

REQUEST FOR COUNCIL ACTION



CITY COUNCIL MEETING DATE:

AUGUST 5, 2013

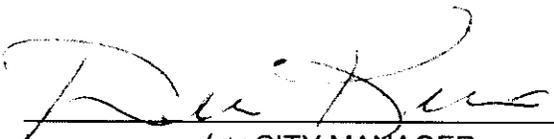
TITLE:

REQUEST FOR QUALIFICATIONS FOR RENOVATION AND REUSE OF THE Y.M.C.A. PROPERTY LOCATED AT 203-205 W. CIVIC CENTER DRIVE

CLERK OF COUNCIL USE ONLY:

APPROVED

- As Recommended
- As Amended
- Ordinance on 1st Reading
- Ordinance on 2nd Reading
- Implementing Resolution
- Set Public Hearing For _____



CITY MANAGER

CONTINUED TO _____

FILE NUMBER _____

RECOMMENDED ACTION

Authorize the Community Development Agency to release a Request for Qualifications inviting qualified developers to submit Statements of Qualifications for the renovation and adaptive reuse of the Y.M.C.A. property, incorporating the building's historic and iconic architecture.

DEVELOPMENT AND TRANSPORTATION COMMITTEE REVIEW

The Development and Transportation Committee reviewed this matter at its meeting on June 4, 2013. The Committee suggested that the City solicit a broad array of concepts for this property, especially including those that would preserve the historic character of the building. The Committee has reviewed the RFQ and recommends that the City Council authorize staff to circulate it to interested parties.

DISCUSSION

The Y.M.C.A.'s location, iconic architecture, and condition present a unique opportunity to return this underutilized building to its former prominence. The site is located directly adjacent to the Civic Center complex that includes city, county, state and federal offices (Exhibit 1). The purpose of this RFQ is to offer the opportunity for developers to submit their qualifications for renovation and reuse of the Y.M.C.A. building. Potential reuses of the building identified by the Development and Transportation Council Committee at its June 4, 2013 meeting include but are not limited to retail, office, hotel, residential, and entertainment uses. All proposals must incorporate public areas and art, and meet the Secretary of the Interior's standards for Historic Preservation as the Y.M.C.A. building is listed on both the Santa Ana and National Register of Historic Places.

The City purchased the property in 1992 from the Y.M.C.A. who at that time was vacating the site and wanted to sell the property. The building has been vacant and is in serious disrepair due to age and vandalism. Over the years, the City has made several attempts to market or entertain

proposals for the site, but the substantial amount of City subsidy required to renovate the structure had been a deterrent. Given the building's advantageous location and iconic architecture, and a renewed interest in the property with a change in market conditions, the City is presented with a unique opportunity for the right development team to revitalize this building and activate a key entry point to the City's Civic Center, incorporating the building's historic architecture into a new and innovative use.

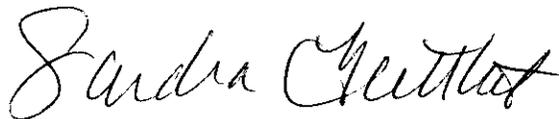
The recommended action authorizes release of the Request for Qualifications (RFQ) for the renovation and reuse of the vacant Y.M.C.A. building (Exhibit 2). The RFQ is designed to afford the opportunity for developers to propose a use that would be compatible with the surrounding area, while restoring this unique building in a manner consistent with its National Register of Historic Places and the Santa Ana Register of Historical Properties designations.

The process will involve two steps: this issuance of the RFQ to identify qualified developers followed by the issuance of a Request for Proposals (RFP) to a short list of the top RFQ respondents. This process is designed to limit the initial costs and time burden on respondents in order to attract the interest and participation of the highest number of qualified developers as possible. The shortlisted developers would then be requested to submit full proposals to the City for an evaluation and selection process. This approach will ensure that the City and development community can most efficiently deliver the optimum development scenario for the site.

Based on the anticipated schedule, qualifications will be due September 9, 2013, with the review process commencing immediately. Following the review of qualifications, recommendations will be made by staff and the Committee to the City Council regarding top candidates to invite to participate in submitting a full proposal. It is anticipated this list of top candidates will be presented to the Council for its consideration at its November 4, 2013 meeting. Depending upon the number of qualification packages received, the time frame may be adjusted. Attached is the RFQ distribution list which includes entities who have expressed interest in development in the City over the years, in addition to other organizations that can assist in outreach to their members (Exhibit 3). The RFQ will also be posted on the City's website. It is anticipated that the RFQ will be issued on August 6, 2013, subject to City Council approval.

FISCAL IMPACT

There is no fiscal impact associated with this action.



Sandra D. Gottlieb
Interim Executive Director
Community Development Agency



Jay Trevino
Executive Director
Planning and Building Agency

SDG/JT/GPL/MF/kg

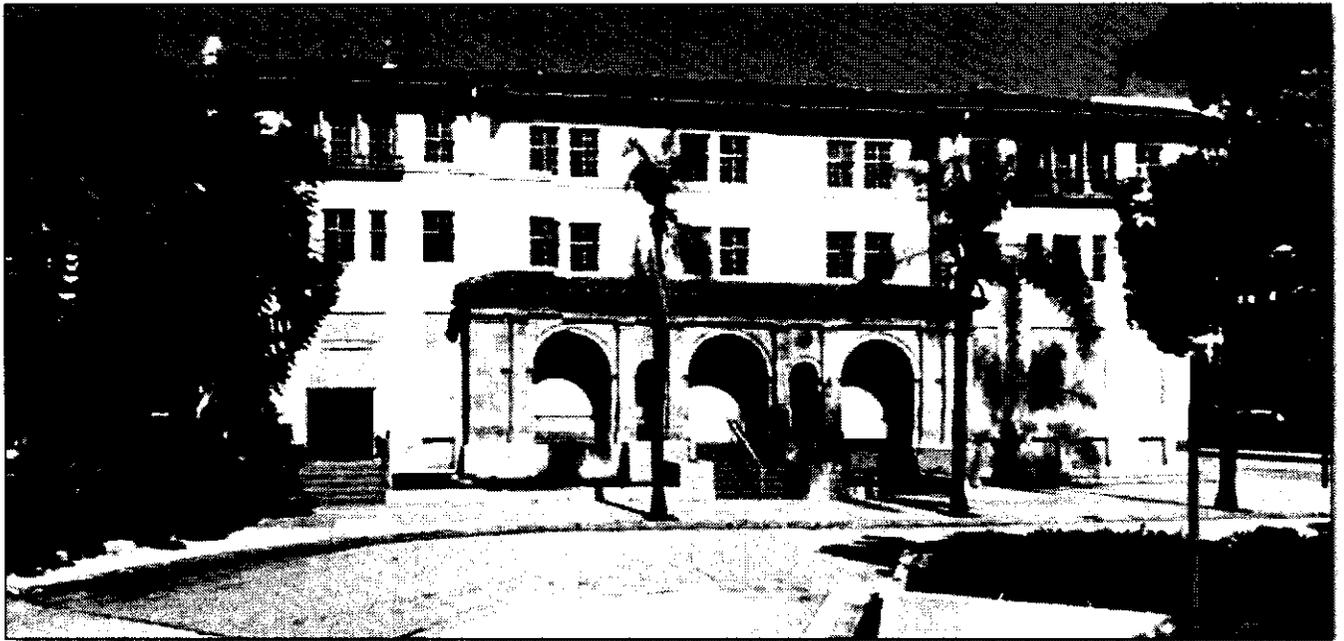
- Exhibit:
1. Map
 2. Request for Qualifications
 3. Distribution List

YMCA - 203-205 West Civic Center Drive





Request for Qualifications



The YMCA Building



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INTRODUCTION

The City of Santa Ana (the "City") invites responses to this Request for Qualifications (RFQ) by qualified developers to develop the best available option for the renovation and reuse of the historic YMCA building. The YMCA's location and its iconic architecture presents a unique opportunity to return this underutilized building to its former prominence. The City is determined to find a suitable project which will incorporate the buildings historic architecture into a new and innovative use. The site is located directly adjacent to the Civic Center Complex that includes City, County, State and federal offices, and close proximity to the City's dynamic downtown. The purpose of this RFQ is to offer the opportunity for qualified developers to present creative ideas for restoring this unique building in a manner consistent with its National Register of Historic Places designation and the Santa Ana Register of Historical Properties. Possible uses may include, but not be limited to retail, office, hotel, residential, and entertainment.

The City envisions a two-step process for selecting a qualified developer. The first step involves issuance of an RFQ to identify a group of qualified developers, and the second step involves the issuance of a Request for Proposals (RFP) to a short list of the top respondents to the RFQ. This process will ensure that the City and development community can most efficiently deliver the best project for the property.

SANTA ANA AND ITS DOWNTOWN

Founded in 1869, Santa Ana is located between two major freeways in central Orange County and shares its boundaries with the cities of Orange, Tustin, Costa Mesa, Fountain Valley and Garden Grove. It serves as the county seat of Orange County, and is home to many federal, state and county facilities, including the Ronald Reagan Federal Courthouse. Today, this historic city serves as Orange County's downtown. A diverse population of over 350,000 call Santa Ana home. Residents and businesses alike are attracted to the City's distinctive housing choices along with Santa Ana's abundance of entertainment and shopping venues, such as the notable Discovery Science Center, Bowers Museum and MainPlace shopping mall.

DOWNTOWN

Santa Ana's downtown has a district listed in the National Register of Historic Places. This area is roughly bounded by Civic Center Drive, First Street, Ross Street, and Spurgeon Street. This historic city serves as Orange County's downtown rich with a mix of shops, artist enclaves, restaurants, entertainment venues and loft housing. In addition to the changing uses, the hours of operation for the downtown span over a wider period of the day, from coffee shops that open early to retail businesses that are opened during the day to restaurant and entertainment venues that are open into the evening hours. The increased activity requires preserving the current level of parking availability to accommodate all the surrounding uses.

For over three decades, the City of Santa Ana, private investors, business owners, various organizations, and community residents have worked together to revitalize and promote urban renewal in the downtown area while maintaining the historic and cultural traditions of the area. Santa Ana's Downtown area is becoming widely known as a dynamic urban center acclaimed for the arts, theaters, galleries, restaurants in the Artists Village, shopping along 4th Street, and live/work housing accommodations. The downtown area also boasts numerous art deco style historical buildings that are listed in the National Register of Historic Places.



TRANSIT ZONING CODE

Though the YMCA site is not in the boundaries of the Transit Zoning Code, it is adjacent to the boundaries where the code impacts future development of the Downtown. In 2010, the City adopted Specific Development 84 (Transit Zoning Code), a comprehensive land use plan that incorporates approximately 450 acres extending from Grand Avenue to the City's downtown core. The Transit Zoning Code (TZC) is designed to provide the zoning necessary to support the long-term development of a successful transit program. The completed document can be viewed in its entirety at: http://www.ci.santa-ana.org/pba/planning/Transit_Zoning_Code.asp.

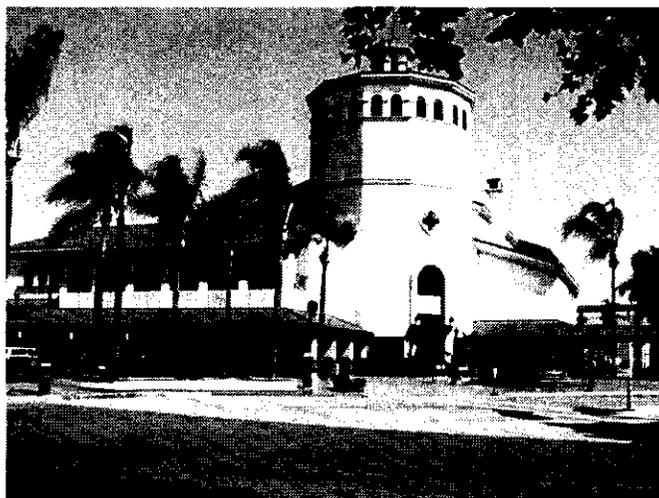
The Transit Zoning Code encourages the development of transit-oriented development containing a mix of residential, commercial, and professional uses to achieve the City's and the region's goals of establishing housing adjacent to transit. The Transit Zoning Code area is primed for increased growth given its proximity to major transit systems and its adjacency to existing residential communities, creating amenity-enriched connections between the government center and rail station, and improving area-wide walkability.

FIXED GUIDEWAY PROJECT

The cities of Santa Ana and Garden Grove in cooperation with the Orange County Transportation Authority (OCTA) are proposing to build a fixed guideway/streetcar transportation system between the Santa Ana Regional Transportation Center (SARTC) and a new transportation center in Garden Grove. The system would provide transit services for commuters travelling from the train station to employment and activity centers in the heart of Orange County and for residents and visitors alike travelling to destinations throughout the area.

The streetcar would provide the YMCA site with easy access to both the Civic Center and downtown. One of the proposed routes for the fixed guideway/streetcar transportation system would travel westbound only on Civic Center Drive between Bush and Flower and eastbound only on Fifth Street between Ross and Minter. Another proposed route is eastbound on 4th Street from Ross Street to Mortimer and westbound on Santa Ana Boulevard providing an alternate mode of transportation in and out of the downtown and Civic Center area. A decision has yet to be made regarding the route selection for the Fixed Guideway. More information regarding the Fixed Guideway and Santa Ana's Transit Vision can be located at <http://santaanatransitvision.com>.

SANTA ANA REGIONAL TRANSPORTATION CENTER



The Santa Ana Regional Transportation Center (SARTC) serves more than 500,000 rail trips each year and is one of the busiest train stations along the Los Angeles – San Diego rail line. The center is located within the Transit Zoning Code area and anchors one of the major gateways into the downtown area. It was established in September 1985 to provide a strategically located staging area for land transportation services in Southern California. It was erected on the site of a former Santa Fe Railway depot that was constructed in 1939 and closed in 1982. When it opened on September 7, 1985, it was the largest new rail

station built in the United States since the early 1950s. Today it is utilized by Amtrak's Pacific Surfliner, and Metrolink's Orange County Line and Inland Empire-Orange County Line trains. It also serves as a Greyhound station and a hub for the Orange County Transportation Authority bus system.

The existing train station is marked by a beautiful building with historic inspirations. However, the building isn't able to effectively serve the higher level of demand expected in the future. Across from the existing site on the east side of the tracks is County-owned land offering the

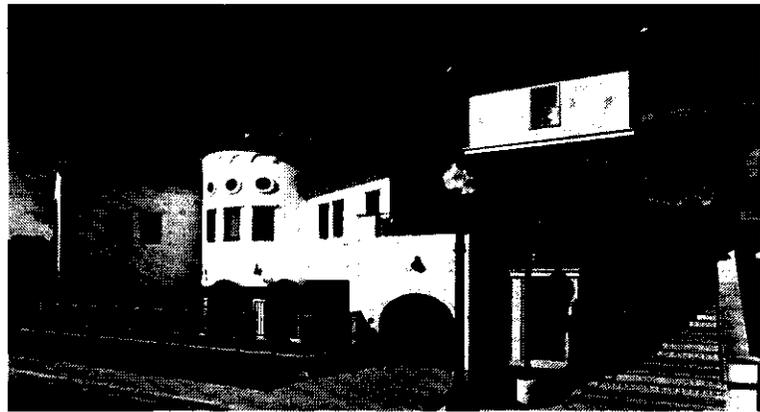
possibility to expand the station and its services, with the objective to blend existing and new uses as part of the SARTC Master Plan.

The SARTC Master Plan improves access to the station, updates the station's facilities and creates convenient linkages among Metrolink and Amtrak rail services, buses, and the proposed streetcar. It also improves access for cars, pedestrians, bicyclists, and creatively incorporates the planned Santa Ana Boulevard grade separation into a multi-modal corridor.

For more information regarding the SARTC Master Plan please visit http://santaanatransitvision.com/SARTC_master_plan.

STATION DISTRICT

Adjacent to the Downtown, is a 94-acre area designated as the "Station District." On June 7, 2010, after an extensive public outreach process, the City Council/former Community Redevelopment Agency approved several actions to facilitate the development of an affordable housing project, located in the Station District, which would enhance the Lacy



Neighborhood and support the transit vision for the area. Related California/Griffin Realty Corporation (Santa Ana Station District, LLC) was the master developer and responsible for the rental homes, while City Ventures is the developer of the for-sale housing component. The project includes 114 rental units in apartment and townhome building types; all, but two



(manager units) will be available to persons at or below 50% of the adjusted median income (AMI). The for sale component includes 24 units; five of the units will be designated for moderate income households. Both the rental and for sale units are located on a total of approximately six acres of land.

The rental homes called Triada at the Station District, located mainly in the area of Santa Ana Boulevard and Lacy Street and just a few blocks east of the downtown area includes 74 podium

apartment units (including retail and child care components), twenty-five new construction

units and approximately 10 rehabilitated structures, containing 15 units. A grand opening was recently held and all units have been leased. The 24 unit for-sale project is anticipated to commence construction later this year, with a waiting list already underway.

ARTISTS VILLAGE LOFTS

The Artists Village Lofts encompasses three blocks within the heart of the downtown area and consists of 86 live-work studios in three phases: Main Street Studios, East Village Studios and Santa Ana Lofts. Although, both the Main Street Studios and East Village Studios are located east of Main Street, they are still in close proximity and walking distance to the 3rd and Broadway parking structure. The Santa Ana Lofts which were completed in 2011 are located at the southeast corner of 3rd Street and Sycamore Street directly across the street from the 3rd and Broadway parking structure. The overall design concept for this development involved live/work units configured as two-story townhomes on the first and second levels and single floor "flat" units on the third level. The units range from approximately 1,500 to 2,800 square feet. Each of the phases incorporated distinctly have different exterior elevations. Although, the skeletal make-up of the project blocks incorporated common floor layouts, the exterior materials and finishes have different exteriors. The Main Street Studios provide an art deco type design continuing the established design of Old City Hall. The East Village Studios reflect a simple modern design relative to the buildings in the immediate area. The Sycamore Street Lofts embody a "brownstone" design reflective of the Downtown Historic District.



SANTIAGO STREET LOFTS

The award-winning Santiago Street Lofts project was completed with the final phase in 2010, consisting of 108 loft-style units that allow residents to both live and work in the same space, and are conveniently located across the street from the Santa Ana Regional Transportation Center. Constructed by Lennar Homes through a public/private partnership with the former Redevelopment Agency, this for-sale project incorporates outstanding architectural design and artwork. The units range in size from 1,554 square feet with 1.5 baths to 2,292 square feet and 2.5 baths.



District serves as a corridor linking downtown and the Civic Center with the Main Street Financial District and the Downtown District.

- Surrounding Land Uses** Surrounding land uses include a mix of office, educational and health uses including Taller San Jose, the UCI Family Health Center, and the Old Orange County Courthouse.
- Ownership** The property was purchased by the City of Santa Ana in 1992.
- Parking** There is no on-site parking provided. Parking is currently available in an adjacent structure north of the property. At this time, 150 parking spaces are leased in this structure at a rate of \$15,000 per month. The lease is assignable and there are approximately 15-years remaining on a 25-year lease with two 10-year extension options.
- History** The building was constructed in 1923 and was operated as a YMCA until its closing in 1989. The building was added to the National Register of Historic Places in 1993 and to the Santa Ana Register of Historic Properties in 2001 (Landmark designation).
- Historic Requirements** Features of the YMCA which should be preserved include, but are not limited to:
- Building configuration
 - Building massing
 - Roof shape
 - Primary and secondary exterior materials including Terracotta and wrought iron
 - Symmetrical design
 - Original public entries and fenestration
 - Significant interior spaces and materials where existing (mantle, pool, etc.). If not fully retained, the pool may be covered and utilized as floor space, but not removed to allow for future restoration.
- Building Improvements** The building has not been occupied since 1989 and over the last 24-years has significantly deteriorated. A preliminary analysis has identified that the following minimum building improvements will be required:
- Asbestos/Lead abatement
 - Seismic Retrofit
 - Ingress/Egress Requirements (handrails, stairwells, etc.)

- Accessibility (elevators, ramps, stairwells, landings, doorway widths, restrooms)
- Ventilation (HVAC, ducting, mechanical equipment)
- Fire Suppression (sprinklers, fire rated walls, fire exit hardware)
- Electrical/Plumbing up to current code requirements
- Structural Improvements (shoring, flooring, roofing)
- Change in occupancy classification requirements depending on the proposed use

Additional Information: A presentation was given to the City Council Committee on Development and Transportation on June 4, 2013. The presentation can be located at <http://www.ci.santa-ana.ca.us/cda/>.

VISION

The buildings advantageous location and iconic architecture present a unique opportunity to return this currently underutilized building to its former prominence. The City is determined to find a suitable project which will incorporate the buildings historic architecture into a new and innovative use.

PROJECT OBJECTIVES

In order to inspire creativity and imagination this RFQ intentionally does not identify specific land-use and development standards. However to convey the City's goals and expectations for the development of the site, without being overly prescriptive on design and exact use(s), the City is supportive of the following project objectives/uses:

1. Retain and enhance as much of the exterior of the building as possible in compliance with the historic preservation requirements specified above and the Secretary of the Interior's Standards for Rehabilitation.
2. Provide high quality architecture that highlights the historic status of the YMCA building while also activating this portion of Civic Center Drive with a new and innovative use.
3. Potential uses identified by the City include:
 - a. Residential
 - b. Hotel
 - c. Office/Commercial uses
 - d. Health/Fitness Center

4. Creative incorporation of public art/spaces(s)
5. The City is open to considering a variety of conveyance structures such as a sale of the fee interest in the land, an installment sale, and a long-term ground lease. The RFQ response should identify the type of conveyance anticipated to be proposed by the respondent.

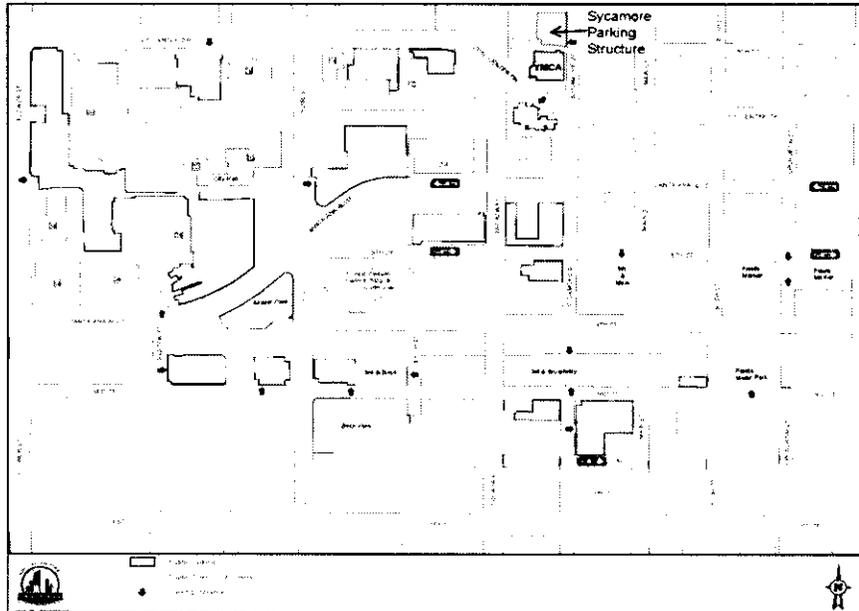
MANDATORY PRE-SUBMITTAL CONFERENCE

All developers must attend a mandatory pre-submission conference including a tour of the YMCA building. The conference is scheduled as follows:

Date: August 19, 2013
Time: 2:00PM
Location: YMCA Building
203 W. Civic Center Drive
Santa Ana, CA 92701

Metered parking is available on Sycamore Street. In addition, parking is available in the structure located at 812 N. Sycamore (directly behind the YMCA building).

YMCA RFQ - Pre-Submittal Conference Parking



To confirm attendance respondents may call Ms. Rosa Barela at (714) 667-2705 or email at rbarela@santa-ana.org referencing **YMCA RFQ Pre-Submission Conference in the subject line.**

Please wear comfortable clothes and shoes as we will be providing a group tour of the building.

SUBMITTAL REQUIREMENTS

All submissions in response to this RFQ shall include information in the format described below. Please submit information in appropriate detail in each of the sections to allow adequate review and evaluation of your qualifications. The RFQ response must be organized in the following order and consist of the following elements and information:

A. Development Team

1. Letter of Introduction – Include a summary of the respondent’s basic qualifications, experience, past projects of similar nature and size, and reasons for interest in this opportunity. The letter must be signed by a principal or authorized officer who may make legally binding commitments for the entity.
2. Team Members – Identify members of the development team and provide a brief description of each team member including the following:
 - Principals involved in the project
 - Resumes of key team members
 - Team members’ experience in and familiarity with development in Santa Ana
 - An organizational chart of the firm(s)
 - The developer should indicate past experience in working with this team

B. Development Team Qualifications

Successful development of the site will require a team of professionals that demonstrates the following qualifications:

1. Demonstrated relevant development experience in the renovation and reuse of existing structures, preferably historic structures and adaptive reuse including uses such as are being proposed.
2. Demonstrated experience completing one or more renovation and reuse projects similar to the development being requested in this RFQ, with a construction cost of at least \$10 million.
3. Demonstrated experience with public and private partnership projects with renovation and reuse components.
4. Inclusion of strong and creative architects on the team who have used innovative and iconic approaches to renovation and reuse of a historic building, as well as the application of the State Historic Building Code.

5. Experience and ability to assemble a team with the comparable specialties for construction, market analysis, tenant recruitment, and marketing.
6. Demonstrated ability to secure funding for this type of renovation and reuse project.
7. Excellent references regarding development experience.
8. Demonstrated record of success in implementing sustainable development and building practices.
9. Demonstrated success with public-private partnerships of a similar scale.
10. Demonstrated commitment to community participation and experience working with community groups.

C. Experience and References

Provide relevant development experience, particularly in renovation and reuse projects with public agencies. Each comparable development should detail the following information listed below. Provide information on at least three projects and no more than five. Please utilize the Project Summary Form (Exhibit B) for each project.

1. Location and name of project.
2. Total development scope and size (including new uses, infrastructure improvements, seismic retrofit, asbestos/lead abatement, accessibility improvements, if applicable).
3. Development schedule including explicit identification of time allotted for public processes and entitlements.
4. Property acquisition cost and project construction/renovation costs.
5. The amounts of debt and equity funds used to finance the project. Please provide contact information for the lender and equity providers for the project.
6. Any local, state and/or federal funding sources used to fund project costs. Please provide contact information for a representative of each assistance source.

7. An overview of the investment return thresholds that were established during the predevelopment process and the returns that were actually achieved, including an identification of the point in time that the project achieved a breakeven cash flow.
8. Description of the roles of the development entity and unique challenges of the renovation and reuse.
9. Involvement of public agencies, their specific roles and contact information for a representative of the jurisdiction or agency in which the project was constructed/renovated.

D. Proposed Project Description

The City does not expect a final development or design solution as a response to the RFQ. At a minimum, the response should include a brief narrative description of the preliminary development concept for the renovation and reuse of the YMCA building, a description of the types of uses proposed to be included in the project, how your team approaches development of this type, including public/private working relationships, public outreach, design process, and other elements you feel would be relevant. Additional supportive documents and illustrative concepts that help to communicate the team's vision are welcome but not required.

E. Financial Capacity

For confidentiality purposes, please send any financial information your team would like to remain confidential under a separate cover (Below see **Submission Procedures**).

1. Provide evidence of sufficient financial strength to undertake and successfully complete a project of this scale. The desired evidence is recent financial statements for the company with an accompanying letter from a certified public accountant verifying that the financial statements were prepared in accordance with Generally Accepted Accounting Principles. The City, at its sole discretion, may consider alternative evidence of sufficient capacity to undertake a development of the proposed scope:

(Any alternative evidence must be approved by the City prior to the submission of a response to the RFQ.)

2. A statement identifying the debt/equity and financial return threshold anticipated by the project. Please note that this information will be kept confidential.
3. Identification of any projects/financing that the team collectivity or individually has defaulted on.

The Financial Capacity information should be submitted directly to the City Attorney. To the extent legally possible, this information will be kept confidential.

F. Conceptual Financing Approach

Provide a description of how your team typically structures financing for projects of this type.

G. Development Schedule

Include a conceptual development schedule which includes key dates for actions such as preparation of the site development plan and accompanying documentation, community outreach, Disposition and Development Agreement negotiation period, entitlements, financing, and start and completion of construction.

SUBMISSION PROCEDURES

In order to be considered responsive to this RFQ, developer-design teams shall submit six (6) copies of the following information in bound document form and an electronic version (in Word Document or PDF) of the entire response on CD.

Ms. Sandra D. Gottlieb
Assistant Director
Community Development Agency
20 Civic Center Plaza, M-25
Sixth Floor
Santa Ana, CA 92701

Please send any proprietary financial information you wish to remain **confidential** under separate cover to:

Ms. Lisa Storck
Assistant City Attorney
20 Civic Center Plaza, M-29
Seventh Floor
Santa Ana, CA 92701

Faxed submittals WILL NOT be accepted. Components of the RFQ response package received after the date and time specified in this RFQ will be rejected by the City as non-responsive.

Questions regarding this RFQ or the submission requirements of the RFQ should be submitted in writing by regular mail, e-mail or fax to:

Ms. Gabriela P. Lomeli
Redevelopment Project Manager I
20 Civic Center Plaza, M-25
Santa Ana, CA 92701
Fax: (714) 647-6549
Email: RFQDowntownDevelopment@santa-ana.org

SELECTION PROCESS

The City will create a selection committee, which will review and analyze responses, contact references, and complete interviews as necessary. The "Selection Criteria" identified in the following section of this RFQ will be used to determine which respondents will be invited to participate in a Request for Proposals (RFP). Following City Council approval of a preferred Development Team, through the RFP process, the parties are expected to enter into an exclusive negotiating agreement during which time a detailed development program will be developed and business terms will be negotiated.

SELECTION CRITERIA

The following criteria shall be used in analyzing all submissions and in recommending them for further consideration.

1. The Team's qualifications and experience in successfully completing comparable developments.
2. The Developer's current financial capacity.
3. Demonstrated understanding of and ability to comply with the Project Objectives and Submission Requirements as stated in this RFQ.

TENTATIVE TIMELINE

The following is a conceptual timeline for the RFQ/P process:

August 6, 2013	Issuance of RFQ
August 19, 2013	Bidders Conference
September 9, 2013	Submission deadline by 4:00 p.m.
September 23-26, 2013	Anticipated interviews for top qualified developers
September – October 2013	Review of submittals staff/Committee/City Council

November 4, 2013	Issuance of the Request for Proposals (RFP) to the short list of qualified developers
TBD	Deadline for RFP submittals
TBD	Developer presentations of their proposals.
TBD	Review and selection of the preferred developer
TBD	Start exclusive negotiation period

Note: All dates subject to change.

DISCLAIMERS

All facts and opinions stated in this RFQ are based on available information and are believed to be accurate. However, no representation or warranty is made with respect thereto.

The selected developer will be required to comply with all applicable laws, including labor laws as codified in Labor Code Section 1720.

Those submitting responses to this RFQ assume all financial costs and risks associated with the submission. No reimbursement or remuneration will be made by the City to cover the costs of any submittal, whether or not such submittal is selected or utilized.

The City reserves the right to reject any or all submittals at its sole and absolute discretion and accepts no responsibility for any financial loss by such action.

Any agreements which may be entered into between the developer(s) and the City, including, but not limited to, an Exclusive Negotiation Agreement and/or Disposition and Development Agreement, are subject to approval by the City Council.

The City reserves the right to waive irregularities or informalities in any submittal in the exercise of its sole and absolute discretion.

The City of Santa Ana is an affirmative action, equal opportunity employer. It encourages minority and women owned firms to respond to this and all other solicitations.

EXHIBITS

- Exhibit A – Aerial Map
- Exhibit B – Project Summary Form
- Exhibit C – Historic Photos

Exhibits

YMCA – 203-205 West Civic Center Drive

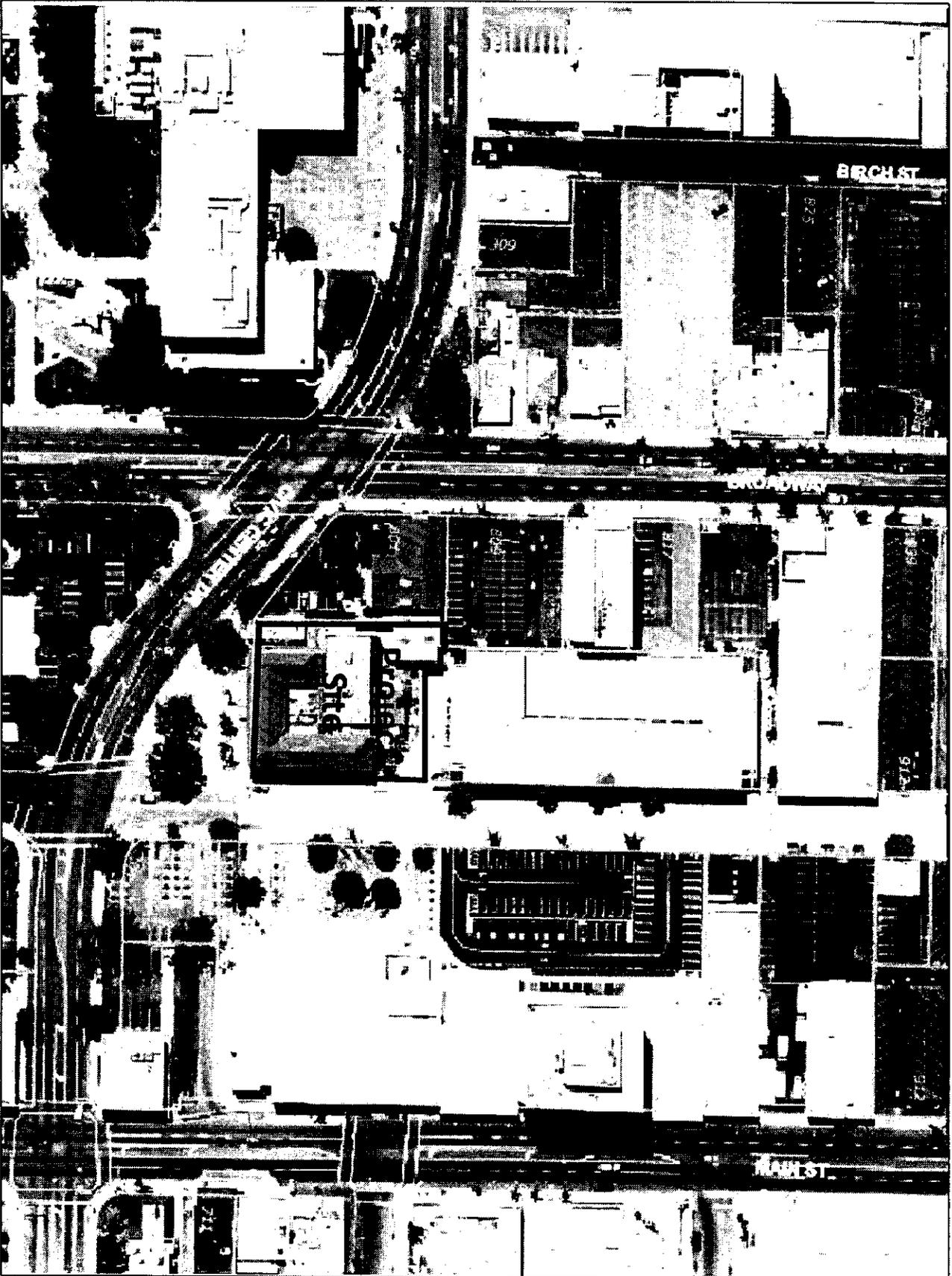


Exhibit A
19I-26

Project Summary Form

To be completed for each comparable project cited in the proposal as relevant experience

Name of Responding Company _____ Date _____

Project Name: _____ Location _____ Development dates (construction start) _____ First opening _____ Project Description _____ Number of phases/ description of uses in each phase _____ What was the proposer's role in project? _____ Did the development team include other members? _____ If so, name _____ Role _____ Describe unique challenges of the Development (Please attach detailed information separately as needed.) _____ _____ _____	
Total Development Scope and Sizes: Site Area _____ Total development size (sq. ft.) _____ Retail (sq. ft.) _____ Service (sq. ft.) _____ Office (sq. ft.) _____ Other (sq. ft.) _____ Restaurant (sq. ft.) _____ Hotel (# of rooms/franchise) _____ Arts/ Cultural uses (describe) _____ Entertainment uses (describe) _____ Anchor tenants (retail, office, etc): (list) _____ Other land uses (describe) _____ Parking (# of Spaces/Type of Structure) _____ Infrastructure improvements (describe) _____ _____ _____	
Public Participation In: (Please attach detailed information separately as needed.) Public Assistance _____ Land Write-down _____ Grant _____ Loan _____ _____ Fee Waiver _____ Tax Waiver _____ Expedited Processing _____ _____ Special Entitlements _____ Involvement of Public Agencies and their Specific Roles: _____ Describe community outreach and participation processes: _____ Estimate time allotted to public processes and entitlements: _____ _____	
Funding and Costs: (Please attach detailed information separately as needed.) Land acquisition cost _____ Project construction costs _____ Amount of Debt Financing _____ Equity Contribution _____ Local, State, and/or Federal funding sources _____ Threshold Return on Total Investment _____ Actual Return on Total Investment _____ Attach information on any local, state and/or federal funding sources used to fund the project costs. Include contact information for the lender and equity providers for the project.	

Ownership:

Name of original owner _____ Original ownership percentage of respondent _____
Current owner (if different) _____ Current ownership percentage of respondent _____

References:

Private Parties

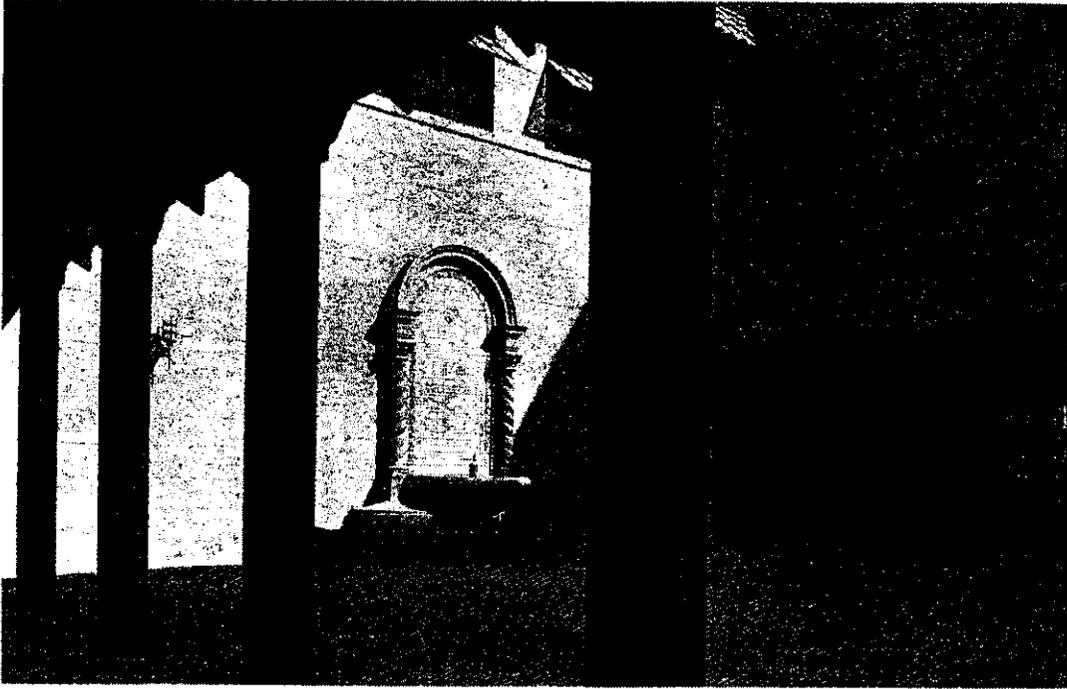
Property Management
Construction lender
Permanent lender
Local/State/Federal funding source
Other
Other
Other
Other
Other

Name	Title	Phone

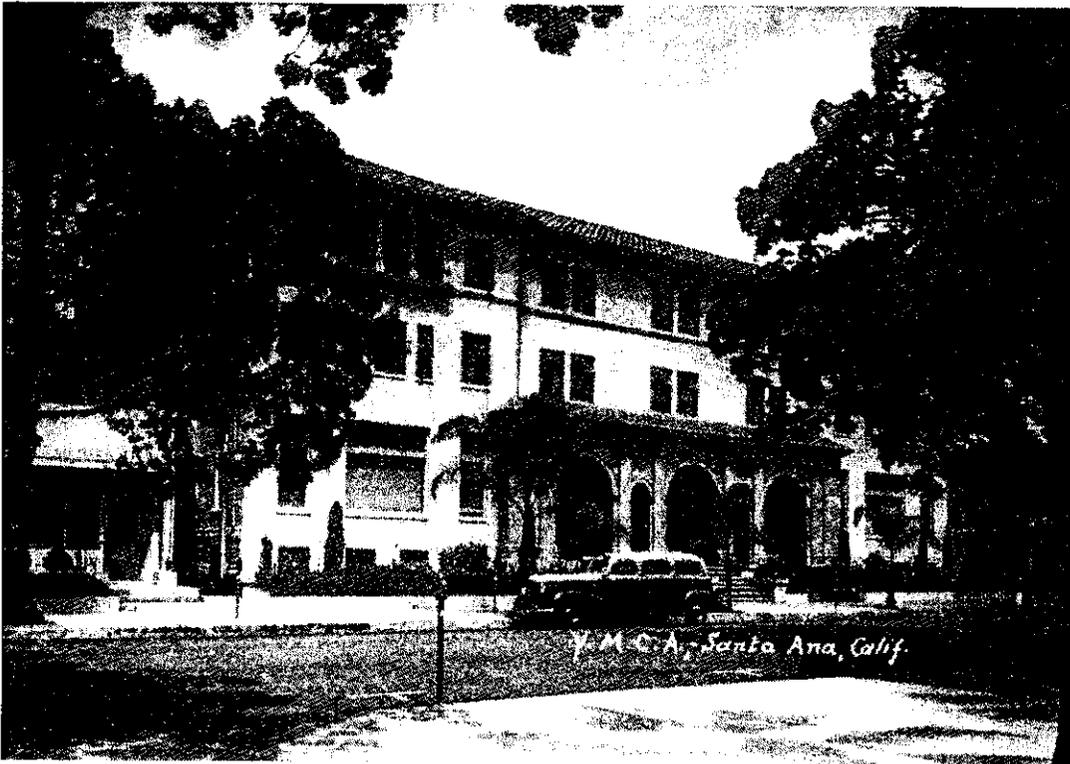
Public Sector Partners

Function or relationship

Name	Title	Phone



Original Courtyard/Atrium



Front Elevation

Exhibit C

19I-29



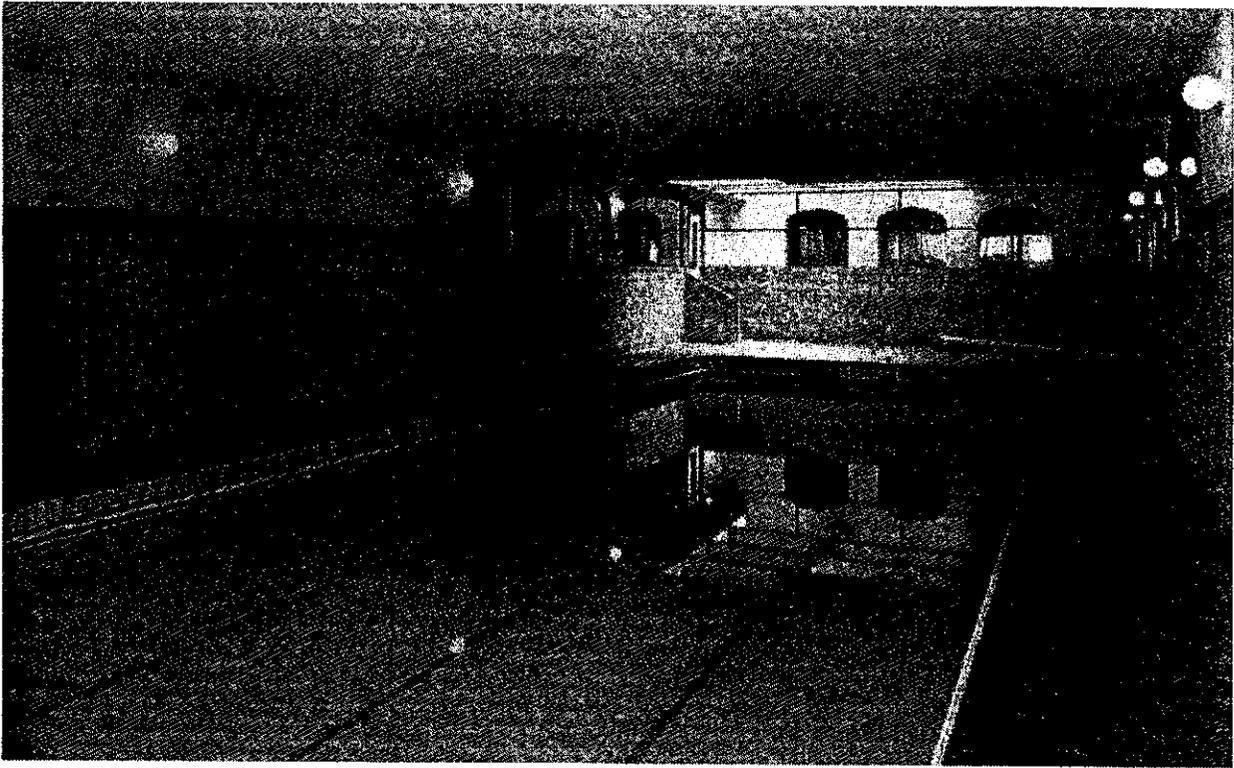
Main Lobby – Main Entrance from Civic Center side



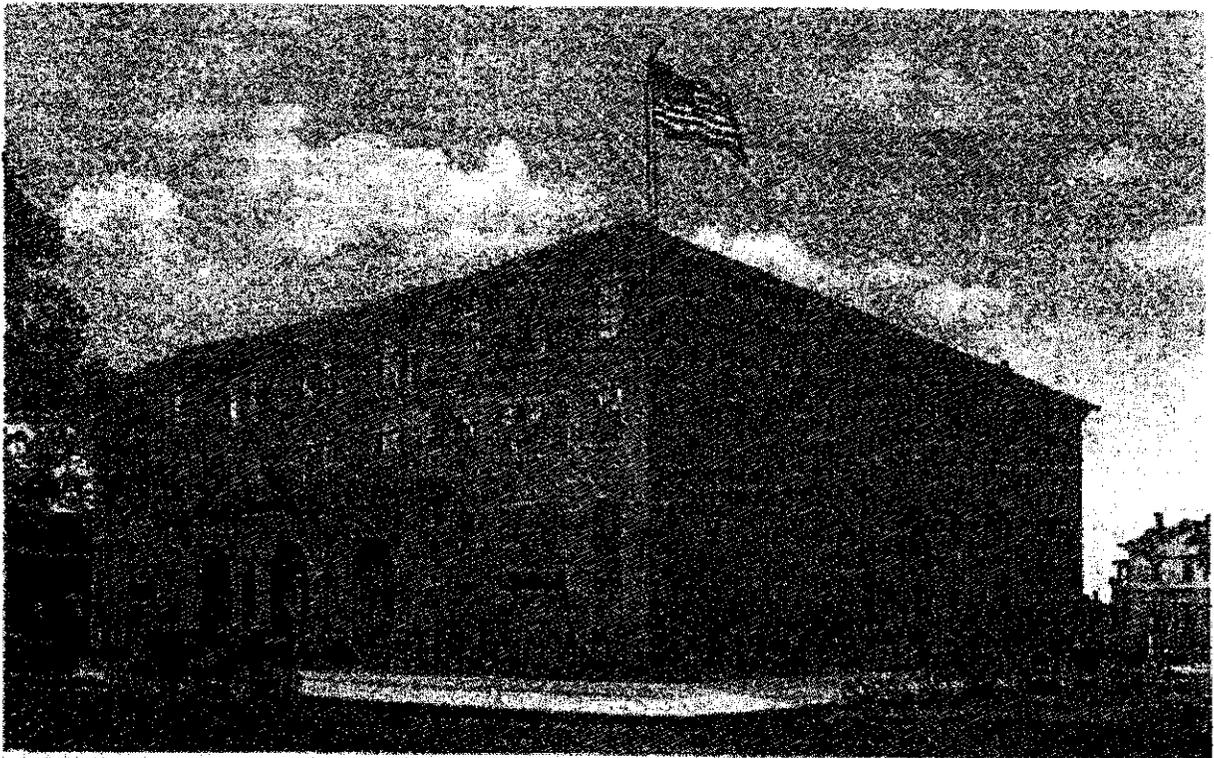
Side Lobby – Entrance off Sycamore

Exhibit C

19I-30



Pool in Basement



Y.M.C.A. BUILDING, SANTA ANA, CALIF.

109743

Exhibit C
19I-31

EXHIBIT 3

Downtown Development Interest List

Entity	Contact
1 1 PACIFIC CAPITAL	Sam Nam
2 A/E Consultants Information Network	April Hawkins
3 ABCO Realty & Investments	Abdul Mozayeni
4 Abode Communities	Robin Hughes, President & CEO
5 Affirmed Housing	Jeff Edgren
6 Affirmed Housing Group	Yvonne DeCarlo
7 Affordable Housing Development Corp	Austin Herzog
8 Alison Morales	
9 AMCAL Housing	Mark Ruff, Acquisition Director
10 Amcal Multi-Housing Inc.	Mario Turner
11 American Communities	Mark Walther
12 Anchor Point Development	Miguel Vasquez
13 ANR Industries, Inc.	Agustin Rodriguez
14 Archstone	Jeff Sofferman, Sr. VP
15 Armstrong-Butcher Properties LLC	Gregory L. Butcher
16 Barry A. Cottle, Real Estate Dev. & Inv.	Barry Cottle
17 Beazer Homes USA Inc.	Jerry Gates
18 Bill Burk	Bill Burk
19 Bisno Development Co.	Robert Bisno
20 Bonanni Development	Ed Bonanni
21 Bosa Development	Eric Martin
22 Brandywine Development Corp.	James Barisic
23 BRIDGE HOUSING	Philip B. Williams
24 Bridge Urban Infill Land Development	Lydia Tan
25 Brookfield Homes - Southland Business Group	Nicole Burdette, Land Acquisition Manager
26 Bryson, LLC	Brent Neben
27 C & C Development	Barry Cottle, Principal
28 California Pacific Homes Inc.	Cary Bren
29 California Property Specialists, Inc	Cindy Gomez
30 Capital Pacific Holdings Inc.	Hadi Makarechian
31 Caribou Industries	Mike Harrah
32 Centex Homes	Richard Douglass
33 Champion Development	Ronald Stockdale
34 Chapman University	Tom Wilson
35 Chelsea Investment Corporation	James J. Schmid
36 Chris Taylor	Chris Taylor
37 Christopher Homes Inc.	Christopher Gibbs
38 Church of Scientology	Donald Krotee, AIA
39 CIM Group	Shaul Kuba
40 Citation Homes	Scott Allen
41 City Ventures	Mark Buckland
42 CIVIC CENTER BARRIO HOUSING CORP	Helen Brown
43 Coldwell Banker Real Estate	Winston Covington
44 Collins Commercial	Rudy Licerio
45 Contractors General Services, Inc.	Dan Kalili
46 County of Orange OC Archives	Jean O. Pasco
47 Creative Housing Associates	Michael Dieden, Principal
48 CWI Development	Kevin Weeda
49 D.R. Horton Inc.	Steve Firzpatrick
50 DEVELOPMENT COMMUNITY PARTNERSHIP	Seimone Jurjis
51 Development, Planning & Financial Group	John Foreman
52 Downtown Inc.	Ryan Chase
53 Downtown Restaurant Association	Jeff Hall
54 Dynamic Builders, Inc.	Ken Jackson
55 Fairfield Residential LLC	Deborah Ruane
56 Far West Industries	Albert Lissoy

EXHIBIT 3

Downtown Development Interest List

Entity	Contact
57 FBA Engineering	Angela Belew
58 Ferrini Corporation	Jonathan Ferrini
59 Fieldstone Communities Inc.	David Greminger, President
60 Fiesta Marketplace Partners Ltd.	Irv Chase/Ryan Chase
61 Fiesta Riviera Ent.	Norman Shanahan
62 Gangi Development	Frank Gangi
63 GDC	Jack M. Dangelo
64 Gensler Architecture, Design & Planning	Darla Callahan
65 Gilmore Associates	Tom Gilmore
66 GKK Corp.	Praful Kulkarni
67 Grand Central Art Center	John Spiak
68 Greubel Company	Jerry Greubel
69 Greystone Homes, Inc.	Ana Woods
70 GRIFFIN INDUSTRIES	John Terando
71 Griffin Realty Corp.	Roger Torriero
72 Habitat for Humanity of Orange County	Mark Korando
73 Haunted History Walking Tours	Ernie Alonzo
74 Hawkeye Development Corp	Eric Johnston
75 Hearthside Homes Inc.	Raymond Pacini
76 Helping Families Today	Stacey Araceli
77 Henry Nicholas Foundation / Broadcom	Bob Magnuson/Tony Guanci
78 Heritage Community Housing, Inc.	Cesar Delgado
79 Heritage Housing Partners	Charles Loveman
80 Highridge Costa Housing Partners	Tara Barauskas
81 Homeless Christian Fellowship of Santa Ana	Armando Felix Cardenas
82 HQT Homes	Donovan Hueneekens
83 IHP Capital Partners	Greg Fink
84 Integral Communities	Douglas Stowell
85 Iranica Institute	Kamron Jabbari
86 Irvine Housing Opportunities	Patricia Whitaker
87 J.F. Shea Co.	Bob Yoder
88 Jamboree Housing With Heart Inc.	Laura Archuleta, President
89 Jason's Catering	Jason Kordes
90 John Laing Homes	
91 K. Hovnanian Companies of California Inc.	Nicholas Pappas
92 KB Homes Coastal Inc.	Judy Woolen
93 KDF Communities, LLC	Mark E Hyatt, Principal, Managing Member
94 Keller CMS, Inc.	Bill Marsh
95 Kevin Cabrera	Kevin Cabrera
96 Kishimoto Architects, Inc	Kaz Ishimoto
97 LDA	Daniel Singh/Phil Reyes
98 Lennar Homes California Inc.	Jonathan Jaffe
99 Lincoln Property Company	David Pinto
100 Los Angeles Community Design Center	Lisa Luboff
101 Los Angeles Housing Partnership, Inc.	Hugh Martinez
102 Magis Realty	Brian Hendricks
103 Marcus & Millichap Real Estate	Sean Mills
104 Mayans Development	Stephen Romero
105 MBK Homes Ltd.	Timothy Kane
106 McCormack Baron Salazar	Tony M. Salazar
107 Mercy House	Lawrence G. Haynes, Jr.
108 Meta Housing Corp	Sean Clark
109 Mike Rovner Construction	Sterling Lund
110 Mod Habitat	Mike Embry
111 Mogavero Notestine Associates	Russell Rocker
112 MVE & Partners	Ernie Vasquez/Fernando Niebla

EXHIBIT 3

Downtown Development Interest List

Entity	Contact
113 National Community Renaissance	John Seymour
114 Neighborhood Housing Services	Glenn Hayes
115 NRI, Inc.	Robert E. Hardwick
116 OC Youth Commission	Mike Hoover/Rosie Avila
117 O'NEAL DEVELOPMENT	Andre O'Neal Sr.
118 Opus West Corp.	Paul Marshall
119 Orange County Community Housing Corporation	Allen P. Baldwin
120 Orange County High School of the Arts	Ralph Opacic
121 Orange County Hispanic Chamber of Commerce	Reuben Franco
122 Orange Housing Development Corporation	Eunice Bobert, Chief Executive Officer
123 PALM DESERT DEVELOPMENT COMPANY	Corrlyn McGivern
124 Pardee Homes	
125 Paul Hill	
126 PAYNE DEVELOPMENT, LLC	Ned Heiman
127 PMC - Internal Service Provider	Ashley Grey
128 Portrait Homes, Inc	Avi Shah
129 Pulte Home Corp.	Igor Noriega
130 Quest Home Preservation	Kevin Merrett
131 Rainbow Building & Development	Ray Fernandez
132 RC Hobbs Company	Roger C. Hobbs
133 Real Estate Development	James R. Griset
134 Real Estate Development Rentals & Investment	Bryan Klawitter
135 Real Property Finance & Dev. Company	Gregory Bright
136 Regent Properties	Bill Korek
137 Regis Homes	Bill Albert
138 Related Companies of CA	Bill Witte
139 Renaissance Community Fund	Larry Kosmont
140 ReyLenn Properties LLC	David Todd
141 Richmond American Homes	Liesel Cooper
142 Rider Levett Bucknall Ltd	Andrew Field
143 RRM Design Group	Annie Wesseis, Proposal Coordinator
144 RSI MCFADDEN, LLC	Ron Simon
145 RTC Mortgage Corp.	Ana Maria Silberman
146 SA Historical Preservation Society	Ben Grabel
147 Santa Ana Business Council	Sara Escalante
148 SEALI DEVELOPMENT	Alex Barroso
149 Serrano Development Group, Inc.	Marcus Long or Jason Tolleson
150 Siertina Development, LLC	J. Fernando Niebla
151 Simpson Housing Solutions, LLC	Pete Harispuru
152 Singleton Urquhart LLP	Mark Stacey
153 South Santa Ana Merchants Association	Sharon Barlow
154 Southland Companies	Michael Keele
155 Squier Properties	Gary Squier
156 St. Joseph's	Chris Leo
157 Standard Pacific Corp.	Kenneth Campbell III
158 Standard Pacific Corp.	Kenneth Campbell III
159 Steve Brahs	
160 Stockstill Communities	Mike Stockstill
161 Stratus Development	David S. Wood, Principal
162 Taller San Jose	Shawna E. Smith
163 Taylor Morrison Inc.	Mike Forsum
164 Telacu	Alex Hernandez
165 Terravest Inc.	Tim Mulrenan
166 The Betty Hill Historical Foundation	Sheila Warner
167 The Black Chamber of Commerce	Bobby McDonald
168 The California Endowment	Virginia Mosqueda

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Downtown Development Interest List

Entity	Contact
169 The Chamber of Commerce	David Elliot
170 The Claremont Club	Mike Alpert, President/CEO
171 The Global Premier Development, Inc.	Darren Berberian
172 The Olson Co.	Stephen Olson
173 The Ramsey Group LLC	Darrell Stamps MPA - Managing Partner
174 The Related Companies of California	Bill Witte
175 The Vietnamese American Chamber of Commerce	Tam Nguyen
176 The Warmington Group	Timothy Hogan
177 Tierra West Advisors	Mike Garcia
178 Toll Brothers Inc.	Jim Boyd
179 Trademark Development Company	Dan Akins
180 Urban Habitat	James E. Thompson
181 Urban Housing Communities	John Bigley
182 Urban Studios	John Kaliski
183 Urban West	David DiRienzo
184 Urban West Strategies and Stellatum, Inc.	David DiRienzo / Kai Hansen
185 Urbanus, LLC	R. Matthew Shannon
186 Vetrans First	Deane Tate
187 Voit	Gil Marrero
188 Waterpointe Development Cos.	Garrett Calacci
189 Western Community Housing, Inc.	Scott Gayner
190 William Lyon Homes Inc.	William Lyon
191 William Sparey Burk, Inc.	William Burk
192 Windstar Communities LLC	Eric Heffner
193 Woodbridge Homes	Todd Cunningham
194 YMCA of Orange County	Michael Batiato
195	Walter Cha