



City of Los Angeles

Request for Qualifications

To design, build, finance, operate, and maintain the Los Angeles Street Civic Building Project through a public-private partnership agreement

April 1, 2019

KEY DATES	
Event	Date
RFQ Issuance	April 1, 2019
Pre-SOQ Conference	April 12, 2019 1 p.m. to 2:30 p.m. (Pacific Time)
Deadline for questions regarding the RFQ	April 26, 2019
Deadline for release of responses regarding the RFQ and any addenda	May 17, 2019
SOQ Due Date	May 28, 2019, no later than 2 p.m. (Pacific Time)

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PART A
Request for Qualifications

1. **DEFINED TERMS**

"Affiliate" means any of the following:

- (a) Any person or entity which directly or indirectly through one or more intermediaries controls, or is controlled by, or is under common control with, a member of the Respondent team or any of its shareholders, members, partners, or joint venture members;
- (b) Any entity for which 10% or more of the equity interest in such entity is held directly or indirectly, beneficially or of record by (i) a member of the Respondent team, (ii) any of the members, partners, or joint venture members of a member of the Respondent team, or (iii) any Affiliate of a member of the Respondent team under clause (a) of this definition; or
- (c) Any entity for which 10% or more of the equity interest in such entity is held directly or indirectly, beneficially or of record by a member of the Respondent team's shareholders other than shareholders whose only interest in the member is in the form of publicly traded stock.

For purposes of this definition, the term "control" means the possession, directly or indirectly, of the power to cause the direction of the management of an entity, whether through voting securities, by contract, family relationship or otherwise.

"Business Day" means any day that is not a Saturday, a Sunday, a City of Los Angeles public holiday, a State of California public holiday, or a US federal public holiday.

"City" has the meaning given to this term in Part A, Section 2.1 (*Overview of the Opportunity*).

"Equity Member" means a Respondent team member that will directly make first loss risk capital contributions into the Project Company (in cash or through the use of shareholder loans, letters of credit, or other instruments) as part of the financial plan for the Project and will directly hold an ownership interest (legal and beneficial) in the Project Company (whether as a member, partner, joint venture member, or otherwise).

"Final Environmental Impact Report" means the document prepared pursuant to the California Environmental Quality Act, identified by State Clearinghouse No. 2012051030, and approved by the Los Angeles City Council as evidenced by a Notice of Determination dated March 30, 2017 (Council File 14-1604¹).

"General Fund" means the primary operating fund of the City as further described in Part A, Section 4.6 (*Source of Funding Availability Payments*).

"Guarantor" means an entity that intends to provide financial resources, human resources, and other support to an Equity Member or a Lead Contractor to assist in delivering the Project and has submitted financial statements in accordance with 1.SR-4 or 2.SR-1, as applicable.

"Key Personnel" means the positions and corresponding individuals that are critical to successful Project delivery, as identified by the Respondent on Form 1.SR-7 (Part C, Form E),

¹ <https://cityclerk.lacity.org/lacityclerkconnect/index.cfm?fa=ccfi.viewrecord&cfnumber=14-1604>

Form 2.SR-5 (Part C, Form D), Form 3.SR-3 (Part C, Form D), and Form 4.SR-3 (Part C, Form D).

“Lead Contractor” means the Respondent team member, whether a single entity, a joint venture, or group of entities, primarily responsible for the construction of the Project.

“Lead Designer” means the Respondent team member, whether a single entity, a joint venture, or group of entities, primarily responsible for the design and engineering of the Project.

“Lead O&M Provider” means the Respondent team member, whether a single entity, a joint venture, or group of entities, primarily responsible for operations and maintenance (facility management) obligations of the Project.

“Preferred Respondent” means the Respondent selected to enter into a Project Agreement with the City.

“Project” has the meaning given to this term in Part A, Section 2.1 (Overview of the Opportunity).

“Project Agreement” has the meaning given to this term in Part A, Section 2.1 (Overview of the Opportunity).

“Project Company” means the entity that executes the Project Agreement with the City, which may be the Preferred Respondent or a new entity established by the Preferred Respondent for this purpose.

“Project Design Guidelines” has the meaning given to this term in Part A, Section 7.6 (Design/Aesthetics).

“Project Documents” has the meaning given to this term in Part A, Section 5.4 (Project Documents).

“Project Labor Agreement” has the meaning given to this term in Part A, Section 2.9 (Project Labor Agreement).

“Project Site” has the meaning given to this term in Part A, Section 2.5 (Project Site).

“Procurement Website” means the Los Angeles Business Assistance Virtual Network (BAVN) at <https://www.labavn.org/>. Information about the Project is also available at <https://civiccenterprojects.lacity.org>.

“Proposal” means the proposal submitted by a Short-Listed Respondent in response to the RFP.

“Respondent” means a company, team, joint venture, partnership, or consortia that submits an SOQ in response to this RFQ.

“RFP” means the request for proposals issued by the City, if any, used to solicit proposals for the Project and to provide the requirements for preparation of the Proposal.

“RFQ” means this Request for Qualifications to design, build, finance, operate, and maintain the Los Angeles Street Civic Building Project through a public-private partnership agreement, including exhibits, and all addenda thereto.

"RFQ Procurement Contact" means Mr. Reza Bagherzadeh, Principal Civil Engineer, P.E.; Program Manager, Civic Center Development Division; email: eng.civicbuilding@lacity.org.

"Short-Listed Respondents" means the Respondents submitting SOQs who are determined by the City, based on a review and evaluation of SOQs, to be responsible and responsive Respondents that are most qualified to submit Proposals.

"SOQ" means the statement of qualifications submitted by a Respondent in response to this RFQ.

"SOQ Due Date" means May 28, 2019, no later than 2 p.m. (Pacific Time).

2. INTRODUCTION

2.1 Overview of the Opportunity

The City of Los Angeles, Department of Public Works, Bureau of Engineering ("**City**") is pleased to present this Request for Qualifications (RFQ) to Respondents interested in submitting statements of qualifications (SOQs) to design, build, finance, operate, and maintain the Los Angeles Street Civic Building Project (the "**Project**").

The City intends to later issue, to the Short-Listed Respondents, a Request for Proposals (RFP) to enter into an availability payment concession pursuant to a public-private partnership agreement ("**Project Agreement**"). More details about the procurement process can be found in Part A, Section 2.10 (Procurement Process).

The Project consists of a new civic facility at 150 North Los Angeles Street, Los Angeles, California, 90012. This site will be vacant upon commencement of construction. Documents can be accessed via Council File 14-1604 and will be available on the Procurement Website.

The City currently anticipates that the Project will include office space for City of Los Angeles departments, a conference center, public displays showcasing the historical significance of the Parker Center, a childcare center, and street-level commercial tenant space. The City anticipates a total building area of approximately 753,730 gross square feet. The City anticipates that the Project will also include outdoor open space and pedestrian connections between City Hall to the west and the Little Tokyo neighborhood to the east and south. The City also envisions that the Project will include approximately 1,173 underground parking spaces.

The Project allows for consolidation of several City of Los Angeles departments from other City-owned and City-leased properties and facilities that house critical municipal functions into one civic facility, within an accelerated timeframe.

The City is pursuing the following objectives for the Project:

- (a) Transfer of design-build risk and long-term facility operations and maintenance (O&M) risk to the private sector with an up-front availability payment concession under a hard-bid competitive procurement process aligning with the City's target schedule for delivery of the facility;
- (b) Preservation of the newly constructed asset such that the City can receive the asset at the end of an approximately 30-year operations term with a facility condition index of no less than 0.8, equivalent to a replacement value of no less than 80%;
- (c) Payments to the Project Company made upon occupancy readiness or substantial completion of the facility and based on facility performance; and
- (d) Ensure that the City's payment obligations do not impact the City of Los Angeles' debt limitation or its balance sheet; therefore, all payments will come from the General Fund.

The Project presents an attractive opportunity for the private sector for the following reasons:

- (e) The City of Los Angeles and key stakeholders are committed to the completion of the Project.
- (f) The Project is essential to the City of Los Angeles' plans to revitalize the Civic Center district.
- (g) The City of Los Angeles has created a business environment that is attractive to the private sector.

- (h) The City of Los Angeles has a long-term debt rating of Aa2 from Moody's Investors Service, AA from Standard and Poor's Global Ratings and Kroll Bond Rating Agency, and AA- from Fitch Ratings. All ratings have a stable outlook.
- (i) The anticipated availability payment public-private partnership structure provides a stable platform for risk sharing with the private sector.

2.2 **Civic Center Master Development Plan**

The implementation of the downtown Civic Center vision began with the Civic Center Master Development Plan (CCMDP), a conceptual facilities plan for the reuse and redevelopment of the downtown Civic Center area, approved by the Los Angeles City Council in March 2017 to be studied and analyzed as required under the California Environmental Quality Act. Additional information regarding the projects envisioned for the Civic Center area and the CCMDP can be accessed via Council File 15-0554² and will be available on the Procurement Website.

The CCMDP envisions the creation of a first-of-its-kind "civic innovation district," which will emphasize bringing together people and places, activating vibrant and inviting public open spaces, fostering urban and environmental sustainability, and designing flexible resilient buildings that will last. As envisioned in the CCMDP, a reimagined Civic Center will become known for its vibrant public realm and for contemporary architecture that enriches public life at the street level while forming a uniquely recognizable district that is respectful of City Hall's iconic status in the city's skyline.

To ensure that the Project supports the City's vision, the City anticipates establishing development and evaluation criteria for streets and open spaces, buildings and architecture, identity and wayfinding, and mobility and infrastructure, as further described in Part A, Section 7.6 (Design/Aesthetics).

The Project is aligned with the downtown Los Angeles vision adopted in the 2009 and 2014 Strategic Real Estate Plans. This vision set forth a 10- to 20-year long-term plan, with the following objectives:

- (a) Reduce reliance on leased office space,
- (b) Construct a new Civic Center office building to house City of Los Angeles staff,
- (c) Develop a comprehensive Civic Center Master Plan,
- (d) Reactivate City of Los Angeles-owned property that is currently underutilized,
- (e) Activate the public realm surrounding the Civic Center through the creation of vibrant and inviting public spaces, and
- (f) Define the architectural style for future construction in the Civic Center district through the development of a modern facility with excellent design quality.

2.3 **Purpose of the Project**

The Project is intended to serve as a tangible example of how a reactivated Civic Center can positively and dramatically reshape local urban development, connect city government with its constituents, and symbolize the sustainable identity of the metropolitan region. The desired

² <https://cityclerk.lacity.org/lacityclerkconnect/index.cfm?fa=ccfi.viewrecord&cfnumber=15-0554>

outcome for the Project is to develop a high-performance and resilient facility that is efficient and effective; cohesively integrates people, place, and technology; and supports the City of Los Angeles, its employees, and its residents.

The City's desired outcomes for the Project, which have significant benefits for a variety of stakeholders, are as follows:

- (a) Improve customer service by consolidating City of Los Angeles services that are dependent upon each other into one facility that is near other City of Los Angeles services.
- (b) Create a modern, efficient, and cutting-edge office environment that will promote high productivity and performance;
- (c) Support the City's sustainability initiatives by constructing a facility that meets or exceeds the City's mandate for green buildings, including the City of Los Angeles Green Building Code;
- (d) Realize asset management benefits by consolidating several City of Los Angeles departments from other City-owned and City-leased properties and facilities into one civic facility;
- (e) Implement procurement and design practices that showcase the City's commitment to supporting design excellence of the highest standard;
- (f) Reduce travel time for City of Los Angeles employees during the workday by relocating City of Los Angeles employees closer to City Hall; and
- (g) Ensure the health and safety of City of Los Angeles employees by providing a work environment that meets or exceeds current environmental, seismic, and fire/life safety regulations.

2.4 **Project Description**

The City currently anticipates that the Project will include the following:

- (a) A 15- to 29-story civic office facility for City of Los Angeles employees with a maximum height of 450 feet. The lower floors could form a continuous three- to five-story podium housing civic office space, a childcare center for use by City of Los Angeles staff, a conference center, and historical displays;
- (b) Underground parking, including loading dock (loading dock may be below grade or at grade if located at the interior of the site). The RFP will define the City's preferred technical solution for the parking (e.g., standard, automated, or hybrid);
- (c) Outdoor open space and pedestrian connections between City Hall to the west and the Little Tokyo neighborhood to the east and south; and
- (d) A dedicated space to house commercial retail tenants.

Additional details and refinements of the scope of the Project remain under development and will be included in the RFP.

See [Part A, Section 2.6](#) (*Building Components and Civic Facilities*) for additional details about the currently anticipated building components and civic facilities.

2.5 **Project Site**

A map of the anticipated site for the Project (the "**Project Site**") is provided in Part D, Exhibit A (Project Site). The City of Los Angeles owns the Project Site in fee simple.

The Project Company will have the right to enter, access, and occupy the Project Site sufficient to enable it to fulfill its obligations under the Project Agreement.

The City currently anticipates providing the Short-Listed Respondents with the following data with respect to the Project Site:

- (a) Initial geotechnical investigation report;
- (b) Environmental site assessment and limited soil and groundwater investigation;
- (c) Property survey, underground utilities survey, and legal description; and
- (d) Copies of previously published planning documents and other due diligence information.

Descriptions of the Project Site are general in nature, and more precise delineations will be included in the RFP.

2.6 **Building Components and Civic Facilities**

The City's current breakdown for the various building components and civic facilities is as follows:

- (a) Office space for approximately 3,000 City of Los Angeles employees;
- (b) Conference center for use internally by City employees and externally for special meeting events;
- (c) Public displays showcasing the historical significance of the Parker Center through engaging, interactive means;
- (d) Street-level commercial retail tenant space;
- (e) Childcare center; and
- (f) Underground parking for approximately 1,173 vehicles.

See Part D, Exhibit B (Project Massing Diagrams) for massing scenarios and additional context for the Project.

Additional details about the building components and civic facilities, as well as refinements to the currently anticipated details described above, will be included in the RFP.

2.7 **Procurement Model**

The City anticipates that the Project Company will design, build, finance, operate, and maintain the civic facility in return for scheduled availability payments from the City.

The details of this procurement model are discussed in more detail throughout this RFQ. Notwithstanding any other provision of this RFQ to the contrary, the City reserves the right to revise the scope of this procurement and the project delivery model.

2.8 **Procuring Agency, Approval Bodies**

The Bureau of Engineering will be the procuring agency for the Project and will serve as the project manager.

The Project will involve several different departments of the City of Los Angeles and approval bodies, including those involved in capital delivery and labor for City of Los Angeles projects, among others.

(a) Approval bodies are anticipated to include:

- Board of Public Works
- Municipal Facilities Committee
- Los Angeles City Council
- Mayor

(b) Departments anticipated to provide certain O&M services to the Project include:

- Department of General Services
- Information Technology Agency
- Police Department

2.9 **Project Labor Agreement**

All construction work for the Project will be subject to the City of Los Angeles, Department of Public Works, Project Labor Agreement 2015–2020 and the Public Works Infrastructure Stabilization Policy (collectively, as may be amended from time to time, the "**Project Labor Agreement**"), available on the Procurement Website. The Project Company will be required to comply with the terms of the Project Labor Agreement, including targeted hiring requirements; however, the Project Labor Agreement must not be construed as superseding California Labor Code requirements, nor any applicable federal, State of California, or local laws. The Respondents should be aware that there may be changes in laws after the effective date of the Project Labor Agreement. The Respondents are responsible for understanding current applicable laws affecting labor.

2.10 **Procurement Process**

The City intends, but is not bound, to select a group of Short-Listed Respondents that are determined, based on a review and evaluation of SOQs, to be responsible and responsive Respondents that are reasonably capable of being selected for award of the Project Agreement. The City's announcement of the Short-Listed Respondents will be made after obtaining required City approvals.

The process for the selection of the Short-Listed Respondents is described in Part A, Section 7 (Evaluation Process and Criteria). The Short-Listed Respondents will be selected based on the City's evaluation of the SOQs using the factors and criteria described in Part A, Sections 7.2 (Pass/Fail Review) and 7.3 (Qualifications Evaluation Criteria and Weighting). The City intends to identify a maximum of four Short-Listed Respondents.

The City anticipates proceeding in accordance with Los Angeles City Charter Section 371(b) and intends to negotiate and, in the sole discretion of the City of Los Angeles, approve award of a Project Agreement to the responsible and responsive Short-Listed Respondent whose Proposal is the most advantageous to the City and represents the lowest ultimate cost to the City. This process will involve the City approving issuance of the RFP to the Short-Listed Respondents, pursuant to which City will solicit additional information to be evaluated under the criteria described in Part A, Section 7.7 (RFP Procedure and Evaluation) and to be detailed in the RFP.

It is anticipated that the Preferred Respondent will enter into, or will form a single-purpose entity to enter into, a Project Agreement with the City.

2.11 Pre-SOQ Conference

The City will convene a Pre-SOQ Conference on the date in Part A, Section 2.12 (Procurement Schedule).

Attendance at the Pre-SOQ Conference is not mandatory but is strongly recommended. The Respondents may RSVP in writing, in compliance with the communications protocols in Part A, Section 8.1 (Improper Communications and Contacts), to the RFQ Procurement Contact no later than April 8, 2019. Due to the venue's size constraints, the Respondents are encouraged to limit their participation to a maximum of five representatives.

The Pre-SOQ Conference will be held at the following address:

Edward R. Roybal Board of Public Works Session Room 350
200 N Spring St, Los Angeles, CA 90012

2.12 Procurement Schedule

RFQ issuance	April 1, 2019
Last day to RSVP to the RFQ Procurement Contact for the Pre-SOQ Conference	April 8, 2019
Pre-SOQ Conference	April 12, 2019 1 p.m. to 2:30 p.m. (Pacific Time)
Deadline for questions regarding the RFQ	April 26, 2019
Deadline for release of any responses regarding the RFQ and any addenda	May 17, 2019
SOQ Due Date	May 28, 2019, no later than 2 p.m. (Pacific Time)
Evaluation of SOQs (may include oral presentations or interviews) and selection of the Short-Listed Respondents	June–September, 2019
As of the date of this RFQ, the City anticipates the following procurement activities and schedule, following announcement of the Short-Listed Respondents:	
Issue RFP to the Short-Listed Respondents	Q4, 2019
Issue final addendum to the RFP to the Short-Listed Respondents	Q1, 2020

Proposal due date	Q2, 2020
Proposal evaluation	Q3, 2020
Announcement of Preferred Respondent	Q4, 2020
Award and execution of Project Agreement	Q4, 2020

This schedule is subject to modification at the sole discretion of the City. The Respondents will be notified of any change in the schedule for the RFQ phase by an addendum to this RFQ.

3. **PROJECT STATUS AND PROJECT COMPANY RESPONSIBILITIES**

3.1 **Environmental**

The Final Environmental Impact Report for the Project was completed by the City pursuant to the California Environmental Quality Act and approved by the Los Angeles City Council as evidenced by a Notice of Determination dated March 30, 2017 (Council File 14-1604³). The environmental impacts associated with the Project and their respective mitigation measures are presented in the Findings of Fact and Statement of Overriding Considerations for the Los Angeles Street Civic Building Project. A copy of these documents can be found on the Procurement Website.

The Project Company will be responsible for implementation of the mitigation measures identified in the Final Environmental Impact Report. The City will process any addenda to the Final Environmental Impact Report required by actions of the City. The Project Agreement will provide further details regarding the allocation of responsibilities for environmental approvals and mitigation strategies.

3.2 **Permitting**

Upon award and execution of the Project Agreement, the Project Company will be responsible for continuing to advance, obtain, and maintain (including preparation of permit applications) all pending permits, and obtain and maintain all other necessary regulatory, environmental, building, and other permits (including any permit modifications) for the Project.

The Project Company's responsibilities will include compliance with all permit conditions included in any approvals, authorizations, determinations, and conditional permits for the Project. The Project Company will finalize all permit applications based on its proposed design and obtain final permits from relevant permitting agencies, including taking responsibility for any changes in permits and permit conditions arising out of the Project Company's design.

The Project Agreement will provide further details regarding permits and allocation of responsibility for securing permits.

3.3 **Site Conditions**

(a) Geotechnical

The City will undertake geotechnical investigation work in connection with the Project Site. The City will make any historical information it obtains and any new information it develops available to the Short-Listed Respondents on the Procurement Website.

³ <https://cityclerk.lacity.org/lacityclerkconnect/index.cfm?fa=ccfi.viewrecord&cfnumber=14-1604>

The City does not anticipate that the Respondents will need to conduct any geotechnical investigation to prepare and submit their SOQs in response to this RFQ.

If any Short-Listed Respondent desires additional geotechnical investigation prior to submittal of its Proposal, then that Short-Listed Respondent will need to coordinate with and obtain approval from the City prior to conducting any investigation. The procedure for conducting such additional investigation will be described in the RFP.

(b) Utilities

The City will make any historical information it obtains and any new information it develops available to the Short-Listed Respondents on the Procurement Website.

The City does not anticipate that the Respondents will need to conduct any utility investigations to prepare and submit their SOQs in response to this RFQ.

(c) Hazardous Materials

The City intends to undertake hazardous materials investigation work relating to the Project Site and will make such information available to the Short-Listed Respondents on the Procurement Website.

The City does not anticipate that the Respondents will need to conduct any hazardous material investigation to prepare and submit their SOQs in response to this RFQ.

3.4 **Third Parties**

(a) Utility Companies

The Project Company will be responsible for coordination with utility owners, obtaining utility agreements, and compliance with such utility agreements during the term of the Project Agreement. The Project Company will be responsible for performing or causing certain necessary utility relocations/adjustments to be performed in accordance with applicable standards and laws, and for the costs associated with utility relocations/adjustments, except to the extent the utilities are legally responsible for such costs or the City expressly retains such responsibilities in accordance with the Project Agreement. The Project Company will also be responsible for ensuring utility service to the Project.

The RFP will provide further details regarding utility relocations/adjustments and the responsibility for utility-related work.

(b) Governmental Agencies, Stakeholder Coordination

The RFP will describe the obligations of the City and the Project Company for coordination with all governmental agencies (including internal City of Los Angeles stakeholders) and third-party stakeholders.

(c) Other Due Diligence Activities

The City is assessing whether it will provide any additional information regarding the Project and Project Site conditions, or other due diligence beyond that provided in this RFQ. During the RFP process, the Short-Listed Respondents may be asked to provide input on this topic; however, the City is under no obligation to provide such additional information.

3.5 **Project Company Responsibilities**

The City currently anticipates that the general scope of the Project Company's responsibilities under the Project Agreement will be as follows, which will be more fully defined in the RFP:

- (a) *Design*: The Project Company will be responsible for the design of the Project and ensuring the design complies with the technical requirements. See Part A, Section 7.6 (Design/Aesthetics) for additional information regarding the development of design during the RFP process.
- (b) *Professional Services*: The Project Company will be required to provide professional services necessary to implement the Project.
- (c) *Construction*: The Project Company will be responsible for construction and commissioning of the Project.
- (d) *Permits/Approvals*: The Project Company will be responsible for obtaining permits and approvals necessary for construction of the Project, excluding certain approvals that the Project Agreement expressly indicates will be obtained by the City. See Part A, Section 3.2 (Permitting) for more information regarding the anticipated scope of permitting responsibilities for the Project.
- (e) *Finance*: The Project Company will be required to provide the financing necessary for the Project. See Part A, Section 4.2 (Anticipated Structure: Financial) and Part A, Section 4.3 (Anticipated Structure: Payments) for more information regarding the anticipated financial and payment structure for the Project.
- (f) *Life-Cycle Maintenance*: The Project Company will be responsible during the operations term of the Project for life-cycle maintenance (including repairs, rehabilitation, and scheduled upgrades or replacement of capital infrastructure, including ongoing routine maintenance) necessary to sustain the Project to the level of performance described in the performance requirements for the Project to be included in the RFP. See Part A, Section 3.7 (Operations and Maintenance) for more information regarding the anticipated scope of O&M responsibilities for the Project.
- (g) *Facility Management Services*: The Project Company will be required to provide certain operating and routine maintenance activities during the operations term of the Project, as described in the performance requirements for the Project to be included in the RFP. See Part A, Section 3.7 (Operations and Maintenance) for more information regarding the anticipated scope of O&M responsibilities for the Project.
- (h) *Utilities Management*: The Project Company will be responsible for management of utilities for the Project. See Part A, Section 3.4(a) (Utility Companies) for more information regarding the anticipated scope of utilities work for the Project.
- (i) *Handback*: The Project Company will be responsible for ensuring that the Project is returned to the City following the completion of the term of the Project Agreement in the condition specified in the handback requirements for the Project.
- (j) *Security*: The Project Company will be responsible for security of the new civic facility during construction.

In addition to the foregoing, the City is considering potential inclusion of additional services described below. The Respondents need not include team members for such services in their

SOQ, and no part of the evaluation of the SOQ will consider such services. To the extent that such services are included within the Project scope, any related details and requirements will be included in the RFP.

- (k) Ongoing obligations to update and refresh furniture, fixtures, and equipment;
- (l) Ongoing obligations to update information technology services;
- (m) Management of the commercial retail tenant space in the Project, subject to the City's approval of leases and oversight; and
- (n) Relocation services relating to the relocation of the anticipated occupants of the new civic facility from existing City of Los Angeles facilities.

3.6 **Design and Construction Standards**

The City anticipates including in the RFP the Project definition, a site plan, and sketches. All requests for deviations must follow the requirements in the RFP and Project Agreement.

3.7 **Operations and Maintenance**

At a minimum, the City anticipates that the Project Company will be responsible for performing the following life-cycle maintenance work for the term of the Project Agreement:

- (a) Repair, rehabilitation, and scheduled upgrade or replacement of capital infrastructure, including ongoing routine maintenance, for the civic facility's core building systems (e.g., mechanical, electrical, plumbing, vertical transportation, façade, roof).

Additional details regarding the Project Company's O&M responsibilities, including facility management services, will be included in the RFP.

Subject to Part A, Section 3.5(k) and (l) (*Project Company Responsibilities*), the City anticipates retaining certain O&M responsibilities for the term of the Project Agreement, including:

- (b) Custodial activities in the new civic facility after construction is completed;
- (c) Landscape maintenance of the new civic facility after construction is completed;
- (d) Providing all security and control access for the new civic facility after construction is completed; and
- (e) Ongoing obligations to update and refresh furniture, fixtures, and equipment;
- (f) Ongoing obligations to update and upgrade information technology systems; and
- (g) Operating parking services and spaces for use by the occupants of the new civic facility and public users.

4. **NATURE OF THE PROJECT AGREEMENT/CONTRACTUAL RELATIONSHIP, PROJECT FINANCING, AND OTHER KEY COMMERCIAL ISSUES**

4.1 **Anticipated Project Agreement**

The anticipated availability payment concession structure for the Project will, among other things:

- (a) Obligate the Project Company to:
 - (i) Design and build the civic facility,
 - (ii) Invest and provide financing for the civic facility,
 - (iii) Operate and maintain the civic facility; and
- (b) Grant the Project Company the right to receive availability payments according to an agreed schedule for a period of approximately 30 years after substantial completion of the civic facility (which will include the requirement, among other things, that the Project is available for use and occupancy), under the terms and conditions specified by the City in the Project Agreement.

A form of Project Agreement will be included in the RFP.

4.2 **Anticipated Structure: Financial**

The Project Company will be responsible for obtaining all financing necessary to fulfill its obligations under the Project Agreement. The Project Company's financing structure (to be provided as part of the RFP process) must include a combination of debt and first loss risk capital and comply with the RFP and the Project Agreement. For purposes of this RFQ, the City will also consider potential alternative financing structures proposed by the Respondents, provided that:

- (a) Such structures do not compromise the City's objectives for the Project, stated in Part A, Section 2.1 (*Overview of the Project Opportunity*); and
- (b) The Respondent can show evidence of successful precedents where such structures were implemented by them for similar projects under a hard-bid competitive procurement process. See Part A, Section 7.3(e) (*Project Approach*) for additional information.

4.3 **Anticipated Structure: Payments**

In consideration for the Project Company's performance of its design, construction, financing, operations, maintenance, and other obligations under the Project Agreement, the City will make availability payments to the Project Company in accordance with the Project Agreement. The payment structure is expected to include the following features:

- (a) The City will pay for the use of the Project from an appropriation to be requested for each fiscal period from the General Fund in an amount equal to the availability payments identified in the Project Agreement. See Part A, Section 4.6 (*Source of Funding Availability Payments*) for additional information;
- (b) The City will undertake the obligation to make scheduled availability payments to the Project Company according to an agreed schedule for a period of approximately 30 years after substantial completion and after the Project is available for use and occupancy, under the terms and conditions specified in the Project Agreement; and
- (c) The availability payments will be subject to deductions according to objective criteria and a formula for failure to make functional areas available for use, for other specified unavailability events, or for failure by the Project Company to meet specific performance requirements as identified in the Project Agreement.

The City is considering making payments to the Project Company for a portion of the Project costs upon completion of construction. The Project Agreement will set out the quantum of such payments, if any, and details including the conditions for payment, timing and manner of payment, and the relationship of the payments with the Project Company's financing.

4.4 **Inclusivity Requirements**

The City anticipates that, at a minimum, the City of Los Angeles Business Inclusion requirements will apply to the Project. The Business Inclusion and subcontractor outreach requirements will apply to the RFP phase. General information regarding the requirements is available at <https://bca.lacity.org/uploads/cca/ED-14.pdf>.

Additional inclusivity requirements may be included in the RFP.

4.5 **Performance Security, Insurance, and Indemnity**

The City anticipates that the Project Agreement will require the Project Company and/or its Lead Contractor to provide, at a minimum, payment and performance security, and insurance coverage in connection with the construction work. The City also anticipates that the Project Agreement will require the Project Company and/or its Lead Contractor to indemnify, defend, and hold the City of Los Angeles and related entities and persons harmless against third-party and other claims as specified in the Project Agreement. Specific requirements for the performance security (including the acceptable form and amounts of security), insurance, and indemnification will be set out in the Project Agreement.

4.6 **Source of Funding Availability Payments**

The City does not anticipate including any federal funding sources in its payments for the Project.

As described in Part A, Section 4.3 (Anticipated Structure: Payments), it is expected that availability payments will be made from the General Fund. The General Fund is the primary operating fund of the City. It is used to account for all financial resources except those required to be accounted for in other funds. General Fund revenues are derived from such sources as taxes, licenses, permits, fees, fines, intergovernmental revenues, charges for services, special assessments, interest income, and other resources available for discretionary funding. Expenditures are expended for functions of general government, protection of persons and property, public works, health and sanitation, transportation, cultural and recreational services, community development, capital outlay, and debt service.

5. **DESCRIPTION OF PROCUREMENT PROCESS**

5.1 **Overall Process**

(a) RFQ phase

As described in Part A, Section 2.10 (Procurement Process), the City intends to evaluate SOQs it receives in response to this RFQ and select, according to criteria outlined in this RFQ and after obtaining required City approvals, the Short-Listed Respondents eligible to respond to the RFP.

(b) RFP phase

Following the selection of the Short-Listed Respondents and after obtaining required City approvals, the City anticipates issuing an RFP and one or more addenda for review and comment by the Short-Listed Respondents. The City will schedule one or more one-on-one

or group meetings to discuss issues and comments regarding the RFP identified by the Short-Listed Respondents. Specific details concerning the RFP process will be made available to the Short-Listed Respondents following the announcement of the short-list.

After consideration of the input of the Short-Listed Respondents through the RFP process, the City intends to issue a final addendum to the RFP to the Short-Listed Respondents.

Following receipt and evaluation of Proposals, the City anticipates that it will select a Preferred Respondent to finalize the Project Agreement and, in the sole discretion of the City of Los Angeles, approve award of a Project Agreement to the responsible and responsive Short-Listed Respondent whose Proposal is the most advantageous to the City and represents the lowest ultimate cost to the City.

The City is committed to ensuring that the minimum time possible is spent negotiating terms and conditions of the Project Agreement, so that more time can be spent focusing on issues that will ensure the lowest ultimate cost to the City (as defined in Los Angeles City Charter Section 371).

The RFP will detail the City's rights and remedies if:

- The City is unable to finalize the terms and conditions of the Project Agreement with the Preferred Respondent,
- The Preferred Respondent elects not to execute the Project Agreement, or
- Any other condition to execution of the Project Agreement with the Preferred Respondent is not satisfied, which may include, without limitation, that the City may select the next-highest-rated Short-Listed Respondent(s) in succession to finalize the Project Agreement for award and execution.

Alternatively, the City may, at any time, terminate the procurement, as further described in Part A, Section 10 (City-Reserved Rights).

5.2 **Consideration for Work Product**

The City is not responsible in any manner for any costs:

- (a) Associated with the preparation or submission of SOQs or any documents or materials provided or requested by the City pursuant to this RFQ, and
- (b) Incurred by the Respondents for any oral presentations or interviews contemplated by this RFQ.

The Respondents will solely bear all costs associated with the preparation or submission of SOQs, and all costs incurred for any oral presentations or interviews contemplated by this RFQ.

However, as part of the RFP process, the City intends to offer consideration of up to a specified dollar amount to eligible Short-Listed Respondents (excluding the Preferred Respondent if financial close pursuant to the Project Agreement is achieved with such Preferred Respondent) that submit a responsive Proposal in exchange for ownership of the Short-Listed Respondent's work product and the design materials within.

Upon the Short-Listed Respondent's receipt of consideration for their work product, the City will have the right to use, as it deems appropriate, any of the design materials contained in such work product.

The Short-Listed Respondents eligible for the consideration for work product will have the option to forego the consideration and retain design materials contained in their Proposal. The RFP will include additional details about the consideration for work product.

No other consideration for work product will be offered by the City in connection with this procurement process, and no consideration will be offered to Respondents that are not short-listed, that do not submit a responsive Proposal by the Proposal due date, or that are disqualified from the procurement process prior to award of the Project Agreement.

5.3 **Questions and Requests for Clarification, Addenda**

In order to facilitate receipt, processing, and response, the Respondents must submit all questions and requests for clarification in writing to the RFQ Procurement Contact by the deadline listed in Part A, Section 2.12 (Procurement Schedule) at the following address:

Mr. Reza Bagherzadeh, Principal Civil Engineer, P.E.
Program Manager, Civic Center Development Division
Email: eng.civicbuilding@lacity.org

The Respondents are responsible for ensuring that any written communications clearly indicate on the first page or in the subject line, as applicable, that the material relates to the Project.

Questions and requests for clarification must:

- (a) Be in writing;
- (b) Be sequentially numbered;
- (c) Specifically reference the relevant RFQ section and page number, unless such request is of general application (in which case the question or request for clarification must so note);
- (d) Not identify the Respondent's identity in the body of the question or request for clarification; and
- (e) Clearly identify whether the Respondent views its question or request for clarification as confidential in nature.

No telephone or oral requests will be considered. No requests for additional information or clarification to any person other than the RFQ Procurement Contact will be considered. Questions and requests for clarification from a Respondent must be submitted by only a single representative of that Respondent and must include the requestor's name, address, telephone number, and email address, and the Respondent that he/she represents.

The City, in its sole discretion, will provide responses to timely and pertinent questions and requests for clarification either directly or through addenda modifying the provisions of this RFQ.

The City is not responsible for any explanation, clarification, interpretation, or approval (including any City responses to questions and requests for clarification) made or given in any manner except via written addendum to this RFQ. The Respondents must not rely upon any explanation, clarification, interpretation, or approval that is not contained in a written addendum. The City will post any addenda on the Procurement Website. In issuing an addendum shortly before the SOQ Due Date, the City will consider whether an extension of the SOQ Due Date is warranted.

The City may respond individually to questions or requests for clarification identified by the Respondent and deemed by the City as containing confidential information relating to that particular Respondent's SOQ. Any other City responses to questions or requests for clarification will be in writing and provided to all Respondents. The City reserves the right to disagree with the Respondent's assessment regarding the confidential nature of information provided, in the interest of maintaining a fair procurement process or complying with applicable law. Under such circumstances, the City will inform the Respondent and may allow the Respondent to withdraw the question, rephrase the question, or have the question answered nonconfidentially. If the City determines that it is appropriate to provide a general response, the City will modify the question to remove information that the City determines is confidential. The City may rephrase questions as it deems appropriate and may consolidate similar questions. The City may also create and answer questions independent of the Respondents' questions.

The Respondents should monitor the Procurement Website for information concerning this procurement and will be required to acknowledge in their transmittal letter (Part C, Form A) that they had access to all relevant materials posted to the Procurement Website, including addenda and any City responses to questions and requests for clarification. The Respondents bear the responsibility to review and be familiar with all information posted on the Procurement Website through the SOQ Due Date. The City of Los Angeles will not be responsible for any failure of the Respondents to receive information posted on the Procurement Website.

5.4 **Project Documents**

The City has assembled certain documents and information relating to the Project (the "**Project Documents**"), which are available to the Respondents. The Project Documents may be accessed via the Procurement Website and are identified in Part D, Exhibit C (*Project Documents*). It is anticipated that additional Project Documents will be made available to the Short-Listed Respondents throughout the procurement process.

The City of Los Angeles makes no representation or warranty as to the completeness of the list of available documents on the Procurement Website or the accuracy, utility, completeness, or relevance of any document or information contained on the Procurement Website. Except as otherwise specifically provided in the RFP, the Respondents will not be entitled to rely on such documents and shall elect to use or not to use them at their sole risk.

6. **SOQ CONTENT AND SUBMITTAL REQUIREMENTS**

6.1 **General**

The City expects SOQs submitted in response to this RFQ to provide enough information about the requested items to allow the City to evaluate the Respondents based on the criteria in this RFQ.

The Respondents are required to conduct the preparation of their SOQs with professional integrity and free of lobbying activities.

Subject to Part A, Section 6.2 (*Format*), SOQs must:

- (a) Be written in the English language only,
- (b) Provide any units of measurement in the US customary system only, and
- (c) Provide any monetary amounts or cost terms in United States of America dollar denominations.

6.2 **Format**

Each Respondent must submit:

- (a) One original and 15 copies (for a total of 16) of Volume 1 (*Administrative, Pass/Fail, and Technical Submittals*) of its SOQ, with the original and each copy contained in a separate loose-leaf three-ring binder with all binders contained, collectively, in one or more durable, sealed containers;
- (b) One original and 8 copies (for a total of 9) of Volume 2 (*Financial Submittals*) of its SOQ, with the original and each copy contained in a separate loose-leaf three-ring binder with all binders contained, collectively, in one or more durable, sealed containers; and
- (c) One original and 8 copies (for a total of 9) of Volume 3 (*Confidential Submittals*) of its SOQ (to be provided only if the Respondent believes that certain information in its SOQ is confidential, a trade secret, or proprietary information exempt from the California Public Records Act). To help protect the confidentiality of proprietary information, the Respondents must submit Volume 3 of their SOQs, if applicable, in a sealed container separate from Volumes 1 and 2. Volumes 1 and 2 must not contain any confidential or proprietary information. The format and submittal requirements for Volume 3 are detailed in Part A, Section 6.3 (*Requirements for Confidential Submittals (Volume 3)*).

For entities for which audited financial statements are prepared in a language other than English, the original and one copy of Volume 2 must contain original financial statement information, together with their certified English-language translations. Copy numbers 2 through 8 of Volume 2 need only contain the certified English-language translations.

Each volume of the original must be clearly marked "Original" on its face and spine. Each copy must be numbered 1 through 15 (for Volume 1), 1 through 8 (for Volume 2), and 1 through 8 (for Volume 3, if applicable) on its face and spine. The copies containing financial information must be specifically marked "Financial Submittals." Each volume must have the Respondent's name and volume number clearly marked on its face and spine.

In addition to the hard-copy SOQ submittal, the Respondent must submit two electronic copies (each on a separate USB flash drive) of the SOQ in searchable and printable portable document format (.pdf) (except that original executed letters need not be searchable).

The .pdf submissions must be organized to correspond to the tab requirements in Part A, Section 6.4 (*Contents and Organization*). The Respondent may elect to index the .pdf submission or provide a series of discrete .pdf files, named so as to correspond to the tab requirements in Part A, Section 6.4 (*Contents and Organization*). The Respondent's electronic copy of the SOQ submission must be physically appended to the Respondent's "Original" Volume 1.

Submittals must be prepared on 8-1/2" x 11" sized white paper, except as noted below. Double-sided printing is requested. Each printed side will be considered one page.

The font size used in Volumes 1, 2, and 3, as applicable, must be no smaller than 12-point; however, the font in organizational charts, graphics, and tables in Volumes 1, 2, and 3, as applicable, may be 10-point so long as the organizational charts, graphics, and tables are legible.

Standard corporate brochures, awards, licenses, and marketing materials must not be included in an SOQ, and the City will not evaluate such materials.

6.3 **Requirements for Confidential Submittals (Volume 3)**

If the Respondent believes that certain information in its SOQ is confidential, a trade secret, or proprietary information exempt from the California Public Records Act, the Respondent must include all such information in Volume 3 of its SOQ.

The Respondent must sign the first page of Volume 3 and list the specific items that the Respondent claims is confidential, a trade secret, or proprietary information protected from public disclosure under the California Public Records Act. Each entry must identify the specific provision of the California Public Records Act that the Respondent believes would protect that item from public disclosure. Blanket designations that do not identify specific information are not acceptable.

Notwithstanding the foregoing, the list required under this Part A, Section 6.3 is intended to provide input to the City as to the confidential nature of the Respondent's SOQ, but in no event will such list be binding on the City of Los Angeles or determinative of any issue relating to confidentiality. The validity of each identified exemption will be the sole responsibility of the Respondent to determine and assert.

If the Respondent claims an exemption from the California Public Records Act, the Respondent is required to state in Volume 3 of its SOQ the following: "The Respondent will indemnify the City of Los Angeles and its officers, employees, and agents, hold them harmless from any claim or liability, and defend any action brought against them for their refusal to disclose any information claimed by the Respondent to be exempt from the California Public Records Act, including any copyrighted material, trade secrets, or other proprietary information, to any person making a request for such information." Failure to include this statement shall constitute a rescission of the Respondent's claim of exemption from the California Public Records Act and a waiver of the right to exemption from disclosure.

As further set forth in Part A, Section 8.2(b) (*Requests for Disclosure of Exempt Information*), the City, by issuance of this RFQ or the receipt of SOQs, disclaims any and all related responsibility, including, without limitation, (a) any responsibility to analyze a claimed exemption from public disclosure under the California Public Records Act or the supporting authority for such exemption, and (b) any responsibility to protect or to seek protection of information the Respondent claims is exempt from public disclosure. The City of Los Angeles will not, under any circumstances, be responsible or liable to any Respondent or any other person for the disclosure of any information claimed as exempt, whether such disclosure is required by law, by an order of court, or as a result of inadvertence, mistake, or negligence on the part of the City of Los Angeles or its elected or appointed officials, officers, employees, agents, contractors, representatives, or third-party advisors/consultants.

The Respondent must separate the confidential submittals included in Volume 3 into (a) technical (submittals that would otherwise be included in Volume 1) and (b) financial (submittals that would otherwise be included in Volume 2), separated by tabs, as applicable, within a binder.

The City will consider a Respondent to have waived any claim of confidentiality and exemption from public disclosure for any materials placed in any other location in the SOQ other than in Volume 3, even if the Respondent also includes that item in Volume 3.

6.4 **Contents and Organization**

The Respondents must organize their SOQ in the order provided in Part B (*Statement of Qualifications*). Each volume may be subdivided as needed, so long as the Respondents provide

tabs to clearly label the contents of their SOQ that correspond to the volume, section, and subsection order and numbering system shown in Part B (*Statement of Qualifications*).

6.5 **SOQ Submittal Requirements**

All packages constituting the SOQ must be individually and clearly labeled with the name of the Respondent and additionally labeled as follows:

Request for Qualifications
Response to the Request for Qualifications to
Design, Build, Finance, Operate, and Maintain
the Los Angeles Street Civic Building Project
through a Public-Private Partnership Agreement

SOQs must be delivered by hand or express mail courier to the City's RFQ Procurement Contact identified below. The City will not accept facsimile or email submission of SOQs.

Mr. Reza Bagherzadeh, Principal Civil Engineer, P.E.
Program Manager, Civic Center Development Division
1149 South Broadway, Suite #800, Los Angeles, CA 90015

SOQs will be accepted during normal office hours (8 a.m.–5 p.m., Pacific Time) and must be submitted by the SOQ Due Date in Part A, Section 2.12 (*Procurement Schedule*). Time is of the essence and any SOQs received after that date and time will be rejected and returned unopened.

The Respondents are solely responsible for ensuring that the City receives their SOQs by the SOQ Due Date at the address listed above. The City of Los Angeles will not be responsible for any delays in delivery beyond the control of the City of Los Angeles, including those caused by weather; difficulties experienced by couriers or delivery services; misrouting of packages by courier or delivery services; improper, incorrect, or incomplete addressing of deliveries; or other occurrences.

The RFQ Procurement Contact or his designee will acknowledge receipt of SOQs by the issuance of a receipt.

7. **EVALUATION PROCESS AND CRITERIA**

7.1 **Responsiveness and Responsibility**

Each SOQ will be reviewed for (a) completeness as compared to the requirements in this RFQ, (b) conformance to the RFQ instructions regarding organization and format, and (c) minor nonconformities, irregularities, and apparent clerical mistakes that are unrelated to the substantive content of the SOQ.

The Respondents are responsible for all errors and omissions in their SOQ. The Respondents will not be allowed to alter SOQ documents after the SOQ Due Date unless approved by the City in writing.

In addition, based on the information contained in the SOQ (including the Contractor Responsibility Program (Part C, Form F)) the City may, in accordance with Section 10.40.2 of the Los Angeles Administrative Code, determine that a Respondent is not responsible and therefore ineligible for short-listing.

SOQs that are not responsive to the requirements of this RFQ or Respondents who the City determines are not responsible may be excluded from further consideration, and the

Respondent will be notified. The City may also exclude from consideration and participation in future City solicitations any Respondent who the City determines, in its sole discretion, included a material misrepresentation in its SOQ, in accordance with Section 10.40.2 of the Los Angeles Administrative Code.

7.2 **Pass/Fail Review**

Following or in conjunction with evaluation of each SOQ for responsiveness, the City will evaluate each SOQ based upon the following pass/fail criteria.

A Respondent must obtain a "pass" on all pass/fail criteria for its SOQ to be evaluated qualitatively under Part A, Section 7.3 (Qualifications Evaluation Criteria and Weighting).

(a) Pass/Fail – Bonding Capacity

The Respondent must provide one or more duly executed surety letter(s) meeting the submittal requirements as evidence of the Lead Contractor's capability of obtaining payment and performance bonds in the required amounts.

(i) *Submittal Requirements*

Surety Letter(s). Submit one or more duly executed letter(s) from a surety authorized to carry on the business of suretyship in the State of California, indicating without conditions or qualifications that the Lead Contractor is capable of obtaining a payment bond (or bonds) and a performance bond (or bonds), each in an aggregate amount of \$750 million. If applicable, the surety letter(s) may state that the Lead Contractor has a higher bonding capacity and provide that capacity amount, but any statements regarding unlimited capacity will not be considered. The letter(s) must:

- Make reference to the fact that the bond (or bonds) would be applicable specifically to the Project;
- Identify that the surety is aware that the total design and construction cost element of the Project including risks to be assumed by the Project Company may exceed \$750 million (this being a notional amount for the purpose of the surety letter(s) at the RFQ phase and not necessarily representing the City's estimate of such costs); and
- Specifically state that the surety is familiar with the RFQ and has evaluated the Lead Contractor's backlog and work in progress in determining its bonding capacity.

The surety letter(s) must include assumptions or conditions regarding the provision of support, if any.

Each surety's current rating must be at least "A" or better and "Class XI" or better by A.M. Best Company, and evidence of such rating must be attached to the surety letter(s).

(b) Pass/Fail – Availability of First Loss Risk Capital

The Respondent must demonstrate existing and/or committed capacity for first loss risk capital into the Project in an amount of \$80 million.

(i) *Submittal Requirements*

Committed Funding Letters. Submit a separate committed funding letter for each Equity Member. Solely for the purposes of preparation of the committed funding letters, the Respondents should assume that the total minimum first loss risk capital required for the Project's financial plan by lenders, rating agencies, or the City is \$80 million (this being a notional amount for the purpose of the committed funding letters, which should not be construed to be indicative of the ultimate first loss risk capital requirement in the Project Agreement or that the Project Agreement will include such requirement). Each committed funding letter must comply with the following requirements:

- Signatory: If the Equity Member is an investment fund, then the letter must be signed by the fund's general partner(s). If the Equity Member intends to fund its first loss risk capital through use of internal resources (e.g., a corporate entity supplying its own capital), the letter must be signed by the chief investment officer, the chief financial officer, or the chief executive officer, or an equivalent officer. If the letter is signed by an equivalent officer, the letter must specifically state that the officer's position is equivalent to a chief investment officer, chief financial officer, or chief executive officer.
- Approval Process: Provide an overview of the Equity Member's completed to-date remaining approval process (along with an indicative schedule) required to commit to and fund the required first loss risk capital into the Project. This must include identification and description of any required board, investment committee, or other formal approvals needed, as well as an indicative schedule for securing those approvals, as applicable.
- Funding Source:
 - If the Equity Member is an investment fund, provide the name and both the ownership and management structure of the investment fund that will provide funds for the first loss risk capital contribution into the Project. An investment fund that is anticipated to be created but does not exist, or has not achieved its initial closing as of the SOQ Due Date will not be considered.
 - If the Equity Member is any other type of entity, provide details regarding where and how the Equity Member's first loss risk capital will be sourced and a description of how competing allocation and capacity issues are considered between several project opportunities the Equity Member may pursue simultaneously.
- Investment Capacity: Provide evidence of the Equity Member's investment capacity for the Project. If the Equity Member is an investment fund, provide information about capital amounts already committed or subscribed, remaining commitments yet to be called or subscribed, remaining commitments yet to be called with evidence and anticipated call schedule, allocation processes for uncommitted funds, as well as whether a reserved allocation for the Project has been established.
- Investment Criteria: Provide (a) an explanation of why the Project is consistent with the Equity Member's investment policy, goals, and requirements, and an acknowledgement that based on a preliminary review, the Project is more than likely to meet the investment policy requirements for the Equity Member; and (b) confirmation that the Equity Member is able to hold its investment in the Project without sale, securitization, or other transfer until a date no earlier than two years following substantial completion of the Project's construction.

7.3 Qualifications Evaluation Criteria and Weighting

Each responsive SOQ that passes all of the “pass/fail” requirements in Part A, Section 7.2 (Pass/Fail Review) will be evaluated and scored according to the criteria in this section (Part A, Section 7.3).

Part B (Statement of Qualifications) of this RFQ provides an overview and checklist of the SOQ submittal requirements. Any forms referenced in this section are provided in Part C (Forms) of this RFQ.

The following table summarizes the scored evaluation criteria and the weightings associated with each criterion:

Category	Criterion	Weighting (%)
1. Equity Members	Project financing experience and financial strength	15
2. Lead Contractor	Financial strength	25
	Construction experience	
3. Lead Designer	Design and engineering experience and demonstrated design excellence	25
4. Lead O&M Provider	Operations and maintenance experience	15
5. Project Approach	Project approach meets the City’s objectives	20
TOTAL		100

(a) Equity Members

(i) *Evaluation Criterion*

The extent to which the Equity Members and their Key Personnel have the project financing experience and financial strength to successfully deliver the Project

The City will view more favorably information evidencing a greater likelihood of Equity Members, collectively, and the Equity Members’ Key Personnel being able to achieve the following:

- Achieve financial close on asset-level financing for the Project (which may include different types of debt),
- Achieve financial close using first loss risk capital into the Project, and
- Successfully manage and deliver the Project through completion of construction and into operations.

(ii) *Submittal Requirements*

- **1.SR-1: Equity Members’ Project Financing and Investment Experience.** Submit a combined single narrative covering all Equity Members and describing relevant project financing and investment experience for a minimum of three projects and a maximum of five projects. Project experience from Affiliates of Equity Members is acceptable, provided the Respondent submits a detailed explanation of how such experience will be transferred to the Project Company. The narrative should demonstrate Equity Members’ (a) ability to structure, negotiate, and successfully

obtain financing for comparable asset types, and (b) familiarity with the types of financing structures and instruments potentially available.

The City will view experience with the following characteristics more favorably:

- Design-build-finance-operate-maintain risk transfer and availability-payment based
- Reached financial close within the last 10 years
- Total design and construction costs similar to the Project
- A first loss risk capital contribution into the special purpose vehicle/developer/project company of more than 10% by the Equity Member

For Equity Members that elect to propose potential alternative financing structures as part of their financing approach pursuant to Part A, Section 7.3(e)(i)(c)(iii) (Qualifications Evaluation Criteria and Weighting), include project financing and investment experience that shows compelling evidence of successful precedents where such alternative financing structures were implemented by the Equity Members for similar projects under a hard-bid competitive procurement process.

- **1.SR-2: Equity Members' Investment Track Record.** Submit a single combined Form 1.SR-2 (Part C, Form E) covering all Equity Members. Form 1.SR-2 must describe each Equity Member's track record of participating in relevant projects as a first loss risk capital investor.
- **1.SR-3: Equity Members' Share.** Submit the anticipated share (expressed as a percentage) in the Project Company for each Equity Member (Form 1.SR-3, Part C, Form E). Indicate whether an Equity Member is also the Lead Contractor, Lead Designer, Lead O&M Provider, or other, if applicable.
- **1.SR-4: Equity Members' Financial Statements.** Submit financial statements for each Equity Member for the three most recent fiscal years: (a) audited by a generally recognized certified public accountant firm or unaudited statements if audited statements have not been produced, and (b) quarterly financial statements for every quarter since the latest annual financial statement. If an Equity Member is a newly formed investment fund that does not have financial statements, the Equity Member may submit a letter from a financial institution certifying as to the amount of free cash being held. If an Equity Member provides financial statements that are not prepared in accordance with United States Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS), then an explanation of the accounting differences between GAAP or IFRS and the accounting standards used to produce the audited financial statements must be prepared and submitted by the auditing firm.

If an Equity Member intends to receive support from a Guarantor, then financial statements must be submitted for the Equity Member and its Guarantor. Each Equity Member should determine, in its sole discretion, whether to offer the support of a Guarantor.

If any Equity Member for which required financial information is submitted files reports with the U.S. Securities and Exchange Commission, electronic links to the

latest 10-K, 10-Q, and 8-K forms must be provided. Financial statements must include:

- Opinion letter (auditor's report) for audited financial statements,
- Balance sheet,
- Income statement,
- Cash flow statement, and
- Footnotes to the financial statements.

All financial statements using a foreign currency must be converted into US dollars, and the conversion method(s) must be explained in an attachment. All financial statements must be provided electronically.

- **1.SR-5: Equity Members' Off-Balance-Sheet Liabilities.** Submit a letter from the chief financial officer or treasurer (or equivalent position) of each Equity Member, or the certified public accountant for each Equity Member to whom financial information is submitted, identifying all contingent liabilities, including off-balance-sheet liabilities that individually exceed \$5 million dollars and/or exceed \$25 million dollars in the aggregate. If the letter is provided by an individual who occupies a position that is equivalent to the chief financial officer or treasurer of the Equity Member, the letter must specifically state that the position is equivalent.
- **1.SR-6: Equity Members' Key Personnel Qualifications.** Identify in a narrative the experience of individuals who will fill the following Key Personnel positions: The Respondent's Project Sponsor, the Respondent's Project Manager, the Equity Member's Project Principal(s), and any other positions that the Respondent identifies as critical to successfully managing the Project (which will be deemed Key Personnel positions). The individuals nominated to fill the Key Personnel positions must meet the minimum qualifications specified in Part D, Exhibit D (Key Personnel Minimum Qualifications) for that position. Submit resumes (maximum two pages each) for each individual, which must include the following information:
 - Key position,
 - Name,
 - Firm for which the individual works and their role within the organizational structure of the firm,
 - Current office location and proposed office location for the Project,
 - Years with the firm,
 - Total years of experience,
 - Education,
 - Licenses/certifications, and

- Work history: relevant experience with similar projects and previous experience working with the members of the Respondent team (including dates work was performed).
- **1.SR-7: Equity Members' Key Personnel Summary Information.** Submit a complete Form 1.SR-7 (Part C, Form E) that includes a summary of all individuals identified in 1.SR-6 and three references for each individual. Each of the three references provided must be from different projects. References must be previous owners, clients, or employers, and must include the name, position, company or agency, and contact information (including a current email address and phone number). The Respondents must verify that all contact information provided is correct. The City may elect to exclude from consideration any experience offered that includes incorrect reference or contact information.

(b) Lead Contractor

(i) *Evaluation Criterion*

The extent to which the Lead Contractor has the financial strength to successfully deliver the Project

The City will view more favorably information evidencing a greater level of financial robustness, flexibility, and capability of ensuring the Lead Contractor will be able to achieve the following:

- Undertake a firm fixed-price design-build contract and withstand any unforeseen delays or other events that may occur, and
- Satisfy schedule and other applicable performance commitments for a construction project of the magnitude of the Project.

(ii) *Submittal Requirements*

- **2.SR-1: Lead Contractor's Financial Statements.** Submit financial statements for each entity comprising the Lead Contractor for the three most recent fiscal years: (a) audited by a generally recognized certified public accountant firm or unaudited statements if audited statements have not been produced, and (b) quarterly financial statements for every quarter since the latest annual financial statement. If an entity provides financial statements that are not prepared in accordance with United States Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS), then an explanation of the accounting differences between GAAP or IFRS, and the accounting standards used to produce the audited financial statements must be prepared and submitted by the auditing firm.

If the Lead Contractor intends to receive support from a Guarantor, then financial statements must be submitted for the Lead Contractor and its Guarantor. The Lead Contractor should determine, in its sole discretion, whether to offer the support of a Guarantor.

If any entity for which required financial information is submitted files reports with the U.S. Securities and Exchange Commission, electronic links to the latest 10-K, 10-Q and 8-K forms must be provided. Financial statements must include:

- Opinion letter (auditor’s report) for audited financial statements,
- Balance sheet,
- Income statement,
- Cash flow statement, and
- Footnotes to the financial statements.

All financial statements using a foreign currency must be converted into US dollars, and the conversion method(s) must be explained in an attachment. All financial statements must be provided electronically.

(iii) *Evaluation Criterion*

The extent to which the Lead Contractor and its Key Personnel have the construction experience to successfully deliver the Project

The City will view more favorably Lead Contractor and Key Personnel experience in successfully managing and constructing projects of similar scope and complexity to the Project, based on experience with the following:

- a. Comparable asset types (including high-rise office building facilities and underground parking structures) located in highly constrained, dense urban environments;
- b. Minimizing adverse construction impacts on traffic in highly congested environments;
- c. Alternative delivery models, including design-build, build-to-suit, design-build-maintain, design-build-operate-maintain, and/or design-build-finance-operate-maintain;
- d. Constructing within the City of Los Angeles, including experience with City construction oversight requirements;
- e. Successfully coordinating construction with local communities, utilities, public sector agencies, and others impacted by construction activity;
- f. Delivering projects on time and within the original budget, and establishing project controls and cost tracking systems to monitor costs;
- g. The Lead Contractor working with the Lead Designer as an integrated team;
- h. Environmental stewardship and approaches to being stewards of natural resources, neighborhoods, historic sites, communities, cultural resources, and environmental conditions;
- i. Implementing effective safety management programs, as well as lessons-learned implementation, near-miss reporting, incident investigations, and world-class working-at-heights and dropped-objects programs;

- j. Preparing and executing to detailed Level 1, 2, 3 project schedules inclusive of project sequencing;
- k. Effective usage of project value management techniques; and
- l. Managing construction project risk.

(iv) *Submittal Requirements*

- **2.SR-2: Lead Contractor’s Comparable Reference Project Experience.** Submit a separate Form 2.SR-2 (Part C, Form D) for each reference project for the Lead Contractor for no fewer than three projects, up to a maximum of five projects. Each Form 2.SR-2 must demonstrate the Lead Contractor’s experience in managing and constructing projects of a similar scope and complexity to the Project. Project experience from identified subcontractors or Affiliates of the Lead Contractor is acceptable, provided the Respondent submits a detailed explanation of how such experience will be transferred to the Lead Contractor.
- **2.SR-3: Lead Contractor’s Safety Records.** Submit a narrative with injury and illness data for the Lead Contractor (and identified subcontractors, if any) and the Occupational Safety and Health Administration (OSHA) Recordable Rate, Lost Time Case Rate, and Severity Rate for at least the last five years.
- **2.SR-4: Lead Contractor’s Key Personnel Qualifications.** Identify in a narrative the experience of individuals who will fill the following Key Personnel positions: the Lead Contractor’s Project Manager, the Lead Contractor’s Safety Manager, the Lead Contractor’s Field Superintendent / Construction Manager, the Lead Contractor’s Quality Manager, and any other positions that the Respondent identifies as critical to successfully managing and constructing the civic facility (which will be deemed Key Personnel positions). The individuals nominated to fill the Key Personnel positions must meet the minimum qualifications specified in Part D, Exhibit D (Key Personnel Minimum Qualifications) for that position. Submit resumes (maximum two pages each) for each individual, which must include the following information:
 - Key position,
 - Name,
 - Firm for which the individual works and their role within the organizational structure of the firm,
 - Current office location and proposed office location for the Project,
 - Years with the firm,
 - Total years of experience,
 - Education,
 - Licenses/certifications, and
 - Work history: relevant experience with similar projects and previous experience working with the members of the Respondent team (including dates work was performed).

- **2.SR-5: Lead Contractor’s Key Personnel Summary Information.** Submit a complete Form 2.SR-5 (Part C, Form D) that includes a summary of all individuals identified in 2.SR-4 and three references for each individual. Each of the three references provided must be from different reference projects. References must be previous owners, clients, or employers, and must include the name, position, company or agency, and contact information (including a current email address and phone number). The Respondents must verify that all contact information provided is correct. The City may elect to exclude from consideration any experience offered that includes incorrect references or contact information.

(c) Lead Designer

(i) *Evaluation Criterion*

The extent to which the Lead Designer and its Key Personnel have the design and engineering experience and demonstrated design excellence to successfully deliver the Project

The City will view more favorably Lead Designer and Key Personnel experience in successfully managing, designing, and engineering projects of similar scope and complexity to the Project, based on experience with the following:

- Comparable asset types (including high-rise office building facilities) that emphasize functionality and strive to achieve a comfortable and productive modern working environment;
- Design emphasis on public architecture and activation of public spaces;
- Demonstrated design of large buildings within the context of a built-out urban environment;
- Documented commitment to design excellence and established internal design review processes;
- Safe, functional, and effective underground parking facilities;
- Alternative delivery models, including design-build, build-to-suit, design-build-maintain, design-build-operate-maintain, and/or design-build-finance-operate-maintain;
- Effective and collaborative design processes with project owners and other stakeholders;
- Designing within the City of Los Angeles and preparing and completing ready-to-issue building permits and construction documents in the City of Los Angeles, including experience with City oversight requirements, permitting, and approval processes;
- Designing high-performance, smart, and resilient buildings that could include (1) specifically designing active and passive low-energy HVAC and lighting systems, all-electric infrastructure and systems, smart energy systems (e.g., automated demand response and on-site renewable energy), low-water-use systems (e.g., through efficiency, retention, and treatment), automated underground parking systems, intelligent building management systems, and resiliency strategy

including performance-based seismic design and quick reoccupancy; and/or (2) completed projects that meet the U.S. Green Building Council criteria for LEED Gold or Platinum certification (BD+C and ID+C, new construction, or core and shell) as well as the criteria for a "net zero energy" building as defined by the U.S. Department of Energy and National Institute of Building Sciences;

- j. Incorporating evolving technologies and innovative approaches to use of public space and workplace environment into design;
- k. Incorporating facilities management into project design;
- l. Development of a detailed tenant space program including with a wide variety of different agency tenants; and
- m. Designs that achieve community goals, successfully relating to planned and existing urban development.

(ii) *Submittal Requirements*

- **3.SR-1: Lead Designer's Comparable Reference Project Experience.** Submit a separate Form 3.SR-1 (Part C, Form D) for each reference project for the Lead Designer for no fewer than three projects, up to a maximum of five projects. Each Form 3.SR-1 must demonstrate the Lead Designer's experience in managing, designing, and engineering projects of similar scope and complexity to the Project. Project experience from identified subcontractors or Affiliates of the Lead Designer is acceptable, provided the Respondent submits a detailed explanation of how such experience will be transferred to the Lead Designer.
- **3.SR-2: Lead Designer's Key Personnel Qualifications.** Identify in a narrative the experience of individuals who will fill the following Key Personnel positions: the Lead Designer's Project Manager, the Lead Designer's Architect, the Lead Designer's Urban Designer, the Lead Designer's Workspace Strategy / Interior Design Lead, the Lead Designer's Structural Engineer, the Lead Designer's MEP Engineer, the Lead Designer's Sustainability Coordinator, the Lead Designer's Quality Manager, and any other positions that the Respondent identifies as critical to successfully managing, designing, and engineering the Project (which will be deemed Key Personnel positions). The individuals nominated to fill the Key Personnel positions must meet the minimum qualifications specified in Part D, Exhibit D (Key Personnel Minimum Qualifications) for that position. Submit resumes (maximum two pages each) for each individual, which must include the following:
 - Key position,
 - Name,
 - Firm for which the individual works and their role within the organizational structure of the firm,
 - Current office location and proposed office location for the Project,
 - Years with the firm,
 - Total years of experience,
 - Education,

- Licenses/certifications, and
- Work history: relevant experience with similar projects and previous experience working with the members of the Respondent team (including dates work was performed).
- **3.SR-3: Lead Designer’s Key Personnel Summary Information.** Submit a complete Form 3.SR-3 (Part C, Form D) that includes a summary of all individuals identified in 3.SR-2 and three references for each individual. The three references provided must be from different projects. References must be previous owners, clients, or employers, and must include the name, position, company or agency, and contact information (including a current email address and phone number). The Respondents must verify that all contact information provided is correct. The City may elect to exclude from consideration any experience offered that includes incorrect reference or contact information.

(d) Lead O&M Provider

(i) *Evaluation Criterion*

The extent to which the Lead O&M Provider and its Key Personnel have the operations and maintenance experience to successfully deliver the Project

The City will view more favorably Lead O&M Provider and Key Personnel experience in successfully managing, operating, and maintaining projects of similar scope and complexity to the Project, based on experience with the following:

- a. Comparable asset types (including high-rise office building facilities and commercial real estate);
- b. Effective and efficient asset stewardship, life-cycle planning, management and scheduling, capital renewal investments, and handback;
- c. Implementation of effective and efficient preventative and routine maintenance;
- d. Undertaking scheduled and unscheduled maintenance activities;
- e. Hiring and training O&M staff;
- f. Effective management of building systems;
- g. Working cooperatively with governmental entities and/or third-party service providers providing complementary O&M services; and
- h. World-class customer service and environmental and wellness stewardship for building occupants.

(ii) *Submittal Requirements*

- **4.SR-1: Lead O&M Provider’s Comparable Reference Project Experience.** Submit a separate Form 4.SR-1 (Part C, Form D) for each reference project for the Lead O&M Provider for no fewer than three projects, up to a maximum of five projects. Each Form 4.SR-1 must demonstrate the Lead O&M Provider’s experience in managing, operating, and maintaining projects of a similar scope and complexity to the Project.

Project experience from identified subcontractors or Affiliates of the Lead O&M Provider is acceptable, provided the Respondent submits a detailed explanation of how such experience will be transferred to the Lead O&M Provider.

- **4.SR-2: Lead O&M Provider’s Key Personnel Qualifications.** Identify in a narrative the experience of individuals who will fill the following Key Personnel position: the Lead O&M Manager and any other positions that the Respondent identifies as critical to successfully operating and maintaining the asset throughout its life-cycle (which will be deemed Key Personnel positions). The individuals nominated to fill the Key Personnel positions must meet the minimum qualifications specified in Part D, Exhibit D (Key Personnel Minimum Qualifications) for that position. Submit resumes (maximum two pages each) for each individual, which must include the following information:
 - Key position,
 - Name,
 - Firm for which the individual works and their role within the organizational structure of the firm,
 - Current office location and proposed office location for the Project,
 - Years with the firm,
 - Total years of experience,
 - Education,
 - Licenses/certifications, and
 - Work history: relevant experience with similar projects and previous experience working with the members of the Respondent team (including dates work was performed).
- **4.SR-3: Lead O&M Provider’s Key Personnel Summary Information.** Submit a complete Form 4.SR-3 (Part C, Form D) that includes a summary of all individuals identified in 4.SR-2 and three references for each individual. Each of the three references provided must be from different projects. References must be previous owners, clients, or employers, and must include the name, position, company or agency, and contact information (including a current email address and phone number). The Respondents must verify that all contact information provided is correct. The City may elect to exclude from consideration any experience offered that includes incorrect reference or contact information.

(e) Project Approach

(i) *Evaluation Criterion*

The extent to which the Respondent demonstrates, in a comprehensive and credible way, that its proposed approach to project delivery and implementation will meet the City’s objectives for the Project, detailed in Part A, Section 2.1(a) through (d) (Overview of the Opportunity), including on-time and on-budget

delivery and asset preservation, as well as achieving design excellence and facilitating robust community engagement and inclusivity

The City will view more favorably an approach that includes a description of the following elements:

- a. A Respondent organizational structure that demonstrates:
 - i. An overall team management plan and reporting structure;
 - ii. Teaming arrangements and allocation of roles and responsibilities within the Respondent team, including how the Respondent will organizationally operate at each phase of the Project (e.g., environmental mitigation, design, utilities, construction, system integration, start-up and testing, operations, maintenance, and handback);
 - iii. Integration of design-build and O&M functions; and
 - iv. Integration of key City stakeholders into Project development (especially with respect to the development of the aesthetics and design of the Project);
- b. A high-level indicative project schedule, including both a narrative description and a Gantt chart, highlighting key milestones that demonstrates how the Respondent will meet or exceed the City's overall schedule objectives, including the achievement of occupancy readiness of the facility no later than September 2023;
- c. Financing approach demonstrating the Respondent's ability to finance the civic facility with a performance-based, non-recourse (design-build-finance-operate-maintain) structure. This approach should include:
 - i. Sources of capital and estimated costs of capital for the Project;
 - ii. Strategy for debt competition, including potential providers of capital and any required ratings, credit enhancements, guarantees, insurance, or other security; and
 - iii. Any potential alternative financing structure proposed by the Respondent can be included as part of its financing approach, provided that such structures do not compromise the City's objectives for the Project stated in Part A, Section 2.1(a) through (d) (Overview of the Opportunity), and provided that the Respondent can show satisfactory precedents for such structures, which will be evaluated and scored pursuant to Part A, Section 7.3(a)(i) (Equity Members, Evaluation Criterion);
- d. Design approach, describing how the Respondent will deliver a modern civic facility with excellent design quality in a cost-effective manner;
- e. Construction-execution approach, describing how the Respondent will construct the civic Project, including:
 - i. Key attributes of the proposed safety program,
 - ii. Identification of major construction risks and proposed mitigation,

- iii. Overall construction methodology planned for the major phases of construction work (earthworks, civil, structural, mechanical, electrical, plumbing, etc.), and
- iv. Plan for management of the Project Labor Agreement;
- f. O&M approach, describing the overall O&M plan, including:
 - i. The Respondent's asset preservation strategy targeting a facility condition index of no less than 0.8, equivalent to a replacement value of no less than 80%; and
 - ii. Interface strategy with O&M functions performed by governmental entities and/or third-party service providers;
- g. Community engagement approach during design, construction, operation, and maintenance phases; and
- h. Inclusivity approach (see Part A, Section 4.4 (Inclusivity Requirements)).

(ii) *Submittal Requirements*

- **5.SR-1: Project Approach.** Submit a narrative of the Respondent's proposed approach to the Project, not to exceed 15 pages, as well as separate one-sided 11" x 17" pages providing an indicative project schedule and the proposed organizational chart, respectively.

7.4 **SOQ Evaluation Procedure**

The City anticipates using one or more committees to review and evaluate SOQs in accordance with the evaluation criteria in Part A, Sections 7.2 (Pass/Fail Review) and 7.3 (Qualifications Evaluation Criteria and Weighting). At various times during the review and evaluation, the City may request additional information or clarification from the Respondent or may request the Respondent to verify or certify certain aspects of its SOQ, including via oral presentation or interview. The scope, length, and topics to be addressed in any such clarification response will be prescribed by and subject to the sole discretion of the City. At the conclusion of this process, the Respondents may be required to submit written confirmation of any additional information and clarifications provided during any such oral presentation or interview. If required, oral presentations or interviews will be scheduled at a later date by written communication from the RFQ Procurement Contact.

In addition, the City may contact firm and Key Personnel references supplied by the Respondent as well as other potential references not listed, including internal City of Los Angeles personnel.

Upon receipt of any requested additional information or clarification described in this Part A, Section 7.4, the City may reevaluate SOQs to include the additional information or clarification.

Evaluations of SOQs are subject to the sole discretion of the City and its staff, with assistance from such professional and other advisors as the City may designate. The City will make the final determinations of the recommended Short-Listed Respondents, as it deems appropriate, in its sole discretion, and in the best interests of the Project and the City.

The Respondent will be notified in writing via email and the Procurement Website whether or not it has been selected for the short-list.

7.5 **Changes in Respondent Organization**

Following short-listing, the City may permit the Short-Listed Respondents to add, delete, or substitute team members and reorganize their teams during the procurement process unless the change results in perceived, potential, or actual conflicts of interest or renders the Respondent team, in the City's sole determination, less qualified to develop the Project.

Without limiting the foregoing, the following actions may not be undertaken after submittal of the SOQs without the City's prior written consent:

- (a) Deletion, substitution, or change in composition of a Respondent team member identified in its SOQ or a change in the role or scope of work of a team member;
- (b) Deletion or substitution of Key Personnel identified in a Respondent's SOQ or a change in the role or position of such Key Personnel;
- (c) Deletion or substitution of an Equity Member; or
- (d) Other direct changes in the proposed ownership of the Project Company.⁴

7.6 **Design/Aesthetics**

It is of utmost importance to the City that each design submitted as part of a Proposal will not only meet the RFP technical requirements, but also comply with design guidelines for the Project and be representative of the City of Los Angeles as a progressive, global city.

The City anticipates including in the RFP a set of design guidelines for the Project (the "**Project Design Guidelines**"). The City anticipates that the Project Design Guidelines will need to be factored into the overall design approach developed by proposers as part of their Proposals.

Prior to the submission of Proposals, the City anticipates using a qualified review panel to review and determine compliance of pre-Proposal conceptual designs submitted by proposers with certain identified architectural and public realm requirements, including requirements from the Project Design Guidelines.

The RFP will address how the City will evaluate matters of architecture and public realm as part of the evaluation and scoring of Proposals.

7.7 **RFP Procedure and Evaluation**

The RFP provided to the Short-Listed Respondents will include the evaluation criteria for the Proposals.

The scores and evaluation of SOQs will not carry over or be used in any way in the evaluation of Proposals as part of the RFP process. Each Short-Listed Respondent will enter the RFP phase with equal standing, considered to have sufficient qualifications and experience to be the Project Company.

⁴ For the purposes of this RFQ, a "direct" change in ownership means a change in the proposed ownership of shares or membership interests in the Project Company, including transfers between Equity Members, but excluding changes resulting from public trading of stock.

8. COMMUNICATIONS AND PUBLIC INFORMATION

8.1 Improper Communications and Contacts

The following rules of contact apply during the procurement for the Project, effective as of the date of issuance of this RFQ through issuance of the RFP.

These rules are designed to promote a fair, competitive, and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, email, text, or formal written communication, either directly or indirectly by an agent, representative, promoter, or advocate of the Respondent.

The specific rules of contact are as follows:

- (a) After submittal of SOQs, no Respondent or any of its team members may communicate with another Respondent or its team members with regard to the RFP; however, subcontractors that are shared between two or more Respondents may communicate with their respective team members so long as those Respondents establish reasonable protocols to ensure that the subcontractor will not act as a conduit of information between the Respondents (contact among the Respondent organizations is allowed during City-sponsored informational meetings);
- (b) The City is the sole contact for purposes of this procurement. The Respondents must correspond with the City regarding the RFQ and RFP in writing and only through designated representatives (the City's designated representative will be the RFQ Procurement Contact identified in Part A, Section 6.5 (SOQ Submittal Requirements));
- (c) No Respondent or representative of a Respondent may have any ex parte communications regarding the RFQ, RFP, Project Agreement, or procurement described in this RFQ with:
 - Any City of Los Angeles elected official, member of the Board of Public Works, or City of Los Angeles administration or staff;
 - Any former City of Los Angeles elected official, member of the Board of Public Works, or City of Los Angeles administration or staff involved with the procurement; or
 - Any current or former City of Los Angeles advisors, contractors, or consultants or community advisory committee members involved with the procurement,except for communications expressly permitted by the RFQ or RFP, or except as approved in writing in advance by the City Attorney's Office, in its sole discretion. The foregoing restriction will not, however, preclude or restrict communications with regard to matters unrelated to the RFQ, RFP, Project Agreement, or procurement, or limit participation in public meetings or any public or Respondent workshop related to the Project. Any Respondent engaging in prohibited communications, in the sole discretion of the City, may be disqualified from participating in the procurement;
- (d) The Respondents must not contact the following identified stakeholders regarding the Project, including employees, representatives, members, consultants, and advisors of the entities listed below. The City will provide any necessary coordination during the RFQ phase with such entities in order that, among other things, the procurement be implemented in a fair, competitive, and transparent manner, and with uniform information.
 - Environmental, regulatory, and permitting agencies; and

- Utilities.

Information requests concerning these entities must be sent to the RFQ Procurement Contact;

- (e) Any communications determined to be prohibited or improper, in the sole discretion of the City, may result in disqualification of the Respondent from participation in the procurement;
- (f) Any official information regarding the Project will be disseminated from the City on City letterhead through the Procurement Website;
- (g) Any official correspondence will be in writing and signed by the RFQ Procurement Contact; and
- (h) The City will not be responsible for, and the Respondents may not rely on, any oral or written exchange, or any other information or exchange that occurs outside the official process specified in this RFQ.

8.2 **Property of the City of Los Angeles / Proprietary Material**

- (a) Property of the City of Los Angeles, Subject to the Public Records Act

All SOQs submitted in response to this RFQ will become the property of the City upon receipt and subject to the State of California Public Records Act (California Government Code Section 6250 *et seq.*). Subject to this Part A, Section 8.2, the City has the right to copy, reproduce, publicize, release, or otherwise dispose of SOQ submittals in any way that the City selects. The City is free to use as its own, without payment or liability therefore, any idea, scheme, technique, suggestion, layout, or plan received during this RFQ process.

If the Respondent believes that certain information in its SOQ is confidential, a trade secret, or proprietary information exempt from the California Public Records Act, the Respondent must comply with the procedure set forth in Part A, Section 6.3 (*Requirements for Confidential Submittals (Volume 3)*).

- (b) Requests for Disclosure of Exempt Information

If a request is made for the disclosure of information that the Respondent claims is exempt from the California Public Records Act pursuant to the procedure set forth in Part A, Section 6.3 (*Requirements for Confidential Submittals (Volume 3)*), the City will endeavor to provide any Respondent who submits any portion of the SOQ claimed as exempt with reasonably timely notice of any demand for inspection or copying of such information under the California Public Records Act to allow any such Respondent to seek protection from disclosure by a court of competent jurisdiction.

The City will endeavor to limit distribution of information that the Respondent claims is exempt only to those individuals within the City of Los Angeles and other third-party advisors and consultants who the City determines are reasonably necessary to participate in the review and evaluation of SOQs. The City of Los Angeles will not be, under any circumstances, responsible or liable to any Respondent or any other person for the disclosure of any information claimed as exempt, whether such disclosure is required by law, by an order of court, or as a result of inadvertence, mistake, or negligence on the part of the City of Los Angeles or its elected or appointed officials, officers, employees, agents, contractors, representatives, or third-party advisors / consultants.

The City, by issuance of this RFQ or the receipt of SOQs, will not, nor be deemed to, undertake or assume any obligation for protection or to seek protection for the Respondent's claim that information is exempt. The City cannot and does not purport to determine whether any information claimed as exempt is in fact exempt from disclosure under the California Public Records Act. Absent the granting of a court order prohibiting the City from releasing the requested information, the City may release the requested information as required by applicable law.

In the event of litigation concerning the disclosure of any material submitted by the Respondent:

- The City's sole involvement will be as a stakeholder retaining the material until otherwise ordered by a court, and
- The Respondent will be responsible for otherwise prosecuting or defending any action concerning the materials at its sole expense and risk; must indemnify the City of Los Angeles and its officers, employees, and agents, hold them harmless from any claim or liability, and defend any action brought against them; and must reimburse the City of Los Angeles for any expenses it incurs in connection with such litigation.

8.3 **Conflicts of Interest**

California Government Code Section 1090 *et seq.* precludes a consultant or contractor from having a financial interest in a public contract that such consultant or contractor had the potential to influence while performing work for the City. This includes a ban on a consultant or contractor benefiting from a public contract that results, directly or indirectly, from the services provided by such consultant or contractor. The Respondents are advised to obtain independent legal counsel in order to fully understand the applicability of, and the penalties for violating, California Government Code Section 1090 and any other applicable conflict of interest laws.

If a Respondent discovers any perceived, potential, or actual conflict of interest, the Respondent must promptly disclose the same to the City in a written statement delivered by a representative of the Respondent to the RFQ Procurement Contact, including the names and contact information of the persons to which the perceived, potential, or actual conflict of interest relates and a full and detailed description of the perceived, potential, or actual conflict of interest.

Without limiting any other right reserved in this RFQ in favor of the City, the City reserves the right, in its discretion, to disqualify a Respondent due to the existence of a conflict of interest.

Execution of the Project Agreement by the Preferred Respondent will constitute a representation by the Preferred Respondent that, at the time of such execution, the Preferred Respondent knows of no circumstances, present or anticipated, that come within the provisions of Government Code Section 1090 *et seq.* or that might otherwise be viewed as or give the appearance of a conflict of interest on the part of the Preferred Respondent or its subcontractors.

8.4 **Participation on More Than One Respondent Team**

To ensure a fair and competitive procurement process, Equity Members, the Lead Contractor, the Lead Designer, and the Lead O&M Provider are prohibited from:

- (a) Participating, in any capacity, on another Respondent team during the course of the procurement; or

- (b) Being under common ownership or control, or having the same upstream parent as a member of another Respondent team.

For the purposes of this RFQ, the City will deem two or more entities to be under common ownership or control if a common person or entity: (a) has the power to direct the management of such entities, whether through voting securities, by contract, family relationship, or otherwise, or (b) holds at least 10% of the equity interest in such entity, directly or indirectly, beneficially or of record.

The foregoing prohibitions in Part A, Section 8.4(a) and (b) do not apply to any non-Equity Member of a Respondent team that is not a Lead Contractor, Lead Designer, or Lead O&M Provider. Such entities may participate on more than one Respondent team. This Part A, Section 8.4 in no way releases the Respondents from the obligations to comply with all rules and restrictions in this RFQ and the RFP, including, without limitation, the prohibition on entities on more than one team serving as conduits of information between the Respondent teams and the requirement for the Respondents to execute non-collusion affidavits related to submission of their Proposals.

If a Respondent is not short-listed as part of the RFQ evaluation process, the members of the unsuccessful Respondent team (including Equity Members, the Lead Contractor, the Lead Designer, and the Lead O&M Provider) are thereafter free to participate on the Short-Listed Respondent teams, subject to the City's written consent and the requirements of Part A, Section 7.5 (*Changes in Respondent Organization*).

Any Respondent that fails to comply with the prohibitions contained in this Part A, Section 8.4 may be disqualified from further participation in the procurement.

9. **PROTEST PROCEDURES**

9.1 **Purpose**

This Part A, Section 9 provides the sole and exclusive procedures for resolving protests regarding this RFQ, including the procurement process described in this RFQ. These procedures will enable the City to ascertain all of the facts necessary to make an informed decision regarding any such protest.

9.2 **Requirements for Submission of a Protest**

The City will consider only protests from Respondents that address the topics described in Part A, Sections 9.3 (*Protest of RFQ*) and 9.4 (*Protest of Short-Listing*). In addition, the Respondent may file a protest only after it has informally discussed the nature and basis of the protest with the City (in compliance with the communications protocols in Part A, Section 8.1 (*Improper Communications and Contacts*)) in an effort to remove the grounds for the protest.

The protest must contain a full and complete statement specifying, in detail, the factual and legal basis of the protest. The protest must refer to the specific portion of this RFQ, any submitted SOQ, or other related document that forms the basis for the protest. The protest must include the name, address, and telephone number of the representative of the Respondent. The protest must be submitted in writing and signed by the representative of the Respondent.

All protests, including any accompanying documentation, must be addressed and delivered to:

Mr. Reza Bagherzadeh, Principal Civil Engineer, P.E.
Program Manager, Civic Center Development Division
1149 South Broadway, Suite #800, Los Angeles, CA 90015

9.3 Protest of RFQ

Any protests regarding this RFQ, including the procurement process described in this RFQ, except protests described in Part A, Section 9.4 (Protest of Short-Listing), must be received by the RFQ Procurement Contact before 2 p.m. (Pacific Time) on the 10th Business Day after the City's issuance of this RFQ. Notwithstanding the prior sentence, any protest related to an addendum to the RFQ must be received before 2 p.m. (Pacific Time) on the earlier of (a) the fifth Business Day after the City's issuance of the addendum or (b) the SOQ Due Date.

9.4 Protest of Short-Listing

Protests regarding the short-listing may be made by a Respondent that has submitted a responsive SOQ. Any protest regarding the short-listing must be received by the RFQ Procurement Contact before 2 p.m. (Pacific Time) on the 10th Business Day after the City's announcement of the recommended short-list for consideration and approval by the Board of Public Works.

9.5 Protests Considered

Only protests meeting the requirements of this Part A, Section 9 will be considered. The Respondents will be notified of the time and date that the protest will be discussed. The Respondents will be given an opportunity to present their arguments.

9.6 Board of Public Works Decision

The Board of Public Works will issue a written decision regarding the protest.

9.7 Protest Costs

In no event shall the City of Los Angeles be liable for payment of the protestor's costs. The City of Los Angeles will not be liable for any damages to the entity filing the protest or to any participant in the protest, on any basis, express or implied.

9.8 Schedule Impact

The City has no obligation to modify the Project procurement and short-listing schedule to allow for completion of a protest process.

9.9 Waiver

The Respondent, by submitting its SOQ, expressly recognizes and agrees to the limitation on its rights to protest provided in this Part A, Section 9 and expressly waives all other rights and remedies that may be available to the Respondent under law or equity.

These provisions are included in this RFQ expressly in consideration for such waiver and agreement by the Respondents. If the Respondent disregards, disputes, or does not follow the exclusive protest remedies provided in this section, it will indemnify and hold the City of Los Angeles and its officers, employees, agents, and consultants harmless from and against all liabilities, fees, and costs, including legal and consultant fees and costs, and damages incurred or suffered as a result of such Respondent's actions. The Respondent, by submitting an SOQ, will be deemed to have irrevocably and unconditionally agreed to this indemnity obligation.

10. **CITY-RESERVED RIGHTS**

In connection with this procurement and notwithstanding any other provision of this RFQ to the contrary, the City reserves to itself all rights that it is not precluded from reserving to itself as a matter of law, including, without limitation, with or without cause, and with or without notice or reason, the right to at any time:

- (a) Suspend the Project procurement;
- (b) Withdraw or cancel this RFQ or the subsequent RFP, in whole or in part;
- (c) Not short-list any Respondent;
- (d) Not issue an RFP;
- (e) Issue a new RFQ for the Project after withdrawal or cancellation of this RFQ or a subsequent RFP;
- (f) Accept or reject any submittals, responses, and SOQs when to do so would be in the best interests of the City, including disqualification of non-compliant SOQs;
- (g) Terminate the evaluation of SOQs;
- (h) Revise any aspect of this RFQ and issue addenda, supplements, and modifications to this RFQ;
- (i) Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ or the Respondent;
- (j) Require verification or confirmation of information provided by the Respondent, require additional information from the Respondent concerning its SOQ, or require additional evidence of qualifications to perform the work described in this RFQ or a subsequent RFP for consideration as part of the evaluation of SOQs, including via oral presentation or interview, regardless of whether the information or evidence was explicitly required by the RFQ;
- (k) Add, change, or delete the Respondent's responsibilities from the information contained in this RFQ (including as described in Part A, Section 3.5 (*Project Company Responsibilities*)) or the subsequent RFP;
- (l) Permit clarifications or supplements to an SOQ;
- (m) Disqualify any Respondent that changes its SOQ without City approval or violates any applicable law, rules, or requirements of the procurement described in this RFQ, the RFP, or in any other communication from the City;
- (n) Waive any deficiencies, informalities, irregularities, or omissions in the information contained in any SOQ when to do so would be to the advantage of the City, or permit corrections, addenda, and supplements to any SOQ; and
- (o) Exercise any other right reserved or afforded to the City under this RFQ or any applicable law or regulation.

In no event will the City of Los Angeles be bound by or liable for any obligations with respect to the Project, including without limitation the anticipated Project scope described in this RFQ,

until such time (if at all) that the City of Los Angeles authorizes and executes the Project Agreement, in form and substance satisfactory to the City of Los Angeles, and then, only to the extent provided in the Project Agreement. The City makes no representations or covenants that the Project Agreement will be awarded based on the requirements of this RFQ. This RFQ does not commit or bind the City to enter into an agreement or proceed with the procurement described in this RFQ.

PART B
Statement of Qualifications

The Respondents are required to assemble their SOQ in the order prescribed and following the outline contained in this Part B. All required forms are provided in Part C (Forms).

OUTLINE

Volume 1: Administrative, Pass/Fail, and Technical Submittals

Volume 1 of the SOQ must contain the following:

Administrative Submittals

Administrative Submittals must appear in Volume 1 – Tab 1 in the sequence listed in the table below.

Administrative Submittal	Required Information and Instructions
Form A - Transmittal Letter and Respondent Team Summary	Submit an original <u>Form A</u> , duly executed and completed in full by the Respondent.
Form B – Campaign Contribution and Fundraising Restrictions (CEC Form 55)	Submit <u>Form B</u> in accordance with the instructions included on <u>Form B</u> .
Form C – Municipal Lobbying Ordinance (CEC Form 50)	Submit <u>Form C</u> in accordance with the instructions included on <u>Form C</u> .
Form F – Contractor Responsibility Program	Submit <u>Form F</u> in accordance with the instructions included on <u>Form F</u> .
Form G – Iran Contracting Act of 2010 Compliance Affidavit	Submit <u>Form G</u> in accordance with the instructions included on <u>Form G</u> .

Pass/Fail Submittals

Pass/Fail Submittals must appear in Volume 1 – Tab 2 in the sequence listed in the table below.

Pass / Fail Submittals	Required Information and Instructions
Bonding Capacity	Submit one or more duly executed surety letter(s) in accordance with the requirements in <u>Part A, Section 7.2 (Pass/Fail Review)</u> .
Availability of First Loss Risk Capital	Submit a separate committed funding letter for each Equity Member in accordance with the requirements in <u>Part A, Section 7.2 (Pass/Fail Review)</u> .

Technical Submittals

Technical Submittals must appear in Volume 1 – Tab 3 in the sequence listed in the table below.

Technical Submittals – Lead Contractor	Required Information and Instructions
2.SR-2 – Lead Contractor’s Comparable Reference Project Experience	Submit a complete <u>Form 2.SR-2 (Part C, Form D)</u> in accordance with <u>Part A, Section 7.3(b) (Lead Contractor)</u> .

2.SR-3 – Lead Contractor’s Safety Records	Submit a narrative with injury and illness data for the Lead Contractor (and identified subcontractors, if any) in accordance with <u>Part A, Section 7.3(b)</u> (<i>Lead Contractor</i>).
2.SR-4 – Lead Contractor’s Key Personnel Qualifications	Identify in a narrative the experience of individuals who will fill the following Key Personnel positions: the Lead Contractor’s Project Manager, the Lead Contractor’s Safety Manager, the Lead Contractor’s Field Superintendent / Construction Manager, the Lead Contractor’s Quality Manager, and any other positions that the Respondent identifies as critical to successfully managing and constructing the civic facility (which will be deemed Key Personnel positions), in accordance with <u>Part A, Section 7.3(b)</u> (<i>Lead Contractor</i>). Submit resumes (maximum two pages each) for each individual.
2.SR-5 – Lead Contractor’s Key Personnel Summary Information	Submit a complete <u>Form 2.SR-5 (Part C, Form D)</u> in accordance with <u>Part A, Section 7.3(b)</u> (<i>Lead Contractor</i>).

Technical Submittals – Lead Designer	Required Information and Instructions
3.SR-1 – Lead Designer’s Comparable Reference Project Experience	Submit a complete <u>Form 3.SR-1 (Part C, Form D)</u> in accordance with <u>Part A, Section 7.3(c)</u> (<i>Lead Designer</i>).
3.SR-2 – Lead Designer’s Key Personnel Qualifications	Identify in a narrative the experience of individuals who will fill the following Key Personnel positions: the Lead Designer’s Project Manager, the Lead Designer’s Architect, the Lead Designer’s Urban Designer, the Lead Designer’s Workspace Strategy / Interior Design Lead, the Lead Designer’s Structural Engineer, the Lead Designer’s MEP Engineer, the Lead Designer’s Sustainability Coordinator, the Lead Designer’s Quality Manager, and any other positions that the Respondent identifies as critical to successfully managing, designing, and engineering the Project (which will be deemed Key Personnel positions), in accordance with <u>Part A, Section 7.3(c)</u> (<i>Lead Designer</i>). Submit resumes (maximum two pages each) for each individual.
3.SR-3 – Lead Designer’s Key Personnel Summary Information	Submit a complete <u>Form 3.SR-3 (Part C, Form D)</u> in accordance with <u>Part A, Section 7.3(c)</u> (<i>Lead Designer</i>).

Technical Submittals – Lead O&M Provider	Required Information and Instructions
4.SR-1 – Lead O&M Provider’s Comparable Reference Project Experience	Submit a complete <u>Form 4.SR-1 (Part C, Form D)</u> in accordance with <u>Part A, Section 7.3(d)</u> (<i>Lead O&M Provider</i>).
4.SR-2 – Lead O&M Provider’s Key Personnel Qualifications	Identify in a narrative the experience of individuals who will fill the following Key Personnel position: the Lead O&M Manager and any other positions that the Respondent identifies as critical to successfully operating and maintaining the asset throughout its life-cycle (which will be deemed Key Personnel positions), in accordance with <u>Part A,</u>

	<u>Section 7.3(d) (Lead O&M Provider)</u> . Submit resumes (maximum two pages each) for each individual.
4.SR-3 – Lead O&M Provider’s Key Personnel Summary Information	Submit a complete <u>Form 4.SR-3 (Part C, Form D)</u> in accordance with <u>Part A, Section 7.3(d) (Lead O&M Provider)</u> .

Technical Submittals – Project Approach	Required Information and Instructions
5.SR-1 – Project Approach	Submit a narrative of the Respondent’s proposed approach to the Project, as well as an indicative project schedule and proposed organizational chart, in accordance with <u>Part A, Section 7.3(e) (Project Approach)</u> .

Volume 2: Financial Submittals

Volume 2 of the SOQ must contain the following:

Financial Submittals must appear in Volume 2 in the sequence listed in the table below.

Financial Submittals – Equity Members	Required Information and Instructions
1.SR-1 – Equity Members’ Project Financing and Investment Experience	Submit a combined single narrative covering all Equity Members and describing relevant project financing and investment experience for a minimum of three projects and a maximum of five projects, in accordance with <u>Part A, Section 7.3(a) (Equity Members)</u> .
1.SR-2 – Equity Members’ Investment Track Record	Submit a single combined <u>Form 1.SR-2 (Part C, Form E)</u> covering all Equity Members, in accordance with <u>Part A, Section 7.3(a) (Equity Members)</u> .
1.SR-3 – Equity Members’ Share	Submit <u>Form 1.SR-3 (Part C, Form E)</u> , with the anticipated share (expressed as a percentage) in the Project Company for each Equity Member, in accordance with <u>Part A, Section 7.3(a) (Equity Members)</u> . Indicate whether an Equity Member is also the Lead Contractor, Lead Designer, Lead O&M Provider, or other, if applicable.
1.SR-4 – Equity Members’ Financial Statements	Submit financial statements for each Equity Member in accordance with <u>Part A, Section 7.3(a) (Equity Members)</u> .
1.SR-5 – Equity Members’ Off-Balance-Sheet Liabilities	Submit a letter from the chief financial officer or treasurer (or equivalent position) of each Equity Member, or the certified public accountant for each Equity Member to whom financial information is submitted, in accordance with <u>Part A, Section 7.3(a) (Equity Members)</u> .
1.SR-6 – Equity Members’ Key Personnel Qualifications	Identify in a narrative the experience of individuals who will fill the following Key Personnel positions: the Respondent’s Project Sponsor, the Respondent’s Project Manager, the Equity Member’s Project Principal, and any other positions that the Respondent identifies as critical to successfully managing the Project (which will be deemed Key Personnel positions), in accordance with <u>Part A, Section 7.3(a) (Equity Members)</u> . Submit resumes (maximum two pages each) for each individual.

1.SR-7 –Equity Members’ Key Personnel Summary Information	Submit a complete <u>Form 1.SR-7 (Part C, Form E)</u> , in accordance with <u>Part A, Section 7.3(a) (Equity Members)</u> .
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Financial Submittals – Lead Contractor	Required Information and Instructions
2.SR-1 – Lead Contractor’s Financial Statements	Submit financial statements for each entity comprising the Lead Contractor, in accordance with <u>Part A, Section 7.3(b) (Lead Contractor)</u> .

Volume 3: Confidential Submittals

Volume 3 of the SOQ must contain any information that the Respondent believes is confidential, a trade secret, or proprietary information exempt from the California Public Records Act.

If the Respondent’s SOQ does not contain any information that the Respondent believes is confidential, a trade secret, or proprietary information exempt from the California Public Records Act, the Respondent must indicate via the appropriate checkbox on Part C, Form A that Respondent’s SOQ does not include a Volume 3.

The requirements for Volume 3 are detailed in Part A, Section 6.3 (Requirements for Confidential Submittals (Volume 3)).

CHECKLIST

Volume 1: Administrative, Pass/Fail, and Technical Submittals

Submit one original and 15 copies of Volume 1.

Tab	No.	SOQ Component	Format	RFQ Section Cross-Reference	
Tab 1: 1.0 Administrative Submittals	1.1	Transmittal Letter and Respondent Team Summary	<u>Part C, Form A</u>	<u>Part A, Section 5.3 (Questions and Requests for Clarification, Addenda)</u>	
	1.2	Campaign Contribution and Fundraising Restrictions	<u>Part C, Form B (CEC Form 55)</u>	<u>Part C (Forms)</u>	
	1.3	Municipal Lobbying Ordinance	<u>Part C, Form C (CEC Form 50)</u>		
	1.4	Contractor Responsibility Program	<u>Part C, Form F</u>		
	1.5	Iran Contracting Act of 2010 Compliance Affidavit	<u>Part C, Form G</u>		
Tab 2: 2.0 Pass/Fail Submittals	2.1	Bonding Capacity	Letter	<u>Part A, Section 7.2 (Pass/Fail Review)</u>	
	2.2	Availability of First Loss Risk Capital	Letter		
Tab 3: 3.0 Technical Submittals	3.1 Lead Contractor	3.1(a)	2.SR-2 – Lead Contractor’s Comparable Reference Project Experience	<u>Form 2.SR-2 (Part C, Form D)</u>	<u>Part A, Section 7.3(b) (Lead Contractor)</u>
		3.1(b)	2.SR-3 – Lead Contractor’s Safety Records	Narrative	
		3.1(c)	2.SR-4 – Lead Contractor’s Key Personnel Qualifications	Narrative	
		3.1(d)	2.SR-5 – Lead Contractor’s Key Personnel Summary Information	<u>Form 2.SR-5 (Part C, Form D)</u>	
	3.2 Lead Designer	3.2(a)	3.SR-1 – Lead Designer’s Comparable Reference Project Experience	<u>Form 3.SR-1 (Part C, Form D)</u>	<u>Part A, Section 7.3(c) (Lead Designer)</u>

		3.2(b)	3.SR-2 – Lead Designer’s Key Personnel Qualifications	Narrative		
		3.2(c)	3.SR-3 – Lead Designer’s Key Personnel Summary Information	<u>Form 3.SR-3 (Part C, Form D)</u>		
	3.3 Lead O&M Provider	3.3(a)	4.SR-1 – Lead O&M Provider’s Comparable Reference Project Experience	<u>Form 4.SR-1 (Part C, Form D)</u>	Part A, Section <u>7.3(d)</u> (<i>Lead O&M Provider</i>)	
		3.3(b)	4.SR-2 – Lead O&M Provider’s Key Personnel Qualifications	Narrative		
		3.3(c)	4.SR-3 – Lead O&M Provider’s Key Personnel Summary Information	<u>Form 4.SR-3 (Part C, Form D)</u>		
	3.4 Project Approach			5.SR-1 – Project Approach	Narrative, indicative project schedule and proposed organizational chart	Part A, Section <u>7.3(e)</u> (<i>Project Approach</i>)

Volume 2: Financial Submittals

Submit 1 original and 8 copies of Volume 2.

Section	No.	SOQ Component	Format	RFQ Section Cross-Reference
1.0 Equity Members	1.1	1.SR-1 – Equity Members’ Project Financing and Investment Experience	Narrative	Part A, Section <u>7.3(a)</u> (<i>Equity Members</i>)
	1.2	1.SR-2 – Equity Members’ Investment Track Record	<u>Form 1.SR-2 (Part C, Form E)</u>	
	1.3	1.SR-3 – Equity Members’ Share	<u>Form 1.SR-3 (Part C, Form E)</u>	
	1.4	1.SR-4 – Equity Members’ Financial Statements	Financial Statements	
	1.5	1.SR-5 – Equity Members’ Off-Balance-Sheet Liabilities	Letter	
	1.6	1.SR-6 – Equity Members’ Key Personnel Qualifications	Narrative	

	1.7	1.SR-7 – Equity Members’ Key Personnel Summary Information	<u>Form 1.SR-7 (Part C, Form E)</u>	
2.0 Lead Contractor		2.SR-1 – Lead Contractor’s Financial Statements	Financial Statements	<u>Part A, Section 7.3(b) (Lead Contractor)</u>

Volume 3: Confidential Submittals

Submit one original and 8 copies of Volume 3 (to be provided only if the Respondent believes that certain information in its SOQ is confidential, a trade secret, or proprietary information exempt from the California Public Records Act).

See Part A, Section 6.3 (*Requirements for Confidential Submittals (Volume 3)*).

PART C
Forms

Form A – Transmittal Letter and Respondent Team Summary

Form B – Campaign Contribution and Fundraising Restrictions (CEC Form 55)

Form C – Municipal Lobbying Ordinance (CEC Form 50)

Form D – Technical Evaluation Forms

Form E – Financial Evaluation Forms

Form F – Contractor Responsibility Program

Form G – Iran Contracting Act of 2010 Compliance Affidavit

FORM A – TRANSMITTAL LETTER AND RESPONDENT TEAM SUMMARY

[The Respondent must submit an original Form A, duly executed and completed in full by the Respondent.]

[Insert Letterhead]

City of Los Angeles
Department of Public Works
Bureau of Engineering

Respondent Name: _____ Date: _____

Mr. Reza Bagherzadeh, Principal Civil Engineer, P.E.
Program Manager, Civic Center Development Division
Email: eng.civicbuilding@lacity.org

In response to the Request for Qualifications to design, build, finance, operate, and maintain the Los Angeles Street Civic Building Project through a public-private partnership agreement dated April 1, 2019 (the "RFQ"), together with any addenda to the RFQ, the undersigned (the "Respondent") hereby represents and warrants that it has carefully examined and is fully familiar with the RFQ and hereby submits this Statement of Qualifications (the "SOQ") in response to the RFQ.

The Respondent acknowledges the right of the City to waive deficiencies, informalities, irregularities, or omissions in the SOQ, to reject any and all SOQs submitted, and to permit opportunities to make additional submittals to address any deficiencies and/or ambiguities in the SOQ.

The Respondent certifies that it has satisfied itself with respect to any questions it had regarding the RFQ. The Respondent further certifies that the information stated in this SOQ is true, correct, genuine and not sham or collusive, nor made in the interest or on behalf of any person not named in this SOQ. The Respondent has not directly or indirectly induced or solicited any other Respondent to make a sham SOQ, or any other person, firm, or corporation to refrain from submitting an SOQ, and the Respondent has not in any manner sought by collusion to secure for itself an advantage over any other Respondent. The Respondent agrees to abide by all other contents and terms of the RFQ.

The undersigned Respondent acknowledges (i) that it had access to all relevant materials posted to the Procurement Website, including any City responses to questions and requests for clarification and (ii) receipt and consideration of the following addenda to the RFQ:

Addenda numbers: _____

Respondent team summary

The Respondent members include (*identify and label Equity Members, Lead Contractor, Lead Designer, Lead O&M Provider, and any Guarantors and identified subcontractors*):

Key external advisors (e.g., financial advisor and legal advisor), if any:

Authorized representative of the Respondent: _____

Confidential Submittals (check the appropriate box below):

The Respondent's SOQ includes a Volume 3:

The Respondent's SOQ does not include a Volume 3:

The RFQ is governed by and construed in all respects according to the laws of the State of California.

By executing this form, the Respondent confirms that the representative named above is authorized to act as agent on behalf of the Respondent and is the point of contact for the Respondent in communications with the City throughout the procurement process. *[Attach to the transmittal letter evidence of such authorization from the Equity Members, Lead Contractor, Lead Designer and Lead O&M Provider. Evidence of authorization can include a resolution certified by an appropriate officer or equivalent evidence.]*

Any capitalized terms not defined herein have the meaning given to them in the RFQ.

The Respondent declares under penalty of perjury under the laws of the State of California that the foregoing is correct.

Respondent Name: _____

<p>By: _____ (Signature)</p> <p>_____ (Type or Print Name)</p> <p>_____ (Title)</p>	<p>The Respondent's Business Address</p>
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FORM B – CAMPAIGN CONTRIBUTION AND FUNDRAISING RESTRICTIONS (CEC FORM 55)

[The Respondent, Equity Members, Lead Contractor, Lead Designer and Lead O&M Provider must each complete and submit with their SOQ a separate CEC Form 55 for their principals and each and every entity with whom any of them are contracted to perform work in connection with the Project with a contract value in excess of \$100,000 (other than entities who provide services solely in connection with the submission of the SOQ), as well as the principals of these entities. The Respondent, Equity Members, Lead Contractor, Lead Designer and Lead O&M Provider must also notify their principals and the entities described in this paragraph in writing of the campaign contribution and fundraising restrictions and include the notice in all Project-related contracts with those entities.]

The signatory for the form shall be authorized to represent the entity completing the form.

SOQs submitted without all required CEC Form 55s shall be deemed nonresponsive.

Respondents who fail to comply with City law may be subject to penalties, termination of contract, and debarment. CEC Form 55 instructions can be found at: [https://ethics.lacity.org/pdf/forms/CEC Form 55 instructions.pdf](https://ethics.lacity.org/pdf/forms/CEC_Form_55_instructions.pdf). Additional information regarding these restrictions and requirements may be obtained from the City Ethics Commission at (213) 978-1960 or ethics.lacity.org]



Ethics Commission
 200 N Spring Street
 City Hall — 24th Floor
 Los Angeles, CA 90012
 (213) 978-1960
 ethics.lacity.org

Prohibited Contributors (Bidders) Form 55

This form must be completed in its entirety and submitted with your bid or proposal to the City department that is awarding the contract. Failure to submit a completed form may affect your bid or proposal. If you have questions about this form, please contact the Ethics Commission.

Original filing Amended filing (original signed on _____; last amendment signed on _____)

Reference Number (bid or contract number, if applicable):	Date Bid Submitted
--	---------------------------

Description of Contract (title of RFP and services to be provided):

City Department Awarding the Contract:

BIDDER INFORMATION:

Name: _____

Address: _____

Email: _____ **Phone:** _____

SCHEDULE SUMMARY

Please complete all three of the following:

1. SCHEDULE A- Bidder's Principals (check one)

The bidder is the individual listed above and has no other principals (Schedule A is not required).

The bidder is the individual listed above or an entity and has other principals, who are listed on the attached Schedule A pages.

2. SCHEDULE B - Subcontractors and Their Principals (check one)

The bidder has no subcontractors on this bid or proposal whose subcontracts are worth \$100,000 or more (Schedule B is not required).

The bidder has one or more subcontractors on this bid or proposal with subcontracts worth \$100,000 or more, and those subcontractors and their principals are listed on the attached Schedule B pages.

3. TOTAL NUMBER OF PAGES SUBMITTED (including this cover page): _____

BIDDER'S CERTIFICATION

I certify that I understand, will comply with, and have notified my principals and subcontractors of the requirements and restrictions in Los Angeles City Charter section 470(c)(12) and any related ordinances. I certify under penalty of perjury under the laws of the City of Los Angeles and the state of California that the information provided on this form and the attached pages is true and complete to the best of my knowledge and belief.

Date: _____ Signature: _____

Name: _____

Title: _____



Ethics Commission
 200 N Spring Street
 City Hall — 24th Floor
 Los Angeles, CA 90012
 (213) 978-1960
 ethics.lacity.org

Prohibited Contributors (Bidders) **Form 55**

SCHEDULE A- BIDDER'S PRINCIPALS

Please identify the names and titles of all of the bidder's principals (attach additional sheets if necessary). Principals include a bidder's board chair, president, chief executive officer, chief operating officer, and individuals who serve in the functional equivalent of one or more of those positions. Principals also include individuals who hold an ownership interest in the bidder of at least 20 percent and employees of the bidder who are authorized by the bid or proposal to represent the bidder before the City.

Check this box if additional Schedule A pages are attached.

Name: _____ Title: _____

Address: _____



Ethics Commission
 200 N Spring Street
 City Hall — 24th Floor
 Los Angeles, CA 90012
 (213) 978-1960
 ethics.lacity.org

Prohibited Contributors (Bidders) Form 55

SCHEDULE B- SUBCONTRACTORS AND THEIR PRINCIPALS

Please identify all subcontractors whose subcontracts are worth \$100,000 or more. Separate Schedule B pages are required for each subcontractor who meets that threshold.

Subcontractor: _____

Address: _____

Check one of the following:

- The subcontractor listed above is an individual and has no other principals.
- The subcontractor listed above is an individual or an entity and has principals, and their names and titles are identified below (attach additional sheets if necessary). Principals include a subcontractor's board chair, president, chief executive officer, chief operating officer, and individuals who serve in the functional equivalent of one or more of those positions. Principals also include individuals who hold an ownership interest in the subcontractor of at least 20 percent and employees of the subcontractor who are authorized by the bid or proposal to represent the subcontractor before the City.

Check this box if additional Schedule B pages are attached.

Name: _____ Title: _____

Address: _____

FORM C – MUNICIPAL LOBBYING ORDINANCE (CEC FORM 50)

[The Respondent, Equity Members, Lead Contractor, Lead Designer and Lead O&M Provider must each complete and submit a separate CEC Form 50 with their SOQ.

The City’s Municipal Lobbying Ordinance, Los Angeles Municipal Code Section 48.01, et seq. (https://ethics.lacity.org/PDF/laws/law_mlo_jan2013.pdf) requires certain individuals and entities to register with the City Ethics Commission and make public disclosures and comply with other requirements.

CEC Form 50 requires the Respondent, Equity Members, Lead Contractor, Lead Designer, and Lead O&M Provider, as applicable, to agree to comply with the disclosure requirements and prohibitions established in the Municipal Lobbying Ordinance if the Respondent, Equity Members, Lead Contractor, Lead Designer, or Lead O&M Provider, as applicable, qualifies as a lobbying entity under Los Angeles Municipal Code Section 48.02 (exemptions in Los Angeles Municipal Code Section 48.03 and Los Angeles Administrative Code Section 10.40.4 do not apply).

The signatory for the form shall be authorized to represent the entity completing the form.

SOQs submitted without all required CEC Form 50’s shall be deemed nonresponsive.]



City Ethics Commission
 200 N Spring Street
 City Hall — 24th Floor
 Los Angeles, CA 90012
 Mail Stop 129
 (213) 978-1960

Bidder Certification

CEC Form 50

This form must be submitted to the awarding authority with your bid or proposal for the contract noted below. Please write legibly.

Original filing Amended filing (original signed on _____; last amendment signed on _____)

Bid/Contract/BAVN Number:	Awarding Authority (Department):
----------------------------------	---

Name of Bidder:	Phone:
------------------------	---------------

Address:

Email:

CERTIFICATION

I certify the following on my own behalf or on behalf of the entity named above, which I am authorized to represent:

- A. I am a person or entity that is applying for a contract with the City of Los Angeles.
- B. The contract for which I am applying is an agreement for one of the following:
 - 1. The performance of work or service to the City or the public;
 - 2. The provision of goods, equipment, materials, or supplies;
 - 3. Receipt of a grant of City financial assistance for economic development or job growth, as further described in Los Angeles Administrative Code § 10.40.1(h); or
 - 4. A public lease or license of City property where both of the following apply, as further described in Los Angeles Administrative Code § 10.37.1(l):
 - a. I provide services on the City property through employees, sublessees, sublicensees, contractors, or subcontractors, and those services:
 - i. Are provided on premises that are visited frequently by substantial numbers of the public; or
 - ii. Could be provided by City employees if the awarding authority had the resources; or
 - iii. Further the proprietary interests of the City, as determined in writing by the awarding authority.
 - b. I am not eligible for exemption from the City's living wage ordinance, as eligibility is described in Los Angeles Administrative Code § 10.37.1(l)(b).
- C. The value and duration of the contract for which I am applying is one of the following:
 - 1. For goods or services contracts—a value of more than \$25,000 and a term of at least three months;
 - 2. For financial assistance contracts—a value of at least \$100,000 and a term of any duration; or
 - 3. For construction contracts, public leases, or licenses—any value and duration.
- D. I acknowledge and agree to comply with the disclosure requirements and prohibitions established in the Los Angeles Municipal Lobbying Ordinance if I qualify as a lobbying entity under Los Angeles Municipal Code § 48.02.

I certify under penalty of perjury under the laws of the City of Los Angeles and the state of California that the information in this form is true and complete.

Date: _____ Signature: _____
 Name: _____
 Title: _____

Los Angeles Administrative Code § 10.40.1

- (h) **“City Financial Assistance Recipient”** means any person who receives from the City discrete financial assistance in the amount of One Hundred Thousand Dollars (\$100,000.00) or more for economic development or job growth expressly articulated and identified by the City, as contrasted with generalized financial assistance such as through tax legislation.

Categories of such assistance shall include, but are not limited to, bond financing, planning assistance, tax increment financing exclusively by the City, and tax credits, and shall not include assistance provided by the Community Development Bank. City staff assistance shall not be regarded as financial assistance for purposes of this article. A loan shall not be regarded as financial assistance. The forgiveness of a loan shall be regarded as financial assistance. A loan shall be regarded as financial assistance to the extent of any differential between the amount of the loan and the present value of the payments thereunder, discounted over the life of the loan by the applicable federal rate as used in 26 U.S.C. Sections 1274(d), 7872(f). A recipient shall not be deemed to include lessees and sublessees.

Los Angeles Administrative Code § 10.37.1

(l) **“Public lease or license.”**

- (a) Except as provided in (l)(b), “Public lease or license” means a lease or license of City property on which services are rendered by employees of the public lessee or licensee or sublessee or sublicensee, or of a contractor or subcontractor, but only where any of the following applies:
- (1) The services are rendered on premises at least a portion of which is visited by substantial numbers of the public on a frequent basis (including, but not limited to, airport passenger terminals, parking lots, golf courses, recreational facilities); or
 - (2) Any of the services could feasibly be performed by City employees if the awarding authority had the requisite financial and staffing resources; or
 - (3) The DAA has determined in writing that coverage would further the proprietary interests of the City.
- (b) A public lessee or licensee will be exempt from the requirements of this article subject to the following limitations:
- (1) The lessee or licensee has annual gross revenues of less than the annual gross revenue threshold, three hundred fifty thousand dollars (\$350,000), from business conducted on City property;
 - (2) The lessee or licensee employs no more than seven (7) people total in the company on and off City property;
 - (3) To qualify for this exemption, the lessee or licensee must provide proof of its gross revenues and number of people it employs in the company’s entire workforce to the awarding authority as required by regulation;
 - (4) Whether annual gross revenues are less than three hundred fifty thousand dollars (\$350,000) shall be determined based on the gross revenues for the last tax year prior to application or such other period as may be established by regulation;
 - (5) The annual gross revenue threshold shall be adjusted annually at the same rate and at the same time as the living wage is adjusted under section 10.37.2 (a);
 - (6) A lessee or licensee shall be deemed to employ no more than seven (7) people if the company’s entire workforce worked an average of no more than one thousand two-hundred fourteen (1,214) hours per month for at least three-fourths (3/4) of the time period that the revenue limitation is measured;
 - (7) Public leases and licenses shall be deemed to include public subleases and sublicenses;
 - (8) If a public lease or license has a term of more than two (2) years, the exemption granted pursuant to this section shall expire after two (2) years but shall be renewable in two-year increments upon meeting the requirements therefor at the time of the renewal application or such period established by regulation.

FORM D – TECHNICAL EVALUATION FORMS

[The Respondent must submit an original Form D, duly executed and completed in full by the Respondent.]

Submittal Form: 2.SR-2*Lead Contractor's Comparable Reference Project Experience*

[Submit a separate Form 2.SR-2 for each reference project for the Lead Contractor for no fewer than three projects, up to a maximum of five projects. If reference project experience from identified subcontractors or Affiliates of the Lead Contractor is provided, also submit a detailed explanation of how such experience will be transferred to the Lead Contractor.]

Reference Project Information

Project Name	
Project Location	
Project Delivery Method	

Owner Information

Owner Name	
Address	
Phone Number	
Email Address	

Key Personnel Involved in the Reference Project

Please indicate whether any of the Lead Contractor's Key Personnel (proposed for this Project) were involved in the reference project.

Key Personnel Name	Role in Reference Project

Reference Project Details

Site Area (acres)	
Building Area (sq. ft.)	
Building Levels & Height	
Number of Parking Spaces (please specify if above or underground)	
Building Uses (e.g., office, retail, residential)	
Building Components (e.g., childcare center, conference center, historical displays)	

Contract Information

Fixed Price Contract Amount	
Scheduled Completion Date	
Actual Completion Date	

Please explain any difference between the scheduled and actual completion date (100 word maximum).

--

Comparable Reference Project Components

Did the reference project include the following (check applicable boxes)?

Project Component	Yes	No
Comparable asset types (including high-rise office building facilities and underground parking structures) located in highly constrained, dense urban environments		
Minimizing adverse construction impacts on traffic in highly congested environments		
Alternative delivery models, including design-build, build-to-suit, design-build-maintain, design-build-operate-maintain, and/or design-build-finance-operate-maintain		
Constructing within the City of Los Angeles, including experience with City construction oversight requirements		
Successfully coordinating construction with local communities, utilities, public sector agencies, and others impacted by construction activity		
Delivering projects on time and within the original budget, and establishing project controls and cost tracking systems to monitor costs		
The Lead Contractor working with the Lead Designer as an integrated team		
Environmental stewardship and approaches to being stewards of natural resources, neighborhoods, historic sites, communities, cultural resources, and environmental conditions		
Implementing effective safety management programs, as well as lessons-learned implementation, near-miss reporting, incident investigations, and world-class working-at-heights and dropped-objects programs		
Preparing and executing to detailed Level 1, 2, 3 project schedules inclusive of project sequencing		
Effective usage of project value management techniques		
Managing construction project risk		

Project Description

Attach to this form a brief reference project description (maximum one page) emphasizing the applicable comparable reference project components listed above, and the contribution the identified firm made to the reference project.

Submittal Form: 2.SR-5

Lead Contractor's Key Personnel Summary Information

[Submit one Form 2.SR-5 for the Respondent.]

Lead Contractor's Project Manager		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Contractor's Safety Manager		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Contractor's Field Superintendent / Construction Manager		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Contractor's Quality Manager		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

[The Respondent to duplicate tables or rows as necessary.]

Submittal Form: 3.SR-1

Lead Designer's Comparable Reference Project Experience

[Submit a separate Form 3.SR-1 for each reference project for the Lead Designer for no fewer than three projects, up to a maximum of five projects. If reference project experience from identified subcontractors or Affiliates of the Lead Designer is provided, also submit a detailed explanation of how such experience will be transferred to the Lead Designer.]

Reference Project Information

Project Name	
Project Location	
Project Delivery Method	

Owner Information

Owner Name	
Address	
Phone Number	
Email Address	

Key Personnel Involved in the Reference Project

Please indicate whether any of the Lead Designer's Key Personnel (proposed for this Project) were involved in the reference project

Key Personnel Name	Role in Reference Project

Reference Project Details

Site Area (acres)	
Building Area (sq. ft.)	
Building Levels & Height	
Number of Parking Spaces (please specify if above or underground)	
Building Uses (e.g., office, retail, residential)	
Building Components (e.g., childcare center, conference center, historical displays)	
Building Certification (e.g., LEED Gold or Platinum)	

Comparable Reference Project Components

Did the reference project include the following (check applicable boxes)?

Project Component	Yes	No
Comparable asset types (including high-rise office building facilities) that emphasize functionality and strive to achieve a comfortable and productive modern working environment		
Design emphasis on public architecture and activation of public spaces		
Demonstrated design of large buildings within the context of a built-out urban environment		
Documented commitment to design excellence and established internal design review processes		
Safe, functional, and effective underground parking facilities		
Alternative delivery models, including design-build, build-to-suit, design-build-maintain, design-build-operate-maintain, and/or design-build-finance-operate-maintain		
Effective and collaborative design processes with project owners and other stakeholders		
Designing within the City of Los Angeles and preparing and completing ready-to-issue building permits and construction documents in the City of Los Angeles, including experience with City oversight requirements, permitting, and approval processes		
Designing high-performance, smart, and resilient buildings that could include (1) specifically designing active and passive low-energy HVAC and lighting systems, all-electric infrastructure and systems, smart energy systems (e.g., automated demand response and on-site renewable energy), low-water-use systems (e.g., through efficiency, retention, and treatment), automated underground parking systems, intelligent building management systems, and resiliency strategy including performance-based seismic design and quick reoccupancy; and/or (2) completed projects that meet the U.S. Green Building Council criteria for LEED Gold or Platinum certification (BD+C and ID+C, new construction, or core and shell) as well as the criteria for a "net zero energy" building as defined by the U.S. Department of Energy and National Institute of Building Sciences		
Incorporating evolving technologies and innovative approaches to use of public space and workplace environment into design		
Incorporating facilities management into project design		
Development of a detailed tenant space program including with a wide variety of different agency tenants		
Designs that achieve community goals, successfully relating to planned and existing urban development		

Project Description

Attach to this form a brief reference project description (maximum one page) emphasizing the applicable comparable reference project components listed above, and the contribution the identified firm made to the reference project.

Submittal Form: 3.SR-3

Lead Designer's Key Personnel Summary Information

[Submit one Form 3.SR-3 for the Respondent.]

Lead Designer's Project Manager		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Designer's Architect		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Designer's Urban Designer		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Designer's Workspace Strategy / Interior Design Lead		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Designer's Structural Engineer		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Designer's MEP Engineer		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Designer's Sustainability Coordinator		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Lead Designer's Quality Manager		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

[The Respondent to duplicate tables or rows as necessary.]

Submittal Form: 4.SR-1*Lead O&M Provider's Comparable Reference Project Experience*

[Submit a separate Form 4.SR-1 for each reference project for the Lead O&M Provider for no fewer than three projects, up to a maximum of five projects. If reference project experience from identified subcontractors or Affiliates of the Lead O&M Provider is provided, also submit a detailed explanation of how such experience will be transferred to the Lead O&M Provider.]

Project Information

Project Name	
Project Location	
Project Delivery Method	

Owner Information

Owner Name	
Address	
Phone Number	
Email Address	

Key Personnel Involved in the Reference Project

Please indicate whether any of the Lead O&M Provider's Key Personnel (proposed for this Project) were involved in the reference project

Key Personnel Name	Role in Reference Project

Project Details

Site Area (acres)	
Building Area (sq. ft.)	
Building Levels & Height	
Number of Parking Spaces (please specify if above or underground)	
Building Uses (e.g., office, retail, residential)	
Building Components (e.g., childcare center, conference center, historical displays)	

Comparable Reference Project Components

Did the reference project include the following (check applicable boxes)?

Project Component	Yes	No
Comparable asset types (including high-rise office building facilities and commercial real estate)		
Effective and efficient asset stewardship, life-cycle planning, management and scheduling, capital renewal investments, and handback		
Implementation of effective and efficient preventative and routine maintenance		
Undertaking scheduled and unscheduled maintenance activities		

Hiring and training O&M staff		
Effective management of building systems		
Working cooperatively with governmental entities and/or third-party service providers providing complementary O&M services		
World-class customer service and environmental and wellness stewardship for building occupants		

Project Description

Attach to this form a brief reference project description (maximum one page) emphasizing the applicable comparable reference project components listed above, and the contribution the identified firm made to the reference project.

Submittal Form: 4.SR-3

Lead O&M Provider's Key Personnel Summary Information

[Submit one Form 4.SR-3 for the Respondent.]

Lead O&M Manager		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

[The Respondent to duplicate tables or rows as necessary.]

FORM E – FINANCIAL EVALUATION FORMS

Submittal Form 1.SR-2

Equity Members' Investment Track Record

[Submit a single combined Form 1.SR-2 covering all Equity Members. If an Equity Member identified on Form 1.SR-2 is a joint venture, consortium, partnership, or limited liability company, complete a separate entry for each constituent member of the joint venture, consortium, partnership, or limited liability company of the Equity Member, as applicable.]

Equity Member Name	1. List projects for which Equity Members were short-listed	2. List proposal submissions or pending proposal submissions	3. List withdrawals from, or other changes in, procurement	4. List the projects that reached Financial Close
[Name of Equity Member 1]	<ul style="list-style-type: none"> • [] • [] 	<ul style="list-style-type: none"> • [] • [] 	<ul style="list-style-type: none"> • [] • [] 	<ul style="list-style-type: none"> • [] • []
[Name of Equity Member 2]				

Instructions to complete each column:

1. For the column labeled "1", list the names of projects and the names of their procuring agencies in which the Equity Members, in their capacity as potential first loss risk capital investors in a project, were short-listed or otherwise invited to submit a proposal. Each project listed must have the following characteristics: (a) design-build-finance-operate-maintain risk transfer and availability-payment based, (b) total design and construction costs similar to the Project, and (c) a potential first loss risk capital contribution into the ultimate special purpose vehicle/developer/project company of more than 10% by the Equity Member.
2. For the column labeled "2", with respect to the projects listed in the column labeled "1": (a) List the projects that have not yet required final financial proposals to be submitted, and (b) list the projects where the Equity Member submitted compliant, final technical and financial proposals.
3. For the column labeled "3", list each project that was included in the column labeled "1" but not included in the column labeled "2". For each such project, provide (a) the procuring agency and a contact name and phone number, and (b) a brief explanation for why the Equity Member did not submit compliant final technical and/or financial proposals, or for not remaining engaged in the procurement process for that project as a first loss risk capital investor in a team that submitted a compliant final proposal (as applicable). Explanations may be attached in a separate sheet, if necessary.
4. For the column labeled "4", list the projects in which the Equity Member was a first loss risk capital investor at the time of financial close. Each project listed must have the following characteristics: (a) design-build-finance-operate-maintain risk transfer and availability-payment based; (b) have reached financial close within the last 10 years; (c) total design and construction costs similar to the Project; and (d) a first loss risk capital contribution into the ultimate special purpose vehicle/developer/project company of more than 10% by the Equity Member.

Submittal Form 1.SR-3

Equity Members' Share

[Submit one Form 1.SR-3 for the Respondent. If an Equity Member identified below is a joint venture, consortium, partnership, or limited liability company, provide information on this Form 1.SR-3 for each constituent member of the joint venture, consortium, partnership, or limited liability company.]

Equity Member	Anticipated Share in the Project Company (%)	Please indicate if the Equity Member will also be the Lead Contractor, the Lead Designer, the Lead O&M Provider, or other, if applicable

Submittal Form 1.SR-7

Equity Members' Key Personnel Summary Information

[Submit one Form 1.SR-7 for the Respondent.]

Respondent's Project Sponsor		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Respondent's Project Manager		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Equity Member's Project Principal #1		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Equity Member's Project Principal #2		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

Equity Member's Project Principal #3		
Name:		
References		
Name:	Name:	Name:
Company:	Company:	Company:
Position:	Position:	Position:
Email:	Email:	Email:
Phone:	Phone:	Phone:

[The Respondent to duplicate tables rows as necessary.]

FORM F – CONTRACTOR RESPONSIBILITY PROGRAM

[The Respondent, Equity Members, Lead Contractor, Lead Designer and Lead O&M Provider must each complete and submit with their SOQ a separate City of Los Angeles Responsibility Questionnaire and City of Los Angeles Pledge of Compliance.

The Respondents are advised that any contract awarded pursuant to this procurement process shall be subject to the provisions of Los Angeles Administrative Code Section 10.40 et seq., Contractor Responsibility Ordinance (CRO).

SOQs submitted without all required Responsibility Questionnaires and Pledges of Compliance may result in a Respondent being deemed nonresponsive.]

**CITY OF LOS ANGELES
RESPONSIBILITY QUESTIONNAIRE**

RESPONSES TO THE QUESTIONS CONTAINED IN THIS QUESTIONNAIRE MUST BE SUBMITTED ON THIS FORM.
In responding to the Questionnaire, neither the City form, nor any of the questions contained therein, may be retyped, recreated, modified, altered, or changed in any way, in whole or in part. Bidders, or Proposers that submit responses on a form that has been retyped, recreated, modified, altered, or changed in any way shall be deemed non-responsive.

The signatory of this Questionnaire guarantees the truth and accuracy of all statements and answers to the questions herein. Failure to complete and return this questionnaire, any false statements, or failure to answer (a) question(s) when required, may render the bid/proposal non-responsive. All responses must be typewritten or printed in ink. Where an explanation is required or where additional space is needed to explain an answer, use the Responsibility Questionnaire Attachments. Submit the completed form and all attachments to the awarding authority. Retain a copy of this completed form for future reference. Contractors must submit updated information to the awarding authority if changes have occurred that would render any of the responses inaccurate in any way. Updates must be submitted to the awarding authority within 30 days of the change(s).

A. CONTACT INFORMATION

CITY DEPARTMENT INFORMATION

City Department/Division Awarding Contract	City Contact Person	Phone
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City Bid or Contract Number (if applicable) and Project Title

BIDDER/CONTRACTOR INFORMATION

Bidder/Proposer Business Name

Street Address	City	State	Zip
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Contact Person, Title	Phone	Fax
-----------------------	-------	-----

TYPE OF SUBMISSION:

The Questionnaire being submitted is:

- An initial submission of a completed Questionnaire.
- An update of a prior Questionnaire dated _____ / _____ / _____
- No change. I certify under penalty of perjury under the laws of the State of California that there has been no change to any of the responses since the last Responsibility Questionnaire dated _____ / _____ / _____ was submitted by the firm. Attach a copy of that Questionnaire and sign below.

Print Name, Title	Signature	Date
-------------------	-----------	------

TOTAL NUMBER OF PAGES SUBMITTED, INCLUDING ALL ATTACHMENTS: _____

B. BUSINESS ORGANIZATION/STRUCTURE

Indicate the organizational structure of your firm. "Firm" includes a sole proprietorship, corporation, joint venture, consortium, association, or any combination thereof.

Corporation: Date incorporated: ____ / ____ / ____ State of incorporation: _____

List the corporation's current officers.

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____

Check the box only if your firm is a publicly traded corporation.

List those who own 5% or more of the corporation's stocks. Use Attachment A if more space is needed. Publicly traded corporations need not list the owners of 5% or more of the corporation's stocks.

Limited Liability Company: Date of formation: ____ / ____ / ____ State of formation: _____

List members who own 5% or more of the company. Use Attachment A if more space is needed.

Partnership: Date formed: ____ / ____ / ____ State of formation: _____

List all partners in your firm. Use Attachment A if more space is needed.

Sole Proprietorship: Date started: ____ / ____ / ____

List any firm(s) that you have been associated with as an owner, partner, or officer for the last five years. Use Attachment A if more space is needed. Do not include ownership of stock in a publicly traded company in your response to this question.

Joint Venture: Date formed: ____ / ____ / ____

List: (1) each firm that is a member of the joint venture and (2) the percentage of ownership the firm will have in the joint venture. Use Attachment A if more space is needed. **Each member of the Joint Venture must complete a separate Questionnaire for the Joint Venture's submission to be considered as responsive to the invitation.**

C. OWNERSHIP AND NAME CHANGES

1. Is your firm a subsidiary, parent, holding company, or affiliate of another firm?

Yes No

If **Yes**, explain on Attachment A the relationship between your firm and the associated firms. Include information about an affiliated firm only if one firm owns 50% or more of another firm, or if an owner, partner or officer of your firm holds a similar position in another firm.

2. Has any of the firm's owners, partners, or officers operated a similar business in the past five years?

Yes No

If **Yes**, list on Attachment A the names and addresses of all such businesses, and the person who operated the business. Include information about a similar business only if an owner, partner or officer of your firm holds a similar position in another firm.

3. Has the firm changed names in the past five years?

Yes No

If **Yes**, list on Attachment A all prior names, addresses, and the dates they were used. Explain the reason for each name change in the last five years.

4. Are any of your firm's licenses held in the name of a corporation or partnership?

Yes No

If **Yes**, list on Attachment A the name of the corporation or partnership that actually holds the license.

Bidders/Contractors must continue on to Section D and answer all remaining questions contained in this Questionnaire.

The responses in this Questionnaire will not be made available to the public for review. This is not a public document. [CPCC §20101(a)]

D. FINANCIAL RESOURCES AND RESPONSIBILITY

5. Is your firm now, or has it ever been at any time in the last five years, the debtor in a bankruptcy case?

Yes No

If **Yes**, explain on Attachment B the circumstances surrounding each instance.

6. Is your company in the process of, or in negotiations toward, being sold?

Yes No

If **Yes**, explain the circumstances on Attachment B.

E. PERFORMANCE HISTORY

7. How many years has your firm been in business? _____ Years.

8. Has your firm ever held any contracts with the City of Los Angeles or any of its departments?

Yes No

If, **Yes**, list on an Attachment B all contracts your firm has had with the City of Los Angeles for the last 10 years. For each contract listed in response to this question, include: (a) entity name; (b) purpose of contract; (c) total cost; (d) starting date; and (e) ending date.

9. List on Attachment B all contracts your firm has had with any private or governmental entity (other than the City of Los Angeles) over the last five years that are similar to the work to be performed on the contract for which you are bidding or proposing. For each contract listed in response to this question, include: (a) entity name; (b) purpose of contract; (c) total cost; (d) starting date; and (e) ending date.

Check the box if you have not had any similar contracts in the last five years

10. In the past five years, has a governmental or private entity or individual terminated your firm's contract prior to completion of the contract?

Yes No

If **Yes**, explain on Attachment B the circumstances surrounding each instance.

11. In the past five years, has your firm used any subcontractor to perform work on a government contract when you knew that the subcontractor had been debarred by a governmental entity?

Yes No

If **Yes**, explain on Attachment B the circumstances surrounding each instance.

12. In the past five years, has your firm been debarred or determined to be a non-responsible bidder or contractor?

Yes No

If **Yes**, explain on Attachment B the circumstances surrounding each instance.

F. DISPUTES

13. In the past five years, has your firm been the defendant in court on a matter related to any of the following issues? For parts (a) and (b) below, check **Yes** even if the matter proceeded to arbitration without court litigation. For part (c), check **Yes** only if the matter proceeded to court litigation. If you answer **Yes** to any of the questions below, explain the circumstances surrounding each instance on Attachment B. You must include the following in your response: the name of the plaintiffs in each court case, the specific causes of action in each case, the date each case was filed, and the disposition/current status of each case.

(a) Payment to subcontractors?

Yes **No**

(b) Work performance on a contract?

Yes **No**

(c) Employment-related litigation brought by an employee?

Yes **No**

14. Does your firm have any outstanding judgements pending against it?

Yes **No**

If **Yes**, explain on Attachment B the circumstances surrounding each instance.

15. In the past five years, has your firm been assessed liquidated damages on a contract?

Yes **No**

If **Yes**, explain on Attachment B the circumstances surrounding each instance and identify all such projects, the amount assessed and paid, and the name and address of the project owner.

G. COMPLIANCE

16. In the past five years, has your firm or any of its owners, partners or officers, ever been investigated, cited, assessed any penalties, or been found to have violated any laws, rules, or regulations enforced or administered, by any of the governmental entities listed on Attachment C (Page 9)? For this question, the term "owner" does not include owners of stock in your firm if your firm is a publicly traded corporation.

Yes **No**

If **Yes**, explain on Attachment B the circumstances surrounding each instance, including the entity that was involved, the dates of such instances, and the outcome.

17. If a license is required to perform any services provided by your firm, in the past five years, has your firm, or any person employed by your firm, been investigated, cited, assessed any penalties, subject to any disciplinary action by a licensing agency, or found to have violated any licensing laws?

Yes **No**

If **Yes**, explain on Attachment B the circumstances surrounding each instance in the last five years.

SERVICE

18. In the past five years, has your firm, any of its owners, partners, or officers, ever been penalized or given a letter of warning by the City of Los Angeles for failing to obtain authorization from the City for the substitution of a Minority-owned (MBE), Women-owned (WBE), or Other (OBE) business enterprise?

Yes No

If **Yes**, explain on Attachment B the circumstances surrounding each instance in the last five years.

H. BUSINESS INTEGRITY

19. For questions (a), (b), and (c) below, check **Yes** if the situation applies to your firm. For these questions, the term "firm" includes any owners, partners, or officers in the firm. The term "owner" does not include owners of stock in your firm if the firm is a publicly traded corporation. If you check **Yes** to any of the questions below, explain on Attachment B the circumstances surrounding each instance.

(a) Is a governmental entity or public utility currently investigating your firm for making (a) false claim(s) or material misrepresentation(s)?

Yes No

(b) In the past five years, has a governmental entity or public utility alleged or determined that your firm made (a) false claim(s) or material misrepresentation(s)?

Yes No

(c) In the past five years, has your firm been convicted or found liable in a civil suit for, making (a) false claim(s) or material misrepresentation(s) to any governmental entity or public utility?

Yes No

20. In the past five years, has your firm or any of its owners or officers been convicted of a crime involving the bidding of a government contract, the awarding of a government contract, the performance of a government contract, or the crime of fraud, theft, embezzlement, perjury, bribery? For this question, the term "owner" does not include those who own stock in a publicly traded corporation.

Yes No

If **Yes**, explain on Attachment B the circumstances surrounding each instance.

CERTIFICATION UNDER PENALTY OF PERJURY

I certify under penalty of perjury under the laws of the State of California that I have read and understand the questions contained in this questionnaire and the responses contained on all Attachments. I further certify that I have provided full and complete answers to each question, and that all information provided in response to this Questionnaire is true and accurate to the best of my knowledge and belief.

Print Name, Title

Signature

Date

ATTACHMENT A FOR SECTIONS A THROUGH C

Where additional information or an explanation is required, use the space below to provide the information or explanation. Information submitted on this sheet must be typewritten or printed in ink. Include the number of the question for which you are submitting additional information. Make copies of this Attachment if additional pages are needed.

Page _____

ATTACHMENT B FOR SECTIONS D THROUGH H

Where additional information or an explanation is required, use the space below to provide the information or explanation. Information submitted on this sheet must be typewritten or printed in ink. Include the number of the question for which you are submitting additional information. Make copies of this Attachment if additional pages are needed.

Page _____

ATTACHMENT C: GOVERNMENTAL ENTITIES FOR QUESTION NO. 16

Check **Yes** in response to Question No. 16 if your firm or any of its owners, partners or officers, have ever been investigated, cited, assessed any penalties, or found to have violated any laws, rules, or regulations enforced or administered, by any of the governmental entities listed below (or any of its subdivisions), including but not limited to those examples specified below. The term “owner” does not include owners of stock in your firm if your firm is a publicly traded corporation. If you answered **Yes**, provide an explanation on Attachment B of the circumstances surrounding each instance, including the entity involved, the dates of such instances, and the outcome.

FEDERAL ENTITIES**Federal Department of Labor**

- American with Disabilities Act
- Immigration Reform and Control Act
- Family Medical Leave Act
- Fair Labor Standards Act
- Davis-Bacon and laws covering wage requirements for federal government contract workers
- Migrant and Seasonal Agricultural Workers Protection Act
- Immigration and Naturalization Act
- Occupational Safety and Health Act
- anti-discrimination provisions applicable to government contractors and subcontractors
- whistleblower protection laws

Federal Department of Justice

- Civil Rights Act
- American with Disabilities Act
- Immigration Reform and Control Act of 1986
- bankruptcy fraud and abuse

Federal Department of Housing and Urban Development (HUD)

- anti-discrimination provisions in federally subsidized/assisted/sponsored housing programs
- prevailing wage requirements applicable to HUD related programs

Federal Environmental Protection Agency

- Environmental Protection Act

National Labor Relations Board

- National Labor Relations Act

Federal Equal Employment Opportunity Commission

- Civil Rights Act
- Equal Pay Act
- Age Discrimination in Employment Act
- Rehabilitation Act
- Americans with Disabilities Act

STATE ENTITIES**California’s Department of Industrial Relations**

- wage and labor standards, and licensing and registration
- occupational safety and health standards
- workers’ compensation self insurance plans
- Workers’ Compensation Act
- wage, hour, and working standards for apprentices
- any provision of the California Labor Code

California’s Department of Fair Employment and Housing

- California Fair Employment and Housing Act
- Unruh Civil Rights Act
- Ralph Civil Rights Act

California Department of Consumer Affairs

- licensing, registration, and certification requirements
- occupational licensing requirements administered and/or enforced by any of the Department’s boards, including the Contractors’ State Licensing Board

California’s Department of Justice**LOCAL ENTITIES**

City of Los Angeles or any of its subdivisions for violations of any law, ordinance, code, rule, or regulation administered and/or enforced by the City, including any letters of warning or sanctions issued by the City of Los Angeles for an unauthorized substitution of subcontractors, or unauthorized reductions in dollar amounts subcontracted.

OTHERS

Any other federal, state, local governmental entity for violation of any other federal, state, or local law or regulation relating to wages, labor, or other terms and conditions of employment.

CITY OF LOS ANGELES
PLEDGE OF COMPLIANCE WITH CONTRACTOR RESPONSIBILITY ORDINANCE

Los Angeles Administrative Code (LAAC) Section 10.40 et seq. (Contractor Responsibility Ordinance) provides that, unless specifically exempt, City contractors working under service contracts of at least \$25,000 and three months, contracts for services and for purchasing goods and products that involve a value in excess of twenty-five thousand dollars (\$25,000) and a term in excess of three months are covered by this Article; and construction contracts of any amount; public lessees; public licensees; and certain recipients of City financial assistance or City grant funds, shall comply with all applicable provisions of the Ordinance. Upon award of a City contract, public lease, public license, financial assistance or grant, the contractor, public lessee, public licensee, City financial assistance recipient, or grant recipient, and any of its subcontractor(s) shall submit this Pledge of Compliance to the awarding authority.

The contractor agrees to comply with the Contractor Responsibility Ordinance and the following provisions:

- (a) To comply with all federal, state, and local laws in the 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.
- (b) To notify the awarding authority within 30 calendar days after receiving notification that any governmental agency has initiated an investigation which may result in a finding that the contractor did not comply with any federal, state, or local law in the 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.
- (c) To notify the awarding authority within 30 calendar days of all findings by a governmental agency or court of competent jurisdiction that the contractor has violated any federal, state, or local law in the 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.
- (d) If applicable, to provide the awarding authority, within 30 calendar days, updated responses to the Responsibility Questionnaire if any change occurs which would change any response contained within the Responsibility Questionnaire and such change would affect the contractor's fitness and ability to continue the contract.
- (e) To ensure that subcontractors working on the City agreement (including contractors or subcontractors of a public lessee, licensee, sublessee, or sublicensee that perform or assist in performing services on the leased or licensed premises) shall comply with all federal, state, and local laws in the 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.
- (f) To ensure that subcontractors working on the City agreement (including contractors or subcontractors of a public lessee, licensee, sublessee, sublicensee that perform or assist in performing services on the leased or licensed premises) submit a Pledge of Compliance.
- (g) To ensure that subcontractors working on the City agreement (including contractors or subcontractors of a public lessee, licensee, sublessee, or sublicensee that perform or assist in performing services on the leased or licensed premises) shall comply with paragraphs (b) and (c).

Failure to complete and submit this form to the Awarding Authority may result in withholding of payments by the City Controller, or contract termination.

Company Name, Address and Phone Number

Signature of Officer or Authorized Representative Date

Print Name and Title of Officer or Authorized Representative

Awarding City Department Contract Number

FORM G – IRAN CONTRACTING ACT OF 2010 COMPLIANCE AFFIDAVIT

[The Respondent, Equity Members, Lead Contractor, Lead Designer, and Lead O&M Provider must each complete and submit with their SOQ a separate Iran Contracting Act of 2010 Compliance Affidavit.]

ATTACHMENT A-14

IRAN CONTRACTING ACT

1. Implementation and Processing Procedures (1 page)
2. Compliance Affidavit (1 page)
3. California Department of General Services List of Entities Prohibited from Contracting with Public Entities in the State of California, August 1, 2016 (1 page)

Iran Contracting Act of 2010 - Implementation and Processing Procedures

Overview:

The Iran Contracting Act of 2010 prohibits bidders engaged in investment activities in Iran, from bidding, submitting proposal for, entering into or renewing contracts with the City for goods and services of \$1,000,000 or more.

A bidder or proposer who engages in investment activities in Iran is defined as either:

1. A bidder or proposer providing goods or services of \$20,000,000 or more in the energy sector of Iran, including provision of oil or liquefied natural gas tankers, or products used to construct or maintain pipelines used to transport oil or liquefied natural gas, for the energy sector or Iran; OR
2. A bidder that is a financial institution that extends twenty million dollars \$20,000,000 or more in credit to another person, for 45 days or more, if that person will use the credit to provide goods or services in the energy sector in Iran and is identified on the list created by the State of California, Department of General Services (DGS) as a person engaging in the investment activities in Iran.

All bidders or proposers for department contracts of \$1,000,000 or more shall certify that they are not identified on the DGS list of ineligible businesses or persons, and that they are **not** engaged in investment activities in Iran by signing and submitting the *Iran Contracting Act of 2010 Compliance Affidavit*.

Implementation & Processing:

- All bidders or proposers for a Department contract valued at \$1,000,000 or more must sign and submit the *Iran Contracting Act of 2010 Compliance Affidavit* with their bid or proposal.
- Upon receiving the bid or proposal, the awarding authority contract administrator must review the submitted affidavit for completion and signature and check the DGS list of businesses that are prohibited from contracting with public entities in California. The link for the DGS list is: <http://www.documents.dgs.ca.gov/PD/poliproc/Iran%20Contracting%20Act%20List.pdf>
 - Once the review is complete, the contract administrator will place the affidavit in the awarding authority's official file associated with the proposal, or such other place as is designated by the awarding authority's general manager for safe recordkeeping.
- In the event that the awarding authority intends to award a contract valued at \$1,000,000 or more, outside of the competitive process, the awarding authority must complete the evaluation process described above prior to executing the contract.

Any questions regarding the Iran Contracting Act of 2010 may be directed to the State of California, Department of General Services, Office of Policies, Procedures, and Legislation (OPPL) at PPO@dgs.ca.gov. For more information, the webpage for the OPPL is located at www.dgs.ca.gov/pd/Resources/PDLegislation.aspx.

IRAN CONTRACTING ACT OF 2010 COMPLIANCE AFFIDAVIT

(California Public Contract Code Sections 2200-2208)

The California Legislature adopted the Iran Contracting Act of 2010 to respond to policies of Iran in a uniform fashion (PCC § 2201(q)). The Iran Contracting Act prohibits bidders engaged in investment activities in Iran from bidding on, submitting proposals for, or entering into or renewing contracts with public entities for goods and services of one million dollars (\$1,000,000) or more (PCC § 2203(a)). A bidder who “engages in investment activities in Iran” is defined as either:

1. A bidder providing goods or services of twenty million dollars (\$20,000,000) or more in the energy sector of Iran, including provision of oil or liquefied natural gas tankers, or products used to construct or maintain pipelines used to transport oil or liquefied natural gas, for the energy sector of Iran; **or**
2. A bidder that is a financial institution (as that term is defined in 50 U.S.C. § 1701) that extends twenty million dollars (\$20,000,000) or more in credit to another person, for 45 days or more, if that person will use the credit to provide goods or services in the energy sector in Iran and is identified on a list created by the California Department of General Services (DGS) pursuant to PCC § 2203(b) as a person engaging in the investment activities in Iran.

The bidder shall certify that at the time of submitting a bid for new contract or renewal of an existing contract, the bidder is **not** identified on the DGS list of ineligible businesses or persons and that the bidder is **not** engaged in investment activities in Iran in violation of the Iran Contracting Act of 2010.

California law establishes penalties for providing false certifications, including civil penalties equal to the greater of \$250,000 or twice the amount of the contract for which the false certification was made; contract termination; and three-year ineligibility to bid on contracts (PCC § 2205).

To comply with the Iran Contracting Act of 2010, the bidder shall provide its vendor or financial institution name, and City Business Tax Registration Certificate (BTRC) if available, in completing **ONE** of the options shown below.

OPTION #1: CERTIFICATION

I, the official named below, certify that I am duly authorized to execute this certification on behalf of the bidder or financial institution identified below, and that the bidder or financial institution identified below is **not** on the current DGS list of persons engaged in investment activities in Iran and is **not** a financial institution extending twenty million dollars (\$20,000,000) or more in credit to another person or vendor, for 45 days or more, if that other person or vendor will use the credit to provide goods or services in the energy sector in Iran and is identified on the current DGS list of persons engaged in investment activities in Iran.

<i>Vendor Name/Financial Institution (printed)</i>		<i>BTRC (or n/a)</i>
<i>By (Authorized Signature)</i>		
<i>Print Name and Title of Person Signing</i>		
<i>Date Executed</i>	<i>City Approval (Signature)</i>	<i>(Print Name)</i>

OPTION #2: EXEMPTION

Pursuant to PCC § 2203(c) and (d), a public entity may permit a bidder or financial institution engaged in investment activities in Iran, on a case-by-case basis, to be eligible for, or to bid on, submit a proposal for, or enter into, or renew, a contract for goods and services. If the bidder or financial institution identified below has obtained an exemption from the certification requirement under the Iran Contracting Act of 2010, the bidder or financial institution shall complete and sign below and attach documentation demonstrating the exemption approval.

<i>Vendor Name/Financial Institution (printed)</i>		<i>BTRC (or n/a)</i>
<i>By (Authorized Signature)</i>		
<i>Print Name and Title of Person Signing</i>		
<i>Date Executed</i>	<i>City Approval (Signature)</i>	<i>(Print Name)</i>



Department of General Services

Procurement Division

707 Third Street, Second Floor, West Sacramento, CA 95605
(916) 375-4400 (800) 559-5529

List Date: January 23, 2019

**Entities Prohibited from Contracting with Public Entities in California
per the Iranian Contracting Act, 2010**

- | | |
|---|---------------------------------|
| 1. China National Petroleum Corporation | 6. Oil India Limited |
| 2. China Oilfield Services Limited | 7. ONGC Videsh Ltd. |
| 3. Daelim | 8. Petrofield |
| 4. Indian Oil Corporation Ltd. | 9. Petróleos de Venezuela, S.A. |
| 5. Oil and Natural Gas Corporation | 10. Sinopec |
| | 11. SKS Ventures |
-

If you have any questions regarding this notification, please contact:

Office of Policies, Procedures and Legislation
[PPO @dgs.ca.gov](mailto:PPO@dgs.ca.gov)

PART D
Exhibits

Exhibit A – Project Site

Exhibit B – Project Massing Diagrams

Exhibit C – Project Documents

Exhibit D – Key Personnel Minimum Qualifications

EXHIBIT A
Project Site

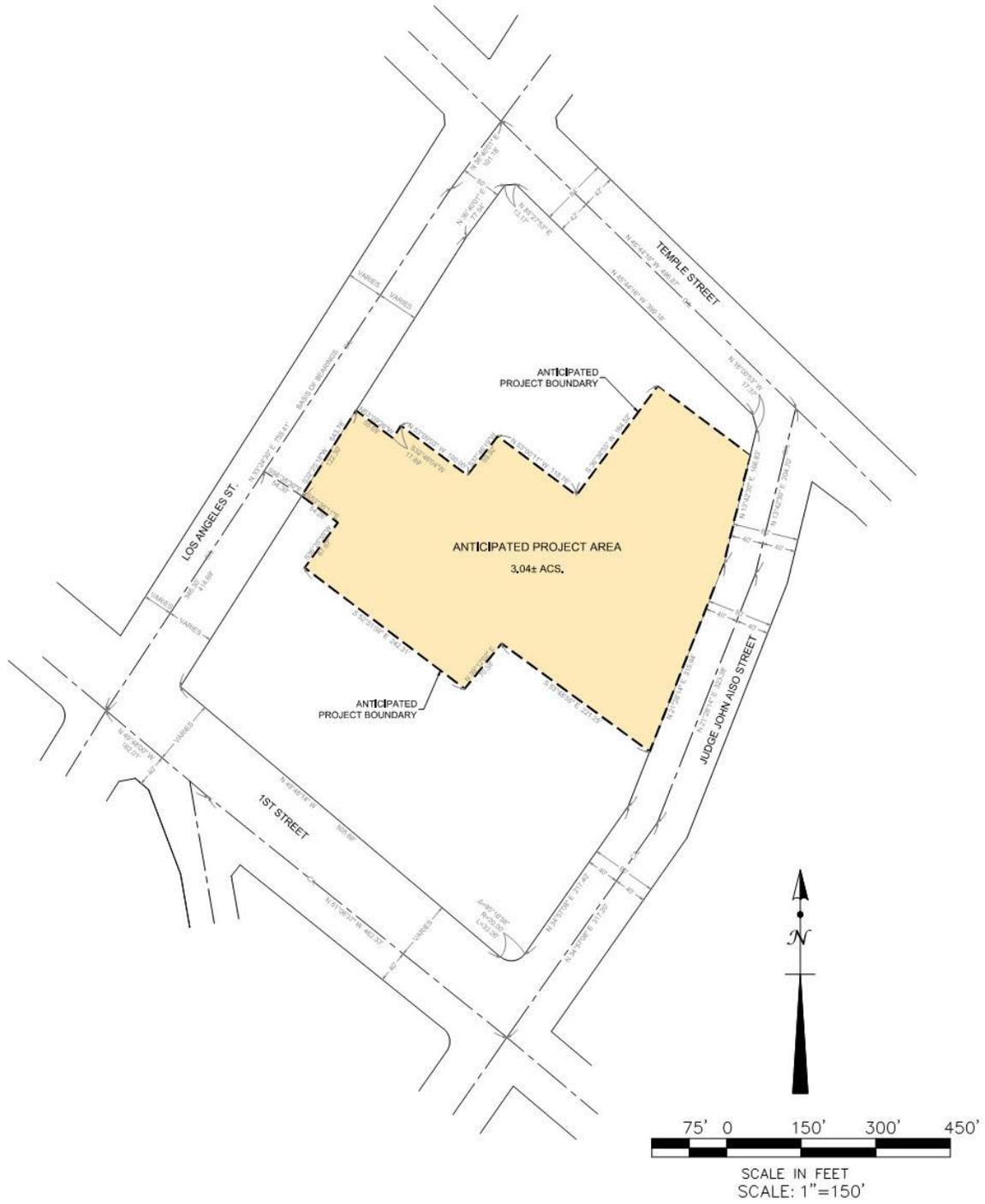


EXHIBIT B
Project Massing Diagrams

Los Angeles Street Civic Building

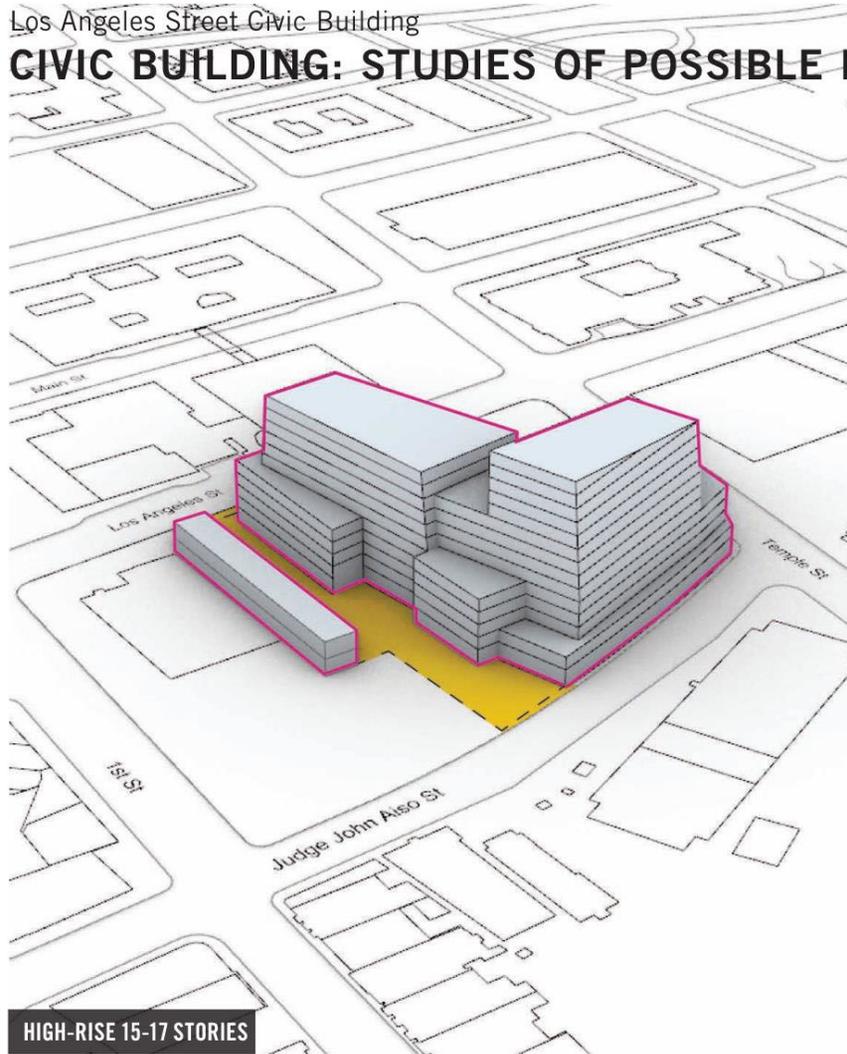
PROJECT OVERVIEW

The Los Angeles Street Civic Building (Civic Building) will set the stage for what 21st-century government looks like and shape the national conversation about the civic center of the future — an engaging place that celebrates the public realm as a network of thoughtfully designed spaces where diverse Angelenos feel welcome.

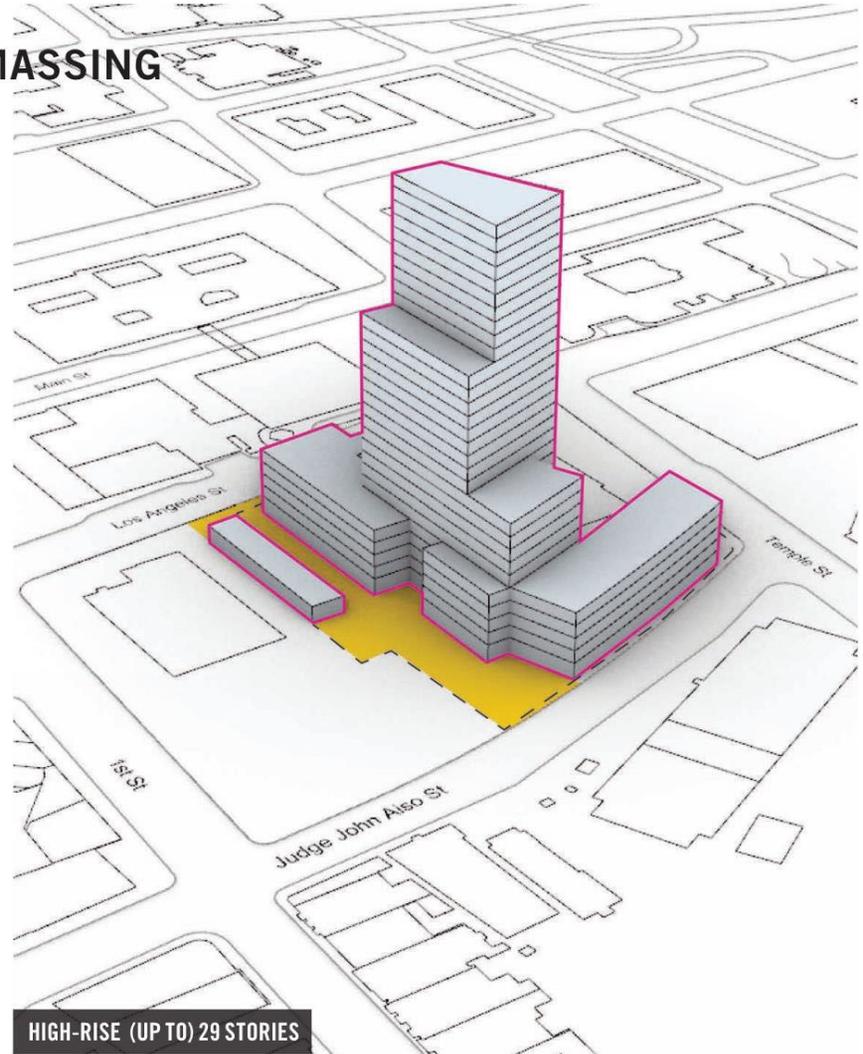
The Civic Building will set the bar—for design, environmental performance, and public amenities - in the Civic Center. It will demonstrate how significant civic office uses can be combined with a vibrant mix of street-level commercial and cultural spaces to activate the public realm.

Los Angeles Street Civic Building

CIVIC BUILDING: STUDIES OF POSSIBLE MASSING



HIGH-RISE 15-17 STORIES

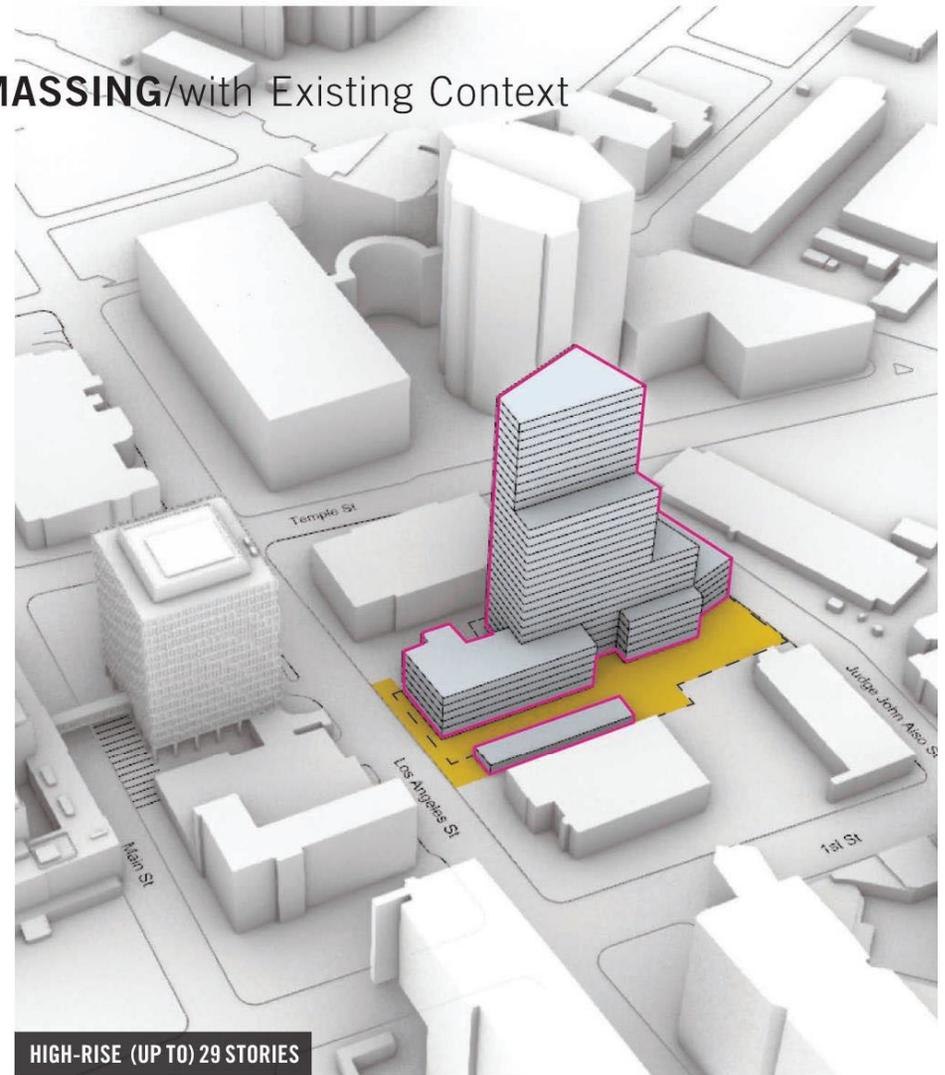
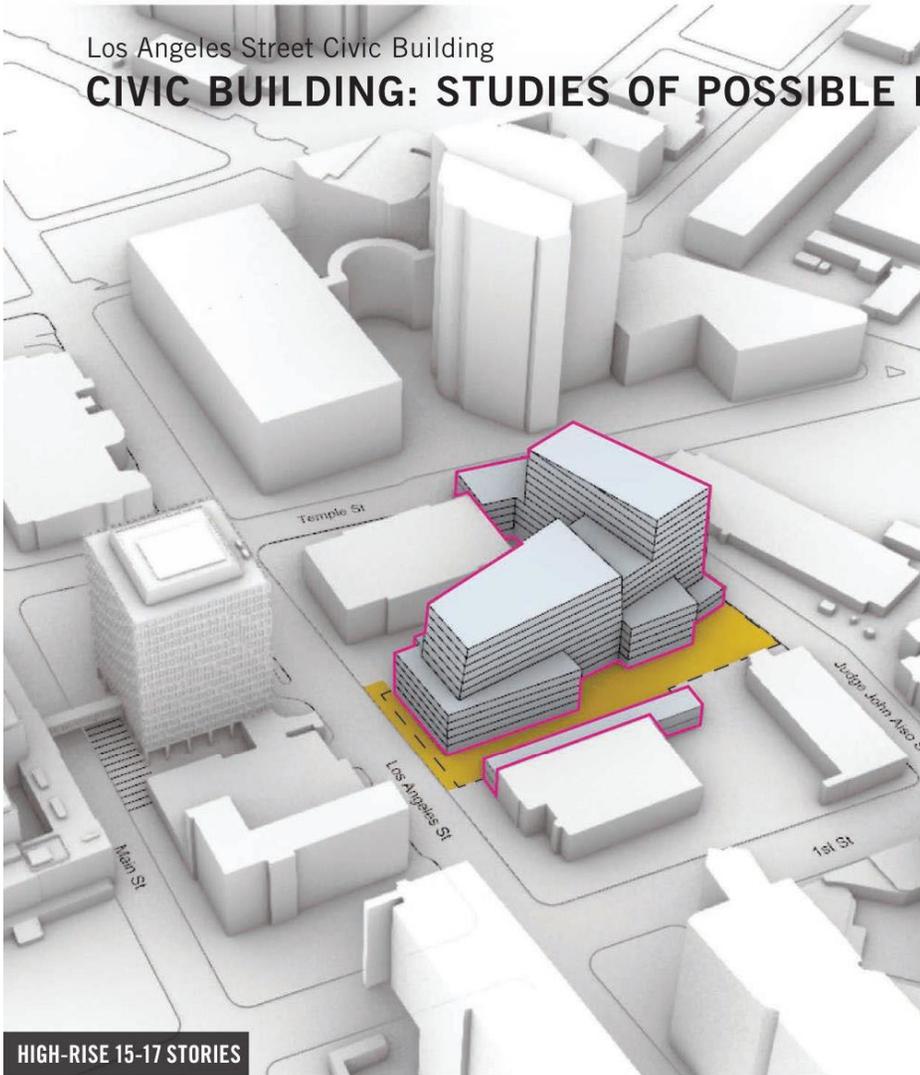


HIGH-RISE (UP TO) 29 STORIES

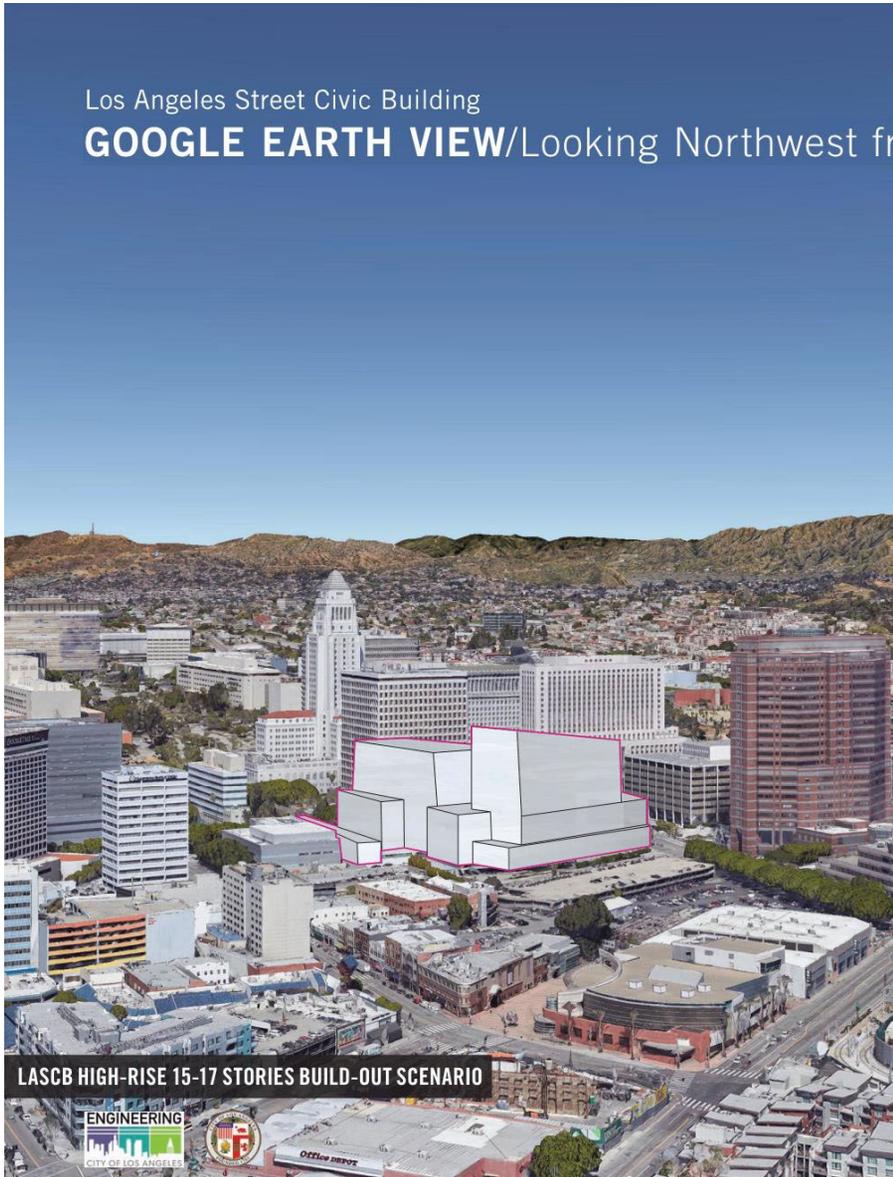


Los Angeles Street Civic Building

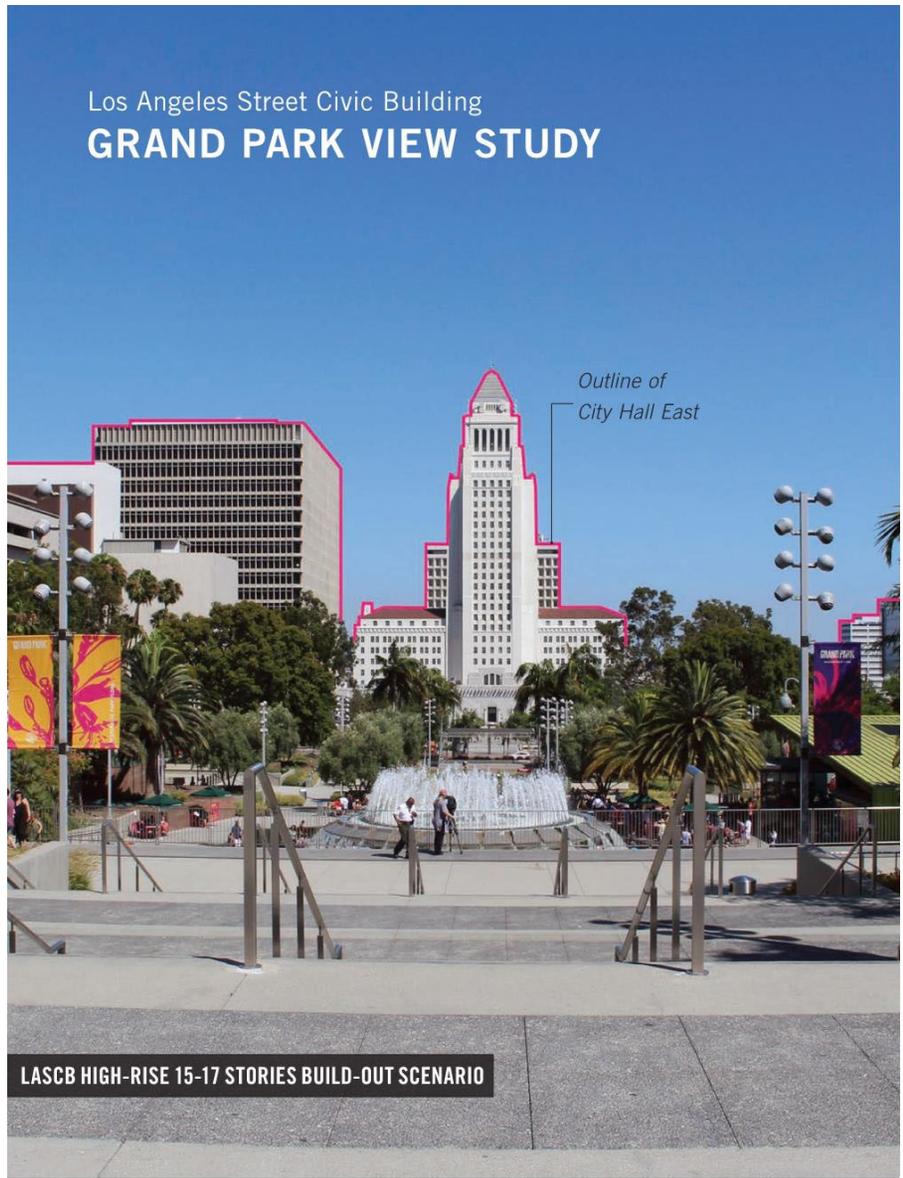
CIVIC BUILDING: STUDIES OF POSSIBLE MASSING/with Existing Context



Los Angeles Street Civic Building
GOOGLE EARTH VIEW/Looking Northwest from Little Tokyo

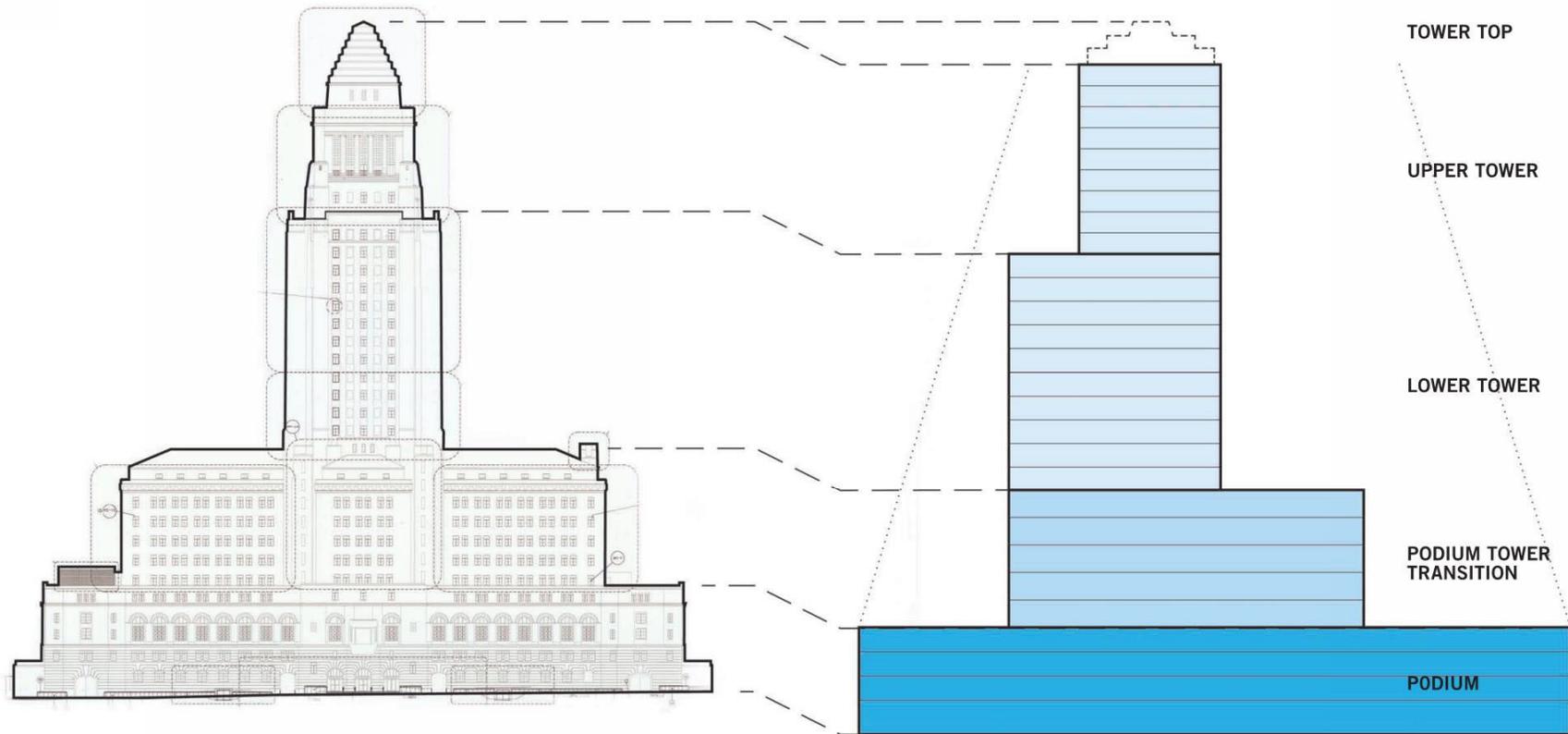


Los Angeles Street Civic Building
GRAND PARK VIEW STUDY



Los Angeles Street Civic Building

POSSIBLE CIVIC CENTER MASSING APPROACH: ACCENTUATED HEIGHT UP TO 29 STORIES



CIVIC BUILDING: ADDITIONAL STUDIES OF POSSIBLE MASSING



28-29 Story Civic Building

- Height in floors: 28-29
- Typical tower floorplate: 19,500 SF



13-15 Story Civic Building

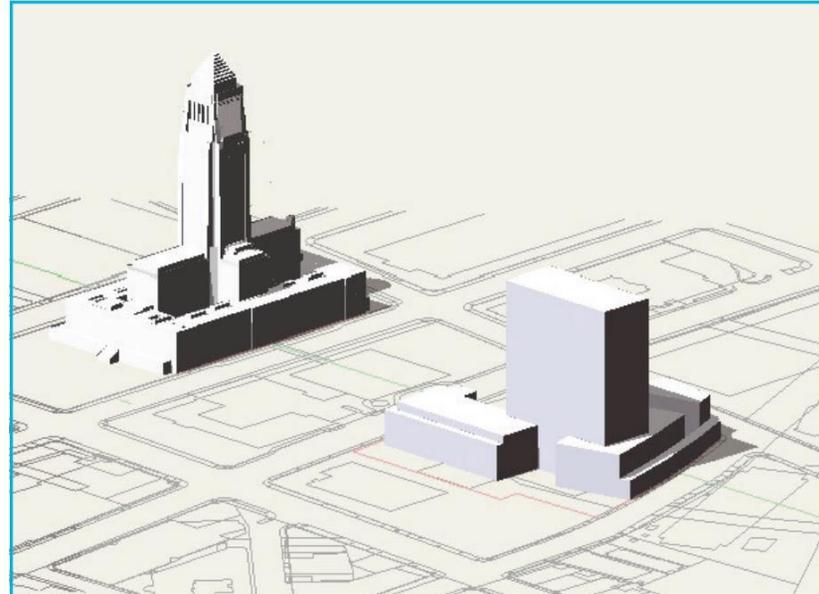
- Height in floors: 12-15
- Typical upper level floorplate: 45,000 SF

CIVIC BUILDING: ADDITIONAL STUDIES OF POSSIBLE MASSING



13-15 Story Civic Building

- 3-building massing
- Height in floors: 12-15
- Upper level floorplate: 24,000-32,000 SF



22 Story Civic Building

- 22 Floors
- Tower Floorplates: 22,500 SF

EXHIBIT C
Project Documents

As of RFQ issuance, the following documents are available on the below links. Additional Project Documents may be added to the Procurement Website.

- City of Los Angeles, Department of Public Works, Project Labor Agreement
<https://bca.lacity.org/Uploads/hiring/Project%20Labor%20Agreement%202015-2020.pdf>

- City of Los Angeles, Department of Public Works, Public Works Infrastructure Stabilization Policy
<https://bca.lacity.org/Uploads/hiring/PW%20Infrastructure%20Stabilization%20Policy%202015-2020.pdf>

- Los Angeles Civic Center Master Development Plan
http://clkrep.lacity.org/onlinedocs/2015/15-0554_rpt_CAO_01-09-2017.pdf

- Los Angeles Street Civic Building Project Final Environmental Impact Report
http://eng2.lacity.org/techdocs/emg/docs/LA_Street_Civic_Bldg_Final_EIR_Nov_2016.pdf

- Findings of Fact and Statement of Overriding Considerations for the Los Angeles Street Civic Building Project
http://eng2.lacity.org/techdocs/emg/docs/Findings_and_Statement_of_Overriding_Considerations_November_2016.pdf

- Report on the Los Angeles Street Civic Building (LASCB) Project Delivery Options
http://clkrep.lacity.org/onlinedocs/2014/14-1604_rpt_CAO_05-25-2018.pdf

EXHIBIT D
Key Personnel Minimum Qualifications

Respondent and Equity Members

Key Personnel	Position Description	Minimum Years of Professional Experience
Respondent's Project Sponsor	This person shall be the Equity Member's Project Principal for the majority Equity Member (and if there is no majority Equity Member, the Equity Members must nominate an Equity Member's Project Principal to serve as the Respondent's Project Sponsor). The Respondent's Project Sponsor shall be the appointed person principally responsible for overseeing the contractual relationships with the City and the Respondent's team.	20
Respondent's Project Manager	The Respondent's appointed person principally responsible for managing the day-to-day activities of the Project and on a full-time basis, including ongoing communications and coordination with the City, and acting as the main point of contact between the City and the Respondent's team.	15
Equity Member's Project Principal	The person each Equity Member proposes as their representative principally responsible for that Equity Member's role on the Respondent team. (If the Equity Member's Project Principal will also serve as the Respondent's Project Sponsor, that Equity Member's Project Principal must have a minimum of 20 years professional experience.)	15

Lead Contractor

Key Personnel	Position Description	Minimum Years of Professional Experience
Lead Contractor's Project Manager	The Lead Contractor's appointed person responsible for the performance and resourcing of overall safety, construction, contract, quality, and cost/schedule planning activities on behalf of the Lead Contractor, as well as the management of interactions with City representatives.	20
Lead Contractor's Safety Manager	The Lead Contractor's appointed person responsible for the implementation and supervision of industry-standard health, safety, and environmental practices during the civic facility's construction.	15
Lead Contractor's Field Superintendent / Construction Manager	The Lead Contractor's appointed person responsible for the provision of on-site oversight, direction, and guidance for the civic facility's construction, toward ensuring the completion of construction activities on schedule, on budget, and in accordance with all performance requirements in the RFP.	15
Lead Contractor's Quality Manager	The Lead Contractor's appointed person responsible for supervising, providing training, and implementing management processes in relation to the quality control functions and activities related to the civic facility's construction.	15

Lead Designer

Key Personnel	Position Description	Minimum Years of Professional Experience
Lead Designer's Project Manager	The Lead Designer's appointed person principally responsible for the overall performance and resourcing of design and contract administration activities on behalf of the Lead Designer as part of the design-build team, as well as facilitating integration of multiple design disciplines and managing interactions with City representatives and user groups.	20
Lead Designer's Architect	The Lead Designer's appointed person principally responsible for developing and articulating the vision for the overall civic facility design, aesthetic, and functionality.	20
Lead Designer's Urban Designer	The Lead Designer's appointed person principally responsible for developing the vision for the Project Site and its interface with the surrounding communities.	20
Lead Designer's Workplace Strategy / Interior Design Lead	The Lead Designer's appointed person principally responsible for planning and design of interior spaces for the civic facility, as well as coordinating interior design process with the City.	20
Lead Designer's Structural Engineer	The Lead Designer's appointed person principally responsible for ensuring that the civic facility structural design is completed and design criteria requirements in the RFP are met.	20
Lead Designer's MEP Engineer	The Lead Designer's appointed person principally responsible for overseeing the design and engineering of mechanical, electrical, and plumbing systems for the civic facility. The Lead Designer may split the responsibilities of this position into several appointed persons. All appointed persons must meet the minimum years of professional experience requirement.	20
Lead Designer's Sustainability Coordinator	The Lead Designer's appointed person principally responsible for overseeing the implementation of sustainability and energy-efficiency plans related to the civic facility designs.	15
Lead Designer's Quality Manager	The Lead Designer's appointed person principally responsible for supervising, providing training, and implementing management processes in relation to the quality control functions and activities related to the civic facility design.	15

Lead O&M Provider

Key Personnel	Position Description	Minimum Years of Professional Experience
Lead O&M Manager	The Lead O&M Provider's appointed person principally responsible for providing oversight, direction, and guidance for the operations and maintenance of the civic facility.	20