

CITY OF LOS ANGELES
REQUEST FOR QUALIFICATIONS / PROPOSALS
FOR THE
AFFORDABLE HOUSING OPPORTUNITY SITES



ISSUED BY
OFFICE OF THE CITY ADMINISTRATIVE OFFICER

Submission Deadline:
September 15, 2016 at 4:00 p.m.

TABLE OF CONTENTS

SUMMARY.....	3
I. OVERVIEW.....	4
II. BACKGROUND.....	4
III. RFQ/P SCHEDULE.....	6
IV. EVALUATION CRITERIA.....	7
A. Developer Threshold Requirements.....	
B. Selection Criteria.....	
V. SUBMISSION SCORING.....	8
VI. SELECTION AND NEGOTIATION PROCESS.....	12
VII. SUBMISSION REQUIREMENTS.....	12
VIII. REAL ESTATE AND OTHER DISCLOSURES.....	13
IX. CONDITIONS.....	15
ATTACHMENTS.....	16
EXHIBITS	
Exhibit A General RFQ/P Information.....	18
Exhibit B List of Properties.....	26
Exhibit C Property Profiles.....	27
Exhibit D Housing Types.....	39
Exhibit E Zoning Matrix.....	41
Exhibit F Summary of Zoning Information.....	42
Exhibit G Format of Summary Financial Statements.....	44
Exhibit H Format of Portfolio Summary.....	46
Exhibit I Los Angeles Business Assistance Virtual Network (LABAVN) Instructions.....	47
Exhibit J Sample of Exclusive Negotiating Agreement.....	48
FORMS	
Required Forms.....	57
Additional Information for Select Forms.....	59

SUMMARY

Request for Qualifications / Proposals City of Los Angeles Office of the City Administrative Officer

DATE ISSUED: **July 25, 2016**

DESCRIPTION: The City of Los Angeles (“City”) is seeking Statements of Qualifications and Development Strategies from housing developers interested in building permanent supportive housing and other types of affordable housing on City-owned land.

DEADLINE FOR SUBMISSION: Responses must be received at the Submission Delivery Address shown below by **September 15, 2016 at 4:00 p.m.** (Pacific Standard Time).

SUBMISSION DELIVERY ADDRESS: Office of the City Administrative Officer
200 North Main Street
Room 1500, City Hall East
Los Angeles, CA 90012
Attention: **Jacqueline Wagner**

PRE-SUBMISSION CONFERENCE: A Pre-submission Conference will be held on **August 9, 2016 at 10:30 a.m.** (Pacific Time) at 200 North Main Street, Room 1500, City Hall East, Los Angeles, CA 90012.

SITE TOURS: **Tentative schedule for the site tours:**

August 15	10:30 a.m.	CD 1 sites
August 16	10:30 a.m.	CD 7 site
August 17	10:30 a.m.	CD 11 sites
August 18	10:30 a.m.	CD 8 and CD 15 sites

Final confirmation of dates, times and locations will be distributed at the Pre-Submission Conference.

TECHNICAL ASSISTANCE: All questions related to this Request for Qualifications and Proposals shall be submitted in writing via e-mail to affordablehousing.rfqp@lacity.org no later than **August 23, 2016 at 4:00 p.m.** Responses to questions will be published on LABAVN by **August 30, 2016.**

I. OVERVIEW

The Office of the City Administrative Officer (CAO) of the City of Los Angeles (City) is issuing this Request for Qualifications/Proposals (RFQ/P) with the goal of compiling a list of pre-qualified housing developers for City-owned property, which have been identified as affordable housing opportunity sites (AHOS). The AHOS initiative, approved as part of the 2016-17 Adopted Budget, is a component of the City's strategies for decreasing homelessness and increasing affordable housing. The purpose of the pre-qualified list is to shorten the time to match a site with a qualified developer. Responders to this RFQ/P are required to submit at least one development strategy to be placed on the pre-qualified list. The City will have the ability to enter into an Exclusive Negotiating Agreement (ENA) on any site if an appropriate development strategy is received. Both the qualified list and the ability to enter into an ENA will expedite the development of these sites. The City could convey the land for fair market value, for partial market value, or contribute the land value as a subsidy to advance the development of supportive and affordable housing units.

The goal of this RFQ/P is to maximize the supportive units on these sites. However, we are soliciting development strategies that cover a range of housing types because not all of the property parcels may be appropriate for supportive housing, and additional City-owned sites may be identified. Again, a prequalified list would allow the City to move quickly to match developers with future sites.

Along with this effort, the City is working in partnership with the County of Los Angeles and the Housing Authority of the City of Los Angeles to more effectively coordinate the funding of services and project-based vouchers for permanent supportive housing projects.

II. BACKGROUND

Los Angeles is facing a homelessness crisis. There are approximately 28,464 people who are living unsheltered in the City Los Angeles (from the 2016 [Homeless Count](#)) and there are thousands more who are at risk of homelessness. Mayor Eric Garcetti and the City Council have made addressing homelessness a top priority. In January 2016, a [Comprehensive Homeless Strategy](#) (CHS) report was issued jointly from the Office of the City Administrative Officer (CAO) and the Office of the Chief Legislative Analyst (CLA). Adopted by City Council on February 9, 2016, the CHS analyzed various ways to solve homelessness and listed 64 specific short, medium and long-term strategies for achieving the goal of reducing the number of people in Los Angeles living without safe, decent housing.

This RFQ/P is being issued in support of the long-term Strategy 7D from the CHS, "Using Public Land for Affordable and Homeless Housing."

In the spring of 2016, City staff initiated a process of identifying City sites that may be appropriate for affordable housing. Through this coordinated effort, eight potential sites that include multiple parcels were identified. Each of the sites identified are either vacant or underutilized and recommended or approved by the Council office in which they are located.

This RFQ/P invites developers to submit information that will enable them to be selected as qualified developers for a specific type of housing. Qualified developers are those who have a proven track record of successful completion of the development process from initial community engagement through project design, financing and development. Qualified developers must bring passion and creativity to solving the affordable housing crisis and a vision for how to produce housing units in Los Angeles as quickly as possible. Moreover, developers should be committed to local hiring, including using programs that train homeless or formerly homeless individuals. Developers are also encouraged to utilize energy-efficient construction methods and materials.

What makes this a RFQ/P?

Interested developers must respond with site-specific strategies that will comprise one or more of the housing types in Exhibit D. Only one development strategy is required to be submitted for a developer to be deemed responsive to this RFQ/P. However, we encourage developers to respond with as many Development Strategies as they feel represent the range of housing types that their firm is qualified to produce.

Based on a specific development strategy, the City may directly enter into an ENA with a developer for a site on this initial list. This ability to enter directly into an ENA is what makes this both a Request for Qualifications and a Request for Proposals.

The proposed term for the list of pre-qualified developers will be three years from the time of approval by Council, with the option for two one-year extensions. The City may issue a future RFQ/P to add additional firms to the list.

The selection of firms for the pre-qualified list will be based on two parts:

- A) Experience and Capacity (up to 60 points). Developers will provide evidence of development team experience, financial capacity, prior history of providing community benefits, and detailed information of at least five recent developments completed by the developer.
- B) Development Strategies (up to 40 points). Developers will select one or more of the sites listed in Exhibit B to use as the basis of an exercise in creating an affordable housing strategy.

Development Strategies will include one or more of the following types of affordable housing:

- Permanent Supportive Housing
- Affordable Multifamily Rental Housing
- Mixed-income Housing Affordable Homeownership
- Innovative Housing Types such as Micro Housing, Stacked Modular Housing and other types of Manufactured Housing

See Exhibit D for further explanation. See Exhibit B and Exhibit C for more detailed information regarding each site. Sites tours are *tentatively scheduled* to take place on August 15, 16, 17 and 18, 2016 as listed on Page 3. A final schedule will be distributed at the Pre-Submission conference. Site-specific questions will be addressed on the Questions and Answers posted to the Los Angeles Business Assistance Virtual Network (LABAVN). See Exhibit I for LABAVN Instructions.

Housing developers on the pre-qualified list will be given the opportunity to respond to future Request for Bids or Request for Proposals for sites on the affordable housing opportunity sites list.

Sites on this initial list that are not selected for an ENA may be maintained as part of the affordable housing opportunities initiative. Additional sites may be added in the future. However, the City reserves the right to dispose of sites for economic development purposes, including affordable housing, outside of this process.

III: RFQ/P SCHEDULE

Date (2016)	Time (PST)	Milestone
Tuesday, August 9	10:30 a.m.	Pre-submission Conference at CAO Office, 200 N. Main Street, 15 th Floor, Los Angeles CA 90012.
August 15 – 19	TBD	Site Tours (dates and times are tentative and pending confirmation)
Tuesday, August 23	4:00 p.m.	Deadline for receipt of Questions, Inquiries and Clarifications
Tuesday, August 30	Close of business	Responses to questions posted on LABAVN website for all developers
Thursday, September 15	4:00 p.m.	Submission Deadline

Interviews with selected developers may be scheduled after the Submission Deadline. A final review and recommendation to the Mayor and City Council is intended to be completed by the end of October.

IV: EVALUATION CRITERIA

A) Developer Threshold Requirements

Submissions must meet the following minimum threshold requirements in order for the developer to be eligible for inclusion on the list of pre-qualified housing developers.

Threshold Requirements:

- 1) The submissions must be received by the determined deadline.
- 2) The submissions must include all the required information and executed forms.
- 3) The developer must register on LABAVN.
- 4) The developer must not be subject any adverse findings that would prevent the City from selling the Property to the Developer or any person or entity associated with the Developer. These include, but are not limited to:
 - a) Out-of-compliance with HCIDLA business practices;
 - b) Removal or involuntary exit of the developer, or any of its principals, from an ownership position in any publically-funded residential, commercial or industrial project;
 - c) Arson conviction or pending case;
 - d) Harassment conviction or pending case;
 - e) City, state, federal or private mortgage foreclosure proceedings or arrears;
 - f) In remedial foreclosure; sale of tax lien or substantial tax arrears;
 - g) Defaults under any federal, state or city-sponsored program;
 - h) Federal Debarment - debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded by any Federal department or agency from doing business with the Federal Government;
 - i) A record of substantial building code violations or litigation against properties owned and/or managed by the developer or by any entity or individual that comprises the developer;
 - j) Past or pending voluntary or involuntary bankruptcy proceedings;
 - k) In ligation with the City of Los Angeles; and
 - l) Conviction for fraud, bribery or grand larceny.

Submissions that meet the threshold requirements will be evaluated and ranked based on the Selection Criteria and Submission Scoring described below.

B) Selection Criteria

This RFQ/P will select successful developers with a proven ability to engage community stakeholders, design housing that enhances the existing neighborhood, and develop financing plans that leverage outside resources effectively.

Reviewers of this RFQ/P are looking for development strategies that result in the ability to:

- 1) Maximize each site's potential for supportive and affordable housing units;
- 2) Build units as quickly as possible; and
- 3) Use the lowest amount of City subsidy per unit as possible.

Retail, parking and other ancillary uses may also be included in the developments, subject to any site specific limitations.

Qualified developers should demonstrate their ability to:

- 1) lead a team that will successfully design, build, market and manage affordable housing in Los Angeles;
- 2) identify and compete for existing sources of financing, and should present ideas on alternative or underutilized sources of financing; and
- 3) "think outside the box" and expedite the current typical schedule for affordable units that utilize 9% tax credits and are subject to the Managed Pipeline for the Los Angeles geographic apportionment.

Qualified developers that propose permanent supportive housing should demonstrate their ability to:

- 1) successfully design and manage service enriched housing;
- 2) successfully partner with appropriate service providers; and
- 3) utilize the coordinated entry system.

V. SUBMISSION SCORING

A maximum of 100 points may be awarded to a developer responding to this RFQ/P.

Of the 100 points, a maximum of 60 points will be awarded to developers on their experience and capacity.

Of the 100 points, a maximum of 40 points will be awarded for the Development Strategy or Strategies that are proposed. Each Development Strategy will be scored separately and the highest score will be used for the final Capacity and Experience Criteria score.

Developers that achieve a score of 80 points or higher will be placed on the pre-qualified list.

A. Experience and Capacity (60 points maximum)

1) Development Team Experience

The proposed development team will be evaluated on the experience of the individual team members including the Developer, the Property Manager, the Asset Manager, and the Construction Manager. Provide the following:

- Description of the Applicant's organization, including mission and legal status.
- Firm resumes for each team member that list the experience for each specified Housing Type. Individual resumes for all key staff.

- A narrative on the past experience working together for all team members.
- For any developer that is submitting a development strategy that includes permanent supportive housing, submit firm resumes for select service providers that the developer has worked with in the past five years.
- At least one reference (name, title, email and phone number) in each of the following categories:
 - Financial: Conventional Lending
 - Financial: Grants
 - Financial and Regulatory: City or County
 - Community Partners
 - Service Providers, if applicable
- Describe one example of a project in which the time from conception to completion was shortened by strategic decisions on the part of the developer, such as financing or entitlement, and describe that strategy and the result.
- Describe your organization's overall approach to community outreach and inclusion. Select one example of a community outreach strategy and how it affected the project.

2) Portfolio Summary

Include information for a minimum of 5 and a maximum of 10 recent housing projects, including projects in collaboration with HCIDLA or other public sector entities, in which the development team and proposed associates have participated. Include a summary listing of your portfolio using Exhibit H. An excel version of Exhibit H has been uploaded to LABAVN for your use.

Provide a one or two page narrative project description for each project that includes a general overview of the scope of the project and its location, and whether it is new construction or rehabilitation.

Provide the following for each project:

- Project Type (Refer to Exhibit D)
- Population(s) served
- Affordability levels
- Location
- Team members, including architect, contractor, property manager and service provider, if any
- Financing sources
- Total development cost and cost per unit
- Length of time to complete and actual completion date.
- Description of the community outreach strategy
- Description of unique challenges (if any)
- Sustainable features

Include pictures of the completed projects to highlight architectural design for each project description. If applicable, describe ways in which the development approach was innovative especially in terms of financing and design.

3) Financial Capacity

Document stable income and net income over a three-year period; provide detailed explanations of any interruptions in that stability; provide any explanations of any extraordinary expenses; and include a summary schedule that presents side-by-side columns of the three years of audited income statements for comparative purposes (see Exhibit G).

Document stable and adequate cash and cash equivalent assets as equity resources and consistent avoidance of an over-leveraged financial position; include a summary schedule that presents three years of balance sheets in side-by-side columns for comparative purposes (see Exhibit G).

Explain any material contingent liabilities and relevant financial arrangements whether noted or not in “Notes to Audited Financial Statements” that are reasonably important to judging financial capability.

Show the ability to access capital appropriate to the size and type of developments that could be proposed.

Include the documentation, explanations, summary schedules and audited financial statements for the last three (3) audits of the developer.

Summary financial schedules shall be input into the format provided in Exhibit G – Format of Summary Financial Schedules, which is available as a template in Microsoft Excel on LABAVN. For developers which consolidate limited partnership interests in their audited financial statements, the summary financial information should reflect the ‘stand alone’ financials of the developer.

4) Community Benefits

Describe the participation of MBE, WBE, Small Businesses, Emerging Businesses, and Disabled Veterans Businesses in projects listed in the Portfolio section. Also describe participation in local hiring programs, if any. When describing previous engagement efforts, list specific percentages of engagement achieved for each example project. In the narrative, include the developer’s track record in addressing the City’s goals, sources of contractors, the developer’s plan to meet the minimum targets, the desired outcomes and who is accountable for achieving the desired goals.

B. Development Strategy (40 points maximum)

Each developer must submit a Development Strategy for one or more of any of the 12 properties listed in Exhibit B and Exhibit C. Each development strategy will be scored up to a maximum of 40 points. The highest development strategy score will be added to the Capacity and Experience Criteria for a maximum score of 100 points. Each development strategy response should not exceed 24 pages.

Submit the applicable documentation:

1. Narrative project description, including population(s) proposed to be served and knowledge of the surrounding community.
2. Conceptual site plan (does not need to be professionally produced).
3. Unit matrix, include unit quantity, type and size
4. Development Budget and Schedule, including assumptions. Provide the development sources and uses and the construction budget using the format of the California Tax Credit Allocation Committee for the 2016 9% Competitive Tax Credit Application or the 4% Tax Credit Application with Tax Exempt Bond Financing. These forms can be found here: <http://www.treasurer.ca.gov/ctcac/2016/application/index.asp>.
5. Community outreach strategy
6. Innovative approaches for achieving rapid delivery of units
7. Innovative approaches to financing

It is anticipated that successful Development Strategies may incorporate part or all of the value of the land as part of the subsidy for the proposed development. The amount of any land subsidy should be specified in the Development Budget and Schedule. Land values should be based on typical values for the area.

A mix of uses, such as commercial, retail, parking, or other ancillary uses may also be included in the developments. Proposals that include non-housing uses should be specific in how such uses are related to the surrounding community and/or to the population served by the housing, and they should also be specific in the type of benefits provided.

The City anticipates that many of the sites will require entitlements changes in order to accommodate housing development and supportive uses. For the purpose of creating a development strategy, this RFQ/P provides an initial analysis of potential revised entitlements for the affordable housing opportunity sites, including potential unit counts and Floor Area Ratio (FAR). See Exhibits E and F.

VI: SELECTION AND NEGOTIATION PROCESS

All submissions in response to this RFQ/P will be reviewed based on the requirements and evaluation criteria described herein, including consistency with the goals and objectives of this RFQ/P. In addition, submissions will be reviewed for completeness, developer and team experience, as well as the ability of the developer to finance, undertake, complete and manage the proposed type of project.

Upon receipt of submissions, the City will review the submissions and may recommend a short list of developers to interview. At its discretion, the City may contact references and industry sources, investigate previous projects and current commitments, interview some or all of the development team members, and take any other information into account in its evaluation of the responses. The City reserves the right to request clarification or additional information from developers and to request that development teams make presentations to community groups and or others.

If the composition of the development team changes, the developer will be required to notify the City of these changes and, at its sole discretion, the City will determine whether this revised development team meets the requirements of the RFQ/P.

Final Approval Process

Once the City makes its recommendation, the selected qualified list of Developers and/or any recommendations to enter into an ENA must be approved by the Mayor and City Council of the City of Los Angeles. If a Developer is selected for a specific parcel, the City will prepare an ENA in cooperation with the Developer. A sample ENA is included as Exhibit J.

VII: SUBMISSION REQUIREMENTS

All interested developers must be registered on the Los Angeles Business Assistance Virtual Network (www.labavn.org) (LABAVN) in order to be considered under this RFQ/P. In addition, developers will be required to submit several completed City forms to this site and all updates and other information related to this RFQ/P will be distributed only to registrants of the LABAVN network. See Exhibit I for directions regarding registering for LABAVN.

Proposers must submit one (1) signed original proposal, five (5) hard copies of each proposal and one electronic copy in a single PDF file to the Office of the City Administrative Officer no later than **September 15 at 4:00 p.m. (PST)**. Submissions will not be accepted via the LABAVN network. Digital versions should be submitted on USB or emailed to affordablehousing.rfqp@lacity.org.

All submissions must be marked "Affordable Housing Opportunity Site RFQ/P" and must be delivered to the following address:

Office of the City Administrative Officer
200 North Main Street
Room 1500, City Hall East
Los Angeles, CA 90012
Attention: **Jacqueline Wagner**

Note: 200 North Main Street is also known as City Hall East. The entrance is on Main Street, across from City Hall.

All submissions shall include the required forms and disclosures listed in the forms section. All forms that require signature(s) shall be signed by a principal or officer authorized to represent and commit on behalf of the Developer.

Refer all questions, inquiries and request for clarification regarding this RFQ/P in writing to affordablehousing.rfqp@lacity.org. All inquiries must be received no later than **August 23, 2016 at 4:00 p.m.** All questions and answers will be posted to LABAVN no later than **August 30, 2016**.

A Pre-Submission Conference has been scheduled for **August 9, 2016 at 10:30 a.m.** at 200 North Main Street, 15th Floor, Office of the City Administrative Officer. Attendance is strongly encouraged. Please send attendance confirmation to affordablehousing.rfqp@lacity.org by close of business on **August 8, 2016**.

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. Please contact the City at least seventy-two (72) hours in advance to request an accommodation.

VIII: REAL ESTATE AND OTHER DISCLOSURES

This information is applicable only to Developers who are selected to enter into an Exclusive Negotiating Agreement with the City for a specific site.

Title and Escrow:

City makes no warranty as to the condition of title. Proposers are encouraged to conduct their own due diligence and make their own determinations prior to the final negotiation of the ENA. The title company and escrow company used for the grant of the fee simple interest in these properties shall be selected by the City of Los Angeles. Selected developers shall be required to pay applicable transaction costs.

Additional Reports:

Should any selected Developer desire additional surveys or any other types of inspections, an independent surveyor and/or inspectors may be employed by the Developer at its own expense.

Land Use and Zoning:

The City anticipates that many of the sites will need to be re-zoned to accommodate housing development and supportive uses. In some cases, the rezoning may also need to include a general plan amendment. Developers will be responsible for re-zoning and are encouraged to speak with the Department of City Planning to explore entitlement options. See Exhibits E and F for more information.

Expedited Approvals:

On October 23, 2015, Mayor Eric Garcetti signed Executive Directive No. 13 which directed the General Managers to develop policies to prioritize case processing for affordable housing. As a result, departments have developed expedited approval processes, examples of which are described here. Notwithstanding, each developer is responsible for the entitlement process for any proposed development.

The Department of Building and Safety (LADBS) is implementing a new policy to reduce initial plan check processing times for projects that have more than 20% of their units set aside as affordable. These affordable projects will receive a reduction of 25% of the regular plan check waiting time between application and assignment.

Alternatively, LADBS has an expedited plan check assignment program where the applicant can pay an additional 50% plan check fee for the project to be queued in the expedited plan check group. This expedited line reduces the waiting time between application and assignment by about 50% compared with the regular plan check group's waiting time to assignment.

In addition, any affordable housing development that qualifies as a major project receives a case manager who acts as the point person for the development to facilitate the permitting process. These major projects are defined as those that have at least 20 affordable housing units or at least \$5 million of construction value.

The Department of City Planning (DCP) has a team of dedicated planners who streamline case processing for all housing projects. This team is called the Development Services Center (DSC) Housing Services Unit.

They offer specialized, one-stop shop technical assistance and interdepartmental coordination through all phases of development. The Priority Housing Project (PHP) is a unique program initiated by the DSC Housing Services Unit. They coordinate efforts with appropriate geographic project planning divisions to reduce processing time for entitlement projects that meet minimum thresholds for affordability. These programs are identified and tracked throughout the development phases to ensure priority processing.

Projects qualify for the PHP if they are 10 or more units, with at least 20% of on-site rental units affordable for low income households, or 30% of on-site for sale units affordable for low or moderate income households.

Environmental:

Selected Developers shall be responsible for meeting all the requirements of the National Environmental Policy Act (NEPA) and the California Environmental Quality Act (CEQA), as applicable, including the completion of all environmental assessments to determine project feasibility.

Section 504, Americans with Disability Act (ADA) and Prevailing Wage Requirements:

All housing developments shall comply with all applicable City, State and Federal accessibility laws and agreements, including but not limited to the Fair Housing Act, Section 504 of The Rehabilitation Act of 1973 and the Americans with Disabilities Act. All projects shall comply with prevailing wage requirements as specified in the most recent Managed Pipeline regulations. A copy of the most recent 2015 Managed Pipeline regulations is available at the HCIDLA website <http://hcidla.lacity.org/>.

Initiation of Exclusive Negotiation Agreements:

The City may convey a fee simple interest to the selected developers, or enter into a ground lease, upon satisfaction of the conditions precedent to execution, including but not limited to: (a) providing any required monetary considerations; and (b) final approval of the Developers and submissions by the Mayor and City Council, based on recommendations by City staff.

IX: CONDITIONS

The City of Los Angeles reserves the right to request additional information from developers, reject any and all submissions, waive any irregularities in the submission requirements, or cancel this RFQ/P. By their submission, developers acknowledge and agree to the terms and conditions of this RFQ/P and to the accuracy of the information they submit in response. All submission packages become the property of the City of Los Angeles and will not be returned.

ATTACHMENTS

Additional detail and requirements regarding Section V. Submission Scoring

Proposed Development Team

- a. Provide information regarding the organizations incorporating the proposed ownership and Developer, including the official name of the organizations, address and the names and titles of the proposer's principals, the name and address of the person who is authorized to receive notices, make decisions and represent the proposer. Indicate the form of legal entity of the proposed ownership (e.g., individual, limited partnership, nonprofit corporation, general partnership, joint venture, for-profit corporation, Limited Liability Company, etc.) and any relationship the development organization(s) may have with a parent corporation, subsidiaries, joint ventures or other entities.
- b. Provide information on the history, mission, programs, track record and roles and responsibilities of the Developer as it relates to affordable housing development. Provide the same information for key members of the development team, if applicable.
- c. Include an organizational chart indicating the ownership structure and its parties. If the ownership entity and/or Developer will consist of more than one entity, include a detailed description of the roles, responsibilities and authorities of each entity.
- d. Provide the name, title, address, telephone and fax number, email address and resumes for key members of the proposed development team.
- e. Submit one copy of the Articles of Incorporation, partnership, or other business organizational documents (as appropriate) filed with the California Secretary of the State for each entity within the ownership structure, other than the limited partner, if any.
- f. Provide proof of good standing and authorization to do business in California for each entity within the proposed ownership structure, except for the limited partner, if any.
- g. Provide Secretary of State Corporate Number, a copy of your organization's by-laws and a current list of the Board of Directors.
- h. Provide a brief description of the number of years of housing development experience for the Developer and proposed development team. Indicate the number of years of affordable housing development experience.
- i. Describe the Developer's local presence in the City of Los Angeles.
- j. In addition to housing development, describe other programs that are part of the Developer's portfolio.

Financial Capacity

Submit the documentation, explanations, summary schedules and audited financial statements for the last three (3) consecutive years (2013, 2014, 2015) of all parties in the proposed ownership structure (or related parties and/or affiliates that will provide financial resources and/or guarantees), other than the limited

partner, if any. Use the summary schedule format provided in Exhibit G. An excel version of Exhibit G has been uploaded to LABAVN for your use.

Format of Development Budget and Schedule

Provide the development sources and uses and the construction budget using the format of the California Tax Credit Allocation Committee for the 2016 9% Competitive Tax Credit Application or the 4% Tax Credit Application with Tax Exempt Bond Financing. These forms can be found here: <http://www.treasurer.ca.gov/ctcac/2016/application/index.asp>. Development schedules should show the following major milestones and sub tasks:

- a. Financing
- b. Entitlements and Permits
- c. Design
- d. Bid Process and Contractor Selection
- e. Construction
- f. Leasing
- g. Stabilized Occupancy

Affordable Housing Opportunity Sites RFQ/P
Exhibit A: General RFQ/P Information

A. Costs Incurred by Developer

All costs of submission preparation shall be borne by the Developer. The City shall not, in any event, be liable for any pre-contractual expenses incurred by Developers in the preparation the submissions. Submissions shall not include any such expenses as part of the proposed budget.

B. Accuracy and Completeness

The submission must set forth accurate and complete information as required in this RFQ/P. Unclear, incomplete, and/or inaccurate documentation may not be considered. Falsification of any information may result in disqualification.

If the Developer knowingly and willfully submits false performance or other data, the City reserves the right to reject that submission. If it is determined that a contract was awarded as a result of false performance or other data submitted in response to this RFQ/P, the City reserves the right to terminate the contract.

Unnecessarily elaborate or lengthy submissions or other presentations beyond those needed to give a sufficient, clear response to all the RFQ/P requirements are not desired.

C. Withdrawal of Submissions

Submissions may be withdrawn by written request of the authorized signatory on the Developer's letterhead at any time prior to the submission deadline. The firm may thereafter submit a new submission before the submission date. Submissions may not be re-submitted after the submission date.

D. General City Reservations

The City reserves the right to extend the submission deadline should this be in the interest of the City. Developers have the right to revise their submissions in the event that the deadline is extended.

The City reserves the right to withdraw this RFQ/P at any time without prior notice. The City makes no representation that any contract will be awarded to any Developer responding to the RFQ/P. The City reserves the right to reject any or all submissions. If an inadequate number of submissions is received or the submissions received are deemed non-responsive, not qualified or not cost effective, the City may at its sole discretion reissue the RFQ/P or execute a sole-source contract with a Developer.

The City shall review and rate submitted submissions. The Developer may not make any changes or additions after the deadline for receipt of submissions. The City reserves the right to request additional information or documentation, as it deems necessary. The City reserves the right to issue future RFQ/Ps to add firms to the pre-qualified list.

The City reserves the right to verify all information in the submission. If the information cannot be verified, and if the errors are not willful, the City reserves the right to reduce the rating points awarded.

The City reserves the right to require a pre-award interview and/or site inspection.

The City reserves the right to waive minor defects in the submission in accordance with the City Charter.

If the selection of the Developer is based in part on the qualifications of specific key individuals named in the submission, the City must approve in advance any changes in the key individuals or the percentage of time they spend on the project. The City reserves the right to have the Developer replace any project personnel.

E. Contract Negotiations

The City reserves the right to make a contract award contingent upon the satisfactory completion by the Developer of certain special conditions. The contract offer of the City may contain additional terms or terms different from those set forth herein.

As part of the negotiation process, the City reserves the right to:

- Fund all or portions of a Developer's submission and/or require that one Developer collaborate with another for the provision of specific services, either prior to execution of an agreement or at any point during the life of the agreement;
- Convey the land for fair market value, for partial market value, or contribute the land value as part of the City's subsidy, at the City's sole discretion;
- Use other sources of funds to fund all or portions of a Developer's submission; and
- Elect to contract directly with one or more of any identified collaborators; and/or require all collaborators identified in the submission to become co-signatories to any contract with the City.

There may be covenants and deed restrictions in regards to the conveyance of the property.

F. Standing of Developer

Regardless of the merits of the submission submitted, a Developer may not be selected if it has a history of contract non-compliance with the City or any other funding source, poor past or current contract performance with the City or any other funding source, or current disputed or disallowed costs with the City or any other funding source.

Developers/Organizations that have been sanctioned because of non-compliance with Single Audit Act requirements for managing grant funds will be eligible to apply; however, they will not be eligible to receive any funding, if awarded under this RFQ/P process, until this sanction is removed.

The City will enter into an agreement only with entities that are in good standing with the California Secretary of State and the City of Los Angeles.

G. Proprietary Interests of the City

The City reserves the right to retain all submitted submissions which shall then become the property of the City and a matter of public record. Any department or agency of the City has the right to use any or all ideas presented in the submission without any change or limitation. Selection or rejection of a submission does not affect these rights. All submissions will be considered public documents, subject to review and inspection by the public at the City's discretion, in accordance with the Public Records Act.

Developers must identify all copyrighted material, trade secrets or other proprietary information claimed to be exempt from disclosure under the California Public Records Act (California Government Code Sections 6250 et seq.) In the event such an exemption is claimed, the submission must state: "(Name of Developer) shall indemnify the City and hold it and its officers, employees and agents harmless from any claim or liability and defend any action brought against the City for its refusal to disclose copyrighted material, trade secrets or other proprietary information to any person making a request thereof." Failure to include such a statement shall constitute a waiver of the Developer's right to exemption from disclosure.

H. Discount Terms

Proposers agree to offer the City any discount terms that are offered to its best customers for the goods and services to be provided herein, and apply such discount to payments made under this agreement, which meet the discount terms.

I. Americans with Disabilities Act

Any contract awarded pursuant to this RFQ/P shall be subject to the following:
The Developer/Consultant hereby certifies that it will comply with the Americans with Disabilities Act 42, U.S.C. Section 12101 et seq., and its implementing regulations. The Developer/Consultant will provide reasonable accommodations to allow qualified individuals with disabilities to have access to and to participate in its programs, services and activities in accordance with the provisions of the Disabilities Act. The Developer/Consultant will not discriminate against persons with disabilities or against persons due to their relationship to or association with a person with a disability. Any subcontract entered into by the Developer/Consultant, relating to this Contract, to the extent allowed hereunder, shall be subject to the provisions of this paragraph.

J. Child Support Assignment Orders

Any contract awarded pursuant to this RFQ/P shall be subject to the following:

This Contract is subject to Section 10.10 of the Los Angeles Administrative Code, Child Support Assignment Orders Ordinance. Pursuant to this Ordinance, Developer/Consultant certifies that it will (1) fully comply with all State and Federal employment reporting requirements applicable to Child Support Assignment Orders; (2) that the principal owner(s) of Developer/Consultant are in compliance with any Wage

and Earnings Assignment Orders and Notices of Assignment applicable to them personally; (3) fully comply with all lawfully served Wage and Earnings Assignment Orders and Notices of Assignment in accordance with California Family Code Section 5230 et seq.; and (4) maintain such compliance throughout the term of this Contract. Pursuant to Section 10.10.b of the Los Angeles Administrative Code, failure of Developer/Consultant to comply with all applicable reporting requirements or to implement lawfully served Wage and Earnings Assignment Orders and Notices of Assignment or the failure of any principal owner(s) of Developer/Consultant to comply with any Wage and Earnings Assignment Orders and Notices of Assignment applicable to them personally shall constitute a default by the Developer/Consultant under the terms of this Contract, subjecting this Contract to termination where such failure shall continue for more than ninety (90) days after notice of such failure to Developer/Consultant by City. Any subcontract entered into by the Developer/Consultant relating to this Contract, to the extent allowed hereunder, shall be subject to the provisions of this paragraph and shall incorporate the provisions of the Child Support Assignment Orders Ordinance. Failure of the Developer/Consultant to obtain compliance of its subcontractors shall constitute a default by the Developer/Consultant under the terms of this contract, subjecting this Contract to termination where such failure shall continue for more than ninety (90) days after notice of such failure to Developer/Consultant by the City.

Developer/Consultant shall comply with the Child Support Compliance Act of 1998 of the State of California Employment Development Department. Developer/Consultant assures that to the best of its knowledge it is fully complying with the earnings assignment orders of all employees, and is providing the names of all new employees to the New Hire Registry maintained by the Employment Development Department as set forth in subdivision (1) of the Public Contract Code 7110.

K. Equal Opportunity/Affirmative Action Requirements

It is the policy of City of Los Angeles to provide minority, women and other business enterprises (M/W/OBE's) with the opportunity to compete for and participate in the performance of THE CITY contracts. Any firm who is awarded a contract will be required to make its best efforts to recruit M/W/OBE's and enhance employment opportunities for minorities, women and others for subcontract opportunities created by any contract. If developers are successful in obtaining a contract, they will be required to make their best efforts to recruit minority business enterprises or women business enterprises for subcontract opportunities created by any contract(s).

All Proposers shall submit proof of Business Inclusive outreach, documentation of registration and account activation in the Los Angeles Business Assistance Virtual Network (LABAVN) (Website: www.labavn.org) and perform outreach online 15 days prior to contract execution date; if applicable, identify the organization's certification in any of the following categories: Minority Business Enterprise (MBE), Women Business Enterprise (WBE), Other Business Enterprise (OBE), Small Business Enterprise (SBE), Emerging Business Enterprise (EBE) and Disabled Veteran Business Enterprise (DVBE); and perform OUTREACH for sub-contracting opportunities and comply with the City's Business Inclusion Outreach program.

In accordance with THE CITY's Policies and Goals for Equal Opportunity and Affirmative Action, all developers (the prime or lead Developer and each proposed subcontractor) are required to complete and upload, the City of Los Angeles Affirmative Action Plan (four (4) pages) available on the City of Los Angeles' Business Assistance Virtual Network (LABAVN) residing at www.labavn.org at the time it registers on LABAVN, but no later than the time when an individual Submission is submitted. Proposers opting to submit their own Affirmative Action Plan may do so by uploading their Affirmative Action Plan onto the City's LABAVN. Proposers with current OCC approval for their Affirmative Action Plan do not need to re-submit unless the approval is 30 days or less from expiration.

Furthermore, subject subcontractors shall be required to submit the Non-Discrimination/Equal Employment Practices Certification and Affirmative Action Plan to the successful Bidder/Proposer prior to commencing work on the contract. The subcontractors' Non-Discrimination/Equal Employment Practices Certification(s) and Affirmative Action Plan(s) shall be retained by the successful Proposer and shall be made available to the Office of Contract Compliance upon request.

Both the Non-Discrimination/Equal Employment Practices Certification and the City of Los Angeles Affirmative Action Plan Affidavit shall be effective for a period of twelve (12) months from the date it is first uploaded onto the City's LABAVN.

Proposers seeking additional information regarding the requirements of the City's Non-Discrimination Clause, Equal Employment Practices and Affirmative Action Program may visit the Bureau of Contract Administration's website at <http://bca.lacity.org>.

L. Development Policies and Requirements

Labor Requirements for Development

This RFQ/P includes the information on laws that affect development projects. This section highlights requirements related to prevailing wage, which would apply to a project that could develop as a result of this RFQ/P. All Developers considering submission to this RFQ/P shall also carefully review the City of Los Angeles' specific policies and requirements in the Exhibits for consideration and inclusion in your development and financial assumptions.

Local Hiring Program Requirements

Selected Developers must comply with Federal Section 3 and the Local Hire Program Requirements (Rev. 7/9/08). Contractors and others engaged in construction and rehabilitation are encouraged to hire and train the maximum feasible number of employees from the community. In addition, the City of Los Angeles want to actively encourage local hire of permanent employees in commercial projects and residential. Local Hire Goals for construction and permanent jobs are typically negotiated on a project-by-project basis.

Developers are also encouraged to consider employment programs for the homeless or formerly homeless, such as City's LA RISE Program, as a resource for potential employees.

Sustainable Development

Development Teams are encouraged to comply with the City's Sustainable Building Initiative. This may include use of active and passive energy conservation techniques, use of recycled materials and "green" materials, and use of water conservation techniques including xeriscaping and other conservation methods as may be recommended by relevant agencies. Provision of storage areas for recycling, solid waste management, and incorporation of design features allowing flexibility to use reclaimed gray water are encouraged. The City's Sustainable Building initiative can be found at: <http://eng.lacity.org/projects/sdip/>.

M. Supplemental Information Related to the RFQ/P Process

Contact AFTER RFQ/P Submission

During the period immediately following the deadline to submit submissions and continuing until a recommendation has been submitted to the City Council, developers are not to contact City staff and the City Council on this specific matter. Any such contact may result in the immediate disqualification of any respondent from consideration. All questions or request for clarification or additional information shall be submitted to affordablehousing.rfqp@lacity.org.

Amendments to the RFQ/P

Any amendments to this RFQ/P shall be effected in writing and issued by City staff. If this RFQ/P is amended, then all terms and conditions which are not modified remain unchanged.

All interested proposers shall acknowledge receipt of any amendment to this solicitation by including a statement in its submission that it has received the amendment (the amendment number, if any, should be identified).

Restriction on Disclosure of Data

Prospective firms who include data or information in their submissions that they do not want disclose to the public for any purpose or used by the City except for evaluation purposes, shall mark the title page with the following legend:

"This submission includes data that shall not be disclosed outside the City and shall not be duplicated, used or disclosed – in whole or part – for any purpose other than to evaluate this submission, subject to the California Public Record Act. If, however, a contract is awarded to this prospective firm as a result of, or in connection with, the submission of this data, the City shall have the right to duplicate, use or disclose the data to the extent provided in the resulting contract. This restriction does not limit the City's right to use information contained in this data if it is obtained from another source without restriction. The data subject to this restriction are contained in sheets (insert numbers or other identification of sheets)."

Mark each sheet of data Developer wishes to restrict with the following legend:

“Use or disclosure of data contained on this sheet is subject to the restriction on the title page of this submission.”

Submission Preparation Expenses

The City will not in any event be liable for any pre-contractual expenses incurred by the prospective firm. The prospective firm shall not include any such expenses as a part of the price proposed in response to this RFQ/P. Pre-contractual expenses are defined as expenses incurred by the prospective firm in (1) preparing the submission in response to this RFQ/P; (2) submitting and delivering the submission to the City; (3) discussing and/or negotiating with the City on any matter related to this RFQ/P; or (4) any other expenses incurred by the prospective offer or prior to the date of award, if any, of a proposed contract.

Misunderstandings

All questions related to this Request for Qualifications and Proposals shall be submitted in writing via e-mail to affordablehousing.rfqp@lacity.org no later than August 23, 2016 at 4:00 p.m. Responses to questions will be published on LABAVN by August 30, 2016. The City's decision shall be final in any matter of interpretation of the documents.

Late Submissions

It is the responsibility of each proposer responding to this solicitation to ensure that its submission is received by the City prior to the time specified in this RFQ/P. Any submission received by the City after the exact time specified for receipt is "late" and shall be date and time stamped and not considered for inclusion on the pre-qualified list.

Right to Reject Any or All Submissions

This RFQ/P is not a contract offer, a request for technical services or an agreement to construct any project that may be proposed or otherwise submitted and does not commit the City to create a pre-qualified list, to enter into any exclusive negotiating agreement, disposition and development agreement, ground lease, or any other agreement, or to accept any part of any submission, including, without limitation, a selected submission, or to pay any costs incurred in submission of any submission. Should this process result in an Exclusive Negotiating Agreement, the execution of such agreement does not constitute a contract, agreement or promise that such agreement will lead to a Disposition and Development Agreement or Ground Lease, or that the City will agree to build or have built any proposed project.

Protest and Appeal Process

The City will adhere to its Protest and Appeal Policy administered by the City Administrative Officer (CAO), outlined below.

1. Appeal Rights

The City will notify all proposers of the results of the submission evaluations and of their right to file an appeal. Proposers may appeal procedural issues only.

2. Letter of Appeals

Appeals shall be hand-delivered to the City no later than five (5) business days of receiving notification of the results of the RFQ/P. Proposers may file an appeal by submitting a written request and identifying the specific reason for the appeal to:

Blair Miller, Principal Project Coordinator
Office of the City Administrative Officer
RFQ/P Appeal – Affordable Housing Opportunity Sites
200 N. Main Street, Room 1500
Los Angeles, CA 90012-4190

Written appeals may not be more than three (3) typewritten pages and shall request an appeals review be granted. Written appeals must include the following information:

- a. The name, address and telephone number of the proposer.
- b. The name/title of RFQ/P to which the organization responded.
- c. Detailed statement of the grounds for appeal.

Written appeals may not include any new or additional information that was not submitted with the original submission. Only one appeal per submission will be permitted. All appeals and protests must be submitted within the time limits set forth in the above paragraphs.

3. Review Panel

A panel composed of selected staff will review the appeal for this RFQ/P. The decision of the panel will be the City's final recommendation.

4. Disclaimer

The City is not responsible for representations made by any of its officers or employees prior to the approval of an agreement by the Los Angeles City Council unless such understanding or representation is included in this RFQ/P or in subsequent written addenda. The City is responsible only for that which is expressly stated in this solicitation document and any authorized written addenda.

**Affordable Housing Opportunity Sites RFQ/P
Exhibit B: LIST OF PROPERTIES**

	Site Name	Address / APN	Zip	CD
C.1	Lincoln Heights DOT Lots (658)*	2332-234 N. Workman Street 5204-16-091	90031	1
C.2	Lincoln Heights DOT Lots (658)*	216-224 S. Avenue 24 5204-005-901	90031	1
C.3	Lincoln Heights DOT Lots (659)*	2331 - 2337 N. Workman and 2332-2338 N. Daly 5204-011-903	90031	1
C.4	Lincoln Heights DOT Lots (661)*	2416-2422 N. Workman 5204-015-901	90031	1
C.5	Lincoln Heights DOT Lots (660)*	151-164 S. Avenue 24 5204-004-901	90031	1
C.6	Hillside Parcel	11681 W. Foothill Blvd, Sylmar 2530-008-901	91342	7
C.7	Imperial Lot	283 W. Imperial Highway 6074-024-900	90061	8
C.8	Thatcher Yard	3233 S. Thatcher Avenue 4229-002-901	90292	11
C.9	Old West LA Animal Shelter	11950 Missouri Avenue 4259-020-900	90025	11
C.10	Old Fire Station #5	6621 W. Manchester Avenue 4112-029-900	90045	11
C.11	Venice Dell Pacific Site	125 E Venice Boulevard 4238-024-900 to -911	90015	11
C.12	Fire Station 53	438 N. Mesa Street 7449-009-900	90731	15

EXHIBIT C.1

Lincoln Heights DOT Lot
Lot Number 697
2332-2340 N. Workman Street

Property Description

- Located in Council District 1
- Property is zoned [Q]C4-1XL-CDO
- Potential future zoning is RAS3-1VL-CDO
- APN: 5204-016-901
- Parcel size is approximately 6,600 s.f.

Site Condition

One of five non-contiguous lots located behind North Broadway commercial storefronts.

Project Assumptions

Community serving retail or other community space is a desired element. If the submission includes more than one of the Lincoln Heights DOT Lots, the Developer should consider a mixed-income and mixed use project.

Replacement public parking does not need to be assumed in the development submission for a single Lincoln Heights DOT lot, though it may be incorporated as part of the eventual project. If a development strategy incorporates all of the Lincoln Heights DOT lots, replacement parking for all of the lots must be included.



EXHIBIT C. 2
Lincoln Heights DOT Lot
Lot Number 658
216-224 S. Avenue 24

Property Description

- Located in Council District 1
- Property is zoned PF-1-CD0
- Potential future zoning is RAS3-1VL-CDO
- APN: 5204-005-901
- Parcel size is approximately 19,379 s.f.

Site Condition

One of five non-contiguous lots located behind North Broadway commercial storefronts.

Project Assumptions

Community serving retail or other community space is a desired element. If the submission includes more than one of the Lincoln Heights DOT Lots, the Developer should consider a mixed-income and mixed use project.

Replacement public parking does not need to be assumed in the development submission for a single Lincoln Heights DOT lot, though it may be incorporated as part of the eventual project. If a development strategy incorporates all of the Lincoln Heights DOT lots, replacement parking for all of the lots must be included.



EXHIBIT C.3

Lincoln Heights DOT Lot
Lot Number 659
2331-2337 N. Workman Street and 2332-2338 N. Daly Street

Property Description

- Located in Council District 1
- Property is zoned PF-1-CD0
- Potential future zoning is RAS3-1VL-CDO
- APN: 5204-011-903
- Parcel size is approximately 37,200 s.f.

Site Condition

One of five non-contiguous lots located behind North Broadway commercial storefronts.

Project Assumptions

Community serving retail or other community space is a desired element. If the submission includes more than one of the Lincoln Heights DOT Lots, the Developer should consider a mixed-income and mixed use project.

Replacement public parking does not need to be assumed in the development submission for a single Lincoln Heights DOT lot, though it may be incorporated as part of the eventual project. If a development strategy incorporates all of the Lincoln Heights DOT lots, replacement parking for all of the lots must be included.



EXHIBIT C.4

Lincoln Heights DOT Lot
Lot Number 661
2416-2422 N. Workman Street

Property Description

- Located in Council District 1
- Property is zoned PF-1-CD0
- Potential future zoning is RAS3-1VL-CDO
- APN: 5204-015-901
- Parcel size is approximately 16,502 s.f.

Site Condition

One of five non-contiguous lots located behind North Broadway commercial storefronts.

Project Assumptions

Community serving retail or other community space is a desired element. If the submission includes more than one of the Lincoln Heights DOT Lots, the Developer should consider a mixed-income and mixed use project.

Replacement public parking does not need to be assumed in the development submission for a single Lincoln Heights DOT lot, though it may be incorporated as part of the eventual project. If a development strategy incorporates all of the Lincoln Heights DOT lots, replacement parking for all of the lots must be included.



EXHIBIT C.5

Lincoln Heights DOT Lot
Lot Number 660
154 -164 S. Avenue 24

Property Description

- Located in Council District 1
- Property is zoned PF-1-CD0
- Potential future zoning is RAS3-1VL-CDO
- APN: 5204-004-901
- Parcel size is approximately 20,295 s.f.

Site Condition

One of five non-contiguous lots located behind North Broadway commercial storefronts.

Project Assumptions

Community serving retail or other community space is a desired element. If the submission includes more than one of the Lincoln Heights DOT Lots, the Developer should consider a mixed-income and mixed use project.

Replacement public parking does not need to be assumed in the development submission for a single Lincoln Heights DOT lot, though it may be incorporated as part of the eventual project. If a development strategy incorporates all of the Lincoln Heights DOT lots, replacement parking for all of the lots must be included.



EXHIBIT C.6
Hillside Parcel
11681 W. Foothill Blvd, Sylmar

Property Description

- Located in Council District 7
- Hillside parcel owned by HCID
- Property is zoned (T)RD2-1
- APN: 2530-008-901
- Parcel size is approximately 132,095 s.f.

Site Condition

This is a large site across from Hansen Dam recreation area. There are several neighboring apartment complexes. The area is not well served by transit, and it includes mostly low density development.



EXHIBIT C.7

Imperial Lot
283 W. Imperial Highway

Property Description

- Located in Council District 8
- Property in a single- and multi-family neighborhood
- Property is zoned C2-1
- APN: 6074-024-900
- Parcel size is approximately 17,385 s.f.

Site Condition

This is a vacant triangular parcel, flat and paved, near the freeway.

Project Assumptions

The City would be interested in a stacked modular submission for this site, in addition to submissions that utilize standard stick-built construction.



EXHIBIT C.8

Thatcher Yard
3233 S. Thatcher Ave

Property Description

- Located in Council District 11
- Property is zoned (Q) PF-1XL
- Potential future zoning is RD1.5
- APN: 4229-002-901
- Parcel size is approximately 93,347 s.f.

Site Condition

This is an underused BSS/BOS yard located in a residential community. Demolition of the existing improvements will begin in the summer of 2016. A Coastal Development Permit from the City of Los Angeles will be required, and Coastal Commission approval may be required on appeal.

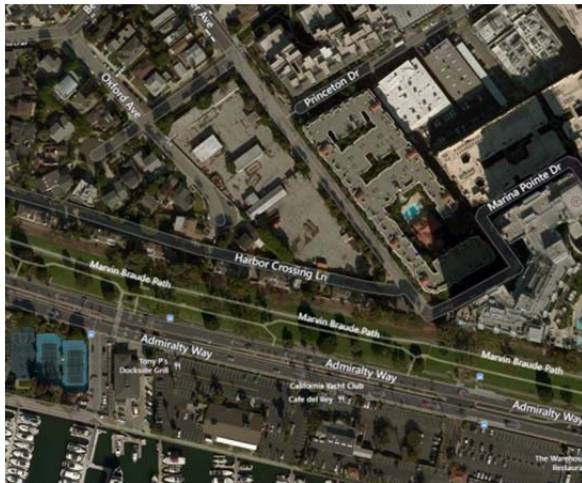


EXHIBIT C.9

Old West L.A. Animal Shelter 11950 Missouri Ave

Property Description

- Located in Council District 11
- Property is zoned PF-1-XL and M2-1
- Potential future zoning is R3
- APN: 4259-020-900
- Parcel size is approximately 32,642 s.f.

Site Condition

This is a City-owned site previously used as an animal shelter. There are structures on site that would need to be demolished.

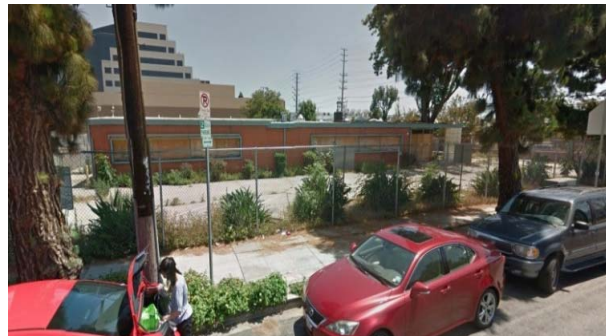


EXHIBIT C.10

Old Fire Station #5
6621 W. Manchester Ave

Property Description

- Located in Council District 11
- Property is zoned R1-1
- Potential future zoning is R3
- APN: 4112-029-900
- Parcel size is approximately 19,507 s.f.

Site Condition

The property has been vacant since 2005. It is improved with an abandoned fire station.

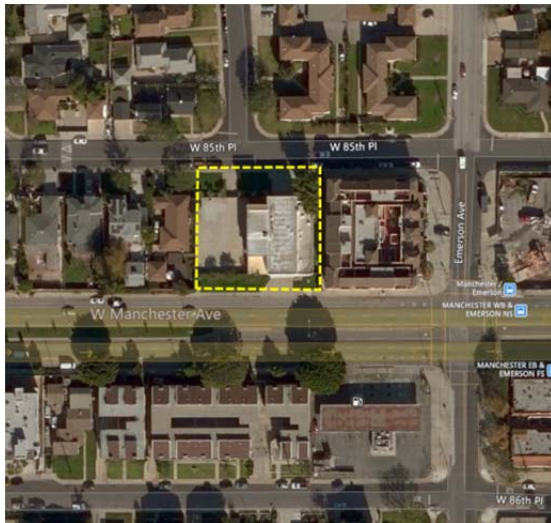


EXHIBIT C.11

Venice Dell Pacific Site
125 E Venice Boulevard

Property Description

- Located in Council District 11
- Property is zoned OS-1SL-O
- Potential future zoning is R3
- APN: 4238-024-900 to 911
- Parcel size is approximately 122.171 s.f.

Site Condition

The site includes two parking lots that are being operated by the LADOT. There is a high water table at the site that may present challenges for construction.

Project Assumptions

This is a large site that can potentially accommodate more than one project. Proposed Development Strategies do not need to include the entire site. All Development Strategies that do utilize the entire site must assume replacement public parking at least a 1:1 ratio. Innovative solutions for parking management and capacity are encouraged. Developments must comply with the Venice Specific Plan. A Coastal Development Permit from the City of Los Angeles will be required, and approval from the California Coastal Commission will also be required.



EXHIBIT C.12

Old Fire Station #53
438 N. Mesa Street

Property Description

- Located in Council District 15
- Property is zoned R2-1XL
- APN: 7449-009-900
- Parcel size is approximately 8,990 s.f.

Site Condition

The property is improved with an abandoned fire station.



Affordable Housing Opportunity Sites RFQ/P
Exhibit D: HOUSING TYPES

The following housing types have been identified for the Affordable Housing Opportunity Sites:

Permanent Supportive Housing

This is a type of Affordable Multifamily Housing that is directly targeted to formerly homeless individuals or others who need intensive services. Permanent Supportive Housing is targeted to people who are homeless or chronically homeless. A homeless person is typically living on the streets, in a car, or in a shelter. A chronically homeless person has been homeless for a year or more or has had at least four episodes of homelessness in the past three years and has a disabling condition. These disabling conditions include physical health conditions, mental health issues, and substance addiction. Permanent Supportive Housing is characterized by significant operating subsidies that allow residents to pay no more than 30% of their income in rent, even if their income is low or nonexistent.

Another characteristic of Permanent Supportive Housing is that each resident has a case manager who connects the resident with existing programs in the community. A third characteristic is that some services are delivered on site. On site services may include life skills training, job training, and mental health counseling. Usually Permanent Supportive Housing does not require sobriety, participation in counseling is usually voluntary, and the housing is usually intended to be permanent, not time-limited or transitional. Permanent Supportive Housing has been shown to successfully stabilize residents, and it reduces the need for high-cost crisis care.

Typical financing sources for Permanent Supportive Housing include 9% Low Income Housing Tax Credit, County NOFA funds, the Affordable Housing Trust Fund, HUD or County operating subsidy, and grant-funded services.

Affordable Multifamily Housing

For this type, Developers should propose housing that is affordable to households with a range of income levels. For housing that is targeted to families, at least 25% of the units should have 3 or more bedrooms. Unit sizes must be as follows:

Unit Type	Minimum Size	Minimum Number of Bathrooms
One Bedroom	500 s.f.	One
Two Bedroom	750 s.f.	One
Three Bedroom	1,000 s.f.	One
Four Bedroom	1,200 s.f.	Two

This housing type may also include housing for seniors, people with disabilities and/or people with special needs. Amenities must include outdoor play / recreational facilities, appropriately sized common areas and laundry facilities. See the California Tax Credit Allocation Committee's 2016 9% Competitive Tax Credit Application for reference.

Mixed-Income Housing

Mixed-income housing developments include both market rate and subsidized affordable units. Unit sizes for the affordable units must follow the minimum size guidelines for Affordable Multifamily Housing. There is no minimum unit size for the market rate units. Amenities must include appropriately sized common areas and laundry facilities.

Affordable Homeownership

Developers should assume all subsidized units have covenants or other mechanisms to ensure that the subsidy remains with the project. There are no minimum size requirements or amenities for this building type.

Innovative Methods of Housing

Micro Housing, Stacked Modular Housing and Manufactured Housing are examples of types of innovative methods that would be considered under this RFQ/P. All innovative methods must meet City zoning code and building standards, as well as State codes where applicable.

Affordable Housing Opportunity Sites RFQ/P
Exhibit E: Zoning Matrix

Project Site							Base Density			Potential Entitlement(s)									Recommended Zoning for Heights and Best Use						Setting		Cost
Site ID	Site/ Address/ APN	CD	Lot Area in Square Feet	Zoning	Q Conditions	FAR	Base Density	Density Bonus (LAMC 12.22.A.25)	Other DCP Action (LAMC 12.24.U); PUB LAMC 14.00	Zone Change (LAMC 12.32)	General Plan Amendment (LAMC 11.56)	Density Bonus (LAMC 12.22.A.25)	Coastal Development Permit (LAMC 12.20)	Site Plan Review for (LAMC 16.05, 50 units or more)	Conditional Use (LAMC 12.24 U.26), or PUB	PUB (LAMC 14.00)	SPP (11.5.7) or CDO (13.08)	Subdivision of land (17.06 or 17.15, VTT, TT, or PMLA may be need for projects producing for sale units)	Recommended Zoning	Density	Density Bonus (LAMC 12.22.A.25)	Conditional Use (12.24 U 26) or PUB (LAMC 14.00) ¹	FAR ²	Parking (LAMC 12.22.A.25, parking option 1 assuming one bedroom / Option 2) ³	Next to HPOZI/ CDO	Coastal Commission Authority	Approximate Cost of Entitlements ⁶
1	Lincoln Heights DOT Lots, 2332 - 2340 N. Workman Street, 5204-016-901	1. Cedillo	13,199	[Q]C4-1XL-CDO ⁴	●	1.5:1	8	N/A	N/A	●	●	●			●	●	●		RAS3-1VL-CDO	16	22	28	3:1	15/ 8	●		\$30,161.81
2	Lincoln Heights DOT Lots, 216 - 224 S. Avenue 24, 5204-005-901	1. Cedillo	20,893*	PF-1-CDO	N/A	N/A	N/A	N/A	N/A	●	●	●			●	●	●		RAS3-1VL-CDO	26	36	45	3:1	47/ 24	●		\$43,847.81
3	Lincoln Heights DOT Lots, 2331 - 2337 N. Workman Street and 2332 - 2338 N. Daly Street, 5204-011-903	1. Cedillo	37,224	PF-1-CDO	N/A	N/A	N/A	N/A	N/A	●	●	●		●	●	●	●		RAS3-1VL-CDO	46	63	79	3:1	85/ 42	●		\$43,847.81
4	Lincoln Heights DOT Lots, 2416 - 2422 N. Workman Street, 5204-015-901	1. Cedillo	16,502	PF-1-CDO	N/A	N/A	N/A	N/A	N/A	●	●	●			●	●	●		RAS3-1VL-CDO	20	27	34	3:1	38/ 19	●		\$43,847.81
5	Lincoln Heights DOT Lots, 154 - 164 S. Avenue 24, 5204-004-901	1. Cedillo	20,295*	PF-1-CDO	N/A	N/A	N/A	N/A	N/A	●	●	●			●	●	●		RAS3-1VL-CDO	25	34	43	3:1	46/ 23	●		\$43,847.81
6	Hillside Parcel, 11681 W. Foothill Blvd, Sylmar, 2530-008-901	7. Fuentes	132,095	(T) RD2-1/ underlying: A2-1	N/A	3:1	66	90	120					●					N/A								\$17,318.21
7	Imperial Lot, 283 W. Imperial Highway, 6074-024-900 ⁷	8. Harris-Dawson	17,385	C2-1	N/A	1.5:1	43	59	79		●			●					N/A								\$42,221.20
8	Thatcher Yard, 3233 S. Thatcher Avenue, 4229-002-901	11. Bonin	93,347	[Q]PF-1XL ⁵	●	N/A	N/A	N/A	N/A	●	●	●	●	●	●	●	●		RD1.5	62	84	106	3:1	113/ 57		●	\$48,306.71
9	Old West LA Animal Shelter, 11950 Missouri Avenue, 4259-020-900	11. Bonin	32,642	M2-1/ PF-1XL	N/A	1.5:1 /NA	N/A	N/A	N/A	●	●	●		●	●	●			R3	40	54	68	3:1	74/ 37			\$43,128.10
10	Old Fire Station #5, 6621 W. Manchester Ave., 4112-029-900	11. Bonin	19,507	R1-1	N/A	3:1	1	N/A	N/A	●	●	●			●	●		●	R3	24	33	41	3:1	44/ 22			\$42,411.71
11	Venice Dell Pacific Site, 125 E. Venice Boulevard, 4238-024-900 to 911 ⁷	11. Bonin	122,171	OS-IXL-O	N/A	N/A	N/A	N/A	N/A	●	●	●	●	●	●	●	●		R3	153	207	260	3:1	278/ 179		●	\$48,306.71
13	Former Fire Station #53, 438 N. Mesa Street, 7449-009-900	15. Buscaino	8991 (2 lots)	R2-1XL	N/A	3:1	4 (2 per lot)	N/A	N/A	●	●	●			●	●			RD1.5	6	9	11	3:1	11/ 5			\$42,411.71

Notes:
1. CU or PUB, assumes combined 70% additional density (35% of DB + 35 of CU)
2. FAR, additional FAR requires a Height District Change
3. Parking Requirements by Density Bonus
Option 1 (Mixed Income projects)
0-1 Bedroom, 1 space/ unit | 2-3 Bedrooms, 2 Spaces/ Unit | 4 or more bedrooms, 2.5 spaces / unit
Option 2 (100% affordable)
1 space/ unit for every restricted affordable | .5 Parking space/ unit for very low/ low income senior or disabled | .25 parking space/unit for Restricted Affordable Unit in a Residential Hotel
4. Condition: per Ordinance: ORD-173012-SA7630 prohibits 100% residential projects and limits density at 1/1500 (RD1.5 Zone)
5. Condition per CPC2836: That the southwesterly perimeter of the subject property shall be planted with trees, 15 gallons, and 10 feet tall at the time of planting, using a type and spaced at a distance to eventually provide visual screening for the residential properties located across Oxford street
* For density calculation, half of the alley's area is included
6. Approximate Cost of Entitlements does not include impact fees or any applicable subdivision fees.
7. Thatcher Yard is in Single Jurisdiction and Venice Dell Pacific Site is in Dual Jurisdiction

Affordable Housing Opportunity Sites RFQ/P
Exhibit F: SUMMARY OF ZONING INFORMATION
Supplemental Information to the Affordable Housing Opportunity Sites Zoning Matrix

Open Space Requirements

Open space requirements are not addressed in the Affordable Housing Opportunity Sites Zoning Matrix. Use the following information for the Development Strategy for each site:

Any project that has six or more residential units must provide open space on site according to the table below. Open space can be exterior open space or interior community rooms.

One bedroom (For each unit having less than 3 habitable rooms)	100 s.f. per unit
Two bedroom units (For each units having 3 habitable rooms)	125 s.f. per unit
Three bedroom units (For each units having more than 3 habitable rooms)	175 s.f. per unit

Parking Requirements

This information is also addressed in Note 3 in the Affordable Housing Opportunity Sites Zoning Matrix.

Option 1 applies to any project that contains any affordable housing units. Below are the parking requirements for Option 1:

Studio or One Bedroom	1 parking space per unit
Two or Three Bedrooms	2 parking spaces per unit
Four or More Bedrooms	2.5 parking spaces per unit

Option 2 applies to any project that consists of 100% affordable housing units. Below are the parking requirements for Option 2:

Affordable Housing	1 parking space per unit
Low Income Seniors, Very Low Income Households, or Disabled Households	0.5 parking spaces per unit
Residential Hotel	0.25 parking spaces per unit

Assembly Bill (AB) 744

AB 744 is a State law which amends sections of the State Density Bonus Law and may potentially allow for a lower parking requirement than the city standard that is listed above. AB 744 is not addressed in the Affordable Housing Opportunity Sites Zoning Matrix. Here is a summary of the effect of AB 744 on parking requirements:

Eligible Projects:

- 1) 100% affordable developments
- 2) Mixed income developments consisting of 11% very low-income units or 20% low income units.

Parking Requirements:

- 1) For 100% affordable developments within ½ mile of a major transit stop, the City may not impose a parking requirement in excess of 0.5 spaces per unit.
- 2) For 100% affordable senior rental projects (62 and older) having either paratransit service or unobstructed access, within ½ mile, to fixed bus route service that operates at least eight times per day, the City may not impose a parking requirement in excess of 0.5 spaces per unit.
- 3) For 100% affordable rental special needs projects having either paratransit service or unobstructed access, within ½ mile, to fixed bus route service that operates at least eight times per day, the City may not impose a requirement in excess of 0.3 spaces per unit; and
- 4) For mixed income projects within ½ mile of a major transit stop, the City may not impose a requirement in excess of 0.5 spaces per bedroom.

A “major transit stop” is defined as a site containing an existing rail transit station, a ferry terminal served by either a bus or rail transit service, or the intersection of two or more major bus routes with a frequency of service interval of 15 minutes or less during the morning and afternoon peak commute periods. It also includes major transit stops that are included in the applicable regional transportation plan.

Contact LADBS and the Los Angeles Department of City Planning with additional questions regarding these Open Space or Parking Requirements.

**Affordable Housing Opportunity Sites RFQ/P
Exhibit G: FORMAT OF SUMMARY FINANCIAL STATEMENTS**

Balance Sheet

Assets

Current Assets

Cash and Cash Equivalents
Other Receivables
Total Current Assets

2015

2014

2013

Fixed Assets

Land
Buildings, Improvements and Equipment
Total Fixed Assets
Less: Accumulated Depreciation
Fixed Assets Net Accumulated Depreciation

Other Assets

Reserves
Investment partnerships
Total other assets

Total Assets

2015

2014

2013

Liabilities and Net Assets

Current Liabilities

Current portion of long term debt
Accounts payable
Mortgage interest payable
Security deposits payable
Total current liabilities

Long term liabilities

Mortgages payable - long term portion
Other notes payable
Residual receipts notes payable
Interest payable - long term
Total long term liabilities

Total liabilities

Net Assets

Unrestricted

Temporarily unrestricted

Permanently restricted

Total net assets

Total liabilities and net assets

Revenue and Expenses

2015

2014

2013

Support and Revenue

Contribution and grants

Development fees

Rental income

Property management income

Asset management

Debt forgiveness

Other income and fees

Net assets released from restrictions

Total support and revenue

Expenses

Program services:

Housing development

Rental operations

Management and general

Fundraising

Total expenses

Change in net assets

Distributions to members

Net assets, beginning of the year

Net assets, end of the year

Affordable Housing Opportunity Sites RFQ / P
Exhibit H: FORMAT OF PORTFOLIO SUMMARY

Provide information for at least five recent housing projects completed by members of development team.

Project Name	
Total	
Units	
City/State	
Total Development Cost	
Cost Per Unit	
List Financing Sources Above \$500,000	
Affordability Levels	
Project Type (Permanent Supportive, Family, Seniors, Disabled/Special Needs, Mixed Income, For Sale, Other)	
Development Team Members	
Architect	
Contractor	
Property Manager	
Service Provider, if any	
Sustainable Features	
Time to Complete	
Completion Date	

Note: An excel version of this document is available on LABAVN.

Affordable Housing Opportunity Sites RFQ/P
Exhibit I: LOS ANGELES BUSINESS ASSISTANCE VIRTUAL NETWORK
INSTRUCTIONS

Document Access:

Documents for the RFQ/P will be uploaded to LABAVN, which is the Los Angeles Business Assistance Virtual Network: <http://www.labavn.org/>. Once you have registered, the Affordable Housing Opportunity Sites RFQ/P will appear as an option. At the bottom of the Summary page is the link to the Documents.

The Affordable Housing Opportunity Sites RFQ/P is only available to businesses that have selected specific NAICS codes. One of the codes you select must match a code listed below, or you will not be able to access the RFQ/P and supporting documents.

Affordable Housing Opportunity Sites Selected NAICS Codes for LABAVN:

236115: New Single-Family Housing Construction (except Operative Builders)
236116: New Multifamily Housing Construction (except Operative Builders)
236117: New Housing Operative Builders
236220: Commercial and Institutional Building Construction
531210: Offices of Real Estate Agents and Brokers
531311: Residential Property Managers
531312: Nonresidential Property Managers
531390: Other Activities Related to Real Estate
541310: Architectural Services
541320: Landscape Architectural Services
541330: Engineering Services
813319: Other Social Advocacy Organizations
813410: Civic and Social Organizations
925110: Administration of Housing Programs
925120: Administration of Urban Planning and Community and Rural Development

Contact City staff at affordablehousing.rfqp@lacity.org if you have any questions regarding the registration process.

Required Forms:

Once registered, under Company Profile, there is a link for Compliance Documents. The following forms are available there:

Form C: Equal Benefits Compliance Form
Form G: Slavery Disclosure Ordinance Form

Affordable Housing Opportunity Sites RFQ/P
Exhibit J: SAMPLE EXCLUSIVE NEGOTATING AGREEMENT

Exclusive Negotiation Agreement

This AGREEMENT is made as of the Effective Date (defined in Section 14 below) by and between _____ (DEVELOPER) and the Los Angeles Housing and Community Investment Department (HCIDLA).

RECITALS

A. The City of Los Angeles currently owns the property consisting of _____ () parcels located near the intersection of _____ and _____ in the City of Los Angeles, as more particularly described on the legal description attached hereto as Exhibit "A" ("Site") consisting of Parcel _____, at address _____, Assessor Parcel Number: _____, containing approximately _____ square feet and Parcel _____, at address _____, Assessor Parcel Number: _____, containing approximately _____ square feet. Parcel _____, at address _____, Assessor Parcel Number: _____, containing approximately _____ square feet.

B. In response to a Request for Qualifications (RFQ) issued by HCIDLA, the DEVELOPER has submitted qualifications for a development project ("Project") at this Site (DEVELOPER's Submission).

C. The qualifications submitted by DEVELOPER best support the type of affordable housing development conceptually envisioned by the City of Los Angeles.

D. On _____, 2016 the Los Angeles City Council approved (Council File: _____) the selection of the DEVELOPER for the purpose of creating, in conjunction with City and community stakeholders, a full development plan for the project leading to negotiating the terms of a Development and Disposition Agreement ("DDA") and/or ground lease ("Ground Lease") pertaining to the Site under a 360 day Exclusive Negotiation Agreement ("Agreement").

E. Together, HCIDLA and the DEVELOPER (collectively referred to as "Parties", or if referred to in the singular form "Party") desire to negotiate exclusively for the development of the Project at the Site.

The Parties agree to negotiate exclusively and in good faith to enter into a DDA and/or a Ground Lease upon the following terms and conditions.

1. Agreement to Negotiate Exclusively: Good Faith Negotiations HCIDLA agrees that, during the Negotiation Period (as defined in Section 2 below) and provided that DEVELOPER is not in default of its obligations under this Agreement (subject to reasonable notice and opportunity to cure such default), HCIDLA shall negotiate exclusively and in good faith with DEVELOPER, with respect to a DDA and/or Ground

Lease to be entered into between HCIDLA and DEVELOPER concerning the rights and obligations of each respective Party concerning the development of the Site. During the negotiation period, HCIDLA shall not solicit or entertain offers or submissions from other third parties concerning the Site. DEVELOPER acknowledges, however, that HCIDLA may, from time to time, be contacted by other developers respecting the Site and that such contact is expressly permitted so long as HCIDLA initiates or furthers the contact and HCIDLA indicates to such other developers that HCIDLA has executed this Agreement with DEVELOPER and that HCIDLA is unable to: (1) discuss anything concerning the Project; (2) discuss anything concerning these negotiations; (3) entertain any other offer or submissions; or (4) negotiate with any other developer until this Agreement expires or is terminated, as provided in Section 2 below.

The Parties agree, in consideration of this Agreement, to negotiate in good faith with each other with respect to the terms and conditions as set forth in the RFQ and the proposed project to be included in the DDA and/or Ground Lease and to cooperate in the preparation thereof. The Parties shall provide each other with any information regarding the Site or Project that may be reasonably requested by any other Party.

2. Period of Negotiation

The Parties agree to negotiate in good faith for a period of 360 days from the Effective Date, as defined in Section 14 hereof (the "Negotiation Period"). If the Parties have not agreed upon the form of a draft DDA and/or the Ground Lease to be delivered to The City Council and Mayor by such date, then this Agreement shall automatically terminate provided, however, that if prior to the expiration of the Negotiation Period, the Parties have not agreed upon the form of a draft DDA and/or Ground Lease satisfactory to the Parties to be delivered to The City Council and Mayor, then the Parties may mutually agree to extend the term of this Agreement for an additional period of up to 90 days. If the Parties cannot agree upon such an extension, this Agreement shall automatically terminate.

The Negotiation Period may be extended only by written agreement between the Parties and HCIDLA shall have the right to thereafter develop or dispose of the Site as it shall determine appropriate in its sole and absolute discretion.

This Agreement may also be terminated if the Parties agree in writing that a successful consummation of the negotiations is impossible.

3. Test and Surveys

During the Negotiation Period, DEVELOPER shall conduct such tests, surveys, and other analyses as the DEVELOPER deems necessary to determine the feasibility of designing, constructing, leasing and financing the Project and shall complete such tests, surveys, and other analyses promptly within the Negotiation Period. For these purposes, HCIDLA shall provide to DEVELOPER, its agents and/or representatives, the right to enter onto the Site and to conduct such tests, surveys, and other procedures ("Tests"). DEVELOPER shall take all necessary effort to ensure that such Tests shall not unreasonably alter the condition of the Site, or other HCIDLA activities on the Site. DEVELOPER shall indemnify and hold harmless the City of Los Angeles ("City"), and its departments (HCIDLA), its Boards, Officers, agents, employees, assigns, and

successors in interest from and against all suits and causes of action, claims, losses, demands and expenses, including but not limited to, attorney's fees (both in house and outside counsel) and cost of litigation (including all actual litigation costs incurred by the City, including but not limited to, costs of experts and consultants), damages or liability of any nature whatsoever, for death or injury to any person, including DEVELOPER's and any contractor's and subcontractor's employees and agents, or damage or destruction of any property of any property of the Parties hereto or of third parties, arising in any manner by reason of the negligent acts, errors, omissions or willful misconduct incident to any such entry on the Site by DEVELOPER, its agents or representatives, provided that such indemnity shall not relate to existing Site conditions that differ substantially from existing plans and drawings, and could not have been discovered by reasonable visual inspection or reasonable and typical non-intrusive tests prior to any intrusive testing. DEVELOPER shall present HCIDLA with evidence of a general liability insurance policy in an amount of at least \$1 million, naming the City of Los Angeles as an additional insured. The insurance policy shall cover all liability and property damage arising from DEVELOPER's employees' presence on the Site during Tests. Any destruction or alteration of site features or surfaces resulting from the tests shall be fully replaced at the full expense of the Developer within ten (10) business days.

4. Essential Terms

A. DDA. DEVELOPER's rights and obligations shall be specifically set-forth in the DDA and shall include without limitation all of the following:

- 1) Project Description;
- 2) Scope of Development;
- 3) DEVELOPER Site Inspection rights;
- 4) The financial relationships between the parties
- 5) Method of land transfer and ownership rights over specific Improvements
- 6) Design and construction of the Project, including HCIDLA review, approval, and inspection rights, and DEVELOPER assurances;
- 7) Deposits and Costs Reimbursements;
- 8) Schedules of Performance, including effect of change;
- 9) Restrictions on Transfers;
- 10) Covenants to enter into ground lease and other required agreements;
- 11) Escrow provisions, including title, deliveries to escrow, conditions to close of escrow and delivery of Site, parts thereof;
- 12) Insurance and Indemnity;
- 13) Defaults, remedies and termination;
- 14) Encumbrances and rights of lenders;
- 15) Agreement on all other matters necessary to reach a full comprehensive agreement; and

16) Restrictions on use of Site.

B. Ground Lease. The Ground Lease shall include, without limitation, provisions relating to all of the following:

- 1) Demise of the premises, including conditions, exceptions, representations and warranties;
- 2) Term, including options and extensions, if any;
- 3) Payment for Ground Lease based generally on the structure proposed in the original RFQ response, taxes and other charges (including appropriate security and bonds);
- 4) Restrictions on Transfers;
- 5) Encumbrances and rights of lenders;
- 6) Possessions, use, subleasing, operations, maintenance and compliance with laws;
- 7) Construction of improvements and operations, including HCIDLA inspection and approval rights, and environmental matters;
- 8) Insurance, indemnity, damage, destruction and eminent domain;
- 9) Default, cure, dispute, remedies;
- 10) Termination and surrender of Site; and
- 11) Administrative provisions.

5. Development Goals for Site

- a) Coordinate with HCIDLA on the development and leasing of the Site.
- b) Provide for rental housing opportunities to low income individuals, families and/or homeless.
- c) Ensure that all uses on the Site are consistent with the local jurisdiction's adopted land use plans.
- d) Create a development which increases mobility, economic development (including job creation), and meets other community needs.
- e) Design of a development that meets community needs and standards.

6. Topics for Negotiation

In addition, or as supplement to the Essential Terms, as described in Section 4, the topics for negotiation (to the extent of, and as limited by the terms of the Submission) shall include, among other things:

- a) Project assembly [e.g. re-subdivision of Site, maintaining current subdivision of Site, etc.];
- b) Structure of the transaction [include, e.g. structure of Ground Lease or leases, sales, exchanges, easements, as applicable];
- c) Method of calculating value and paying for Ground Lease based generally on the structure proposed in the original RFQ response;

- d) The terms of the proposed DDA, Ground Lease and other agreements as described in Section 4 above;
- e) Availability of the Site to the DEVELOPER;
- f) Proposed land uses and appropriate assurances regarding the continued use of the Project improvements for their original intent;
- g) Site layout and conceptual architectural and urban design plans;
- h) HCIDLA's requirements upon DEVELOPER to ensure long-term affordability of rental units;
- i) Permanent financing plan, including strategy as it relates to HCIDLA's Managed Pipeline;
- j) Aesthetic considerations;
- k) Quality and type of construction;
- l) DEVELOPER's responsibility to obtain environmental clearances, entitlements, and project financing;
- m) Terms of DEVELOPER's construction financing and HCIDLA's right to approve same; and
- n) Project schedule and any other considerations necessary to fully implement the proposed Project in a timely fashion.

7. Deposit

Prior to and as a condition precedent to the execution of this Agreement by HCIDLA DEVELOPER shall submit to HCIDLA a good faith non-refundable site control fee ("SITE CONTROL FEE") in the amount of _____ (\$_____) in the form of cash or certified check to subsidize holding costs.

8. Broker's Fees

The Parties represent and warrant to each other that no broker or finder has been engaged, or is in any way connected with the transactions contemplated by this Agreement. In the event any claim for brokers' or finders' fees is made in connection with the transaction contemplated by this Agreement, the Party upon whose statement, representation or agreement the claim is made shall indemnify, hold harmless and defend the other Parties from and against such claims.

9. Assignment

As a condition to any proposed assignment of this Agreement, DEVELOPER shall be required to make full disclosure to HCIDLA of the principals, officers, stockholders, partners, etc., and all other reasonable pertinent information concerning the assignee of DEVELOPER and its associates.

Except as to an assignment to an entity wholly controlled or wholly owned by DEVELOPER or a limited partnership in which DEVELOPER or an affiliate is a general partner, for which HCIDLA's consent is not required, no assignment by DEVELOPER of its rights and obligations hereunder shall be made without the express written consent of HCIDLA, which consent shall be given or withheld at the sole discretion of HCIDLA. Upon any permitted assignment by Developer of its rights and obligations hereunder, DEVELOPER and the permitted assignee shall execute a written assignment

agreement and the succeeding entity shall be deemed DEVELOPER for all purposes under this Agreement. Notwithstanding anything which may be or appear to be herein to the contrary, no assignment hereof by DEVELOPER shall relieve DEVELOPER of its obligations under this Agreement unless specifically agreed to in writing by HCIDLA.

DEVELOPER shall along with any request for approval of any assignments hereof, deliver to HCIDLA the most recent financial statement and/or the financial statements of the assignee. HCIDLA understands and acknowledges the proprietary nature of said information and, to the extent permitted by law, agrees not to disclose said information to any person or entity other than representatives of HCIDLA or their consultants, having a need to know.

HCIDLA shall not assess a fee for its approval or any assignment, except to the extent that it incurs direct third party expenses, consultant or legal fees related to approval of the assignment in which event the fee shall not exceed the total of the direct costs incurred by HCIDLA related to approval of the assignment.

10. HCIDLA Obligations

During the Term of this Agreement, HCIDLA shall deliver, within 15 days of receipt of written request thereof, any existing HCIDLA information, studies, reports, site and construction plans or other documents which DEVELOPER may reasonably request to facilitate the Project design without cost or expense to DEVELOPER. The Parties shall cooperate to ensure timely review and revision of any DEVELOPER documents or plans.

This Agreement is an agreement to enter into a period of exclusive negotiations according to the terms hereof. HCIDLA expressly reserves the right to decline to enter into a DDA and/or a Ground Lease in the event the Parties fail to negotiate either agreement to the satisfaction of HCIDLA. Except as expressly provided in this Agreement, HCIDLA shall have no obligations or duties hereunder and no liability whatsoever in the event the Parties fail to timely execute a DDA as long as they negotiate exclusively in good faith and cooperate in the preparation of the DDA and/or Ground Lease in accordance with Section 1 above.

Developer acknowledges and agrees that HCIDLA has not agreed to fund, subsidize or otherwise financially contribute in any manner toward the development of the Project other than those representations contained in the HCIDLA RFQ.

By its execution of this Agreement, HCIDLA is not committing to or agreeing to undertake: (i) disposition of land to DEVELOPER; or (ii) any other acts or activities requiring the subsequent independent exercise of discretion by HCIDLA, other than their good faith obligation to negotiate exclusively with DEVELOPER as provided herein.

The Parties recognize that one or more of the conditions to DEVELOPER's submission set forth herein may fail to be met as a result of subsequent studies, reviews and proceedings invoking the exercise of discretion by HCIDLA or any public agency having regulatory jurisdiction. DEVELOPER shall bear all costs incurred as a result of compliance with the California Environmental Quality Act and the National Environmental Policy Act relating to Developer's joint development of the Project; including, but not limited to, preparation of an environmental report or any other required studies or documents.

11. Non-Liability of City Officials and Employees

Without limiting the provisions set forth herein, no member, official, representative, director, attorney, or employee of HCIDLA shall be personally liable to DEVELOPER or any successor in interest, in the event of any default or breach by HCIDLA or any obligations under the terms of this Agreement, or of any amount which may become due to DEVELOPER or to its successor under the terms of this Agreement.

12. Plans, Reports, Studies and Investigation

Upon written request by HCIDLA, DEVELOPER shall provide the requesting agency, without cost or expense to that agency and without representation or warranty, copies of all plans, reports, studies, or investigations (collectively, "Plan") prepared by or on behalf of DEVELOPER which the DEVELOPER owns or has the copyrights to with respect to the Site and the Project. All Plans shall be prepared at DEVELOPER's sole cost and expense, and DEVELOPER agrees to indemnify, defend and hold harmless the City of Los Angeles, its departments (HCIDLA), and its members, representatives, employees, officials, directors, attorneys, successors and assigns (collectively, "Representatives") from losses, liability, claims, causes of action, injury or expense, including without limitation, reasonable attorneys' fees and costs (collectively, "Loss and Liabilities") arising from or in any way related to the cost of preparation of such Plans.

13. Developer's Responsibilities

Without limiting any other provision of this Agreement, during the period of negotiations hereunder, DEVELOPER, at its sole cost and expense, shall prepare and submit the following documents and perform the following acts all in furtherance of the negotiation process:

A. Submissions. HCIDLA and all agencies having regulatory jurisdiction will require planning and design approval for the Project. DEVELOPER shall meet with representatives of HCIDLA to review and come to a clear understanding of the planning and design criteria required by these agencies. DEVELOPER, within 180 days after execution of this Agreement (subject to receipt of all plans and studies requested by DEVELOPER of HCIDLA pursuant to Section 10), shall submit to HCIDLA the following:

- a) Evidence of control or acquisition plan of any properties not owned by HCIDLA but considered essential to the Project. Evidence shall be in the form of letters of intent from each of the owners stating commitment of land, economic terms and cost basis as well as a detailed action plan and schedule relating to the acquisition of the properties.
- b) Revised or updated Project design concept plan, including a site plan and sections as necessary to describe the proposed scope and schedule.
- c) Project development schedule including milestones for site control, financing commitments, design, environmental/entitlement, construction and completion.
- d) Financing plan/economic projection for the Project. The financing plan shall include a detailed statement of the overall estimated costs of construction and, to the extent it is then available: a) the source and availability of equity capital; and b) construction and long-term development financing. The economic projection shall estimate income to be derived from the Project, and operating costs and debt service shall include a pro forma statement of Project return adequate to enable HCIDLA to evaluate the economic

feasibility of the proposed development of the Project. Prior to expiration of the Negotiation Period, DEVELOPER shall update the financing plan to include the source and availability of equity capital, construction and long-term financing if not previously included in the plan.

e) Proposed term sheet for the Ground Lease (if applicable). The submission shall include without limitations

1. Term, including any options,
2. Rent amount,
3. Recognition of costs, if any, incurred by or for the benefit of any party to achieve design objectives or construction interfaces;
4. Description of any reciprocal access rights related to the common use areas; and
5. The general terms upon which DEVELOPER may enter into subleases.

B. Cost Disclosure: To support negotiation of the Ground Lease, the DEVELOPER agrees to disclose to HCIDLA all costs and revenue projections for the proposed Project, including the terms under which the DEVELOPER has been able to obtain control of any other adjacent properties to be included in the Project.

C. Further Information: HCIDLA reserve the right at any time to request from DEVELOPER additional or updated information including data, and commitments to ascertain the depth of the DEVELOPER's capacity and desire to lease and develop the Site expeditiously. HCIDLA will provide a reasonable time for DEVELOPER to submit to the respective agency such additional information.

14. Effective Date

The Agreement shall be deemed effective upon the date on which this Agreement is executed by all Parties, as evidenced by the date of the last signature on the signature pages hereto (the "Effective Date").

15. Entire Agreement

This Agreement represents the entire agreement of the Parties with respect to the matters set forth herein. This Agreement may not be amended except in writing signed by all the Parties hereunder.

16. Covenant Against Discrimination

DEVELOPER shall not discriminate against nor segregate any person, or group of persons on account of sex, race, color, age marital status, religion, handicaps, creed, national origin or ancestry in the sale, lease, sublease, transfer, use, occupancy, tenure, or enjoyment of the Site, nor shall the DEVELOPER establish or permit any such practice or practices of discrimination or segregation in the selection, location, number, use or occupancy of tenants, lessees, subtenants, subleases or vendees of the Site.

17. Notices

All notices required or permitted hereunder shall be delivered in person, by overnight courier, or by registered or certified mail, postage prepaid, return receipt requested to

such party at its address shown below, or to any other place designated in writing by such Party.

DEVELOPER: Name, Address, City, State, Zip

Attention:

HCIDLA: City of Los Angeles

Any such notice shall be deemed received upon delivery, if delivered personally or by FAX or email, (1) the next business day after delivery by a courier, if delivered by courier, and three (3) days after deposit into the United States Mail, if delivered by registered or certified mail.

IN WITNESS WHEREOF, HCIDLA AND DEVELOPER have signed this Agreement as of the dates set forth below.

By: _____
City of Los Angeles

By: _____
Approved as to form:
MICHAEL N. FEUER
City Attorney

By: _____

DEVELOPER

By: _____

DEVELOPER

REQUIRED FORMS

Forms A through I must be executed and included in response to the RFQ/P. A form must be submitted for each entity within the ownership structure, other than the limited partner, if any. Failure to provide all the forms, or all the information within each form, may lead to disqualification. All required forms are available on LABAVN. All forms should be printed and packaged with the rest of the submission as outlined in the Submission Requirements Section VII.

REQUIRED FORM	
Form A: Proposer Workforce Information	
Form B: N/A	
Form C: Equal Benefits Compliance Form: (i) EBO Summary, (ii) Instructions for completing EBO forms, (iii) EBO Compliance Form, (iv) Application for Reasonable Measure, and (v) Application for Provisional Compliance.	
Form D: Contractor Responsibility Questionnaire	
Form E: Bidder Certification CEC Form 50	
Form F: Bidder Contributions Form CEC 55	
Form G: Slavery Disclosure Ordinance Form	
Form H: N/A	
Form I: List of Subcontractors	
The following forms will be required ONLY if your firm is selected for the Pre-Qualified List. DO NOT SUBMIT AT THIS TIME	
Form J: CA Iran Contracting Act of 2010 Affidavit	
Form K: Living Wage Ordinance and Service Contractor Worker Retention	
Form L: Living Wage Ordinance Exemption	
Form M: Child Support Obligations	
Form N(i): Credit Authorization Form- Business Credit Report Form	
Form O(ii): Credit Authorization Form-HCIDLA Credit Authorization Form	
Form P: Form Letter Regarding Davis-Bacon and State Prevailing Wage Requirements	
Form Q: Certification Regarding Ineligibility, Suspension, and Debarment (Executive No. 12549)	
Form R: Certification and Disclosure Regarding Pending Litigation	
Form S: Certification and Disclosure Regarding Previous Bankruptcies	
Form T: Certification and Disclosure Regarding Defaults and Disclosures	
Form U: Certification and Disclosure Regarding Lobbying (not required for contracts under \$100,000).	
Form V: Certificate Regarding Drug-Free Workplace Act Requirements, if applicable	
The following information and forms will ONLY be required with the execution of an exclusive negotiation agreement. DO NOT SUBMIT AT THIS TIME	
Corporate Documents: All Developers who are organized as a corporation or a limited liability company are required to submit a Secretary of State Corporate Number, a copy of its By-Laws, a current list of its Board of Directors, and a	

Resolution of Executorial Authority with a Signature Specimen.
Proof of IRS Number (W-9): All Developers are required to complete and submit Proof of IRS Number (W-9) Form.
City Business License Number: All Developers are required to submit one copy of their current City of Los Angeles Business License, Tax Registration Certificate or Vendor Registration Number. To obtain a Business Tax Registration Certificate (BTRC) call the City Clerk's Office at (213) 473-5901 and pay the respective business taxes. The address is as follows: City of Los Angeles, City Hall, Room 101, Office of Finance, Tax and Permit Division, 201 North Main Street, Los Angeles, CA 90012.
Insurance Certificates: Developers may be required to maintain insurance at a level to be determined by the City's Risk Manager, with the City named as an additional insured. Developers who do not have the required insurance should include the cost of insurance in their bid. Developers will be required to provide insurance at the time of contract execution.
Business Inclusion Program / MBE/WBE/OBE Outreach Forms: The Developer shall comply with the City's Business Inclusion Program requirements, identify sub-contracting opportunities and outreach to Minority Business Enterprises (MBE), Women Business Enterprises (WBE), Small Business Enterprises (SBE), Emerging Business Enterprises (EBE), Disabled Veteran Business Enterprises (DVBE), and Other Business Enterprises (OBE) sub-consultants. Developers with sub-contractors must perform outreach online 15 days prior to ENA execution contract signing date. Requirements must be completed on the Los Angeles Business Assistance Virtual Network (LABAVN), www.labavn.org .

ADDITIONAL INFORMATION FOR SELECT FORMS:

Form A – Workforce Information

Developers shall submit with their submission a statement indicating their headquarters address, as well as the percentage of their workforce residing in the City of Los Angeles.

Form B – Not Applicable

Form C – Equal Benefits Compliance Forms

Developers are advised that any contract awarded pursuant to this submission shall be subject to the applicable provisions of Los Angeles Administrative Code Section 10.8.2.1, Equal Benefits Ordinance (EBO). Developers shall refer to **Form C** for further information regarding the requirements of the Ordinance.

All Developers shall complete and return, with their submission, the Equal Benefits Ordinance Compliance Form (three (3) pages) contained in Form C. The Application for Reasonable Measures Determination (one (1) page) and the Application for Provisional Compliance (two (2) pages) have been included in Form C but should be submitted only if applicable. Unless otherwise specified in this procurement package, Developers do not need to submit supporting documentation with their submissions. However, supporting documentation verifying that the benefits are provided equally shall be required of the Developer that is selected for award of a contract.

The EBO forms included with this RFQ/P are as follows:

- EBO Summary: Questions and Answers (4 pages)
- Instruction for Completing EBO forms (1 page)
- EBO Compliance Form (3 pages)
- Application for Reasonable Measures Determination (1 page)
- Application for Provisional Compliance (2 pages)

Form D - Contractor Responsibility Ordinance

Every Request for Submission, Request for Bid, Request for Qualifications or other procurement process is subject to the provisions of the Contractor Responsibility Ordinance, Section 10.40 et seq. of Article 14, Chapter 1 of Division 10 of the Los Angeles Administrative Code, unless exempt pursuant to the provisions of the Ordinance.

This Ordinance requires that all Developers/Bidders complete and return, with their response, the responsibility questionnaire included in this RFQ/P as Form D. Failure to return the completed questionnaire may result in the Developer/Bidder being deemed non-responsive.

The Ordinance also requires that if a contract is awarded pursuant to this submission, that the Developer must update responses to the questionnaire, within thirty calendar

days, after any changes to the responses previously provided if such change would affect Developer's fitness and ability to continue performing the contract.

Pursuant to the Ordinance, by executing a contract with the City, the Developer pledges, under penalty of perjury, to comply with all applicable Federal, State and local laws in performance of the contract, including but not limited to laws regarding health and safety, labor and employment, wage and hours, and licensing laws which affect employees. Further, the Ordinance, requires each contractor to: (1) notify the awarding authority within thirty calendar days after receiving notification that any governmental agency has initiated an investigation which may result in a finding that the contractor is not in compliance with Section 10.40.3 (a) of the Ordinance; and (2) notify the awarding authority within thirty calendar days of all findings by a government agency or court of competent jurisdiction that the contractor has violated Section 10.40.3 (a) of the Ordinance.

Form E - Municipal Lobbying Ordinance CEC Form 50

The Proposer shall submit the applicable Municipal Lobbying Ordinance Compliance Form – Bidder Certification CEC Form 50.

Form F - Municipal Campaign Finance Ordinance CEC Form 55

Bidders must submit a CEC Form 55 to the awarding authority at the time the response is submitted. Additional information regarding these restrictions and requirements may be obtained from the City Ethics Commission at (213) 978-1960 or ethics.lacity.org.

Form G - Slavery Disclosure Ordinance

Unless otherwise exempt, in accordance with the provisions of the Slavery Disclosure Ordinance, any contract awarded pursuant to this RFQ/P will be subject to the Slavery Disclosure Ordinance, Section 10.41 of the Los Angeles Administrative Code.

Form H – Not Applicable

Form I - Subcontractors

If a Developer will have subcontractors in the project, a list of the subcontractors must also be submitted with the submission.

Form J - Iran Contracting Act of 2010 Compliance Affidavit

In accordance with California Public Contract Code Sections 2200-2208, all bidders submitting submissions for, entering into, or renewing contracts with the City of Los Angeles for goods and services estimated at \$1,000,000 or more are required to complete, sign, and submit the "Iran Contracting Act of 2010 Compliance Affidavit" (Form J).

Form K and L – Living Wage Ordinance / Service Contractor Worker Retention Ordinance

Unless approved for an exemption, contractors under contracts primarily for the furnishing of services to or for the City and that involve an expenditure or receipt in excess of \$25,000 and a contract term of at least three (3) months, lessees and

licensees of City property, and certain recipients of City financial assistance, shall comply with the provisions of Los Angeles Administrative Code Sections 10.37 et seq., Living Wage Ordinance (LWO) and 10.36 et seq., Service Contractor Worker Retention Ordinance (SCWRO). Developers shall refer to Form K “Living Wage Ordinance and Service Contractor Worker Retention Ordinance” for further information regarding the requirements of the Ordinances.

Developers who believe that they meet the qualifications for one of the exemptions described in the LWO List of Statutory Exemptions shall apply for exemption from the Ordinance by submitting with their submission the Contractor Application for Non-Coverage or Exemption. The List of Statutory Exemptions and the Application for Non-Coverage or Exemption are included in the Form L.

The forms included with this RFQ/P are the LWO List of Statutory Exemptions and the LWO Application for Non-coverage or Exemption.

Form M - Child Care Policy

It is the policy of the City of Los Angeles to encourage businesses to adopt childcare policies and practices. Consistent with this policy, Developers shall complete and submit the “Child Care Policy Declaration Statement” with their contract (Form M). This is not required of sole proprietors.

Form N and O - Credit Authorization Form

Developers are required to submit a credit authorization form authorizing the City to conduct a credit check (Form N & Form O).

Form P - Davis-Bacon and State Prevailing Wage Requirements

All selected Developers must abide by applicable labor wages including the Federal Davis-Bacon and/or California’s Prevailing Wage and Equal Opportunity standards. Developers must submit Form P - Form Letter Regarding Davis-Bacon, which certifies that the Developer will comply with all applicable Davis-Bacon and/or Prevailing Wage Requirements.

Developers who have a track record of trying to avoid the payment of Davis-Bacon or State Prevailing wages, or who have been referred to the Department of Labor, the Department of Housing and Urban Development, California Labor Commission or any other enforcement agency will be disqualified. Additionally, any project which does not submit construction costs at the applicable Davis-Bacon/Prevailing wage level will also be disqualified.

Form U - Certification and Disclosure Regarding Lobbying

This is not required for contracts under \$100,000. Developer shall also file a Disclosure Form at the end of each calendar quarter during which any event requiring disclosure occurs, or which materially affects the accuracy of the information contained in any previously filed Disclosure Form.