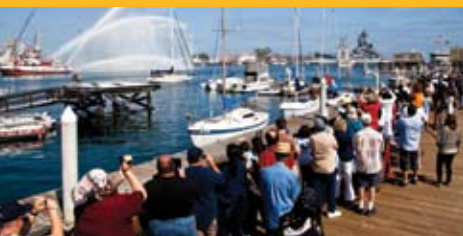


Request For Qualifications

A Unique Retail & Commercial Redevelopment Opportunity
on the Los Angeles Waterfront





South-facing view of the L.A. Waterfront with the World Cruise Center in foreground and general location parameter of the Ports O' Call parcel.



CONTENTS

- 4 The Opportunity
- 5 The Vision
- 6-7 Present and Future Elements of the L.A. Waterfront
- 8 Project Detail
- 9 Proposed Deal Structure and Timing/About the Port of Los Angeles
- 10 Aerial View of Region
- 11-14 L.A. Waterfront Commercial Redevelopment Opportunity Request for Qualifications Section
- 15 Statements of Qualifications (SOQ) Selection Evaluation Form (SAMPLE ONLY)



The Opportunity

The Los Angeles Harbor Department (Port) is offering a fully entitled 30-acre waterfront redevelopment opportunity site within the L.A. Waterfront Project (The L.A. Waterfront). This parcel will be available on a long-term ground lease basis. The Port intends to select one developer to carry out a comprehensive redevelopment of this property.

Fully entitled 30-acre redevelopment opportunity site includes 3,000 linear feet of rare waterfront and 375,000 SF of retail and tourism-related entitled uses.



Luxury cruise ships bring hundreds of thousands of visitors to the L.A. Waterfront annually.

This unique site is entitled with 3,000 linear feet of rare waterfront and 375,000 SF of retail and tourism-related uses on the Main Channel of America's Port® – the nation's largest trade gateway.

The L.A. Waterfront and the redevelopment site are located at the southern terminus of the Harbor (I-110) Freeway, which connects directly to downtown Los Angeles and the Southern California marketplace – the nation's second largest MSA, with over 12 million people within a one-hour drive.





The Vision

The redevelopment site, currently known as Ports O' Call Village, is the focal point of the L.A. Waterfront Project, an extensive \$1.2 billion dollar public redevelopment project approved in 2009. The L.A. Waterfront Project is a master planned development and the result of an extensive community engagement process. This project is destined to transform the Port's Main Channel and adjacent downtown San Pedro into a vibrant, world-class urban waterfront destination.



The L.A. Waterfront is a major gathering point.

Current and planned future attributes include:

- The Port's World Cruise Center, accommodating hundreds of thousands of passengers each year.
- An 8-mile waterfront promenade featuring parks, marinas, museums, public art and aquarium.
- Transportation and access improvements.
- Conversion of warehouse space into an array of visitor-serving, revenue-generating venues.

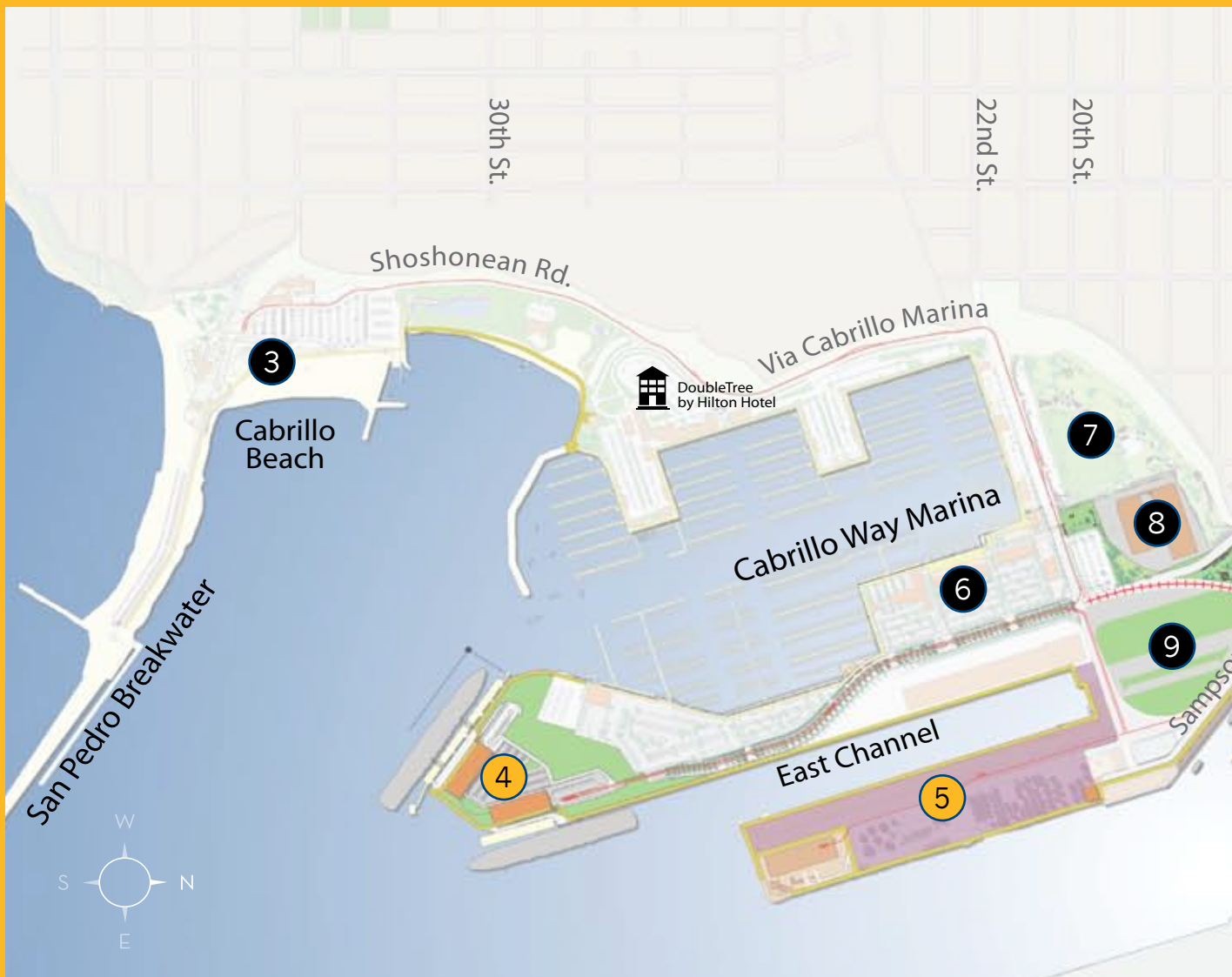
These elements reflect the desire to attract a large and diverse mix of professional, retail and recreational commerce. Combine this with a "window on the waterfront" to the passage of the world's largest vessels – along with Southern California's superb year-round weather – this waterfront offering in one of the nation's largest and most prestigious markets is a unique and rare opportunity.



The USS IOWA battleship.

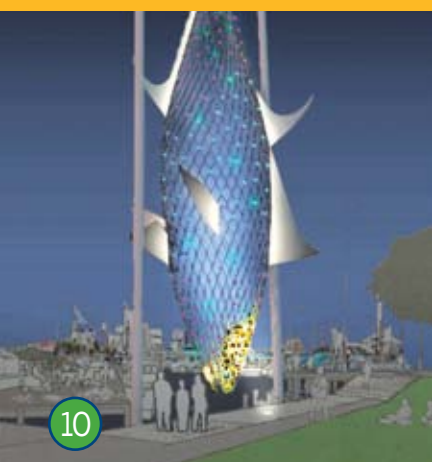


Just west of Ports O' Call, CRAFTED at the Port of Los Angeles is rapidly becoming one of the country's largest permanent craft marketplaces.



Present and Future Elements of the L.A. Waterfront

1. Ports O' Call Site
2. Historic Downtown San Pedro Business District
3. Cabrillo Marine Aquarium & Inner Cabrillo Beach
4. Outer Harbor Cruise Terminal
5. City Dock #1 (Proposed)
6. Cabrillo Way Marina
7. 22nd Street Park
8. CRAFTED at the Port of Los Angeles
9. Surface Parking for 700 Vehicles
10. Southern Pacific Slip Ghost Fish Sculpture
11. Additional Parking
12. 7th Street Harbor
13. Los Angeles Maritime Museum
14. Downtown Harbor (Opening summer 2014)
15. USS IOWA
16. Waterfront Red Car Line
17. Gateway Fanfare Fountain
18. World Cruise Center
19. Catalina Express Passenger Terminal



LEGEND

- Existing
- Redevelopment Opportunity
- Under Construction
- Future



Project Detail

The L.A. Waterfront redevelopment site is a ground lease parcel comprised of approximately 30 acres and 3,000 linear feet of waterfront on the Port's Main Channel. The existing parcel was developed as Ports O' Call Village in the 1960s and was a popular regional destination for several decades. The site currently features approximately 150,000 SF of restaurant and retail buildings. All existing leases expire December 31, 2014. Property entitlement includes approval for adjacent structured parking.

Ports O' Call Village is well-known throughout the region. Existing restaurants serve a loyal customer base – particularly on weekends and throughout the summer months. The Port attracts millions of visitors to the area annually thanks to the World Cruise Center, as well as a variety of attractions and events.

The adjacent San Pedro community supports a redevelopment vision to revitalize Ports O' Call and effectively connect the waterfront with San Pedro's historic downtown in ways that respect the rich history of this diverse maritime community.

In recent years, the Port has made significant infrastructure investments resulting in greater access to the waterfront and the creation of public areas for recreation and activity. Projects in the immediate vicinity of the Ports O' Call parcel, include:

- \$36M for a Downtown Harbor and public plaza between 5th Street and 6th Street (slated for completion in 2014).
- \$130M for the 700 slip Cabrillo Way Marina, which includes \$250,000 in public art and 90,000 SF for marina-serving commercial-retail development.

- \$5.7M for the SP Slip renovation project immediately south of the Ports O' Call site includes a public promenade, plaza and public art display (to be completed in 2014).
- \$6.8M for development of the popular 16-acre 22nd Street Park.



- \$5.8M for 700 remote parking spaces to serve Ports O' Call at Sampson Way & 22nd Street.
- \$6.3M for the World Cruise Center Promenade.
- \$16.3M for the Fanfare Fountain and Plaza at the northern entrance to the L.A. Waterfront.
- \$23.4M for Harbor Boulevard street improvements from Swinford Street south to 5th Street.

A former warehouse has been transformed into CRAFTED at the Port of Los Angeles, a high quality crafts marketplace. Now open, CRAFTED will expand into a second adjacent warehouse and expects to draw more than 500,000 visitors per year.

The L.A. Waterfront is the new home to the USS IOWA. Known as "World's Greatest Naval Ship," this historic battleship is expected to draw hundreds of thousands of visitors per year.

Prestigious Marymount College recently opened a Waterfront Campus located one block from Ports O' Call. Many students take advantage of downtown housing, retail and dining offerings.

Plans are proceeding with the redevelopment of City Dock #1 into a world-class urban marine research center. Just south of Ports O' Call, the proposed project will accommodate university research activities along with the homeporting of government research vessels.



Proposed Deal Structure and Timing

Following the release of this Request for Qualifications and review of responses, the Port of Los Angeles intends to enter into an Exclusive Negotiating Agreement with a qualified developer for a long-term ground lease document leading to transactional approval. Developer selection will be made in late 2012 with transactional approval in 2013. The initial term may be up to fifty years.

About the Port of Los Angeles

The #1 trade gateway in the United States is just 20 miles south of downtown Los Angeles. It encompasses 7,500 acres, 43 miles of waterfront and 27 cargo terminals.

Known as America's Port®, the Port of Los Angeles sustains its competitive edge with unmatched cargo operations, groundbreaking environmental initiatives, progressive security measures and diverse recreational and educational facilities.

The Port is a proprietary department of the City of Los Angeles. A five-member Board of Harbor Commissioners appointed by the Mayor and confirmed by Los Angeles City Council provides direction and creates policy. The Port is a self-supporting department and not supported by taxes, with all revenues derived from terminal leases and an array of shipping services.

The Port of Los Angeles is also home to the World Cruise Center which handles many of the world's leading cruise lines. Ship passengers frequently patronize retail and dining establishments along the L.A. Waterfront.

Mayor Antonio Villaraigosa
City of Los Angeles



"The City and Port of Los Angeles are pleased to offer qualified parties who have a vision for creating a world-class L.A. Waterfront an unparalleled

redevelopment opportunity that will rival other urban waterfronts around the globe."

Councilmember Joe Buscaino
L.A.'s 15th Council District



"The redevelopment opportunity of the century is waiting on the waterfront, at the heart of the Pacific Rim in the Port of Los Angeles. The awesome majesty

and spectacle of an urban waterfront mecca within minutes of millions is an attraction like no other in Southern California."

Cindy Miscikowski
President, L.A. Harbor Commission



"The publicly accessible waterfront of America's Port® is what makes this redevelopment opportunity extremely unique. It's adjacency

to the visually exciting, largest cargo movement operations in the nation sets this development site apart from any other seaport location in the world."

Geraldine Knatz, Ph.D.
Executive Director, Port of L.A.



"The Harbor Department is investing hundreds of millions of dollars in public waterfront infrastructure along 16 miles of community-

adjacent port property at the Port of Los Angeles. We're building a waterfront to fit the scale of the largest port complex in the western hemisphere at the doorstep of the largest regional market in the western U.S."



Palos Verdes Peninsula

Santa Monica

Los Angeles Int'l Airport

Los Angeles Waterfront

110 Freeway

405 Freeway

Beverly Hills

Hollywood

Downtown Los Angeles

Pasadena

12 Million People

The Nation's Second Largest Market

RFOQ

L.A. Waterfront
Commercial Redevelopment Opportunity
Request for Qualifications Section

About this Request For Qualifications (RFQ)

The Los Angeles Harbor Department (The Port) is soliciting Statements of Qualifications (SOQs) from commercial real estate development entities for the redevelopment of the Ports O' Call Village site. Under the City of Los Angeles Charter, a 50-year ground lease term is permissible.

The goal of this RFQ is to forge a public/private alliance with a developer capable of creating a high profile location to complement existing and future redevelopment of the L.A. Waterfront and the adjacent historical downtown business district of San Pedro.

Successful SOQs will articulate the developer's vision and explain how their proposed visitor-serving retail commercial development will contribute to the enhancement of the L.A. Waterfront.

Project Highlights

In September 2009, the Los Angeles Board of Harbor Commissioners approved the L.A. Waterfront Project and the Environmental Impact Report.

The L.A. Waterfront will provide an array of infrastructure improvements, including a continuous waterfront promenade, public open spaces, plazas, parking and transportation improvements, along with commercial development sites including Ports O' Call. A link to the L.A. Waterfront Program documents can be found at www.lawaterfront.org.

- The Ports O' Call site is entitled to support up to 300,000 SF of visitor-serving commercial uses and up to 75,000 SF for a conference center. (Respondents should note that development proposals will be reviewed by the Port of Los Angeles to determine whether any additional environmental assessment is required).
- The Port is encouraging the prospective developer to consider the inclusion of successful existing tenants in their development plans. Depending on the ultimate vision and plan layout, it is recognized that these tenants may be relocated within the site. All existing lease agreements are set to expire December 31, 2014.
- The Port intends to partner with the developer in providing certain public infrastructure elements, including the waterfront promenade and structured parking. Revenues realized from parking will be subject to negotiation.
- The proposed redevelopment must comply with the Port's Green Building Policy.
- All operations within the Harbor District are subject to the State Tidelands Trust and the California Coastal Act. Residential development is not a permitted use under the Tidelands Trust.



Ports O' Call Village

- The commercial focal point of the L.A. Waterfront Program.
- Fully entitled 30-acre waterfront site.
- Includes 3,000 linear feet of rare waterfront on the Main Channel of America's Port® – the nation's largest trade gateway.
- 375,000 SF of entitled retail, commercial and tourism-related uses.
- Located at the southern terminus of the Harbor (I-110) Freeway which connects directly to downtown Los Angeles and the Southern California marketplace – the nation's second largest MSA – with over 12 million people within a one-hour drive.

Developer Qualifications

The Port intends to evaluate the qualifications of interested development entities and then enter into exclusive negotiations with the selected respondent. All SOQs meeting the requirements of this RFQ will be reviewed and rated by a Harbor Department evaluation committee according to the following criteria:

- Project vision, organization and approach regarding the overall redevelopment.
- Relevant experience with waterfront projects.
- A record of partnering with public agencies on similar projects.
- Financial capability to implement the development plan.
- Implementation, operation and sustainability of the proposed project.
- Record of completing similar, large-scale projects on schedule.

The RFQ Process

The specifics of the developer selection process are as follows:

Pre-Submittal Meeting

Entities planning to submit qualifications are encouraged to attend a pre-submittal meeting at the Cabrillo Marina Community Building located at 224 Whalers Walk, San Pedro. The meeting will be held at 2:00 p.m. on August 8, 2012. Teleconference capabilities are available. Entities wishing to participate via teleconference must call 1-(877) 848-7030, Access Code 1717478. An optional site tour following the meeting will be offered.

Submission of Qualifications

One (1) original with six (6) copies of your response must be received on or before 5:00 p.m. on Friday, September 21, 2012 to:

Planning and Economic Development Division

ATTN: Lisa Jordan

REF: L.A. Waterfront Commercial Development
425 S. Palos Verdes St., San Pedro, CA 90731

Electronically transmitted Statements of Qualifications (SOQ) will not be considered.

All SOQs will be date stamped as the Port receives them. Opening of the SOQs will not be open to the public.

Respondents are solely responsible for the timeliness of their submittals. As such, respondents are cautioned to budget adequate time to ensure that their submittals are delivered at the location designated at or before the deadline set forth above.

Respondents are cautioned that matters including, but not limited to, traffic congestion, security measures and/or events in or around the Port of Los Angeles may lengthen the amount of time necessary to deliver the submittal, whether transmitted in person or by mail.

By submitting an SOQ, respondents certify that the submittal constitutes their full and complete written response to the RFQ and evidences their acknowledgement that additional written material outside of such submittal shall not be considered by the Harbor Department in connection with this RFQ, unless the Harbor Department provides a written request that they submit additional written materials. Absent such written request, respondents are instructed to not submit to the Harbor Department written or other materials outside of the submittal, either in a subsequent interview or otherwise.

Entities who seek additional information may submit questions via email to ljordan@portla.org by Friday, August 17, 2012. All questions will be answered in writing and posted on the Port's website at www.portoflosangeles.org on Monday, August 27, 2012. It is the responsibility of any respondents to review the Port's website for any RFQ revisions or answers to questions prior to submitting a SOQ in order to ensure completeness and responsiveness.

For questions regarding this RFQ, please contact Lisa Jordan by email at ljordan@portla.org.

Evaluation Process

Selected respondents will be contacted for in-person interviews with the evaluation committee. The evaluation committee will make the final recommendation for selecting a respondent that will be presented to the Board of Harbor Commissioners for approval.

Respondents are advised that all documentation submitted in response to this RFQ will become available to the public as a public record and may be released without further notification. Any information that the respondent considers confidential should not be submitted with the qualifications information. The right to reject any and all submittals shall, in every case, be reserved, as shall the right to waive any informality in the submittal when to do so would be to the advantage of the Harbor Department.

An SOQ Evaluation form, including relative weighting of criteria, is included.

Qualifications Submittal Content

The following items shall be included in your qualifications submittal:

Cover Transmittal Letter

- Provide a narrative that introduces the firm and team highlighting the particular strengths of the respondent to implement the vision proposed in the SOQ.

Respondent's Qualifications, Experience and References

- Respondents must include a description of their qualifications and experience in implementing their redevelopment vision at Ports O' Call. In addition, respondents must include the experience of key management involved in similar projects. The description of relevant projects should include the type and location of the project(s), the entity's scope of involvement, current status, project management responsibilities, the cost of the development, financing strategy of the development, summary of applicable public-private partnerships associated with the project, and any additional information as may be helpful in underscoring the developer's success in producing major development projects. Qualifications and experience for proposed partners should also be included.
- Respondents must include information on the development entity and key members of the team, including the firm's organizational structure, board of directors, executive management, corporate history and mission, or similar information concerning the development entity's core business objectives. Similar information is requested for any partners that are proposed to be part of the project. Provide a brief description of all key personnel and technical staff (including vendors, partners, or subcontractors to the extent known) to be involved and their relationship to the services to be provided.
- Provide a narrative describing the entity's qualifications to implement the redevelopment vision, including past (relevant) experience and at least three professional or public agency references, with contact names and information. Include information regarding your entity's experience involving the size and level of complexity of the proposed project with particular emphasis on any prior experience in a port and partnerships with public agencies developing similar projects and evidence for completing similar, large-scale development projects on schedule. Qualifications and experience for proposed sub-consultants, to the extent they can be identified, should also be included.

Evidence of Financial Capability

- The SOQ must include information that will enable the Port to discern the financial resources available to the entity. Such information should help the Port to determine whether the development entity has the financial ability to deliver the proposed redevelopment program as evidenced by submission of information such as recent financial statements, and in the descriptions of relationships with lending institutions, financial partners, investors, environmental insurers, etc.

Development Approach

- Provide a narrative that explains your entity's approach to implementing your vision for the site. Include an explanation of your vision, proposed redevelopment program, phasing plan if applicable, your strategy for operating the development, and reinvestment in the development and sustainability of the project.

Schedule

- Provide an estimated schedule for implementing the redevelopment vision, including any phasing of the project.

Contract Administrative Requirements

- In order to enter into a lease for the Ports O' Call site, the entity must meet the Port's contract administrative requirements. These relate to insurance and indemnification requirements, affirmative action, small and very small business enterprise participation and conflict of interest among others. All of the required contract requirements can be found at: www.portoflosangeles.org/proposals/Standard_Contract_Provisions_Jan_2012.pdf.

SOQ SELECTION EVALUATION FORM

PROJECT: L.A. Waterfront Commercial Development

SCORING GUIDELINES:

Rater's Score: (Range 0-5) - 0=not included/non responsive; 1=Marginal Abilities, Serious Deficiencies; 2=Adequate with Minor Deficiencies; 3=Adequate, Standard-Acceptable; 4=Well Qualified; 5=Exceptionally Well Qualified.

Weighing Factor: Each criteria is assigned a weighing factor of between 2 and 5 reflecting the importance and priority of each criteria to be evaluated.

Weighted Score = Rater's Score multiplied by (x) Weighing Factor. Totals should be calculated for each criterion.

Total score = Sum of all weighted scores.

Firm Name	Evaluated by	Date

CRITERIA TO BE RATED		RATER'S SCORE	WEIGHING FACTOR	WEIGHTED SCORE
Project vision, organization & approach	Does project create an active environment to draw additional waterfront visitors? Complements existing and future waterfront developments? Relationships with prospective tenants.		5	
Relevant commercial development experience	Qualifications and experience of developer entity. Implementation of waterfront projects? Partnered with public agencies?		5	
Implementation strategy, operation and sustainability of proposed project	Overall schedule, including phasing. Approach to existing POC tenants. How will project be sustainable?		4	
Financial capability	Ability to complete, operate, maintain and sustain proposed vision.		4	
Ability to complete proposed project on schedule	Past experience of completing similar projects on schedule.		2	
	Maximum points possible=100		A+B+C+D+E=20	Total Points=



The Port of Los Angeles
425 South Palos Verdes Street
P.O. Box 151, San Pedro, California 90733-0151

Tel/TDD: 310-SEA-PORT
www.portoflosangeles.org

As a covered entity under Title II of the Americans with Disabilities Act, the City of Los Angeles does not discriminate on the basis of disability and, upon request, will provide reasonable accommodation to ensure equal access to its programs, services, and activities.