

REQUEST FOR STATEMENT OF QUALIFICATIONS

By



**Regarding
Multipurpose Venue and Professional Minor League
Baseball in Downtown Amarillo, TX**

Qualifications Submittal Deadline: April 19, 2011@ 05:00 p.m.

Prepared By:
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1) GENERAL INFORMATION & REQUIREMENTS

REQUEST FOR STATEMENT OF QUALIFICATIONS FOR OPERATOR

- 1.1. GENERAL INFORMATION: Wallace Bajjali Development Partners (“Developer”) is soliciting statements of qualifications (“Qualifications”) for selection of an Operator Firm (“Operator”) for a the further evaluation, programming and potential development a multipurpose venue and Professional Minor League Baseball Stadium (“MPV”), in accordance with the terms, conditions, and requirements set forth in this Request for Statement of Qualifications.

This Request for Qualifications (“RFQ”) is the first step in a two-step process for selecting an Operator. The RFQ provides the information necessary to prepare and submit qualifications for consideration and initial ranking by the Developer. Based on the initial ranking, the Developer may select up to three (3) of the top ranked qualified respondents to attend Interviews in the final step of the process.

In the final step of the process, Interviews, the “most” qualified respondents will be requested to attend an interview with the Developer to confirm the Qualification submittal and answer additional questions. The Developer with the input from the City and Downtown Amarillo Inc. will then rank the remaining respondents in order to determine a “most” qualified respondent

- 1.2. PUBLIC INFORMATION: All information, documentation, and other materials submitted in response to this solicitation are considered non-confidential and/or non-proprietary and are subject to public disclosure.
- 1.3. TYPE OF CONTRACT: The final contract form shall be negotiated between and be mutually acceptable to the parties. Any contract(s) resulting from this effort will be in the form of a public/private partnership and will be negotiated at the sole discretion of the Developer.
- 1.4. CLARIFICATIONS AND INTERPRETATIONS: Any clarifications or interpretations of this RFQ that materially affect or change its requirements will be provided by the Developer as an addendum. All such addenda issued by the Developer before the proposals are due as part of the RFQ, and respondents shall acknowledge receipt of and incorporate each addendum in its Qualifications.

Respondents shall consider only those clarifications and interpretations that the Developer issues by addenda five (5) days prior to the submittal deadline. Interpretations or clarifications in any other form, including oral statements, will not be binding on the Developer and should not be relied on in preparing Qualifications.

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1.5. SUBMISSION OF QUALIFICATIONS:

DEADLINE AND LOCATION: The Developer will receive Qualifications at the time and location described below.

April 19, 2011 @ 5:00 p.m.

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Submit one (1) original with (9) identical copies of the Qualifications in print and with one PDF copy provided on CD or USB drive. An original signature must be included on the "Respondent's Statement of Qualifications and Ability to Undertake the Project" document submitted with original document.

Late received Qualifications will be returned to the respondent unopened.

The Developer will not acknowledge or receive Qualifications that are delivered by telephone, facsimile (fax), or electronic mail (e-mail).

Properly submitted Qualifications will not be returned to respondents.

Qualifications materials must be enclosed in a sealed envelope (box or container) addressed to the Point-of-Contact person; the package must clearly identify the submittal deadline, the response is for the Amarillo Downtown Development Project, and the name and return address of the respondent.

1.6. POINT-OF-CONTACT: The Developer designates the following person as its representative and Point-of-Contact for this RFQ. Respondents shall restrict all contact with the Developer and direct all questions regarding this RFQ, including questions regarding terms and conditions and technical specifications, to the Point-of-Contact person.

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- 1.7. **NO LOBBYING:** Respondent acknowledges and accepts that they will not take any action, make any effort or support or engage others on their behalf to take actions or efforts with attempt to influence the decision making process in the favor of the respondent. This includes direct contact with the City Commission, City Manager and City staff the City of Amarillo, the board members of Downtown Amarillo Inc, or the investors of any of the investment funds managed by Wallace Bajjali Development Partners, LP. Additionally, the respondent acknowledges and accepts that they will not attempt to use public communication such as the news media, social media, etc. as a means of attempting to influence the evaluation or decision making process. Any respondent violating any of the aforementioned conditions is subject to immediate disqualification from consideration.
- 1.8. **EVALUATION OF QUALIFICATIONS:** The evaluation of the Qualifications shall be based on the requirements described in this RFQ. All properly submitted Qualifications will be reviewed, evaluated, and ranked by the Developer. The top three or fewer ranked respondents may be selected by the Developer to participate in step two of the selection process.
- Qualifications shall not include any information regarding respondent's fees, pricing, or other compensation. Such information will be solicited from firms qualified by the Developer to participate in step two of the selection process.
- 1.9. **DEVELOPER'S RESERVATION OF RIGHTS:** The Developer may evaluate the Qualifications based on the anticipated completion of all or any portion of the Project. The Developer reserves the right to divide the Project into multiple parts, to reject any and all Qualifications and re-solicit for new Qualifications, or to reject any and all proposals and temporarily or permanently abandon the Project. Developer makes no representations, written or oral, that it will enter into any form of agreement with any respondent to this RFQ for any project and no such representation is intended or should be construed by the issuance of this RFQ.
- 1.10. **ACCEPTANCE OF EVALUATION METHODOLOGY:** By submitting its Qualifications in response to this RFQ, respondent accepts the evaluation process and acknowledges and accepts that determination of the "most qualified" firm(s) will require subjective judgments by the Developer.
- 1.11. **NO REIMBURSEMENT FOR COSTS:** Respondent acknowledges and accepts that any costs incurred from the respondent's participation in this RFQ shall be at the sole risk and responsibility of the respondent.
- 1.12. **ELIGIBLE RESPONDENTS:** Only individual firms or lawfully formed business organizations may apply (This does not preclude a respondent from using consultants.) The Developer will contract only with the individual firm or formal organization that submits a Qualification.
- 1.13. **CERTIFICATION OF FRANCHISE TAX STATUS:** Respondents are advised that the successful respondent will be required to submit certification of franchise tax status.

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- 1.14. REFERENCE CHECKS Respondent acknowledges and accepts that the through the RFQ evaluation process reference checks and background investigation may be conducted as a part of the due-diligence process.

2. EXECUTIVE SUMMARY

- 2.1. BACKGROUND: The City of Amarillo and Potter County, TX have a long history in minor league baseball. The current Potter County Memorial Stadium was built and opened in 1950's and has been used for minor league baseball for over 50 years.

The City, through its partnership with Downtown Amarillo Inc has developed a vision for the redevelopment of the downtown core in and around the City's Civic Center and Globe News Center. A component of the redevelopment plan being explored is the inclusion of a professional minor league baseball stadium and mixed-use entertainment center. On behalf of the City, DAI contracted with CSL and conducted a market assessment on minor league baseball in Amarillo. The market assessment demonstrated an opportunity for minor league baseball in downtown Amarillo as a part of a larger development. The City and DAI through an agreement with the Developer is presently working through the process of evaluating the feasibility all components of the project. If deemed feasible and approved by the City, the goal would be to open a new stadium in downtown Amarillo as early as the 2013 baseball season.

- 2.2. GOALS AND PROJECT DESCRIPTION: The Developer has entered into a Public/Private Partnership with the City of Amarillo for the development of several projects in a 54 block area of downtown Amarillo. The anticipated projects include:

- A Full Service Convention Hotel
- Multipurpose Venue (MPV) / Minor League Baseball Stadium
- Supportive development and infrastructure.

In proceeding with efforts on this project the Developer is seeking to identify a qualified firm for the operation of the MPV and professional minor league baseball stadium at a downtown location to accomplish the following goals:

- Develops a sustainable center for Professional Minor League Baseball in Amarillo
- Creates a destination activity center for Amarillo which provides opportunities for entertainment and recreation for the residents of Amarillo as well as attracting non-residents from the surrounding area
- Provides a flexible multi-use facility that offers events and activities which meet the recreation and entertainment needs of residents of Amarillo and the surrounding region as well as supporting the attraction of events to Amarillo Civic Center, offering a venue for local college and high school baseball tournaments, concerts, and other uses
- Energizes the surrounding downtown area through its integrated design and operation with the planned adjacent and surrounding development

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2.3. FACILITY DESCRIPTION: Based on the market study conducted by CSL the facility is anticipated to be developed for a number of primary uses which may include:

- Concerts and Programs
- Community Events
- Family Entertainment
- High School Baseball
- Local Group Event
- Professional Minor League Baseball
- Programs
- Tournaments
- Other events

2.4. FACILITY DESIGN: Final MPV capacity, design cost will be determined as a result of the input of the selected operator and the funding available for the project. However, the MPV Project is currently anticipated to be composed of the following elements:

- 4,000 - 4,500 Fixed and Club Seats
- 1,000 - 1,500 Berm Seats
- 12 - 16 Suites/Luxury Boxes
- 25 - 35 Concession Stand Points of Sale
- First Aid/Guest Services
- Back Office and Team Sales
- Retail Store
- Press Box
- Broadcast Room / Press Room
- Locker Room
- Training Room
- Ticket Office
- Other Amenities, such as a kids' play area, café, pool, concert stage, etc.

2.5. ANTICIPATED DEVELOPMENT COSTS: Should the project move forward, the anticipated cost for the facility is presently estimated to be approximately \$25 Million, excluding land, infrastructure and structured parking. The final development budget will be determined with the input of the City of Amarillo, Downtown Amarillo Inc, the Developer and the selected Operator. The City of Amarillo will have final approval over the decision to proceed with any use of public funds.

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2.6. **DESIRED OPERATOR QUALIFICATIONS:** The Developer desires to find an Operator with demonstrated experience and capacity in the ownership and operation of professional minor league baseball teams and stadiums. The ideal candidate has a successful track record

- Owning and operating professional minor league baseball teams,
- Operating multiuse venues and minor league baseball stadiums,
- Delivering year-round entertainment and activities beyond professional minor league baseball benefiting the community,
- Partnering with communities.

Additionally, the ideal candidate will be able to demonstrate they

- Have a positive business reputation from work with previous communities,
- Possess the financial capacity and stability to undertake take the project,
- Are willing to consider participating financially in the development and operational costs of the facility as may be warranted by the economics of the project and negotiated in formal project documents,
- Will provide a qualified on sight leadership team as well as take necessary actions institute appropriate administrative processes, financial management oversight and reporting systems for the project,
- Can obtain approval for a franchise in the agreed league.

2.7. **LEAGUE SELECTION:** The City, Developer and Operator will agree upon a league for the baseball team which can be demonstrated as providing the greatest benefit to the community in consideration of items such as, information provided from the market assessment, the perceived economic benefit and financial risk to the community, league history, growth potential of the league, ability for regional rivalries, etc...

2.8. **PREFERENCES:** A number of specific project development preferences and anticipated deal points have been identified. The selected Operator may expect the following points to be a part of the expectations in the creation of the project and associated binding agreements.

- The Operator, prior to commencement of the project, will be able to demonstrate to the satisfaction of the Developer and the City that they possess the financial capacity to undertake the project. This may include the ability to provide a letter of credit or other agreeable instrument to guarantee the amount the lease and expenses for the period of the lease.
- The Operator will provide input on the scope and design elements of the MPV/ stadium.
- The Operator will lease the facility for a period consistent with any public debt issued for the facility such that the risk to the public is limited.
- In consideration for the lease and access to an agreed stream of revenues, the selected partner will make an equity investment in the minor league baseball stadium at an agreed amount and based upon the Operator being reasonably able to make expected market rate of return.

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- The location for the stadium will be in downtown Amarillo consistent with the approved conceptual land-use plan
- Public funding for the construction of the new MPV/ stadium will be through direct and indirect revenues from the project as determined through approval of the City. Depending on the nature of the public funding a public vote on those sources may be required. The final determination to call a public vote is at the complete discretion of the City Commission of the City of Amarillo.
- The Operator will provide a franchise in an agreed league to occupy the leased property and play in the stadium for the term of any the lease for the MPV.
- The City will retain an approval rights over the selected league for the team which occupies the MPV.
- City in consideration for its investment and/or ownership of the facility has an expectation of the ability to benefit from an identified and agreed range of City uses of the facility. These uses may include dedication of a suite for City usage, identified number of community events, etc. Such usage will be subject to agreements which will define the terms and conditions of those rights

2.9. SUPPORTING DATA: Considerable additional information on the project is available through Downtown Amarillo Inc. (DAI) This includes a minor league baseball market assessment conducted by Convention Sports and Leisure. Information may be requested from the Developer or accessed electronically on the DAI website at www.downtownamarillo.com

3. REQUIREMENTS FOR STATEMENT OF QUALIFICATIONS: Respondents shall carefully read the information contained in the following criteria and submit a complete statement of Qualifications to all questions in Section 3 formatted as directed in Section 4. Incomplete Qualifications will be considered non-responsive and subject to rejection.

3.1. RESPONDENT'S STATEMENT OF QUALIFICATIONS AND AVAILABILITY TO UNDERTAKE THE PROJECT (Maximum of two (2) printed pages per question)

Provide a statement of interest for the project including a narrative describing the respondent and their unique qualifications as they pertain to this particular project.

Provide a statement on the availability and commitment of the respondent and its principal(s) and assigned professionals to undertake the project.

Provide a brief history of the respondent

Provide the resumes of the team members which would be assigned to this project if selected.

3.2. PRIME FIRM'S ABILITY TO PROVIDE SERVICES

Provide the following information for the respondent

- Legal name of the company as registered with the Secretary State of Texas
- Address of the office that will be providing services

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- Number of years in business
- Type of Operation (Individual, Partnership, Corporation, Joint Venture, etc...)
- Number of Employees
- Point of contact

Is your company currently for sale or involved in any transaction to expand or to become acquired by another business entity? If yes, please explain the impact both in organizational and directional terms.

Has your company or any of its affiliates acquired or sold any minor league teams within the last two years? If yes, please describe the transaction.

Is your company or any of its affiliates presently in the process of acquiring, selling or developing any other minor league teams or stadium facilities?

Provide any details of all past or pending litigation or claims filed against your company, officers or directors or any of its affiliates that would affect your company's performance under a Contract with the Developer.

Is your company currently in default on any loan agreement or financing agreement with any bank, financial institution, or other entity? If yes, specify date(s), details, circumstances, and prospects for resolution.

Does any relationship exist by relative, business associate, capital funding agreement, or any other such kinship between your firm and any Developer employee, officer or investor? If so, please explain.

3.3. RESPONDENT'S EXPERIENCE

List of teams owned and/or operated over the past ten (10) years. Include the location and league represented for each team.

Provide the years of experience in professional baseball among ownership and key staff

Provide a list of teams owned which have ceased operations

List of teams currently owned, their location and the league represented

Please provide a description of any multi use event venues or minor league baseball stadiums where the firm or persons assigned to this project have been involved in the design and/or development process or activities.

Please list and describe up to the last 5 instances where your firm has participated financially in the development or any entertainment venues or minor league baseball stadiums.

Please list any minor league baseball stadiums, multiuse facilities, performing arts facilities, etc which your firm currently or has operated or been responsible for programming events for. Please include the location of the facility, the nature of the facility and the nature of your companies involvement in the operations.

3.4. EXECUTION OF OFFER

NOTE TO RESPONDENTS: SUBMIT ENTIRE SECTION WITH RESPONSE. THIS EXECUTION OF OFFER MUST BE COMPLETED, SIGNED, AND RETURNED WITH THE RESPONDENT'S QUALIFICATIONS. FAILURE TO COMPLETE, SIGN AND RETURN THIS EXECUTION OF OFFER WITH THE QUALIFICATIONS MAY RESULT IN REJECTION OF THE QUALIFICATIONS.

SIGNING A FALSE STATEMENT MAY VOID THE SUBMITTED QUALIFICATIONS OR ANY AGREEMENTS OR OTHER CONTRACTUAL ARRANGEMENTS, WHICH MAY RESULT FROM THE SUBMISSION OF RESPONDENT'S QUALIFICATIONS, AND THE RESPONDENT MAY BE REMOVED FROM ALL PROPOSER LISTS. A FALSE CERTIFICATION SHALL BE DEEMED A MATERIAL BREACH OF CONTRACT AND, AT DEVELOPER'S OPTION, MAY RESULT IN TERMINATION OF ANY RESULTING CONTRACT.

By signature hereon, Respondent acknowledges and agrees that (1) this RFQ is a solicitation for Qualifications and is not a contract or an offer to contract; (2) the submission of Qualifications by Respondent in response to this RFQ will not create a contract between the Developer and Respondent; (3) the Developer has made no representation or warranty, written or oral, that one or more contracts with the Developer will be awarded under this RFQ; and (4) Respondent shall bear, as its sole risk and responsibility, any cost which arises from Respondent's preparation of a response to this RFQ.

By signature hereon, Respondent offers and agrees to furnish to the Developer the products and/or services more particularly described in its Qualifications, and to comply with all terms, conditions and requirements set forth in the RFQ documents and contained herein.

By signature hereon, Respondent affirms that he has not given, nor intends to give at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor or service to a public servant, elected officials, leadership or staff of the City or partner organizations in connection with the submitted Qualifications.

By signature hereon, a corporate Respondent certifies that it is not currently delinquent in the payment of any Franchise Taxes due under Chapter 171, Texas Tax Code, or that the corporate Respondent is exempt from the payment of such taxes, or that the corporate Respondent is an out-of-state corporation that is not subject to the Texas Franchise Tax, whichever is applicable.

By signature hereon, the Respondent hereby certifies that neither the Respondent nor the firm, corporation, partnership or Developer represented by the Respondent, or anyone acting for such firm, corporation, or institution has violated the antitrust laws of this state, codified in Section 15.01, et. seq., Texas Business and Commerce Code, or the Federal antitrust laws, nor communicated directly or indirectly the Qualifications made to any competitor or any other person engaged in such line of business.

By signature hereon, Respondent represents and warrants that:
Respondent is a reputable company regularly engaged in providing products and/or services necessary to meet the terms, conditions and requirements of the RFQ;

Respondent has the necessary experience, knowledge, abilities, skills, and resources to satisfactorily perform the terms, conditions and requirements of the RFQ;

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Respondent is aware of, is fully informed about, and is in full compliance with all applicable federal, state and local laws, rules, regulations and ordinances;

By signature hereon, Respondent certifies that the individual signing this document and the documents made part of the RFQ is authorized to sign such documents on behalf of the company and to bind the company under any agreements or other contractual arrangements, which may result from the submission of Respondent's Qualifications.

By signature hereon, Respondent affirms that no compensation has been received for participation in the preparation of the specifications for this RFQ.

By signature hereon, Respondent agrees to defend, indemnify, and hold harmless the Developer, all of its officers, agents and employees from and against all claims, actions, suits, demands, proceedings, costs, damages, and liabilities, arising out of, connected with, or resulting from any acts or omissions of Respondent or any agent, employee, subcontractor, or supplier of Respondent in the execution or performance of any agreements or other contractual arrangements which may result from the submission of Respondent's Qualifications.

(Name)

Submitted and Certified By:

(Respondent's Name) (Title)

(Street Address) (Telephone Number)

(City, State, Zip Code) (Fax Number)

(Authorized Signature) (Date)

4. FORMAT FOR STATEMENT OF QUALIFICATIONS

4.1. GENERAL INSTRUCTIONS

Qualifications shall be prepared **SIMPLY AND ECONOMICALLY**, providing a straightforward, **CONCISE** description of the respondent's ability to meet the requirements of this RFQ. Emphasis shall be on the **QUALITY**, completeness, clarity of content, responsiveness to the requirements, and an understanding of Developer's needs.

Qualifications shall be a maximum of fifty (50) printed pages. The cover, table of contents, divider sheets, and Execution of Offer do not count as printed pages.

Respondents shall carefully read the information contained in this RFQ and submit a complete response to all requirements and questions as directed. Incomplete Qualifications will be considered non-responsive and subject to rejection.

Qualifications and any other information submitted by respondents in response to this RFQ shall become the property of the Developer.

The Developer will not compensate respondents for any expenses incurred in Qualifications preparation or for any presentations that may be made, unless agreed to in writing in advance or required by law. Respondents submit Qualifications at their own risk and expense.

Qualifications that are qualified with conditional clauses, alterations, items not called for in the RFQ documents, or irregularities of any kind are subject to rejection by the Developer, at its option.

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The Developer makes no representations of any kind that an award will be made as a result of this RFQ, or subsequent RFP. The Developer reserves the right to accept or reject any or all Qualifications, waive any formalities or minor technical inconsistencies, or delete any item/requirements from this RFQ when deemed to be in Developer's best interest.

Qualifications shall consist of answers to questions identified in Section 3 of the RFQ. It is not necessary to repeat the question in the Qualifications; however, it is essential to reference the question number with the corresponding answer.

Failure to comply with all requirements contained in this Request for Qualifications may result in the rejection of the Qualifications.

4.2. PAGE SIZE, BINDING, DIVIDERS, AND TABS:

Qualifications shall be printed on letter-size (8-1/2" x 11") paper and assembled with spiral type bindings or staples. **DO NOT USE METAL-RING HARD COVER BINDERS.**

Additional attachments shall NOT be included with the Qualifications. Only the responses provided by the respondent to the questions identified in Section 3 of this RFQ will be used by the Developer for evaluation.

Separate and identify each criteria response to Section 3 of this RFQ by use of a divider sheet with an integral tab for ready reference.