



**REQUEST FOR QUALIFICATIONS AND PROPOSALS  
For the Purchase, Development, Rehabilitation and Reuse  
of Lincoln Mall located at  
208 Lincoln Mall Dr., Matteson, IL 60443**

Issued by:  
The Village of Matteson  
4900 Village Commons  
Matteson, IL 60443  
[www.villageofmatteson.org](http://www.villageofmatteson.org)

**RFQ Submittal Deadline: August 15, 2014**

**RFP Submittal Deadline: October 20, 2014**

**Submit responses to:**  
Village Hall  
Attn: Village Clerk  
4900 Village Commons  
Matteson, IL 60443



## LETTER FROM THE VILLAGE PRESIDENT

To all interested parties:

For many years, Matteson has been a major retail center in the south suburbs. Lincoln Mall has been the economic and geographic core of this retail district since it was constructed in 1973. Lincoln Mall was important in attracting the development of other shopping centers to the Village.



In the past 10 to 15 years, the popularity of malls nationwide has declined, as retail purchases have shifted to big-box retailers, open air shopping malls and online stores. In addition, recent retail development locally has tended to occur increasingly in the suburbs west of Matteson, leading to increasing disinvestment and marketability challenges for Lincoln Mall.

Improving the physical appearance of the Lincoln Mall property comprehensively, from streetscape and sidewalks to open space and private buildings, is critically important to promoting a visually appealing environment that attracts shoppers, visitors, diners, residents and investors to Matteson.

The Village seeks a qualified owner and developer to revitalize the Lincoln Mall property. Utilizing the procedures set forth in this Request for Qualifications and Proposals, the Village will consider the selection of an entity or entities to develop and implement a sustainable, viable plan to revitalize and renew the property and successfully operate the property for commercial, recreational, cultural and/or entertainment uses.

The Village will consider all realistic and responsible options for the disposition, revitalization and operation of the Lincoln Mall property. The selected entity or entities will need to demonstrate a market-responsive and financially feasible business plan for completing and maintaining necessary physical improvements of the property and operating and managing the development. The accompanying information more fully describes the Lincoln Mall property, the Village of Matteson, and the elements of the submittal, evaluation, and selection process.

The Village of Matteson appreciates your interest in this opportunity to revitalize Lincoln Mall.

A handwritten signature in dark ink, appearing to read "André B. Ashmore".

André B. Ashmore, Village President  
Village of Matteson

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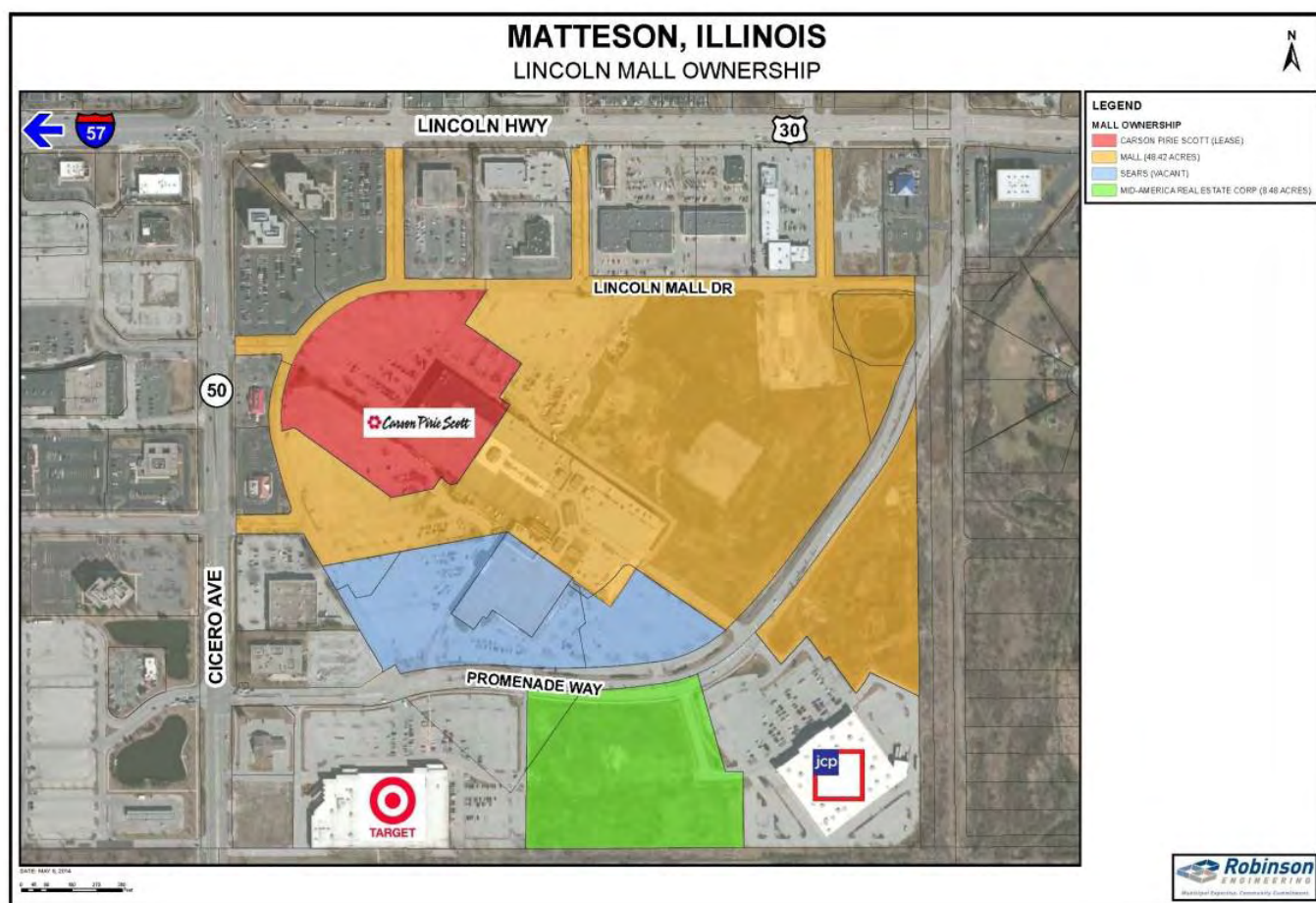
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# Introduction and Overview

The Village of Matteson ("Village") is making available for purchase the approximately 48.42 acre commercial development commonly known as Lincoln Mall, shown in orange on the map below. Lincoln Mall is located at the southeast corner of Lincoln Highway and Cicero Avenue

The Village intends to execute an Acquisition and Development Agreement with the respondent who, at the sole discretion of the Village, meets the Village's objectives for Lincoln Mall. These objectives include the following:

- Obtaining the highest and best use for the Lincoln Mall property;
- Producing a viable project with lasting benefits for the Village and its residents;
- Rehabilitation, revitalization, and renewal of the Lincoln Mall property; and
- Use and occupancy of the Lincoln Mall property for a thriving commercial, entertainment and/or recreational experience.



The selection process will not rely on a single monetary figure (*e.g.*, high bid), but rather will reflect the consideration of both economic and non-economic factors. The successful respondent will be responsible for all costs of planning, development and operations.

This Request for Qualifications ("RFQ") and Request for Proposals ("RFP") seeks the submittal of concept proposals for the rehabilitation, revitalization, and renewal and adaptive reuse of the Lincoln Mall property. A response to this RFQ/RFP must include suggested business terms for the acquisition of Lincoln Mall and a discussion of how the proposed terms allow the Village to obtain the highest and best use of the property and meet its other objectives for Lincoln Mall.

## **SUBMITTAL DEADLINES**

- **Interested parties must submit five (5) copies of the response to this RFQ (in 8 1/2" by 11" format) along with a CD of the submission in a sealed envelope no later than 5:00 p.m. on August 15, 2014.** Submittals must include responses to those points outlined at length within the "Qualification Submittal Requirements," section, beginning on page 26 of this document.
- **Responses to the RFQ will be opened at a public meeting of the Village Council on August 18, 2014.** At the meeting, RFQ respondents will be referred to a committee of the Village Council for review and selection of respondents invited to submit a proposal during the RFP phase.
- **The Village will announce the respondents selected to respond to the RFP by September 2, 2014.** At any time before this announcement, the Village, at its sole discretion, may request a meeting with an RFQ respondent to obtain additional information or clarification of information in the response to the RFQ. RFQ respondents may also request a meeting with the Village before August 8, 2014; however, the Village retains the right to decline any such requests.
- **Selected respondents must submit five (5) copies of the response to the RFP (in 8 1/2" by 11" format) along with a CD of the submission in a sealed envelope no later than 5:00 p.m. on October 20, 2014.** Submittals must include responses to those points outlined at length within the "Proposal Submittal Requirements," beginning on page 28 of this document.

Please note, responses to the RFQ/RFP received after the submittal deadlines will be rejected. The Village retains the right to extend or re-open the process at any time.

Mark submissions LINCOLN MALL – DO NOT OPEN. Address submissions to:

Village Hall  
Attn: Village Clerk  
4900 Village Commons  
Matteson, IL 60443

# Objectives for the Lincoln Mall property

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The Village is soliciting proposals that address the following considerations:

1. The Village will give preference to proposals that demonstrate the ability to increase pedestrian activity and encourage economic development within the surrounding commercial areas in a manner that is compatible with existing development and the Village's long-term goals.
2. The Village would be open to considering zoning approvals which may be necessary for preferred improvements. Proposals for redevelopment must comply with the Village Code.
3. The Village is considering an Economic Development and Land Use Master Plan by consultant SB Friedman, the relevant provisions of which are included in these materials. Although the Village is considering the Master Plan, it remains open to alternative proposals through this RFQ/RFP and encourages respondents to present bold and imaginative proposals for revitalizing the Lincoln Mall property.
4. The Village desires proposals that will result in a development that is a keystone of the commercial corridor and an integral representation of the overall community. In addition to proposed retail uses, respondents should consider the following:

**Entertainment.** The Village is interested in focusing on entertainment uses to diversify its local economic base, redevelop or re-tenant existing retail space, and draw a larger volume of visitors to Matteson. Matteson has an existing concentration of recreational amenities, which can be leveraged to support Matteson's commercial corridors. Potential new entertainment uses include movie theaters, indoor athletic facilities, and game facilities with bowling, bocce and rentable event space. In addition, there may be an opportunity to locate public open space near retail centers. Such public space could include trails, sports fields and picnic areas, as well as more programmed space like a plaza that could be used for community events and performances.

**Housing.** The Village anticipates new opportunities to develop multifamily housing, or senior housing in particular, as part of a mixed-use development in or around the Lincoln Mall property. The population aged 65 and older is growing both locally and nationally, and demand for senior housing, including age restricted communities, assisted living, nursing facilities, and Continuous Care Retirement Communities ("CCRC") is expected to grow. Senior or multifamily housing in a walkable, mixed-use neighborhood could bring activity back to areas now characterized by largely vacant retail space, providing additional demand for

remaining retail and connecting residents without cars to retail and service amenities. Senior or multifamily tenants would benefit from proximity to Matteson's shopping and dining amenities.

**Public Improvements.** The Village seeks a developer committed to implementing a range of public way improvements to enhance the commercial corridors abutting the Lincoln Mall property. Improving the physical appearance of the Lincoln Mall property comprehensively, from streetscape and sidewalks to open space and private buildings, is critically important to promoting a visually appealing environment that attracts shoppers, visitors, diners, residents and investors. The Village seeks a response to this RFQ/RFP that incorporates urban design enhancement strategies that can help unify the Village's commercial corridors as well as create a unique Matteson identity with the aim of revitalizing the Lincoln Mall property and surrounding areas.



5. Proposals should clearly identify if any financial assistance is requested as part of the proposal. Because an unsuccessful 2007 Redevelopment Plan utilized Tax Increment Financing, the Village now has limited options in providing financial support to any proposed redevelopment plan. Respondents should assume that the principal subsidy available from the Village is making available the Lincoln Mall property at a below-market price, subject to the Minimum Price qualification set forth in the "Proposal Submittal Requirements" section of this RFQ/RFP, beginning on page 28.

# Location Advantages for Matteson

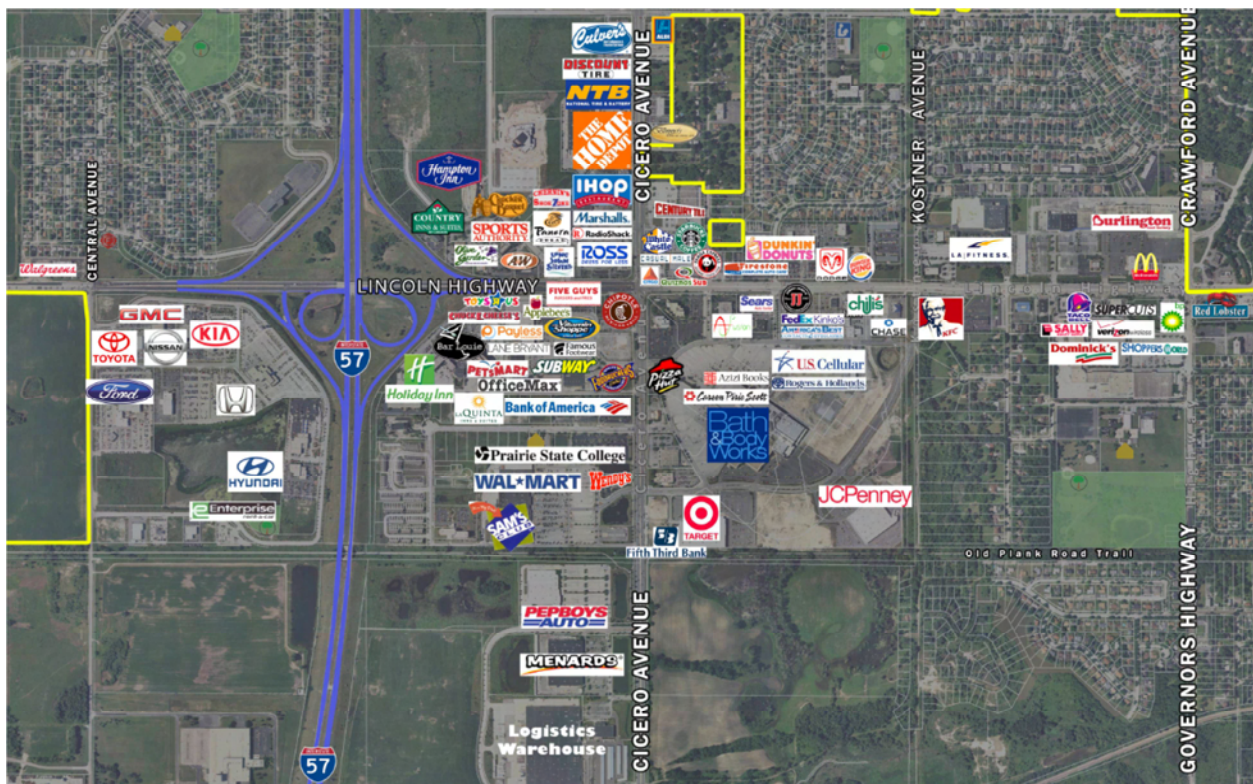
The Village of Matteson is located just 30 minutes southwest of Chicago's Loop. Matteson is a major retail hub as well as a strong market for commercial, office and hotel development.

## Retail

Matteson is focused on attracting high-end quality retailers to the community. With an average household income of \$76,236, Matteson residents are highly educated with white collar jobs and desire quality stores. Over 300 companies call Matteson home.

## Matteson at a Glance

1. Aggressive Public-Private Partnership
2. Average Household Income: \$76,236
3. Easy Transportation Access:  
I-57, I-80, I-355, I-294, & I-94
4. More than 300 Businesses
5. Average Daily Traffic: exceeding 35,000  
U.S. Rt. 30 & IL Rt. 50



Matteson retailers enjoy access to upscale customers living in the high income communities of Matteson, Olympia Fields and Flossmoor. Total municipal sales tax is **\$19,806,050**, including Matteson and communities within a 7 mile radius.

## Business

Businesses of all types and sizes are seeing Matteson as a great investment because of the Village's commitment to positive growth. Matteson is home to a number of major regional employers, including Rogers & Holland Enterprise, Valspur Corporate Paint Division, Greater Chicago Auto Auction, University of Chicago Medical Center, Ingalls Medical Center, Prairie State Community College, St. James Hospital and Governors State University.

## Residential

Matteson offers the best of suburban living and convenience through an array of homes, shopping, restaurants, hotels and businesses opportunities. With so many suburbs to choose from, Matteson tops the list as one of the best places to live, work, play, and grow a business.



## Demographics

Matteson's key demographics, including average household income, age and education, indicate Matteson is a prime location for retail and commercial development.

Matteson Trade Area	Matteson	3-mile	5-mile	7-mile	10-mile	Illinois	U.S.
Current Population (2013)	19,158	56,585	155,151	279,562	517,891	12,938,770	314,467,933
Households	6,794	20,912	56,407	101,708	186,045	4,885,508	118,979,182
Business Population	9,297	19,237	47,819	102,291	178,640	5,574,248	121,387,434
Median Age	39.5	40.5	38.7	38.4	38.7	37.0	37.6
Median Household Income	\$63,923	\$59,560	\$57,757	\$58,625	\$58,466	\$54,107	\$51,314
Average Household Income	\$76,236	\$73,605	\$75,142	\$75,516	\$75,167	\$74,708	\$71,842
Bachelor's degree	19.6%	19.4%	18.7%	18.1%	17.5%	19.1%	17.7%
Master's degree	11.3%	9.8%	8.9%	8.3%	7.4%	8.3%	7.3%
Professional school degree	1.2%	1.8%	2.2%	1.8%	1.5%	2.1%	2.0%
Doctorate degree	0.8%	1.5%	1.2%	0.9%	0.8%	1.1%	1.2%

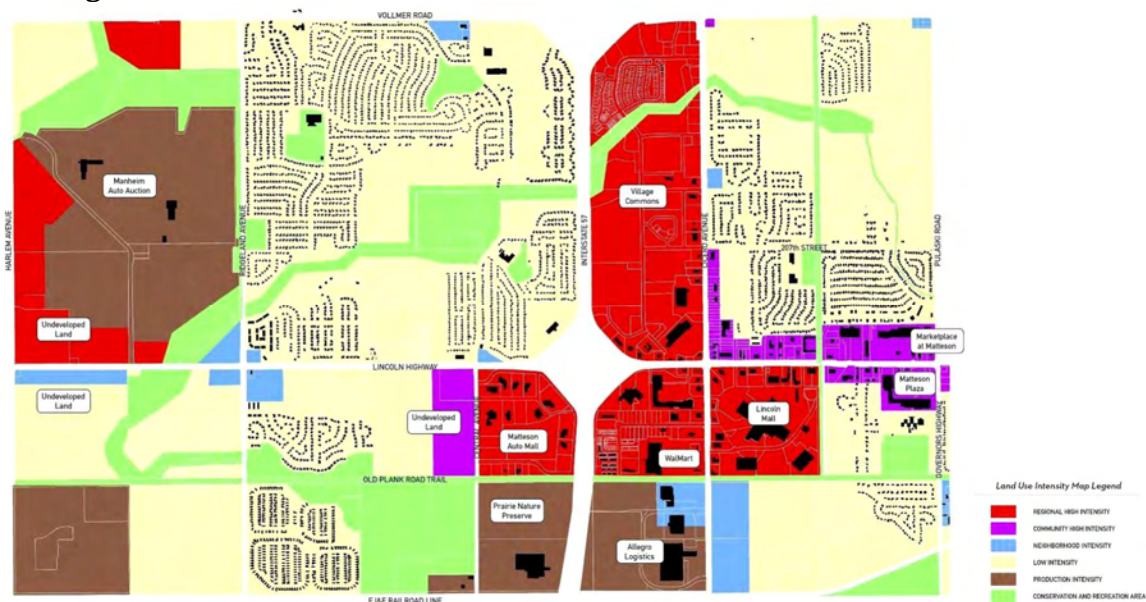
# Location Description/Area Overview

## LAND USE

Land use patterns within the Village are fairly consistent with that of a typical outer-ring suburban Chicago municipality. Key characteristics of the land use intensities found in Matteson include:

- The majority of land within the Village falls under a “Low Intensity” land use designation, primarily consisting of single family housing and some multifamily housing. (Figure 1, yellow).
- These residential areas are complemented with a network of “Conservation and Recreation Areas” that provide for trails, active and passive recreation use and natural scenery. (Figure 1, green)
- A large concentration of “Regional High Intensity” commercial uses, including retail, office and hotel, is located near the Interstate-57 (“I-57”) and Lincoln Highway interchange. (Figure 1, red)
- “Community High Intensity” areas are typically small- to medium-format retail centers, with two community shopping centers anchoring the northwest and southwest corners at the intersection of Lincoln Highway and Pulaski Road. (Figure 1, purple)
- There are two significant areas in the Village that are designated as “Production Intensity,” including the 600-acre park, home to a 100-acre Manheim Auto Auction facility and the Manheim Business Park. These areas are designated primarily for industrial uses. (Figure 1, brown)
- A current zoning map is attached to this RFQ/RFP as Exhibit A.

**Figure 1**

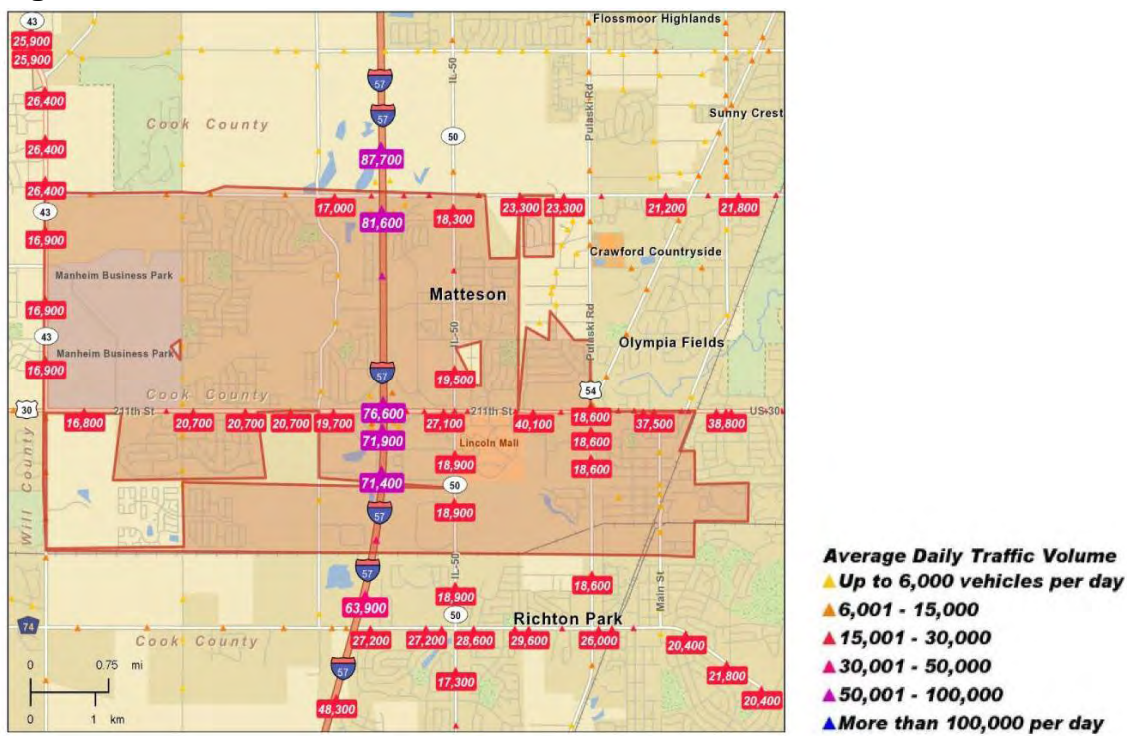


## TRANSPORTATION

Though the Village of Matteson is predominantly auto-oriented, the Village is relatively well-served by public transportation. Below is a summary of transportation amenities in the Village by type:

- **Roadway Access:** Matteson is located along several major throughways, including I-57, which brings Average Daily Traffic (“ADT”) of 81,000 through the area. ADT on Lincoln Highway in front of Lincoln Mall is approximately 35,500, and ADT along Cicero Avenue through central Matteson is 17,000. (Figure 2)
- **Bus Access:** Regional Transit Authority Bus Route 357 connects Matteson’s commercial center to nearby Ford Heights along Lincoln Highway, with bus stops located at Lincoln Mall and a nearby Metra Station in Olympia Fields. Annual Average Weekday Ridership on this bus route was around 1,050 passengers in 2012 and 2013.
- **Rail Access:** The Metra Electric District line provides regional rail service connecting Matteson with Chicago and the rest of the region. The Metra station is located in a predominantly residential area in the southeast corner of the Village.
- **Bicycle and Pedestrian Access:** Matteson’s commercial corridors are primarily auto-oriented. While sidewalks are in place through much of the area, it appears that few residents walk to local destinations. Streetscape improvements might improve the safety of pedestrians and bicyclists, and increase connectivity between Matteson’s neighborhoods and its commercial areas. Increased connectivity to the Old Plank Road Trail has also been cited as a priority for residents.

Figure 2



The economic environment and highly engaged community makes the Village of Matteson a prime location for retail development. The strengths retail developers find most attractive include:

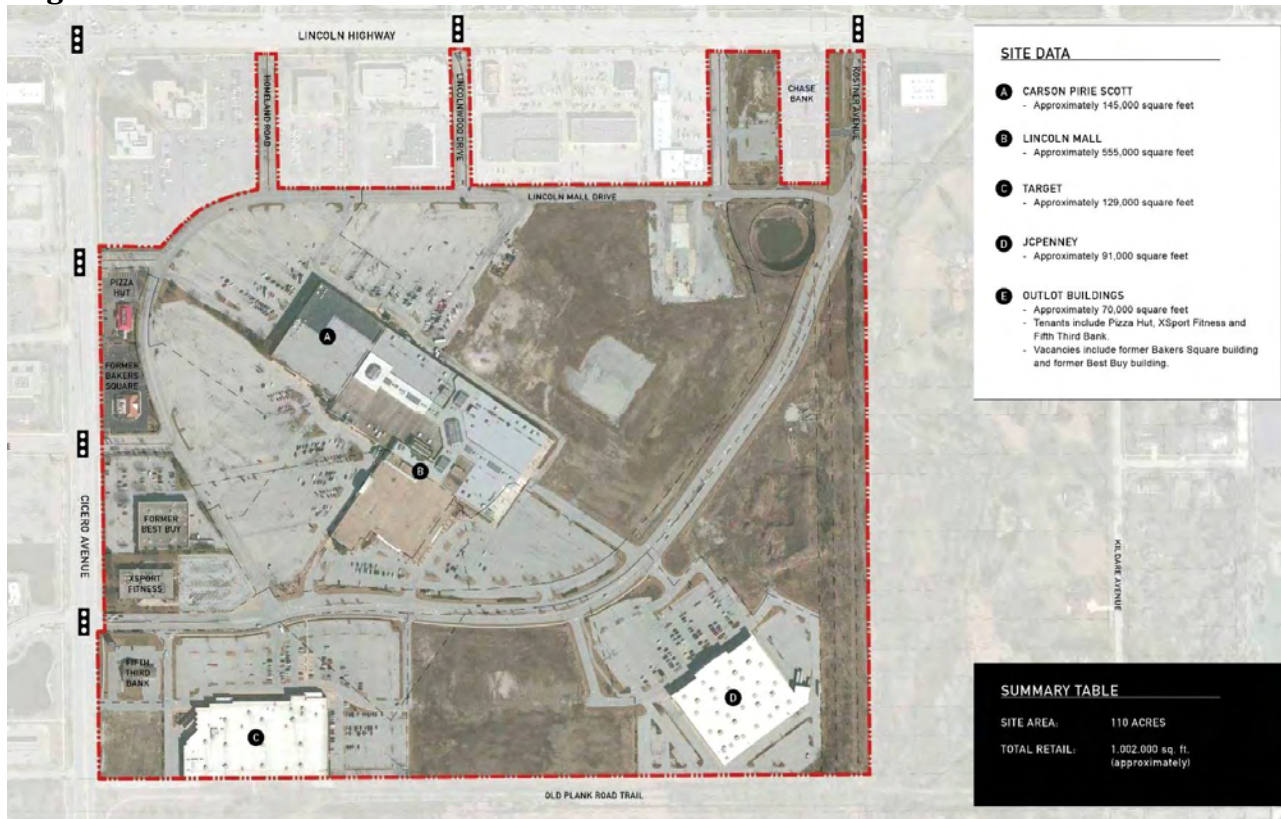
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- The map displays the Chicago metropolitan area with shopping centers marked by colored circles and triangles. The legend indicates that green circles represent shopping centers built between 1990 and 2003, while green triangles represent power centers. The map also shows drive time areas (5, 10, and 15 minutes) and county boundaries. Major highways like I-55, I-54, and I-90 are labeled. Shopping centers shown include Hickory Creek Centre, Mokena Marketplace, Matteson Center, Matteson Towncenter, Matteson Plaza, Marketplace of Matteson, Downtown Park Forest, Glenwood Plaza, and Country Club Plaza.

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# About Lincoln Mall

The Lincoln Mall property and its adjacent outlots along Cicero Avenue are located on approximately 110 acres at the southeast corner of Lincoln Highway and Cicero Avenue (Figure 4). The property is zoned for mixed use and is approximately 48.42 acres. The Lincoln Mall building has approximately 700,000 square feet of leasable space.

**Figure 4**



Lincoln Mall has been the economic and geographic core of Matteson's retail district since it was constructed in 1973. Featuring four major department stores (Carson Pirie Scott, J.C. Penney, Montgomery Ward and Sears) and dozens of national retailers, Lincoln Mall for many years was a successful retail property and an engine of commerce and vitality for the Village of Matteson. The traffic generated by Lincoln Mall spurred the establishment of a flourishing retail corridor, supported by the solid demographics of the market area. Unfortunately, in recent years, Lincoln Mall fell into decline due to a combination of factors, including the closure of the Sears and Montgomery Ward department stores and significant vacancy within Lincoln Mall itself.

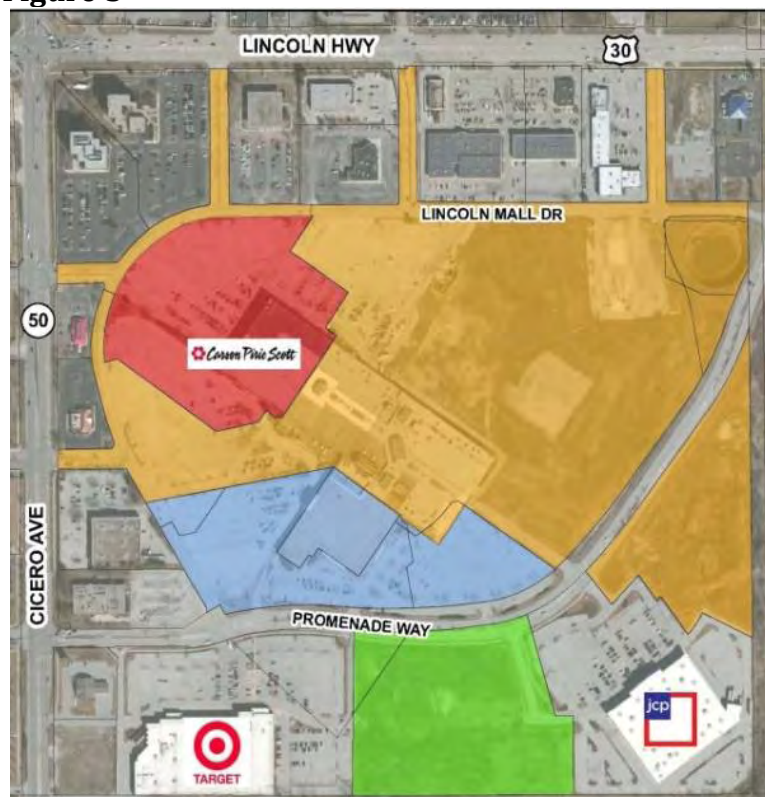
The Village undertook an ambitious redevelopment program commencing in the mid-2000's, which included the establishment of a substantial Tax Increment Financing subsidy for the developer selected to undertake the program. This effort was overtaken by the calamitous Great Recession of 2008-09, which led to the bankruptcy of the developer and the sale of the property for the unpaid back taxes. The purchaser of the property undertook virtually no improvements to the mall, propagating a number of serious life-safety code violations.

In August, 2013, the Village sued the owner of Lincoln Mall and others for enforcement of the code violations, and obtained the appointment by the Court of a Receiver, Collateral Trustee, Inc., to assume day-to-day operations of the property and undertake immediately needed life-safety repairs. The Court authorized the issuance of Receiver's Certificates, which are in effect a first lien, to finance this work.

The Village and the Mall owner subsequently entered into a Court-approved Settlement Agreement, pursuant to which the Village has acquired the Receiver's Certificate and has the right to foreclose it, thereby obtaining title to Lincoln Mall. The Village may complete the Consent Foreclosure proceeding at a time of its choice and deliver clear title, subject to non-terminated Mall leases, to an approved RFP respondent.

**Figure 5**

The Lincoln Mall building is connected to and shares HVAC and other mechanical and electrical systems with anchor tenants Carson Pirie Scott and Sears. (Figure 5). The Carson's is the only remaining operating anchor tenant in the Mall itself. It is owned by an affiliate of the retailer under a sale-leaseback arrangement. Sears is closed but remains owned by the company. Respondents must include in their proposal a plan for addressing the Carson's and Sears' properties and the HVAC issues.



## Development Around Lincoln Mall

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Outside the primary Lincoln Mall building is a mix of occupied and vacant retail space, as well as two office buildings. Occupied retail space includes: a 129,000-square foot Target and 91,000-square foot JCPenny, both of which are freestanding to the south of the mall in “The Promenade at Lincoln” development; a Pizza Hut; and a newly opened fitness center in a formerly vacant building shell. Additional buildings located within Lincoln Mall Drive, including a former anchor space and a 148,000-square foot outlot building have been demolished. A large amount of vacant land and several currently vacant buildings also surround the periphery of the mall, including a former Best Buy and a former Baker’s Square.



**(JCPenny, south of Mall)**

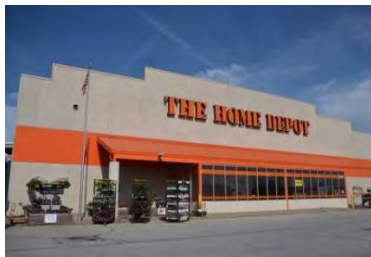


**(Target, south of Mall)**



**(L.A. Fitness, outlot)**

The retail corridor along Cicero Avenue is home to a number of large retailers, restaurants and hotels, including the Home Depot, Petsmart, Chipotle, Olive Garden, Five Guys, Holiday Inn, Sports Authority, among others.



## Redevelopment Concepts

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A prospective respondent may respond to one or more of the following concepts:

Option 1: Clean and Green, Redevelopment of Existing Mall

Option 2: Retail/Entertainment Main Street\*

Option 3: Pedestrian Plaza/Senior Campus\*

\* Respondents pursuing Options 2 and 3 must also consider the requirements set forth on page 19.

This information, along with the financial viability of the project and its consistency with the Village's stated objectives, will be important qualifying considerations.

## Option 1: Clean and Green Redevelopment of Existing Mall

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Option 1 provides for the continued operation of Lincoln Mall with “clean and green” improvements. A number of property enhancements will demonstrate progress in redeveloping the site and indicate the Village and proposer's commitment to halting the decline of the area. The most critical of these include:

- **Improve Lincoln Mall's northeast and southeast façades.** Currently, exterior walls have exposed rebar and concrete from the partial demolition of the anchor stores. This current condition creates a significant eyesore not only for the site itself but for the outlot developments along Lincoln Highway and Cicero Avenue.
- **Repair façade walls.** The Lincoln Mall property is in need of physical improvements; large expanses of the Mall's façade are vacant and portions of its structural frame are exposed due to partial demolition of two former anchor stores, which occurred during the proposed redevelopment in the mid-2000's. These repairs (letter E, Figure 6) would improve visual perceptions of the Mall and improve the value and redevelopment potential of adjacent outlots.



- **Vacant land located northeast of the Lincoln Mall and adjacent to JCPenney (letter H, Figure 6) could be graded and seeded.** This would remove any mounded topsoil or fill leftover from previous construction activities. Grading and landscaping of these areas may help mitigate flooding and prevent standing water from accumulating. In the interim, these sites should also be planted with lawn and/or a native prairie grass mix, which would reduce the costs of maintenance associated with mowing.
- **Enhance storm water retention area located in the northeast portion of the site (letter D, Figure 6).** This could be achieved with additional landscaping, creating a focal amenity for the site and acting as a physical and visual gateway from the Kostner Avenue entrance.

- **Widen and enhance Kostner Avenue near Lincoln Highway.** Adding a landscaped median would make site entry and access more visually appealing.
- **Enhance interplay with the Old Plank Road Trail.** The trail is seen as having significant value as a community-wide amenity that may not be fully taken advantage of by local residents, in part due to limited points of access. Two trail connections within the Lincoln Mall site (letter G, Figure 6) should be created to increase connectivity to the site and provide new recreational opportunities. This site, with its access and parking, can function as a new trailhead for Old Plank Road Trail, providing an opportunity for residents to park their cars and gain immediate access to the trail. Once these improvements and enhancements are complete, it is envisioned that a limited amount of future private investment may occur along Cicero Avenue and Lincoln Highway. The vacant property west of Target and south of Fifth Third Bank (letter A, Figure 6) is envisioned as a 10,000-square-foot retail building. Parking should be located east of the building in order to create a visually appealing “front door” along Cicero Avenue. North of this property, the former Best Buy (letter B, Figure 6) and Baker’s Square buildings could be renovated and re-used by new retail tenants. Along Lincoln Highway just west of Chase Bank (letter C, Figure 6) a new 5,000-square-foot retail building is suggested in the concept. This site lends itself to a retail use with a drive-thru, largely due to the well-connected vehicular circulation network linking the Lincoln Mall entry drive and Chase Bank site.

For the Lincoln Mall site, these steps set the stage for future investment in the area by “cleaning and greening” the site. These key recommended enhancements will begin to tell a new story for Lincoln Mall and the Village of Matteson.

**Figure 6**



## Preparing the Site: Option 2 and 3 Prerequisites

Respondents pursuing Options 2 or 3 must consider the obligations attendant to demolishing Lincoln Mall. Demolition of Lincoln Mall must take into account the Carson Pirie Scott anchor, which is currently occupied and has at least 10 years remaining on its lease. Some improvements to the Carson Pirie Scott building will be required, such as renovation of the exterior and interior portions of the building that are currently connected to the Lincoln Mall. (letter I, Figure 7). The installation of an independent HVAC system, along with any other necessary utilities, will also be required.

There are several other tenants within the existing mall with leases that are not month-to-month. A rent roll for Lincoln Mall is attached as Exhibit B to this RFQ/RFP. Any proposed demolition plan must include appropriate provisions for the existing tenants.

Once the remainder of the Mall is demolished, the property that is located within Lincoln Mall Drive (letter H, Figure 7) should be properly graded to mitigate flooding and prevent standing water from accumulating. The site should be planted with lawn and/or a native prairie grass mix to reduce the costs of maintenance and stabilize the soil. Consideration should also be given to the location of temporary picnic areas and elements that can be relocated and reused elsewhere following redevelopment. This interim step sets the stage for future redevelopment of the Lincoln Mall property by “cleaning and greening” the site and preparing the site for overall redevelopment.

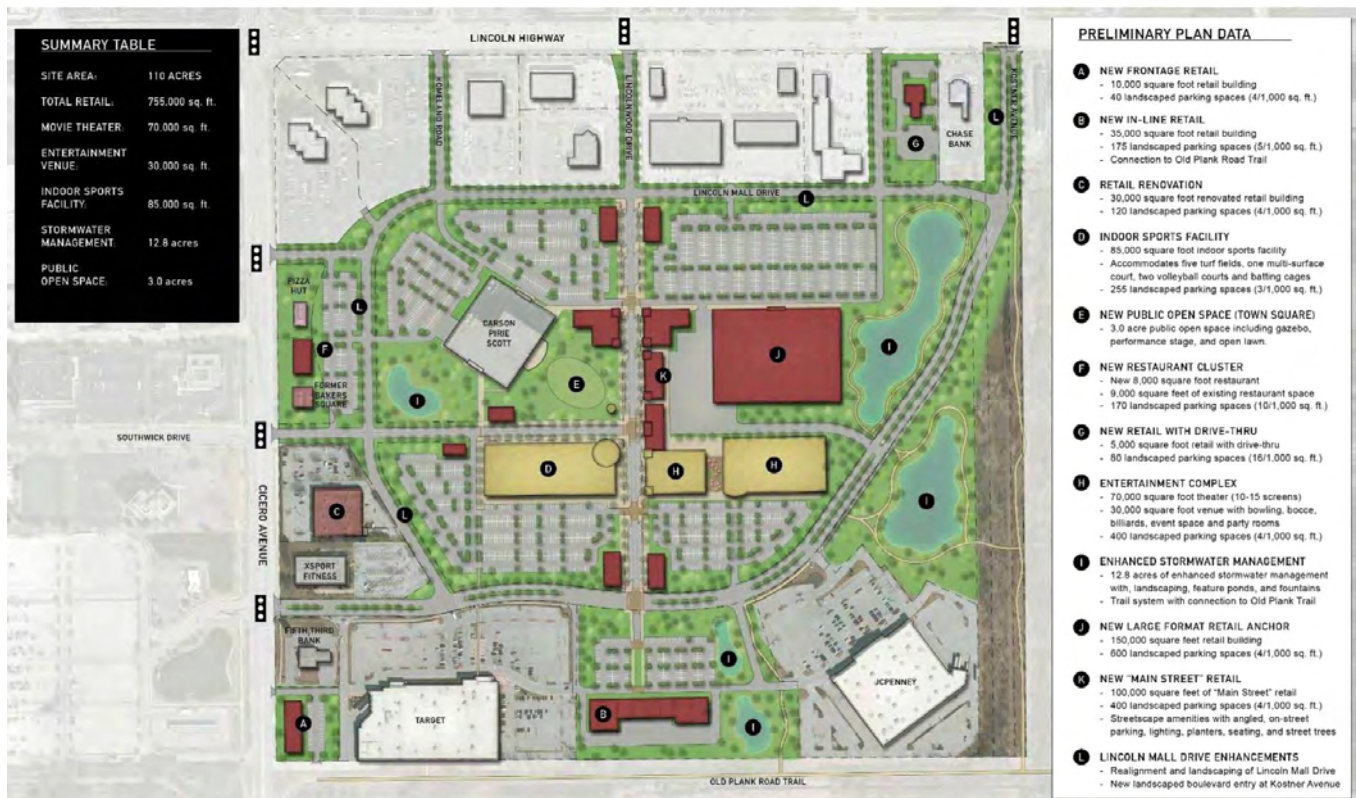
**Figure 7**



## Option 2: Retail/Entertainment Main Street

This redevelopment concept for Lincoln Mall includes a mix of retail and entertainment uses oriented in a pedestrian-friendly “Main Street” type development. (Figure 8). Once the Lincoln Mall site has been prepared for redevelopment, a number of access and circulation improvements are recommended to create a unique and high-quality retail environment. While Lincoln Mall Drive currently functions as an internal access loop throughout the site, its current alignment creates difficult outlot access along the site’s northwest portion near the Pizza Hut and former Baker’s Square buildings. If realigned, Lincoln Mall Drive could provide a more efficient access and circulation route in this area, creating the opportunity to relocate the parking for these two restaurants east of the buildings. (letter F, Fig. 8). This increase in parking efficiency creates the opportunity to develop an additional approximately 8,000-square-foot restaurant building with 80 additional parking spaces. This new restaurant cluster with its associated parking located east of the buildings would create a new “front door” and visually enhance entry to the site from Cicero Avenue. The Cicero Avenue frontage along these buildings could be landscaped and enhanced, potentially with outdoor dining. Two additional circulation and access recommendations include the extension of Lincolnwood Drive south to Lincoln Mall Drive and the extension of Southwick Drive east to Lincolnwood Drive. These two roadway extensions become the primary access routes into the redeveloped site. These roadways are suggested as retail and entertainment oriented “Main Streets” that are pedestrian-friendly and encourage patrons to park once and visit multiple destinations on foot. These roads should include streetscape amenities such as trees, planters, pedestrian lighting, on-street parking, specialty paving, traditional storefronts and outdoor cafés.

**Figure 8**



As part of the redevelopment of the Lincoln Mall site, it is likely that additional storm water management capacity will be needed to meet current storm water regulations. The plan proposes two primary storm water management ponds that not only meet regulations but also act as visually appealing gateway elements from the Kostner Avenue entrance. (letter I, Figure 8). The ponds should be designed and landscaped to appear natural, rather than engineered and incorporate a path or trail system that connects to the north branch of the Old Plank Road Trail east of the site. Retail uses should be focused north of Southwick Drive as the Plan envisions a new 150,000-square-foot retail anchor. (letter J, Figure 8 located east of the Lincolnwood Drive “Main Street.”) The primary entrance of this anchor should align with the northeast entrance to the Carson Pirie Scott building, creating a pedestrian circulation route between the two (see Figure 9). Approximately 100,000 square feet of in-line retail space connects these two anchor entrances while also extending south along Lincolnwood Drive. (letter K, Figure 8). This new retail space works in conjunction with the Carson Pirie Scott building to frame a new three-acre public open space or “town square” plaza. (letter E, Figure 8). The square is envisioned as an active and programmable public space, which would include a gazebo, an open lawn and performance stage from the southeast façade of the Carson Pirie Scott building.

**Figure 9**



The introduction of entertainment uses into the site is a major theme of this redevelopment concept. The plan envisions three entertainment-focused buildings located south of Southwick Drive. The largest proposed entertainment facility is an 85,000-square-foot indoor sports facility. (letter D, Figure 8), which could accommodate up to five turf fields, one multi-surface court, two volleyball courts and batting cages. The indoor sports facility should front Southwick Drive to create a pedestrian-friendly streetscape and to reinforce and frame the town square. which could accommodate 10 to 15 screens and a 30,000-squarefoot entertainment venue. (letter H, Figure 8). The entertainment venue would be programmed with bowling alleys, bocce ball courts, billiard tables, event spaces and party rooms. A large outdoor dining area is proposed between these two buildings with the entrances

A pedestrian circulation route could also be created along the western edge of the indoor sports facility to create a strong connection between the Carson Pirie Scott southwest building entrance and the Target. (Figure 8).

While the near-term market potential, especially for retail appears limited, it seems possible that once the major blighting influence of the Mall has been removed, additional retail and/or entertainment market opportunities for the site may present themselves. Two additional entertainment uses are envisioned east of Lincolnwood Drive, including a 70,000-square-foot movie theater, aligned with the southern entrance of the indoor sports facility in order to create a strong pedestrian connection along the southfacing façades of these three entertainment uses . (Figure 9). Additional retail opportunities exist between Target and JCPenney.

The plan envisions 35,000 square feet of in-line retail with 175 parking spaces (letter B, Fig. 18). The parking lot should provide landscaped islands with shade trees and a pedestrian circulation route connecting the retail development with Lincolnwood Drive. (Figure 9). Landscaped stormwater management ponds should be created in this area, along with a new connection to Old Plank Road Trail.

Overall, this redevelopment concept for the Lincoln Mall property envisions a mix of entertainment uses to create new destinations and reasons to visit the area. (Figure 10). The development of pedestrian-friendly “Main Streets” within the site will encourage patrons to park once and visit multiple destinations on foot. The plan envisions the redeveloped Lincoln Mall site as a new “town center” for Matteson, where visitors, residents and patrons can come for a variety of reasons and be enticed to stay, window shop, have lunch or dinner and discover the new retail and entertainment options in Matteson.

**Figure 10**

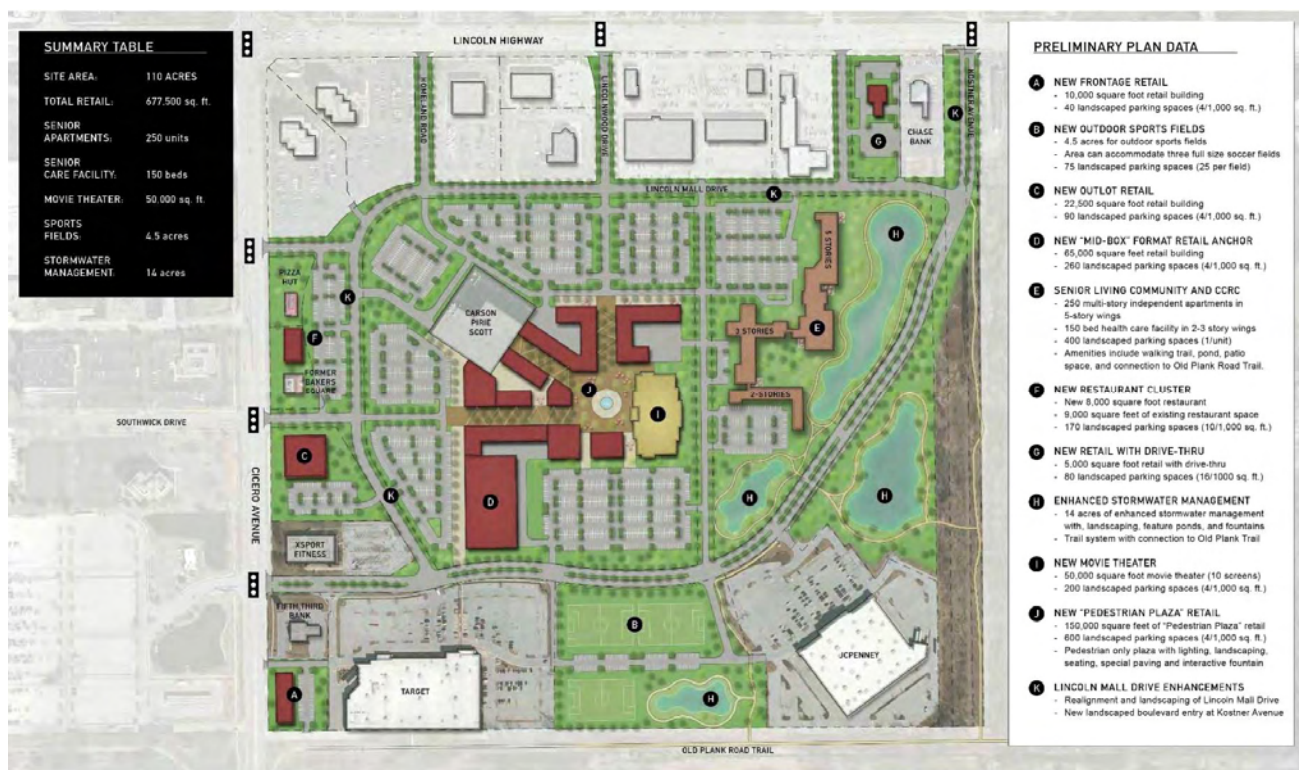


These preliminary projections make no assumptions about new vertical development. Should new development occur, additional incremental property taxes could be available to reimburse developers and/or tenants, or to pay for additional public improvements.

## Option 3: Pedestrian Plaza/Senior Campus

As a third alternative, a Pedestrian Plaza/Senior Campus concept may also be developed. (Figure 11). This concept envisions a more diverse mix of land uses on the Lincoln Mall site, dedicating a significant portion of the site to senior housing rather than entertainment uses. In this concept, 16.5 acres of the eastern portion of the site are set aside as a senior housing campus or CCRC. (letter E, Figure 11). The facility consists of 250 multi-story, independent living apartments, in addition to an adjacent 150-bed assisted health care facility. This type of development gives seniors the ability to move onto the campus while still independent, but relocate to the health care portion of the building when additional assistance is needed. All residents could share site amenities such as fitness rooms, cafeterias, outdoor dining spaces and recreation rooms. The facility could also take advantage of the naturalized storm water management areas and walking paths incorporated into the landscaped ponds, offering scenic outdoor spaces for residents, employees and visitors (letters H, Figure 11). The path system should tie into the north branch of Old Plank Road Trail, offering access to the regional trail system for senior residents interested in recreational cycling.

**Figure 11**



While this concept also suggests new retail and entertainment development, these components are envisioned at a smaller scale than in the "Main Street" concept. In this concept, a 65,000-square-foot retail anchor is envisioned between the Carson Pirie Scott building and Target. The main entrance of this anchor should be aligned with the southwest entrance to Carson Pirie Scott and Target, creating a pedestrian circulation path between the two (see Figure 12). Approximately 150,000 square feet of inline retail development is also proposed, both along this pedestrian

circulation route and along new pedestrian-only promenades aligned with Southwick Drive and Lincolnwood Drive (letter J, Figure 11). The pedestrian-only promenade aligned with Southwick Drive is terminated by a new 50,000-square-foot movie theater that could accommodate approximately 10 screens (letter I, Figure 11). The theater acts as a focal point for the development framing the plaza, which incorporates lighting, landscaping, seating, special paving and an interactive fountain. An additional pedestrian-only promenade extends from this plaza to the southeast entrance of the Carson Pirie Scott building. All three promenades will be lined with retail storefronts, outdoor cafes, landscaping and Tivoli or suspended lighting in order to create a unique and special sense of place.

**Figure 12**



With a smaller retail and entertainment program overall, the site located south of The Promenade roadway and in between Target and JCPenney is envisioned as a small 4.5 acre outdoor sports facility (letter B, Figure 11). This area could accommodate three full-size soccer fields and incorporate trails and walking paths along with storm water management treatments (letter H, Figure 11). The trail system could connect with Old Plank Road Trail in order to increase connectivity and access to the site. A new trailhead could be created at the new parking area, an element that was frequently requested throughout the public input process.

It is envisioned that this alternate redevelopment scenario would spur outlot redevelopment along Cicero Avenue and Lincoln Highway, similar to the Option 3 concept. In the case of redevelopment, new buildings should front public streets and entryways in order to create a “front door” and sense of arrival into the site (letter C, Figure 11). Parking should be located behind or to the side of new buildings in order to accommodate space for landscaping along roadways.

This redevelopment concept for the Lincoln Mall site follows the same primary objective of the Option 3 concept, which is to diversify land uses on the site and provide opportunities for activities other than retail in this area. (Figure 13). Rather than devoting a significant portion of the site to entertainment uses, this concept plans for nearly 16.5 acres of land for residential use. While a senior housing campus may be the most feasible use of land at this location, other market-rate residential redevelopment options may be appropriate as well.

**Figure 13**



# Qualification Submittal Requirements

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**Respondents shall provide the following information in response to the RFQ no later than 5:00 p.m. on August 15, 2014. Respondents shall submit five (5) copies (in 8 1/2" by 11" format) along with a CD of the submission.**

## 1. Relevant Experience

- A. Provide examples of relevant project experience related to the project concept and use(s) proposed. Information should include the following for each example: (i) name, location and date of the project(s); (ii) project description, including land use, approximate size of the site on which the project(s) is located, amount and type of building space, approximate amount of equity investment, role in project and financial and other outcomes or status of project; (iii) references for the cited projects; (iv) whether the applicable property was purchased, leased and/or managed; and (v) describe any similar projects which the respondent is in the process of pursuing, acquiring, leasing, developing, or proposing to pursue, acquire, lease or develop.
- B. Provide a description of the respondent's experience, qualifications and capabilities specifically related to: (i) development experience; (ii) design and planning experience; (iii) financing (debt and equity) experience; (iv) construction and project management experience; (v) management/operating experience; and (vi) public/private project experience.

## 2. Financial Information

- A. Provide a general description and evidence of financial capability of the entity submitting the response to this RFP including ability to: (i) provide necessary capital to fund redevelopment activities; (ii) secure construction and permanent loan financing; (iii) provide required equity either directly and/or with capital partners; (iv) provide funding for ongoing operations (including maintenance, reserves, etc.); and (v) net worth. Reference letters from reputable third-party financial institutions will suffice as evidence at this stage of the process.
- B. Disclose any filings for bankruptcy, fines levied by governmental agencies, outstanding debts or liabilities and/or legal proceeding against any participating organization, employees, corporate officer or entity that might have a material effect on the proposer's ability to implement the proposed project.

3. Project Concept

- A. Describe the intended use or uses and nature, scale and type of improvements anticipated to be made to the Lincoln Mall property and key project features. Describe how these uses comport with development Options 1 – 3.
- B. Provide a general description of the preliminary business and operations plan approach for programing, marketing, operating, managing and maintaining the Lincoln Mall property. Clearly describe the role of the proposed entity related to the proposed business and operations plan approach.
- C. Describe the project components and types, extent and costs of physical improvements to the existing Lincoln Mall property that would be necessary to meet the identified program requirements and successfully implement the proposed business and operations plan approach. Include a timeline range for the construction and development of the proposal.

# Proposal Submittal Requirements

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**Selected RFP respondents shall provide the following information in response to the RFP no later than 5:00 p.m. on October 20, 2014. Respondents shall submit five (5) copies (in 8 1/2" by 11" format) along with a CD of the submission.**

1. Structure and Management of the Legal Entity

Provide the legal name, address and telephone/facsimile/e-mail numbers of the entity submitting a response to this RFP. Identify the party authorized to represent and make decisions on behalf of the entity. Describe the composition, organizational structure and legal form of the entity. Identify the responsibilities and relevant experience of key individuals, both "in-house" staff and consultants for the entity.

2. Statement of Financial Capability

- A. Provide a detailed description and evidence of financial capability of the entity submitting the response to this RFP including ability to: (i) provide necessary capital to fund predevelopment activities; (ii) secure construction and permanent loan financing; (iii) provide required equity either directly and/or with capital partners; (iv) provide funding for ongoing operations (including maintenance, reserves, etc.); and (v) net worth.
- B. Provide information on financial roles, responsibility and strength of the members of the legal entity.
- C. Provide examples of financing sources, structures or mechanisms for projects or facilities completed by the respondent similar to the type of financing envisioned by the respondent for the proposed project.
- D. Describe your current relationships with lending and/or financial institutions or equity sources which have demonstrated interest in providing financing for the proposed project.
- E. Describe currently available sources of financing for all or a portion of the total costs of the proposed project and the dollar amount for any such currently available financing. Note if you expect any currently available financing to be committed to projects other than the proposed project over the next twenty-four (24) months.

- F. Disclose any filings for bankruptcy, fines levied by governmental agencies, outstanding debts or liabilities and/or legal proceeding against any participating organization, employees, corporate officer, or entity that might have a material effect on the proposer's ability to implement the proposed project.

3. Project Concept

- A. Describe in detail the intended use or uses and nature, scale and type of improvements anticipated to be made to the Lincoln Mall property and key project features. Describe how these uses comport with development Options 1 – 3.
- B. Provide a detailed description of the preliminary business and operations plan approach for programing, marketing, operating, managing and maintaining the Lincoln Mall property. Clearly describe the role of the proposed entity related to the proposed business and operations plan approach.
- C. Describe the type of intended events, attractions, amenities, services and possible theming that could enhance the overall attendance at the Lincoln Mall property.
- D. Describe the project components and types and extent of physical improvements to the existing Lincoln Mall property, including storm water and other improvements to the site that would be necessary to meet the identified program requirements and successfully implement the proposed business and operations plan approach.
- E. Provide a summary of projected total costs of the proposed project, including hard construction costs, soft costs (*i.e.*, architectural, engineering, etc.), tenant improvement, furniture, fixture and equipment costs and any other significant categories of costs.
- F. Include a timeline range for the construction and development of the proposal.

G. Minimum Price

Propose a minimum price to buy the Lincoln Mall property from the Village. Although price will not be the sole factor in determining the successful respondent, the Village has incurred costs in connection with the litigation and the acquisition of the property, and is obligated to pay certain amounts to third parties at the time of its acquisition and re-sale of the property. Accordingly, the Village will not consider any proposal which does not provide for a minimum payment to the Village of at least \$1.9 million.

4. Financial Terms

Describe the financial terms proposed for the purchase of the Lincoln Mall property and how they relate to anticipated sources of funds described above. Responses must reflect the following understandings by the respondent:

- A. The Lincoln Mall property will be purchased on an “as is” basis in its present condition.
- B. The Acquisition and Development Agreement cannot be assigned prior to completion of the proposed improvements to the Lincoln Mall property.

## Anticipated Schedule

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The steps of the RFQ, RFP and subsequent processes are tentatively scheduled as follows:

August 15, 2014	Deadline for interested parties to submit response to RFQ.
August 18, 2014	Village Council meeting opening responses to RFQ and referring responses to an appropriate committee.
September 2, 2014	Village announces respondents selected to respond to RFP.
October 20, 2014	Deadline for selected respondents submit response to RFP. Village opens the responses to the RFP and refers the responses to an appropriate Village Council committee for further review.
November 3, 2014	Village Council meeting announcing the developer/RFP respondent ("Developer") selected for the project.
February 1, 2015	Village and Developer execute Acquisition and Development Agreement; Village files for Consent Foreclosure of Receiver's Certificate.
May 1, 2015	Village and Developer close on transfer of property.

# Evaluation of Qualifications and Proposals

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The Village will review and evaluate the responses submitted by respondents to this RFQ/RFP based on the selection criteria described herein. The Village will choose to negotiate an agreement with the respondent that, in the Village's sole discretion, provides the plan that best meets the Village's objectives. The selected RFP respondent and the Village will execute an Acquisition and Development Agreement.

Responses to the RFQ will not be considered for advancement to the RFP stage unless they meet, at a minimum, the following criteria:

- Proven experience in successful development of mixed-use retail, residential, and commercial projects; and
- Minimum net worth of the proposing party in excess of \$10 million.

The selection criteria that the Village will employ to select the RFP respondent with which to enter into negotiations for an Acquisition and Development Agreement will be based on the consideration of the following:

- Financial benefits to the Village in terms of economic return, fiscal benefits and relative risk;
- Preservation and enhancement of value of the property;
- Purchase price and other essential business terms offered for the Lincoln Mall property;
- Schedule and key benchmarks for close of escrow;
- Business plan for the project concept and use, including performance schedule;
- Capital and operating budgets;
- Sources and evidence of securing funding sufficient to implement the development and business plans;
- Sources and uses statement and financial pro forma;
- Market studies or other support for assumptions and estimates underlying the project concept and associated development and business plans in order to demonstrate the probable market support and financial feasibility of the proposed program and use.
- Respondent's financial capacity to implement the proposed development;

- Qualifications and experience in developing projects consistent with the proposed development;
- Consistency of project features with the Village's objectives.

During the time between the submittal deadline(s) and the selection of respondent(s), the Village may request additional information from respondents, including conducting interviews, but no other modifications to the response to this RFQ/RFP will be permitted.

The Village retains the sole right to determine the timing, arrangement and method of any public presentations throughout the selection process. During the RFQ/RFP process, respondents are cautioned not to undertake any actions to promote their respective qualifications or proposals, except in the context of presentations that may be requested by the Village.

The Village reserves the right to reject any and all submittals, request additional information and/or modify the selection process schedule. In addition, the Village reserves the right to negotiate with more than one entity and reserves the right at any time before the transaction documents are approved and executed to end the negotiation process.

#### **NON-REFUNDABLE DEPOSIT FOR SELECTED RFP RESPONDENT**

Within seven (7) days of approval of an RFP respondent by the Village, the selected RFP respondent will deposit with the Village a non-refundable fee of \$5,000.

The fee is intended to secure the selected RFP respondent's obligation to negotiate diligently and to offset the Village's costs of administering the solicitation. Failure to deliver the negotiation fee as stipulated above will result in disqualification from further consideration and the parties shall have no rights or obligations with respect to each other.

#### **CLOSING COSTS AND BROKERAGE COMMISSION COSTS**

All closing costs will be paid by the selected RFP respondent(s). In no event will the Village be responsible for any real estate brokerage fees or any other costs that might arise from the proposed transaction, including preparation of a response to this RFQ/RFP.

#### **RESPONDENT REPRESENTATIONS AND WARRANTIES**

Respondent shall represent and warrant to the Village that the statements contained in the submittal in response to this RFQ/RFP are true and correct as of the date of the submittal and will be true and correct as of the execution of the Acquisition and Development Agreement, as applicable, and the truth and accuracy of such statements will constitute a condition to all the Village's obligations under any agreements entered

into by the Village with the selected respondent. Respondent further warrants that respondent has all requisite authority and power to make the response submitted.

## **OTHER INFORMATION**

This RFQ/RFP does not obligate the Village to pay any costs incurred by a respondent in its submission of qualifications, a proposal, preparation of necessary studies or designs for the proposal, or procurement or contracting of services to be furnished under this RFQ/RFP. The submitted qualifications and proposals will be treated by the Village as offers only. The Village's decision to accept or reject a qualification or proposal is a function of the quality, reliability, capability, reputation, and expertise of the firms submitting qualifications and proposals. A respondent may withdraw its qualifications or proposal, either personally or by written request, at any time prior to the scheduled deadline for submittals.

All materials submitted in response to this RFQ/RFP will become the property of the Village and may be returned only at the option of the Village and at the expense of the respondent. In any case, the Village will retain one copy of the submission for its records. Each respondent should designate in writing as "CONFIDENTIAL" any information it submits that the respondent considers to be confidential or proprietary. The Village will not disclose any of the designated confidential or proprietary information unless the respondent approves, or the Village reasonably determines that the information has been designated inappropriately, or as provided in the next sentence. Notwithstanding the foregoing sentence, the respondent, by its submission of its qualifications and/or proposal, acknowledges that the Village is subject to the Illinois Freedom of Information Act, 5 ILCS 140/1 et seq., and that no disclosure of designated information made in good faith by the Village pursuant to that Act will violate this paragraph or any claim of confidentiality by the respondent.

The Village reserves the right to reject any submissions and/or waive any error or immaterial inconsistencies. The Village shall be the sole judge of the errors or inconsistencies and its decision shall be final. By submitting a response to this RFQ/RFP, respondents agree to accept and be bound by the selection of the Village.

Any questions concerning the property or the requirements of this RFQ/RFP should be directed to the Village's marketing representative Larry Kilduff, Senior Vice President, Jones Lang LaSalle, 312-228-3493, [larry.kilduff@am.jll.com](mailto:larry.kilduff@am.jll.com). The Land Use and Economic Development Plan, prepared by SB Friedman, is available on the Village's website at <http://www.villageofmatteson.org/pdf/MattesonReportVolumeI-II.pdf>.

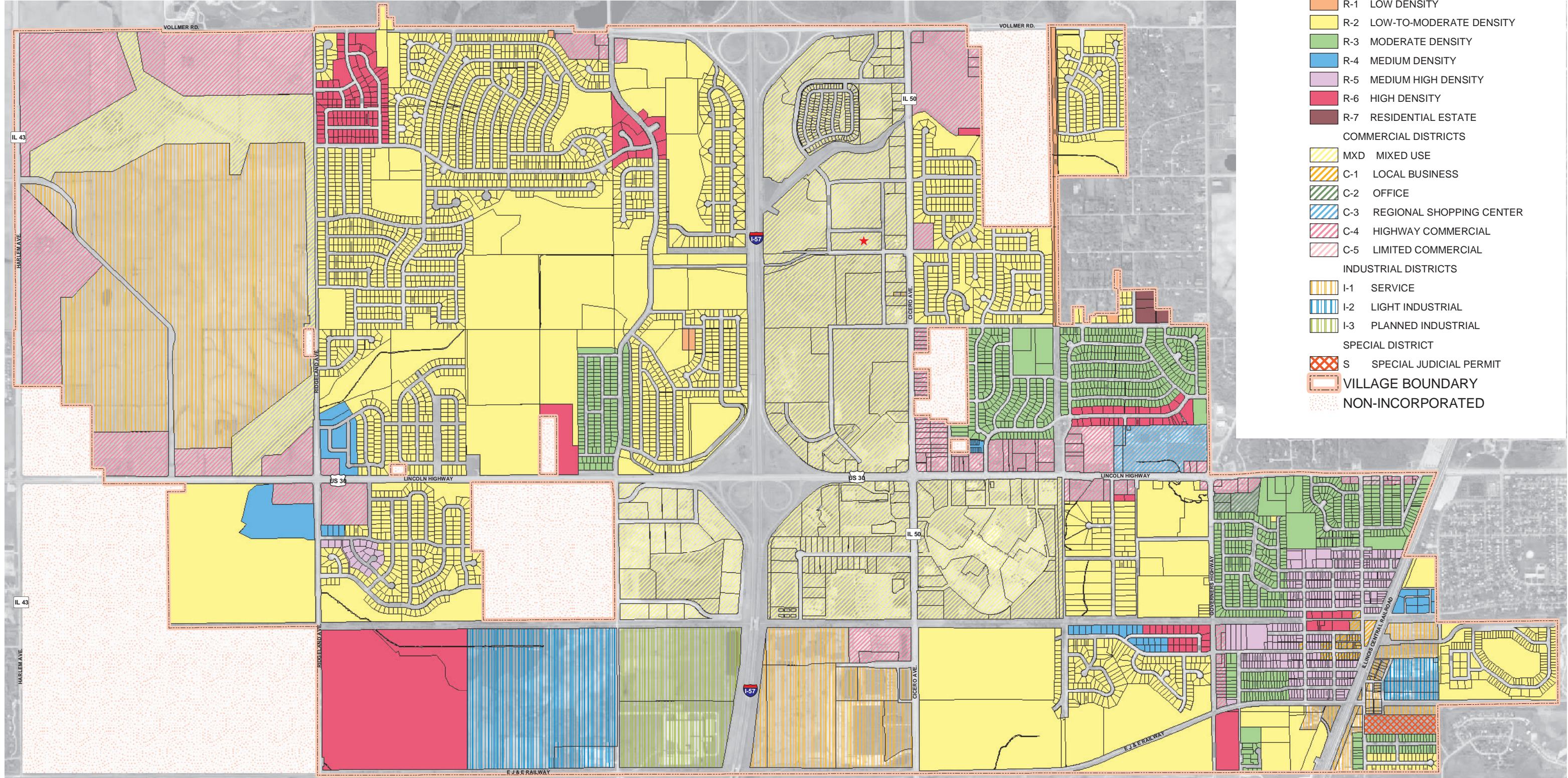
The Village's legal counsel for this matter is Anthony R. Licata of Taft Stettinius & Hollister, (312) 836-4028, [alicata@taftlaw.com](mailto:alicata@taftlaw.com).



MATTESON, ILLINOIS  
AMENDED ZONING MAP

LEGEND

- ★ VILLAGE HALL
- RESIDENTIAL DISTRICTS
  - R-1 LOW DENSITY
  - R-2 LOW-TO-MODERATE DENSITY
  - R-3 MODERATE DENSITY
  - R-4 MEDIUM DENSITY
  - R-5 MEDIUM HIGH DENSITY
  - R-6 HIGH DENSITY
  - R-7 RESIDENTIAL ESTATE
- COMMERCIAL DISTRICTS
  - MXD MIXED USE
  - C-1 LOCAL BUSINESS
  - C-2 OFFICE
  - C-3 REGIONAL SHOPPING CENTER
  - C-4 HIGHWAY COMMERCIAL
  - C-5 LIMITED COMMERCIAL
- INDUSTRIAL DISTRICTS
  - I-1 SERVICE
  - I-2 LIGHT INDUSTRIAL
  - I-3 PLANNED INDUSTRIAL
- SPECIAL DISTRICT
  - S SPECIAL JUDICIAL PERMIT
- VILLAGE BOUNDARY
- NON-INCORPORATED



0 0.1 0.2 Miles



# EXHIBIT B

## RENT ROSTER LINCOLN MALL July, 2014

For Discussion Purposes Only - Prospective Buyer must perform own due diligence. Collateral Trustee, Inc. makes no representation on the accuracy of validity of the information provided in this worksheet.

Tenant	Space #	Lease Term		Leasable Area	Minimum Rent		% Rent	Breakpoint	Lease
		Begin	Ending		Monthly	CAM			
Vacant	100			3,230					
Vacant	101			758					
Ricardo Tovar	102	5/1/09	4/1/14	883	\$1,200.00	10%	\$12,000	\$	-
Treasured Memorabilia	103	5/1/10	4/30/14	1,713		20%	Monthly Gross Sales	\$	150.00
KidCorp Educational Services	104	6/1/2010	6/15/2014	1,367		7%			N/A
Men's Wearhouse & Tuxedo	105	2/1/94	MTM	881		10%	Gross Sales per month	\$	384.19
Vacant	106			1,095					
Somewear For Less	107	3/15/09	1/31/15	5,663		5%	Gross Sales 2/1/12 - 1/31/13	\$	250.00
Formerly /The Clic	108			2,500					
Vacant	109			2,821					
Vacant / Formerly Express	110			5,750					
Vacant /Dairy King/Carmelkorn	111			842					\$ -
Vacant	112			1,100					
Vacant	113			1,421					
Danspiration	114	6/1/09	5/31/14	1,748	\$700.00	N/A	N/A	\$	50.00
JW Fashion Will be vacating	115	2/1/11	12/31/12	975	\$400.00	10%	\$4,000/mo.	\$	-
Vacant	116			582					
Vacant	117			4,264					
Storage for Bath & Body	119	2/1/09	MTM	2,540	\$50.00	N/A	N/A		N/A
Bath & Body Works #42001219	120	earlier of 150 days after psn or Tenant opening	MTM	2,129		3%	Gross sales 2/1/06 - 1/31/14	\$	635.50
Sun Jewelers	121	7/1/96	MTM	1,214	\$2,300.00	0%			0
Hat World	122	7/1/99	MTM	826	\$180.00				
Vacant	123			498					
Tres (3) Circles School of Karate	124	8/1/11	7/31/14	5,092	\$500.00	N/A	N/A	\$	200.00
Vacant	125			7,968					
Vacant/ GNC	127			1,695					
Vacant	140			3,196					
Vacant	141			3,687					
Vacant	142			1,712					
Vacant	143			996					
Vacant/ Cookies & Creams Bakery, Inc.	144			676					
Vacant/ Rogers & Holland	145			1,600					
LJ Graphics	146	8/1/09	7/31/14	1,365	\$500.00	10%	\$10,000/Mo.		0
Vacant	147			2,283					
Creative Hairworks	148	4/1/14	MTM	1,205	\$450.00			\$	100.00
Vacant	149			588					
Vacant: Conference Room	150			1,242					
Foot Locker #7262	154	8/3/99	1/31/15	8,037	\$11,250.00	N/A	N/A	\$	1,568.02
Vacant	155			710					
Vacant	156			535					
Shoes N More	157	4/1/09	3/31/14	2,000		10%	Gross Sales per month	\$	600.00
Vacant	158			11,930					
Vacant /Formerly Leather House	159			3,579					
Vacant	160			3,517					

**RENT ROSTER  
LINCOLN MALL  
July, 2014**

**For Discussion Purposes Only - Prospective Buyer must perform own due diligence. Collateral Trustee, Inc. makes no representation on the accuracy or validity of the information provided in this worksheet.**

Tenant	Space #	Lease Term		Leasable Area	Minimum Rent Monthly	%	Breakpoint	Lease CAM
		Begin	Ending			Rent		
Kids Foot Locker #46708	161	9/1/07	2/28/15	2,703		5%	Gross Sale per month	365.18
A Dollar	162	3/1/07	8/31/12	4,986	\$300.00	10%	10000/Mo.	\$ 200.00
Rainbow #0475	163	2/1/08	1/31/18	9,656	\$5,833.33	N/A	N/A	\$ 1,200.00
Vacant	164			8,742				
Vacant	200			2,100				
Metropolitan Eyecare Center	201	1/25/90	1/31/13	1,500	\$3,000.00	8% unnatural		0
Vacant/ Azizi Books	202			4,695				
Daddy & Me	203	8/1/09	7/31/14	6,217	\$500.00	N/A	N/A	N/A
Vacant/ Formerly Claire's Boutique	204			1,000				
Dee's Collectible Gifts	205	5/1/09	4/30/14	2,777		10%	Gross Sales 5/1/11-5/31/12	\$ 250.00
Vacant	206			3,554				
Champs Sports	207	11/1/91	1/31/15	5,000		5%	Gross Sales 2/1/12-1/31/13	\$ 1,282.50
Perfume World	208	8/1/99	12/31/13	1,008	\$350.00			N/A
Vacant	209			700				
Premier Jewelers	210	11/1/08	10/31/12	1,022		7%	Gross sales per month	0
Vacant	211			282				
Vacant	212			934				
Vacant	213			1,887				
Vacant	215			4,170				
Vacant	217			997				
Vacant	218			1,417				
Vacant	219			1,424				
Fun Zone Arcade	220	11/1/12	10/31/13	998		25%	Gross Sales 11/1/12-10/31/13	N/A
Subs Deluxe	221	10/1/08	9/30/13	802	\$400.00	N/A	N/A	N/A
Vacant	222			915				
Vacant	223			5,557				
Vacant	225			6,147				
Vacant	226			7,450				
Vacant	243			1,254				
Vacant	244			4,368				
Vacant	245			3,277				
Vacant	246			1,060				
Vacant	249			4,772				
Vacant	252			963				
Vacant	254			6,767				
Beat/ Variable	257	7/1/09	6/30/13	1,200	\$350.00			\$ 150.00
Vacant/ Formerly Haus of Bijoux	258			720				
Opulence F.A.	259	12/1/08	12/31/13	920		10%	Gross sales per month	0
City Wear	260	10/1/10	10/31/13	1,764	\$500.00	15%	\$3,000/ mo	0
Vacant	261			8,803				
Vacant	262			3,990				
Vacant	263			4,000				
Vacant	266			15,030				
LensCrafters	270	10/27/84	1/31/17	3,500	\$5,833.33			\$2,424.02
Vacant	271A			952				
Maxine's	271	10/1/06	5/31/13	2,190		8%	Gross Sales 6/1/11 - 5/31/13	N/A
Vacant	272			2,705				
Auntie Anne's Pretzels	273	1/1/13	MTM	338		5%	Gross Sales 01/01/13-12/31/13	\$ 100.00
				265,626				
OUTLOTS								

# EXHIBIT B

## RENT ROSTER LINCOLN MALL July, 2014

For Discussion Purposes Only - Prospective Buyer must perform own due diligence. Collateral Trustee, Inc. makes no representation on the accuracy of validity of the information provided in this worksheet.

Tenant	Space #	Lease Term		Leasable Area	Minimum Rent Monthly	% Rent	Breakpoint	Lease CAM
		Begin	Ending					
Sears-Closed 7/22/12		9/12/95	12/31/15	163,364				\$ 19,415.31
JC Penney		5/14/07	10/1/66	11.2 acres 103,525				\$ 12,974.00
Target	Outlot	11/30/006	10/1/66	10.2 acres 444,312				\$ 7,681.00
Caron Pirie Scott	Dept Store	TBD	12/31/24	155,900				\$ 26,814.17
Firestone-Demolished 1/31/11	Outlot			0				
VENDING/KIOSKS								
Adam's Vending	VEN02	2/1/09	1/31/14	0		40%	Gross Sales 2/1/12-1/31/14	0
Vacant/Formely Yeti Wireless	3500			168				
Vacant	3501A			150				
Vacant	3502			150				
Eye Beauty	3503	2/1/13	12/31/13	144	\$2,600.00	N/A	N/A	0
Vacant	3504			216				
Dakota Watch Company #206	3505	2/17/00	MTM	192		6%	Gross Sales 2/17/05-2/16/06	\$ 50.72
ATM	3506			16				
Vacant	3508			168				
Vacant	T01							
Style Today	T4A	4/1/09	12/31/13	50		30%	Gross Sales 3/1/11-12/31/11	0
Style Today	T4B	4/1/09	12/31/13	50		30%	Gross Sales 3/1/11-12/31/11	0
Vacant	T05			0				
Vacant	T06			0				
Vacant	T06-A			0				
Quarters	T07	10/1/09	12/31/13	0		30%	Gross Sales per month	0
Hurricane Simulator/ 080 Leasing	T10	7/1/10	6/30/14	0		20%	Gross Sales per month	0
Vacant	T11			0				
Quarters	T13	10/1/08	10/31/13	0		25%	Gross Sales per month	0
Vacant	T19			0				
Kiddie Koncepts	T20	2/1/09	MTM	0		30%	\$16,000 10/1/12- 12/31/13	N/A
Vacant	T44			144				
Vacant	T9999A			50				
Vacant	T9999B							
Total Kiosk Square Footage				1,498		0.3%		
Gross Leasable Area of In-Line Space				265,626		45.3%		
Total Anchor Square Footage - Sears & Carson Pirie Scott				319,264		54.4%		
Firestone-Demolished 1/31/11				0		0.0%		
Total Gross Leasable Area Kiosks, In-Line Space & Anchors				586,388		100.0%		
Total Vacant				349,619		59.62%		