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REQUEST FOR PROPOSALS

Oregon Convention Center Hotel



Metro | *Making a great place*



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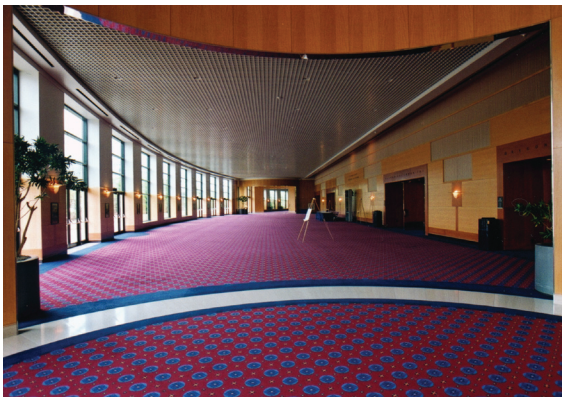
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F



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- A. Entry plaza temple bell donated by Sapparo, Japan, Portland's Sister City
- B. Oregon Convention Center towers and Rose Quarter Arena
- C. Exterior view of the convention center from Martin Luther King, Jr. Blvd.
- D. Easy access to MAX light rail at the convention center's front door
- E. Oregon Convention Center and downtown skyline
- F. Main entrance and Stir Lounge Blvd.
- G. Oregon Ballroom lobby at Oregon Convention Center

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Technical and Background Information to RFP available at **ARC Oregon Public Plan Room.**

- a) NE Plaza of OCC
List all materials available
- b) Property south of OCC
List all materials available
- c) PDC Property along MLK, Jr. Blvd.
Blocks 26 and 43

For zoning and development information please contact the City of Portland at portlandonline.com

1. INTRODUCTION

The Metro Visitor Venue Department is requesting proposals from development teams for the development, financing, design, construction and operation of a convention center hotel proximate to the Oregon Convention Center (OCC). The fundamental purpose of the project is to enable the OCC to better achieve its regional economic development mission by attracting additional convention and trade show business to our community. This hotel must be privately-owned and operated and be located directly adjacent to the OCC. A site vicinity map is attached hereto as Exhibit A. Project site locations acceptable to Metro are shown on the attached Exhibit B.

Proposals must be received at Metro's offices at 600 NE Grand Avenue, Portland, OR 97232-27 no later than 5 P.M. on July 11, 2012. Details concerning the project and proposal process are contained in this document.

2. BACKGROUND

Metro. Metro is a regional government in the Portland, Oregon metropolitan area and provides a wide variety of public services, including management of key visitor facilities such as the Oregon Convention Center (www.oregonmetro.gov).

Metro is issuing this RFP with the support and partnership of Multnomah County, City of Portland, Portland Development Commission, Metropolitan Exposition and Recreation Commission and Travel Portland. Metro and its local partners believe that the absence of a privately-owned and operated convention hotel is a key factor that has prevented OCC and the Portland metro area from reaching their full economic potential. Jointly, these organizations recognize that working together is the best approach to provide technical and financial resources to create a convention hotel. Metro serves as the lead partner and issuer of the RFP; however, decision-making and resource contributions will be shared. Additional information is provided below.

Oregon Convention Center. Since OCC opened in 1990 and was expanded in 2003, it has produced billions of dollars in regional economic impact, generating millions in state and local tax revenues and creating and supporting thousands of jobs. It is a beautiful, one-million square-foot facility located near the waterfront in the central city of Portland, directly across the Willamette River from downtown Portland. It is located in a commercial district with some nearby hotel and restaurant amenities, but its immediate vicinity has not experienced expected redevelopment since OCC opened and therefore has not yet achieved its full potential as a hotel business and entertainment district.

Meeting planners consistently rate the facility as one of the best convention centers in the country. OCC is widely recognized as a national leader in sustainable operations (with a LEED EB-Silver designation) and excellent customer service. Combined with the region's amenities, which include fine dining, ski slopes, ocean beaches and wine vineyards, Portland is considered a desirable destination for national conventions. See www.oregoncc.org.

Meeting planners also indicate that OCC's and Portland's desirability cannot overcome its most significant negative attribute - the lack of an adjacent large, single hotel capable of reserving at least 500 rooms and serving as the "home base" for convention organization leaders and meeting planners. Today, OCC's convention customers must access a less-than-desirable hotel package which involves contracting with multiple hotels at multiple locations across the city. For example, large national conventions often require room-block agreements with 10-12 central city hotels. Many convention planners deem it too inconvenient to negotiate multiple hotel contracts, provide shuttle bus service back-and-forth between the hotels and the OCC, and lodge in far away accommodations as they handle event logistics during, before and after the convention.

In 2011 alone, Travel Portland estimates that Portland lost 30 conventions to other similarly-sized cities and convention centers due to the fact that the OCC lacks an adjacent convention center hotel.¹ This loss of potential business equates to 104,250 city-wide room nights, 50,000 out-of-town visitors and \$35 million in regional spending.

Regional Impact of Convention Business. National meetings and conventions deliver the greatest return on investment for OCC and the region when compared to local trade shows and events. Studies reveal visitors attending national conventions spend an average of \$330 per day in Portland, while individuals attending local events spend \$31 per day.² Large conventions attract attendees who fill many Portland hotels of all sizes, eating in Portland's excellent restaurants and shopping in our sales-tax free state. In the past decade, many of the convention centers that compete directly against Portland have enhanced and expanded their facilities and increased the number of available hotel rooms serving their convention center. Leaders in Portland recognize that for OCC to remain competitive, its package of convention services and amenities must also be enhanced.

¹ 2011 Travel Portland Lost Business Report

² 2011 Metro Visitor Venues Fiscal & Economic Analysis Report, Crossroads Consulting

3. PROJECT HISTORY & POLITICAL SUPPORT

It has been a long-standing goal of the Portland region to develop a convention hotel in order to fully achieve the economic benefits of the OCC. Originally, the Portland Development Commission (PDC) was the lead public agency, working closely with its metropolitan partners to pursue a headquarters hotel near OCC. PDC acquired a two-block site for the headquarter hotel project and in 2003, PDC issued a Request for Qualifications, followed by a Request for Proposals in 2004. For several years, PDC and the selected development team attempted to develop a financially-feasible, privately-owned full-service headquarter hotel. In 2007, Metro assumed the lead role from PDC and pursued a publicly-owned headquarter hotel project, until the project was terminated in 2009. Unfortunately, the combination of the 2008 economic recession, opposition to public hotel ownership and the inability to garner adequate public financing resources all thwarted the ability to create a financially viable project.

Economic indicators suggest local and national hotel markets have nearly rebounded from the 2008 recession. So have financial markets, while interest rates remain at historic lows. Slow job growth has kept construction costs relatively low. Metro and its partners believe this is an ideal time to take a fresh look at a convention hotel project, focusing on a privately-owned and operated model with the capacity to commit a room block of at least 500 rooms.

Convention centers typically function with multiple hotels serving large conventions and trade shows. This RFP is intended to lead to the creation of a new, adjacent and appropriately-scaled hotel that will bring additional convention business to the OCC and, in the future, serve as a catalyst for additional new development in the neighborhood, including new hotels. Additional hotel room availability with a dedicated minimum room block of 500 rooms is the most fundamental driver to achieving OCC's regional economic development goals, generating new city-wide convention and group business and netting new room nights throughout the local hotel industry.

Since planning of the Oregon Convention Center began in the late 1980's, public policy has called for the development of hotels supporting the OCC.

- City of Portland/PDC: The City of Portland's Oregon Convention Center Urban Renewal Plan (1989) called for the creation of a headquarter hotel as its number one goal. PDC's *Headquarters Hotel Implementation Strategy (2003)* directly identified objectives to: 1) maximize impact on the area economy, 2) increase economic impact of the OCC, 3) minimize public investment and risk, and 4) maximize positive impact on area hotels. The 2009 City of Portland Economic Development Strategy supported the development of a headquarter hotel.
- Metro: Metro's six desired regional outcomes call for economic prosperity for all residents and the creation of vibrant communities.
- Multnomah County: Multnomah County supports the regional economic development initiatives coordinated through Greater Portland, Inc., which foster job creation and growth of key sectors, and, in the past, made financial contributions for construction and operation of the OCC.
- Statement of Principles: On April 13, 2012, leadership from Multnomah County, City of Portland, Portland Development Commission and Metro executed a jurisdictional partner statement of project principles and commitment to the convention center hotel project. This document is attached as Exhibit C.

4. REQUEST FOR PROPOSAL PROCESS

Metro solicits responses to this Request for Proposals (RFP) from qualified developers interested in providing development services for the financing, design, construction, and operation of a privately-owned hotel adjacent to the Oregon Convention Center (Project). Respondents are to propose a Development Team that includes an owner, developer, hotel operator, general contractor, design team and other parties as may be required for completion of the Project. Proposals will first be reviewed by staff to determine responsiveness to this RFP. Next, the proposals will be reviewed by an Evaluation Advisory Panel to determine if the criteria set forth in this RFP has been met and to ensure that the best qualified team is selected. The RFP evaluation process may include development team interviews by an Evaluation Advisory Panel, which will make a selection recommendation to the Metro Council and PDC Board for consideration.

After Metro and PDC select the preferred Development Team, the next step in the process will be for the parties to negotiate and enter into a Term Sheet Agreement which describes the general terms of the business proposal, the development plan, timeline, and financing plan. If necessary, the selected development team may be asked to modify some elements of its proposal to achieve the project goals. The pre-development process will proceed into fall 2012, with project development, financing and other necessary agreements with public partners executed by mid-December 2012. Construction is anticipated to begin late 2013 and be completed no later than fall 2015.

Specific operational and contractual requirements will be negotiated with successful proposer to this RFP. The scope of work for the services that are sought by this procurement is generally described below.

5. PROJECT SCOPE

Metro seeks the development of a privately-owned, full-service, chain-affiliated convention center hotel with sufficient rooms in order to provide a minimum 500-room block commitment for convention marketing purposes. The hotel must be operated by a national hotel corporation with a quality brand and national reputation familiar and acceptable to meeting planners. Building design and construction materials must be high-quality and reflect the OCC's design integrity and quality. Hotel entrances shall be designed for clear and direct pedestrian access to existing OCC entrances as well as nearby streetcar and light rail station areas. It is Metro's intent that the Project will be a catalyst in the revitalization of the area around the OCC in terms of active ground floor uses.

5.1 Mandatory Development Elements. All proposals must incorporate the following mandatory elements to be deemed responsive to the RFP:

- (a) Proposed hotel must be operated by a national hotel corporation or "flag" and all rooms must have a high Three Star/Diamond industry rating. The hotel must include an amenity package typical of such a hotel, including a full-service restaurant, bar,

- parking spaces, meeting and ball room space. The development program must define the amount, type and square footage of each element based on conceptual design.
- (b) Development program must include a commitment to enter into a room block agreement with Metro, wherein no less than 500 rooms shall be reserved for a reasonable marketing period consistent with the Room Block Guidelines in Section 7 of this RFP. All rooms subject to the room block agreement must be operated by one entity and subject to a single reservation system.
 - (c) The hotel site location must be adjacent to the OCC. Adjacent is defined as directly across a public street from OCC as shown in Exhibit B. Publicly-owned sites available for this project are specifically identified on the attached Exhibit B. Privately-owned sites are also acceptable to Metro.
 - (d) The hotel, and specifically a minimum of 500 rooms subject to the room block agreement, must be open and operational no later than fall 2015.

5.2 Recommended Development Elements. Metro is open to proposals that offer distinctive features and amenities that go above and beyond those outlined above. Proposers are encouraged to incorporate the following elements to the extent possible:

- (a) Hotel room quality of Four Diamonds/Stars or higher.
- (b) Additional hotel rooms beyond the 500-room minimum requirement subject to the room block agreement.
- (c) Willingness to participate in the Rose Quarter/Lloyd District shared thermal energy system assuming such energy can be provided at competitive rates (see Exhibit D).

6. PUBLIC INVESTMENT AND RESOURCES

6.1 General Statement. Metro is seeking proposals for a privately-owned, operated and financed hotel. The development team is responsible for proposing a financial structure that is feasible, realistic and achievable within the specified project schedule. Metro and its partners recognize that some level of public investment may be necessary to achieve the type of convention hotel required by this RFP. It is Metro's goal to minimize the level of public financial participation in the Project and to attain the most distinctive, highest-quality and marketable project possible. Respondents will be expected to provide information regarding sources of debt and equity, and are urged to consider creative development and financing structures that will accomplish these ends. Preference will be given to those developers who minimize the use of public financing and emphasize private sector financing and/or participation. Proposals must be specific in identifying the level or total amount of public investment requested, although the proposals do not need to identify specific amounts of financing from each local source. Proposals should break down all financial assumptions for the project and include hard, soft and land costs. Metro and its jurisdictional partners reserve the right to determine the specific type and amount of local public financing by source to achieve the most feasible project.

6.2 Public Financial Tools. Several potential alternative public financial tools have been identified that may be available for the selected development proposal. These tools include:

- (a) Site-specific transient lodging taxes “rebated” to the project for a period of years.
- (b) Direct financing in the form of public, secondary loans:
 - PDC has budgeted funding in an amount up to \$4million.
 - Metro is willing to consider additional financial support in a similar but yet-to-be determined amount.
- (c) Other readily available tools such as new market tax credits, EB-5 program investment, etc.

Public financing tools are subject to approval by the applicable public entity.

6.3 Public Site Availability. Exhibit B indicates three parcels owned by Metro or PDC that are available for development of the Project in accordance with this RFP. Due diligence information for each of the sites is located at ARC Oregon Public Plan Room. Development teams may propose on any of these three publically-owned sites without obtaining express written agreements for site control from Metro or PDC and are instructed not to enter into negotiations with PDC or Metro during the course of the RFP process. For the publicly-owned sites, proposals should assume fair market value of the land and should specify whether the site is proposed for acquisition or lease. Site 1 is only available on a lease basis. Proposals should specify if acquisition financing is requested, and if so, under what terms, or the proposed lease terms. As previously stated, it is not a requirement of this RFP to use one of the publicly-owned parcels for the Project and Metro will consider alternative parcels provided that they are adjacent to the OCC as indicated in Exhibit B.

6.4 Applicable Law and Policies. All projects requesting public funding must address and comply with all applicable laws, policies and project specific requirements, including (without limitation) the following:

- (a) Compliance with ORS 279C.800 through 279C.870, requiring prevailing wage rates to be paid on all contracts for Public Works;
- (b) PDC’s Business and Workforce Equity Policy (see Exhibit E);
- (c) PDC’s Green Building Policy with the goal of achieving U.S. Green Building Council’s Leadership in Energy and Environmental Design (LEED) Silver status (See Exhibit F);
- (d) MERC’s First Opportunity Target Area policy (See Exhibit G).

The proposal must include a description of the methodology and approach to achieve these requirements. Proposals that exceed the above described policies are encouraged.

For purposes of this RFP, Metro is electing to utilize PDC's Business and Workforce Equity Policy as well as PDC's Green Building Policy in anticipation of PDC financial investment. Proposers will not be required to respond to Metro's separate, equivalent policies.

7. ROOM BLOCK GUIDELINES

Metro's expectations regarding Room Block Agreement terms are described below. Proposals should either expressly state the acceptance of these terms and any additional proposed terms, or propose alternative terms and include an explanation of why the alternative term(s) is proposed:

- (a) The Room Block Agreement shall provide that a minimum of 500, high Three Star/Diamond-quality rooms be reserved for the exclusive use of Metro, the Metropolitan Exposition Recreation Commission (MERC) or organizations authorized by the Metro or MERC for bookings in conjunction with conventions, trade shows or other events at the Oregon Convention Center.
- (b) The Hotel Room Block shall be reserved for all dates 18-months or further in the future from the first day of the then current month, or such other times as mutually agreed upon.
- (c) The Room Block Agreement is to terminate no less than 20 years after the hotel's date of opening and may be extended upon mutual agreement.
- (d) Guest rooms booked as part of the Hotel Room Block shall be made available at a competitive group rate. The definition of "competitive group rate" will be defined in the Hotel Room Block Agreement. This RFP requests that the Operator propose a method for establishing the "competitive group rate" as part of its proposal. This RFP does not expect a guaranteed group rate for the term of the Agreement. Rather, it foresees the possibility of receiving proposals which offer percentage discounts from rack rates (perhaps by time of year), qualitative standards, or "best effort commitments" to negotiate the group rate on an on-going basis.
- (e) Metro shall have no obligation to pay for dates or portions of the Hotel Room Block which are not booked or used.
- (f) The Room Block Agreement will require the Operator and any successors to be bound by its terms, and will be an encumbrance on the land that survives bankruptcy.

8. PROJECT SCHEDULE

Metro estimates the project schedule will be:

| <u>Action</u> | <u>Completion Date</u> |
|--|--------------------------|
| Issue Request for Proposals | May 11, 2012 |
| Final Questions Due to Metro | June 29, 2012 |
| Proposals Due to Metro | July 11, 2012 |
| Interviews with Top-Ranked Proposers | August 3, 2012 |
| Development Team Recommendation | August 3, 2012 |
| Development Team Preliminary Selection/Preliminary Term Sheet | August 8, 2012 |
| Metro | |
| PDC | |
| Project Agreements Negotiated and Approved | December 14, 2012 |
| Including but not limited to: Development Agreement, Public Financing and Room Block Agreements | |
| Metro | |
| PDC | |
| City of Portland | |
| Multnomah County | |
| Pre-development (design through permitting) | November 2013 |
| Construction and Grand Opening | Fall 2015 |

Metro will not hold a pre-proposal conference for this RFP.

9. PROJECT TECHNICAL STUDIES AND INFORMATION

Metro directs interested proposers to obtain further project information available online at PlanWell, a service of ARC Oregon. To order, view or download documents from the **ARC Oregon Public Plan Room**. Under "Customer Service" select the fourth option "Public Projects". Select the project from the list and click on the project number. Bidders that receive documents, either as hard copies or as an instant download, will be added to the plan holders list and receive notification of any addenda issues. For assistance, contact ARC Oregon Bid Services department at (503) 227-3424 or email pdx.planwell@e-arc.com. ARC Oregon is located at 1431 NW 17th Avenue, Portland, OR.

10. SUBMISSION REQUIREMENTS

Each proposal must be attached to a Transmittal Letter that includes the following information:

- Identification of the Respondent's key team member firms (developer, owner/investors, hotel operator and flag, architect, general contractor/construction manager).
- Identification of the principal or officer of the Respondent that is the authorized signatory to the proposal, provided in a document with an original signature.

The proposal must be submitted in accordance with the following format:

Chapter 1 Development Team Qualifications. Each firm identified in the Transmittal Letter must complete the applicable Forms A and B located in Exhibits H and I, which address the following information:

- Name, address and contact information for each firm
- Principals for each firm
- Background information regarding past projects, financial condition of firm and litigation, if any

Each team firm identified in the Transmittal Letter must also provide a separate narrative, no longer than five (5) pages in length for each firm (not including project brochures and marketing information which may be attached as an exhibit to the proposal), addressing the following information:

- Description of firm's experience and background relevant to convention center hotels.
- Examples of similar projects completed in the past ten years
- Specify role the firm played in the similar projects
- Three client references with first-hand knowledge of each firm's performance on three different convention hotel projects, with particular focus on public/private partnerships in other cities.

The financial portions of Form A and B (Section K) may be submitted in confidence to Metro. In accordance with Section 13.7 below, to the extent allowable by the Oregon Public Records Law, Metro agrees to keep this information confidential. To ensure confidential handling, completed forms should be placed in separate envelope from the non-confidential elements of the proposal and marked CONFIDENTIAL.

Chapter II Development Team Organization and Management Approach. Lead staff from each firm must be identified and their current role and past relevant experience described. Provide resumes for the principals of each team member in an appendix to the proposal. Provide a basic description of the ownership, financial structure and operating/management plan.

To meet submission requirements of this Chapter II, please provide a separate narrative no more than five (5) pages in length.

Chapter III **Development Proposal.** Identify the specific property proposed for the project. Describe the development program with details on numbers of rooms and parking spaces (and square footage of each), square footage of restaurants, bars, meeting rooms, ballrooms and any other proposed business facilities and patron amenities. Demonstrate how proposal meets the Mandatory Development Elements of Section 5.1 and Section 6.4. Address whether proposal meets all or any of the Recommended Development Elements of Section 5.2.

Describe the architectural design characteristics and type/quality of building materials, including urban design considerations, based on conceptual-level design studies. Provide a site plan, 2-3 elevations and up to three renderings of the building depicting its front entry and relationship to the OCC. Drawings should indicate the building entrances, parking and driveway locations, pedestrian ways, and major building features (such as service area, outdoor space, landscaping features, etc.). Include a ground floor plan and typical floor plan for rooms.

If development is intended to be phased, clearly describe the project development program for each phase, the proposed ownership and financing structure and the anticipated timing of each phase.

Metro anticipates that the proposal will be based on massing studies and conceptual design work given the timeframe for response to the RFP. Experienced teams will be able to reasonably assess site characteristics and put forward a solid proposal with this level of design.

If the proposal incorporates shared use of OCC facilities (relative to Site 1 identified on Exhibit B), provide a narrative and quantitative description of the facilities proposed to be shared and how such sharing would occur, including financial, business and operational terms of shared uses. Also, define the square footage of site 1 proposed for the development project.

To meet submission requirements of this Chapter III, please complete Form C in Exhibit J and also provide a separate narrative and related graphics, using only 8.5" x 11" page format. Up to fifteen (15) pages is allowed for Chapter III responses.

Chapter IV **Financial Proposal.** Prepare and incorporate a construction period and a 20-year operating pro forma for the project. Include a sources and uses statement for both construction and permanent financing. Metro is not requiring a specific form or template be used for the pro formas; however, proposers are advised to prepare

thorough pro formas with adequate detail for Metro's review and evaluation. Describe in narrative the assumptions used for the pro forma, including, occupancy, RevPAR, operating costs and fees, construction costs per room, construction costs per square foot, financing terms, equity, internal rates of return and any other key financial factors. In order to promote transparency, the proposal should explicitly indicate all relevant soft costs, contingencies, the development fee and any other overhead or profit line. Specifically identify the amount of total public investment and proposed financing terms, including duration, interest rates, repayment schedule and any other provisions affecting repayment requested. Provide letters of interest for project financing and the proposed plan for obtaining private financing commitments.

To meet submission requirements of this Chapter IV please complete Forms C and D in Exhibits J and K, and also provide a pro forma and a separate narrative, not to exceed ten (10) pages.

Forms C and D may be submitted in confidence to Metro. In accordance with Section 13.7 below, to the extent allowable by the Oregon Public Records Law, Metro agrees to keep this information confidential. To ensure confidential handling, completed forms should be placed in separate envelope from the non-confidential elements of the proposal and marked CONFIDENTIAL.

Chapter V Project Schedule. Provide a project schedule for the development process, starting from development team selection and ending with construction completion and opening of the hotel. Describe general assumptions built into the schedule, project milestones and decision-points.

To meet submission requirements of this Chapter V, please provide a separate narrative and graphic, not to exceed five (5) pages.

Chapter VI Business Offer. Provide a detailed description of any modifications, restrictions or clarifications regarding the mandatory and recommended elements set forth in the Project Scope in Section 5 and 6.4 above. Describe how your proposal meets the required Room Block Agreement Guidelines set forth above in Section 7. State that your offer is valid through 180 days from closing of the RFP. Describe any other material terms or conditions not otherwise specified in this RFP which you will seek in a development agreement. Complete and submit Form E (Exhibit L) Offer to Develop (specified number) Hotel Rooms and Provide a Committed Room Block of at Least (specified number) Rooms for the Oregon Convention Center. To meet submission requirements of this Chapter VI, please provide a separate narrative, not to exceed eight (8) pages.

Chapter VII Diversity in Employment and Contracting. Provide the following information for all key firms on the development team. Describe the firm's ownership and whether or not it is certified by the State of Oregon as an MBE, WBE or ESB. If certified in another state or by the federal government, indicate that as well. Provide certification number, if applicable. Describe your team's history of recruiting, employing and retaining a diverse workforce, including company policies and practices that promote the hiring and retention of women and ethnic minorities. Provide your firm's workforce demographics.

Describe your business approach for complying with the applicable Business and Workforce Policy described in Section 6.4 and attached hereto as Exhibit E. Describe your history working with diverse firms, including MWESB-certified firms. Describe a project in which you worked with minority, women or emerging small businesses. Please provide the project name, method used to achieve participation (for example, joint ventures, subcontracts or purchase of equipment or supplies from a certified firm) and the dollar amount or percentage of the project budget expended on such participation.

To meet submission requirements of this Chapter VII, please provide a separate narrative, not to exceed ten (10) pages.

Chapter VIII Sustainable Business Practices. Environment: Describe your current and future business practices to reduce environmental impacts of your operations. This may include energy efficiency, use of non-toxic products, alternative fuel vehicles, waste prevention and recycling efforts, water conservation initiatives, green building practices, etc.

Economy: Describe your current and future support of local businesses and markets within the Portland Metro region. Include steps your company has taken in the past to support local businesses, and what steps would be taken if selected for this project. Describe your hotel flag's operational philosophy regarding employee wages, benefits and retention. Address your willingness to (a) enter into a Labor Peace Agreement with labor organizations that seek to represent employees of the Convention Center Hotel and (b) agree that future tenants, subtenants, contractors and subcontractors at the hotel will be bound by this same labor peace requirement.

To meet submission requirements of this Chapter VIII, please provide a separate narrative, not to exceed five (5) pages.

11. EVALUATION PROCESS

Proposals received that conform to the proposal instructions will be evaluated. The evaluation will take place using the evaluation criteria identified in the following section. As referenced above, Metro intends to establish an Evaluation Advisory Panel to review all responsive proposals received as part of this RFP and participate in interviews with the top-ranked Proposers. The Panel will consist of representatives of the four jurisdictional partners and other stakeholders from the neighborhood, convention and/or the hospitality industry.

Interviews with the top-ranked Proposers may be conducted at the Evaluation Advisory Panel's sole discretion. The Evaluation Advisory Panel will recommend a preferred development team to the Metro Council and the PDC Board. If negotiations are unsuccessful with the highest ranked firm, Metro and PDC reserve the right to enter into negotiations with the next highest ranked Proposer.

12. EVALUATION CRITERIA

The following factors and point ranges will be used in evaluating proposals. The interpretation and application of the evaluation criteria is at the sole discretion of Metro. If Metro's Evaluation Advisory Panel believes that information contained in any proposal is inaccurate, the committee reserves the right, after requesting clarification from the proposer, to adjust the data for purposes of evaluation, or to reject the proposal as nonresponsive.

Factors

| | <u>Maximum Points</u> |
|---|-----------------------|
| 1) PROVEN ABILITY OF THE DEVELOPMENT TEAM | 30 |
| a. Success in all disciplines to deliver a high caliber hotel project | |
| b. Demonstrated ability to secure all project financing (debt and equity) | |
| c. Capacity to achieve the project development and construction schedule | |
| d. Historic ability to complete projects of similar scale | |
| e. Success in working in public/private partnerships | |
| 2) SCOPE AND QUALITY OF DEVELOPMENT PROPOSAL | 25 |
| a. Quality of design, building materials and urban design approach | |
| b. Hotel program, public spaces and amenities | |
| c. Physical and functional relationship to the Oregon Convention Center | |
| d. Distinctiveness and overall quality of project | |

3) FINANCIAL AND BUSINESS TERMS PROPOSED

30

- a. Feasibility of financing structure - private financing and equity contribution
- b. Public financial investment - requested terms/amount minimizes public resources
- c. Degree to which the proposal increases OCC's competitive advantage
- d. Characteristics of the proposed room block commitment
- e. Attractiveness of the terms and conditions of business offer to Metro

4. RESPONSIVENESS TO PUBLIC GOALS AND REQUIREMENTS

15

- a. Green Building Policy – LEED Silver or higher
- b. Business and Workforce Equity Policy
- c. First Opportunity Target Area Policy
- d. Social equity goals; diversity in respondent's employment and contracting
- e. Respondent's sustainable business practices
- f. Integration with and willingness to participate in Rose Quarter/Lloyd District energy system

100

13. PROPOSAL INSTRUCTIONS

13.1 Submission of Proposal. Proposals are due no later than 5:00 p.m., July 11, 2012. Late proposals will not be considered. One (1) original and ten (10) hard copies of the proposal together with one (1) electronic copy in PDF format shall be furnished to Metro. Hard copy proposals should be double-sided, and printed on recycled-content paper with a minimum of 30% post-consumer content. Any non-recycled or non-reusable bindings, section dividers or covers should be omitted.

Proposals should be addressed to:

Metro
Attn: Tim Collier
Deputy Director of Finance
600 NE Grand Avenue
Portland, OR 97232

Please mark the envelope:

"Oregon Convention Center Hotel Proposal - RFP 13-2115".

Proposals may also be hand delivered to Metro's front reception desk.

13.2 RFP as Basis for Proposals. This Request for Proposals represents the most definitive statement Metro will make concerning the information upon which proposals are to be based. Any verbal information that is not addressed in this RFP will not be considered by Metro in evaluating the proposal. All questions relating to this RFP should be addressed to

Tim Collier, Deputy Finance Director, 600 NE Grand Ave, Portland Oregon 97232-2736 at (503) 797-1913 or tim.collier@oregonmetro.gov. Mr. Collier will maintain a log of all inquiries or questions then direct inquiries to Cheryl Twete, Metro Senior Development Advisor at (503) 797-1774 or cheryl.twete@oregonmetro.gov. Answers to any questions which in the opinion of Metro warrant a written reply or addendum, will be furnished to all parties receiving this RFP. Metro will not respond to questions after 5:00 pm on Friday, June 29, 2012.

- 13.3 Cost of Proposal. This Request for Proposal does not commit Metro to pay any costs incurred by any Proposer in the submission of a proposal, or in making necessary studies or designs for the preparation thereof, or for procuring or contracting for the items to be furnished under the invitation to proposal.
- 13.4 Information Release. All Proposers are hereby advised that Metro may solicit and secure background information based upon the information, including references, provided in response to this RFP. By submission of a proposal all Proposers agree to such activity and release Metro from all claims arising from such activity.
- 13.5 Errors/Omissions. Any proposal may be deemed non-responsive by Metro if it is not on the proposal forms provided or not in complete conformance with any and all conditions of the proposal documents.
- 13.6 Withdrawal of Proposals; Late Proposals. A Proposer may withdraw its proposal in person, or by written or telegraphic request. A proposal may not be withdrawn by facsimile. Proposals received after the scheduled closing time for filing proposals will be returned to the Proposer unopened, unless such closing time is extended by Metro in writing.
- 13.7 Confidentiality. This paragraph shall apply to information that the Proposer is submitting to Metro that Proposer considers to be confidential and proprietary, and which Proposer does not want Metro to disclose to third parties. To protect such information from disclosure, Proposers should specifically identify the pages of the proposal containing such information by marking the applicable pages "CONFIDENTIAL." However, Proposers shall not identify the entire proposal "CONFIDENTIAL." Provided that, in Metro's sole discretion, such information should reasonably be considered confidential, and to the extent otherwise permitted by law, Metro obliges itself in good faith not to disclose such properly identified confidential information to any person outside of Metro. Proposers should be aware that Oregon Public Records Laws require public disclosure of most records deemed to be "public records." Accordingly, Metro cannot guarantee to protect the confidentiality of any records submitted to Metro, even if the Proposer believes them to be exempt from disclosure under Oregon law. If properly identified confidential information is requested, and if Metro determines that such information should

reasonably be considered confidential, Metro will not disclose it unless ordered to do so by the Multnomah County District Attorney, and, if Metro receives such an order, Metro will provide Proposer with the opportunity to appeal the District Attorney's decision to the State courts. Metro shall not release for public inspection proposals received until it concludes negotiations and issues a Notice of Award.

- 13.8 Notice of Award. The acceptance of a proposal will be by written Notice of Award, mailed or delivered to the office designated in the Proposal. The Notice of Award shall not entitle the party to whom it is delivered to any rights whatsoever. In accordance with state law and Metro Code, award will be made to the firm submitting the most advantageous proposal. This determination will be made solely by Metro and in accordance with the criteria listed in the RFP.
- 13.9 Appeal of Contract Award. Aggrieved proposers who wish to appeal the award must do so in writing within seven (7) days of issuance of the notice of intent to award by Metro. Appeals must be submitted to the Metro Procurement Officer, 600 NE Grand Avenue, Portland, OR 97232 and must state the specific deviation of rule, law, or procedure upon which the appeal is based. Any disagreement with the judgment exercised by the evaluation committee is not a basis for appeal. Upon receipt of an appeal, the Procurement Officer will notify the Metro Chief Operating Officer. Within ten (10) days of receipt of the appeal, Metro will issue its notice of rejection or acceptance of the appeal. The appellant may appeal the decision to the Metro Council, acting as the agency's local public contract review board. Such appeals must be received within five (5) working days from the postmarked date of the appeal response. The appeal will be considered by the Metro Council, whose decision on the matter shall be considered final.

14. GENERAL PROPOSAL/CONTRACT CONDITIONS

- 14.1 Limitation and Award. This RFP does not commit Metro to the award of a contract, nor to pay any costs incurred in the preparation and submission of proposals in anticipation of a contract. Metro reserves the right to waive minor irregularities, accept or reject any or all proposals received as the result of this request, negotiate with all qualified sources, or to cancel all or part of this RFP.
- 14.2 Validity Period and Authority. The proposal shall be considered valid for a period of at least one hundred eighty (180) days and shall contain a statement to that effect. The proposal shall contain the name, title, address, and telephone number of an individual or individuals with authority to bind any company contacted during the period in which Metro is evaluating the proposal.

- 14.3 Conflict of Interest. All persons or entities filing a proposal thereby certify that neither Metro, nor any of its officers, agents or employees, has a pecuniary interest in the proposal or has participated in contract negotiations on behalf of Metro; that the proposal is made in good faith without fraud, collusion, or connection of any kind with any other Proposer for the same call for proposals; and the Proposer is competing solely on its own behalf without connection with, or obligation to, any undisclosed person or firm.
- 14.4 Equal Employment and Nondiscrimination. Metro and its contractors will not discriminate against any person(s), employee or applicant for employment based on race, creed, color, national origin, sex, sexual orientation, age, religion, physical handicap, political affiliation or marital status. Metro fully complies with Title VI of the Civil Rights Act of 1964 and related statutes and regulations in all programs and activities. For more information, or to obtain a Title VI Complaint Form.
- 14.5 Compliance. Each Proposer shall inform itself of, and the Proposer awarded a contract shall comply with, federal, state, and local laws, statutes, and ordinances relative to the execution of the work. This requirement includes, but is not limited to, nondiscrimination in the employment of labor, protection of public and employee safety and health, environmental protection, waste reduction and recycling, the protection of natural resources, fire protection, burning and non-burning requirements, permits, fees and similar subjects.
- 14.6 Prevailing Wage. This project is expected to be deemed a public works and is covered by appropriate Bureau of Labor and Industries (BOLI) prevailing wage rates available at <http://www.boli.state.or.us> or by calling the State of Oregon Bureau of Labor and Industries at 971-673-0839. If the project is subject to Davis-Bacon Act (40U.S.C. 276A), Contractor and all sub-contractors shall pay the higher rate of state or federal prevailing wages.
- 14.7 Business and Workforce Equity Policy. For purposes of this RFP, proposer's attention is directed to PDC's Business and Workforce Equity Policy, which encourages contracting opportunities for minority, women and emerging small businesses (MWESB) and veteran-owned companies. In addition, it seeks to maximize apprenticeship opportunities and employment opportunities in the construction trades for People of Color and Women. See Exhibit E for full program description.

15. RIGHTS RESERVED BY METRO

15.1 Rights Reserved by Metro During the RFP Process:

- (a) Metro will determine, in its sole discretion, the responsiveness of each proposal to this RFP. Proposals deemed responsive will then be reviewed by the Evaluation Advisory Panel.
- (b) Metro reserves the right in its sole discretion to recommend the approval of a term sheet related to this RFP. Any term sheet to be executed by Metro in connection to this RFP will be subject to final approval by the Metro Council.
- (c) Metro will not provide final commitments to the developer until all project documents are fully executed, including, but not limited to, the Disposition and Development Agreement or Development Agreement and Room Block Agreement.
- (d) Metro reserves the right to request additional information from any and all respondents to clarify information contained in proposals.
- (e) Metro reserves the right, at its sole discretion, to accept or reject any and all proposals received as a result of this RFP, to waive minor irregularities, and to conduct discussions with all responsible respondents, in any manner necessary, to serve the best interest of Metro.
- (f) Metro reserves the right to modify and approve members of the final development team.
- (g) Metro reserves the right at any time either before or after proposals are submitted to specify additional terms and conditions.
- (h) Metro reserves the right to modify the selection process set forth in this RFP upon written notification posted to Metro's website. Metro also reserves the right to provide additional project information on its website.
- (i) Metro reserves the right to keep all responses in connection with this RFP, without restriction on future use.
- (j) Metro will treat financial information submitted as confidential to the extent permitted by law.

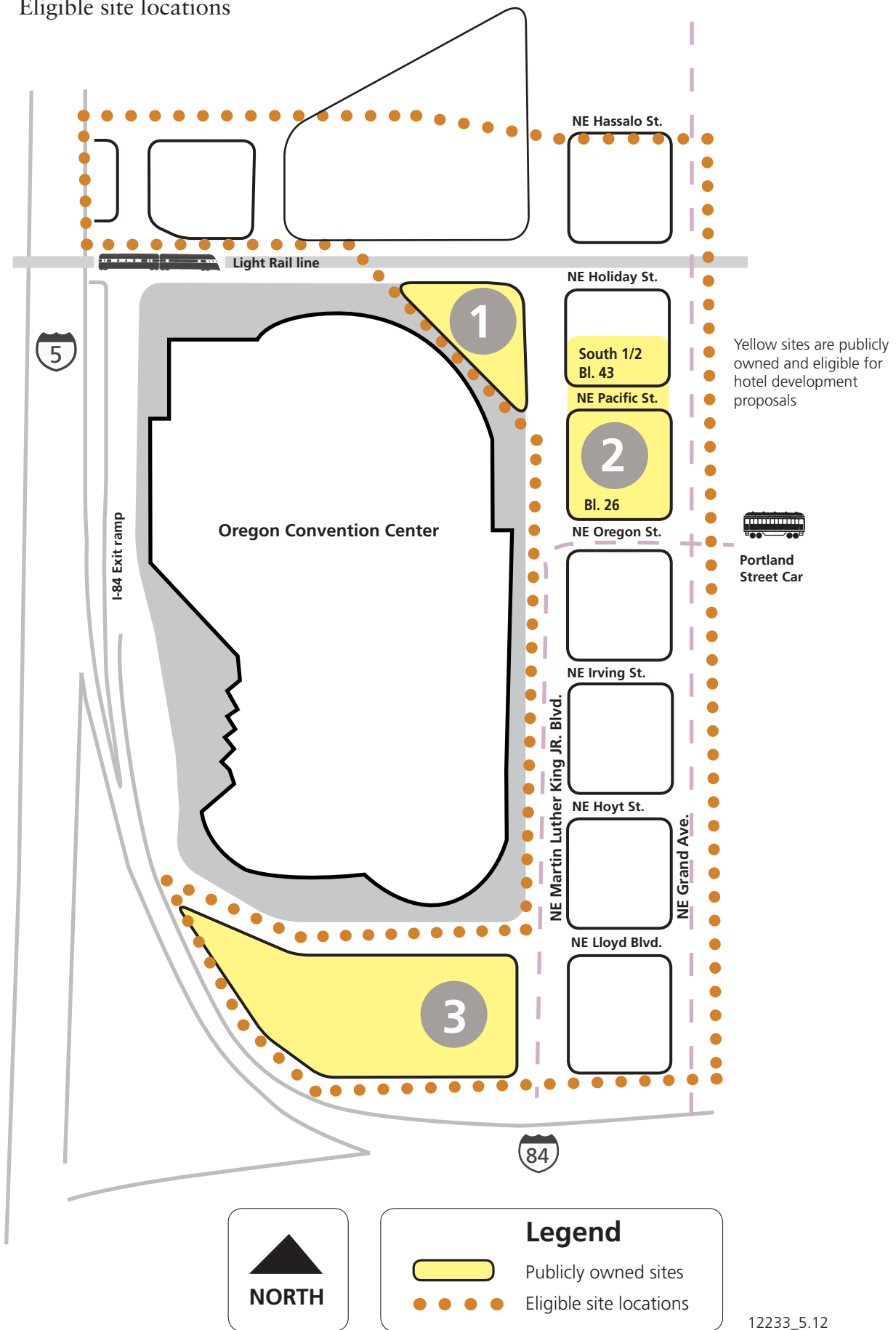
15.2 Rights Reserved by Metro During the Pre-Development Process:

- (a) Metro reserves the right to approve final project design, including urban design, architecture and scale, quality of materials, features and amenities through the approval of final project agreements.
- (b) Metro reserves the right to approve the final project budget, sources and uses and operating pro forma as part of the financing agreement.
- (c) Metro reserves the right to modify and approve members of the final development team.

Exhibit B

Oregon Convention Center Hotel

Eligible site locations



OREGON CONVENTION CENTER HOTEL PROJECT STATEMENT OF PRINCIPLES

Project background

The Oregon Convention Center was a significant public investment in the region and state's economic future. Today, we know that OCC has produced billions of dollars in regional economic impact, generating millions in state and local tax revenues and creating and supporting thousands of jobs. Yet the absence of a privately owned and operated convention center hotel has prevented OCC from reaching its full economic potential to attract more, lucrative national conventions to Portland.

Since OCC opened in 1990 and was expanded in 2003, meeting planners have consistently rated the facility as one of the best convention centers in the country. OCC is widely recognized as a national leader in sustainable operations and excellent customer service. Combined with the region's amenities, which range from fine dining, ski slopes, ocean beaches and wine vineyards, Portland is considered a top destination among our competition for national conventions.

However, meeting planners also say OCC's and Portland's desirability cannot overcome the lack of an immediately adjacent block of at least 500 hotel rooms reserved specifically for larger conventions. As a result, OCC, the community and the men and women who work in the region's hospitality industry lose lucrative national convention opportunities. In 2011 alone, Portland lost 30 conventions to other similarly sized cities and convention centers.¹

National meetings and conventions deliver the greatest return on investment for OCC and the region when compared to local trade shows and events. Studies reveal visitors attending national conventions spend an average of \$330 per day, while individuals attending local events spend \$31 per day.² Large conventions attract attendees who help fill up beds in many Portland hotels of all sizes.

The Portland Development Commission, along with its metropolitan partners, has pursued a headquarters hotel near OCC for a number of years. Economic conditions, the local hotel market and opposition to public hotel ownership thwarted previous attempts.

Since 2011, indicators suggest local and national hotel markets have rebounded from the 2008 economic recession. So have financial markets, even as interest rates remain at historic lows. Slow job growth has kept construction costs relatively low. This is an ideal time to take a fresh look at a convention center hotel that is privately owned and operated and capable of reserving a room block of at least 500 rooms, with associated amenities.

Because Metro owns and operates OCC and is responsible for achieving the facility's fullest economic potential, and as stewards of the public dollars invested to date, it should act as the lead for this fresh look, with support and involvement by the City of Portland, Multnomah County and PDC.

¹ 2011 Travel Portland Lost Business Report

² 2011 Fiscal & Economic Impact Analysis, Crossroads Consulting

Project goals and process

Metro, the City of Portland, PDC and Multnomah County are interested in pursuing private sector development of a hotel that will assist in marketing the OCC for national conventions to ensure that the facility's long-term financial success and regional economic impact are achieved. The hotel will be large enough to commit at a minimum, a 500 room block and shall also have amenities to support national conventions attending OCC (such as meeting rooms, ballrooms, restaurants, etc.). The hotel will be "flagged" with a quality brand with a national reputation familiar to meeting planners. Metro shall act as the lead for this project, with support and involvement by the other jurisdictions.

Additional goals include:

1. Revitalization and activation of the area surrounding the OCC. The hotel will provide active ground floor uses, urban design features that create an interesting and people-oriented place, entrances that relate to the existing OCC facilities, and other key neighborhood connections (such as streetcar stops, light rail stations, etc.);
2. Commitment to a level of a) Minority/Women/Emerging Small Business (M/W/ESB) goals, b) and First Opportunity Target Area (FOTA) employment goals and c) green building standards (LEED or Energy Star certification); and
3. Utilization of union building trades for construction (and potentially represented hotel employees).

The project must be across the street from the OCC and development could occur on any of four potential sites that are known to be available for development or similarly situated privately-owned parcels (See Exhibit A).

The process will include issuance of a competitive development procurement managed by Metro, with the full participation and support of the jurisdictional partners. The competitive development procurement will call for interested development teams to identify their team members and propose a hotel development program, conceptual design, and financial structure.

Metro will accept proposals that meet the project goals with minimal level of required public investment. A joint evaluation process will mutually determine which proposal, if any, should be selected. The competitive development procurement will clearly define and require proposers to commit to a room block agreement and other desirable features, as described below.

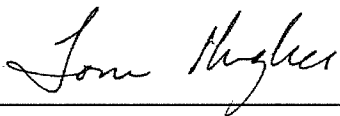
Proposals shall be of sufficient detail to determine that:

1. The development team is capable of a project of this type and scale—and has had past relevant experience with similar projects;
2. The project is financially feasible, based on the respondent's estimated project budget, financing structure, and operating pro forma, and includes amount of public support requested;
3. The proposed hotel is of sufficient size and quality, with an appropriate associated amenity package, and commits to a minimum 500 room block agreement;
4. The proposed location is directly across the street from the OCC; and

5. The development team is able to complete the project on a reasonable schedule, with an anticipated hotel project opening by summer 2015.

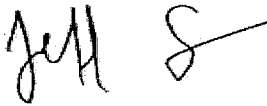
We the undersigned agree to this statement of principles as of April 13, 2012 and pledge our support during the next year to proceed with a developer selection process and to determine if a privately-owned hotel is feasible.

Metro



Tom Hughes, Council President

Multnomah County



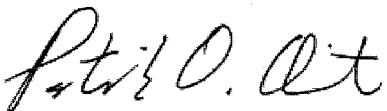
Jeff Cogen, County Chair

City of Portland, Oregon



Sam Adams, Mayor

Portland Development Commission



Patrick Quinton, Executive Director

Exhibit D

Rose Quarter/Lloyd District Shared Thermal Energy System - 5-10-2012

The development of clean district energy systems is a key strategy in the 2009 City of Portland and Multnomah County Climate Action Plan ("CAP"). The CAP calls for the City to establish at least one new district energy system by 2012 as the beginning of achieving a broader network of district energy systems by 2030 to reduce green house gas emissions and increase building efficiencies. The 2009 Portland Economic Development Strategy similarly calls for the City to pursue next generation buildings and infrastructure, including testing new techniques in district-wide power generation, in order to help enhance the growth and competitiveness of the city's green development industry.

On August 29, 2011 the Portland Development Commission (PDC) issued a Request for Qualifications (RFQ) for developing, owning and operating a shared thermal energy system ("STES") that will:

- Provide long-term, cost competitive heating and cooling services to Veterans Memorial Coliseum ("VMC");
- Be capable, in the near-term, of providing these same services to other facilities in and adjacent to the Rose Quarter area ("RQ"); and
- Be capable, in the longer term, of expanding the STES to support planned development in the RQ and serve other areas of the Lloyd District.

The Bureau of Planning and Sustainability created a multi-bureau working group to assist district energy projects and contracted with the Portland Oregon Sustainability Institute (PoSI) to recommend specific sites for future district energy systems, including identifying key implementation steps. PoSI identified the Rose Quarter and Lloyd District as a key opportunity site based on the close proximity of three major facilities – the Veterans Memorial Coliseum, the Rose Garden Arena ("RG") and the Oregon Convention Center ("OCC") – and the heating and cooling loads and existing mechanical systems of those facilities, as well as redevelopment plans for the immediate area. Although not the primary focus of the RFQ, it was identified that there may be additional opportunities in the future to expand the STES to include the Convention Center Hotel.

PDC selected the team of Corix Infrastructure and McKinstry to conduct the feasibility analysis and, upon deeming the system feasible, the subsequent design and construction of the STES at the Rose Quarter. Phase one of the project includes the VMC, RG, and One Center Court office building. Phase two, anticipated in 2013-14, will include the possible expansion to include the Oregon Convention Center.

The successful proposer for the Convention Center Hotel RFP will be required to coordinate with Corix on the following tasks:

- Establishment of a 'Business As Usual' (BAU) stand alone heating and cooling system case to compare with the STES.
- Coordination with Corix on mechanical design, analysis, and comparison to the BAU case to determine feasibility.
- If the system is deemed feasible by all parties, subsequent negotiation on Thermal Energy Services (TESA) agreements, and other related agreements necessary for implementation of the STES.

For further information on the City's goals for district energy please refer to:

www.portlandonline.com/bps/districtenergy

Exhibit E

PORTLAND DEVELOPMENT COMMISSION
Portland, Oregon

RESOLUTION NO. 6787

**ADOPTING AN AMENDED BUSINESS AND WORKFORCE
EQUITY POLICY**

WHEREAS, the PDC Board of Commissioners (the "Board") adopted the Business and Workforce Equity Policy (the "Policy") on February 27, 2008 (Resolution No. 6561), with the objective of ensuring fair and equitable opportunities to Portland's diverse populations, promoting prosperity in all segments of Portland's diverse communities, fostering economic growth, and expanding competition in the market;

WHEREAS, the Policy was subsequently amended on January 29, 2009 (Resolution 6667) to add language from the Construction Wage Policy and incorporate workforce goals recommended by the Workforce Diversity Strategy Committee;

WHEREAS, the Policy objectives are pursued through the establishment of two separate and distinct programs: (1) the Business Equity Program (formerly the Good Faith Effort Program); (2) the Workforce Equity Program (principally, the Workforce Training and Hiring Program);

WHEREAS, it has subsequently been determined that small businesses are often negatively impacted by late payment on invoices and the addition of a "Prompt Payment" requirement to the Policy would be beneficial for small businesses;

WHEREAS, the applicability of the Workforce Equity Program for Intergovernmental Agreements ("IGAs") and a definition for IGAs was inadvertently left out of the Policy and should be added;

WHEREAS, to better facilitate implementation, the majority of the requirements established in the Project Apprenticeship and Equity Agreement ("PAEA") outlined in the Policy will be incorporated into the guidelines that will be distributed to developers and contractors and, therefore, the PAEA section should be removed from the Policy;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby adopts an amended Business and Workforce Equity Policy, in the form attached hereto as Exhibit A; and

BE IT FURTHER RESOLVED that this Resolution shall become effective immediately after its adoption.

Adopted by the Portland Development Commission on April 28, 2010.


Renee A. Castilla, Recording Secretary

Business and Workforce Equity Policy (Amended _____)

A. OBJECTIVES OF THE POLICY

The objective of the **Business and Workforce Equity Policy** (the "Policy") is to:

- Ensure that the Portland Development Commission's ("PDC's") work provides professional, supplier and construction contracting opportunities to small businesses that have been historically under utilized including businesses owned by People of Color, Women and Emerging Small Businesses (collectively, "M/W/ESBs") and to encourage the participation of businesses owned by veterans on Direct Contracting, Land Transactions and on work utilizing PDC Resources including Interagency and Intergovernmental Agreements; and
- Maximize apprenticeship opportunities in the construction trades and ensure employment opportunities for People of Color and Women and encourage the employment of people with disabilities and veterans on Direct Contracting, Land Transactions and on work utilizing PDC Resources.

In this way, it is PDC's aim to ensure fair and equitable opportunities to Portland's diverse populations, promote prosperity in all segments of Portland's diverse communities, foster economic growth, and expand competition in the market.

The Policy replaces the existing policy adopted by the Board on December 18, 1997 (Resolution No. 5066) that authorized implementation of the Disparity Study Implementation Plan and policies concerning fair contracting and workforce training, including the Good Faith Effort Program and Workforce Training and Hiring Program.

The Policy objectives are pursued through the establishment of two separate and distinct programs.

- **The Business Equity Program;** and
- **The Workforce Equity Program.**

B. DEFINITIONS

1. **"Board"** means the PDC Board of Commissioners.
2. **"Business Financial Resource Tools"** means certain PDC business financial assistance programs including, but not limited to, the Quality Jobs Program, the Economic Opportunity Fund, the Direct Tax Increment Loan, and the EDA Revolving Loan and Real Estate Fund.
3. **"Certified Firms"** include M/W/ESB firms that have been certified by the State of Oregon as a Minority-owned business, a Women-owned business or an emerging small business.
4. **"DA" or "DDA"** means, respectively, a Development Agreement or a Disposition and Development Agreement that is typically entered into by and between a developer and PDC that sets forth the terms and conditions of property conveyance, if any, and the requirements for redevelopment of the property.

5. **“Direct Contracting”** included all professional, supplier and construction services purchased directly by PDC.
6. **“Enterprise Zone”** is a 5-year, 100% tax abatement program designed to encourage existing and new industrial firms to invest in new capital outlays in certain designated areas. Participating firms are required to create or retain quality jobs while maximizing the economic benefits for residents of Portland who are currently earning at or below 80% Median Family Income.
7. **“Flexible Service Contract”** is a contract for services that has repetitive requirements on an as-needed basis and may include Personal Services Contracts that have such repetitive requirements.
8. **“Hard Construction Costs”** is the cost to build improvements on a property, including all related construction labor and materials, including fixed and built-in equipment costs. Costs not directly related to the construction of an improvement, such as entity overhead, administration or taxes, or other professional services including architectural or engineering, shall not be considered a part of the Hard Construction Costs.
9. **“Intergovernmental Agreement”** is an agreement between PDC and another government entity, including the City of Portland.
10. **“Land Transactions”** is the sale of real property by PDC at any price for the purpose of a private or public project through a DDA.
11. **“PDC-Owned Construction Contracts”** include contracts where PDC has a direct contractual relationship with the contractor and where PDC is the owner of the project.
12. **“PDC Resources”** include:
 - (i) PDC funds in the form of grants, loans or payments. For purposes of calculating PDC Resources, any PDC funds used by a single entity for a single project in the form of grants, loans or payments shall be combined to determine the total amount of PDC Resources; and
 - (ii) The value of a Land Transaction. For purposes of calculating the value of a Land Transaction the value shall be that specified in the DDA.
13. **“PDC Sponsored Projects”** include all projects that are privately owned and constructed involving a Disposition and Development Agreement, Development Agreement, loan agreement, or other type of financial assistance agreement with PDC.
14. **“People of Color”** as used in this Policy includes persons who self identify as being other than Caucasian.
15. **“Personal Services Contract”** is a contract for specialized skills, knowledge or unique resources in the application of highly-technical or scientific expertise, or the exercise of professional, artistic or management discretion or judgment. Such services include, but are not limited to the services of architects, engineers, surveyors, attorneys, auditors and other licensed professionals, artists, designers, computer programmers, performers, consultants and property managers.

16. **“Utilization Goal”** shall mean the percentage goals set for Certified Firms and workforce utilization on contracts and projects subject to the Policy.
17. **“Workforce Goals”** means the goals covering construction trades to utilize People of Color and Women as a percentage of total construction hours worked in a PDC Project.
18. **“Workforce Training and Hiring Program”** means the Workforce Training and Hiring Program originally authorized by the Board on December 18, 1997 (Resolution No. 5066) and further amended on September 16, 1998 (Resolution No. 5171) and reauthorized on February 27, 2008 (Resolution No. 6561) that pertains to apprentice utilization.

C. THE BUSINESS EQUITY PROGRAM

1. **Purpose of the Business Equity Program.** To ensure PDC provides professional, supplier and construction contracting opportunities to Certified Firms and to encourage the participation of businesses owned by veterans on Direct Contracting, Land Transactions and on work utilizing PDC Resources.
2. **Applicability.** Direct Contracting entities, entities involved in a Land Transaction or entities receiving PDC Resources shall be obligated to comply with the Business Equity Program, upon meeting any one of the following criteria:
 - a) A PDC Personal Services Contract for any amount;
 - b) A PDC-Owned Construction Contract greater than \$200,000;
 - c) A PDC Sponsored Project receiving more than \$300,000 of PDC Resources to finance a project with Hard Construction Costs greater than \$300,000; or
 - d) Intergovernmental Agreement with Hard Construction Costs greater than \$200,000 and more than \$100,000 in PDC Resources, whether performed by PDC or another agency. The Executive Director or the Executive Director's designee may defer to the other agency's program if its program is similar to PDC's program. If PDC defers to the other agency's program, utilization reports shall be provided to PDC by the other agency on a monthly basis.
3. **Utilization Goals for Certified Firms.** The following Utilization Goals are established upon the initial adoption of the Policy. The Executive Director is responsible thereafter for annually reviewing the Utilization Goals, and is authorized to modify them based on such annual analysis:
 - a) Personal Services Contracts: 25 percent of the payments made under such contracts;
 - b) PDC-Owned Construction Contracts: 20 percent of Hard Construction Costs;
 - c) PDC Sponsored Projects: 20 percent of Hard Construction Costs for residential low-rise construction and 20 percent of the Hard Construction Costs for commercial high-rise construction as calculated by an analysis of availability and capacity of Certified Firms for the specific project;

- d) Interagency and Intergovernmental Agreements: the PDC program shall apply. However, PDC may defer to the other agency's program if their program is similar to PDC's program with monthly reporting provided to PDC; and
 - e) Flexible Service Contracts:
 - (i) 30 percent of the total number of contracts in any fiscal year; AND
 - (ii) 25 percent of the payments made under such contracts.
- 4. Notice and Timing.** Should a party receive PDC Resources after it has expended funds on a project, started construction, or taken other action that would impair its ability to comply with the Business Equity Program, PDC (the project manager, with assistance from the M/W/ESB Coordinator) may negotiate a Certified Firm participation level that is reasonable and may provide technical assistance to achieve that negotiated Utilization Goal.
- 5. Prompt Payment.** The Contractor and/or Developer shall pay all subcontractors and suppliers within ten calendar days after receiving payment from PDC on all PDC-owned and sponsored construction projects.

D. THE PDC WORKFORCE EQUITY PROGRAM

- 1. Purpose of the Workforce Equity Program.**
- a) To maximize apprenticeship opportunities in the construction trades and ensure employment opportunities for People of Color and Women on Direct Contracting, Land Transactions and on work utilizing PDC Resources; and
 - b) To encourage the employment of people with disabilities and veterans on Direct Contracting, Land Transactions and on work utilizing PDC Resources.
- 2. Applicability.** Direct Contracting entities, entities entering into a DA or DDA or entities receiving PDC Resources shall be obligated to comply with the Workforce Equity Program upon meeting any one of the following criteria:
- a) On a **PDC-Owned Construction Contract** or an **Intergovernmental Agreement** greater than \$200,000, the Workforce Equity Program shall apply to:
 - (i) The prime contract; and
 - (ii) Any subcontract greater than \$100,000.
 - (iii) The Executive Director or the Executive Director's designee may defer to the other agency's program if its program is similar to PDC's program. If PDC defers to the other agency's program, utilization reports shall be provided to PDC by the other agency on a monthly basis.
 - b) On a **PDC Sponsored Project** the Workforce Equity Program shall apply if the project receives \$300,000 or more of PDC Resources to finance a project with a Hard Construction Cost greater than \$1,000,000 and shall apply to:

- (i) The prime contract; and
- (ii) Any subcontract greater than \$100,000.

3. Requirements.

a) Projects subject to the Workforce Equity Program shall:

- (i) Comply with the Workforce Training and Hiring Program to, among other things, ensure that a minimum of twenty percent (20%) of labor hours in each apprenticeable trade performed by the contractor and subcontractors are worked by state-registered apprentices, as such requirements are further described therein; and
- (ii) Work toward achieving the Workforce Goals phased over a ten-year period as outlined in the table below. The percentage of hours set forth below includes both apprenticeship hours and journey level hours.

Workforce Goals

| Fiscal Year | 2008/ 2009 | 2009/ 2010 | 2010/ 2011 | 2011/ 2012 | 2012/ 2013 | 2013/ 2014 | 2014/ 2015 | 2015/ 2016 | 2016/ 2017 | 2017/ 2018 |
|------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| Female | 6% | 7% | 8% | 9% | 10% | 11% | 12% | 13% | 14% | 15% |
| People of Color | 25.5% | 26% | 26.5% | 27% | 27.5% | 28% | 28.5% | 29% | 29.5% | 30% |

- (iii) Make all reasonable and necessary efforts to employ a workforce that reflects the diversity of the City of Portland, including recruitment of a diverse workforce through the unions, the apprenticeship programs and other community resources.

b) Projects subject to the Workforce Equity Program are encouraged to employ people with disabilities and veterans.

4. Notice and Timing. Should a party receive PDC Resources after it has expended funds on a project, started construction, or taken other action that would impair its ability to comply with the Workforce Equity Program, PDC (the Project Manager, with assistance from the M/W/ESB Coordinator) may negotiate a level of compliance that is reasonable and may provide technical assistance to achieve that negotiated Workforce Goal.

E. Equal Employment Opportunity Certification. Contractors and subcontractors subject to the Policy must be certified by the City of Portland as an Equal Employment Opportunity Employer.

F. Damages. The procedural requirements of the Policy are contractual obligations. In the event that PDC determines, in its sole and absolute discretion, that the procedural requirements of the Policy have not been complied with, then PDC's finding may result in one or more of the following:

1. A finding of breach of contract.
2. Disqualification of the developer, contractor or subcontractor to receive future PDC Resources or bid on future PDC solicitations.
3. A claim for liquidated damages.
4. Withholding of progress payments.

G. Administration. The Executive Director shall develop and administer administrative procedures and/or guidelines, and make any determinations necessary, to implement and manage the Policy.

H. Exemptions.

1. The Policy shall not apply to projects within an Enterprise Zone or PDC Resources derived from Business Financial Resource Tools that are intended to be used for working capital or property acquisition.
2. Any exemption or waiver of requirements of the Policy other than those stated in the Policy shall require approval of the Board.

- ii. The request is reviewed by PDC staff in consultation with the Portland Office of Sustainable Development to assess the request for exemption and make a recommendation to the PDC Board of Commissioners.
- iii. The exemption must be approved or denied by the PDC Board of Commissioners.
- iv. If an exemption is granted, the developer must agree to:
 - Integrate green building practices into the design and construction of the project to the maximum extent possible and feasible.
 - Provide PDC with reports during construction on the effort to incorporate green building practices into the project.

J. Administration of Guidelines

1. **Administrator.** The PDC Executive Director, or designee, shall be responsible for the administration of these Guidelines.
2. **Changes.** The PDC Executive Director is authorized to change or revise these Guidelines as necessary to remain current with City of Portland Green Building Policy, or implement changes to improve the administration, effectiveness or practical application of the PDC Green Building Policy.
3. **Disputes.** The Executive Director is authorized to resolve any dispute arising from the application, administration or enforcement of these Guidelines, with the exception of the PDC Board of Commissioner's decisions regarding the issuance of an exemption.

Exhibit F

Investing in Portland's Future



Green Building Policy

To support the intent and application of the Green Building Policy of the City through advocating and incorporating sustainable and green building practices in all projects to the maximum extent practicable, and as a condition of receiving financial assistance from the Commission as applicable.

.....Adopted by the PDC Board of Commissioners on June 22, 2005 - Resolution #6262



Green Building Program Guidelines

A. Description

The PDC Green Building Program ("Program") requires developers receiving financial assistance from the Commission and direct Commission funded construction projects to integrate green building practices into construction projects and meet the established U.S. Green Building Council Leadership in Energy and Environmental Design ("LEED") or Earth Advantage Small Commercial rating system standards.

B. Authority

1. Resolution Number 36310 adopted by the Portland City Council on April 27, 2005, amending the Green Building Policy adopted by the Portland City Council on January 10, 2001, requires the Portland Development Commission to enforce certain development standards when providing financial assistance to various projects.
 - a. These Program Guidelines ("Guidelines") are intended to implement the responsibilities assigned to the Commission by the City Council in these actions.
 - b. Definitions contained in the City Green Building Policy (BCP-ENB-9.01) are hereby included by reference in these Guidelines.
2. The PDC Board of Commissioners adopted Resolution 6262 on June 22, 2005 authorizing the Green Building Program Guidelines.

C. 3. The Executive Director approved these Guidelines based on the authority granted him in Section J.2 in these Guidelines on June 17, 2010, for implementation on July 1, 2010. Development Projects Subject to These Guidelines

1. A project receiving PDC financial assistance in an amount:
 - a. > 10% of the total project cost; **AND**
 - b. > \$300,000

NOTE: "PDC financial assistance" shall include any:

- Loan or grant of funds directly provided by PDC.
 - Indirect financial benefit provided by PDC as the result of writing down the value of land.
2. These Guidelines further apply only to the construction or rehabilitation of a building or structure that is > 10,000 square feet in total area **and** is part of a project meeting the criteria in Section C-1.

D. Types of Construction Within a Qualifying Project Subject to These Guidelines

1. **New Construction** - new buildings or structures for the following uses:
 - a. Commercial / Mixed-Use
 - b. Residential

2. **Rehabilitation Construction** - an existing building or structure that is modified, renovated or remodeled; including tenant improvements, and intended for the following uses:
- a. Commercial / Mixed-Use
 - b. Residential
 - c. City-Owned Buildings

E. Individual Project Requirements

| NEW CONSTRUCTION | |
|---|---|
| Development Type | Green Building Standard Required |
| <ul style="list-style-type: none"> • Commercial / Mixed Use for buildings > 70,000 square feet | LEED™ NC (New Construction) Silver Certification |
| <ul style="list-style-type: none"> • Commercial / Mixed Use for buildings 10,000 to 70,000 square feet | LEED™ NC (New Construction) Silver Certification OR Earth Advantage Small Commercial |
| <ul style="list-style-type: none"> • Residential | Greening Portland's Affordable Housing (ALL) |
| < 5 stories of the structure | Earth Advantage Green Certification |
| = 5 stories | Earth Advantage Green or LEED NC Silver based on the particular configuration of entire building |
| > 5 stories | LEED NC Silver Certification |
| <ul style="list-style-type: none"> • City-owned Buildings | <ul style="list-style-type: none"> - LEED™ NC Gold Certification - Eco-roof or Energy Star approved roofing materials - Operations & maintenance according to guidelines established by the Bureau of General Services |

| REHABILITATION | |
|--|---|
| Development Type | Green Building Standard Required |
| <ul style="list-style-type: none"> • Commercial / Mixed Use | |
| Full Building Commercial / Mixed Use for buildings > 70,000 square feet | LEED™ NC (New Construction) Silver Certification |
| Full Building Commercial / Mixed Use for buildings | LEED™ NC (New Construction) Silver Certification OR |

| | |
|---|--|
| 10,000 to 70,000 square feet | Earth Advantage Small Commercial |
| <ul style="list-style-type: none"> ○ Partial-building ○ Tenant Improvements | LEED™ CI (Commercial Interiors) Silver and/or G-Rated Tenant Improvement Guide Certification |
| <ul style="list-style-type: none"> • Residential | Greening Portland's Affordable Housing (ALL) |
| < 5 stories of the structure | Earth Advantage Green Certification |
| = 5 stories | Earth Advantage Green or LEED NC Silver based on the particular configuration of entire building |
| > 5 stories | LEED NC Silver Certification |
| <ul style="list-style-type: none"> • City-owned Buildings | LEED™ CI (Commercial Interiors) Silver and/or G-Rated Tenant Improvement Guide Certification |

F. Good Faith Deposit

In all financial assistance agreements where compliance with these Guidelines is required and not otherwise exempted, the developer will be required to provide PDC with a deposit in the amount of \$10,000 and in the form of either a cashier's check or promissory note, as determined by the project manager, as security that the developer will make a good faith effort to comply with these Guidelines ("Good Faith Deposit").

1. The Good Faith Deposit will be returned if and when PDC has determined the developer has "complied" with these Guidelines.
2. The Good Faith Deposit will be forfeited to PDC if the developer is determined to be "non-compliant" with these Guidelines

G. Compliance

1. **Progress Reports.** According to a schedule agreed to by both parties in the financial assistance agreement, the developer shall submit an up-dated *LEED or Earth Advantage Checklist* and any additional supporting documentation to PDC indicating:
 - a. The progress towards meeting requirements of these Guidelines.
 - b. The likelihood that requirements will be met or exceeded.
 - c. Any issues or circumstances that may prevent the developer from meeting Requirements.
2. **Final Report.** Within five (5) business days of receiving notification of LEED or Earth Advantage certification approval or denial, the developer shall notify and submit to PDC evidence of,
 - a. LEED or Earth Advantage Certification approval; **OR**
 - b. LEED or Earth Advantage Certification denial.
3. **Determination**

- a. If the developer's required certification is approved, the developer will be deemed to have "complied" with these Guidelines and the Good Faith Deposit will be returned.
- b. If the developer's required certification is denied, the developer will be deemed to be "non-compliant" with these Guidelines.

H. Non-Compliance Request for Waiver

If a developer's request for certification is denied by LEED or Earth Advantage, the developer may, within 10 (ten) business days of receiving such notice, submit to PDC a "Request for Waiver" from required compliance with these Guidelines based on the "good faith effort" made by the developer to comply.

1. A *Request for Waiver* must contain:
 - a. The following documentation appropriate to the type of construction.
 - i. **Commercial:** Final LEED or Earth Advantage certification application, documentation and response from U.S. Green Building Council.
 - ii. **Residential:** Final LEED or Earth Advantage certification application, documentation and response from certification agency(s).
 - b. An explanation of the efforts and accomplishments made by the developer to achieve compliance with these Guidelines.
 - c. An explanation of the practical or economic infeasibility of implementing certain green building design or construction techniques that if implemented would otherwise have likely resulted in certification.
 - d. Any other supporting documentation or information the developer wishes to submit.
2. Within 30 (thirty) days of receiving the *Request for Waiver*, the PDC Executive Director shall make a determination as to whether a Waiver should be approved or denied based on the good faith effort the developer made to comply with these Guidelines.

In order to establish the developer's good faith efforts, the documentation and information submitted by the developer with the *Request for Waiver*, and any other information obtained by PDC from the developer during design and construction, must establish that the developer:

- a. Complied with the LEED or Earth Advantage certification application process;
 - b. Submitted timely progress reports to PDC;
 - c. Undertook reasonable, appropriate and on-going efforts to obtain certification;
AND
 - d. That compliance would otherwise have been obtained but for the practical or economic infeasibility of implementing certain green building design or construction techniques.
3. If a *Request for Waiver* is approved by the PDC Executive Director, the developer will be relieved from meeting the requirements of these Guidelines, and the Good Faith Deposit returned to the developer.

4. If a *Request for Waiver* is denied by the PDC Executive Director, the developer will be deemed to have not made a “good faith effort” to meet requirements of these Guidelines and shall forfeit the Good Faith Deposit to PDC

I. **Exemptions**

1. **Programs.** The following programs are categorically exempt from these guidelines due to the generally small amount of financial assistance provided by the Commission.
 - a. Storefront Improvement Program
 - b. Neighborhood Housing Program will be exempt from meeting Green Building Standards otherwise required in Section E of these Guidelines, except Greening Portland’s Affordable Housing
2. **Affordable Housing Project.** A project otherwise required to follow these Guidelines, but where at least 51% of housing units are either:
 - a. rental housing affordable to households at 60% area Median Family Income and have a regulatory agreement with PDC; and/or
 - b. ownership housing in which sales prices are no greater than 95% of the Multnomah County average sales price **and** homebuyer incomes are no greater than 100% of the area median income.
- c. **Definitions.**
 - i. **Median Family Income:** Area median income is established annually by the U.S. Department of Housing and Urban Development, or its successor agency, and applies to the year of sale for ownership units, and applies annually during the period of the PDC affordability agreement for rental units.
 - ii. **Sales Price:** a price which does not exceed 95 percent of the Federal Housing Administration mortgage maximum for a single unit in the Portland Metropolitan area as established annually will be exempt from meeting all Green Building Standards otherwise required in Section E of these Guidelines, except Greening Portland’s Affordable Housing
3. **Individual Projects.** A project otherwise required to follow these Guidelines may be exempted from program requirements subject to the following.
 - a. **Exemption Criteria.** The project developer must demonstrate that complying with these Guidelines,
 - i. would burden the project with extraordinary costs affecting the economic feasibility of the project; **OR**
 - ii. is not reasonably feasible due to unique construction or reconstruction circumstances of the project.
 - b. **Exemption Process.**
 - i. The developer must request an exemption in writing, and provide an explanation and provide any supporting documents necessary to demonstrate the need for an exemption.

- ii. The request is reviewed by PDC staff in consultation with the Portland Office of Sustainable Development to assess the request for exemption and make a recommendation to the PDC Board of Commissioners.
- iii. The exemption must be approved or denied by the PDC Board of Commissioners.
- iv. If an exemption is granted, the developer must agree to:
 - Integrate green building practices into the design and construction of the project to the maximum extent possible and feasible.
 - Provide PDC with reports during construction on the effort to incorporate green building practices into the project.

J. Administration of Guidelines

1. **Administrator.** The PDC Executive Director, or designee, shall be responsible for the administration of these Guidelines.
2. **Changes.** The PDC Executive Director is authorized to change or revise these Guidelines as necessary to remain current with City of Portland Green Building Policy, or implement changes to improve the administration, effectiveness or practical application of the PDC Green Building Policy.
3. **Disputes.** The Executive Director is authorized to resolve any dispute arising from the application, administration or enforcement of these Guidelines, with the exception of the PDC Board of Commissioner's decisions regarding the issuance of an exemption.

Exhibit G

Metro's First Opportunity Target Area (FOTA) Program

Metro's FOTA program applies to policies governing employment and procurement at the following visitor venues managed by the Metropolitan Exposition Recreation Commission (MERC):

Oregon Convention Center

Portland Expo Center

Portland Center for the Performing Arts

Recruitment to prospective employees and potential contractors is required to be first extended to certain residents and businesses located within a specific geographic area of North and Northeast Portland.

First Opportunity Target Area Boundaries



North boundary

NE Columbia Boulevard

East boundary

NE 42nd Avenue

South boundary

Banfield Freeway (I-84)

West boundary

N. Portsmouth Avenue to N. Willis Boulevard;

East to N. Chataqua Boulevard;

South to N. Willamette Boulevard; and

N. Greeley Avenue to N. Interstate Avenue

Employee recruitment:

Outreach efforts must be sought and documented with the specific goal of offering employment opportunities first to potential applicants residing in the target boundaries and earning an annual household income limit for the past 12 months of less than \$25,000 as an individual or \$40,000 for an entire household.

Contractor recruitment:

Three informal competitive price quotes or competitive proposals shall be sought for all contracts exceeding \$5,000 but less than \$100,000, and include an attempt to obtain at least one quote from a state-certified MBE, WBE or ESB within the target boundaries. A second quote should be obtained from any state-certified MBE, WBE or ESB regardless of location. A written record of the sources of quotes and/or proposals shall be documented.

Request for Proposal (RFP 13-2115)

FORM A Development Team Statement of Legal Status and Financial Capability

For official and confidential use by Metro

Purpose/Instructions: The following information will be used by Metro in determining whether or not the identified Development Team has, in the opinion of Metro, the financial capability to successfully complete the convention center hotel project.

NOTE: In accordance with ORS 192.502.23, Metro considers this information as a public record exempt from disclosure under ORS 192.410 to 192.505.

If space on this form is inadequate for any requested information, please furnish on attach pages with a reference to the appropriate question number on this form.

DEVELOPER

A. Developer Information

1. Official Company/Entity Name: _____ (hereinafter "Developer")
2. Mailing Address: _____
State/Zip: _____
3. If at this address less than 1 year, prior address: _____
4. Primary contact regarding this information: _____
5. Telephone Number: _____
6. Email Address: _____

B. Development Entity. The Development entity named above is:

- A sole proprietorship – Soc. Sec. # _____
- A corporation – FID # _____
- A nonprofit or charitable institution or corporation – FID # _____
- A partnership _____ – FID # _____
- A business association or a joint venture – FID # _____
- A limited liability company – FID # _____
- A Federal, State, or local government or instrumentality thereof
- Other / explain: _____

C. Date and State of Organization. If the Developer is not an individual or a government agency or instrumentality:

1. Date of organization: _____
2. State of organization: _____

Request for Proposal (RFP 13-2115)

D. Developer Principals. Names of owners, officers, directors, trustees, and principal representatives of the development entity

| Name, Title, Address, ZIP Code | Description of interest/relationship | % of Ownership Interest |
|--------------------------------|--------------------------------------|-------------------------|
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E. Developer Affiliations. Is the Developer a subsidiary or parent of or affiliated with, any other corporation or corporations or any other firm or firms? Yes No

If Yes, provide the following information:

| Corporation / Firm | Relationship to Developer | Common Officers/Directors/Owners/ Trustees/Representatives |
|--------------------|---------------------------|--|
| Name Address | | |
| Name Address | | |

If the Developer is different than the parent corporation or firm, will the parent corporation or firm guarantee performance under this proposal?

Yes No

F. Bankruptcy. Has the Developer or the parent corporation (if any), or any subsidiary or affiliated corporation of the Developer or said parent corporation, or any of the Developer's officers or principal members, shareholders or investors filed for bankruptcy, either voluntary or involuntary, within the past 10 years? Yes No

If Yes, provide the following information:

| Name | Court | Date | Status |
|------|-------|------|--------|
| | | | |

Request for Proposal (RFP 13-2115)

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G. Loan Defaults. Has the Developer or the parent corporation (if any), or any subsidiary or affiliated corporation of the Developer or said parent corporation, or any of the Developer's officers or principal members, shareholders or investors defaulted on a loan or other financial obligation? Yes No

If Yes, explain: _____

H. Criminal Litigation. Is the Developer or the parent corporation (if any), or any subsidiary or affiliated corporation of the Developer or said parent corporation, or any of the Developer's officers or principal members, shareholders or investors party to any past or pending criminal litigation? Yes No

If Yes, provide the following information, and attach any additional information or explanation deemed necessary:

| Date Filed | Court | Charge/Current Status |
|------------|-------|-----------------------|
| | | |
| | | |

I. Civil Litigation. Is the Developer or the parent corporation (if any), or any subsidiary or affiliated corporation of the Developer or said parent corporation, or any of the Developer's officers or principal members, shareholders or investors party to any pending civil litigation that could potentially impact the financial capability of the Developer to complete the proposed development? Yes No

If Yes, provide the following information, and attach any additional information or explanation deemed necessary:

| Date Filed | Court | Current Status |
|------------|-------|----------------|
| | | |
| | | |

J. Conflict of Interest. Does any member or employee of Metro, Multnomah County, Portland City Council or the Portland Development Commission have any direct or indirect personal interest in the Developer or in the redevelopment or rehabilitation of the property being proposed by the Developer? Yes No

If Yes, explain: _____

1.

K. Financial Condition. Attach to this statement a **certified financial statement** showing the assets and the liabilities, including contingent liabilities, of the Developer fully itemized in accordance with accepted accounting standards and based on a proper audit. If the date of

Request for Proposal (RFP 13-2115)

this certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.

L. Previous PDC Assistance. Has the Developer or the parent corporation (if any), or any subsidiary or affiliated corporation of the Developer or said parent corporation, or any of the Developer's officers or principal members, shareholders or investors received any previous financial assistance for a development project? Yes No:

| Project Name | Assistance Provided by PDC | Date |
|--------------|----------------------------|------|
| | | |
| | | |

M. Additional Information. Attach any additional evidence deemed helpful to demonstrate the Developer's financial capacity and capability to complete the proposed development.

CERTIFICATION

I¹ _____ certify under penalty of perjury under the laws of the State of Oregon that I am authorized to submit this information on behalf of the Developer Entity and that the statements made in this Statement of Qualifications are true and correct.²

I further authorize Metro, or any employee or agent acting on behalf of the Metro, to undertake any investigation deemed appropriate to verify the information contained herein.

Printed Name _____

Title _____

Signature _____ **Date** _____

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¹ If the Developer is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.

² ORS 162.055 to 162.425 makes it a crime to knowingly make a false statement to a public servant with regard to a material issue. Such false statement is a Class C Felony punishable by up to 5 years in prison and/or a fine of \$100,000.

Request for Proposal (RFP 13-2115)

OWNER

A. Owner Information

- a. Official Company/Entity Name: _____ (hereinafter "Developer")
- b. Mailing Address: _____
State/Zip: _____
- c. If at this address less than 1 year, prior address: _____
- d. Primary contact regarding this information: _____
- e. Telephone Number: _____
- f. Email Address: _____

B. Ownership Entity. The Ownership entity named above is:

- A sole proprietorship – Soc. Sec. # _____
- A corporation – FID # _____
- A nonprofit or charitable institution or corporation – FID # _____
- A partnership _____ – FID # _____
- A business association or a joint venture – FID # _____
- A limited liability company – FID # _____
- A Federal, State, or local government or instrumentality thereof
- Other / explain: _____

C. Date and State of Organization. If the Owner is not an individual or a government agency or instrumentality:

- a. Date of organization: _____
- b. State of organization: _____

D. Owner Principals. Names of owners, officers, directors, trustees, and principal representatives of the development entity

| Name, Title, Address, ZIP Code | Description of interest/relationship | % of Ownership Interest |
|--------------------------------|--------------------------------------|-------------------------|
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Request for Proposal (RFP 13-2115)

E. Owner Affiliations. Is the Owner a subsidiary or parent of or affiliated with, any other corporation or corporations or any other firm or firms? Yes No

If Yes, provide the following information:

| Corporation / Firm | Relationship to Owner | Common Officers/Directors/Owners/ Trustees/Representatives |
|--------------------|-----------------------|--|
| Name Address | | |
| Name Address | | |

If the Owner is different than the parent corporation or firm, will the parent corporation or firm guarantee performance under this proposal?

Yes No

F. Bankruptcy. Has the Owner or the parent corporation (if any), or any subsidiary or affiliated corporation of the Owner or said parent corporation, or any of the Owner's officers or principal members, shareholders or investors filed for bankruptcy, either voluntary or involuntary, within the past 10 years? Yes No

If Yes, provide the following information:

| Name | Court | Date | Status |
|------|-------|------|--------|
| | | | |
| | | | |

G. Loan Defaults. Has the Owner or the parent corporation (if any), or any subsidiary or affiliated corporation of the Owner said parent corporation, or any of the Owner's officers or principal members, shareholders or investors defaulted on a loan or other financial obligation? Yes No

If Yes, explain: _____

H. Criminal Litigation. Is the Owner or the parent corporation (if any), or any subsidiary or affiliated corporation of the Owner or said parent corporation, or any of the Owner's officers or principal members, shareholders or investors party to any past or pending criminal litigation? Yes No

Request for Proposal (RFP 13-2115)

If Yes, provide the following information, and attach any additional information or explanation deemed necessary:

| Date Filed | Court | Charge/Current Status |
|------------|-------|-----------------------|
| | | |
| | | |

I. Civil Litigation. Is the Owner or the parent corporation (if any), or any subsidiary or affiliated corporation of the Owner or said parent corporation, or any of the Owner's officers or principal members, shareholders or investors party to any pending civil litigation that could potentially impact the financial capability of the Owner to complete the proposed development? Yes No

If Yes, provide the following information, and attach any additional information or explanation deemed necessary:

| Date Filed | Court | Current Status |
|------------|-------|----------------|
| | | |
| | | |

J. Conflict of Interest. Does any member or employee of Metro, Multnomah County, Portland City Council or the Portland Development Commission have any direct or indirect personal interest in the Owner or in the redevelopment or rehabilitation of the property being proposed by the Owner?

Yes No

If Yes, explain: _____

K. Financial Condition. Attach to this statement a **certified financial statement** showing the assets and the liabilities, including contingent liabilities, of the Owner fully itemized in accordance with accepted accounting standards and based on a proper audit. If the date of this certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.

L. Previous PDC Assistance. Has the Owner or the parent corporation (if any), or any subsidiary or affiliated corporation of the Owner or said parent corporation, or any of the Owner's officers or principal members, shareholders or investors received any previous financial assistance for a development project? Yes No:

| Project Name | Assistance Provided by PDC | Date |
|--------------|----------------------------|------|
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M. Additional Information. Attach any additional evidence deemed helpful to demonstrate the Owner's financial capacity and capability to complete the proposed development.

CERTIFICATION

I³ _____ certify under penalty of perjury under the laws of the State of Oregon that I am authorized to submit this information on behalf of the Ownership Entity and that the statements made in this Statement of Qualifications are true and correct.⁴

I further authorize Metro, or any employee or agent acting on behalf of the Metro, to undertake any investigation deemed appropriate to verify the information contained herein.

Printed Name _____

Title _____

Signature _____ **Date** _____

| | |
|--|--|
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| | |

³ If the Owner is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.

⁴ ORS 162.055 to 162.425 makes it a crime to knowingly make a false statement to a public servant with regard to a material issue. Such false statement is a Class C Felony punishable by up to 5 years in prison and/or a fine of \$100,000.

Request for Proposal (RFP 13-2115)

General Contractor/Construction Manager Information

- a. Official Company/Entity Name: _____ (hereinafter "Developer")
- b. Mailing Address: _____
State/Zip: _____
- c. If at this address less than 1 year, prior address: _____
- d. Primary contact regarding this information: _____
- e. Telephone Number: _____
- f. Email Address: _____

CERTIFICATION

I⁵ _____ certify under penalty of perjury under the laws of the State of Oregon that I am authorized to submit this information on behalf of the Ownership Entity and that the statements made in this Statement of Qualifications are true and correct.⁶

I further authorize Metro, or any employee or agent acting on behalf of the Metro, to undertake any investigation deemed appropriate to verify the information contained herein.

Printed Name _____

Title _____

Signature _____ **Date** _____

⁵ If the Owner is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.

⁶ ORS 162.055 to 162.425 makes it a crime to knowingly make a false statement to a public servant with regard to a material issue. Such false statement is a Class C Felony punishable by up to 5 years in prison and/or a fine of \$100,000.

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Architectural Firm Information

- g. Official Company/Entity Name: _____ (hereinafter "Developer")
- h. Mailing Address: _____
State/Zip: _____
- i. If at this address less than 1 year, prior address: _____
- j. Primary contact regarding this information: _____
- k. Telephone Number: _____
- l. Email Address: _____

CERTIFICATION

I⁷ _____ certify under penalty of perjury under the laws of the State of Oregon that I am authorized to submit this information on behalf of the Ownership Entity and that the statements made in this Statement of Qualifications are true and correct.⁸

I further authorize Metro, or any employee or agent acting on behalf of the Metro, to undertake any investigation deemed appropriate to verify the information contained herein.

Printed Name _____

Title _____

Signature _____ **Date** _____

⁷ If the Owner is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.

⁸ ORS 162.055 to 162.425 makes it a crime to knowingly make a false statement to a public servant with regard to a material issue. Such false statement is a Class C Felony punishable by up to 5 years in prison and/or a fine of \$100,000.

Exhibit I

Request for Proposal (RFP 13-2115)

FORM B
Hotel Operator's Statement of Legal Status and
Financial Capability*For official and confidential use by Metro*

Purpose/Instructions: The following information will be used by Metro in determining whether or not the identified Operator has, in the opinion of Metro, the financial capability to successfully complete the project for which they are seeking financial assistance from the Commission.

NOTE: In accordance with ORS 192.502.23, Metro considers this information as a public record exempt from disclosure under ORS 192.410 to 192.505.

If space on this form is inadequate for any requested information, please furnish on attach pages with a reference to the appropriate question number on this form.

A. Operator Information

1. Official Company/Entity Name: _____ (hereinafter "Operator")
2. Mailing Address: _____
State/Zip: _____
3. If at this address less than 1 year, prior address: _____
4. Primary contact regarding this information: _____
5. Telephone Number: _____
6. Email Address: _____

B. Operations Entity. The Operations entity named above is:

- A sole proprietorship – Soc. Sec. # _____
- A corporation – FID # _____
- A nonprofit or charitable institution or corporation – FID # _____
- A partnership _____ – FID # _____
- A business association or a joint venture – FID # _____
- A limited liability company – FID # _____
- A Federal, State, or local government or instrumentality thereof
- Other / explain: _____

C. Date and State of Organization. If the Operator is not an individual or a government agency or instrumentality:

1. Date of organization: _____
2. State of organization: _____

Request for Proposal (RFP 13-2115)

D. Operator Principals. Names of owners, officers, directors, trustees, and principal representatives of the operations entity

| Name, Title, Address, ZIP Code | Description of interest/relationship | % of Ownership Interest |
|--------------------------------|--------------------------------------|-------------------------|
| | | |
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| | | |

E. Operator Affiliations. Is the Operator a subsidiary or parent of or affiliated with, any other corporation or corporations or any other firm or firms? Yes No

If Yes, provide the following information:

| Corporation / Firm | Relationship to Operator | Common Officers/Directors/Owners/ Trustees/Representatives |
|--------------------|--------------------------|--|
| Name Address | | |
| Name Address | | |

If the Operator is different than the parent corporation or firm, will the parent corporation or firm guarantee performance under this proposal?

Yes No

F. Bankruptcy. Has the Operator or the parent corporation (if any), or any subsidiary or affiliated corporation of the Operator or said parent corporation, or any of the Operator's officers or principal members, shareholders or investors filed for bankruptcy, either voluntary or involuntary, within the past 10 years? Yes No

If Yes, provide the following information:

| Name | Court | Date | Status |
|------|-------|------|--------|
| | | | |

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| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

G. Loan Defaults. Has the Operator or the parent corporation (if any), or any subsidiary or affiliated corporation of the Operator or said parent corporation, or any of the Operator’s officers or principal members, shareholders or investors defaulted on a loan or other financial obligation? Yes No

If Yes, explain: _____

H. Criminal Litigation. Is the Operator or the parent corporation (if any), or any subsidiary or affiliated corporation of the Operator or said parent corporation, or any of the Operator’s officers or principal members, shareholders or investors party to any past or pending criminal litigation? Yes No

If Yes, provide the following information, and attach any additional information or explanation deemed necessary:

| Date Filed | Court | Charge/Current Status |
|------------|-------|-----------------------|
| | | |
| | | |

I. Civil Litigation.

1. Describe the status and nature of any major civil lawsuit (\$500,000 or greater) or settlement that Operator, principal of the operations organization (any officer, director, principal stockholder, general or limited partner, or the project manager), or Operator’s parent entity has been involved in within the past ten years.
2. Is the Operator or the parent corporation (if any), or any subsidiary or affiliated corporation of the Operator or said parent corporation, or any of the Operator’s officers or principal members, shareholders or investors party to any pending civil litigation that could potentially impact the financial capability of the Operator to operate the proposed development? Yes No

If Yes, provide the following information, and attach any additional information or explanation deemed necessary:

| Date Filed | Court | Current Status |
|------------|-------|----------------|
| | | |
| | | |

J. Conflict of Interest. Does any member or employee of Metro, Multnomah County, Portland City Council or the Portland Development Commission have any direct or indirect personal interest in the Operator or in the operations being proposed by the Operator? Yes No

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If Yes, explain: _____

K. Sources of Equity Funds. Is the Operator or the parent corporation (if any), or any subsidiary or affiliated corporation of the Operator or said parent corporation, or any of the Operator's officers or principal members, shareholders or investors providing equity for the development of the project? Yes No

If Yes, provide an itemization of the sources of planned or likely equity funds to be used to pay for the development project.

1. If a planned or likely source of equity funds is a financial institution or investment group, provide a copy of a **letter of intent or commitment** to fund.
2. If a planned or likely source of equity funds is from the operator entity, explain the source of funds such as: cash on hand, sale of stock, sale of assets (identify), other (explain).
3. If a planned or likely source of equity funds is from individual owners, partners or shareholders of the Operator, for the person providing the funds submit:
 - a. Current (within days) personal financial statement
 - b. Full Federal Tax Returns for last three years
4. If a source of equity funds is unknown, or from any other source, provide an explanation and any appropriate documentation.

L. Source of Debt Financing. Is the Operator or the parent corporation (if any), or any subsidiary or affiliated corporation of the Operator or said parent corporation, or any of the Operator's officers or principal members, shareholders or investors securing a loan for the development of the project? Yes No

If Yes, provide an itemization of planned or likely sources of debt funds to be used to pay for the development project.

1. Provide a copy of a **letter of interest** from potential lenders, or
2. Provide any other evidence of Operator's ability to obtain debt financing.
3. Provide name and address of financial institution reference(s).

M. Financial Condition. Attach to this statement a **certified financial statement** showing the assets and the liabilities, including contingent liabilities, of the Operator fully itemized in accordance with accepted accounting standards and based on a proper audit. If the date of this certified financial statement precedes the date of this submission by more than six months, also attach an interim balance sheet not more than 60 days old.

N. Previous PDC Assistance. Has the Operator or the parent corporation (if any), or any subsidiary or affiliated corporation of the Operator or said parent corporation, or any of the Operator's officers or principal members, shareholders or investors received any previous financial assistance for a development project? Yes No:

| Project Name | Assistance Provided by PDC | Date |
|--------------|----------------------------|------|
|--------------|----------------------------|------|

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| | | |
|--|--|--|
| | | |
| | | |

O.Additional Information. Attach any additional evidence deemed helpful to demonstrate the Operator's financial capacity and capability to operate the Project.

CERTIFICATION

I⁹ _____ certify under penalty of perjury under the laws of the State of Oregon that I am authorized to submit this information on behalf of the Operator Entity and that the statements made in this Statement of Qualifications are true and correct.¹⁰

I further authorize the Portland Development Commission, or any employee or agent acting on behalf of the Portland Development Commission, to undertake any investigation deemed appropriate to verify the information contained herein.

Printed Name _____

Title _____

Signature _____ **Date** _____

| | |
|--|--|
| | |
| | |

⁹ If the Operator is an individual, this statement should be signed by such individual; if a partnership, by one of the partners; if a corporation or other entity, by one of its chief officers having knowledge of the facts required by this statement.

¹⁰ ORS 162.055 to 162.425 makes it a crime to knowingly make a false statement to a public servant with regard to a material issue. Such false statement is a Class C Felony punishable by up to 5 years in prison and/or a fine of \$100,000.

Exhibit J

Request for Proposal (RFP 13-2115)

FORM C
Description of Proposed New Hotel
Development Program and Features and Cost
Estimates

| Component | Number of Units or Square Feet | Avg. Hard Construction Cost Per Sq. Foot or Per Unit | Total Cost |
|--|--------------------------------|--|------------|
| Guest Rooms | | | |
| Suites | | | |
| Meeting Rooms | | | |
| Ballrooms | | | |
| Restaurants | | | |
| Parking Spaces | | | |
| Kitchen and other back-of-house features, | | | |
| Mechanical, Elevator and other Miscellaneous, | | | |
| Fixtures, Furniture and Equipment, | | | |
| Amenities, summarize on attached sheet | | | |
| Architecture and Engineering | | | |
| Financing Costs | | | |
| Developer's Fees | | | |
| Administration (includes Permit Fees) | | | |
| Land Acquisition | | | |
| Site Improvements, summarize on attached sheet | | | |
| Off-Site Improvements, summarize on attached sheet | | | |
| Other, summarize on attached sheet | | | |
| TOTAL ESTIMATED COST | | | |

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FORM D **Development Team, Financial Proposal and** **Financial Capability**

Complete this form in addition to providing a construction period and 20-year pro forma operating pro forma and other information requested in Section 10 of the RFP.

A. Sources of Equity Funds. Provide an itemization of the sources of planned or likely equity funds to be used to pay for the development project.

1. If a planned or likely source of equity funds is a financial institution or investment group, provide a copy of a **letter of intent or commitment** to fund.
2. If a planned or likely source of equity funds is from the developer entity, explain the source of funds such as: cash on hand, sale of stock, sale of assets (identify), other (explain).
3. If a planned or likely source of equity funds is from individual owners, partners or shareholders of the development entity, for the person providing the funds submit:
 - a. Current (within 60 days) personal financial statement
 - b. Full Federal Tax Returns for last three yearsIf a source of equity funds is unknown, or from any other source, provide an explanation and any appropriate documentation.

B. Source of Debt Financing. Provide an itemization of planned or likely sources of debt funds to be used to pay for the development project.

4. Provide a copy of a **letter of interest** from potential lenders, or
5. Provide any other evidence of Developer's ability to obtain debt financing.
Provide name and address of financial institution reference(s).

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FORM E
**Offer to Develop ____ Hotel Rooms and Provide a
Committed Room Block of at Least ____ Rooms
for the Oregon Convention Center**

Metro
600 NE Grand Avenue
Portland, Oregon 97232

The undersigned _____ (Developer) and _____ (Operator) hereinafter referred to as the "Respondent", hereby submits to Metro, in its own capacity a proposal to develop ____ rooms of hotel space and provide a committed Room Block at _____ (the subject property) under the terms and conditions stated in the response to the RFP for the Convention Center Hotel (the "Offer").

If the "Offer" is selected, Metro would enter into exclusive negotiations with the Respondent for a period of up to 180 days (hereinafter referred to as the "Option Period"), commencing with the date of acceptance of this offer by Metro, during which the Respondent will seek to complete a Development Agreement and a contract for the provision of a committed block of rooms to Metro for the purpose of supporting the marketing and operations of the Oregon Convention Center.

This Offer is made pursuant to, and with full understanding of all procedures, rules and instructions stated in the Request for Proposals (hereinafter referred to as "RFP"), as well as the following terms and conditions:

1. Metro will accept the Offer which it finds most advantageous to it, which determination shall be final and conclusive, and shall not be subject to review or challenge by the Respondent. Metro reserves the right to reject any or all Offers, and to waive any informalities or defects as to form or procedure.
2. In the interest of a fair and equitable selection process, Metro retains the sole responsibility to determine the timing, arrangement and method of proposal presentations throughout the selection process.

Request for Proposal (RFP 13-2115)

3. The Respondent and their representatives agree not to undertake any activities or actions to promote or advertise their proposal except in the course of Metro authorized presentations. Other than discussions with Metro staff, the Respondent or its representatives are not permitted to make any direct or indirect (through others) contact with the Portland City Council, PDC Commission, MERC Commission, Metro Council or Metro President, except in the course of Metro authorized presentations. Violation of these rules may be grounds for disqualification of the Respondent.
4. The Respondent understands that there will not be a final commitment by Metro until the Development Agreement and Room Block Agreement is fully executed. Immediately upon Metro acceptance of this Offer, the Respondent will provide an experienced representative, who will be authorized to represent the Respondent in negotiations and will diligently engage in activities to implement the Agreements.
5. The Respondent understands that the hotel development which is proposed is subject to the various approvals of the City which are in no way affected by this agreement.
6. The Respondent understands that full disclosure must be provided by the Respondent regarding the principals, officers, stockholders of the Respondent and all other pertinent information concerning the Respondent, its financial condition and its financing plan for the Offer.
7. The Respondent understands that Metro reserves the right at any time either before or after the Offers are submitted to specify additional terms and conditions, and to request additional information and data from the Respondent.
8. The Respondent understands that if negotiations culminate in a Room Block Agreement, such an agreement becomes final only after the agreement has been approved by the Metro Council.
9. The Respondent understands that financial information submitted to Metro is submitted as a confidential disclosure and Metro will endeavor to treat this information as confidential to the extent permitted by Oregon law. However, the Respondent understands that Metro cannot guarantee confidentiality.

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Please indicate acceptance of this Offer to Develop Hotel Space of ____ Rooms and Provide a Committed Room Block of ____ Rooms for the Oregon Convention Center at _____, after Metro approval, by signing and returning the attached copy to the undersigned.

Developer:

name title

Firm Firm Address

Operator:

name title

firm Firm Address

The Respondent's "Offer to Develop Hotel Space and Provide a Committed Room Block of ____ Rooms for the Oregon Convention Center at _____", including the terms and conditions stated above, is accepted as of the ____ day of _____.

Metro Council

President Secretary

Approved as to Form

Alison Keen Campbell, General Counsel,
Metro