



BAY AREA
AIR QUALITY
MANAGEMENT
DISTRICT

March 3, 2011

Request for Proposals #2011-002

Real Estate Transaction Advisor

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SECTION I – SUMMARY

The BAAQMD (“District”) is considering co-locating its headquarters with two other regional government entities, the Metropolitan Transportation Commission (MTC) and the Association of Bay Area Governments (ABAG). MTC has engaged a broker to help it find a building for such headquarters. The three agencies have stated that they prefer to purchase rather than lease a building. The District seeks an experienced real consultant or advisor to help it analyze any proposed purchase or lease transaction and any documents governing the transaction, ensuring that the District’s interests are fully represented in the acquisition of the property, and in any ongoing management agreement(s) governing the shared occupancy of the property.

To respond to this RFP, an interested company should submit one (1) electronic copy of its proposal to via email to (in machine-readable format such as Microsoft Word, Adobe Acrobat, or similar):

Tom Flannigan, Administrative Analyst
tflannigan@baaqmd.gov

**Proposals must be emailed by 4:30 PM on March 31, 2011.
Late proposals will not be considered.**

Proposals must address all information requested in this RFP. A proposal may add information not requested in this RFP, but the information should be in addition to, not instead of, the requested information and format. Minority business enterprises, women’s business enterprises, veteran’s business enterprises, and Certified Green Businesses are encouraged to submit proposals. **Any questions regarding this RFP should be directed to Tom Flannigan at tflannigan@baaqmd.gov.**

SECTION II – BACKGROUND

A. Air District Overview

The Bay Area Air Quality Management District (Air District) was created by the California Legislature in 1955 as the first regional agency to deal with air pollution in California. The Air District jurisdiction includes Alameda, Contra Costa, Marin, Napa, Santa Clara, San Francisco, San Mateo, southwestern Solano, and southern Sonoma counties.

The State Legislature originally gave the Air District the authority to regulate stationary sources of air pollution, such as factories, oil refineries, chemical plants, gasoline stations, and agricultural burning. With more recent legislation, the Air District was granted authority to enact certain transportation and mobile source measures.

The Air District is governed by a twenty-three member Board of Directors, consisting of elected officials, including county supervisors, mayors, and city council members. The chief executive officer of the Air District is the Air Pollution Control Officer (APCO), a position currently held by Jack Broadbent.

B. Real Estate Transaction Advisor

The Air District is seeking a real estate transaction advisor as it considers co-locating its headquarters with two other regional entities. The advisor will assist with the negotiations, agreements, and necessary documentation in this process. MTC has already engaged a real estate broker to help the agencies find an appropriate building. A copy of the RFP utilized in that process is attached as Exhibit A. The selected broker has now advertised for building proposals from building owners. That RFP is attached as Exhibit B.

SECTION III – INSTRUCTIONS TO BIDDERS

A. General

1. All proposals must be made in accordance with the conditions of this RFP. Failure to address any of the requirements is grounds for rejection of this proposal.
2. All information should be complete, specific, and as concise as possible.
3. Proposals should include any additional information that the respondent deems pertinent to the understanding and evaluation of the bid.
4. The District may modify the RFP or issue supplementary information or guidelines during the proposal preparation period prior to the due date. Please check our website for updates.
5. Proposals shall constitute firm offers. Once submitted, proposals cannot be altered without the written consent of the District, but proposals may be withdrawn.

6. The District reserves the right to reject any and all proposals.
7. All questions must be emailed directly to Tom Flannigan at tflannigan@baaqmd.gov and arrive no later than one week prior to RFP due date. All questions will be answered in writing and posted on the BAAQMD RFP webpage at least one week prior to the due date.
8. The cost for developing the proposal is the responsibility of the bidder, and shall not be chargeable to the Air District.

B. Submittal of Proposals

All proposals must be submitted according to the specifications set forth in Section V (A) – Contents of Proposal, and this section. Failure to adhere to these specifications may be cause for the rejection of the proposal.

1. Due Date – All proposals are due no later than 4:30 p.m. March 31, 2011.
2. Proposals received after the time and date provided previously specified will not be considered.
3. Signature – All proposals should be signed by an authorized representative of the bidder.
4. Submittal – Submit one (1) electronic copy (in Microsoft Office or Adobe format) of the proposal to Tom Flannigan at tflannigan@baaqmd.gov. Electronic submissions will be acknowledged with a return email. Plainly mark the upper, left-hand corner with the name and address of the bidder and the RFP number. Late proposals will not be accepted. Any correction or re-submission of proposals will not extended the submittal due date.
5. Grounds for Rejection – A proposal may be immediately rejected at any time if it arrives after the deadline; is not in the prescribed format; or is not signed by an individual not authorized to represent the firm.
6. Disposition of the Proposals – All responses to this RFP become property of the Air District and will become a part of the shared Public Record.
7. Public Records - All responses to this RFP become property of the District and will be kept confidential until a recommendation for award of a contract has been announced. Thereafter, submittals are subject to public inspection and disclosure under the California Public Records Act. If a respondent believes that any portion of its submittal is exempt from public disclosure, it may mark that portion “confidential.” The District will use reasonable means to ensure that such confidential information is safeguarded, but will not be held liable for inadvertent disclosure of the information. Proposals marked “confidential” in their entirety will not be honored, and the District will not deny public disclosure of any portion of submittals so marked.

By submitting a proposal with portions marked “confidential,” a respondent

represents it has a good faith belief that such portions are exempt from disclosure under the California Public Records Act and agrees to reimburse the District for, and to indemnify, defend, and hold harmless the District, its officers, employees, and agents, from and against any and all claims, damages, losses, liabilities, suits, judgments, fines, penalties, costs, and expenses, including without limitation, attorneys' fees, expenses, and court costs of any nature whatsoever, arising from or relating to the District's non-disclosure of any such designated portions of a proposal.

8. Modification – Once submitted, proposals, including the composition of the contracting team, cannot be altered without prior written consent of the Air District. All proposals shall constitute firm offers valid for ninety (90) days from the due date.

C. Interviews

1. The Air District, at its option, may interview bidders. The interviews will be for the purpose of clarifying the proposals.
2. Submittal of new proposal material at an interview will not be permitted.
3. Interviews may involve a presentation or a question-and-answer format or any combination of these.

SECTION IV – SCOPE OF WORK

At the request of the District, Contractor will provide advisory services regarding the real estate transaction for a new headquarters facility for the District. They include, but are not limited to:

- Working with District staff to review and/or draft facilities-related contracts, standardized MOU templates, specific facility MOUs, and other procurement documents regarding real estate matters in a jointly owned facility. These documents will reflect the District's current standard procurement requirements.
- Assist in preparing and/or reviewing relevant documents for the specialized shared multi-agency ownership of a building, specifically to identify the impacts on the District in the transaction, including but not limited to financial, operational and any other significant impacts (such as impact on exit strategy in the event one or more parties default or wish to terminate the arrangement).
- Provide advice on negotiation and structuring inter-agency agreements to benefit District.
- Review and/or prepare standardized forms and associated procedures for all customary real estate transactions (including but not limited to purchase and lease) and for the administration, operation and maintenance of shared-use buildings, in conjunction with the District's program development for strategic facilities.
- Review and make recommendations regarding best practices for facilities management including capital improvement programs. In the case of shared facilities, make specific recommendations about how shared ownership entities are informed about facilities operations and costs (including but not limited to regular reports, dashboard reports), budgeting cycles, etc.

- Review, propose terms, participate in negotiations, draft revisions and review agreements for shared use or standalone facilities.
- Review and/or draft documents for transfer of title for real estate to the District.
- Review and make recommendations regarding the applicability of various health and safety standards which should be considered in the potential transfer of responsibility for a facility. The health and safety issues may include mold, asbestos, hazardous materials, fire protection, indoor air quality, and other similar issues.
- Conduct audit of operating statements for the maintenance expenses in building and of real estate taxes if any. In cases where costs do not appear reasonable, provide estimates based on similar buildings or industry standards of realistic operations and maintenance costs.

Advisor(s) must have working knowledge of (but not limited to) the following types of real-estate transactions:

- Partnership
- Profit Sharing
- Equity Lease
- Tenancy In Common
- Joint Venture
- Condominium

SECTION V – PROPOSAL FORMAT, CONTENT, AND SUBMITTAL

A. Contents of Proposal

Submitted proposals must follow the format outlined below and include all requested information. Failure to submit proposals in the required format can result in the proposal being eliminated from evaluation and consideration.

1. Technical Proposal

- a. Cover Letter (Section I) – Must include the name, address, and telephone number of the company, and must be signed by the person(s) authorized to represent the firm.
- b. Firm Contact Information – Provide the following information about the firm:
 - Address and telephone number of office nearest to San Francisco, California and the address and phone number of the office that each of the proposed staff members are based out of if different.
 - Name of firm’s representative designated as the contact
 - Name of project manager, if different from the individual designated as the contact
- c. Table of Contents – Clearly identify material contained in the proposal by section
- d. Summary (Section II) – State overall approach to Real Estate Transaction

Advisor, including the objectives and scope of work.

- e. Firm Organization (Section IV) – Provide a statement of your firm’s background and related experience in providing similar services to governmental organizations. Describe the technical capabilities of the firm and, in particular, the firm’s exposure with working with environmental regulations, if any. Provide references of other, similar projects including contact name, title, and telephone number for all references listed.
- f. Project Organization (Section V) – Describe the proposed management structure, program monitoring procedures, and organization of the engagement team. Provide a statement detailing your approach to the project, specifically address the firm’s ability and willingness to commit and maintain staffing to successfully conclude the project on the proposed schedule.
- g. Assigned Personnel (Section VI) – Provide the following information about the staff to be assigned to the project:
 - List all key personnel assigned to the project by level and name. Provide a description of their background, along with a summary of their experience in providing similar services for governmental agencies, and any specialized expertise they may have. Background descriptions can be a resume, CV, or summary sheet. Substitution of project manager or staff will not be permitted without prior written approval of the Air District’s assigned program manager.
 - Provide a statement of the availability of staff in any local office with requisite qualifications and experience to conduct the requested project.
- h. Retention of Working Papers (Section VII) – All working papers are the property of the Air District. Include a statement acknowledging that if your firm is awarded the contract, you will retain project related papers and related reports for a minimum of five (5) years.
- i. Subcontractors (Section VIII) – List any subcontractors that will be used, the work to be performed by them, and the total number of hours or percentage of time they will spend on the contract.
- j. Conflict of Interest (Section IX) – Address possible conflicts of interest with other clients affected by contractors’ actions performed by the firm on behalf of the Air District. The Air District recognizes that prospective bidders may have contracts to perform similar services for other clients. Include a complete list of such clients for the past three (3) years with the type of work performed and the total number of years performing such tasks for each client. The Air District reserves the right to consider the nature and extent of such work in evaluating the proposal.
- k. Additional Data (Section XI) – Provide other essential data that may assist in the evaluation of the proposal (e.g. green business certification, etc).

2. Cost Proposal

- a. Name and Address – The Cost Proposal must have the name and complete address of the bidder in the upper, left hand corner.
- b. Cost Proposal – The cost proposal must list the fully-burdened hourly rates and the total number of hours estimated for each level of professional and administrative staff to be used to perform the tasks required by this RFP. In addition, costs should be estimated for each of the components of the Scope of Work.
- c. The Cost Proposal does not need to be a separate, sealed document.

SECTION VI – PROPOSAL EVALUATION

A panel of Air District staff will evaluate all proposals. The panel will recommend the selection of the contractor to the Air Pollution Control Officer (APCO), who will, in turn, make a recommendation to the Air District Board of Directors. The Air District Board of Directors must approve the contract to carry out the work described in this RFP. An example of a typical contract for professional services used by the Air District is included in Section VII.

Proposals will be evaluated on the following criteria:

Technical expertise, size and structure of the firm and personnel assigned to RFP tasks; firm's ability to perform and complete the work in a professional and timely manner.*	30%
Past experience of the firm and, in particular, experience of the team working on projects of similar scope for other governmental agencies.	20%
Responsiveness of the proposal, based upon a clear understanding of the work to be performed.	20%
Cost	20%
References of the firm, local business/Green Business**	10%

- * "Size and structure of firm" refers to the ability of a firm's size to meet the needs of the District. It does not give absolute preference to larger or smaller firms.
- ** The District gives preferences to local businesses and those that are certified as green businesses by a government agency or independent private rating organization.

The Air District reserves the right to reject any and all proposals submitted and/or request additional information. During the selection process, the Air District's evaluation panel may interview bidders. The interviews will be for clarification only. The submittal of

new material will not be permitted at that time. Interviews may involve a presentation or a question-and-answer format or any combination of these.

If two or more proposals receive the same number of points, the Air District will accept the lower cost offer.

SECTION VII – SAMPLE CONTRACT

A sample contract to carry out the work described in this RFP is available on the District's website at <http://www.baaqmd.gov/Divisions/Administration/RFP-RFQ/Sample-Documents.aspx>