

PROCUREMENT SUMMARY

NORTH HOLLYWOOD JOINT DEVELOPMENT/PS5186000

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| 1. | Contract Number: PS5186000 | |
| 2. | Recommended Vendor: Joint Venture Group, Trammell Crow Co. and Greenland USA | |
| 3. | Type of Procurement (check one): <input type="checkbox"/> IFB <input checked="" type="checkbox"/> RFP <input type="checkbox"/> RFP-A&E <input type="checkbox"/> Non-Competitive <input type="checkbox"/> Modification <input type="checkbox"/> Task Order Joint Development | |
| 4. | Procurement Dates: | |
| | A. Issued: December 4, 2015 | |
| | B. Advertised/Publicized: December 4, 2015 | |
| | C. Pre-proposal/Pre-Bid Conference: N/A | |
| | D. Proposals/Bids Due: April 8, 2016 | |
| | E. Pre-Qualification Completed: N/A | |
| | F. Conflict of Interest Form Submitted to Ethics: N/A | |
| | G. Protest Period End Date: N/A | |
| 5. | Solicitations Picked up/Downloaded: 2 | Bids/Proposals Received: 1 |
| 6. | Contract Administrator: Jesse Zepeda | Telephone Number: (213) 922-4156 |
| 7. | Project Manager: Wells Lawson | Telephone Number: (213) 922-7217 |

A. Procurement Background

This Board Action is to approve the Short Term Exclusive Negotiation Agreement (Short Term ENA) and Planning document issued in support of community outreach and project scoping regarding a mixed-use real estate development of Metro-owned property at the North Hollywood station.

A two-step procurement process was used in order to obtain the broadest competition for this Joint Development opportunity which is larger and more complex than typical Joint Development projects.

Step One, or Request for Interest and Qualifications (RFIQ), issued March 2, 2015, was for the selection of potential developers based on qualifications, track record, financial capacity, and preliminary conceptual plans. Step Two, or Request for Proposal (RFP), was for the selected potential developers to respond to the detailed RFP to provide a development plan for each site along with a financial proposal and phasing schedule. The RFIQ presented an opportunity to as many firms as possible without creating undue burdens on developers and staff in preparing and reviewing the submittals, respectively.

The RFIQ and RFP were issued in accordance with Metro's Joint Development Policy and will result in a Short Term ENA.

Three amendments were issued to the RFP:

- Amendment No. 1, issued on February 4, 2016, provided responses to five questions received;
- Amendment No. 2, issued on February 4, 2016, provided North Hollywood Station Entrance Plan Sections; and
- Amendment No. 3, issued on March 3, 2016, provided responses to five questions received and a due date extension to this RFP.

A pre-proposal conference for this RFP was not necessary.

One joint venture proposal was received on April 8, 2016.

B. Evaluation of Proposals/Bids

A Proposal Evaluation Team (PET) consisting of staff from Metro's Joint Development (JD) team and City of Los Angeles was convened and conducted a comprehensive technical evaluation of the proposal received.

The proposal was evaluated based on the following evaluation criteria:

1. Vision (10%)
2. Design (25%)
3. Financials (25%)
4. Implementation (20%)
5. Community Benefits (20%)

The evaluation criteria are appropriate and consistent with criteria developed for other, similar Short Term ENAs. Several factors were considered when developing these weights, giving the greatest importance to the design, financials and implementation.

Two firms, Trammell Crow Co. and Greenland USA, were short-listed firms from the RFIQ phase. The two firms partnered under a cost sharing agreement to submit one joint venture proposal in response to the RFP.

Distribution of the proposal was held on April 11, 2016, to the four PET members. Clarification discussions were held on April 28, 2016, with the joint venture, Trammell Crow Co./Greenland USA team, to answer PET members' questions. During the discussions, the team focused on the components of the proposal that address the requirements of the RFP, the joint venture team's experience with all aspects of the required tasks, and each firm's commitment to the success of the project. The joint venture team was asked questions relative to the team's proposed alternatives and previous experience. On May 2, 2016, final evaluation scores were determined.

Qualifications Summary of Firms

TRAMMEL CROW AND GREENLAND USA

The joint venture proposal brings together the strengths of the two teams: Greenland USA with its expertise in larger master-planned projects and bold design; and Trammell Crow Co. for its expertise with transit-oriented revitalization projects, public-private partnerships and local knowledge.

The proposal articulates a project vision that fundamentally follows the objectives identified in the Board adopted Development Guidelines provided in the RFP and includes specific strategies for achieving a variety of shared community and Metro goals for the site, including generating economic development benefits and opportunities, increasing ridership, supporting active transportation, and meeting Metro's infrastructure needs.

The proposal identifies a baseline development scenario along with a more intensive scenario in order to illustrate the full potential of the site with the support of other grants and public financing tools. A variety of opportunities to support a more comprehensive development program with public financing sources such as the formation of an Enhanced Infrastructure Financing District , Federal and State grants and loans, and other local partnerships.

| | Trammell Crow Company/Greenland USA | Average Score | Factor Weight | Weighted Average Score | Rank |
|----------|--|----------------------|----------------------|-------------------------------|-------------|
| 1 | Vision | 85 | 10.00% | 8.5 | |
| 2 | Design | 85 | 25.00% | 21.25 | |
| 3 | Financials | 72.5 | 25.00% | 18.13 | |
| 4 | Implementation | 92.5 | 20.00% | 18.5 | |
| 5 | Community Benefits | 85 | 20.00% | 17 | |
| | Total | | 100.00% | 83.38 | 1 |

C. Background on Recommended Developer

The recommended firm is the joint venture, Trammell Crow Co. and Greenland USA. Trammell Crow Co., founded in 1948, is one of the nation's leading developers and investors in commercial real estate. Greenland USA, founded in 2013, is a leading developer of residential and commercial properties that both transform communities and exemplify modern living.

Trammell Crow Co. has developed or acquired nearly 2,600 buildings valued at nearly \$60 billion and over 540 million square feet. It is dedicated to building value for its clients with professionals in 16 major cities throughout the U.S. The company

serves users of, and investors in, office, transit oriented developments, multifamily, industrial, retail, healthcare, hotel, public tax-exempt, adaptive reuse, and mixed use projects. For those who occupy real estate, Trammell Crow Co. can execute the development or acquisition of facilities tailored to meet its clients' needs. For investor clients, the company specializes in joint venture speculative development, acquisition/re-development ventures, build-to-suit development, or providing incentive-based fee development services.

Trammell Crow Co. Los Angeles business unit provides more than 40 years of experience and expertise in development, investment and construction of 36.5 million square feet of office, mixed use, retail and industrial space in excess of \$10 billion. It is committed to creating the right product in the right market while supporting quality economic growth for our community.

Greenland USA couples its extensive international track record, commitment to design innovation, quality and efficiency, and its local market expertise to bring landmark properties to fruition. Its strategic acquisitions, including the development of Pacific Park in New York City and Metropolis in downtown Los Angeles, exemplify its vision for properties that are amenity-rich, catalyze local economies and foster the growth of the surrounding communities.

Greenland USA partners with the best in the business, as with the successful partnership on the Metropolis project; the more than \$1 billion mixed-use project in downtown Los Angeles sits on a 6.3 acre parcel of land that sat vacant for nearly 25 years until Greenland USA's acquisition in January 2014. Comprised of three residential towers, a boutique hotel and a curated retail experience, upon completion, Metropolis will truly redefine the Los Angeles streetscape, skyline and lifestyle.

Greenland USA is committed to creating properties that will become the cornerstone of their communities. It takes a holistic and long-term view at each of their projects because they are driven by the promise of what urban centers can become in the U.S

D. DEOD Summary

Metro strongly encourages partnerships with Community-Based Organizations (CBO) that provide affordable housing and other community serving programs and uses to its joint development sites as part of the Development Team.

Metro also encourages Development Teams to create opportunities to include Metro-certified SBE/DBE and DVBE firms in their projects, through professional or construction services.

CBO participation on the Development Team: The Affordable Housing Developer is the Cesar Chavez Foundation.