

ACQUISITION OF THE CIVIC STADIUM PROPERTIES

MASTER / POWELL DEVELOPMENT

EUGENE CIVIC STADIUM RESPONSE
Revised May 16, 2011

TABLE OF CONTENTS

copy of the rfp	tab 1
cover letter	tab 2
signature page.....	tab 3
property development description.....	tab 4
revenue.....	tab 5
benefits to SD 4J	tab 6
community benefits	tab 7
preservation of grandstands.....	tab 8
proposer qualifications and experience	tab 9

Eugene's Civic Village

The Vision of Civic Village is to initiate, promote and maintain quality of life and a healthy economy while reflecting the values of the community and creating a tribute to the historic Civic Stadium.



REQUEST FOR PROPOSALS

ACQUISITION OF THE CIVIC STADIUM
PROPERTIES

Lane County School District No. 4J
Facilities Management
715 West 4th Ave.
Eugene, OR 97402

RFP No. 11-02
Issue Date – October 1, 2010

Due Date – February 1, 2011

1.0 INTRODUCTION

1.1

REQUEST FOR PROPOSALS

FOR

ACQUISITION OF THE CIVIC STADIUM PROPERTIES

The Lane County School District No. 4J (SD 4J) is requesting sealed proposals from qualified Proposers for the ACQUISITION OF THE CIVIC STADIUM PROPERTIES including land and improvements.

RFP packages, which include submittal requirements, may be secured in person from Facilities Management, 715 West 4th, Eugene, OR 97402, or by e-mail request from Kathi Hernandez, Hernandez@4j.lane.edu, on or after October 1, 2010. All proposals are to be submitted to Kathi Hernandez, Management Assistant, Facilities Management, at the above address, by 2:00 p.m. February 1, 2011. Any questions about this solicitation are to be directed to civicrofp@4j.lane.edu.

Late proposals will not be accepted.

All Proposers are required to comply with Oregon Revised Statutes and District Board Policy. Attention is directed to ORS 244, Government Ethics; ORS 279A and 279B.

SD 4J reserves the right to:

- (1) Cancel the solicitation or reject any or all proposals in accordance with ORS 279B.100; (1) & (2).
- (2) Postpone selection of the apparent successful Proposer for a period not to exceed 90 (ninety) days from the date of Proposal Due Date.
- (3) Waive informalities in the proposal; and/or
- (4) Select the proposal which appears to be in the best interest of the district.

*PUBLISHED: Oregon Procurement Information Network (ORPIN)
Daily Journal of Commerce
Eugene Register Guard
Oregonian
Oregon Daily Emerald
Eugene Weekly*

1.2 TABLE OF CONTENTS

<u>1.0 INTRODUCTION</u>	Page 2
1.1 Requests for Proposals	Page 2
1.2 Table of Contents	Page 3-4
1.3 Signature Page	Page 5
1.4 RFP Schedule	Page 6
<u>2.0 PROPERTY INFORMATION</u>	Page 7
2.1 Introduction and Overview	Page 7
2.2 Properties Description	Page 7
2.3 Acquisition Options	Page 7
2.4 Reference Documents	Page 8
2.5 Property Inspection	Page 8
2.6 Property Issues	Page 8-9
2.7 Due Diligence	Page 9
<u>3.0 INSTRUCTION TO PROPOSERS</u>	Page 9
3.1 Specific Submittal Content & Proposal Scoring	Page 9
3.2 Property Development Proposal	Page 10
3.3 Revenue	Page 10
3.4 Additional Benefits to SD 4J	Page 10
3.5 Community Benefit of Proposed Use	Page 10
3.6 Preservation of Grandstands for Continued Use	Page 11
3.7 Proposer Qualifications & Experience with Similar Projects	Page 11
3.8 Submittal Format	Page 11
3.9 Conditions / Contingencies	Page 12
3.10 Confidentiality	Page 12-13
3.11 Disclosure of Proposals or Contents	Page 13
3.12 Questions, Clarifications, and Addendum	Page 13

3.13 Expenses Page 13

3.14 Additional Requirements Page 13

3.15 Other Requirements/Reservations Page 14

4.0 EVALUATION AND SELECTION Page 14

4.1 Evaluation and Selection Process Page 14-15

4.2 Solicitation Protest Page 15

4.3 Selection Protest Page 15

1.3

SIGNATURE PAGE

This page must be completed and included with all proposal submittals.

This proposal is submitted for the acquisition of the property indicated below (select one):

- Combined Properties
- Stadium Parcel Only
- North Lots Only

Proposer acknowledges review of Addenda number (s) _____ through _____

Proposer Acknowledges review of Reference Documents from SD 4J Project Website.

Agreed by:

Legal Name of Proposer: _____

Doing Business As (if applicable) _____

Address: _____

Telephone: _____ FAX: _____

Internet Email Address: _____

Proposer's Signature: _____

Type or Print Officer's Name and Title: _____

1.4 RFP SCHEDULE

<u>Key Action</u>	<u>Scheduled Date</u>
Issuance of RFP	10/1/2010
Property Inspection	11/2/2010
Deadline for Addendum Requests	1/4/2011
Deadline for Addendum	1/11/2011
Proposals Due	2/1/2011
Competitive Range of Proposals (Short List) Forwarded to Board	3/2/2011
Board Evaluation & Potential Interviews	3/2/2011 through 4/6/2011
Anticipated Award	4/20/2011 (Future Action) & 5/4/2011 (Action)

Lane County School District No. 4J

Eugene, Oregon**REQUEST FOR PROPOSALS (RFP)**

Title: ACQUISITION OF THE CIVIC STADIUM PROPERTIES

Proposals Due: February 1, 2011

2.0 PROPERTY INFORMATION**2.1 INTRODUCTION & OVERVIEW**

The Civic Stadium Properties located near East 20th Avenue and Oak Street in Eugene were acquired between 1938 and 1941 by the School District (SD 4J). The property is not needed for educational purposes and has been designated as surplus property since 2002.

The school board of directors (Board) has approved the superintendent's recommendation "to dispose of the Civic Stadium property and marketing the property for sale, long term lease or trade using a Request for Proposal (RFP) process."

The intent of the RFP process is to allow for the broadest range of proposed uses, including potential preservation of the stadium grandstand, and allow the Board to consider more than the financial bottom line when deciding whether to accept a proposal.

2.2 PROPERTY DESCRIPTION

The Property designated as CIVIC STADIUM PROPERTIES includes the land and all structural and site improvements of the following tax lots:

Tax Map 18-03-06-11

Stadium Parcel:

Tax Lot 8505 ---- 9.43 acres---zoned PL (Public Land)

North Lots:

Tax Lot 7900 ---- 0.49 acres---zoned R-2 (Medium Density Residential)

Tax Lot 7901 ---- 0.19 acres---zoned R-2 (Medium Density Residential)

2.3 ACQUISITION OPTIONS

The Proposer may submit a proposal for acquiring the North Lots only, the Stadium Parcel only, or the Combined Properties. The Proposer may submit a proposal for ground lease, or trade of properties, as an alternative to outright purchase.

SD 4J reserves the right to give preference to proposals for acquisition of the Combined Properties and to proposals for outright purchase.

2.4 REFERENCE DOCUMENTS

The following reference documents are available on SD 4J Project Website:
www.4j.lane.edu/civicstadium/documents

- RFP – Acquisition of the Civic Stadium Properties
- Proposed Findings of Fact and Appendices (Findings)*
- Civic Stadium As-Built Drawings
- Civic Stadium Surveys
- Asbestos Information and Survey Report
- Preliminary Title Report

*Proposed Finding of Facts accepted by the Board without modifications on June 16, 2010.

SD 4J makes no representations or warranties with regard to the accuracy of the documents, and shall not be liable to any party for any errors or omissions in such documents.

2.5 PROPERTY INSPECTION

A non-mandatory property site inspection is scheduled for Tuesday November 2, at 10:00 a.m., rain or shine. Inspection meeting will begin at Stadium north entry gate. Proposers may call Larry Massey, District Architect at 541-790-7428 for information regarding the site inspection. Proposers are encouraged to inspect the property.

2.6 PROPERTY ISSUES

The Property And Improvements Are Offered For Acquisition "AS-IS."

The Revenue proposal must set forth the total payment to be made to SD 4J as compensation for fee ownership of the properties in the "As Is" condition. SD 4J makes no warranties, implied or otherwise, regarding the structural, functional, or environmental condition or viability of the property for proposed uses.

Access Issues with Neighboring Properties

For decades, a number of properties to the west have taken access across the stadium parcel along the Oak Street alignment, projected south from the intersection with 20th Avenue. There is no record of any grant of any access easement, and SD 4J is without knowledge or information sufficient to form a belief as to whether at any time any neighboring owner had permission from the school district, either expressed or implied. According to Oregon case law, publicly owned property is not subject to adverse possession or easements by prescription. Private property owners cannot successfully assert such claims in this situation, in the opinion of the SD 4J. However, alternative access routes for some properties are either problematic or impossible, and SD 4J has had a claim by a neighboring property owner to recognize his legal right to access, based on his claims for adverse possession, prescriptive easement, and equitable estoppel, in 2010. The owner based the claims on his knowledge of his own access from the property onto District property since 1986, when he acquired the property. Resolution of access claims is held in abeyance pending the disposition of the property and the successful Proposer's plan to address such claims as part of the redevelopment of the site.

Therefore, these access issues should be considered in conjunction with development options and alternatives, particularly with regard to street connectivity issues discussed in the Findings. Because there are a number of potential solutions available to resolve the issue, the future development and/or use of the property and the successful Proposer's desires will dictate the most appropriate course of action. Since SD 4J recognizes that change in ownership can

potentially highlight the access issue and claims of rights to access by adjacent property owners, SD 4J will coordinate/cooperate with the successful Proposer as needed to clarify the issue.

Utility Easements or Lack Thereof

Existing public utility locations with and without easements, refer to Findings and to Reference Documents – Preliminary Title Report (with attachments)

Environmental Conditions

Underground Fuel Tank removal and Soil Remediation, refer to Findings.

Systems Development Charge Credit

The System Development Charge (SDC) credit that will “travel” with property ownership is provided below. SD 4J continues to work with the City of Eugene to further refine the estimated credit based upon historical records. The estimate provided below is considered to be the minimum credit established at this time.

Transportation.....	\$113,392	
MWMC.....	\$ 35,466	
Parks		\$ 24,483
PFUs and Other	\$ 43,785	
Stormwater	\$ 26,035	
 TOTAL ESTIMATED CREDIT.....	 \$243,161	

2.7 DUE DILIGENCE

Each Proposer shall be expected to complete, prior to the submission of its proposal, certain due diligence related to the suitability of the Property for the Proposer’s intended use. Specifically, each Proposer shall complete any soils/geological tests, environmental reports, title examinations and property inspections that it deems necessary or desirable. Any expenses incurred by these evaluations will be the sole responsibility of the Proposer.

SD 4J has posted the Preliminary Title Report on the SD 4J Project Website, as well as supplemental information contained in the Findings regarding environmental conditions, easements of record (and lack thereof), etc. (See: Section 2.4 Reference Documents).

No proposal submitted may be conditioned upon the Proposer’s future approval of a due diligence report described above. Proposals may, however, condition their purchase on the satisfactory resolution of a specified problem identified by a due diligence report previously conducted.

3.0 INSTRUCTIONS TO PROPOSERS

3.1 SPECIFIC SUBMITTAL CONTENT & PROPOSAL SCORING

Provide written responses to each of the following issues. Points to be used by the Screening Committee to rank the proposals to establish the competitive range (“short list”) are shown in parenthesis for each category.

3.2 PROPERTY DEVELOPMENT PROPOSAL (0 POINTS)

Describe type of development and specific use(s), timing of project development and compatibility with existing land use regulations. Provide summary of plans for the stadium grandstands and adjacent baseball field.

3.3 REVENUE (50 PTS)

Economic Benefit to SD 4J / Total Purchase Price for all Properties Included in the Proposal.

Indicate total cash offer for each property or for combined properties.

Terms of Purchase

Indicate proposed terms of purchase if other than cash sale.

Sale Conditions/Contingencies and Projected Timeline to Resolve

List all proposed conditions/contingencies and projected time to resolve and remove conditions/contingencies from offer.

Development Proposal Follow-through Assurance

By establishing preference points for preservation of the stadium grandstands for continued use as a stadium venue, and further establishing preference points for community benefit, the Board has essentially determined that these categories will be an appropriate potential offset to revenue (direct benefit to SD 4J) and other indirect benefits to SD 4J. If the successful Proposer is selected on the basis of these criteria (grandstand preservation and community benefit of proposed use/development) as an offset to property value, SD 4J will require assurance that the use of the property and/or development will move forward as proposed, or protection from loss of revenue based upon difference in value between proposed development and actual development.

Indicate the mechanism(s) proposed to provide this assurance (e.g. performance bond, deed restriction, reversion clause, etc.), or alternatively, how SD 4J will be compensated if the property is not developed or used as proposed, based upon the difference in property value between the proposed development and actual development. The Proposer must indicate if no assurance or protection as described above is offered.

Requirement for Fundraising, and/or Public Contributions or Incentives

If the proposal is reliant upon future fundraising, capital campaigns, and/or public agency participation by way of direct contributions, incentives, or bond measures, specifically describe the conditions and amount of time projected to accomplish.

3.4 ADDITIONAL BENEFITS TO SD 4J (20 POINTS)

If the property acquisition and proposed development is considered to provide additional benefit (non-financial) to SD 4J, either direct or indirect, describe those benefits in sufficient detail for the screening committee to consider them in evaluating this section. Examples of additional benefits may include, but are not limited to access to the property and improvements for use in support of the district's educational mission, property tax revenue, potential for stabilizing affect on or increase in student enrollment, etc.

3.5 COMMUNITY BENEFIT OF PROPOSED USE (20 POINTS)

Describe the community benefit, if any, which would be provided by the proposed development.

3.6 PRESERVATION OF GRANDSTANDS FOR CONTINUED USE (10 POINTS)

Indicate what specific plans are proposed for the historic Civic Stadium grandstands and adjacent baseball field. If the proposal intends to raze, remove, memorialize, or significantly alter the stadium grandstands or field, describe the approach and process to be used to address the "listing" on the National Register of Historic Places. If the proposal intends to preserve the grandstands, but to alter the field use and space, describe what approach will be used to mitigate or address the inclusion of the field in the "listing" for the stadium.

3.7 PROPOSER QUALIFICATIONS & EXPERIENCE WITH SIMILAR PROJECTS (0 POINTS)

Describe similar projects, Proposer's representative, development description, challenges and solutions. Describe the Proposers financial capability as it relates to the successful completion of the proposed development.

3.8 SUBMITTAL FORMAT

Proposers to submit one (1) clearly marked original proposal and twelve (12) copies of the proposal. Proposals must be in 8-1/2 x 11 paper, portrait format, and typed, minimum font size 11 pt. Include a compact disc or thumb drive with one complete proposal in adobe acrobat (pdf) format.

Submit proposals in three ring binders, containing the following information, tabbed in the order below:

- 1) Copy of RFP
- 2) Cover Letter. Include the following:
 - a) Letter of introduction signed by an authorized principal of the proposing entity;
 - b) Name, address, email address, and phone number of the Proposer (including contact information for each affiliated member if the acquisition team includes more than one entity);
 - c) A brief summary of the proposal, and why the Proposer believes its proposal will best meet the goals of the SD 4J, [as described in Section 4.0 Evaluation & Selection Process and Section 3.0 Instructions to Proposers];
 - d) A statement that, except for the conditions/contingencies stated in response to Section 3.9 Conditions/Contingencies below, the proposal is binding on the Proposer for a period of not less than ninety (90) days.
- 3) Completed Signature Page
- 4) Property Development Description
- 5) Revenue
- 6) Additional Benefits to SD 4J
- 7) Community Benefit of Proposed Use
- 8) Preservation of Grandstands for Continued Use
- 9) Proposer Qualifications & Experience with Similar Projects

All materials must be submitted in a sealed envelope, box, or other wrapping, labeled with the name of the firm and the following title "ACQUISITION OF THE CIVIC STADIUM PROPERTIES" Proposals must be received by Kathi Hernandez, Management Assistant, Facilities Management, Eugene School District 4J, 715 West 4th Avenue, Eugene, OR, 97402, by 2:00 p.m. on February 1, 2011. Late submittals will not be considered.

Proposals may only be delivered via U.S Mail, courier service, or hand delivery. Electronic or facsimile proposals will not be accepted.

3.9 CONDITIONS/CONTINGENCIES

As described in Section 3.8 Submittal Format above, each proposal shall be considered binding, subject only to conditions expressly designated in the proposal. In addition, Section 2.7 Due Diligence limits permissible conditions related to the approval of certain due diligence reports.

The proposal shall expressly note if there are any material conditions on the Proposer's ability to execute a Purchase and Sale Agreement consistent with its proposal. The Proposer shall disclose in detail any such material condition(s).

If conditions to closing are stated, the Proposer shall address with specificity how the Proposer intends to satisfy each condition, and estimate the time period within which each condition will be satisfied (or removed).

All other things being equal, proposals without material conditions will have a significant advantage in the selection process.

3.10 CONFIDENTIALITY

The District is subject to the Oregon Public Records Law (ORS 192.410 to 192.505), which requires the District to disclose all records generated or received in the transaction of District business, except as expressly exempted in ORS 192.501, 192.502, or other applicable law. One example of an exemption that could be relevant is "trade secrets" (ORS 192.501 (2)). The District will not disclose records submitted by a Proposer that are exempt from disclosure under the Public Records Law, subject to the following procedures and limitations.

All pages containing the records requested to be exempt under ORS 192.501, or for which the Proposer seeks an exemption under ORS 192.502, shall be marked "confidential" and segregated in the following manner:

It shall be clearly marked in bulk and on each page of the confidential document. It shall be kept separate from the other RFP documents in a separate envelope or package. Where this specification conflicts with other formatting and response instruction specifications, this specification shall prevail. Where such conflict occurs, the Proposer is instructed to respond with the following: "**Refer to confidential information enclosed.**" This statement shall be inserted in the place where the requested information was to have been placed.

Proposers who desire that additional information be treated as confidential must mark those pages as "confidential"; cite a specific statutory basis for the exemption and the reasons why the public interest would be served by the confidentiality (ORS 192.502 (4)). ***Should an RFP be submitted in this manner, no portion of it can be held as confidential unless that portion is segregated in the above manner and meets the above criteria. Neither the entire RFP, nor the summary of property development proposal or revenue to the district shall be marked confidential.***

At the time that the screening committee establishes the Competitive Range of proposals for Board review and consideration, a review of information identified as confidential will be conducted. If disclosure of any such information is determined, at the sole discretion of the District, to be essential to the process, the Proposer will be given the choice to agree to the disclosure of specific information identified, or to withdraw their proposal from further consideration.

Notwithstanding the above procedures, the District reserves the right to disclose information that the District determines, in its sole discretion, is not exempt from disclosure or that the District is

directed to disclose by the District Attorney or a court of competent jurisdiction. Prior to disclosing such information, the District will notify the Proposer.

3.11 DISCLOSURE OF PROPOSALS OR CONTENTS

Notwithstanding Oregon Public Records Law (ORS 192.410 to 192.505), proposals will be opened and evaluated so as to avoid disclosure of contents to competing Proposers during the evaluation and selection process. The District will prepare a list of proposals for disclosure which will include, at a minimum, summary of development proposal and revenue to the district, withholding any information identified as confidential by Proposers consistent with Section 3.10 Confidentiality. Proposals will be made available for public inspection after Board review of the Competitive Range of proposals and Intent to Award is issued.

3.12 QUESTIONS, CLARIFICATIONS, AND ADDENDUM

Potential Proposers are encouraged to ask questions and seek clarification of the RFP process. All questions should be directed to civicrfp@4j.lane.edu. No Proposer may rely on any oral answer or clarification, unless confirmed in writing.

It is the intent of SD 4J to post on the Project Website the answers to questions that SD 4J believes to be of value to other Proposers or might unfairly prejudice other Proposers if not equally provided. However, no Proposer or potential Proposer shall have any cause of action against SD 4J for its failure to provide answers on the Project Website, whether due to negligence, mistake, or otherwise. Specific questions related to Proposer's approach or Proposer's submittal will be answered only to the specific Proposer by e-mail to maintain confidentiality

Potential Proposers may submit a request for a change or amendment to this RFP by submitting the request in writing to civicrfp@4j.lane.edu, by no later than January 4, 2011. Include the reason(s) for the request and the proposed changes to the RFP provisions, terms, or conditions.

All changes to the RFP will be made by addendum which will be posted to the Project Website.

3.13 EXPENSES

SD 4J shall not be liable for any of the costs of any Proposer or selected Proposer in connection with preparing a proposal in response to this RFP, surveys or site investigations, broker's finder fees, broker commissions, negotiating with the District, or otherwise participating in this RFP process.

3.14 ADDITIONAL REQUIREMENTS

Deed Restriction - Limitations of use

Upon transfer of title to the property, SD 4J will place a deed restriction to prohibit the uses that may injure public health, safety, or public morals, including but not limited to adult bookstores, adult magazine sales, adult cinemas or theaters, topless or nude bars or eating establishments, head shops (i.e. shops selling or dealing in drug related paraphernalia), medical marijuana dispensaries, adult shop/sex shops, escort services, online adult services or chat rooms, and adult call centers. This restriction is for the benefit of the Grantor and its successors and assigns.

3.15 OTHER REQUIREMENTS / RESERVATIONS

1. Should the Board modify the method and/or schedule for the selection, then the selection process described in this RFP will be appropriately modified to conform to Board direction.
2. Ratings of individual screening committee members will be based on point scorings. The screening committee may consider individual point scorings, group average scores, individual rankings, or group ranking in developing a committee ranking recommendation.
3. All Proposers are required to comply with Oregon Revised Statutes and District Board Policy. Attention is directed to ORS 244, Government Ethics; ORS 279A and 279B, Public Contracts and Purchasing and State of Oregon Department of Justice Attorney General's Model Public Contract Rules Manual.
4. The District reserves the right to seek clarification of each proposal and, further, the right to negotiate a final contract which is in the best interest of the agency, considering cost effectiveness and the level of Proposer time and effort required for the contract.
5. If a mutually acceptable contract cannot be negotiated SD 4J reserves the right to abandon negotiations with selected Proposer and begin to negotiate with the second highest rated Proposer.
6. SD 4J reserves the right to reject any or all proposals if there is good cause and the right to cancel the solicitation, in whole, or in part, if doing so would be in the SD 4J's best interest.

4.0 EVALUATION AND SELECTION

4.1 EVALUATION AND SELECTION PROCESS

The following process will be used in the evaluation of proposals and selection of the successful Proposer. SD 4J reserves the right to modify the evaluation and selection process and/or schedule as determined by SD 4J to be appropriate or in the best interest of SD 4J.

1. A screening committee consisting of district staff and real property consultant will review and rate the written proposals. Based on the allocation of points as set forth in Section 3.0 Instructions to Proposers, a range of proposals which are deemed to have a reasonable chance of being selected for award (the "Competitive Range"), will be determined. The Competitive Range is expected to consist of no more than three (3) proposals; however, SD 4J reserves the right to expand or reduce the number of proposals to be included in the Competitive Range. SD 4J will notify all Proposers whether or not they have been selected for the Competitive Range (or "short list").
2. The Competitive Range of proposals will be forwarded to the Superintendent and Board for further consideration, review, and evaluation. Competitive Range Proposers may be asked to prepare and present a live presentation of their proposal to be delivered to the Board in Executive Session. The purpose of the live presentations will be to allow the Proposers opportunity to provide supplemental information in order to provide clarification of the proposal contents, as well as to assist the Board in arriving at a decision to ultimately award a contract resulting from this RFP.

3. Each proposal in the Competitive Range will be evaluated by the Board in light of the goals listed below, as well as all other factors set forth in this RFP, including but not limited to Proposer's experience and qualifications, and financial capability. The evaluation by the Board will not be confined by the criteria and the associated allocation of points as set forth in Section 3.0: Instructions to Proposers.

The primary goal of School District 4J is to dispose of the Property for the highest possible revenue. To the extent that it does not materially and adversely affect the primary goal, SD 4J also has the following secondary goals:

To the extent not inconsistent with SD 4J's primary goal, SD 4J would like to sell the property to a Buyer that submits a proposal that provides other (non-monetary) benefit to SD 4J, provides community benefit, is compatible with the surrounding neighborhood and proximity to South Eugene High School, and that potentially preserves the Civic Stadium grandstands for continued use as an assembly venue.

4. SD 4J reserves the right to require a "Best and Final Offer" from Proposers within the Competitive Range. Revisions of the proposals may be permitted after the submission of the proposals and before award for the purpose of obtaining best and final offers.
5. The Board will discuss their deliberations in open session at a regular meeting of the School Board, following their evaluation.
6. All Proposers submitting proposals will be notified by facsimile transmission or e-mail of the proposed intent to award which will be issued prior to the Board meeting where the award is scheduled as a Future Action Item. Protests must be received to the SD 4J Project Website within 72 hours of the notification from the District. The Superintendent, or designee, shall consider all appeals and render a prompt and final decision.
7. Board decision to award will proceed immediately with the Proposer receiving tentative designation of intent to award, and after the protest period.
8. In any instance in which SD 4J determines that impasse has been reached in negotiations with the highest ranked Proposer, SD 4J may terminate negotiations with that Proposer and commence negotiations with the next highest ranked Proposer.

4.2 SOLICITATION PROTEST

Firms interested in formally protesting the terms of this proposal and selection process, and to address any area in which they believe competition is unduly inhibited, may do so by submitting a written signed statement to civicrofp@4j.lane.edu by 4:00 p.m., sixty (60) calendar days prior to Proposal Due Date. No comments or requests for modification will be received or considered after this date and time.

4.3 SELECTION PROTEST

Any firm or individual wishing to protest a Proposer selection may do so by submitting a signed statement in writing to civicrofp@4j.lane.edu within 72 hours after the "Intent to Award" is issued. All Proposers will be notified of Intent to Award.

END OF RFP



Dear School District 4J board members and staff,

Let me introduce myself, my name is Steve Master and I'm the CEO of Master Development. I have lived in Eugene since 1989 and began my investment and development career here in 1994. Some of my projects that you may know of are Coburg Station, located on Coburg Road south of Oakway Mall, and Valley River Station, located directly across Valley River Center. I have a lot of pride in Eugene and through real estate development I feel like I can contribute back to this great city.

My partner Peter Powell, from Powell Development is also very involved in the Eugene community. As a graduate from the University of Oregon he has over 30 years of experience in real estate development. Together Master/Powell Development look at the Civic Stadium property as an amazing opportunity with potential to contribute back to both 4J School District and to the community as a whole.

From a development perspective, the Civic Stadium site is the most important site in south Eugene in the foreseeable future. With its desirable size and location, this site has the ability to be the catalyst for Envision Eugene's community plan. When Master/Powell Development look to the future we see this site as being a vibrant commercial hub, a neighborhood gathering place, and a place to call home. We see a neighborhood oriented, mixed-use village, "Civic Village".

In what is to follow, our team has prepared a response to your RFP. We have laid out our plans in detail for the Civic Stadium site but we have also described how our acquisition of this property will directly benefit SD 4J. In addition to our cash offer for the property, we will also be increasing the school district tax base, as well as increasing school district enrollment.

Per Section 3.8(2)(d), "Except for the conditions/contingencies stated in response to Section 3.9 Conditions/Contingencies, the proposal is binding on the Proposer for a period of not less than ninety (90) days".

Sincerely,

A handwritten signature in black ink, appearing to read "Steve Master", with a long horizontal line extending to the right.

Steve Master
835 E Park St
Eugene, OR 97401
steve@masterequity.net
(541)-743-8111

Peter Powell
2625 Northup Way
Bellevue, WA 98004
pwpowell@powelldev.com
(425)284-5050

COVER PAGE

1.3 SIGNATURE PAGE

This page must be completed and included with all proposal submittals.

This proposal is submitted for the acquisition of the property indicated below (select one):

- Combined Properties
- Stadium Parcel Only
- North Lots Only

Proposer acknowledges review of Addenda number (s) through

Proposer Acknowledges review of Reference Documents from SD 4J Project Website.

Agreed by:

Legal Name of Proposer: Master Development, LLC : Powell Development Co.

Doing Business As (if applicable) N/A

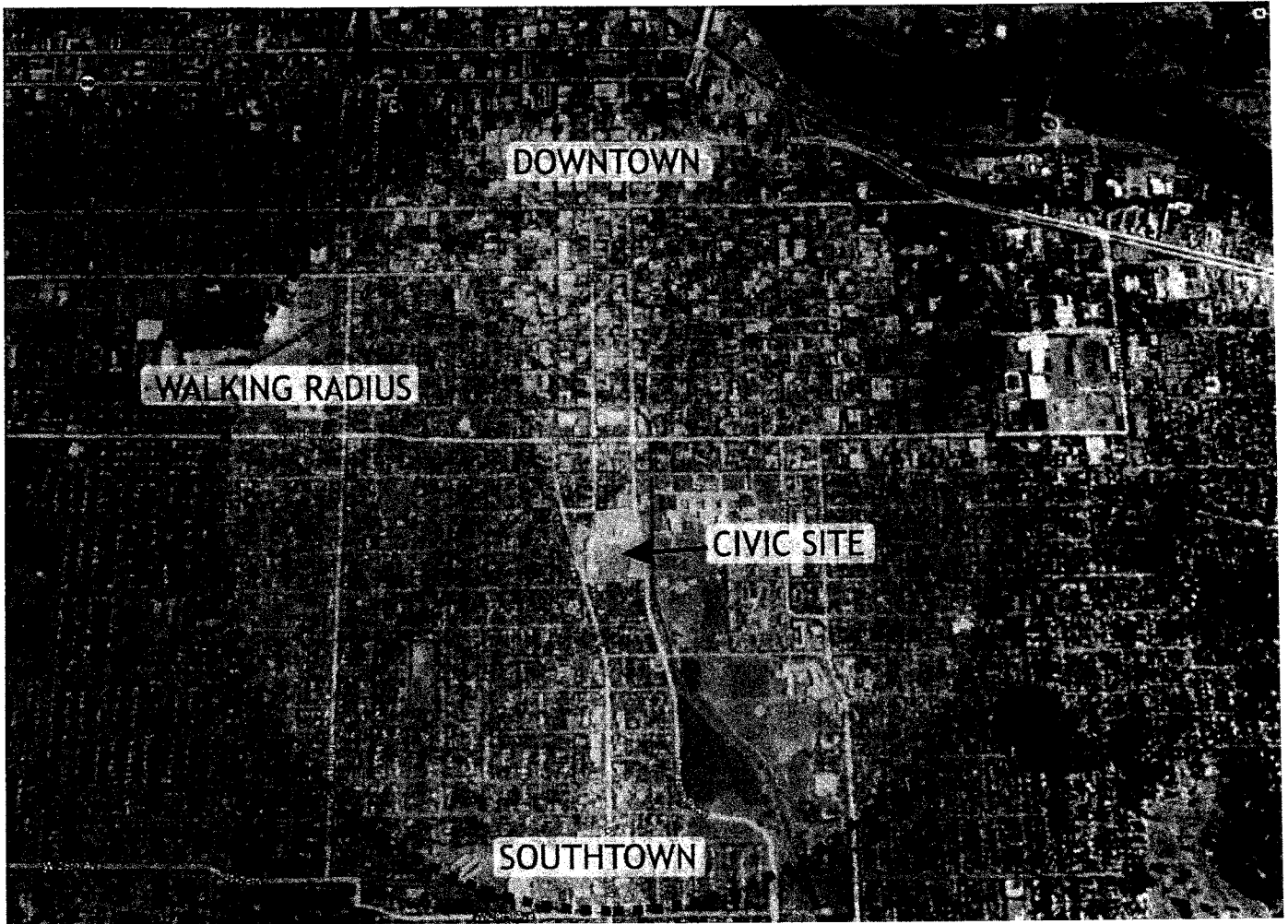
Address: 835 E Park St. Eugene, OR 97401

Telephone: (541) 743-8111 FAX: (541) 743-8118

Internet Email Address: Steve@masterequity.net

Proposer's Signature: 

Type or Print Officer's Name and Title: Steve Master

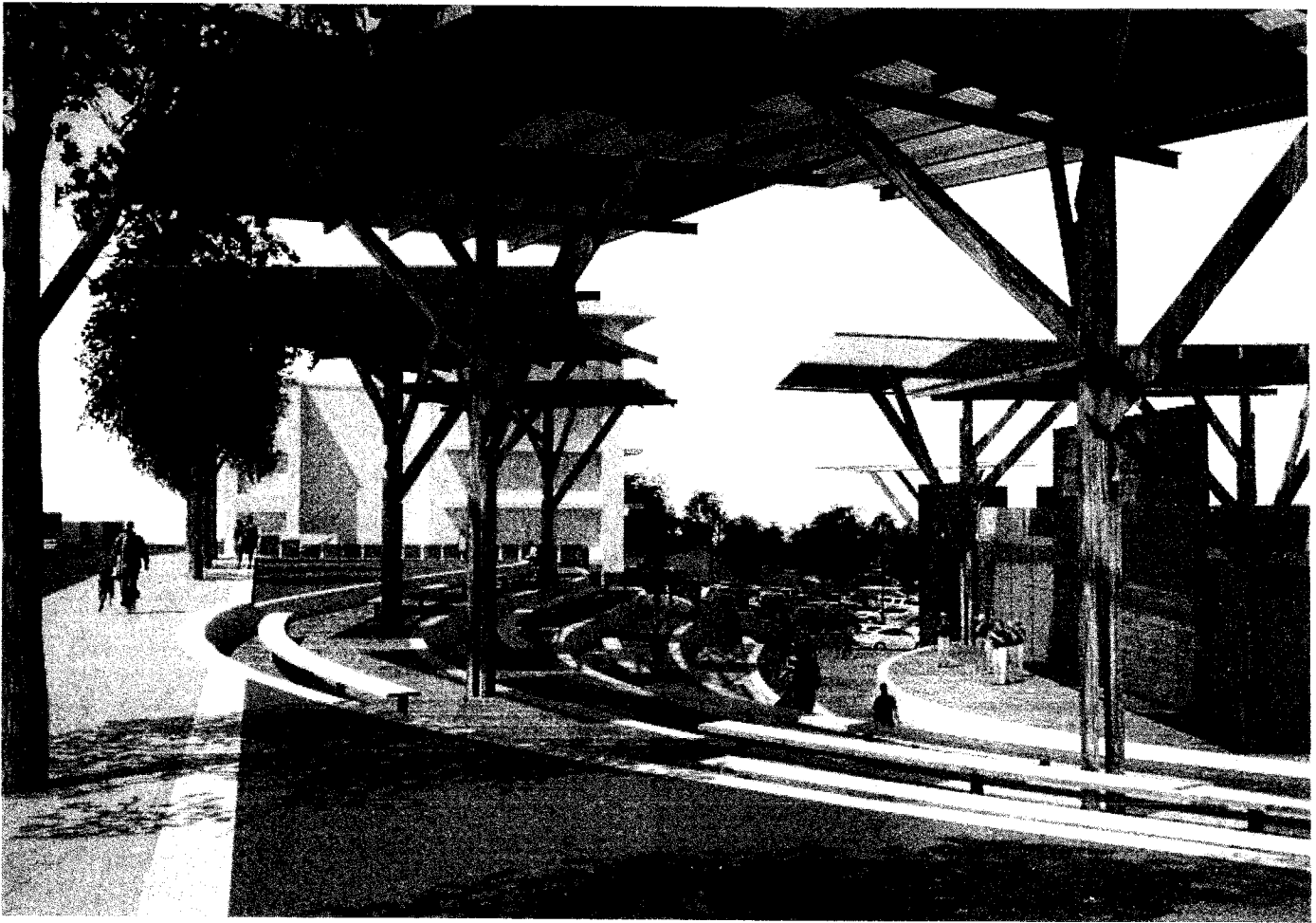


type of development

The Civic Stadium site is the most important site in south Eugene when looking at redevelopment in the foreseeable future. Located on ten acres between Southtown and Downtown and between Willamette Street and Amazon Parkway, this site would be primarily serving residents who live in south Eugene. Master/Powell Development see this site as a potential catalyst for Envision Eugene's community plan. The combination of size, location, and demographic allow for an ideal setting for a true mixed use village, "CIVIC VILLAGE."

Civic Village Mission Statement—

To responsively serve the people of Eugene with services that benefit the community, are sustainable solutions that can serve as learning tools, and reflect the memory and character of the historic nature of the site.



A NEIGHBORHOOD VILLAGE

Civic Village will be a vibrant commercial hub, a neighborhood gathering place, and a place to call home. Our plan is to build a neighborhood-oriented village by creating a mix of uses and buildings around the site. Stores and restaurants will be a destination spot for neighbors, a neighborhood stage and Civic Plaza will create an ideal gathering place, and apartments designed to reflect the neighborhood will be a desirable living spot for many. The design and feel of the village is intended to blend the residential neighborhood to the west with the commercial area to the south and the open space to the east. The buildings will incorporate design elements and materials from the old stadium to create a Village that supports the neighborhood's historic ambiance. Civic Village will be a place people can meet, shop, work, and live—it will be a true village.





neighborhood goals/desires

Master/Powell Development has started a dialog with the Friendly Area Neighborhood. After attending one of their board meetings we took note of the neighborhood's desires and concerns for the Civic site going forward. We have incorporated several of the ideas brought up in that meeting into the Civic Village plan. Some of these ideas include: a pedestrian connection across the site, a neighborhood gathering area, and regional and local shops and services. We are also mitigating some existing problems in the area by completing the proposed traffic system upgrades and new connections. As we move forward with Civic Village we intend to continue this dialog with the neighborhood.



THE DEVELOPMENT PLAN/BUILDING PROGRAM

The buildings will be arranged to both enhance the neighborhood connection and reduce negative impacts. Apartments will be located along Willamette Street oriented in a north-south direction which will provide an appropriate face to the neighborhood to the west. A larger commercial building will be backed to the south property line. The deliveries and staff parking area will be placed between the existing commercial buildings, the new commercial building, and Amazon Parkway, thus screening them from the rest of the neighborhood. Small shops will front the new 20th street giving the north side of the property a village street feeling. Parking for the residence will be built into the hillside below the three-story apartment building to take full advantage of the sloping site. With the residences above the parking, most of them will be able to enjoy the views to the south and east over the village. The slope of the site also allows us to build the large commercial building with a roof that is the same elevation of the southwest corner of the site. This allows us to blend the landscaping from the open space along Willamette Street onto a portion of the roof, incorporating the use of green elements, patterning, buffers, and screening to create an attractive environment.

Located between the village residence and the commercial building will be the Civic Plaza, considered the heart of Civic Village. This will be a place for people to gather, share a meal, or listen to performances on the village stage. The plaza and the village stage will be constructed using materials from the stadium, such as bleachers, steps, and timber roof framing. The Civic Steps will be reminiscent of the historic steps that once led down from Willamette Street to Civic Stadium, and will provide a pedestrian connection through the heart of the village.

The small shopping complex along 20th will contain another nod to the historic Civic Stadium, the "Civic Pub." It will be a small neighborhood-scale restaurant built using two main sections of the stadium roof. The interior will incorporate many historical artifacts from Civic Stadium, such as using old lockers as dining booths, the outfield scoreboard as a wall, and the old kitchen cooler door as a table top. Civic Pub will be a place to enjoy lazy lunches around the fireplace or outdoor seating in the summer months.

The remaining storefronts will be filled with local and regional shops. The anchor commercial building will house the Civic Village anchor, Fred Meyer department store. This mix of local and regional and small and large shops will support a vibrant and sustainable village.

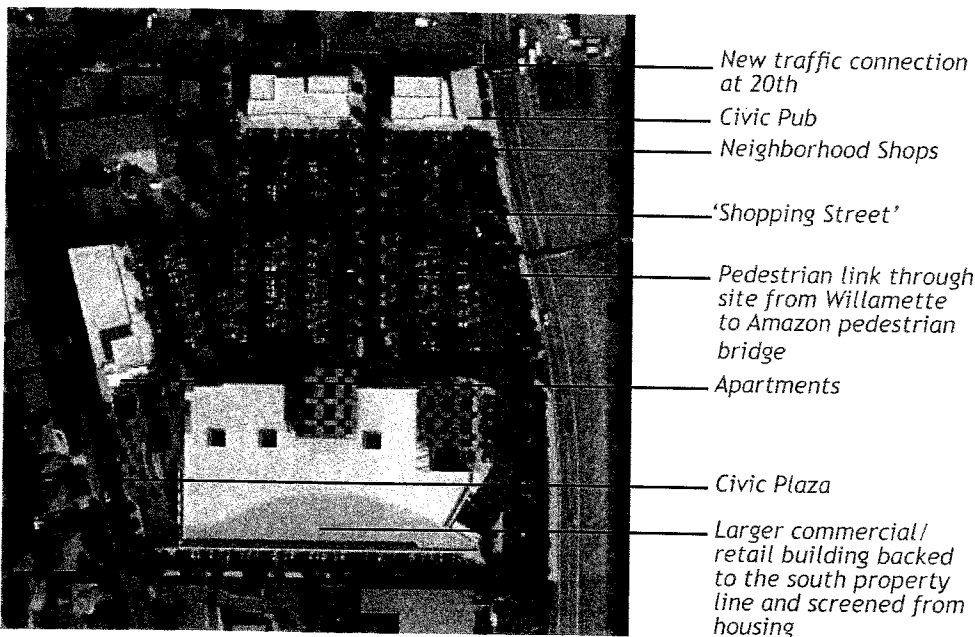


figure 1: site plan

figure 2: site buildout

PROGRAM	SIZE
Apartments (49 units) (with structured parking for 50)	54,600 SF
Neighborhood Department Store	120,000 SF
Small shops	12,000 SF
Civic Pub	4,500 SF
Surface Parking	520 stalls

SUSTAINABILITY

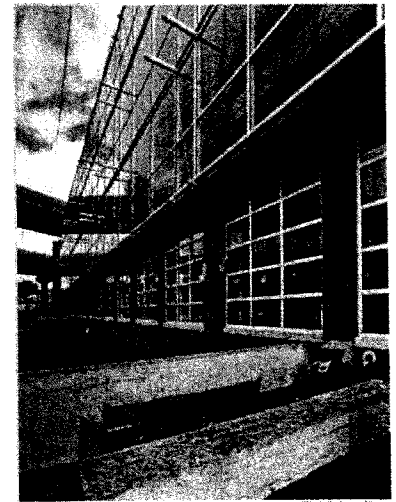
As a development team we plan to employ an integrated and holistic approach to sustainability. We have an opportunity to employ ecologically sound energy and water systems as well as reduce demands within the buildings, all producing a beacon for environmentally responsible development.

building orientation

The building footprints will be strategically placed to maximize daylighting and solar orientation. This orientation will allow us to control the heat gain within the buildings through shading and to also have the potential of harvesting solar energy. The floors of the residential units are stacked to create a series of decks that allow the building occupants to take full advantage of views that surround them. The buildings will be designed with a significant number of glazed openings. These openings will visually connect the interior spaces to the activity and vitality of the area and allow us to utilize natural daylight, reduce power demand, and lower costs.

green features

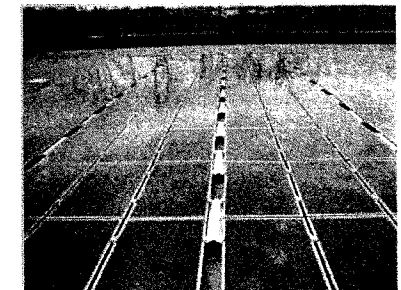
Civic Village will support sustainable growth. Creating a more walkable neighborhood on an existing transit corridor will reduce dependency on the automobile and will encourage mass transit, and bicycle and pedestrian travel. Whenever feasible, buildings will incorporate green features such as solar panels, clerestory windows, and skylights to maximize daylighting. Low flow plumbing fixtures, electric car charging stations, and green elements will encourage energy conservation. We will also employ stormwater strategies for retaining, filtering, and utilizing stormwater to the fullest extent feasible.



solar wall and stormwater feature



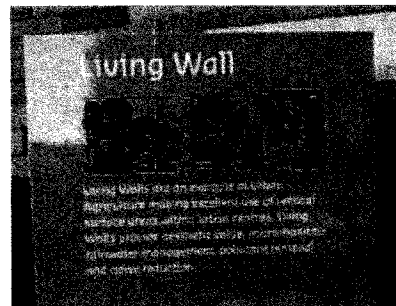
rainwater garden



solar panels



electric car



landscape feature



stormwater treatment

connectivity + site access and other infrastructure

The site is located between three minor arterial streets, which have traffic capacity available. Civic Village will maintain the existing LTD bus stop that provides service going both north and south. A new tree-lined pedestrian and bike friendly main entrance to Civic Village will be along 20th. We will rebuild the intersection at 20th and Oak Street, linking the village to downtown, and build a new fully signalized intersection at 20th and Amazon linking the village to Southtown. The new intersection at 20th and Amazon will provide a much safer pedestrian and bicycle connection to Amazon Park and South Eugene High School from the neighborhood. There will also be a new private street at the northwest corner of the village. This street will allow access onto Willamette Street, allow residents to enter the parking garage, and allow legal access to the neighbors' property to the north. To keep delivery traffic away from the neighborhood, we will build a right in right out connection to Amazon Parkway near the southeast corner of the site.

Stormwater and sanitary sewer infrastructure are both available at the site in sufficient capacities to support the village. Electrical service, phone, and cable TV are all readily available at the site now.

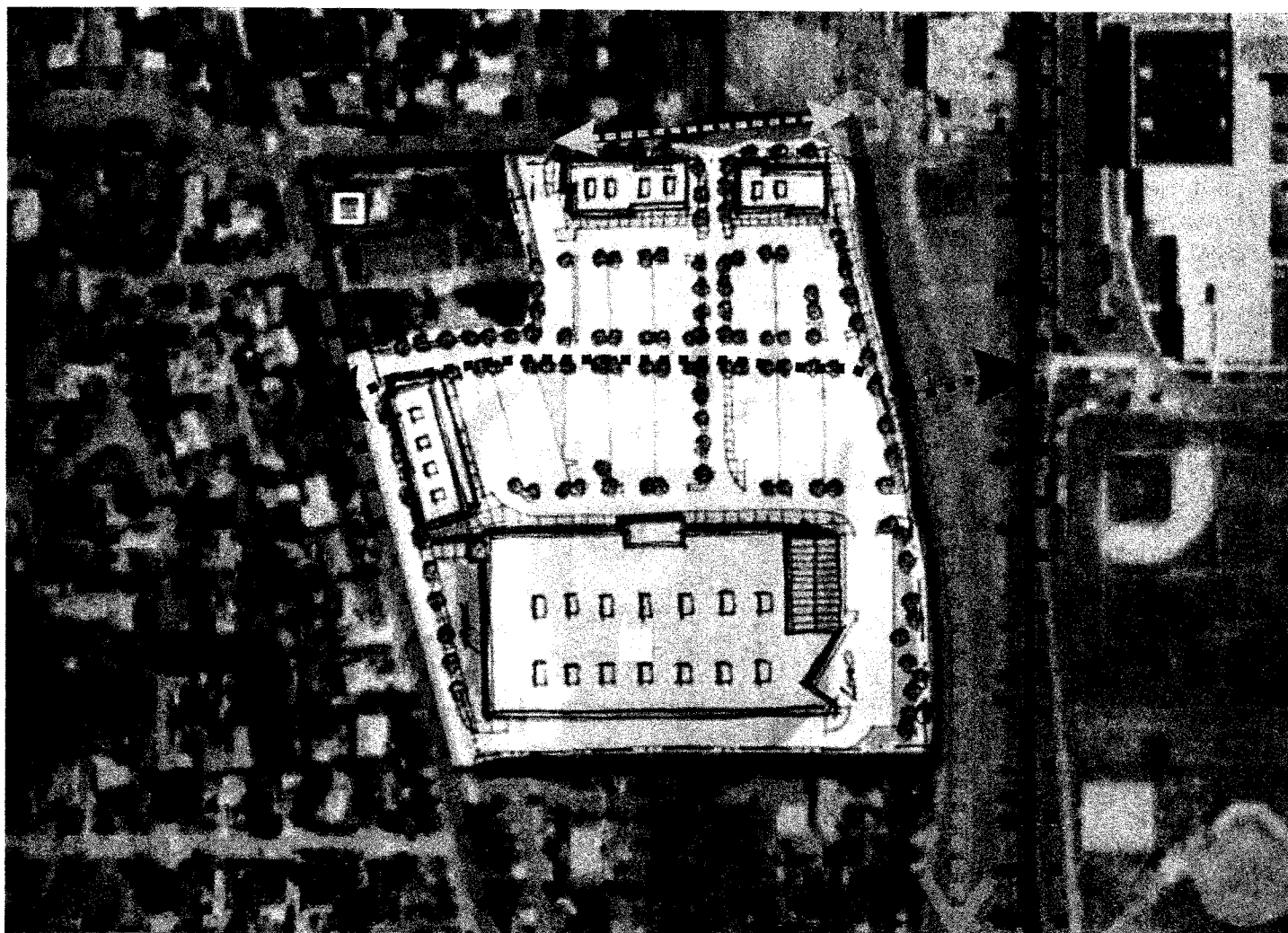


figure 3: schematic plan showing pedestrian connection through site and traffic improvements

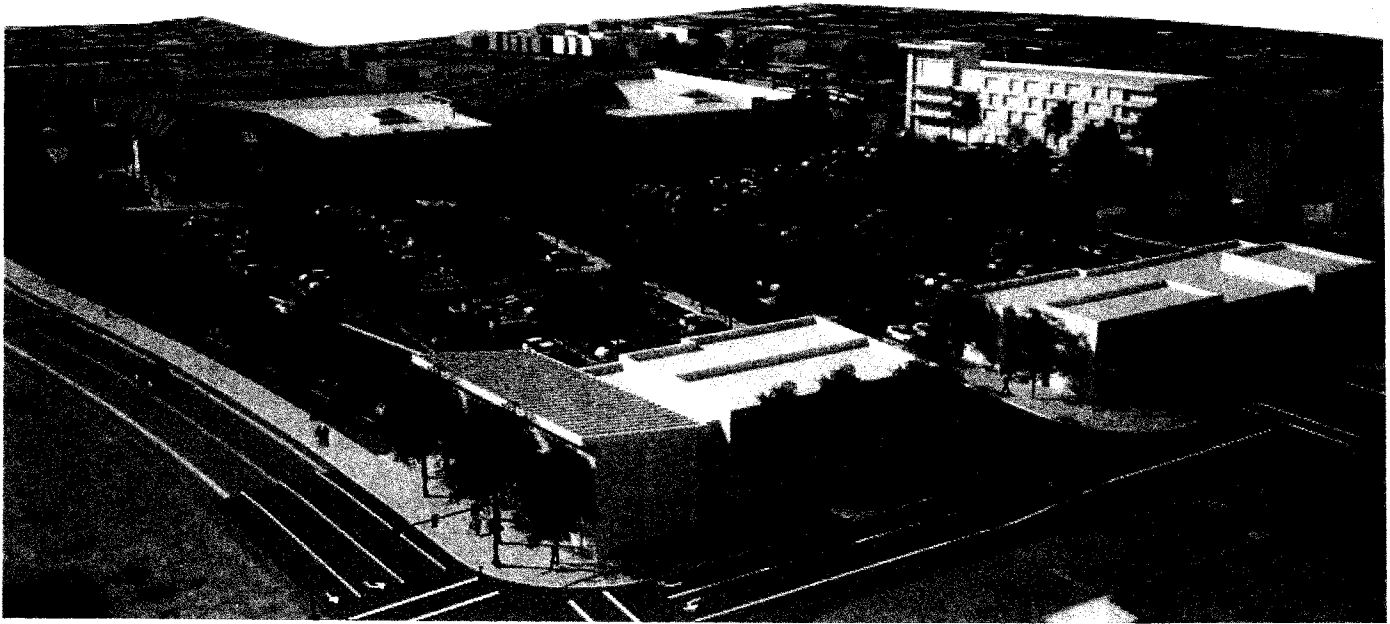


figure 4: view of project from above Amazon looking back towards

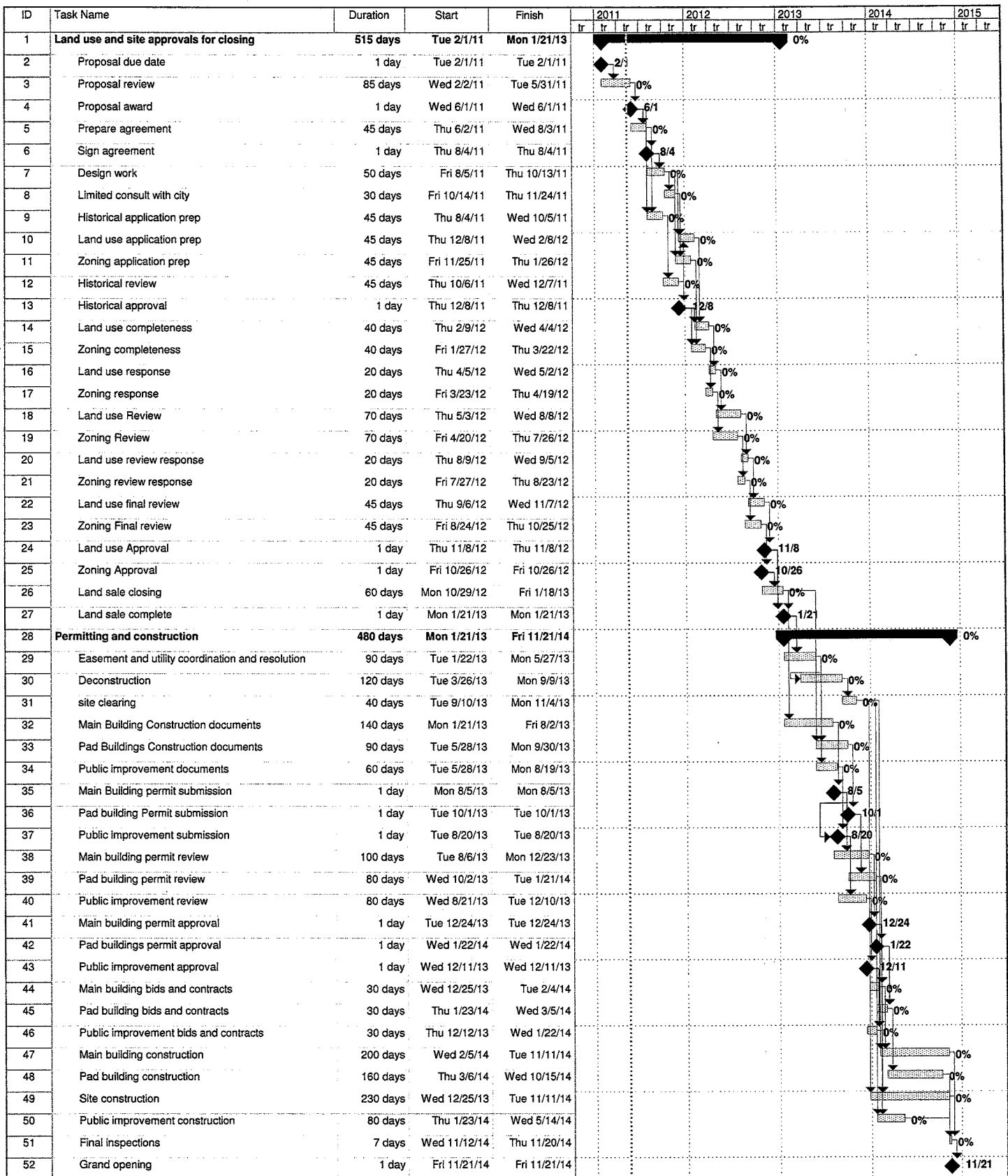
TIMING OF PROJECT

The project is divided into two major phases: "Land use and site approvals for closing" and "Permitting and construction." The first phase, land use and site approvals for closing, starts with the submission of our response to the School District's RFP and ends with completing the land sale. The phase duration is estimated at 455 days with the land sale complete on or about October 29th, 2013. Key milestones in this phase are proposal award, signing of the sales agreement, approval of historical application, land use approval, zoning approval, and land sale completion.

The second phase, permitting and construction, starts the day after the land sale is complete with design and engineering tasks and ends with the grand opening. The phase duration is estimated at 480 days, with the grand opening on or about August 29, 2014. Key milestones in this phase are main building permit submission, pad building permit submission, public improvement submission, main building permit approval, pad building permit approval, public improvement approval, and the grand opening. The schedule as presented is based on our experience working in Eugene and contains task durations appropriate for Eugene, however it does not include timing for third-party state land use appeals. There are always potential unforeseen variables that may affect individual task durations and or the entire project duration.

On the following page is a standard tracking Gantt chart schedule of the project as proposed. Note this schedule is for reference only and is not binding on either party.

SIGNIFICANT DATES	
Land Use Approvals	9/27/2012
Cash to SD J4	10/29/2012
Start of Construction	11/13/2013
Grand Opening	8/29/2014



Project: CS Schedule5-11-11revision
Date: Wed 5/11/11

Critical		Baseline		Project Summary	
Critical Split		Baseline Split		External Tasks	
Critical Progress		Baseline Milestone		External Milestone	
Task		Milestone		Deadline	
Split		Summary Progress			
Task Progress		Summary			

COMPATIBILITY WITH EXISTING LAND USE REGULATIONS

The current land use regulations that would be required as result of the Master Powell Development proposal would be as follows:

metro plan amendment and zone change

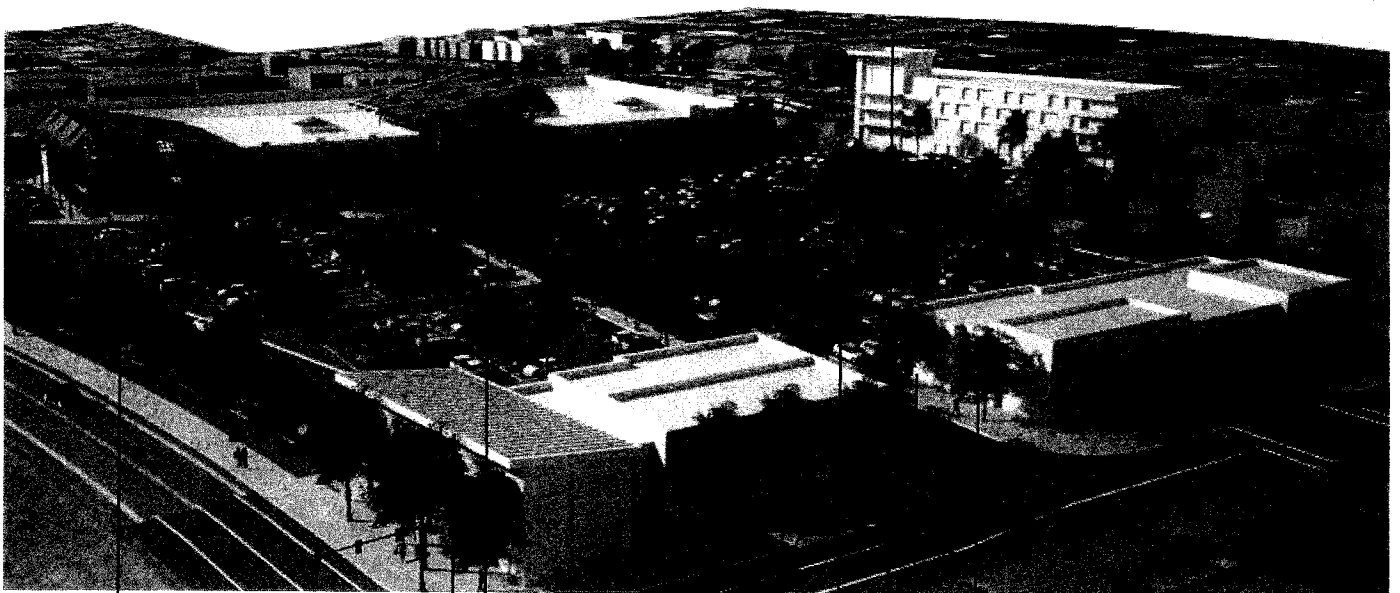
In short, the Metropolitan Area General Plan provides policy direction concerning the growth and development of the metropolitan area. Any changes to the plan must meet local approval and to be found consistent with the Statewide Planning Goals.

Currently, the plan designation for all the property is Medium Density Residential. Zoning of the property south of 20th is PL (Public Land) and zoning of the property north of 20th is R-2 (Medium Density Residential).

When PL property transitions to private ownership and before a development proposal could be processed, it is a requirement of the code to bring the zoning into compliance with the Plan Designation, which would mean rezoning from PL to R-2. This process alone would not require a Metro Plan Amendment.

However, given our plan for a mixed use development that would include both commercial and residential, and in order for the development to be successful, the property would need to be rezoned from Public Land to C-2 which would trigger the need for the Metro Plan Amendment Application.

Per EC 9.7700, this would be a Type II MetroPlan Amendment as it is site specific. A Zone Change Application would run concurrently with this application. The Type II MetroPlan Amendment would be processed as a Type IV application. Normally a zone change is a Type III process but when processed concurrently with a MetroPlan Amendment is bumped to a Type IV application.



Screening from Amazon Pkwy

Pedestrian connection linking
Willamette and Amazon Pkwy
Civic Pub

Neighborhood shops
Shopping Street
Housing

New
Street
Extension

Civic Plaza (Neighborhood
Gathering Place)

figure 5: view from Amazon Parkway looking south towards Civic Plaza

PROPERTY DEVELOPMENT DESCRIPTION

refinement plan amendment

This development site is included in the South Willamette Sub Area Study Refinement Plan. The Civic Stadium site is mentioned specifically as appropriate for medium density residential, which supports the current MetroPlan designation. Medium density residential use supports the compact urban growth concept of utilizing existing infrastructure and ensuring compatibility with surrounding uses. A change from this direction from this stated goal would require a Refinement Plan Amendment as well.

This would run concurrent with the MetroPlan Amendment, Zone Change, TIA and TPR.

traffic impact analysis and transportation planning rule (goal 12)

The purpose of the TIA is to ensure that developments that will generate a significant amount of traffic, cause an increase in traffic, or will result in levels of service that do not meet adopted levels of service will provide the necessary facilities to accommodate the traffic impact.

This study will be included in the MetroPlan Amendment and Zone Change.

A Goal 12 Transportation Planning Rule analysis (TPR) will need to be conducted as well. OAR 660-012-0060, sections 1 and 2, and 5 through 8 refer to existing and planned transportation facilities and the impact of any project on them. This project will trigger the need for this analysis as a part of the MetroPlan Amendment and Zone Change to allow local government to review for significant effects on the transportation facilities and the determination regarding mitigation.

planned unit development (pud)

It is highly likely the project will go through either a PUD and/or a Site Review overlay. The PUD provisions are designed to provide a high degree of flexibility in the design of the site and the mix of land uses.

Site Review is used as a mean to maintain or improve the character, integrity, and harmonious development of an area; address potential impacts; and to provide a safe, stable, efficient, and attractive on-site environment.

Both of these processes also allow for adequate public input to address issues of compatibility with existing neighborhoods and surrounding environment.

adjustment review

The adjustment review process is intended to encourage design proposals that respond to the intent of the code and creatively meet or exceed the specific development standards.

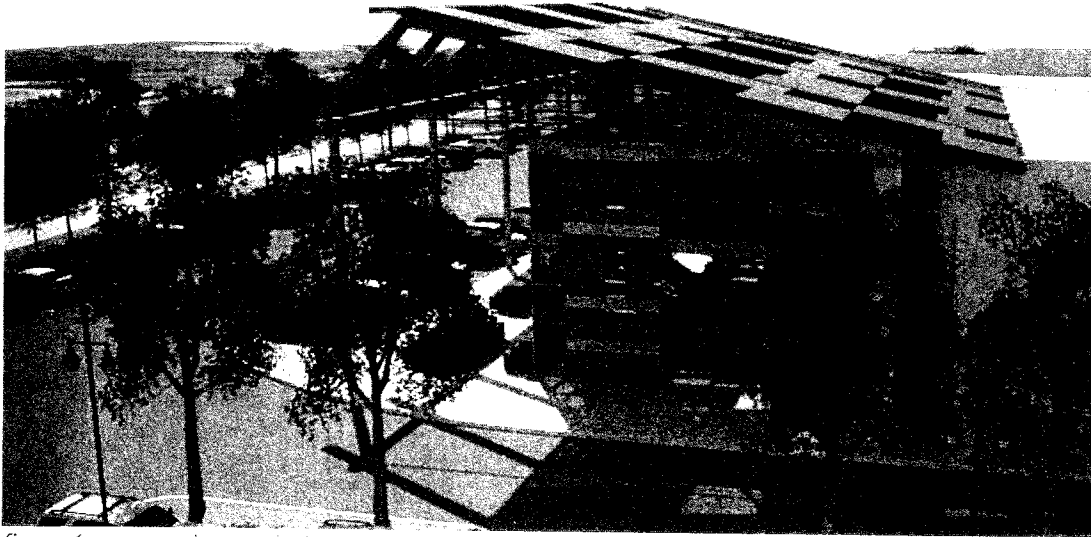


figure 6: perspective rendering of garden center at retail store



figure 7: perspective of main entrance at retail store

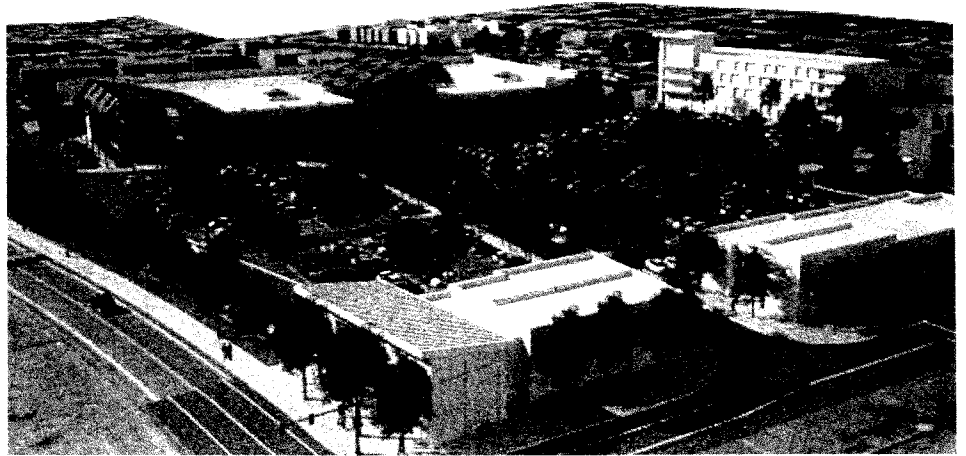


figure 8: perspective view from Amazon

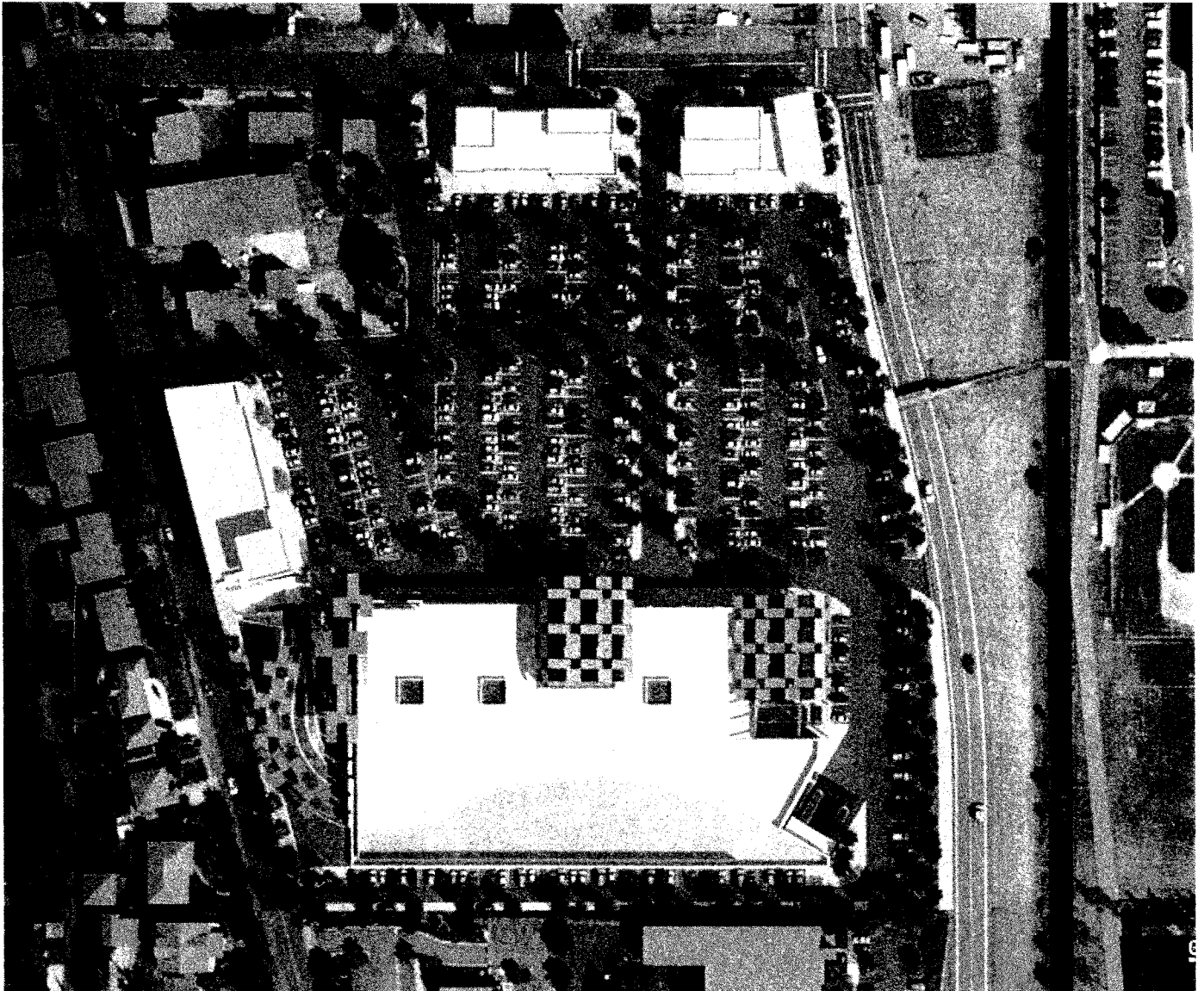


figure 9: site plan

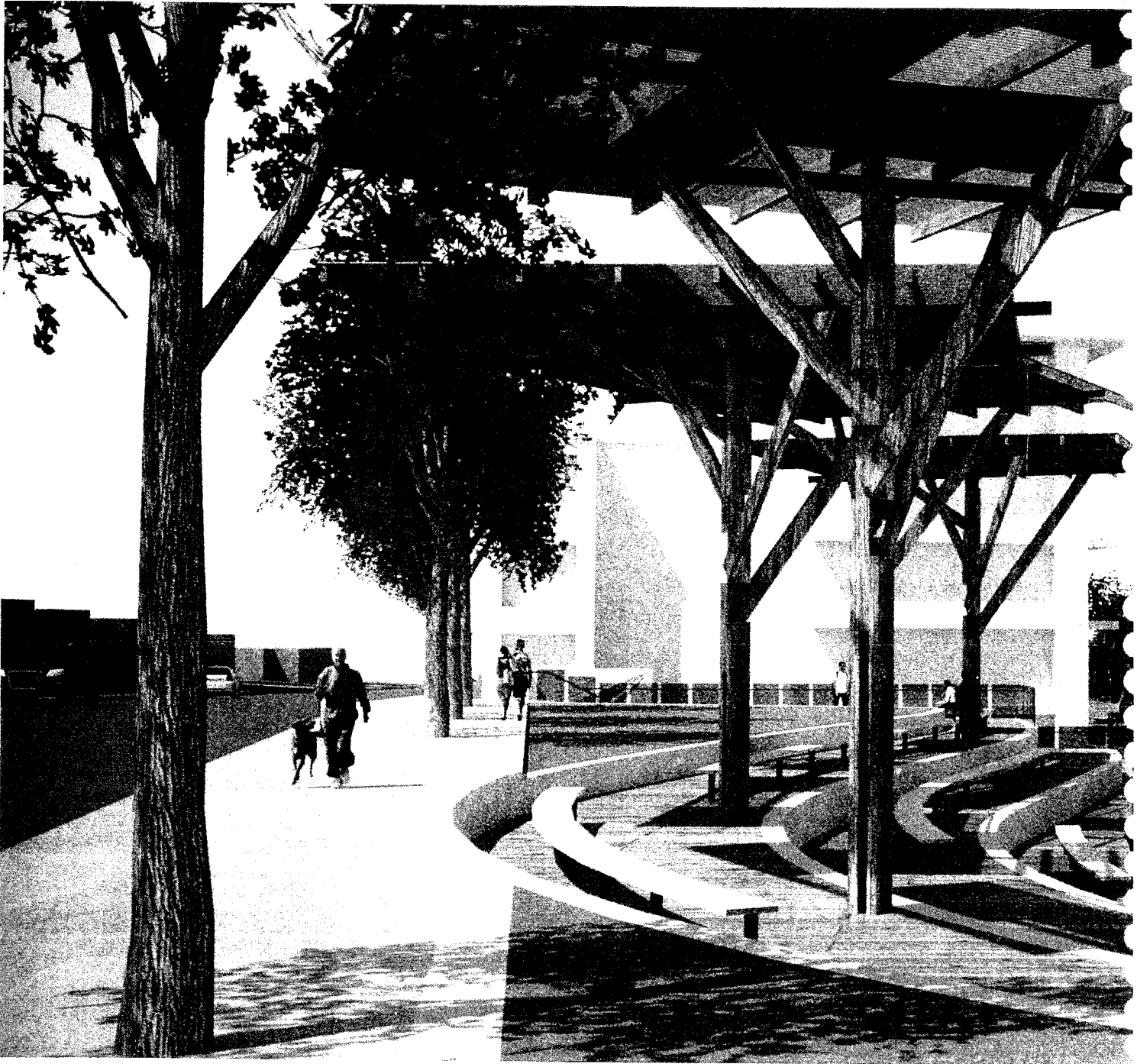
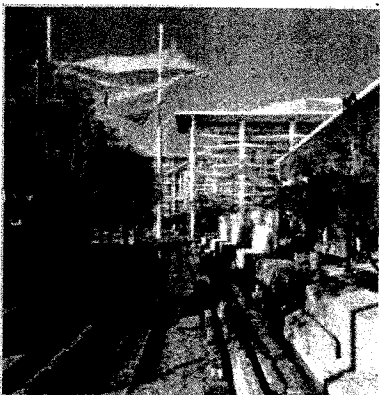
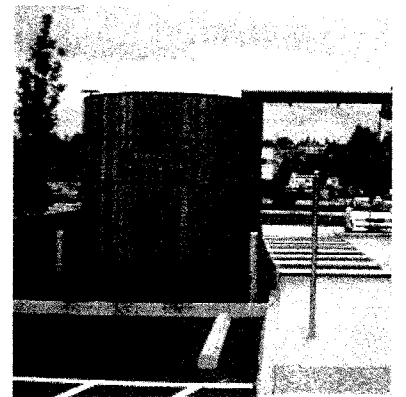
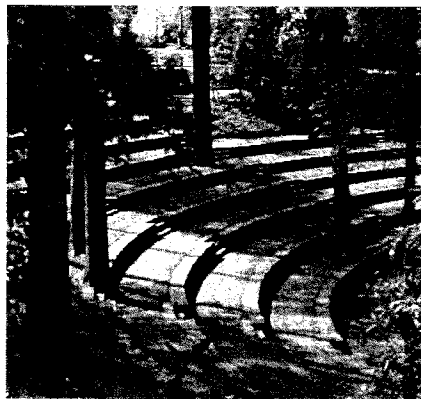
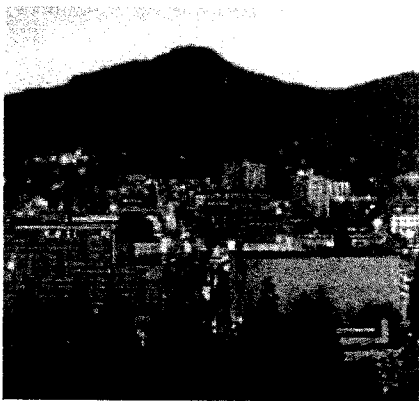
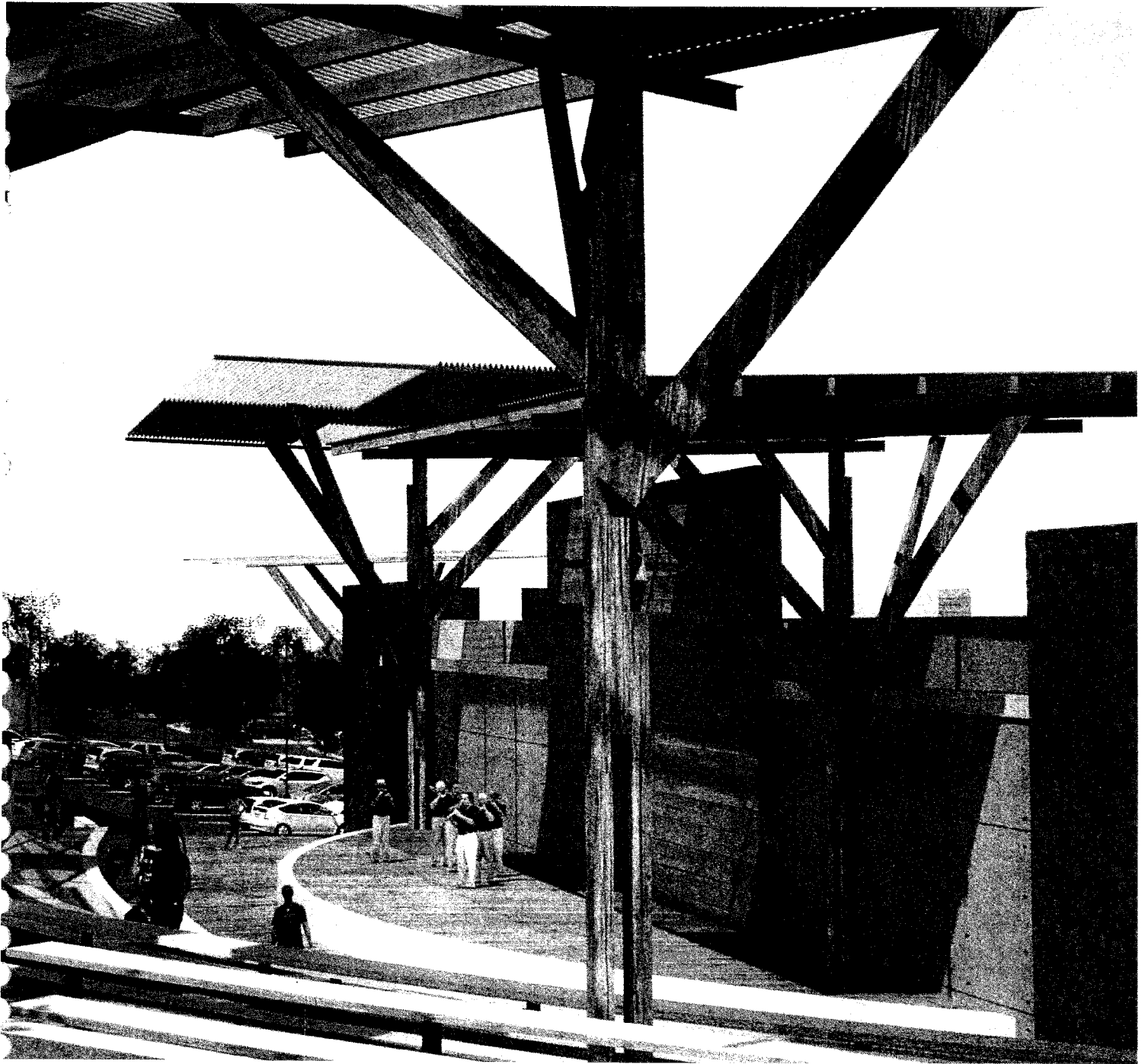


figure 10: perspective from Civic Plaza



PROPERTY DEVELOPMENT DESCRIPTION



ECONOMIC BENEFIT TO SD 4J

total purchase price

Total purchase price is: - \$4,750,000.00

Buyer is further willing to pay all actual operating and holding costs, this includes maintenance, insurance, property tax, etc. until land use approval is received not to exceed \$25,000.00 per year. After receipt of the correct land use approval and during the Design Review/permitting phase, Buyer will increase the annual, not to exceed amount to \$50,000.00 per year. This amount will be non-refundable but applicable towards the purchase price.

terms of purchase

Cash sale – no financing contingency.

LEASE PROPOSAL

- 20 year lease term with five (5) options to extend for an additional 10 years each.
- Rent will be \$27,500/month; \$330,000.00/year, with a 15% escalation every 10 years.
- Non-Subordination Ground Lease, subject to the normal lenders rights (Non-Disturbance/Attornment, right to cure, Quiet enjoyment agreement).
- Option to purchase (based on fmv appraisal) at end of initial 20 year lease term.
- First right of refusal to purchase the property in the event 4j decides to sell.
- Master/ Powell will pay for operational costs until land use approval not to exceed \$25,000.00 per year.
- Master/Powell will pay for operational costs after land use approval and during the Design Review/ permitting not to exceed \$50,000.00 per year.
- Master Powell will deliver to 4j \$330,000.00 (first years rent) as a refundable deposit.

conditions/contingencies and projected timeline to resolve

Sale or lease conditional on demolition approval from government and semi-government agencies acceptable to Buyer.

Sale or lease conditional on land use and zoning approvals acceptable to Buyer.

Sale or lease conditional on 4J requesting and receiving removal of the historical designation.

Sale or lease conditional on final Fred Meyer Capital Committee approval.

We expect these conditions to be resolved by January 21, 2013.

development proposal follow through assurance

Master/Powell Development is not proposing continued use of the stadium, therefore no assurance or protection is provided. Master/Powell would work with the City of Eugene to help facilitate the relocation of Civic Stadium.

requirement for fundraising and or public contributions

Master/Powell Development will not be relying on fund raising, capital campaigns, and/or public agency participation to raise capital for this proposal.

SCALE OF PROJECT

The plan described will require private investment. Our team is uniquely qualified to respond to this investment. To Master/Powell, this means public improvements will be maximized but offset by our team's resources, and private improvements will be delivered in the most cost-effective and expeditious manner. The community can rest assured that they are working with a resourceful team well versed in financing and building facilities of this scale. At this early stage in the development process only orders-of-magnitude estimates can be made. To meet the build-out described in the RFP, we anticipate the total development cost of Civic Village will likely be \$50-\$60M. This estimate includes land, hard costs for 136,500 SF of retail/restaurants and 56,400 SF of residential with structured parking, associated soft costs, and \$3-5M in public improvements.

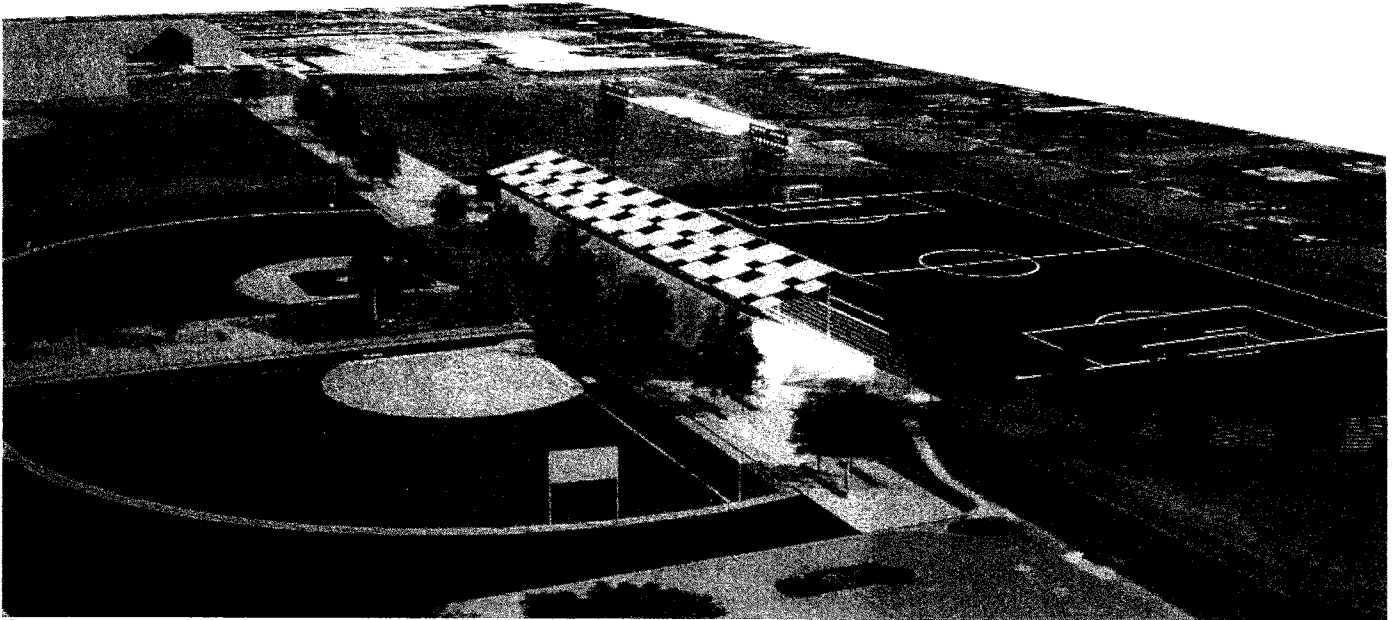


figure 11: perspective of possible relocation of stadium

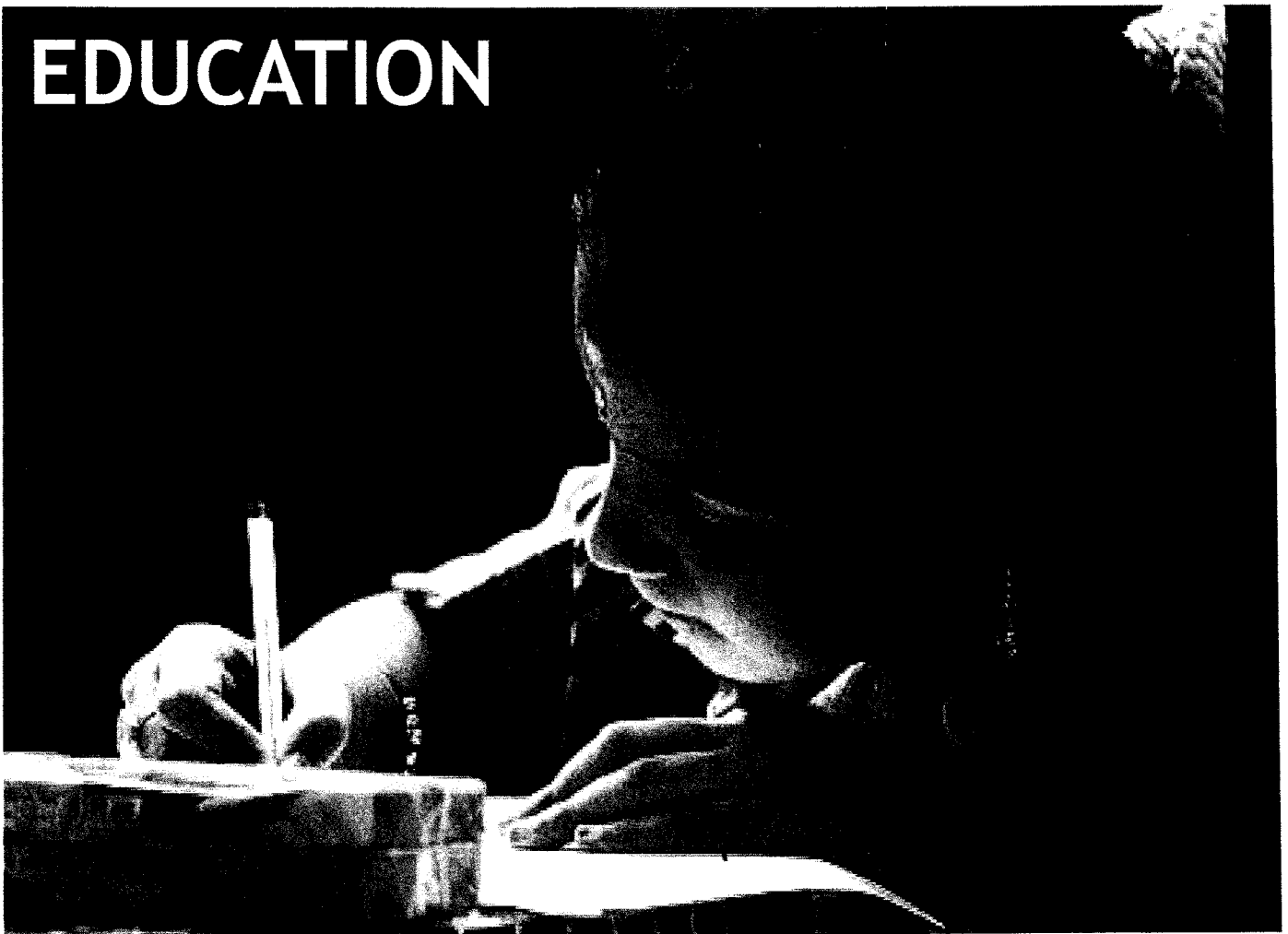


figure 12: perspective of possible relocation of stadium

A MASTER/POWELL DEVELOPMENT BENEFIT:

We have assembled a team that provides deep development experience and access to private financial resources that will require no public funding.

EDUCATION



ADDITIONAL BENEFITS TO SCHOOL DISTRICT 4J

Master/Powell - recognizes the importance of supporting our public education system in Eugene. We see that the Civic Village project will be beneficial to Eugene School District 4J in the following areas:

property tax revenue increase

Currently the properties are tax exempt. Following our redevelopment we estimate the total new tax income from Civic Village to 4J to be in excess of 400,000 per year.

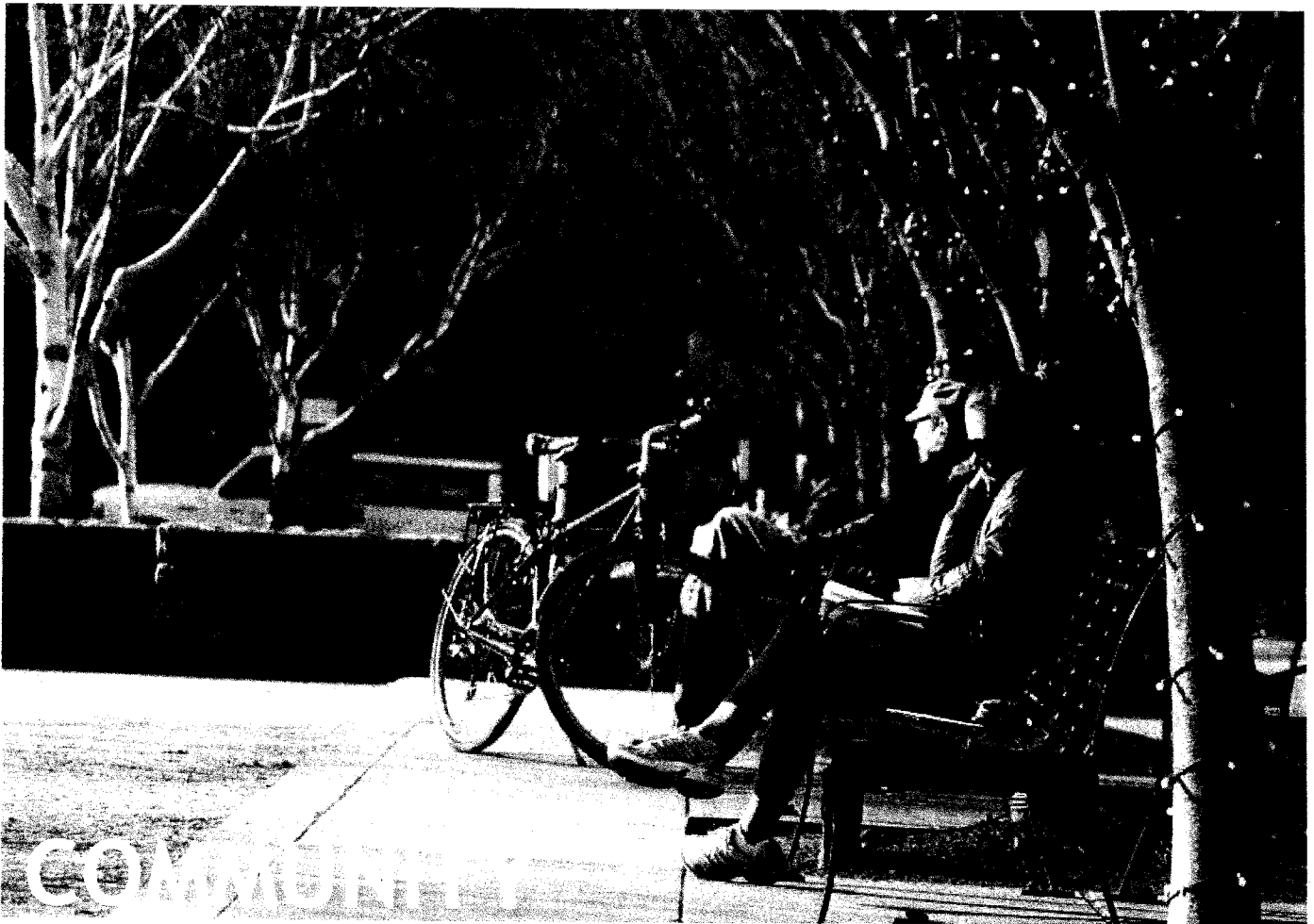
increase in enrollment

The proposed 49-unit new apartment complex would be made up of 50% 2-bedroom units, 40% 1-bedroom units, and 10% studio units. Using the National Housing Data* we expect there to be 7 to 13 school-aged children living in the village upon completion.

* National Multi-Housing Council.

sustainable future education program

Civic Village will provide a grant in the amount of \$10,000 to start up and support a sustainable future education program at South Eugene High school. This program would teach students how our daily lives effect water and energy consumption and what measures we as individuals and as a community can take to reduce our consumption and our impact on our environment. We would provide access and support for facility tours at Civic Village which would highlight the energy and water conservations measures used in the design and construction.



THE COMMUNITY BENEFIT

mixed use development

The compact nature of Civic Village's development creates a number of benefits for the community:

- Preservation of more open spaces and natural features.
- Reduction of development pressures on the remaining underdeveloped land in the area.
- Less land disturbances, fewer impervious surfaces which will reduce water run-off and drainage problems.
- Potential for increase in mass transportation systems.
- Less electricity and water consumption per housing unit (when comparing against single family housing).
- Cheaper and more efficient for public services to pick up trash and recyclables and deliver mail.
- Fewer infrastructure expenditures due to the area being already well served by public facilities.
- Public services, such as police and fire, are spread over a smaller geographic.
- Creation of a pedestrian-friendly and vibrant neighborhood.
- Convenient shopping, services, and amenities.

property tax revenue increase

Currently the properties are tax exempt. Following our redevelopment we estimate the total tax income from the property to the City of Eugene and Lane County government to be in excess of \$135,000 per year. This is in addition to the \$100,000 new tax income we estimate will be going to the 4J.

traffic flow

Civic Village will also provide a number of community and agency desired transportation improvements that will benefit the community at large. Most importantly, East 20th Avenue will be extended through to Amazon Parkway, completing a long sought/anticipated connection. It's further proposed that a traffic signal be constructed at the resulting Amazon Parkway/E 20th Avenue intersection. This intersection would provide a safe place for pedestrians and bicyclists to cross the roadway as well as a connection linking Amazon Parkway to Willamette Street.

These proposed transportation improvements support the City's long-term transportation system goals. The conversion of Willamette between 18th and 20th Avenues to a two-way street will improve the circulation between Oak and Pearl Street and improve vehicular connections between Pearl Street and Amazon Parkway. Further, Civic Village's location near existing LTD bus routes, designated bicycle routes, and pedestrian connections, supports the communities goal of less reliance on the automobile.

support for a local charity

Master/Powell Development plans to mill souvenir baseball bats from the salvage wood timbers to be sold as a charity fund raiser. The very highest quality boards from sections of the bleachers will be carefully removed, cleaned, and prepared for shipping. The boards will then be shipped to a baseball manufacturing company where commemorative bats will be turned out of the bleacher boards. The bats will be stamped commemorating Civic Stadium's history. These bats will be for sale to the public on the web and at the site with all proceeds going to the charity of School District 4J's choice.



fred meyer

Bringing a Fred Meyer to south Eugene means that we are bringing a regionally based company that takes pride in providing for communities in the Northwest. Here are some examples of how currently Fred Meyer benefits both local communities and Oregon as a whole:

- More than \$500,000 in donations to youth development, hunger reduction, military family support and cancer awareness and research (this includes coin box collections, which are generously donated by our customers and employees).
- Fred Meyer Fund grants in Oregon 2009 - \$333,525.
- Support Your Schools donations 2010 - \$25,000.
- American Cancer Society Relay for Life 2010: more than 79 Fred Meyer teams from Oregon stores raised more than \$126,000.
- Event Sponsorships: more than \$1 million in sponsorships of community and non-profit events across Oregon.
- More than 2 million pounds of food donated to Oregon Food Bank – Fred Meyer is the only retailer with all Oregon and SW Washington stores donating much-needed meat, dairy and produce.
- Executives on boards of CASA, SOLV, The Salvation Army, Boy Scouts, Classic Wines Auction, The Children's Hospital at Legacy Emanuel, YWCA of Greater Portland, Boys & Girls Aid Society, Camp Rosenbaum, 142nd Fighter Wing Community Foundation, American Diabetes Association, Providence Leadership Cabinet and Juvenile Diabetes Research Foundation.
- All three stores have Relay teams, raised over \$5,000.00 last year.
- Volunteers have participated in: Komen Race for the Cure, Polar Plunge, Food Drive for Lane County food bank, American Red Cross blood drive, Alton Baker Park Clean up, Teddy Bear Drive for Toys for Tots, Jr. Achievement Bowl a Thon.
- Eugene Marathon - provide food, value of about \$1500 retail.
- Eugene Komen for the Cure - sponsor of Survivor's Tent - in-kind food donation \$2,500 retail plus \$3,500 cash Oregon Bach Festival Sponsor 2010 - \$5,000.
- Presenting sponsor of the Red Cross Heroes breakfast, about \$10,000 value.
- Presenting sponsor of Special Olympics Polar Plunge statewide, and one of the Plunges is in Eugene, \$25,000 for the whole state plus towels and reusable bags, about \$10,000 value for the Eugene Plunge.
- Rotary Clubs of Lane Co. Annual Rotary Duck Race \$1,000 sponsor per year since 2004 Assistance League of Eugene \$5,000 in FM gift cards for them to shop with at-risk youth.
- Total corporate donations in the Eugene/Springfield market since 2009 = \$14,050.
- More than 80,000 pounds of food per year to Food for Lane County. This is our perishable donation program - much-needed meat and dairy products going into emergency food boxes and being kept out of landfills.



PRESERVATION/REUSE OF GRANDSTANDS

Studies of the current conditions of the grandstand and field have revealed extensive structural issues as well as hundreds of building code deficiencies. The facility is now in a state where it's unsafe to allow public occupancy. Numerous reports have detailed the extent of the damage to the structure and this damage has increased significantly since the last report. The code deficiencies vary from but are not limited to: structural integrity, seismic restraint, health, asbestos, fire protection, emergency egress, and handicapped accessibility. Here is a list of some of the issues that are the most vital as well as the most costly to fix in order to renovate Civic Stadium:

Code Deficiencies:

- Exit ways do not meet safety standards.
- Plumbing does not meet health standards.
- Electrical systems do not meet safety standards.
- Food prep areas do not meet health standards.
- Locker rooms do not meet health standards.
- No ADA accessible seating.
- No ADA restrooms.
- No ADA travel paths.

Structural Issues:

- Grandstands have rotted column bases, interior columns need seismic restraint systems, structural cross-bracing needs to be re-installed.
- Roof structure and light towers on top need to be replaced.
- Steel stands need to be replaced.
- Rot and decay of wooden bleachers, walkways, walls, flooring, seating, decking, needs to be fixed.
- Gutters and downspouts need to be replaced.
- Outfield fence needs to be replaced.

THE COST OF REPAIRS

We estimate the cost of these repairs and upgrades to be in excess of \$11,000,000. This amount is based on our updated analysis of Appendix I-Short Term Capital Cost, in the Proposed Finding of Fact. To attract a minor league baseball team the stadium and field must meet the league standards and we estimate the cost of meeting those standards to be an additional \$900,000. The total cost would now be approaching \$12,000,000.

potential uses for the renovated stadium

When looking at the potential uses of Civic Stadium there are only a couple options to consider: professional baseball, professional soccer, and an outdoor venue. For any of these options to be successful it is important to have a market large enough to support these ventures. We don't see that the Eugene market is sufficient in size to support a second minor league baseball team and the Eugene Emeralds have no intention of moving out of PK Park and back to Civic. We also see market size as an issue with bringing in a professional soccer team or having an outdoor venue. Currently no professional sports team organizations or teams have stepped up to the plate to utilize Civic Stadium. Another thing to take note of is that in Oregon there are only about 4 months of the year that an outdoor facility can be utilized. The rest of the year it would need continual upkeep and maintenance which adds to the costs to be considered when renovating Civic.

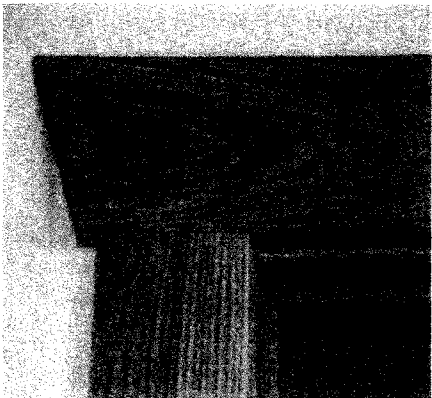
THE PLAN FOR RECYCLE AND RE-USE

Master/ Powell Development do not see that renovating Civic Stadium is a viable option. Instead we have decided to focus on how we can de-construct the stadium then salvage and reuse items from the structure. Some of our plans include:



the civic pub

Reuse timber framed roof sections and salvage elements to create the iconic "Civic Pub", a neighborhood scale restaurant built using two main sections of the stadium roof. The interior will potentially include many historical artifacts from Civic Stadium such as using old lockers as dining booths, the outfield scoreboard as a wall, and the old kitchen cooler door as a table top. Civic Pub will be a place to enjoy lazy lunches around the fire place or outdoor seating in the summer months. The Pub will serve as a catalyst to the pedestrian connection that is newly created at the corner of 20th and Amazon.



community use

Salvage as much lumber as possible for reuse and resale such as beams, joist, bleacher planks, siding, and flooring.

Salvage as much of the building accessories as possible for reuse and resale such as signage, doors and hardware, stairs, chalkboards, lockers, etc.

PRESERVATION/REUSE OF GRANDSTANDS

housing millwork

Mill interior trim lumber for new apartments out of grandstand support lumber. This lumber could then potentially be used for wood paneled highlight walls in common areas or coat rack and shelving units in the apartments.

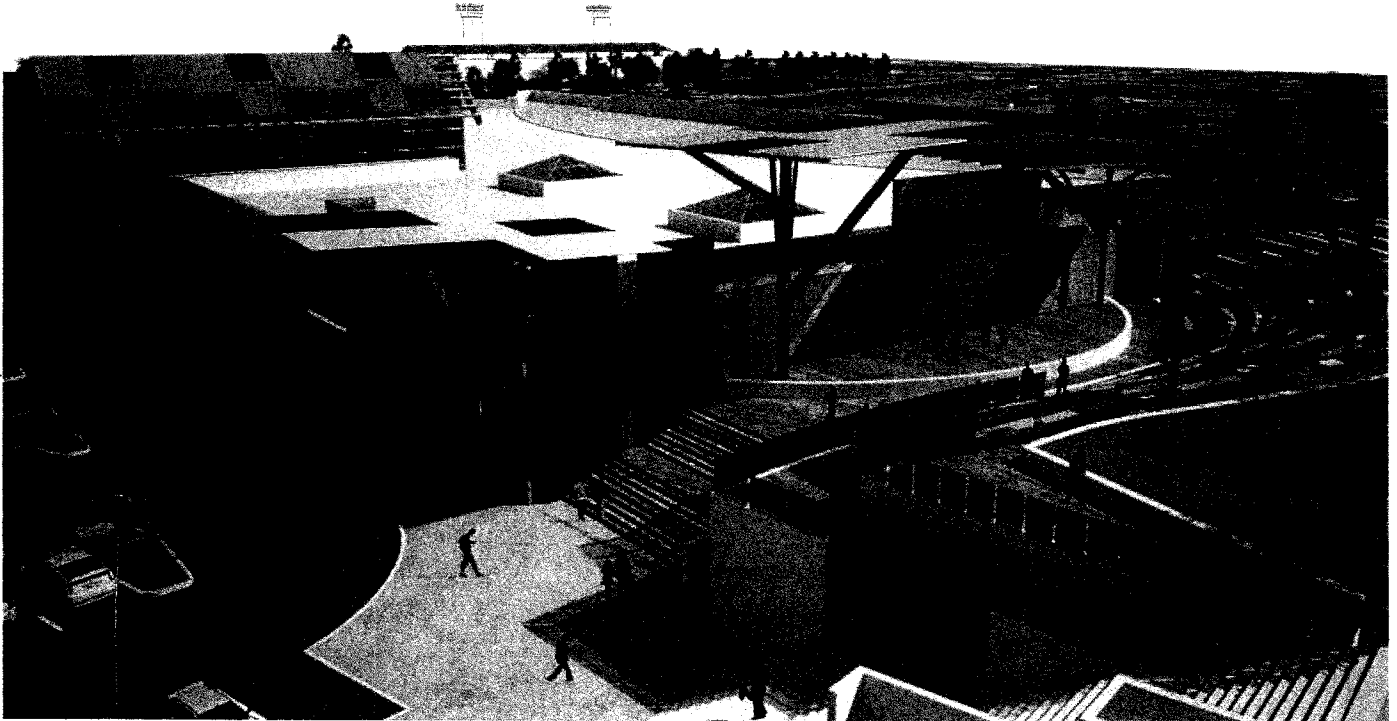
iconic site elements

Reuse the stadium's structural timber to recreate "tree's" on the site—reminiscent of the underside of the stadium structure—to create iconic site amenities that recall the scale and material of the stadium at a pedestrian scale.

Additionally, re-purpose the lumber from the stadium roof framing to create light poles, benches, bike parking covers and other site amenities that reflect the character of the stadium.

amphitheater

Recreate bleacher concept to create an outdoor neighborhood gathering entertainment area. Seating, outdoor dining tables, and a back drop for the stage could all potentially be created using reclaimed timber.



THE BENEFIT OF DECONSTRUCTION

Listed here are some benefits of deconstruction:

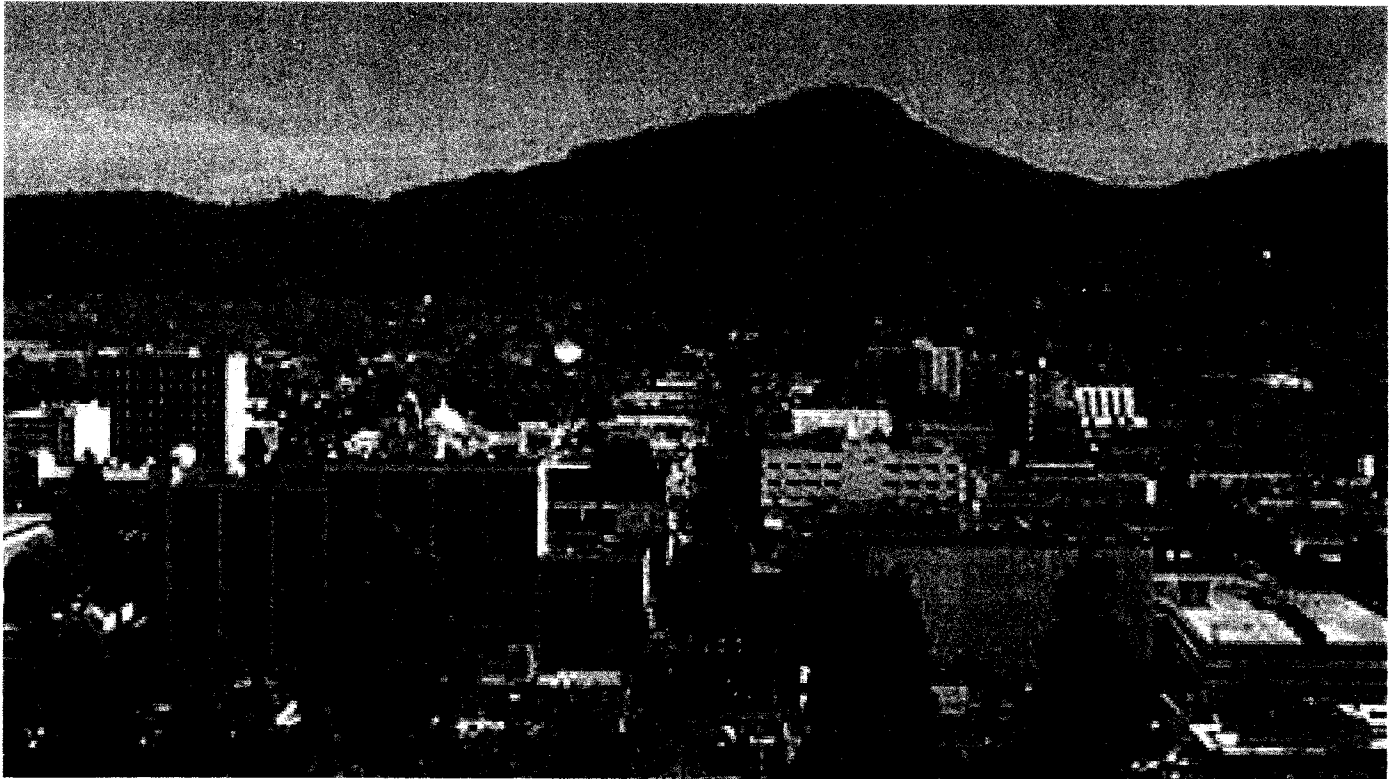
- New project will have a high quality of finish because of the quality of the reused materials.
- No production is necessary when using salvaged materials, this eliminates the chemicals and harmful gases that would otherwise be released into the environment during manufacturing of new materials.
- No energy is consumed create them. Another environmental benefit of salvaged and recycled building materials is that no use of virgin natural resources as the material already exists.
- The stadium will live on in new buildings at the site and elsewhere.

NATIONAL REGISTER OF HISTORIC PLACES LISTING

Although Civic Stadium is listed on the National Register of Historic Places, the regulations that come with this historical designation differs from federal, state, and city levels. Master/Powell Development has looked at each of these governing levels to figure out the best possible solution when dealing with the historical status of Civic Stadium.

At the federal level the Code of Federal Regulations describes the “effects” of listing a property in the National Register in 36 C.F.R. § 60.2. The National Register helps to “identify the Nation’s cultural resources and to indicate what properties should be considered for protection from destruction or impairment”; however, such “[l]isting of private property on the National Register does not prohibit under Federal law or regulation any actions which may otherwise be taken by the property owner with respect to the property.” 36 C.F.R. § 60.2. Thus the means to protect historic properties from destruction or demolition primarily reside with the state and local governments. In other words, the National Register is merely a “planning tool.” *Id.* at § 60.2(a). And federal law only provides grants-in-aid and tax credits to owners of historic property.

With the “protective authority” being placed at the state and local government level, we must refer to the regulations that the State of Oregon and City of Eugene hold for historic properties. In Oregon, a public entity cannot own “historic” property: a property loses its classification as “historic” and its special assessment when that property is transferred to “a governmental or nonprofit entity that is exempt from property taxation.” ORS 358.515(1)(b). Also, much like the federal level, the ORS provisions covering “historic property” provide no prohibition against destruction or demolition of historic property. (Refer to *Cf. Norwalk Preservation Trust, Inc. v. Norwalk Inn and Conference Center, Inc.*, 2008 WL 544508 *1, a Connecticut statute that “makes clear that National listings are protected in state enforcement [from demolition in certain circumstances]”).



PRESERVATION/REUSE OF GRANDSTANDS

In the City of Eugene, if the city has designated certain property as "historic" under EC 9.8160 and 9.8165, no person may demolish that property "unless the planning director has approved, with or without conditions, an application to do so and a demolition permit has been obtained from the city manager." EC 9.8180. Further, before applying for a demolition permit, the property owner must hold a pre-application conference with local authorities. Id. at 9.8160(3). To establish its application as complete, the property owner must show that in the last year it has solicited purchase offers for the property by giving notice of sale and:

- (a) Listing the property for sale in both The Register Guard and Oregonian at least six times and at regular intervals;
- (b) Posting and maintaining visible for sale sign(s) on the property as specified by the planning director;
- (c) Making a financial prospectus on the status of the property available to interested parties; and
- (d) Preparing and submitting a historic property mitigation report.

Another regulation to take note of is that in the City of Eugene if the property was designated "historic" by a local government, then OAR 660-023-0200(6) expressly provides: "The local government shall allow a property owner to remove from the property a historic property designation that was imposed on the property by the local government." Such removal is easy to obtain if the person owns the property for which the request is made; the State of Oregon requires the City of Eugene to remove the designation if the owner of the particular property requests it. OAR 660-023-0200(6); EC 9.8170(2) ("The [Eugene] planning director shall remove a historic property from the local list of landmark designations if any of the following conditions are met: (1) Upon verification that the historic landmark is demolished or moved. (2) The property owner requests that the local historic landmark designation be removed.").

There are two options that are presented to us, either we go through the arduous and time-consuming process that may allow us to deconstruct Civic Stadium without removal of the historic designation or the owner asks the City of Eugene for Civic Stadium to be removed from the National Register of Historic Places. Due to the lengthy and difficult process of obtaining approval from the planning director as well as obtaining a demolition of historic property permit from the City, the best option is to have the property owner apply for a removal of the designation at the city level. As part of the conditions of the sale agreement, Master/Powell Development would like SD 4J to make this request. Master/Powell will then apply for a demolition permit on a non-historic site.

PROPOSER QUALIFICATIONS AND EXPERIENCE

MASTER DEVELOPMENT

Development Partner

Steve Master began his investing and development career in January of 1994, developing hundreds of acres of high-end residential estate lots.

Steve Master

Founder

steve@masterequity.net

541-743-8111

In 2000, Mr. Master created Master Towers which quickly became the largest cell-tower owner and manager in the Pacific Northwest.

835 E Park St

Eugene, Oregon 97401

After selling Master Towers, Mr. Master continued investing by branching off into commercial, office, and mixed-use real estate, focusing on the redevelopment of properties in proven commercial areas. Mr. Master and his affiliates own two recently completed projects consisting of over 46,000 square feet of retail space. Ground broke for these projects at the height of the real estate boom in 2006. Despite the downward spiral of the economy and the challenges it posed, one location is 100 percent leased and the other is over 85 percent leased. This serves as a strong indication of the desirability of Mr. Master's retail locations and the resilience of recent development efforts in the face of a challenging economic environment. Over the years, these national and local tenants have flourished under MCM's hands-on, locally focused management strategy. As commercial real estate continues to suffer, Mr. Master has turned his focus to student housing developments on and near college campuses that are experiencing year after year enrollment growth. This focus is evident in The Orbit, a recently completed boutique student housing project near the University of Oregon campus. Phase one of The Orbit's construction was completed in August of 2010 and in September 2010 The Orbit was 100 percent leased.

Since 1994, Mr. Master has executed over 30 real estate projects. Mr. Master continues to innovate by seeking to unlock hidden value from development with clear discipline and sound exit strategies.

project experience:

- The Orbit- 17,569 sq. ft student housing complex located near the University of Oregon campus.
- Coburg Station- 29,750 sq. ft. commercial complex, located in Eugene, OR.
- Uptown Plaza- 14,775 sq. ft. commercial complex, located in Eugene, OR.
- Valley River Station- 40,000 sq ft. commercial complex located across from Valley River Center in Eugene, OR.
- Coburg & Willakenzie- 20,985 sq ft commercial complex located in Eugene, OR.
- Opus Building- 96,730 sq ft commercial space located in Vancouver, WA.

POWELL DEVELOPMENT

Development Partner

Peter Powell

Founder

peter@powelldev.com

425-284-5050

2625 Northup Way

Bellevue, Washington

98004

In 1983, Peter moved to Washington to head up the newly-created development division where he became vice president of development at Lloyd Powell & Associates. In 1987, the Powells joint-ventured with Hillman Properties Northwest in Portland to develop and construct nine projects under the name Hillman Powell. Powell Development Company was formed in 1989 with Peter Powell as president and Lloyd Powell as chairman of the board. Among the many projects that Peter has developed is Glisan Street Station in Portland, Oregon. This unique project places 102 apartment units above 22,000 square feet of retail shops.

Powell Development Company has developed and/or built for Albertsons, Safeway, QFC, Target, Costco, Lowe's, and Fred Meyer in the Northwest markets. Powell Development Company recently completed their 51st Albertsons store making Powell the largest Albertsons developer in the United States. Powell Development is also a Walgreens preferred developer for the Pacific Northwest. Powell Property Management was structured within Powell Development Company in 1986. The current property management department manages in excess of 2.0 million square feet of neighborhood grocery/drugstore shopping centers in three states with two full-time property managers. Prior to 1998, Powell Development Company constructed many of the properties it developed. In 2001, Powell Construction Company was formally structured as an independent subchapter S corporation performing the construction of and tenant improvements for the centers Powell develops.

project experience:

- Bonney Lake Center
- Hunters Crossing
- Glisan Street Station
- Burien Plaza
- Keizer Creekside
- Chambers Creek
- Meridian Square
- Design Market
- River Falls
- Fairwood Square
- Royal West
- Five Corners
- Sunset Square
- Park Manor
- Trader Joe's
- Puget Park
- Troutdale Commons
- 15 Walgreens
- Lakewood Crossing
- Blockbuster/Starbucks
- Bank of Fairfield

SCHIRMER + ASSOCIATES

Land Use Planner

Carol Schirmer

Founder

carol@schirmerassociates.com

541-685-4540

375 West 4th, Suite 201

Eugene, OR

97401

Carol contributes over twenty one years of professional experience in a range of landscape architecture and land use planning projects. Positions in offices in both Boston and Oregon have provided her with extensive experience in design, technical skills and project management with an emphasis on market rate and affordable housing projects and commercial development. Carol has acted as project manager for master planning projects, residential gardens, park projects, and has worked extensively on commercial development projects throughout the Willamette Valley, Washington, Alaska, the Oregon Coast and eastern Oregon.

Land Use Planning has also been a particularly successful component of the business as well, for over ten years, to include Site Review, Conditional Use Permits, Subdivisions and Planned Unit Developments. She and members of her office enjoy exceptionally positive relationships with city staff members from both Eugene and Springfield.

project experience

Westgate — Multi-Use (commercial / 35 unit market rate residential)

Location: Eugene, OR

The Sonja — 36 unit market rate residential

Location: Eugene, OR

Bi-Mart — 29 locations through Oregon, Washington and Montana

Coburg Commercial — Commercial: 4 acres and 60,000 sf of commercial

Location: Eugene, OR

The Pavilion — Commercial / Residential

Location: Eugene, OR

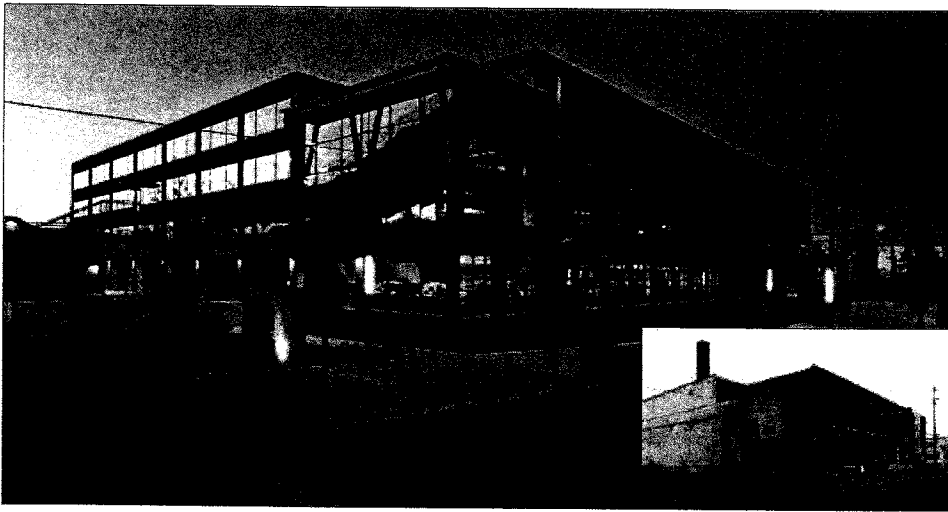
Coburg Station — Commercial Location: Eugene, OR

Uptown Plaza — Commercial

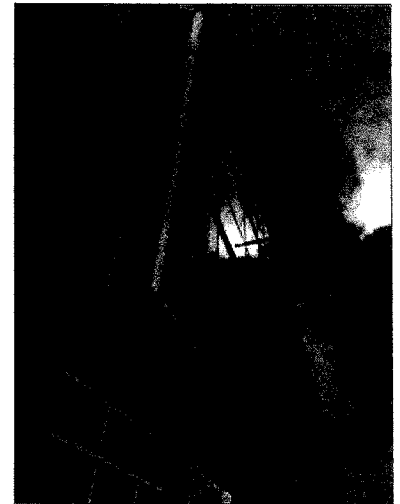
Location: Eugene, OR

The Jewel on Bailey Hill — 33 acre / 120 unit Planned Unit Development

Location: Eugene, OR



RiverEast Center, Portland, Ore.



Architect/Urban Design/
Transportation Planning

Christine McKelvey
Senior Associate

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Portland, OR 97214

GROUP MACKENZIE

Established in 1960, Group Mackenzie offers architecture, interior design, civil and structural engineering, landscape architecture, and land use and transportation planning services from offices in Portland, Ore., and Vancouver and Seattle, Wash. The firm's multidisciplinary approach ensures projects, clients, and communities benefit from greater collaboration, increased coordination, and enhanced communication. The company's design practice is highly diversified, with multiple areas of expertise, including master planning and site design; mixed-use, retail, and commercial design; urban infill; infrastructure; civic and educational facilities; advanced technology projects; and industrial distribution and manufacturing facilities. Clients are a mix of public and private entities.

Exceptional design is an integral part of Group Mackenzie's continued success. Through a collaborative design process, the firm is responsive to its clients, the community, and the site. In addition to the aesthetics of a project, Group Mackenzie concentrates on constructability and durability, creating designs that are functional, cost effective, and sustainable.

Group Mackenzie emphasizes sustainability not only in the firm's work, but in its workplace. For the firm's new headquarters, Group Mackenzie worked with the Portland Development Commission, the city's Bureau of Environmental Services, and building owner/developer, Rivers East LLC, to redevelop a blighted 1951 warehouse on the bank of the Willamette River into a LEED Gold-certified mixed-use building housing commercial office, retail and non-profit tenants. The project included development of pedestrian plaza connection to the Eastbank Esplanade and model stormwater facility with educational signage coordinated through BES.

In its recently released design guidelines for retail developments, METRO highlighted the firm's design for the Old Town Square mixed-use development in Wilsonville, Oregon, as an example of innovative renovation and reuse design. Currently under construction, the development's design recognizes and honors the site's historic qualities, including preservation of orchard trees and restoration and renovation of a historic church for adaptive reuse. As part of the design process, Group Mackenzie participated in an extensive series of community workshops, Design Review Board presentations, and City Council meetings.