proposer; and that any other legal rights and obligations between the Campus and a Proposer will come into existence only if and when a further definitive agreement is signed and delivered by both parties. Proposers to this Stage 2 RFP shall bear all expenses in connection with their submittals and responses.

A. CONFIDENTIAL INFORMATION

Information considered proprietary, secret or confidential ("Confidential Information") in written or other tangible form shall be marked as CONFIDENTIAL. Confidential Information shall not include information which: (a) is in the public domain prior to disclosure by Proposer; (b) becomes part of the public domain, by publication or otherwise, through no unauthorized act or omission on the part of the Campus; (c) is lawfully in the Campus's possession prior to disclosure by Proposer; or (d) is independently developed by an employee(s), agents or representatives of the University with no prior access to the disclosed Confidential Information.

B. CALIFORNIA PUBLIC RECORDS ACT

The California Public Records Act limits the Campus's ability to withhold responses to a request for disclosure. If a submittal contains trade secrets or financial information that a Proposer does not want disclosed to the public or used by the Campus for any purpose other than evaluation of the Proposer's Stage 2 Proposal, each page (both hard copy and electronic) containing such information must be marked with the designation "Confidential". Note, however, that the Proposer's designation of information as "Confidential" does not guarantee that such information is exempt from disclosure. The Campus agrees that if a Public Records Act request is made for disclosure of information so marked, it will notify the submitter of such information so that the submitter will have an opportunity to legally challenge, at its own expense, the Campus's obligation to disclose such information.

VIII. APPENDICES

The Stage 2 RFP includes the following appendices, which provide both requirements and reference materials for the Project.

Appendix A – Project Program

- A.1: Program Elements
- A.2: Area Data Sheets

Appendix B – Project Technical Requirements

- B.1: Design and Construction Technical Requirements
- B.2: Operations and Maintenance Technical Requirements
- B.3: Project Design Guidelines
- B.4: First Phase Dining Design Intent
- B.5: KUCR Radio Station Design Guidelines

Appendix C – Project Site Conditions (all information provided for reference only)

- C.1: Phase One Preliminary Site Assessment Due Diligence Report
- C.2: Phase One Cultural Resources Assessment
- C.3: Historic Resource Evaluation Report
- C.4: Tree Inventory Report
- C.5: Preliminary Geotechnical Investigation
- C.6: Preliminary Limited Environmental Site Investigation (Soils)
- C.7: Horizontal and Vertical Control Data
- C.8: Utility Planning Information and Studies (two parts “C.8.a” and “”C.8.b”)
- C.9: Field Survey (to be provided via addendum during RFP process)
- C.10: Topographic Survey Review (to be provided via addendum during RFP process)
- C.11: Subsurface Survey (to be provided via addendum during RFP process)

Appendix D – Planning and Policies (all information provided for reference only)

- D.1: 2016 Physical Master Plan Study
- D.2: UCR Mobility Hub Feasibility Study
- D.3: Central Campus Neighborhood Study
- D.4: 2008 Strategic Plan for Student Housing
- D.5: Canyon Crest Residence Halls Detailed Project Program
- D.6: Dundee Residence Halls Detailed Project Program
- D.7: 2005 Long Range Development Plan
- D.8: 2005 Long Range Development Plan – Amendment #2
- D.9: 2005 Long Range Development Plan – Amendment #3
- D.10: UCR Physical Design Framework
- D.11: UC Sustainable Practices Policy

- D.12: UCR Sustainability Overview
- D.13: UCR Environmental Programs

Appendix E – Draft Agreements

- E.1: Form of Predevelopment Agreement

Appendix F – Forms and Submittals (to be completed as part of Proposer responses)

- F.1: Work Product Agreement
- F.2: Construction Cost Estimate
- F.3: Operations and Maintenance Cost Estimate Proposal
- F.4: Proposal Checklist