



**CITY OF RIVERBANK
LOCAL REDEVELOPMENT AUTHORITY
MEETING**



City Hall Council Chambers
6707 Third Street • Riverbank • CA 95367

**AGENDA
MONDAY, SEPTEMBER 10, 2012 – 6:00 P.M.**

CALL TO ORDER: Chair Virginia Madueño

ROLL CALL: Chair Virginia Madueño
Vice Chair Dotty Nygard
Authority Member Richard O'Brien
Authority Member Jeanine Tucker
Authority Member Jesse James White

CONFLICT OF INTEREST
Declaration by Chair, Authority Members and Staff who would have a direct Conflict of Interest on any scheduled agenda item to be considered.

1. PRESENTATIONS None

2. PUBLIC BUSINESS FROM THE FLOOR (No Action Can Be Taken)

At this time, members of the public may comment on any item not appearing on the agenda, and within the subject matter jurisdiction of the LRA. Individual comments will be limited to a **maximum of 5 minutes** per person and each person may speak once during this time. Time cannot be yielded to another person. Under State Law, matters presented under this item cannot be discussed or acted upon at this time by the LRA. The public will be invited to make comments on agenda items when the item comes up for Authority consideration. For Closed Session items, the public will be invited to make comments before the meeting is recessed to Closed Session. For record purposes, you must step up to the podium, state your name, and speak into the microphone when addressing the LRA.

3. CONSENT CALENDAR

All items listed on the Consent Calendar are to be acted upon by a single action of the Local Redevelopment Authority unless otherwise requested by an individual Authority Member for special consideration. Otherwise, the recommendation of staff will be accepted and acted upon by roll call vote.

Item 3.A: Waive Readings. All Readings of ordinances and resolutions, except by title, are waived.

Item 3.B: Approval of the August 27, 2012, Local Redevelopment Authority Meeting Minutes.

Recommendation: Approve the Consent Calendar by roll call vote.

4. UNFINISHED BUSINESS None

5. PUBLIC HEARINGS None

6. NEW BUSINESS

Item 6.1: **Master Developer - Request for Proposal** – It is recommended that the Local Redevelopment Authority Board give direction regarding changes and/or authorize release of the attached Request for Qualifications for a Master Developer for the Riverbank Industrial Complex (formerly Riverbank Army Ammunition Plant).

Item 6.2: **Information on the Application Process for the Community Advisory Committee** – It is recommended that the Local Redevelopment Authority Board (“Board”) receive information regarding the applications received for the Local Redevelopment Authority (“LRA”) Community Advisory Committee (“Committee”) and the Board select a sub-committee to review the applications and make recommendations regarding the Committee appointments.

7. COMMENTS

Item 7.1: Staff Comments: (Information Only – No Action)

Item 7.2: Authority Comments: (Information Only – No Action)

ADJOURNMENT

AFFIDAVIT OF POSTING

I hereby certify under penalty of perjury, under the laws of the State of California that the foregoing agenda was posted on the City Hall bulletin board 72 hours prior to the meeting.
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Dated this 6 th day of September, 2012 Annabelle Aguilar, CMC, Acting LRA Secretary/City Clerk
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Notice Regarding Americans with Disabilities Act:

In compliance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the City Clerk's Office at (209) 863-7122. Notification 48-hours before the meeting will enable the City to make reasonable arrangements to ensure accessibility to this meeting [28 CFR 35.102-35.104 ADA Title II].

Notice Regarding Non-English Speakers:

Pursuant to California Constitution Article III, Section IV, establishing English as the official language for the State of California, and in accordance with California Code of Civil Procedures Section 185, which requires proceedings before any State Court to be in English, notice is hereby given that all proceedings before the City of Riverbank Redevelopment Agency shall be in English and anyone wishing to address the Council is required to have a translator present who will take an oath to make an accurate translation from any language not English into the English language.

General Information: The Local Redevelopment Authority meets on a "as needed" basis.

Agency Agendas: The Local Redevelopment Authority agenda is available for public review at the City's website at www.riverbank.org and City Clerk's Office, 6707 Third Street, Riverbank, California generally 72 hours prior to the scheduled meeting. Copies and/or subscriptions can be purchased for a nominal fee through the City Clerk's Office.

Public Hearings: In general, a public hearing is an open consideration within a regular meeting of the City Council, for which special notice has been given and may be required. During a specified portion of the hearing, any resident or concerned individual is invited to present protests or offer support for the subject under consideration.

Questions: Contact the LRA Secretary/City Clerk at (209) 863-7198 or aaguilar@riverbank.org

**RIVERBANK LOCAL REDEVELOPMENT AUTHORITY
AGENDA ITEM NO. 3.A**

SECTION 3: CONSENT CALENDAR

Meeting Date:	September 10, 2012
Subject/ Title:	Waiver of Readings
From:	Jill Anderson, City Manager
Submitted by:	Annabelle Aguilar, CMC, Acting LRA Secretary/City Clerk

RECOMMENDATION

It is recommended that the Local Redevelopment Authority Board approve the waiver of readings of Ordinances and Resolutions, except by title.

SUMMARY

The approval of the waiver of readings will allow Ordinances and Resolutions to be introduced by title only and acted upon without the need to read the entire text of the item into the public record. The documents related to proposed Ordinances and Resolutions are available for review by the public on the City's website and in the City Clerk's office at City Hall (North).

FINANCIAL IMPACT

There is no financial impact.

ATTACHMENTS

There are no attachments.

**RIVERBANK LOCAL REDEVELOPMENT AUTHORITY
AGENDA ITEM NO. 3.B**

SECTION 3: CONSENT CALENDAR

Meeting Date:	September 10, 2012
Subject/ Title:	Approval of the August 27, 2012, Local Redevelopment Authority Minutes
From:	Jill Anderson, City Manager
Submitted by:	Annabelle Aguilar, CMC, Acting LRA Secretary/City Clerk

RECOMMENDATION

It is recommended that the Local Redevelopment Authority Board approve the meeting minutes.

SUMMARY

The Draft Minutes of the August 27, 2012, Local Redevelopment Authority meeting have been prepared for the Authority's review and approval.

FINANCIAL IMPACT

There is no financial impact.

ATTACHMENT

1. August 27, 2012, LRA Minutes



**CITY OF RIVERBANK
LOCAL REDEVELOPMENT
AUTHORITY**



**MINUTES
MONDAY, AUGUST 27, 2012**

CALL TO ORDER:

The Local Redevelopment Authority (LRA) of the City of Riverbank met this date in a session at 7:37 p.m. at the Riverbank Council Chambers, 6707 Third Street, Riverbank, California with Chair Madueño presiding.

ROLL CALL:

Present: Chair Virginia Madueño
Authority Member Richard O'Brien
Authority Member Jeanine Tucker

Absent: Vice Chair Dotty Nygard
Authority Member Jesse James White

CONFLICT OF INTEREST

Declaration by Chair, Authority Members, and Staff who would have a direct Conflict of Interest on any scheduled agenda item to be considered.

No one spoke.

1. PRESENTATIONS

Item 1.1: Riverbank Local Redevelopment Authority Presentation from Association of Defense Communities Annual Conference.

Debbie Olson, LRA Executive Director, gave a PowerPoint presentation.

2. PUBLIC BUSINESS FROM THE FLOOR (No action can be taken)

At this time, members of the public may comment on any item not appearing on the agenda, and within the subject matter jurisdiction of the LRA. Individual comments will be limited to a **maximum of 5 minutes** per person and each person may speak once during this time. Time cannot be yielded to another person. Under State Law, matters presented under this item cannot be discussed or acted upon

at this time by the LRA. The public will be invited to make comments on agenda items when the item comes up for Authority consideration. For Closed Session items, the public will be invited to make comments before the meeting is recessed to Closed Session. For record purposes, you must step up to the podium, state your name, and speak into the microphone when addressing the LRA.

No one spoke.

3. CONSENT CALENDAR

All items listed on the Consent Calendar are to be acted upon by a single action of the Local Redevelopment Authority unless otherwise requested by an individual Authority Member for special consideration. Otherwise, the recommendation of staff will be accepted and acted upon by roll call vote.

Item 3.A: Waive Readings. All Readings of ordinances and resolutions, except by title, are waived.

Item 3.B: Approval of the June 25, 2012, Local Redevelopment Authority Meeting Minutes.

Recommendation: It is recommended that the Local Redevelopment Authority Board approve Consent Calendar items as presented.

ACTION: *By motion (O'Brien / Tucker / passed 3-0) to approve the Consent Calendar Items 3.A and 3.B as presented; motion carried by roll call vote.*
ABSENT: Vice Chair Nygard and Authority Member White

4. UNFINISHED BUSINESS None

5. PUBLIC HEARINGS None

6. NEW BUSINESS

Item 6.1: **Year End Budget Report** – It is recommended that the Board receive a status report on the LRA budget.

Pam Carder, Project Management Specialist, presented the budget report; the Board and Staff discussed the item.

ACTION: *By motion (Tucker / O'Brien / passed 3-0) to accept the Fourth Quarter Statement of Revenue and Expenses as presented; motion carried by roll call vote.*
ABSENT: Vice Chair Nygard and Authority Member White

7. COMMENTS

Item 7.1: Staff Comments: (Information Only – No Action)

Debbie Olson, LRA Executive Director, reported on the status of the LRA Community Advisory Committee.

Item 7.2: Authority Comments: (Information Only – No Action)

No comments were made.

ADJOURNMENT

There being no further business, Chair Madueño adjourned the meeting at 8:05 p.m.

ATTEST:

APPROVED:

Annabelle Aguilar, Acting Secretary

Virginia Madueño, Chair

**RIVERBANK LOCAL REDEVELOPMENT AUTHORITY
AGENDA ITEM NO. 6.1**

SECTION 6: NEW BUSINESS

Meeting Date:	September 10, 2012
Subject/ Title:	Master Developer - Request for Proposal
From:	Jill Anderson, City Manager
Submitted by:	Debbie Olson, Executive Director Pam Carder, Project Management Specialist

RECOMMENDATION

It is recommended that the Local Redevelopment Authority Board give direction regarding changes and/or authorize release of the attached Request for Qualifications for a Master Developer for the Riverbank Industrial Complex (formerly Riverbank Army Ammunition Plant).

SUMMARY

The LRA Board asked staff to continue researching the possibility of a Master Developer with the goal of circulating a Request for Proposal to potential firms. After working towards this goal, it is recommended that a Request for Qualifications be circulated instead. A draft of an RFQ is attached for the Board's review.

BACKGROUND

On March 26, 2012, the LRA Board held a meeting to discuss the possibility of placing the Riverbank Industrial Complex in the hands of a Master Developer who might be able to accelerate development of the site. At that meeting, the Board asked staff to "look into criteria to place in the RFP, schedule site visits and conduct further research on the subject" (quote from minutes of meeting). This report is to provide the Board with the status on what has been done to date.

Site Visit. On May 30, 2012, the LRA Board was afforded an opportunity to visit McClellan Business Park (formerly McClellan Air Force Base) and meet with the Master Developer who is handling that site. Board Chair Madueño, Member O'Brien, Member Nygard, Executive Director Olson, Economic Development Specialist Holdaway, and three members from the facility management company attended.

Additional Research. Extensive on-line research of similar arrangements was accomplished. Advice and information was obtained at the Association of Defense Communities conference in August. The McClellan visit provided insight into a relationship that is working. Most Master Developer agreements that were found on-line include one of two things – a significant residential component or a significant non-residential development that is already planned. Neither is the case in Riverbank. The importance of these two things is that there is an immediate return on investment for the Master Developer that may or may not be the case in Riverbank. In addition, in almost every case, there is significant income to the LRA that is already being received that can be used to entice a Master Developer. For example in Alameda, the rent revenue bonds that were issued were used as part of the financing incentive for obtaining a favorable Master Developer agreement. We have no such bonds. In the case of Fort McPherson in Atlanta, Georgia, there will be a major user for a large part of the property, the Georgia Institute for Global Health to kick-start the development. In both Treasure Island and Alameda, there is a significant residential component.

In most cases, Master Developers were being sought much earlier in the process. All of them were to take care of the planning approvals (Specific Plan and EIR) and some were even hired early enough to actually complete the required Reuse Plan. The Riverbank LRA adopted its reuse plan in late 2008 and it was approved by the military in March 2009. A Specific Plan for the reuse of the site, along with an accompanying EIR is nearing completion and should be ready for circulation and comment in the next couple of months. Much of the work towards “planning” for the reuse of the site is completed and a Master Developer will just need to come in and implement those plans.

The bottom line is that it was not possible to find a comparable site that has used a Master Developer. Given that fact, the LRA staff began work creating an RFP from scratch rather than using someone else’s model.

Criteria for an RFP (Request for Proposal). As work progressed on the RFP, including the requested criteria for selecting a Master Developer, it became clear to staff that the criteria were dependent upon the type of relationship that would exist between the LRA and the Master Developer. Based on staff’s understanding of the Board’s discussion at the March 26 meeting, the Board would like to keep as many options open as possible to allow the widest possible participation by firms that might like to work with the LRA on making this project succeed.

In order to request proposals, the details of this working relationship are needed. Since these details won’t exist until after negotiations begin with a potential Master Developer, staff began work on a Request for Qualifications (RFQ) instead. This would allow firms who had an interest in working with us to submit information that would enable the LRA to determine which firm would be the best fit for our site while allowing the negotiations with that firm to help define the working relationship. The RFQ identifies the following options that may be considered by the LRA Board:

- Shared Responsibility between the LRA and the Master Developer

- Almost Full Autonomy for the Master Developer
- Larger Degree of Autonomy for the Master Developer (but not full autonomy)

It also includes criteria to be used in determining who the successful firm might be, such as the firm's background and qualifications; relevant experience; financial capacity; and the quality of the proposal. Background information, including a list of available documents, related to the site is also provided to help firms determine whether or not to submit a response to the RFQ.

FINANCIAL IMPACT

The cost of circulating the RFQ involves a minor amount of postage and as much as \$2,000 in advertising costs which are covered in the OEA grant extension.

ATTACHMENT

1. Draft Request for Qualifications for Master Developer

REQUEST FOR QUALIFICATIONS (RFQ) FOR A MASTER DEVELOPER TO MANAGER, DEVELOP AND, POTENTIALLY OWN, THE RIVERBANK INDUSTRIAL COMPLEX (FORMERLY RIVERBANK ARMY AMMUNITION PLANT)

Proposal Due Date: **XXXXXX**

Optional Tour of Site: **XXXXXXXXXX**

Submit Proposal to: Pam Carder
Project Management Specialist
Local Redevelopment Authority
5300 Claus Road, Suite 1
Modesto, CA 95357

Introduction and Purpose

The Riverbank Local Redevelopment Authority (RLRA) is seeking a firm, with significant experience in the development of former military sites and brownfields, to act as Master Developer of the Riverbank Industrial Complex (formerly the Riverbank Army Ammunition Plant) at 5300 Claus Road in Riverbank, California. The Riverbank Local Redevelopment Authority (RLRA) anticipates that the successful candidate will enter into exclusive negotiations with the RLRA to develop an agreement which details the working relationship between the two entities. This relationship will be determined as part of this negotiation.

Background

The Riverbank Army Ammunition Plant ("RAAP") was slated for closure by the U.S. Army as part of the 2005 Base Closure and Realignment Act ("BRAC"). The military mission at RAAP was concluded on March 31, 2010. The former RAAP is located at the southeastern edge of the City of Riverbank, 5 miles north of Modesto, 75 miles east of the San Francisco Bay Area and 75 miles south of Sacramento, in the heart of the Central San Joaquin Valley. The facility began operation in 1943 as an aluminum reduction plant for military supplies. It closed in 1944 and was used for storage until 1952, when the Norris Thermador Corporation was contracted by the U.S. Army to manage the property and produce ammunition supplies for the military. At the height of production, as many as 3,500 individuals were employed on the site. In the 1990s, as production waned, the Army leased excess space on the site to private tenants through the U.S. Army's Armament Retooling and Manufacturing Support ("ARMS") program. This allowed a variety of private business tenants involved in manufacturing and light industry to operate on the site and take advantage of its amenities.

The RAAP is composed of two non-contiguous sites, totaling 173 gross acres (168 net acres – minus Claus and Claribel Roads, Hetch Hetchy right-of-way, OID easement, etc.). The Main Site, located at the southeast portion of the Riverbank city limits (at the northeast corner of Claus and Claribel Roads), comprises nearly 130 acres and contains numerous structures, including the original aluminum smelting plant and military installation, as well as several structures that have been added since the early 1950s. There are 109 structures listed on the main, industrial portion of the site, many of which have a specialized purpose. The RLRA estimates there is 650,000 sq. ft. of leasable space under roof. Approximately 45% of the Main Site remains undeveloped. Another parcel of about 29 acres is located just north of the city limits, along the Stanislaus River. The outparcel is still used by the Army as an

evaporation and percolation pond for treated effluent stemming from the groundwater treatment and cleanup and is not slated for transfer to the RLRA. The site is an NPL (National Priorities List) superfund site due to groundwater contamination.

The vacant land at the main site (approximately 63 acres) is divided into three large areas. The very northern area (referred to as the north end cap) is to be transferred to the RLRA and consists of 27.66 acres. The area between the north end cap and the developed area of the site is to be sold by the Army and consists of almost 23 acres, 3 acres of which is commercial. The south end cap is also to be sold by the Army and consists of almost 13 acres, 4 of which are commercial. Discussions with the Army have indicated that, should the RLRA choose to enter into an agreement with a Master Developer, these Army sale properties could be made available to the Master Developer rather than sold at public auction.

The entire site is slated for either industrial or commercial development. Land Use Restrictions will prevent any residential usage.

Redevelopment Authority

In 2005 the Base Closure and Realignment Commission (BRAC) recommended closure for the Riverbank Army Ammunition Plant. Subsequently, Congress determined the facility to be surplus to U.S. Department of Army needs.

Following the notice of the closure, the City of Riverbank formed the Riverbank Local Redevelopment Authority ("RLRA") in 2006 and the federal government granted this new agency recognition as the entity responsible for oversight, planning and conveyance decisions regarding the Army Ammunition Plant. The City of Riverbank City Council sits as the Board of Directors of the RLRA. In 2009, the RLRA submitted an application to transfer the Army to the City at no cost. Additionally, the RLRA took over operations and maintenance of the facility from the Army on April 1, 2010. Transfer is expected to be complete in FY 2012/13.

The RLRA has a Lease to operate the facility for the Army until March 31, 2015, and is working to convey a portion of the RAAP property to the RLRA for redevelopment purposes. As such the Authority manages all aspects of the redevelopment of the RAAP, including: accepting transfer of real and personal property from the Army; leasing and selling real and personal property; maintaining and repairing the real property including capital repairs and improvements and constructing new facilities; demolition of unsafe buildings; and maintaining, repairing and improving existing infrastructure. These activities are funded from various sources including lease revenue; sales revenue; use fees; local, State and Federal grants and loans.

The site's conversion from a military facility to a thriving business park is well underway, with over 25 businesses in operation on the site. The reuse plan of the property envisions a diverse industrial and manufacturing center where entrepreneurship, opportunity, environmental consciousness and local economic growth can thrive. While the property is still federal, the name has informally changed to Riverbank Industrial Complex in an effort to better suit the industrial park nature of the property.

After considerable community outreach, a Reuse Plan was approved by the RLRA Board and submitted to the Secretary of the Army in November 2009 approved in March 2010. The Reuse Plan believes that California's rising tide of investments in green businesses and progressive public policy on climate change indicated that a sustainable, environmentally friendly industrial park at Riverbank's redeveloped

ammunition plant will be poised to ride a wave of green innovation based on both continuing improvements in energy efficiency and the creation and adoption of clean energy technologies. The existing assets found at the complex support this reuse and include renewable, low-cost power, clean water, relevant permits, rail and more. The Reuse Plan envisions a host of exciting opportunities to replace lost jobs, re-skill workers and renew and sustain scarce resources.

The RLRA's main goal in entering into this effort is to create new jobs in a highly impacted area. When the RLRA took over the site, unemployment in the City of Riverbank topped 25%. Although this number has been reduced in the last couple of years, it still exceeds 20%. The additional 150 jobs created on site are a part of the reduction in unemployment levels. In addition to providing jobs on the site, the RLRA has used as many local companies as possible to providing security, landscaping, janitorial and water testing services, thus increasing or saving jobs off-site.

In April, 2010, when the RLRA took over the operation of the site, 9 businesses existed on site in addition to the Army and the Army's contractor, AHTNA. Since that time, the number of businesses on site has grown to 27 businesses. The number of jobs has increased from 145 to more than 300 in the same period. On-site businesses not include:

AHTNA Engineering Services: Contractor specializing in managing time-sensitive, complex, and multi-faceted environmental, architectural/engineering, construction, and professional service. They are in charge of the groundwater remediation project.

AM2T (Advanced Materials and Manufacturing Technology): Develops and manufactures engineered materials and custom designed products for the military and private sector.

American Systems Controls and Integration: Industrial electrical contractor servicing high voltage systems, machinery controls and instrumentation.

Atlas Canvas: Specialized canvas upholsterer (currently moving in)

Castle Pest Control: Pest control solutions.

Curtoni Family – Ag Lease

Dayton Superior: A North American manufacturer and distributor of specialized metal products for non-residential concrete and masonry construction.

Donaldson Company, Inc.: An international provider of filtration systems and replacement parts serving customers in the industrial and engine markets.

ECO 2 Plastics: Publicly traded company engaged in Polyethylene Terephthalate (PET) plastic recycler whose process methods eliminate the creation of waste.

Environmental Lubrication and Solutions: Manufacturer and distributor to all market segments of unique lubricants and fuel improver solutions whose methods reduce omissions and toxic waste.

Green Eyes Manufacturing: Composite lumber producer

Intuitive Motion: Manufacturer of the innovative new technology seen on the Z-Board.

Kay's International: A global sourcing company providing factory direct prices.

Kern Oil Filter Recycling: Provides testing and waste disposal for residential, commercial and industrial customers throughout California.

KIVA Energy Propane: An energy business offering a full range of propane services and technical expertise on propane.

KKI Corporation: Independent firm that provides professional expertise in computer software.

LEL: Auction company

LRA RV Storage: Provides secure storage for recreational vehicles.

NX Stage Security: Manufactures security doors.

Repsco: Uses recycled plastic to make slip sheets, an alternative to wooden pallets, and other materials used in the shipment and storage of goods, such as personal computers and wine.

Riverbank Oil Transfer: Local recycler of oil, oily water and waste anti-freeze

ROTA: General regional public demand response transit system.

Sierra Northern Railway: Sierra Northern operates approximately 75 miles of track in Northern California, including the rail service in RAAP.

San Joaquin Engineering Services: Current Facilities Management on site.

Storer Transit: Dispatch for deluxe fleet of tour buses and a full service travel and tour agency.

T-Mobile: A wireless communication provider to cellular phones that houses its antennas on the 100,000 gallon water tank on site.

United States Army: Remaining military presence for closure operations.

Environmental Issues

As with most projects of this age and use, RAAP has asbestos and lead based paint throughout the site. In addition, the site is an NPL Superfund site due to contaminated groundwater. The past activities generated corrosive wastes, solvents, and wastewater containing heavy metals such as chromium and cyanide. These substances have leached into soil and contaminated the groundwater. Once this contamination was discovered in the late 1980s, the Army began treating the groundwater and reducing the plume of contamination. This effort has been highly successful but work is not yet complete. The Army plans to use the outparcel for disposal of treated groundwater for at least the next 10 years so this parcel is not being transferred to the RLRA.

More recently, just prior to the RLRA taking over maintenance and protection of the facility, it was discovered that a number of industrial buildings built in the decades after World War II were clad with Galbestos siding, which is a corrugated sheet metal product covered with asbestos felt and non-liquid coating of PCBs. Over the years, they have weathered, and particles containing non-liquid PCBs were released and have built up on the equipment, in bulk dust and in the soil. The Army has agreed to remediate any PCB-contaminated equipment, soil and superstructures as well as remove all Galbestos siding on the property. The LRA will monitor the cleanup process under what is known as an Environmental Services Cooperative Agreement (“ESCA”). The remediation and removal process is estimated to take between 3 and 4 years.

Most of the vacant property is free of environmental contamination with the exception of a 12 acre parcel on the south side of the plant, along Claribel. This tract of land does show traces of PCBs and require remediation, most likely top soil scraped away. At present, the Army plans to do this within the next few months so that all vacant property can be transferred to the RLRA as clean.

Relevant Documents

Various key documents regarding the site are available for review in person and some may be found on the LRA website at www.riverbanklra.org.

Additional information exists pertinent to the RFQ, but the size of the files exceeds e-mail allowances. These documents include:

RAAP Site Investigation Report	March 2008
RAAP Environmental Assessment	March 2009
RAAP Reuse Plan	March 2009
Lease with Army	April 2010
FOST	April 2010
FOST Amendment #1	April 2011
Draft Final FOSET (revision in process now)	January 2010
Draft Revised FOSET (subject to regulatory comment)	June 2011
EDC Memorandum of Agreement (subject to final approval)	September 2012

A Specific Plan and EIR are nearly ready for distribution and comment. These documents will pave the way towards planning for the ultimate use and development standards for the project. Adoption in January is anticipated.

Due to the size of the noted documents, the RLRA uses Dropbox (dropbox.com) a free, online service for sending large documents. To access the documents, you will need to sign up for Dropbox and send an email to mholdaway@riverbanklra.org. A link to access the RLRA’s Dropbox will be forwarded that will allow you to download any of the documents to your system. If you would prefer, you can send the RLRA a request to upload the documents and a link to your ftp site and we will upload the requested documents to your site.

Objectives

The RLRA’s desires, through a public private partnership, to accelerate job opportunities within the community and advance regional economic development activities. Improvement of the former

Riverbank Army Ammunition Plant will aid in this goal. The RLRA is seeking qualifications and experience that will lead to these result.

The successful firm(s) or team(s) will be invited to enter into negotiations with the RLRA. Negotiations will include:

- Possible Sale of Property Interests
- Equity or other Financial Participation in Development
- Development Expertise
- Commercial Real Estate Development and Marketing Expertise
- Tenant Recruitment Expertise
- Lease/Sale Negotiation Support Expertise
- General Advisory Expertise

Anticipated Relationship Between RLRA and Master Developer

The anticipated relationship between the Master Developer and the RLRA has not yet been finalized. Several variations have been considered. The final decision will depend on the strengths and weaknesses of the successful firm and the negotiations to be conducted. Below are the potential working relationships that have been considered by the RLRA Board of Directors:

Almost Full Autonomy for the Master Developer. The RLRA's role would be as an overseer only to the extent of ensuring the terms of the Memorandum of Agreement (MOA) and Economic Development Conveyance (EDC) are met and that any conditions of the sublease or sale to the Master Developer are met. Arrangements would have to be made with the Master Developer to fund this needed oversight.

The RLRA would also, on a case by case basis, with its participation level defined in each case, use its abilities to apply for grant funds to aid the project.

Shared Responsibility between the RLRA and Master Developer. This differs from the previous variation by what role the RLRA would retain. It is anticipated that, under this variation, the RLRA would have some budget control over the project. The RLRA would have input and, possibly veto powers, over major decisions (to be defined during negotiations). The RLRA would not be involved in the day to day running of the property. Oversight of major projects (on a macro level) may be requested, such as the anticipated Environmental Services Cooperative Agreement (ESCA). Financial reporting will be done through the RLRA by the Master Developer. Again, the RLRA would also, on a case by case basis, with its participation level defined in each case, use its abilities to apply for grant funds to aid the project.

Larger Degree of Autonomy for the Master Developer (but not full autonomy). Any degree of autonomy between the two variations described above is possible with the concurrence of both parties during the negotiation stage.

Services to be Performed

The description that follows is intended to give interested firms a concept of the parameters of the task associated with achieving the objectives of the RFQ, but is not meant to be exhaustive.

Overall Management of the Project – During the term of the agreement, it is anticipated that the successful firm will, subject to some oversight by the RLRA to be determined during negotiations, be in charge of all aspects of managing the industrial park and of developing and selling the undeveloped portions of the site. This will include marketing, tenant recruitment and lease/sale negotiations. If so desired, the RLRA would work diligently with the Army and Master Developer to obtain the Army sale properties for development and sale.

Development of the Project – It is anticipated that the Master Developer will, subject to all applicable regulations and the City's main purpose for the site of creating jobs, develop the property to its fullest extent pursuant to the Specific Plan (which is approaching adoption).

Capital Improvements – The Master Developer will be responsible for maintaining and upgrading the existing facilities to meet current codes and improve services to the tenants. The RLRA has prepared a partial list of projects that need to be completed or are anticipated to be completed. This list of projects is included in Attachment 1.

Term of the Service Contract – The Contract, following award, scope of work negotiation, and financial arrangements, is anticipated to be permanent, ultimately resulting in transfer of ownership to the successful firm. The full transfer of ownership is not expected to occur for at least 7 or 8 years.

Selection Criteria

Proposals received will be evaluated in accordance with the criteria set forth in this section of the RFQ. Any necessary request for clarification, delineation, or explanation of a firm's proposal will be made in writing by the RLRA.

Proposals will be evaluated on evidence of understanding of the regulations and requirements of developing former military sites and/or brownfields into industrial and commercial uses. The potential for rapid creation of jobs without impacting the financing of the City is desirable. The following criteria are those that will be applied in the evaluation of the responses to this Request for Qualifications (RFQ).

Considerations for selection are as follows:

Qualifications – The extent to which the firm demonstrates that it has personnel with the prerequisite experience necessary to accomplish the intent of the Services. The proposal must specify the principals and staff who will be charged with responsibility of providing this support to the RLRA, their credentials and experience, areas of expertise and the nature and extent of their involvement in the project. The proposal should also include information and/or material pertaining to similar work for other clients with the past ten years, with an emphasis on BRAC, former military bases and brownfield clients.

Experience – The extent to which the firm has demonstrated competence in performing similar services, and a demonstration of how those services took into consideration the needs of clients (the RLRA reserves the right to contact current or former clients to validate claims in the proposal). In particular, demonstrated knowledge and expertise in the areas of enterprise government entities and real estate operations would be applicable. Leadership of the firm and those individuals assigned to work with the RLRA must have extensive experience in providing the Services to organizations comparable to the RLRA. This experience could be either on the part of current members of the Consultant's staff, or through teaming/subcontracting with one or more other firms. The proposal must specifically

demonstrate that the firm has a thorough understanding of the regulatory and accounting standards requirements with which the RLRA is required to comply. The proposal must demonstrate a proven track record of the firm's experience in this area with current or former clients.

Financial Capacity – The extent to which the firm has the capacity to fund the management and development of the site. Although the RLRA will work to obtain grant funds for the project, no City revenue is to be spent on the site so it must be self-sustaining.

Proposal – The extent to which the firm has proposed a work program, that demonstrates a thorough understanding of the requirements of the RLRA, and efforts that will be accomplished by the firm that will best satisfy those needs.

Format and Timing of Submittals and Award

All firms meeting the requirements of this request are invited to respond to this RFQ. The original and three(3) copies of the proposal plus one electronic copy must be submitted to:

Riverbank Local Redevelopment Authority
Attn: Pam Carder
5300 Claus Road, Suite 1
Modesto, CA 95357

Responses to this RFQ must be received by the Authority, Attn: Pam Carder, PRIOR to 4:00 p.m., PST, XXX, XX, XXXX. Any response received after this time shall not be considered and will not be opened. Facsimile and email responses are NOT acceptable when in response to this Request for Qualifications. Proposals shall be completely responsive to the provisions of this RFQ and shall describe how the firm proposes to accomplish the tasks set forth in this RFQ. Proposals shall include the following:

1. Description of previous work that demonstrates experience in real estate development, marketing and/or leasing of industrial space, and tenant recruitment.
2. Describe how you have secured or would approach securing funds to facilitate investment in the project site.
3. Describe the extent of your financial capabilities for this project and, in general terms, what you would be looking for in return from the LRA as a partner or seller of property.
4. Describe any constraints or parameters tied to your capital funds, if any (i.e. maximum period of time for investment, restrictions as to type of projects that can be funded).
5. Resumes, credentials, and experience of all key personnel.
6. One overall Firm Point of Contact (POC) for this scope of work. The Firm POC shall be knowledgeable with respect to the requirements described herein and the associated procedures and any related requirements, and the resume submitted shall state the same.
7. One signed Attachment 2.
8. One completed Attachment 3.
9. If available, at least one example of a relationship with a Local Redevelopment Authority should be included that discusses the working relationship, terms of that relationship and what worked well and didn't work well.

Standard Terms and Conditions

The Riverbank LRA reserves the right to reject any and all statement of qualifications, to consider alternatives, to waive any formalities and irregularities, and to re-solicit qualifications.

The Riverbank LRA reserves the right to conduct investigations of and hold discussions with those who have submitted qualifications or with other entities as they deem necessary to assist in the evaluation of any proposal or to secure maximum clarification and completeness of proposal.

Each Consultant must submit with the Statement of Qualifications, a list of the type of subcontractors, independent contractors or sub consultants employed or proposed to be employed by the Consultant in the performance of the contract.

The Riverbank LRA reserves the right to select the most responsible and responsive firm that they find to be within the best interests of the LRA, or to choose to not select any of the applicants. The Riverbank LRA makes no guarantees to any Consultant until such time as the City approves the negotiated contract.

The Riverbank LRA assumes no responsibility for payment of any expenses incurred by any Consultant as part of the Request for Proposal process.

Insurance Documentation

The LRA requires that the Consultant provide and maintain policies of insurance. All Consultants must provide original Certificates of Insurance evidencing their insurance coverage. All Consultants must have at a minimum:

- \$1 million General Liability Insurance;
- \$1 million Auto Insurance
- \$1 million Errors and Omissions Insurance

Consultant shall maintain Workers Compensation Insurance and Employers Liability Insurance for his/her employees in accordance with the laws of the State of California. In addition, Consultant shall require each subcontractor to similarly maintain Worker's Compensation Insurance and Employer's Liability Insurance in accordance with the laws of the State of California for all the subcontractor's employees. Any notice of cancellation or non-renewal of all Workers Compensation policies must be received by the City at least thirty (30) days prior to change.

Interviews may be held at the option of the City.

It is noted that this RFQ is not an offer of contract for services. The LRA reserves the right to select a firm and negotiate the future contract for a Master Developer based solely on a proposal submittal.

Attachment 1

Capital Improvement Plan (CIP)

(as of 8.20.12)

SITE-WIDE SYSTEMS

Fire Suppression System

Risers

- Five-year inspection on risers
- Calibrate and/or replace pressure gages

PI valves

- repair/replacement, as needed

Fire Pump House

- Lighting additions, repair and/or replacement

Fire Alarm System

- Fire alarm sensor repair
- Fire pull repairs/replacement

Stormwater Ponds

- Line pond to eliminate rodent intrusion
- Move pond to back of site

Truck Scales

- New hardware/software system so that they can operate as a public scales and increase revenue
- Payment processing system improvement for same reason

Designated Safety, Hazard or Caution Areas

- Replace signage for propane and fueling areas
- Paint or repaint safety and areas of hazard or caution (e.g., around hydrants, wells, tanks, lines, etc)
- Designate and clearly delineate public corridors, no parking zones, traffic signs (i.e., stop, slow, speed)

Site Circulation

Develop flow and circulation study

- Minimize congestion
- Increase production by increasing flow of traffic
- Striping tenant areas, common areas, remediation work zones

Security System and Lighting

Upgrade badge system to a proximity sensor

Evaluate and recommend upgrades to security camera and lighting system including:

- Adjust camera positions
- Repair or replace cameras
- Identify and add new cameras and lighting to blind locations in system
- evaluate security process for monitoring site during remediation work
- training for new systems and processes
- upgrade badge reader system for better recordkeeping on ingress and egress

Electrical Improvements

- Re-commission 20 MVA transformer as backup for plant
- Replace main substation battery house
- Replace OCB-3 and OCB-8
- Install replacement power factor correction system in the main substation
- Perform electrical PMs on substations
- Perform electrical PMs on water system
- Installation of back-up generator(s) on the fire suppression system
- Installation of back-up generator(s) in operations critical areas
- Repair bussing unit in Substation 21 to provide extra power in times of need
- Repair/replace 480 volt conductors out of substation distribution
- Install a remote gas and electric metering system
- Install emergency remote shut-off push buttons for a safe shutdown of power panels and substations

SPECIFIC BUILDINGS

Bld. 9:

- Roof repairs for two year water tightness
- Electrical separation
- New sub-station
- Equipment removal
- Pit covers/fill
- Repair communication lines
- Seismic retrofits
- Grade and pave surrounding
- Remove surrounding outbuildings
- relocate server system controls for lift station and water tower to new area

Bld. 10:

- Truss and roof repair
- Add restroom
- Assess circulation for use of docks; repair as needed

Bld. 17:

- HVAC system removal and replacement

Bld. 18:

- Provide handicapped accessibility
- Add separation between conference room and storage area

Bld. 120:

- Roof evaluation
- Asbestos encapsulation

Water Tower:

- Repaint and install Complex name or City name and or logo
- Scrub inside and repair leaks and rust where necessary and maybe coat inside
- Seismic retrofit

Water Tank (million gallon fire flow)

- Scrub inside and repair leaks and rust where necessary and maybe coat inside.

Production buildings (1-8)

- Repair back up compressor (8) for main production area
- Repair roll up door at south end of Broadway
- Restore power to substation nine to power east end of line 6 and bld. 50
- Complete tenant separations where necessary
- Install additional energy efficient lighting to remaining lines and public areas including intermittent lighting to restrooms

OTHER**Equipment**

- Repair backhoe
- Purchase heavy-duty forklift
- Purchase right-sized lifts for routine installations and/or maintenance (cameras, lights, signage)

Dog Park

Prepare parcel for public use as a dog park

North Endcap (and maybe Army sale properties)

- Install all public improvements necessary to attract buyers

Attachment 2 – Affidavit

Entities submitting qualification statements, including their agents and representatives, shall not lobby or contact any member of the Authority except in the course of the Authority-sponsored inquiries, briefings, interviews and presentations between the qualification statement submission date and award by the Authority. Any violation of this provision may result in disqualification of the submitting firm. Entities submitting qualification statements shall execute by signature the attached Affidavit of Non-Collusion, Non-Conflict of Interest, and Anti-Lobbying and return the signed affidavit with their response. The Affidavit form follows:

ENTITY’S AFFIDAVIT OF NON-COLLUSION, NON-CONFLICT OF INTEREST, AND ANTI-LOBBYING FOR AUDITING, FINANCIAL ACCOUNTING AND TAX CONSULTING SERVICES

- (1) Neither I nor any of my officers, partners, owners, agents, representatives, employees, or parties in interest, have in any way colluded, conspired, or agreed, directly or indirectly, with any person, firm, corporation, or other entity submitting a qualification statement on this project or potential participant in this procurement action in regard to the terms or conditions of this qualification statement. I have not paid or agreed to pay, directly or indirectly any person, firm, corporation or other entity submitting a qualification statement on this project or potential participant in this procurement action, any money or anything of value in return for assistance in obtaining or attempting to obtain the contract anticipated to result from this procurement action. I will not pay any money or anything of value in the future for that purpose.
- (2) None of the deciding factors set forth in the Request for Qualifications (RFQ) or in the subsequent agreement were my idea or the idea of anyone representing my company, unless the suggestion was made at a public meeting.
- (3) No officer or stockholder of my company is an employee of the Authority, or is related to any employee or elected official of the Authority that will exercise authority in the selection of the project contractor.
- (4) My agents, representatives, sub-consultants and I will not undertake any activities or actions to promote or advertise my proposal to any member of any technical evaluation team reviewing the responses, member of the Authority except in the course of Authority sponsored inquiries, briefings, interviews or presentations between the qualifications statement submission date and award by the Authority.

Signature: _____ Date: _____

Printed Name: _____

Title: _____

Firm/Entity: _____

Attachment 3 – General Information

Firm Name: _____

Firm Address: _____

Office Number: _____ Fax Number: _____

Federal Tax ID #: _____

If Joint Venture, Name Participating Firms and Percentage Control. _____ % Control

Firm A: _____

Firm B: _____

If you are submitting as a joint venture, the following information should be completed for each of the joint venture firms.

YEARS IN BUSINESS:

Number of years firm in business: _____

Type(s) of Organization(s): (Individual, Partnership, or Corporation) _____

Date(s) of Organization: (Month and Year) _____

Name and Date of Predecessor Organization(s): _____

PERSONNEL

List principals and titles:

Personnel other than Principals:

Total number of employees in firm(s): _____

**RIVERBANK LOCAL REDEVELOPMENT AUTHORITY
AGENDA ITEM NO. 6.2**

SECTION 6: NEW BUSINESS

Meeting Date:	September 10, 2012
Subject/ Title:	Information on the Application Process for the Community Advisory Committee
From:	Jill Anderson, City Manager
Submitted by:	Debbie Olson, Executive Director, LRA

RECOMMENDATION

It is recommended that the Local Redevelopment Authority Board (“Board”) receive information regarding the applications received for the Local Redevelopment Authority (“LRA”) Community Advisory Committee (“Committee”) and the Board select a sub-committee to review the applications and make recommendations regarding the Committee appointments.

SUMMARY

On June 11, 2012, the Board took action to form a Community Advisory Committee (“Committee”) to assist the Board and advance the mission, goals and vision for reuse of the former Riverbank Army Ammunition Plant.

The Board also directed the LRA to begin advertising the formation of the Committee and solicit applications from the community for interested individuals willing to serve on the Committee. Solicitation for community members interested in applying for a position on the LRA Committee closed on August 31, 2012.

Ten (10) applications have been received and are ready for consideration for membership on the Committee. It is requested that a sub-committee meeting be scheduled to review each application and possibly interview candidates before the final membership is determined.

The following individuals have applied for a position on the Committee:

Dennis Zinner
Roger Baker
Robert Guardiola
Michael Ijams

George Larson
Cary Pope
Larry King

Stu Gilmen
Carla Strong
Darlene Barber-Martinez

FINANCIAL IMPACT

There is no fiscal impact associated with this item.

ATTACHMENT

There are no attachments to this report.