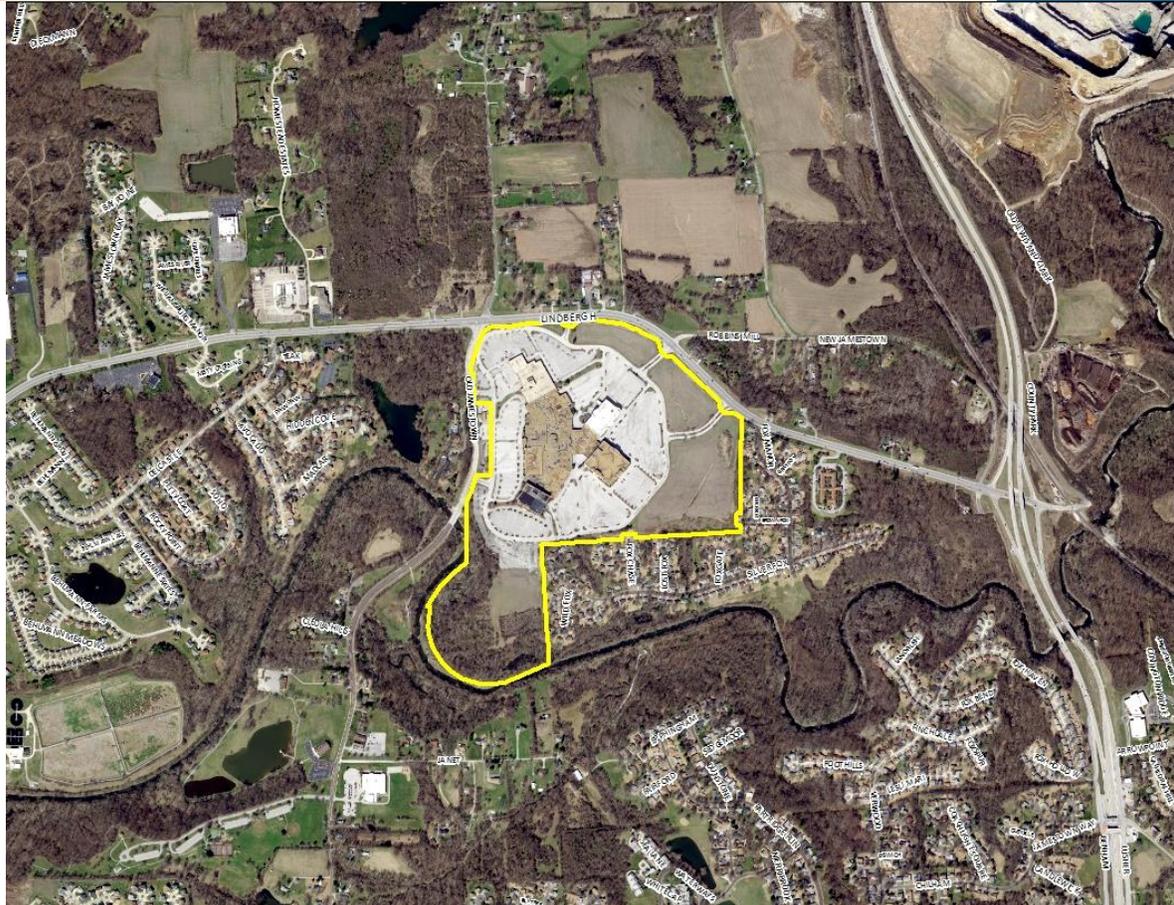


2018

Request for Proposals

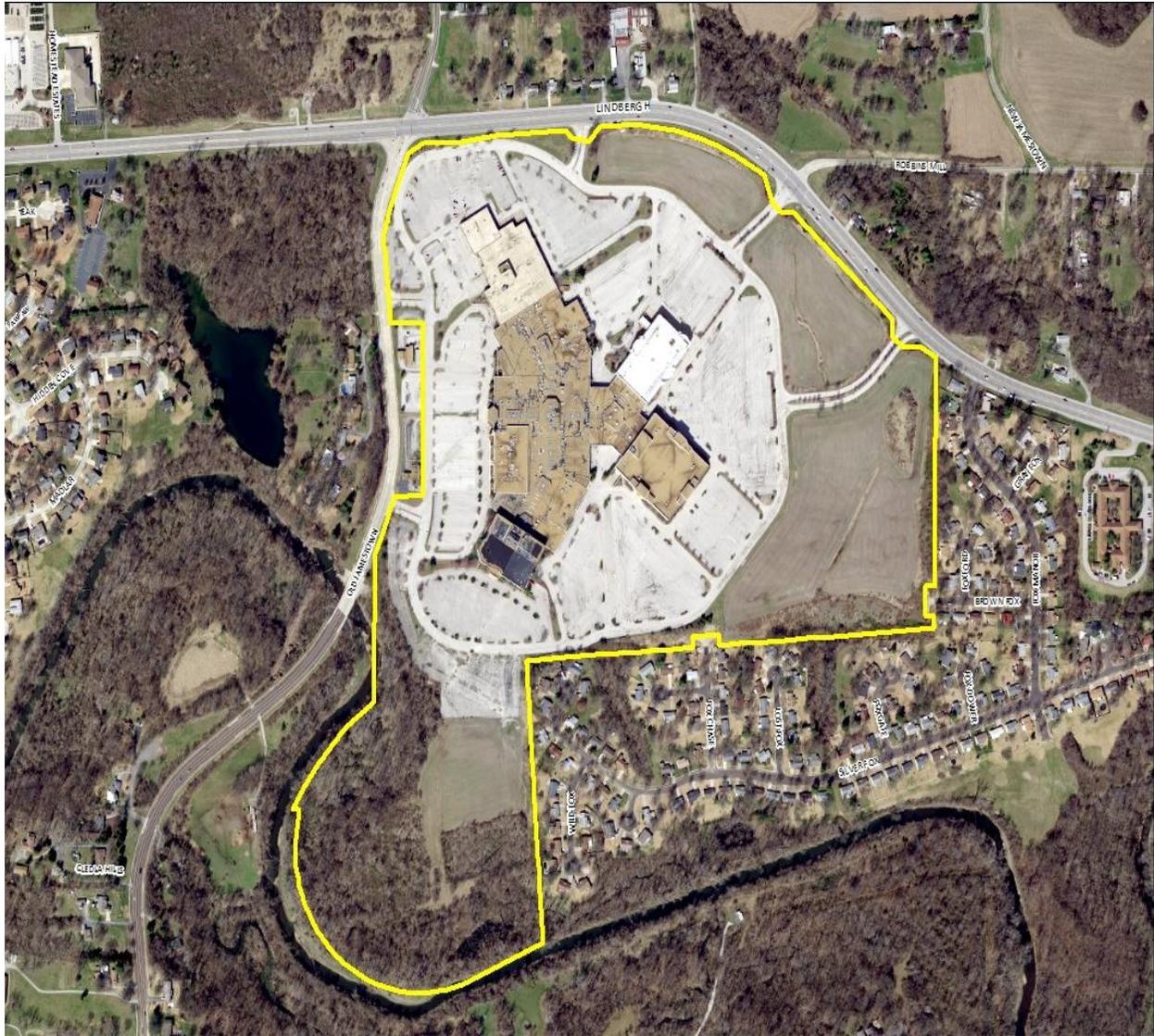


**To Purchase and Redevelop
the former Jamestown Mall
Property in St. Louis County**

Responses due:

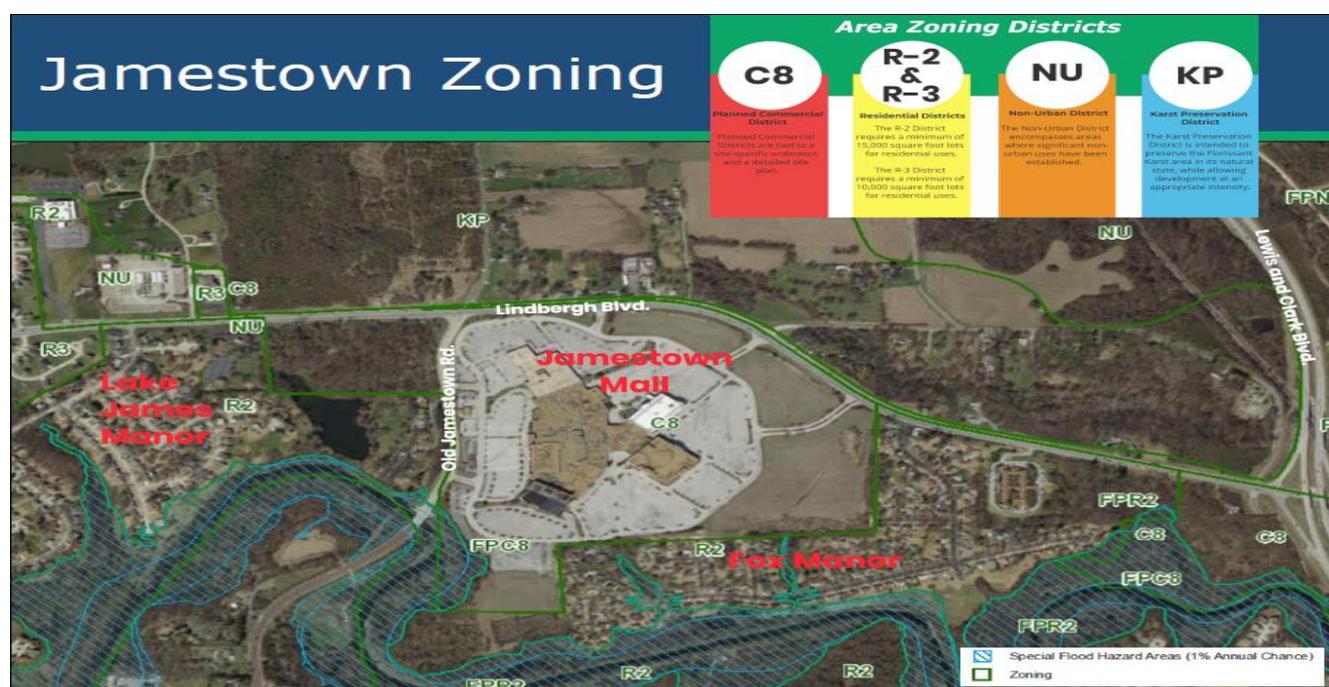
April 20*, 2018 at 3:00 PM
St. Louis County Port Authority
c/o St. Louis Economic
Development Partnership
7733 Forsyth Blvd, Suite 2200
St. Louis, Missouri 63105
Attn: Dustin Allison, General Counsel
(314) 615-7663
dallison@stlpartnership.com

JAMESTOWN MALL SITE



INTRODUCTION

The St. Louis County Port Authority (the "Authority") is pleased to present to qualified developers a prominent site in North St. Louis County, Missouri. North St. Louis County is home to many of the St. Louis region's largest employers and prominent regional assets, including the St. Louis Lambert International Airport, the National Geospatial-Intelligence Agency's \$1.7 billion St. Louis expansion, Barnes-Jewish affiliate hospitals, and multiple Boeing Company facilities, such as the Boeing Leadership Center and the Boeing Defense Systems Headquarters.



The Authority issues this Request for Proposals ("RFP") to purchase and redevelop an approximately 140-acre property located at the former Jamestown Mall site in St. Louis County, Missouri 63034 (the "Property"). The Property is located at the intersection of N. Lindbergh Blvd (US Highway 67) and Old Jamestown Rd, one mile west of the recently expanded Missouri Route 367. The Property includes improvements with 1 million square feet "under roof" and 2 million square feet of asphalt parking. The Property offers access to all of the amenities of the St. Louis region. The future developer will benefit from the Property's strategic location within a residential area, access to major highways and interstates, proximity to public transportation, and existing access to public utilities.



DEVELOPMENT POTENTIAL

The Property is located within a portion of North St. Louis County that is prime for development, offering access to a work-ready supply of well-educated labor. The surrounding area is populated with approximately 136,434 residents within a 5-mile radius of the Property. Furthermore, educational achievement in the surrounding neighborhoods outpaces the national average, with 90% of the local labor force achieving a high school diploma/GED or more. Taking advantage of these assets, the Boeing Company recently invested in North St. Louis County to add 700 information technology jobs to its newly developed "Center for Excellence." As well, the Property is located within close proximity to a recently-constructed, \$4-million community center and several industrial parks, such as NorthPark and Aviator Business Park.



- The Property totals approximately 140 acres of land, and is zoned as a planned commercial district.
- Improvements include a former mall and related outlot building, all containing approximately 1,167,063 square feet "under roof" and a surface parking lot of 2,000,000 square feet.
- The Property is bounded by N. Lindbergh Blvd. to the north and Old Jamestown Road to the west. A residential subdivision lies to the south of the Property.
- The Property features excellent access to interstates, major thoroughfares, and the region's public bus system.



136,434
Total Population

NORTH ST. LOUIS COUNTY

The Property is located in unincorporated North St. Louis County. Several communities are located within 5 miles of the Property, including the Black Jack, Bellefontaine Neighbors, Calverton Park, Dellwood, Ferguson, Moline Acres, Florissant, Riverview, Spanish Lake, Glasgow Village, and Castle Point. Located only three miles from Interstate 270, the Property is easily accessible by automobile. The Property is located only one mile west of the recently expanded Missouri Route 367, which provides quick access into St. Charles County, Missouri, and Alton, Illinois. Interstate 170, which connects North St. Louis County to the central core of St. Louis County, is located only six miles from the Property.



The Property is located within a community with more than 2500 local businesses employing more than 32,000 individuals. The Property is only 20 minutes from St. Louis Lambert International Airport and 30 minutes from both downtown St. Louis and downtown Clayton, the region's government and judicial centers which serve more than one million citizens. The public bus system, MetroBus, provides public transportation for the Property, including multiple bus stops along the Property's boundaries. MetroBus serves transportation needs extending from St. Louis-Lambert International Airport to the metro-east area in Illinois.

The Property offers access to diverse housing and educational options. The Property is easily accessible from more than 57,000 local housing units, with a median home value of \$127,132. Several institutions of higher education are located a short drive from the Property, including the University of Missouri-St. Louis's campus, Washington University, St. Louis University, and the St. Louis Community College Florissant Valley's campus.



ST. LOUIS REGION

The St. Louis Metropolitan Statistical Area (MSA) includes St. Louis City and St. Louis County as well as counties from both Missouri and Illinois. With a population of approximately 2.8 million, the St. Louis MSA is the largest metropolitan area in Missouri. According to a report by advisory firm KPMG, despite its size, St. Louis is among the top 10 cost-friendly cities to do business in the United States. The MSA contains over 97,000 businesses, more than 1,400,000 jobs, and 18 Fortune 1000 Company headquarters. The St. Louis region's public transit service is provided by Metro. MetroLink, the region's light rail system, and MetroBus provide public transportation throughout the St. Louis region and have encouraged significant new investment, job growth, and business expansion.

Prominent recent developments:

- Cortex Biotech Complex continues growing with the addition of IKEA, the Cambridge Innovation Center, and a massive redevelopment that will bring additional housing, hotel accommodations, and retail to an area that is home to some of the most cutting edge companies on the planet
- BJC Hospital and Washington University School of Medicine complex is in the midst of a \$1 billion construction effort
- Ballpark Village, a mixed use and entertainment facility adjacent to Bush Stadium in downtown St. Louis, announced construction of Phase II of its plans, including a proposed 29-story apartment building and 10-story Class A office building

Notable Institutions:

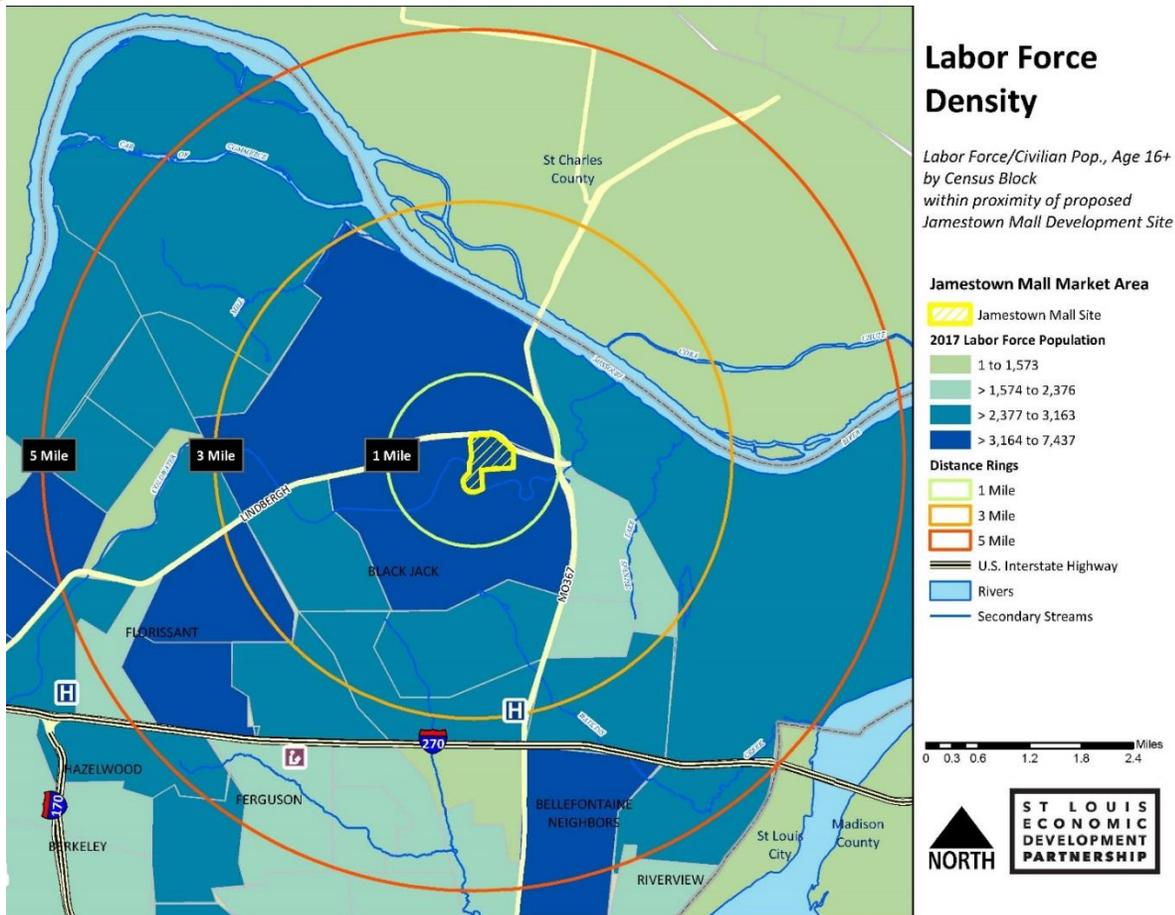
- Internationally recognized research universities such as Washington University and St. Louis University
- Eight major hospitals and significant medical research facilities
- Prominent cultural institutions, including the St. Louis Art Museum, St. Louis Zoo, Missouri History Museum, Powell Symphony Hall, Fox Theater, Sheldon Concert Hall, Peabody Opera House
- Large sports venues, such as Busch Stadium and Scottrade Center
- Hundreds of parks, including the Gateway Arch and Forest Park, one of the world's most renowned urban parks





INVESTMENT & JOB GROWTH

- National Geospatial Intelligence Agency announced a \$1.7 billion expansion north of downtown St. Louis
- Boeing added 700 IT jobs to its new “Center for Excellence” in North St. Louis County
- Bunge added 200 new jobs and retained 550 employees in its expanded headquarters in St. Louis County
- World Wide Technology retained 1,800 employees and added 600 new jobs for its new \$20 million headquarters in St. Louis County
- Express Scripts added 1,500 new jobs and a sixth building to its NorthPark campus near St. Louis–Lambert International Airport
- Monsanto added 700 top-tier science jobs at its new Research and Development Campus in St. Louis County
- Donald Danforth Plant Science Center completed a new \$45 million state-of-the-art scientific research building with room for 100 new researchers in St. Louis County



PROJECT PROPOSAL

The Authority seeks proposals from developers to contract for the purchase of the Property from the Authority. The proposal must meet the following minimum requirements:

For "As Is" offers to purchase, the minimum bid must meet or exceed Two Million Five Hundred Thousand Dollars (\$2,500,000) ("As Is Minimum Bid"). No commissions will be payable by the Authority. Purchaser is to assume all remediation, demolition (including all costs of removing asbestos), and other site clearance costs. Prospective bidders should conduct their own investigation of the cost of remediation, demolition, and site clearance costs. The Property is sold AS IS, without warranty as to any matters. Proposals may not be contingent on feasibility, title, or survey. However, proposals may be contingent on rezoning, financing, environmental, physical, or soil condition subject to the below requirements and conditions.

For offers to purchase the site "Clean," the minimum bid must meet or exceed Twenty-Three Million Five Hundred Thousand Dollars (\$23,500,000) ("Clean Minimum Bid"). No commissions will be payable by the Authority. Proposals may not be contingent on feasibility, title, survey, environmental, physical, or soil condition. However, proposals may be contingent on financing or rezoning, subject to the below requirements and conditions.

Informational Package. The Authority will make an informational package ("Informational Package") concerning the Property available to potential bidders, who may request a copy of the Informational Package by contacting Dustin Allison, General Counsel, St. Louis Economic Development Partnership, 7733 Forsyth Blvd, Suite 2200, St. Louis, MO 63105; telephone: (314) 615-7663. The Informational Package is being provided as an accommodation only. The Authority makes no representations or warranties concerning the accuracy or completeness of the documents in the Informational Package, and the Authority and the Authority Affiliates (defined below) shall have no liability to the buyer of the Property (the "Buyer") for any expense or loss suffered by Buyer as a result of any errors or omissions in the matters disclosed or not disclosed in the Informational Package. The term the "Authority Affiliates" shall include St. Louis County, all agencies and departments of St. Louis County, the St. Louis Economic Development Partnership, and all officials, agents and employees of the foregoing.

Inspections. As a potential bidder, you should thoroughly investigate all aspects of the Property prior to bidding. Bidders desiring to inspect the interior of the Property may contact Dustin Allison, General Counsel, at the above-provided address or telephone number to arrange access to the Property. Bidders are advised to perform their due diligence for the Property before submitting a bid.

Sale Contract. The Informational Package will contain a form sale contract (the "Sale Contract"). Within five business days after a proposal is selected by the Authority, the developer selected and the Authority will enter into the Sale Contract in the form included in the Informational Package (with a



contingency added if the bid is contingent), subject to reasonable revision by the parties.

Deposit. Each bid shall be accompanied by a cashier's check payable to the Authority in an amount equal to five percent (5%) of the bid. If a bid is not selected, that developer's cashier's check shall be returned to the developer. If developer's bid is selected, the initial check shall be deposited and shall become earnest money ("Earnest Money") under the Sale Contract.

PROPOSAL CONTENT

Proposals must include, at a minimum, the following information:

1. Proposed Project Description (to include but not limited to):
 - a. Use(s)
 - b. Improvement characteristics
 - i. Dimensions
 - ii. Square feet by general use
 - iii. Parking
 - iv. Sustainability aspects
 - c. Design
 - i. Unique features
 - ii. Materials
 - iii. A list of sources and uses of funds in the proposed redevelopment and evidence to support financing capability and the capacity to complete the proposed purchase and redevelopment as part of any agreement, including any financial commitment letters from lenders, equity partners, or contributors and/or other sources of financing
 - d. Incentives being sought from St. Louis County, the State of Missouri, or any other entity
2. Qualifications
 - a. Developer Information
 - i. Full legal name, address, phone number, and email address for developer
 - b. Developer's Background

- i. Identification and full description of specific project experience that is related to and that would uniquely qualify the firm to undertake development of the Property, including:
 - 1. The uses (office, retail, parking, etc.) associated with the prior developments
 - 2. Prior project costs, sizes, methods, amounts and sources of financing
 - 3. Experience addressing public infrastructure improvements needed for the project
 - 4. Photographs or other graphic presentations of the prior developments
 - ii. Experience working with public-private partnerships, including appropriate financial structures
 - c. Developer's Financial background
 - i. Developer shall provide evidence of its financial capacity to complete the purchase and redevelopment of the Property and the methods and sources of funds available to the developer to finance the purchase and redevelopment
3. Compliance with Zoning
 - a. Proposals must indicate the developer's ability to comply with zoning requirements. If the bid is contingent on rezoning of the Property, then the developer must provide the following:
 - i. The zoning changes or variances to be sought
 - ii. Time frame needed to satisfy the requested rezoning; the Authority reserves the right to negotiate the amount of time allowed to satisfy the zoning contingency
 - b. A proposed zoning change shall not take effect without the Authority's prior written consent until developer has closed on the purchase of the Property
4. Closing
 - a. If a developer's proposal is selected by the Authority, the developer and the Authority shall sign the Sale Contract in the form included in the Informational Package (with any reasonable revisions that may be necessary) within five (5) business days after developer's bid is selected.



- b. The Sale Contract shall provide that (i) if the sale is not contingent, the developer shall close on the purchase of the Property within sixty (60) days after the Sale Contract is signed, or (ii) if the sale is contingent, the developer shall close on the purchase of the Property within sixty (60) days after the contingency is satisfied or waived. If the Sale Contract includes a contingency, it shall provide that if that contingency is not satisfied or waived by the deadline specified, then the Authority may elect to terminate the Sale Contract.

SELECTION CRITERIA

Proposals submitted will be reviewed by the Authority's staff for completeness, redevelopment plan details, and purchase price and terms. Selection of a redeveloper will be made on the basis of the following:

1. The level of commitment to purchase and redevelop the Property to achieve its highest and best use;
2. Experience and history of the developer in performing similar redevelopment projects and in reliably meeting the required objectives as described in this RFP;
3. Stability and credibility of financing/capital stack;
4. Type of land use;
5. Purchase price;
6. Jobs created – direct construction and permanent employment, as well as induced employment.
7. Credibility of any contingencies;
8. Responsiveness of the redeveloper to the terms of this RFP;
9. Size of public incentive package required; and
10. Timeline of redevelopment completion.

The St. Louis County Port Authority actively encourages submission of proposals from disadvantaged business enterprises and companies owned by minorities, women, immigrants, and veterans. The Port Authority does not discriminate on the basis of race, color, religion, creed, sex, sexual orientation, gender identity, age, ancestry, national origin, disability, or veteran status in consideration of this award. Equal Opportunity Employer.

TERMS AND CONDITIONS

The following terms and conditions apply to all proposals:

1. The Authority reserves the right to reject any and all proposals submitted; to select one or more responding parties; to void this RFP and the review process and/or terminate negotiations at any time without prior notice; to select separate responding parties for various components of the scope of services; and to select a final party/parties from among the proposals received in response to this RFP. Additionally, any and all RFP project elements, requirements and schedules are subject to change and modification. The Authority also reserves the unqualified right to modify, suspend, or terminate at its sole discretion any and all aspects of this RFP process, to obtain further information from any and all responding parties, and to waive any defects as to form or content of the RFP or any responses by any party, all without prior notice.
2. The Authority makes no representations as to the zoning of the Property or permissible uses. Potential bidders are to conduct their own inquiry with St. Louis County as to what uses the County may permit. For proposals contingent on rezoning and financing, the Authority may, in its sole and absolute discretion, determine which such proposals are credible and may disregard those it deems not credible. In making its credibility determination, the Authority may consider such factors as the Authority deems relevant, including, but not limited to, the existing zoning on adjacent properties, any likely opposition to, or support for, the requested rezoning, input from St. Louis County and any subsidies requested by the potential developer. If credible, contingent proposals are received, then the Authority, in its sole and absolute discretion, may (but is not obligated to) extend the time frame for a final selection to allow one or more selected contingent proposals additional time to pursue the contingency (such extended date being hereinafter referred to as the "Final Selection Date"). If such contingencies are neither achieved nor waived on or before the Final Selection Date, then the highest and best, non-contingent proposal will become the winning bid.



3. Proposals (with or without contingencies) are binding promises that can be specifically enforced by the Authority until a sale of the Property is consummated by the Authority. In other words, the offers in all submitted proposals will be held open until a sale is consummated by the Authority (likely to be no less than five (5) months after proposals are due).
4. The Authority reserves the right to select a non-contingent bid over a higher bid that is contingent.
5. The Authority also reserves the right to compete bidders in one or more rounds. All previous bids will be deemed to remain in force and may be specifically enforced until a sale of the Property is consummated by the Authority.
6. This RFP does not commit the Authority to award a contract, accept an offer for purchase, accept a redevelopment plan, defray any costs incurred in the preparation of a response to this request, or procure or contract for services. All submitted responses to this RFP become the property of the Authority as public records. All proposals may be subject to public review, on request, unless exempted as discussed elsewhere in this RFP.
7. The responding developer is responsible for all costs in assessing, inspecting, surveying, and evaluating the Property for its proposed purchase and redevelopment plan.
8. By accepting this RFP and/or submitting a proposal in response thereto, each responding party agrees for itself, its successors and assigns, to hold the Authority, the St. Louis Economic Development Partnership and its affiliated entities, St. Louis County, and all of their various agents, commissioners, directors, consultants, attorneys, officers and employees harmless from and against any and all claims and demands of whatever nature or type, which any such responding company, its representatives, agents, contractors, successors or assigns may have against any of them as a result of issuing this RFP, revising this RFP, conducting the selection process and subsequent negotiations, making a final recommendation,

selecting a responding party/parties or negotiating or executing an agreement incorporating the commitments of the selected responding party.

9. By submitting responses, each responding party acknowledges having read this RFP in its entirety and agrees to all terms and conditions set out in this RFP.

SUBMISSION OF PROPOSALS

To be considered, proposals must be received no later than 3:00 PM CST on April 20*, 2018. An earnest money deposit of Five Percent (5%) of the Bid in the form of a check made payable to the St. Louis County Port Authority must accompany any proposal. Only the monies of the winning proposal will be deposited with an escrow agent. All other checks will be shredded and discarded.

*At the election, and in the sole discretion, of the St. Louis County Port Authority, the Port Authority may accelerate the response deadline and proceed to consider proposals then submitted in order to ensure the feasibility of contracting for the highest and best, but time-sensitive, proposal to use the property. If the St. Louis County Port Authority elects to accelerate the response deadline, the Authority shall provide actual notice via electronic mail or telephone call to all parties who have indicated in response to this RFP an interest in the Property no less than ten (10) calendar days before the new deadline, and shall provide notice by publication to all other interested parties via posting on the website of the St. Louis Economic Development Partnership and placement in two newspapers of general circulation. In no event shall the response period for this RFP be less than forty (40) calendar days.

Electronic proposals should be sent by email to dallison@stlpartnership.com.

St. Louis County Port Authority
c/o St. Louis Economic Development Partnership
Attn: Dustin J. Allison, General Counsel
7733 Forsyth Blvd., Suite 2200
St. Louis, Missouri 63105
(314) 615-7663

