



A New Potrero Yard: The SFMTA Potrero Yard Modernization Project

Request for
Qualifications

August 21, 2020



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Defined Terms and Abbreviations

Term	Abbreviation (if applicable)	Definition
1399 Marin		Seawall Lot 354, located at 1399 Marin Street between Indiana and Tennessee Streets, is one of the two Temporary Facilities that would accommodate the Potrero Yard’s operations and maintenance (O&M) during construction of the proposed Project as well as during future bus yard reconstruction projects. The lot is under the jurisdiction of the Port of San Francisco and is occupied by the San Francisco Municipal Transportation Agency (SFMTA) under Memorandum of Understanding No. 15747.
Affiliate		<p>Affiliate refers to any of the following: (1) any person or entity that controls, directly or indirectly through one or more intermediaries, 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; (2) any entity for which 10 percent or more of the equity interest in such entity is held, directly or indirectly, beneficially or of record by (a) a member of the Respondent team, (b) any of the members, partners, or joint venture members of a member of the Respondent team, or (c) any Affiliate of a member of the Respondent team under clause 1 of this definition; or (3) any entity for which 10 percent 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.</p> <p>For the purpose of this definition, “control” means the power to direct the management of an entity, whether through voting, nomination, or other selection rights, by contract, through family relationship, or by other means. “Common control” means two or more entities that are controlled by the same entity, entities or person(s).</p>
Affordable Housing Developer		A nonprofit entity (or an entity in a joint venture with a nonprofit member) that possesses expertise in developing, financing, and managing multi-family and mixed-use affordable housing projects in San Francisco and meets the qualifications described in Section 7.3.2 of this Request for Qualifications (RFQ).
Area Median Income	AMI	The measure of household income in a given geographic area, as defined and used by the Mayor’s Office of Housing and Community Development, which uses data from the U.S. Census and the American Community Survey to calculate Area Median Income.

Term	Abbreviation (if applicable)	Definition
Asset Management Program		As defined in Appendix D.5, Asset Management Requirements, Section D.5.2, of this RFQ.
Availability Payment		In the context of design-build-finance-maintain (DBFM) and/or design-build-finance-operate-maintain (DBFOM) contracts, one of a series of periodic payments a project's public owner makes to the special-purpose company delivering the project. The series of payments starts when final design and construction has been substantially completed. The public owner makes adjustments for deductions to the payments for noncompliance with contractually established performance levels and may include other penalties.
Building Information Modeling	BIM	A three-dimensional, digital, model-based process that gives owners, architects, engineers, contractors, and facility maintenance managers the insight and tools to more efficiently plan, design, construct, operate, and maintain buildings and infrastructure.
Bus Yard Component		The Facility's transit component, including the spaces needed for the SFMTA's transit O&M activities. The program and technical requirements of the Bus Yard Component are further defined in Appendix D.2, Bus Yard Component's Design Criteria, of this RFQ.
Bus Yard Project Company		The special-purpose entity responsible for the Project's Bus Yard Component and the Common Infrastructure.
Business Day		Any day that is not a Saturday or Sunday, a City public holiday, a State of California public holiday, or a federal public holiday.
California Environmental Quality Act	CEQA	California Environmental Quality Act, California Public Resources Code Sections 21000 <i>et seq.</i> ; Title 14, California Code of Regulations, Sections 15000 <i>et seq.</i> ; and San Francisco Administrative Code Chapter 31.
City and County of San Francisco	City	The City and County of San Francisco, a municipal corporation. For more information, see: https://sf.gov/ .
Commercial Close		The execution of a project agreement by the project's public owner (or public grantor) and the project's special-purpose company.
Common Infrastructure		As defined in Appendix D.5, Asset Management Requirements, Section D.5.3, of this RFQ.
Construction Management Consultant		A consultant that is part of the Respondent organization and has the qualifications described in Section 7.3.5 of this RFQ.

Term	Abbreviation (if applicable)	Definition
Cost Index		The <i>Engineering News Record's</i> Building Cost Index. Where indicated in this RFQ for the purpose of escalating a reference project's cost data, Respondent should use the ratio of the value of the January 2020 Building Cost Index divided by its value on the month of the project's Financial Close (or its equivalent).
Design Consultant		A consultant that is part of the Respondent organization and has the qualifications described in Section 7.3.4 of this RFQ.
Design Criteria Document	DCD	The SFMTA document that defines the Facility program and technical requirements that will be included in the Request for Proposals (RFP).
Design Guidelines		The SFMTA document that establishes a set of architectural and urban design standards and principles to guide the development of the Facility. This document will be included in the RFP.
Design-Build-Finance-Maintain	DBFM	A project delivery method in which a single entity or project company is responsible for the design, construction, financing, and maintenance of an asset or assets.
Design-Build-Finance-Operate-Maintain	DBFOM	A project delivery method in which a single entity or project company is responsible for the design, construction, financing, operations, and maintenance of an asset or assets.
Development Team		The group of entities, led by the Lead Master Developer (LMD), that would be responsible for development of the Project during the Pre Development Agreement (PDA) phase.
Disadvantaged Business Enterprise	DBE	A business designated and certified as such by a given jurisdiction.
Draft Environmental Impact Report	DEIR	The first draft of an Environmental Impact Report made available for public comment.
Environmental Impact Report	EIR	The CEQA-required report that describes and discloses for governmental agencies and the public the significant environmental effects of a potential project.
Equity Member		A Respondent team member who directly holds a legal and beneficial ownership interest in the LMD (as a member, partner, joint venture member, or through other means).
Facility		Comprises the Project's Bus Yard Component, Housing and Commercial Component, and Common Infrastructure.

Term	Abbreviation (if applicable)	Definition
Financial Close		The stage at which all financing documentation to fund the final design and construction of a project has been signed, all conditions precedent have been satisfied or waived, and the project's special-purpose company has access to financing to pay for the project's design, construction, and other costs contemplated in the project agreement.
Furniture, Fixtures, and Equipment	FF&E	Furniture, fixtures, or other equipment that are required for the operation of, but are not affixed to, the Facility. For clarity, the FF&E does not include revenue and non-revenue vehicles, which will be procured separately by the SFMTA.
Gross Square Feet	gsf	Gross floor area inside the building envelope, including the external walls, and excluding the roof.
Housing and Commercial Component		The Facility's Housing and Commercial Component, including both market-rate and affordable units, and their associated support spaces (e.g., lobbies, vertical and horizontal circulation, storage, open space, rooms for building systems, offices for property management and resident services, and resident amenities such as laundry and community room). Commercial uses may include, but are not limited to, neighborhood-serving retail.
Housing Developer		An entity possessing (1) expertise in developing, financing, and managing multi-family and mixed-use housing projects in San Francisco; and (2) the qualifications described in Section 7.3.3 of this RFQ.
Housing Project Company	HPC	The special-purpose entity responsible for the Housing and Commercial Component.
Infrastructure Developer		A private company that develops, designs, constructs, finances, operates, and maintains infrastructure assets for a fixed contract period, usually a term of 20 years or more with DBFM and/or DBFOM contracts; invests equity in a first-loss position; and arranges debt financing on a limited-recourse or non-recourse basis.
Infrastructure Facility		The Bus Yard Component and the Common Infrastructure, as defined in Appendix D.5, Asset Management Requirements, Section D.5.3, of this RFQ.
Infrastructure Facility Maintenance		As defined in Appendix D.5, Asset Management Requirements, Section D.5.2.
Infrastructure Facility Maintenance Consultant		A consultant that is part of the Respondent organization and that has the qualifications described in Section 7.3.6 of this RFQ.

Term	Abbreviation (if applicable)	Definition
Infrastructure Facility Maintenance Provider		The entity responsible for Infrastructure Facility Maintenance, which may be the Bus Yard Project Company or a company selected by the Bus Yard Project Company.
Joint Development		The commercial and financial structure and the procurement process as described in Section 4 of this RFQ.
Key Personnel		The Respondent's positions and corresponding individuals who would be critical to the successful delivery of the Project, as identified in Section 7.3.
Lead Master Developer	LMD	The counterparty to the City as signatory of the PDA. The required qualifications for the LMD are defined in Section 7.3.1.
Leadership in Energy and Environmental Design	LEED	LEED is a widely used green building rating system for virtually all building types. It provides a framework for healthy, highly efficient, and cost-saving green buildings. For more information, see: https://www.usgbc.org/help/what-leed .
Local Business Enterprise	LBE	A business designated and certified as such by the San Francisco Contract Monitoring Division. For more information, see: https://sfgov.org/cmd/14b-local-business-enterprise-ordinance .
Master Project Company		The counterparty to the City as signatory to the Project Agreement (PA) and responsible for delivering the Project as an integrated Joint Development. The Master Project Company may be the LMD or a new special-purpose entity, capitalized and financed to the satisfaction of the City.
Mayor's Office of Housing and Community Development	MOHCD	The San Francisco Mayor's Office of Housing and Community Development creates housing, preserves existing housing, supports residents with affordable housing opportunities and essential services, and empowers neighborhoods. For more information, see: https://sf.gov/departments/mayors-office-housing-and-community-development .
Milestone Payment		In the context of DBFM and/or DBFOM contracts, a lump-sum payment that a project's public owner makes to the special-purpose company delivering the project. The payment is made when construction has been substantially completed.
Minority-owned Business Enterprise	MBE	A business designated and certified as such by a given jurisdiction.

Term	Abbreviation (if applicable)	Definition
Muni Metro East	MME	Approximately 17 acres of City-owned real property that includes an approximately 13-acre light rail yard (constructed/opened in September 2008) plus another approximately 4 acres on the east side of the Site. The additional 4-acre area would be used to construct one of two Temporary Facilities to accommodate the Potrero Yard's operations during the proposed Project's construction as well as future bus yard reconstruction projects. The Muni Metro East comprises portions of Blocks 4297, 4298, 4299, 4300, 4310, and 4313, and is bounded by 25th, Illinois, Cesar Chavez, and Maryland Streets. The property was transferred from the Port Commission to the SFMTA in July 2017.
Operations and Maintenance	O&M	The totality of ongoing Facility O&M activities once the proposed Project is constructed and ready for occupancy.
Planning Commission		A commission of the City, consisting of seven commissioners, that holds weekly public hearings, maintains the City's General Plan, and oversees the San Francisco Planning Department.
Potrero Yard		The SFMTA's existing bus maintenance and storage facility located at 2500 Mariposa Street in San Francisco, California.
Pre-Development Agreement	PDA	The agreement to be entered into between the LMD and the City for the proposed Project's pre-development services, as described in Section 4 of this RFQ and subject to the City's approval.
Preferred Bidder		The Short-Listed Respondent to the RFP that is selected by the City and invited to proceed to the PDA phase.
Procurement Manager		The person managing the procurement process for the City, as identified in Section 6.5.
Project		The proposed Potrero Yard Modernization Project in its entirety, including its physical, financial, and commercial aspects, subject to CEQA review.
Project Agreement	PA	The agreement to be entered into between the Master Project Company and the City for delivery of the Project, as described in Section 4.4 of this RFQ and subject to the City's approval.
Property Management		As defined in Appendix D.5, Asset Management Requirements, Section D.5.2, of this RFQ.
Property Management Provider		The entity responsible for Property Management, which may be a company selected by the Housing Project Company.

Term	Abbreviation (if applicable)	Definition
Proposal		A proposal submitted by a Short-Listed Respondent in response to the RFP.
Request for Proposals	RFP	Document issued by the City to solicit Project proposals to design, build, finance, and maintain the proposed Project through a Joint Development agreement, including appendices and all addenda thereto.
Request for Qualifications	RFQ	Document issued by the City to solicit Statements of Qualifications (SOQ) to design, build, finance, and maintain the proposed Project through a Joint Development agreement, including appendices and all addenda thereto.
Respondent		A company, team, joint venture, partnership, or consortium that submits an SOQ in response to this RFQ.
Responsible Charge		In the context of architecture and engineering design, the term is defined as the direct control and personal supervision of design work, whether architectural or engineering. The design professional in Responsible Charge is actively engaged in the design process, from conception to completion. Design decisions must be personally made by the design professional or by others over which the design professional provides supervisory direction and control authority. Reviewing drawings or documents after preparation without involvement in the design and development process does not satisfy the definition of Responsible Charge.
San Francisco Arts Commission		A commission of the City that is responsible for approving the design of all structures on City property. For more information, see: https://sfartscommission.org/ .
San Francisco Municipal Railway	Muni	Transit division of the SFMTA. The diverse Muni fleet includes cable cars, streetcars, light rail, electric trolley coaches, and hybrid buses.
San Francisco Municipal Transportation Agency	SFMTA	The City Agency that oversees public transportation (Muni), taxis, bicycle infrastructure, pedestrian infrastructure, and paratransit for the City. For more information, see: https://www.sfmta.com/ . The Project Site and the Project are owned by the City under the jurisdiction of the SFMTA.
San Francisco Planning Department	SF Planning	The City department responsible for developing the General Plan and all neighborhood plans, fostering planning controls, conducting environmental analysis, preserving the City's heritage, encouraging housing and jobs, and enforcing the City's planning code. For more information, see: https://sfplanning.org/ .
San Francisco Public Works		The agency responsible for procurement management, project management, and overseeing Project delivery. For more information, see: http://sfpublicworks.org/ . https://sfpublicworks.org/ .

Term	Abbreviation (if applicable)	Definition
San Francisco Recreation & Parks Commission		The City commission responsible for reviewing projects that will cast a shadow on property under its jurisdiction, among other responsibilities. For more information, see: https://sfrecpark.org/ .
SFMTA Operations and Maintenance	SFMTA O&M	The scope of the Project's O&M activities that will be carried out by the SFMTA, as further defined in Appendix D.5, Asset Management Requirements, Section D.5.2, of this RFQ.
Short-Listed Respondents		The three highest-ranked Respondents who, based on the City's review and evaluation of SOQs, are eligible to submit Proposals.
Site or Project Site		The real property commonly known as 2500 Mariposa Street, San Francisco (Assessor's Parcel Number 3971-001), which is currently improved with a bus storage, maintenance yard, and operations facility.
Small Business Enterprise	SBE	A business designated and certified as such by a given jurisdiction.
Social Infrastructure		Infrastructure projects that deliver public services, have a direct economic and social impact, and generally involve vertical construction. These include public buildings (e.g., municipal buildings, public healthcare and education facilities, justice facilities, municipal maintenance facilities) and public transportation buildings (e.g., transit maintenance facilities, transit stations).
Special Use District	SUD	Special zoning provisions that apply to one or more parcels.
Statement of Qualifications	SOQ	The materials submitted by a Respondent in response to the RFQ.
Substantial Completion		When project construction is sufficiently completed, in accordance with the project agreement, such that the owner can occupy and utilize the facility for its intended purpose.
Temporary Facilities		The facilities that would collectively accommodate the existing Potrero Yard's O&M and other functions during construction of the proposed Project and future bus yard reconstruction projects.
Transportation Demand Management	TDM	A layer of policies, programs, information, services, and tools that work with the transportation infrastructure and operations to support the use of sustainable modes for all trips. For more information, see: https://www.sfmta.com/projects/transportation-demand-management .
Women-owned Business Enterprise	WBE	A business designated and certified as such by a given jurisdiction.

Chapter 2 Introduction



2.1

Overview of the Opportunity

The City and County of San Francisco (City), acting by and through the San Francisco Municipal Transportation Agency (SFMTA), is pleased to present this Request for Qualifications (RFQ) to parties interested in submitting a Statement of Qualifications (SOQ) to design, build, finance, and maintain the proposed Potrero Yard Modernization Project (the Project).

The primary objectives of the Project are:

- 1 Replace the obsolete, two-story bus facility with a modern and efficient bus maintenance and storage garage by 2026. This facility, denominated the Bus Yard Component of the Project, would be equipped to serve the projected future capacity and needs of the SFMTA's new electric bus fleet (trolley and battery-electric).
- 2 Develop a mixed-use residential and commercial development, denominated the Housing and Commercial Component, jointly with the Bus Yard Component at the Project Site. Provide a large housing component with a substantial percentage of below-market-rate units.
- 3 Improve the architectural and urban design character of the Project Site by creating an exemplary new building that enlivens the surrounding neighborhood and adds to its sense of place.
- 4 Deliver a Project that is on time and on budget, and maintain the Project to ensure that it remains an efficient, high quality Facility.

Based on the SOQs received, the City may select three Short-Listed Respondents that would be invited to submit Proposals in response to a Request for Proposals (RFP). Based on the Proposals received, the City may select a Preferred Bidder whose Lead Master Developer (LMD) would enter into a Pre-Development Agreement (PDA) with the City to perform pre-development services for the Project and, potentially, a subsequent Project Agreement (PA) to deliver the Project. The City envisions entering into a PA with a Master Project Company that would be responsible for (a) the Bus Yard Component and the Common Infrastructure, with a likely term of 30 years with an associated performance-based Availability Payment; and (b) the Housing and Commercial Component, with a likely term of 55 years¹ with associated rights to receive rental income.

More details about the Project's commercial-financial structure and procurement process can be found in Section 4, Joint Development Structure and Process.

The 4.4-acre Project Site is an active SFMTA bus storage and maintenance facility, centrally located at 2500 Mariposa Street in San Francisco, California, between 17th, Bryant, and Hampshire Streets. The existing facility contains a two-story structure used for electric trolley bus parking, operations, and maintenance services, with an open trolley bus storage yard on the other half of the property. Originally opened in 1915 as a streetcar facility with capacity for 100 streetcars, it has expanded to its current "crush" capacity of 158 electric trolley buses.

In 2019, Potrero Yard operated six SFMTA bus lines, carrying over 102,000 passengers each day (approximately 14 percent of SFMTA transit customers). Approximately 400 staff are currently employed at the existing Potrero Yard, including approximately 300 bus operators. Although ridership has been affected by COVID-19 in recent months, the SFMTA anticipates that Potrero Yard will continue to provide substantial bus service in the near term as civic life is restored. In the long term, Potrero Yard will play an even greater role in distributing bus service as its capacity is expanded and as demand for transit service recovers and continues to grow.

The existing SFMTA facility does not have the capacity to meet current needs, expected future needs, or modern safety and maintenance standards. After completing a portfolio-wide study of its facilities and a subsequent study of the existing Potrero Yard, the SFMTA is undertaking plans and studies, including California Environmental Quality Act (CEQA) analyses, on possibly replacing and rebuilding the Potrero Yard facility to support the City's growing transit needs and passenger demand. The new Facility may also include a Housing and Commercial Component. This would be the first project under the SFMTA's Building Progress Program, a program to replace and rebuild the SFMTA's oldest bus yards.

The Project would incorporate modern bus technologies; facilitate the transition to a future, all-electric, battery-powered bus fleet; improve work conditions; increase the efficiency and timeliness of bus maintenance and repairs; and promote resiliency and flexibility in the face of climate change and natural disasters. The new facility would accommodate approximately 213 40 and 60-foot-long trolley coaches and battery-electric buses; 17 bus maintenance bays; and approximately 829 employees (including 383 bus operators).

Interested parties are encouraged to review publicly available information about the Project and its current status

on the SFMTA's Project website: <https://www.sfmta.com/PotreroYard>.

Since December 2017, the SFMTA has been meeting with stakeholders and other City agencies in pursuit of a community vision for the future Potrero Yard. To date, numerous public meetings, including those of the ad hoc Potrero Yard Neighborhood Working Group, have been held, and community feedback has been included in the planning and conceptual design of the Project. The Project's description and objectives are the result of more than 18 months of community outreach and stakeholder engagement to envision a modern Facility that serves the community, supports the City's workforce, and reflects the values of the neighborhood. Further public review will occur as part of the City's environmental review, as required by CEQA, as well as the City's decision-making process, which will involve public hearings and public comments on the Project and its design. Changes to the Project and its design could occur as part of these public processes. The City could also determine not to move forward with the Project.

As a core facility for the SFMTA's citywide transit operations, the Project would be an essential public infrastructure project for the City. If the Project is approved after completion of the CEQA review, the SFMTA anticipates that the Project's final design and construction would begin in mid-2023 and be completed by late 2026 to accommodate an expansion of the bus fleet planned for that year.

City policies promote a sustained increase in housing production of all types and the use of public lands to the greatest extent possible to build new housing, including affordable housing.² Supporting residents with affordable housing opportunities is also a primary mission of the San Francisco Mayor's Office of Housing and Community Development (MOHCD). These policies are consistent with the SFMTA's vision for transit-oriented development, joint development, and the use of its land assets. On this basis, the SFMTA's *Real Estate and Facilities Vision* (2013)³ and *Facilities Framework* (2017)⁴ established Joint Development as a key element of the Project.

2.2 Project Description

Based on previous planning and feasibility studies, the SFMTA has estimated that the Facility could accommo-

date approximately 1,300,000 gross square feet (gsf). The maximum planned height of the structure would be 150 feet. These numbers could change as a result of the public review of the Project.

Conceptual plans for the Facility include the following main components:

- **Bus Yard Component.** The Bus Yard Component could be accommodated within a podium structure with three levels for bus storage and maintenance commingled with six levels of bus facility support spaces. This component is estimated to potentially include 463,000 gsf for parking and bus circulation; 186,000 gsf for bus services and storage; and 52,000 gsf for administration offices, a bus operator training facility, and other support spaces (square footage figures are approximate). The Bus Yard Component must have the capacity to store approximately 213 buses, which is a nearly 50 percent increase in capacity from the current operation. In addition, for resiliency purposes, any new structure must be built to structural and seismic standards that exceed the minimum code requirements. The Bus Yard Component must have the required infrastructure to support the SFMTA's transition to a fully battery-electric bus fleet, and it is expected to seek LEED Gold rating and meet other City sustainability policies.
- **Housing and Commercial Component.** The Housing and Commercial Component could be a multi-floor structure on top of a podium, with the possibility of some units along the perimeter of the podium. The SFMTA estimates that it could accommodate 525 to 575 residential units, with an initial base target of 50 percent of the housing units being affordable. As more fully described in Appendix D.3, the SFMTA encourages proposals that would maximize the affordability percentage, even up to 100 percent of the units being affordable. The Housing and Commercial Component could include an appropriate set of commercial uses to activate street frontages (such as neighborhood-serving spaces and retail) at street level at the perimeter of the podium.
- **Common Infrastructure.** The Common Infrastructure is the physical infrastructure shared by both the Bus Yard Component and the Housing and Commercial Component.

The Site is currently designated as a public use zoning district and a 65-X height and bulk district. The Site is not located within any currently known or potential historic districts, although the existing Potrero Yard building is considered an historic resource. Further analysis of

historic resources will occur as part of the CEQA process. Surrounding zoning designations include PDR (Production, Distribution, and Repair), UMU (Urban Mixed Use), and P (Public).

The proposed Project will likely include the creation of a new Special Use District (SUD), a zoning overlay that would provide site-specific controls for allowable land uses, height, bulk, and other design controls. The creation of the SUD would require a recommendation by the San Francisco Planning Commission and approval by the San Francisco Board of Supervisors; the rezoning would also require approval of zoning map amendments to modify allowable height at the Site and to establish the boundaries of the new SUD. The proposed Project would require an approval from the Planning Commission either through a Conditional Use authorization or similar Planning Commission approval. On top of these approvals, the Commission would need to make “shadow findings,” indicating that new shadows cast by the proposed Project on Franklin Square are neither significant nor adverse. The SFMTA is working with the San Francisco Planning Department (SF Planning) on the precise entitlements that would be needed for the proposed Project.

The SFMTA, as lead agency, filed an application for environmental review of the Project under CEQA with SF Planning. The Project description is being reviewed by SF Planning, the SFMTA’s CEQA consultant, and the City. The Project will result in significant effects to the environment under CEQA and an EIR will be required. The current CEQA schedule contemplates public circulation of the Draft Environmental Impact Report (DEIR) during the first half of 2021.

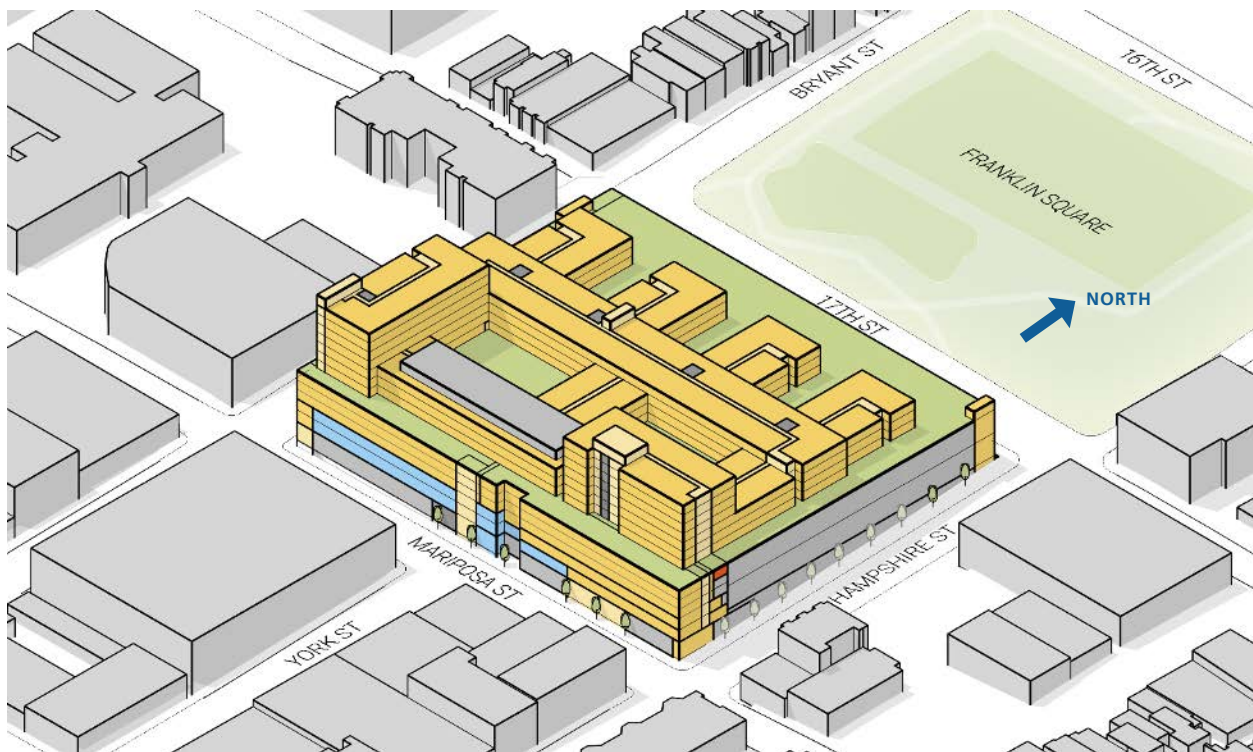
If the City and the LMD enter into the PDA, the City expects the LMD to collaborate to complete the needed EIR documentation, with the City remaining as the lead agency and SF Planning continuing to conduct the environmental review process. The current CEQA schedule contemplates completion of the Final EIR by October 2021 and submission to the San Francisco Board of Supervisors for consideration by Q1 2022.

Additional information describing the Project, studies completed to date, and expected details that will be provided for the RFP are included in Appendix D.

Figure 1: Massing of the Reference Design Concept⁵

Source: SFMTA/SiteLab Urban Studio

- Legend:**
- Yellow = Housing and Commercial Component
 - Grey and blue = Bus Yard Component
 - Green = open space



2.3

Technical Studies and Documents

The RFP will provide Short-Listed Respondents with the Facility's program, technical requirements, and Design Guidelines that will guide their proposals. These documents will also guide the final design for development, design, and construction that will be determined during the PDA phase and for CEQA review.

The SFMTA's planning and feasibility study conducted to date has resulted in the following documents that will be included in the RFP:

- Design Criteria Document that establishes the program and technical requirements for the Facility
- Design Guidelines that provide a set of architectural and urban design standards and principles
- Preliminary geotechnical report and Phase II environmental site assessment report
- Reference design concept
- Select technical studies from the CEQA process that inform design constraints of the Project

Appendix D of this RFQ provides background of the planning and feasibility study and an overview of these documents.

Some of the salient features of the Project's Design Criteria Document and Design Guidelines, which will be fully developed and included in the RFP, are summarized as follows:

- Fully enclosed bus yard with 25-foot floor-to-floor heights on three levels to support all bus maintenance and storage activities inside the facility, some of which are currently conducted outdoors at the existing bus yard. The Project's design will support the transition from the current electric trolley coach fleet to a battery-electric fleet.
- Bus circulation for maintenance and storage activities inside the Bus Yard Component, supported by internal ramps, to minimize circulation on local streets (compared to current operations).
- Massing of the Housing and Commercial Component on top of the podium with a maximum height of 150 feet, designed to avoid casting substantial shadows on Franklin Square to the north of the Site. The north edge of the 75-foot-tall podium, however, would have some shadow impact on the park. The EIR will analyze shadow impacts.

- Consistent with the City's Transit First policy and Transportation Demand Management program goals, the Housing and Commercial Component would not include resident parking.
- New Facility that fits in and contributes to the neighborhood and is an asset to the community, including incorporating strategies that will activate the streets adjacent to the Project Site. The proposed Project would largely conform with the City's established *Mission Area Plan* and *Better Streets Plan*.

The reference design concept, illustrated in Figure 1, was developed to establish preliminary cost estimates and schedule requirements, initiate the CEQA process, support the public and stakeholder outreach processes, and establish the Project's design criteria and performance requirements. Going forward, that reference design concept is for reference and provides a conceptual foundation for design proposals received through the RFP process. It is not intended to be prescriptive for the RFP, and proposals are encouraged to be innovative and improve upon the reference design concept if they can meet the Project's objectives and deliver better value for the City.

Respondents are advised that any public information about the Project that is not included in this RFQ is not to be relied upon and/or referenced by the Respondents.

¹ The City may consider a longer term for either component if it can be shown to deliver better value in alignment with the Project's objectives.

² City and County of San Francisco, 2020. *San Francisco Planning. San Francisco Housing Affordability Strategies*. <https://sfplanning.org/housing-affordability-strategy>.

City and County of San Francisco, 2019. Mayor's Office of Housing and Community Development. *Proposed Strategies for 2020-2024 Consolidated Plan*. <https://sfmohcd.org/plans-progress-reports>.

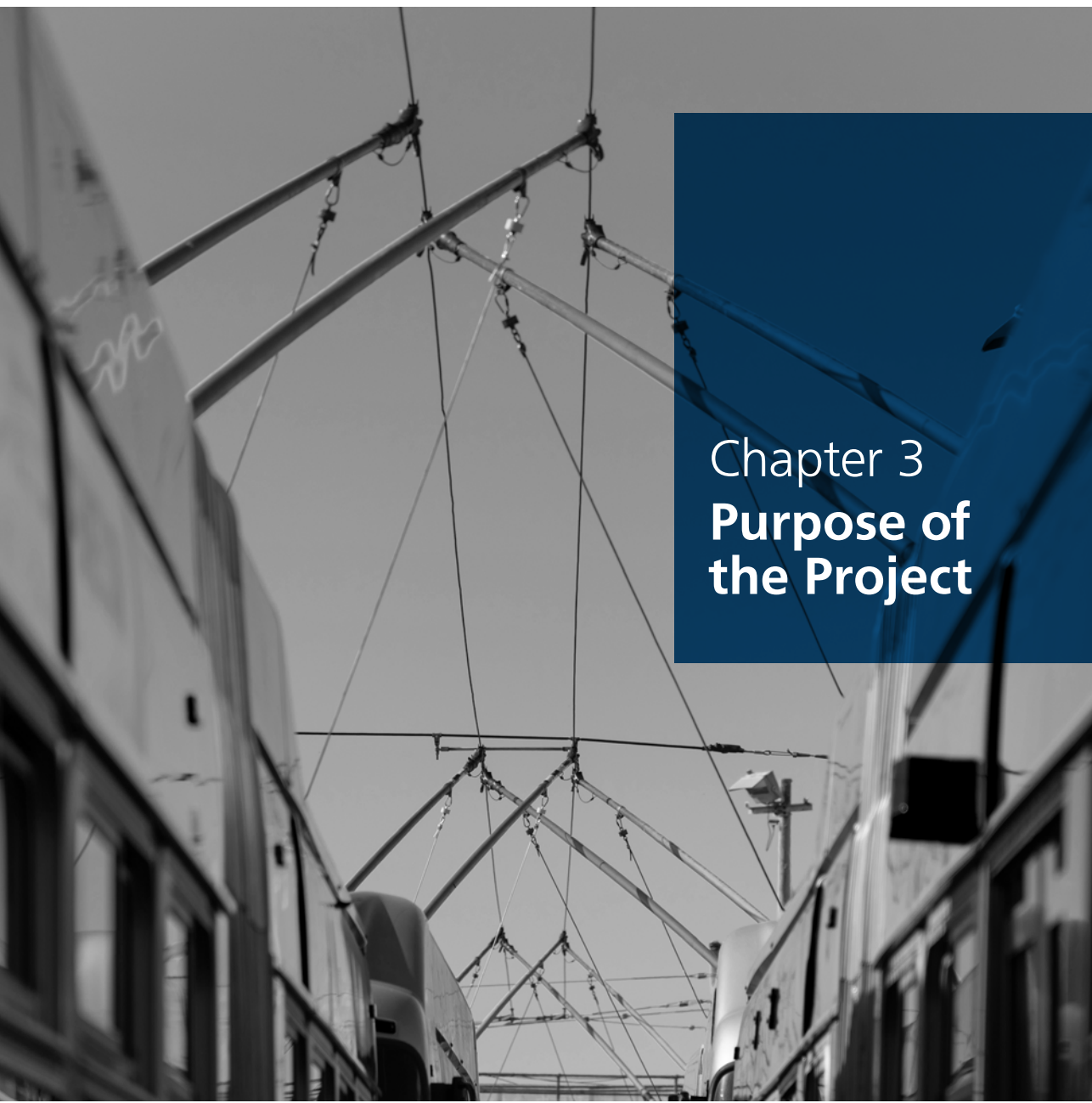
City and County of San Francisco, 2015. Mayor's Office of Housing and Community Development. *2016-2020 Strategic Plan*. <https://sfmohcd.org/plans-progress-reports>.

City and County of San Francisco, 2015. *San Francisco Planning. San Francisco General Plan-2014 Housing Element*. <https://generalplan.sfplanning.org/>.

³ <https://www.sfmta.com/reports/sfmtas-real-estate-and-facilities-vision-21st-century>.

⁴ <https://www.sfmta.com/reports/2017-sfmta-facilities-framework>.

⁵ Figure 1 represents the reference design concept being reviewed under CEQA.



Chapter 3
**Purpose of
the Project**

3.1

Project Objectives

The specific objectives of the Project are outlined below.

Transit and Transportation Objectives

- 1 Rebuild, expand, and modernize the SFMTA’s existing Potrero Yard by the end of 2026 to efficiently maintain and store a growing SFMTA bus fleet to the satisfaction of the design criteria and performance criteria set out by the City.
- 2 Provide infrastructure for battery-electric buses at the new Potrero Yard to facilitate Muni’s transition to a battery-electric bus fleet, in accordance with both City and State of California policies.
- 3 Construct a new public asset that is resilient to earthquakes and projected climate change effects, and that provides a safe, secure environment for the SFMTA’s employees and physical assets.
- 4 Improve working conditions at the new Potrero Yard for the SFMTA’s workforce of transit operators, mechanics, and front-line administrative staff.
- 5 Improve and streamline transit operator hiring by consolidating the SFMTA’s operator training function in a new, state-of-the-art educational facility within the Bus Yard Component.
- 6 Support efficient Muni operations by consolidating the Street Operations division (Muni’s “first responders” to incidents in the field) in a modern, convenient facility.
- 7 Implement an inclusive and transparent stakeholder engagement process from design and environmental review through construction completion.
- 8 Build a project that is financially feasible.

Housing and Mixed-Use Development Objectives

- 9 Maximize the reuse of the Site with a mixed-use residential and commercial development and provide dense, mixed-income housing with a substantial percentage of below-market-rate units.
- 10 Increase the City’s supply of housing by contributing to the Mayor’s Public Lands for Housing goals, the *San Francisco General Plan* Housing Element goals,⁶ and the Association of Bay Area Governments’ *Regional Housing Needs Allocation for San Francisco*,⁷ and

by optimizing the number of dwelling units, which includes affordable housing, particularly near transit.

- 11 Support transit-oriented development and promote the use of public transportation through an innovative and comprehensive Transportation Demand Management program.
- 12 Ensure that the Housing and Commercial Component is financially feasible and with an initial base target of 50 per-cent of the housing units being affordable, with encouragement to maximize affordability percentage, even up to 100 percent of the units being affordable.

Urban Design and Place Making Objectives

- 13 Enhance safety and reduce conflicts between transit, commercial vehicles, bicyclists, drivers, and pedestrians.
- 14 Improve the architectural and urban design character of the Site by replacing existing fences and blank walls with more active, transparent street walls, to the extent feasible.

Sustainability and Equity Objectives

- 15 Demonstrate the City’s leadership in sustainable development by constructing an environmentally low-impact facility that would increase the Site’s resource efficiency, especially with regard to energy management and energy efficiency.
- 16 Design and construct the Project such that it achieves LEED Gold rating.
- 17 The City and the LMD will seek to, whenever practicable, engage contracting teams to reflect the diversity of the City and include participation of both businesses and residents from the City’s most disadvantaged communities, including but not limited to the Mission, Bayview/Hunters Point, Outer Mission/Excelsior, South of Market, Tenderloin, Chinatown, Visitacion Valley, Oceanview/Ingleside, and Western Addition neighborhoods.

3.2

Procurement Objectives

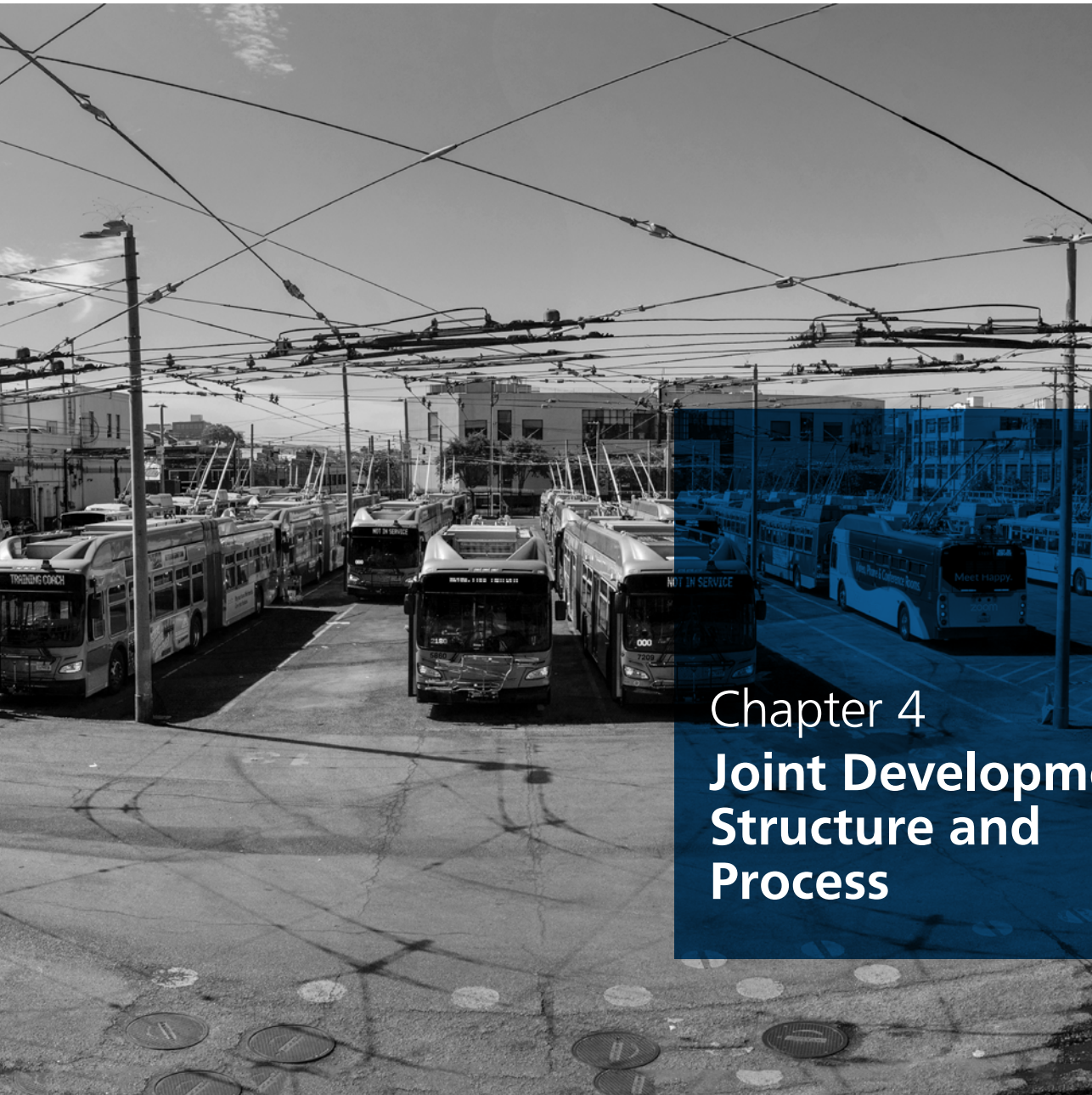
The City is pursuing the following procurement objectives for the Project:

- 1 Performance.** Deliver the performance criteria of the Bus Yard Component and maintain cost control through competitive bidding.
- 2 Schedule.** Complete the Project in 2026 to accommodate the SFMTA's growing bus fleet and support the transition to a battery-electric fleet.
- 3 Cost savings.** To the extent that it is financially feasible, generate value from the Housing and Commercial Component to offset the costs of the Bus Yard Component and the Common Infrastructure.
- 4 Risk Transfer.** Transfer design, construction, financing, maintenance,⁸ and real estate market risks to the private sector so the SFMTA preserves budget and schedule certainty.
- 5 Single Project/Dual Purpose.** Combine the public infrastructure of the Bus Yard Component with a Housing and Commercial Component of approximately 525–575 units of housing with an initial base target of 50 percent of the housing units being affordable and, as described in Appendix D.3, the SFMTA encourages proposals that would maximize the affordability percentage, even up to 100 percent of the units being affordable. Align with the SFMTA's intent that the Housing and Commercial Component delivers public benefits to the Potrero neighborhood and the community in general to the greatest extent feasible.
- 6 Entitlements, Inclusivity, and Community Engagement.** Continue the current CEQA process, as contracted and developed to date by the SFMTA, including coordination with SF Planning, in line with the proposed Project guidelines developed in consultation with the community to date. Implement a robust inclusivity program that addresses City requirements for Local Business Enterprise (LBE) participation and other City programs such as local-hire in construction. Continue a robust community process that solicits further community input and engagement.

⁶ <https://generalplan.sfplanning.org/>.

⁷ <https://abag.ca.gov/our-work/housing/rhna-regional-housing-needs-allocation>.

⁸ Infrastructure Facility Maintenance for items such as the Common Infrastructure and the Housing and Commercial Component, and excluding the SFMTA O&M, as defined in Appendix D.5.



Chapter 4
**Joint Development
Structure and
Process**

This section describes how the Project could be structured and delivered as a Joint Development opportunity. The City intends to engage an LMD through the RFQ and RFP process who will fulfill the following:

- 1 Work quickly and efficiently with an understanding that timely completion of the Project is essential to the City’s transportation and housing goals.
- 2 Strive for transparency in terms of its financial assumptions, critical financial hurdle points, and profitability goals.
- 3 Share in the core values of the Project: excellence in transit, resilience, sustainability, equity, and quality urban design.
- 4 Recognize the importance of a continued, transparent public process allowing for a higher-quality project and a seamless development process.
- 5 Be innovative and entrepreneurial in the approach to financing the Project, seeking creative sources of funding to minimize the cost to the City to build and operate the Project.
- 6 Work collaboratively with the City during the design process.
- 7 Manage a transparent competitive bidding process for design-build and facility maintenance contracts.
- 8 Be a long-term, responsible partner to the City.
- 9 Earn the trust of the City, the SFMTA, and the community by fulfilling the Project objectives listed in Section 3.1.

4.1 General Commercial and Financial Structure

To meet the Project’s procurement goals, the City envisions a Joint Development commercial and financial structure with two main agreements:

- **Pre-Development Agreement** between the City and the LMD that is backed and led by a well-capitalized, long-term, experienced Infrastructure Developer. The LMD would be the City’s counterparty, responsible for carrying out and funding the necessary pre-

development services, including development and negotiation of the PA. If the City were to terminate the PDA for reasons other than the LMD’s default or misconduct, it would make a termination payment to the LMD.

- **Project Agreement** between the City and the Master Project Company to deliver the Project. The PA would recognize the distinct revenue sources and asset types of the Bus Yard Component and the Common Infrastructure (a Social Infrastructure project supported by SFMTA Availability Payments) and the Housing and Commercial Component (private residential/commercial spaces generating rental income from tenants). Key features of the commercial structure would be as follows:
 - Master Project Company as the City’s counterparty for Project delivery based on a set of customary agreements, such as the PA, direct agreements, the agreements necessary to formalize the independent existence of each Project component, and others
 - Design-build contract for the vertically integrated Facility to ensure its delivery, functionality, and design
 - Long-term maintenance of the Common Infrastructure that matches the term of the Housing and Commercial Component

4.1.1 Commercial and Financial Considerations

The SFMTA has one of the highest bond credit ratings in the country for public transit agencies. For example, the SFMTA’s most recent revenue bonds have been rated “Aa2” by Moody’s and “AA” by Standard and Poor’s, based on the diverse sources of revenues (fares, traffic fines/fees/permits, parking revenues, and State Transit Assistance/Transportation Development Act revenues), the strength of the San Francisco service area, and the necessity of the service provided.

The envisioned commercial-financial structure addresses the challenges and opportunities of integrating two distinct programs—the **Bus Yard Component** and the **Housing and Commercial Component**—into one integrated facility. An additional element is the **Common Infrastructure** that would be shared by the two main components and enables their integration.

In addition to transferring the design-build risk and long-term Infrastructure Facility Maintenance⁹ risks to the Master Project Company, the City desires to transfer the Project's physical and operational interface and integration risks to the Master Project Company.

The City anticipates making Availability Payments for the Bus Yard Component and the Common Infrastructure upon their Substantial Completion and for the term of the corresponding design-build-finance-maintain contract. The capital and maintenance costs of the Common Infrastructure will be allocated to the Bus Yard Component and the Housing and Commercial Component according to their associated shares, as will be further described in the RFP.

Depending on risk allocation, cost, and other factors, the City could consider making a Milestone Payment at Substantial Completion, in combination with the Availability Payments during the maintenance phase. The Milestone Payment may range from 20 to 40 percent of the total cost of the proposed Project.

The City does not have a strong preference with regard to the underlying financing structure, as long as it is deliverable, meets the above-stated risk allocation, has no recourse to the City (except for customary design-build-finance-maintain contract relief events and termination payments), does not use the City's on-balance-sheet indebtedness capacity, and provides best value to the City.

During the PDA phase, the City will be open to suggestions on the ultimate commercial structure and contractual arrangements; however, the City will need to closely consider and approve all the potential risks and financial consequences of the selected commercial and contractual structure. In that regard, the City expects RFQ Respondents to make suggestions in the Project Approach sections of their SOQ.

The City understands that there may be reasons for a potentially longer term for the Housing and Commercial Component, which could, in principle, be 55 years. In the case of a longer term, the Infrastructure Facility Maintenance services described in the PA would remain operative for the length of that term to ensure maintenance of the Common Infrastructure. Customary requirements for the conditions expected at hand-back¹⁰ would apply to the Bus Yard Component and the Common Infrastructure, and potentially to the Housing and Commercial Component as well.

The source of the Availability Payments and Milestone Payment would be the SFMTA.

4.2

Procurement Phases and Schedule

Taking into consideration the Project's schedule goals and constraints, as well as the CEQA and entitlements process, the procurement process will proceed as follows:

- **RFQ/RFP Phase.** This phase will involve a competitive, best-value selection process for a Development Team led by an LMD. The process will defer selection of design-build and facility maintenance contractors to the PDA phase.
- **Pre-Development Agreement Phase.** Following the RFQ/RFP phase, the LMD will enter into a PDA with the City, if approved by the SFMTA Board of Directors (SFMTA Board) or other instances, as applicable, to carry out pre-development services¹¹.
- **Project Agreement Phase.** Following the PDA phase, the Master Project Company would enter into a PA with the City, if approved by the San Francisco Board of Supervisors and the SFMTA Board of Directors, to deliver the Project.

Table 1 illustrates the City's anticipated procurement schedule. This schedule is subject to modification by the City, which will notify interested parties of changes.

Table 1: Preliminary Project Procurement Schedule

	Activity	Timeframe
RFQ/RFP Phase ²	RFQ	Release August 21, 2020
	SOQ submittal	October 2020
	Announcement of Short-Listed Respondents	December 2020
	RFP	Release January 2021
	Publishing of DEIR	Q2 2021
	Selection of Preferred Bidder	June/July 2021
	Potential approval of the PDA and execution	Expected Q3 2021
PDA Phase	Engagement of Lead Master Developer with SF Planning	Upon execution of the PDA
	First complete draft of PA	Expected Q1 2022
	Final approval of Final EIR and entitlements	Expected Q1 2022
	Final draft of PA	Expected Q4 2022
	Lead Master Developer finalize fixed-price design-build and Infrastructure Facility Maintenance contracts	Expected Q4 2022
	Approval of final PA and Commercial Close	Expected Q1 2023
	Financial Close	Expected Q1 2023
PA Phase	Completion of Temporary Facilities by the City ¹³	Expected in mid-2023
	Beginning of on-site construction of the Project	Upon relocation of the existing Potrero Yard bus fleet to the Temporary Facilities
	Substantial Completion of the Bus Yard Component and the Common Infrastructure, which will be followed by the start of bus operations, and completion of Housing and Commercial Component	2026

4.3

Anticipated General Scope of the Pre-Development Agreement

During the PDA phase, the LMD will work with the City in the general pre-development workstreams outlined below, all in full transparency and collaboration with the City. Each workstream will have a sequence of performance milestones defined in the PDA. Further details on the PDA scope will be provided in the RFP.

The requirements for the Respondent teams (including qualifications and Key Personnel), as set out in Section 6.2 of this RFQ, have been developed based on the expected PDA activities. The LMD could require additional resources and skill sets to complete the pre-development services.

Unless terminated, the PDA will remain in effect from the full execution of the PDA until the PA is executed, subject to the City's approval.

As will be further defined in the RFP, during the PDA phase the LMD will strive to incorporate LBE participation in appropriate activities such as design and planning, early works agreements (if applicable), community engagement, and public outreach in support of the EIR process. Good faith documentation will be administered throughout the PDA phase.

The LMD will be expected to set up and manage an industry-standard virtual data room to support document storage and sharing with the City and its partners and suppliers and to perform document control.

During the PDA phase, the LMD will be required to perform the activities outlined below.

Project Development and Financing

- 1 Develop and negotiate the commercial and financial structure, terms and conditions, and contract terms of the Bus Yard Component, the Housing and Commercial Component, and the Common Infrastructure:
 - a Substantially incorporating the features and risk allocation that are discussed at a conceptual level in Section 4.1 above, and that will be further developed in the RFP
 - b Preparing a financial plan and financial model
 - c Conducting market assessments and financial

analysis of the Housing and Commercial Component

- d Developing a financing strategy for the affordable housing units that incorporates available financing sources
 - e Identifying and delivering public benefits to the community to the greatest extent feasible as part of the Housing and Commercial Component
- 2 Develop the PA and its related agreements (e.g., leases), contracts for design-build and Infrastructure Facility Maintenance, and other documents needed to reach Commercial and Financial Close, including all interface and direct agreements required for the efficient, timely, and successful delivery of the Project. The LMD will negotiate with the City the terms of these agreements, which will be subject to the City's review and approval.
 - 3 Obtain regulatory approvals to create air rights or condominium parcels (if applicable), complete all required CEQA documentation, and obtain Project approvals and entitlements.
 - 4 Once the preferred debt structure has been identified, establish a process for competitively selecting and negotiating with debt providers to ensure that the debt is procured on the most favorable terms possible for the Project.

Design and Planning

- 5 Develop the concept design proposal from the RFP phase in stages concurrently with costing, scheduling, and life-cycle planning of each component of the Project. This includes detailed plans for the physical and technical interfaces between the Bus Yard Component and the Housing and Commercial Component, the Common Infrastructure, and their corresponding construction and life-cycle costing to align with the Project budget. This work also includes expanding power supply to the Site to accommodate battery-electric buses.
- 6 Perform Site due diligence and any site and utility infrastructure studies and investigations necessary to support design, costing, scheduling, and life-cycle planning.
- 7 Obtain the necessary design review approvals as well as regulatory permits and approvals to enable the timely start of construction following Financial Close, per the preliminary Project procurement schedule shown in Section 4.2 above.

- 8 Prepare cost estimates; schedules; and risk analysis for design, permitting, construction, and facility maintenance.

Competitive Bidding of Design-Build and Infrastructure Facility Maintenance Contracts

- 9 Competitively bid the design-build and Infrastructure Facility Maintenance contracts through a transparent and competitive process, and subject to the City's approval of the form and substance of the key solicitation documents and forms of contracts.
- 10 The expected design-build contract will be for full turnkey delivery of the Facility, including the Bus Yard Component's Furniture, Fixtures, and Equipment (FF&E) as well as bus maintenance equipment and electric battery charging equipment. For clarity, the FF&E does not include revenue and non-revenue vehicles, which will be procured separately by the SFMTA. The contract will be fixed-price and date-certain and include a customary security package and features used in project finance delivery.
- 11 With respect to the above competitive bidding process, the City (a) will set out the framework and criteria for competitive selection of contractors while the LMD will manage the procurement process, all subject to the City's review and consent; and (b) does not have a strong preference with respect to the role chosen by the LMD for its Design Consultant in relation to the bidding process.¹⁴
- 12 Members of the Development Team, as well as their Affiliates, will be precluded from bidding in any of the contracts to be competitively bid during the PDA phase.

Early Works

- 13 Possibly enter into one or more early works agreements with the City during the PDA phase to reduce the overall risk profile of the Project. The City could choose to exercise this option at its sole discretion. The scope of the early works agreements would be to perform work that must occur before executing the PA, which could include some or all of the following:
 - a Determine the Facility's utility demands, including the power demand for charging of battery-electric buses, and complete the design, permitting, bidding, and construction, as necessary and in coordination with third-party utility providers, of any needed upgrades and improvements for power, sewer, potable water, and telecommunication utility connections up to the Project Site boundary.

- b Based on the SFMTA's engineering design, acquire permits for, bid on, and construct the Temporary Facilities needed to accommodate the SFMTA's existing Potrero Yard transit operations to continue operations during the Project's construction. This contract could include services to assist the SFMTA with relocation of the existing Potrero Yard bus fleet (and related operations) to the Temporary Facilities.
- 14 The RFP will further describe any early works agreements to possibly be included in the PDA phase, as well as their timing, processes, and requirements such as LBE participation. The selected LMD would need to competitively select service providers for any such early works agreements during the PDA phase.

Stakeholder and Community Engagement and Communications

- 15 The SFMTA is committed to ongoing transparent engagement. The LMD will partner with the SFMTA on this effort and provide resources and funding for ongoing engagement and communications. The roles and requirements will be further defined in the RFP.
- 16 Coordinating with the City's Contract Monitoring Division to develop a project-specific Local Business Enterprise program applicable to all work performed during the design-build and facility maintenance phases and to comply with other equitable contracting and procurement policies established by the City, including its prevailing wage, local hire,¹⁵ and first source¹⁶ requirements. The LBE program will apply to all work performed during the PA phase, including performance monitoring and proactive outreach and communications.

4.3.1 Building Information Modeling and Asset Management

The City's intent is to use Building Information Modeling (BIM) for the design, construction, and operations of the Project and to reuse BIM data for the Project's Asset Management Program (as defined in Appendix D.5), including for future capital planning, alteration, additions, and or renovations. The City seeks to maximize the value of BIM across all phases of the Project's development and maintenance.

The Development Team will be expected to use BIM-enabled workflows and systems in connection with the

design, engineering, coordination, construction, maintenance, and operations of the Project, with all design, engineering, and as-built information and deliverables being provided in one or more integrated BIM models. The goals and uses of BIM will be detailed in the RFP and the PDA.

4.3.2 Pre-Development Agreement Financial Considerations

The City does not intend to compensate the LMD during the PDA phase on a current basis, except for any early works agreements. Excluding any early works agreements, the City expects that the PDA work would be performed at-risk, with incurred costs treated as follows:

- If the Project advances to Commercial and Financial Close, the LMD would be reimbursed for its documented and approved costs through the Project financing, as further described in the PDA.
- If, at certain performance milestones (to be further defined in the RFP and the PDA), the City decided to terminate the PDA process for any reason other than the LMD's default or misconduct, the City would make a termination payment in consideration for receipt of specified PDA work products generally outlined above, up to an incremental cap mechanism to be specified in the PDA. The RFP will include a schedule of incremental payment values as the PDA work-product progresses.

If the City chose to include any early works agreements, the City would compensate the LMD for work satisfactorily completed per mechanisms that would be included in the early works agreement, as will be further described in the RFP.

For any case in which the City were required to make any payments, as described above, such payment or payments would constitute full compensation for all work under the PDA and early works agreements, if any.

This section does not preclude Development Team members from pursuing any City programs or incentives that would normally be available to them, including but not limited to a pre-development loan to finance affordable housing.

4.4

Anticipated General Scope of the Project Agreement

The City currently anticipates that, following Commercial Close, the general scope of the Master Project Company's responsibilities under the PA would be as outlined below. The Master Project Company's scope of responsibilities will be more fully defined in the RFP.

- 1 Designing, financing, and constructing the Facility substantially in accordance with the Preferred Bidder's proposal submitted for the RFP, to be delivered by the long stop date, which would be no later than the end of 2026, and as may be modified by mutual agreement by the City and the Master Project Company.
- 2 In accordance with the Preferred Bidder's proposal and as further developed during the PDA phase, the Master Project Company would be responsible for the following:
 - a Perform or cause to be performed all design work, including geotechnical, seismic, stormwater and utility connections, surveying, hazardous materials investigations, environmental, and historical/archeological assessments as may be required
 - b Bear the risk of conditions occurring on, under, or at the Site, and Project delivery risks, except for any risks specifically retained by the City
 - c Obtain all third-party and governmental approvals, permits, and agreements required in connection with the Project, including those of the City acting in its regulatory capacity and utility provider permits, except as otherwise provided in the PA
 - d Achieve substantial and final completion on a full turnkey basis per the dates specified in the PA, including all commissioning, operational readiness, activation, and transition activities necessary to start normal operation of the Facility
- 3 Assuming responsibility for costs and delays associated with obtaining necessary permits and closing transaction costs.
- 4 Obtaining all financing required for the Project, as applicable, pursuant to the financial model, financing agreement(s), and other applicable transaction documents.
- 5 Managing all design and construction contracts for the Project, consistent with the PA, and performing and reporting on specified quality assurance activities at all stages of delivery.
- 6 Coordinating with the City to implement the Project's community and stakeholder engagement program.
- 7 Coordinating with the City's Contract Monitoring Division to implement the project-specific LBE program for all work performed during the design-build and facility maintenance phases, and to comply with other equitable contracting and procurement policies established by the City, including its prevailing wage, local-hire, and first-source requirements.
- 8 Providing life-cycle maintenance during the operations term of the PA to sustain the required level of performance and ensuring that the Project is returned to the City at the end of the PA term in the condition therein specified. This program contemplates that the City would perform the operations and maintenance (O&M) needed for the SFMTA's transit services, referred to as the SFMTA O&M.
- 9 Providing security during construction, all professional services necessary to implement the Project, and procuring and maintaining an appropriate set of insurance policies.
- 10 Complying with all applicable City ordinances, laws, codes, policies, procedures, requirements, and regulations.

The City reserves the right to exercise the required level of scrutiny and benchmarking, at its sole discretion, for any of the commercial terms, financial terms, and cost estimates.

4.5

Project-Specific Ordinance

To support the procurement strategy, the SFMTA is seeking a Project-specific ordinance to implement the Joint Development procurement method. The SFMTA's Board of Directors has voted to authorize its Director of Transportation to seek approval from the San Francisco Board of Supervisors.^{17,18} The proposed legislation is being introduced to the San Francisco Board of Supervisors' legislative calendar.

The San Francisco Board of Supervisors is expected to vote on this Project-specific ordinance before issuing the RFP.

The Project-specific ordinance addresses the following aspects of the Project's procurement:

- Authorizes the SFMTA to exempt certain design, construction, finance, maintenance, and real estate agreements for the development of the Project from Chapters 6, 14B, 21, and 23 of the Administrative Code.
- Requires the payment of prevailing wages and the implementation of an LBE utilization program, and compliance with the City's local-hire policy and first-source hiring ordinance, as applicable.
- Permits a best-value selection for the developer team if the City chose to proceed with the Project.

⁹ The Infrastructure Facility Maintenance scope includes items such as the Common Infrastructure and the Housing and Commercial Component, as defined in Appendix D.5. The SFMTA O&M scope will be the ongoing responsibility of the SFMTA.

¹⁰ For example, that the Facility must be handed back at the end of the contract term with a pre-established minimum facility condition index for the structural, building envelope and waterproofing, vertical circulation, and HVAC systems.

¹¹ The City intends to select one Development Team and will not concurrently negotiate with other development teams during the term of the PDA. The City will give the selected LMD the customary assurances needed to begin investing funds for the pre-development services.

¹² Refer to Section 5.1 for the detailed RFQ schedule.

¹³ The SFMTA is designing and planning to construct two Temporary Facilities, referred to as 1399 Marin and Muni Metro East, to accommodate all bus operations during construction of the Project as well as during future bus yard replacement projects. The SFMTA intends to design and construct the Temporary Facilities to support start of the Project's construction, per the conceptual schedule indicated in this RFQ. The SFMTA may also consider, at its sole discretion, an option for the LMD to competitively procure and construct the Temporary Facilities during the PDA phase, if the LMD can demonstrate that it can deliver the facilities and mitigate schedule risks.

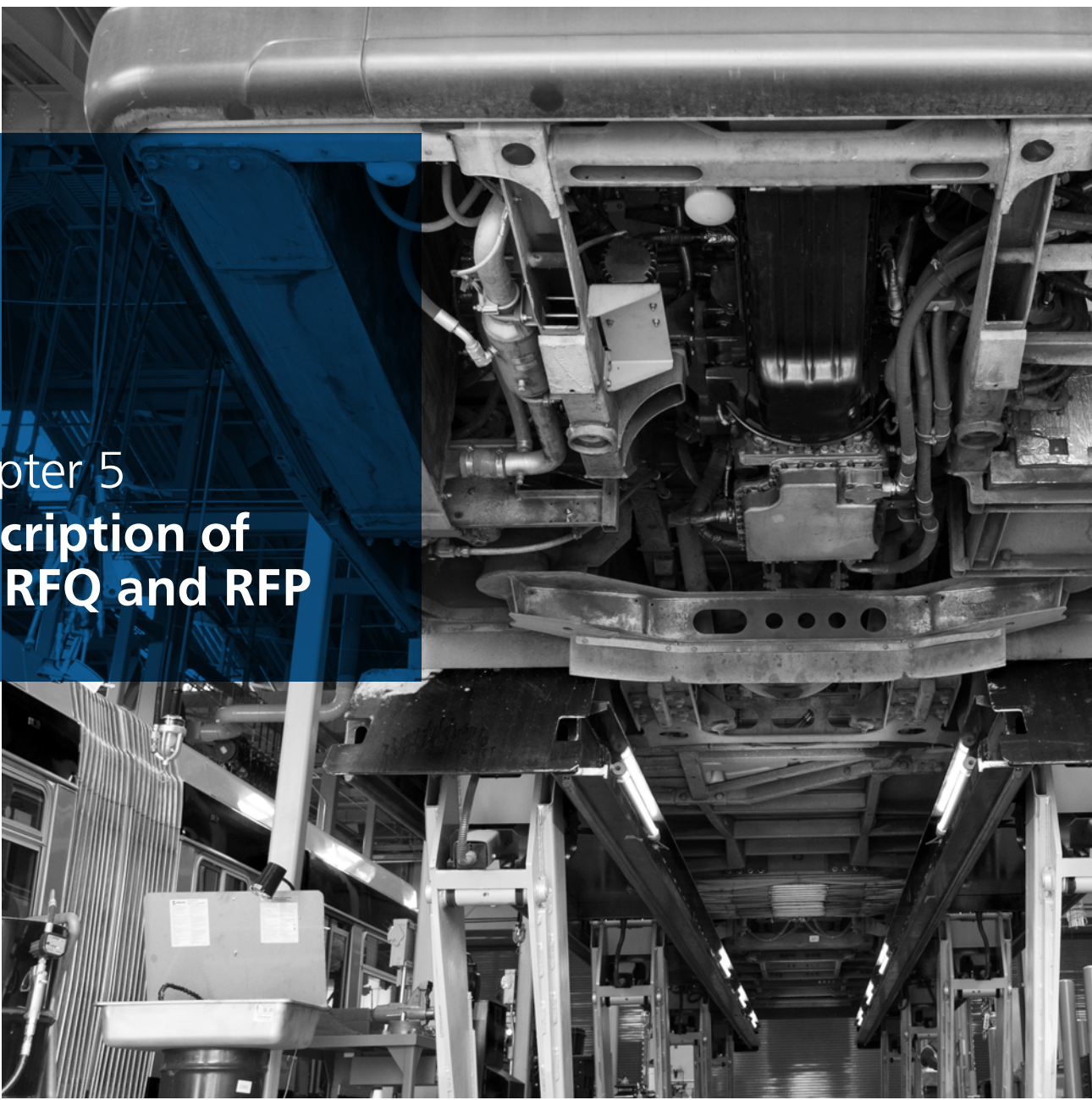
¹⁴ For example, whether in the competitive bidding process the LMD proposes either to assign the Design Consultant to the selected design-build contractor or to allow each design-build contractor to select its own design team (i.e., different from the Design Consultant).

¹⁵ <https://oewd.org/local-hire>.

¹⁶ <https://oewd.org/first-source>.

¹⁷ <https://tinyurl.com/y8fas3n9>.

¹⁸ <https://tinyurl.com/y7x52owq>.



Chapter 5
**Description of
the RFQ and RFP**

5.1

RFQ and RFP Schedule

The RFQ and RFP process for the Project will be in accordance with the schedule shown in Table 2.

This schedule is subject to modification at the City's sole discretion. The City will notify Respondents of any schedule changes by issuing addenda to this RFQ. The City reserves the right to issue an addendum to this RFQ at any time prior to the SOQ due date.

Table 2: RFQ and RFP Schedule

Activity	Time Frame <i>(all Pacific Time)</i>
Issue RFQ	August 21, 2020
Pre-SOQ conference	August 31, 2020 from 1:00pm to 3:00pm
Deadline for Respondent to submit questions regarding RFQ	September 11, 2020 at 3:00pm
Deadline for release of any responses to Respondents' questions and any addenda	September 18, 2020
SOQ due date	October 16, 2020 at 3:00pm
Short-list announcement	December 2020
Issue RFP to Short-Listed Respondents	January 2021
Proposal due date	May 2021
Selection of Preferred Bidder	June/July 2021

Note: See Section 4.2 for the overall Project procurement schedule.

5.1.1

RFQ Phase

Documents, Plan Holders Lists, and Addenda may be downloaded from the Public Works Electronic Bid Documents Download site at www.sfpublicworks.org/biddocs. Notices regarding Addenda and other bid changes will be distributed by email to Plan Holders.

Please visit the Contracts, Bids and Payments webpage at www.sfpublicworks.org for more information (click on Resources > Contractor Resources). The advertisement can also be found at sfcitypartner.sfgov.org.

The City will convene a virtual pre-SOQ conference on the date and time shown in Table 2. Attendance to the pre-SOQ conference is not mandatory but is strongly recommended. The Respondent may register by completing the virtual sign-up form located at <https://potreroyard.typeform.com/to/FRnpjH>.

The pre-SOQ conference virtual meeting instructions will be distributed via email to the persons or entities who register using the virtual sign-up form link and will also be issued as an addendum to the RFQ holders' list. To facilitate teaming discussions among interested parties, persons or entities who register using the virtual sign-up form link will have the option to indicate if they are an LBE firm, and to opt in or out of having their contact details/information distributed to others who have registered and opted in.

The City will evaluate SOQs received in response to this RFQ. The City intends to establish, according to criteria generally outlined herein, a short-list of the most qualified Respondents who will receive and be eligible to respond to the RFP. The City intends, but is not bound, to short-list three Respondents.

If the City receives fewer than three responsive SOQs, the City could either proceed with a smaller number of Short-Listed Respondents or terminate this procurement.

Respondents will have the opportunity to submit questions and comments regarding the RFQ, which could result in an addendum to the RFQ. The City reserves the right to issue an addendum to this RFQ at any time prior to the SOQ due date.

The City will not accommodate Site visits during the RFQ phase, but it intends to accommodate them as part of the RFP phase.

5.1.2

RFP Phase

The City anticipates releasing an RFP to the Short-Listed Respondents. The RFP will include Instructions to Short-Listed Respondents, the scope of work, technical provisions, site investigation reports completed to date, the PDA, the intended risk allocation matrix for the PA, and any other draft contract documents.

Short-Listed Respondents will have the opportunity to review and submit questions regarding the RFP. The City anticipates scheduling one-on-one meetings to exchange ideas, provide feedback on design and financial structure concepts as they are being developed, and discuss issues raised by the Short-Listed Respondents, including as part of an alternative technical concepts process. The City will provide the Short-Listed Respondents with specific details concerning one-on-one meetings and alternative technical concepts process following short-listing.

Based on the Proposals received in response to the RFP, the City may, in accordance with applicable law and based on a determination of apparent best value, select the Preferred Bidder for final, limited discussions and clarifications to finalize the PDA for award and execution. If such final discussions are not successful, the City may conduct limited discussions with and seek clarifications from the next highest rated Short-Listed Respondent. Alternatively, the City, at its sole discretion, may terminate the procurement.

The City anticipates that the RFP will require Short-Listed Respondents to prepare the following, among other items:

- Concept design for the Project
- Strategic-level plans for the PDA phase to design and deliver (a) the Bus Yard Component’s high-capacity battery charging infrastructure for battery-electric buses, including a plan for transitioning from the trolley fleet to the battery-electric fleet and a plan for bringing on board additional expertise as may be needed during the PDA phase to develop solutions for this transition; (b) the early works described in Section 4.3 above; and (c) the Housing and Commercial Component integrated with the Bus Yard Component, including plans for entitlements, CEQA, and stakeholder engagement
- Cost and schedule proposal to establish a fixed budget limit for the Bus Yard Component and Common Infrastructure—including, for example, design-build cost, cost of the Asset Management Program (defined in Appendix D.5, Asset Management Requirements, Section D.5.2), first-loss at-risk capital returns for each funding source, Project development costs, and/or other parameters
- Preliminary financial model setting out the expected cash flows of the preceding items, with breakdown at the appropriate level of detail for the (a) design; (b) permitting; (c) construction; (d) project management and quality assurance; and (e) life-cycle and maintenance cost inputs
- Proposal for a commercial and financial structure the Short-Listed Respondent believes provides the best value to the City without altering the City’s stated risk allocation, including establishing a process to competitively select and negotiate with debt providers to ensure that the debt is procured on the most favorable terms possible for the Project

The evaluation criteria in the RFP will be further developed and may include all or some of the following criteria and general principles:

- Pass/Fail evaluation of the administrative submittal and Proposal responsiveness
- Scoring of the technical submittal:
 - PDA phase management plan
 - Functionality and conformance to programmatic, design, and operational performance requirements of the Bus Yard Component
 - Additional design, schedule, and project management parameters
 - Project cost proposal for the proposed design, including (a) design; (b) permitting; (c) construction; (d) project management and quality assurance; and (e) life-cycle and maintenance costs
- Scoring of the financial submittal focusing on key financial performance parameters that are aligned with the Project objectives, which may include the following:
 - Project development costs
 - Return on equity and/or profit margin
 - Cost savings generated by the market-rate residential units
 - City subsidy support for the affordable/below-market-rate units

5.1.3 Participation in More than One Respondent Team

To ensure a fair and competitive procurement process, members of any Respondent team and their Affiliates are prohibited from participating, in any capacity, on another Respondent’s team during the course of this procurement. Following the RFQ phase, members of Respondent teams that are not short-listed may participate on teams of Short-Listed Respondents,

subject to the City's written consent and meeting the requirements of Section 5.1.4.

Any Respondent that fails to comply with these requirements may be disqualified from further participation in this procurement.

5.1.4 Changes in Respondent Team

The City wants to ensure Respondents' ability to develop and attract the broad expertise necessary to participate in this procurement, and to optimally develop, design, construct, finance, and maintain the Project in an innovative, effective, and efficient manner. Accordingly, Respondents, with the City's prior written approval, may add team members or reorganize the Respondent entity through the procurement process until submittal of the Proposals, except in the event of potential organizational conflicts of interest and/or deficiencies in qualifications and experience for the proposed role. In considering such requests, the City may require additional information regarding the reasons for the proposed changes.

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

- Deletion, substitution, or change in the role of a team member identified in the SOQ
- Deletion, substitution, or change in the roles of Key Personnel identified in the SOQ
- Deletion or substitution of a Respondent team member
- Any changes in the LMD Equity Member(s) that control the LMD

5.2 Costs of Preparing SOQs

The City is not responsible for and each Respondent shall bear all costs to prepare and submit its SOQ, as well as any other documents or materials requested by and provided to the City pursuant to this RFQ. The City is not responsible for any other costs that the Respondents might incur from participating in this RFQ.

5.3 Questions and Requests for Clarification

Respondents may submit written questions and requests for clarification regarding this procurement until the deadline set forth in Section 5.1. Questions and requests for clarification must be emailed to the Procurement Manager at DPW-SFMTAPotrero@sfdpw.org.

Respondents must indicate on the email's subject line that the material relates to the Project. Questions and requests for clarification must be submitted using the RFQ Request for Clarification Form, which is included in Appendix B.5 of this RFQ.

See Section 8 for further instructions and requirements regarding communications.

Responses to questions or requests for clarification will be in writing and provided to all Respondents. 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 bear the responsibility of reviewing and being familiar with all information posted on the procurement websites through the SOQ due date listed in Section 5.1.1. The City will not be responsible for any failure of the Respondents to receive information posted on the procurement websites.

5.4 Addenda

The City reserves the right to revise this RFQ by issuing addenda at any time before the SOQ due date. The City will post any addenda on the procurement websites listed in Section 5.1.1.

Respondents are responsible for monitoring the procurement websites for information concerning this procurement and will be required to acknowledge in their transmittal letter that they had access to all relevant materials posted on the procurement websites, including addenda and any City responses to questions and requests for clarification (see AD Form A in Appendix B.1).



Chapter 6
**SOQ Content
and Submittal
Requirements**

Table 3: Respondent Team Members and Summary of Roles

Respondent Team Member	Summary of Role
Lead Master Developer (LMD)	The LMD would be the primary counterparty and sole-point-of-contact to the City for the pre-development services, and would be the signatory of the PDA, if it is approved by the City. See Section 4 for a detailed description of the LMD's role.
Affordable Housing Developer	The Affordable Housing Developer must be a nonprofit entity (or an entity in a joint venture with a nonprofit member) that would arrange and deliver the affordable housing portions of the Housing and Commercial Component in concert with the Housing Developer and the LMD.
Housing Developer	The Housing Developer would arrange and deliver the market-rate portions of the Housing and Commercial Component in concert with the LMD and Affordable Housing Developer.
Design Consultant	The Design Consultant would be responsible for the design of the Facility.
Construction Management Consultant	The Construction Management Consultant would provide pre-construction services such as construction cost estimating, construction scheduling and administration, risk management, value engineering, and constructability assessment for the development of the Facility. The Construction Management Consultant may either be a general contractor or a consultant with proven successful experience providing pre-construction services as described above.
Infrastructure Facility Maintenance Consultant	The Infrastructure Facility Maintenance Consultant would develop a performance-based Infrastructure Facility Maintenance program and life-cycle cost estimating for the development of the Facility.

6.1

General

SOQs should contain enough information about the items requested to allow the City to evaluate, competitively rank, and short-list Respondents based on the evaluation process and criteria set forth in this RFQ, which are aligned with the Project's primary objectives stated in Section 2.1 above.

SOQs must be entirely written in the English language, must provide units of measurement in United States customary units only, and must provide monetary amounts and cost terms in United States dollar denominations only.

By submitting an SOQ, the Respondent affirms that it fulfills the City's administrative requirements for doing business with the City, as indicated in Appendix C.

6.2

Respondent Team Composition

Respondents must put forward qualifications and experience for entities and their respective Key Personnel who fulfill the Respondent team member roles outlined in Table 3. One entity may fulfill multiple roles; however, each of the evaluation criteria set out in Section 7.3 will be evaluated independently.

The proposed LMD entity may have either a single Equity Member or multiple Equity Members. The LMD's controlling and majority owner Equity Member(s) must be an Infrastructure Developer. If the LMD is composed of multiple Equity Members, they may be one or more of the entities other than the LMD who are shown in Table 3.

The Design, Construction Management, and Infrastructure Facility Maintenance Consultants may each be either a single firm or multiple firms that collectively must provide the Key Personnel and minimum qualifications described in Section 7.3 and Appendix A.

The City encourages Respondents to form Development Teams that will include participation of small or micro LBE firms during the PDA phase. Likely LBE services could include design, EIR-related public outreach and community communications services, construction management, technical editing, graphic design, or other similar scopes. Small or micro LBE participation in the PDA phase would count toward future LBE participation goals established for the PA phase.

All members of the Preferred Bidder's team, as well as their Affiliates, will be precluded from bidding in any of the contracts to be competitively bid during the PDA phase, as outlined in Section 4 above.

6.3 SOQ Format

All SOQs must be in searchable Adobe PDF format. Paper submittals will not be accepted.

SOQs must comply with the page limitations set forth in this RFQ. The City may disregard pages in excess of applicable page limitations.

Standard corporate brochures, awards, and marketing materials included in SOQs will not be evaluated by the City.

A Respondent may revise its SOQ at its own initiative at any time prior to the SOQ due date, provided that the revised SOQ is received in its entirety prior to the SOQ due date.

6.3.1 Digital Format Specifications

All PDF Files must follow the following specifications:

- 1 **Restrictions.** PDF files shall not contain JavaScript, dynamic content (e.g., audio, video, special effects), attachments or 3D content, or PDF annotations.
- 2 **Versions.** Submitted PDF files shall be readable by Adobe Reader or Acrobat (versions 10 or higher) and shall not require additional software or plug-ins to be read and navigated.
- 3 **File Size.** The size of each PDF file shall not exceed

300 MB.

- 4 **Fonts.** A serif font (e.g., Times New Roman, Bodoni) must be used. San-serif fonts such as Arial or Helvetica are not acceptable.
- 5 **Font size.** Text must be no smaller than 11-point.
- 6 **Page Size and Margins.** The print area for pages should fit on a sheet of letter size (8.5" x 11") paper. One-inch margins shall be provided on all sides (excluding headers and footers). Tabloid (11" x 17") sheets may be used for tables, organizational charts, or other graphical information, with each one counting as one page.
- 7 **Page Orientation.** Pages should be properly oriented for screen viewing so that all portrait pages are presented in portrait mode and all landscape pages are presented in landscape mode.
- 8 **Source of Electronic Files.** Avoid image-based PDF files whenever possible. If scanned files must be submitted, they should be made text searchable where possible. If optical character recognition software is used, verify that imaged text is converted completely and accurately.
- 9 **Document Navigation (hypertext linking, bookmarks, and table of contents).** Hypertext links and bookmarks improve navigation through PDF documents. Hypertext links can be designated by blue text or by blue or black rectangles using thin lines as appropriate. For a document of five pages or more, bookmarks and a table of contents must be provided. In general, for documents with a table of contents, bookmarks for each item listed in the table of contents shall be provided. Bookmarks should include all tables, figures, publications, other references, and appendices even if these items are not in the table of contents. These bookmarks are essential for the efficient navigation through documents. A hierarchy of no more than four levels is recommended, but additional levels could be created if such bookmarks contribute to efficient navigation. Hypertext links throughout the document to support related sections, references, appendices, tables, or figures that are not located on the same page are helpful and improve navigation efficiency. Relative paths should be used when creating hypertext links across documents to minimize the loss of hyperlink functionality when folders are moved between disk drives. Absolute links that reference specific drives and root directories will no longer work once the submission is loaded onto the receiving party's computers. When creating

bookmarks and hyperlinks, the magnification setting Inherit Zoom should be used so that the destination page displays at the same magnification the viewer is using for the rest of the document. The bookmarks should be collapsed when the document is opened so that all bookmarks are at the first level. (Also see 11, Initial View Settings, below.)

- 10 **Page Numbering.** The first page of the document should be numbered page 1, and all subsequent pages (including appendices and attachments) should be numbered consecutively with Arabic numerals. Roman numerals should not be used to number pages (e.g., title pages, tables of contents), and pages should not be left unnumbered (e.g., title page.) Numbering in this manner keeps the PDF viewer page in synchrony with the internal document page numbers.
- 11 **Initial View Settings.** The initial view of the PDF files should be set as Bookmarks Panel and Page. The Magnification and Page Layout should be set as default. If there are no bookmarks, set the Navigation Tab to Page Only.
- 12 **Image Compression to Reduce File Size.** Compress color or grayscale images using JPEG 2000. Use JBIG2 for monochrome images.
- 13 **Optimization.** Optimize PDF files for fast web view.
- 14 **Signatures.** As much as possible, electronic signatures shall be used. If scanning signed pages, please use 300 dpi resolution.
- 15 **Security.** No security settings or password protection for PDF files should be included. Security fields should be set to allow printing, changes to the document, selecting text and graphics, and adding or changing notes and form fields. At a minimum, the receiver should be able to easily open and view the content.

6.3.2 Volumes

Each SOQ must consist of the following electronic files:

- 1 **Volume 1.** Administrative, Pass/Fail, and Technical Submittals titled, "RFQ0000003978Vol1—[Respondent Name]"
- 2 **Volume 2.** Financial Submittals titled, "RFQ0000003978Vol2—[Respondent Name]"
- 3 **Volume 3.** Confidential Submittals titled, "RFQ0000003978Vol3—[Respondent Name]—CONFIDENTIAL"

The format and submittal requirements for Volume 3 are detailed in Appendix A. Following submission, only the Procurement Manager, Contract Administrator, Contract Compliance Officer, and selection committee members will have access to SOQs. Volumes 1 and 2 must not contain any confidential or proprietary information.

For entities with audited financial statements prepared in a language other than English, Volume 2 must contain original financial statement information, together with a certified English-language translation.

6.4 SOQ Contents and Organization

A Respondent must include and organize the contents in each volume of its SOQ as prescribed in Appendix A of this RFQ. Sections in each volume must be sequentially numbered and clearly labeled with the contents and section/subsection numbering system indicated in Appendix A.

6.5 Submittal Requirements and Deadline

Each volume of the SOQ must be individually submitted and titled as defined in Section 6.4 above and Appendix A of this RFQ.

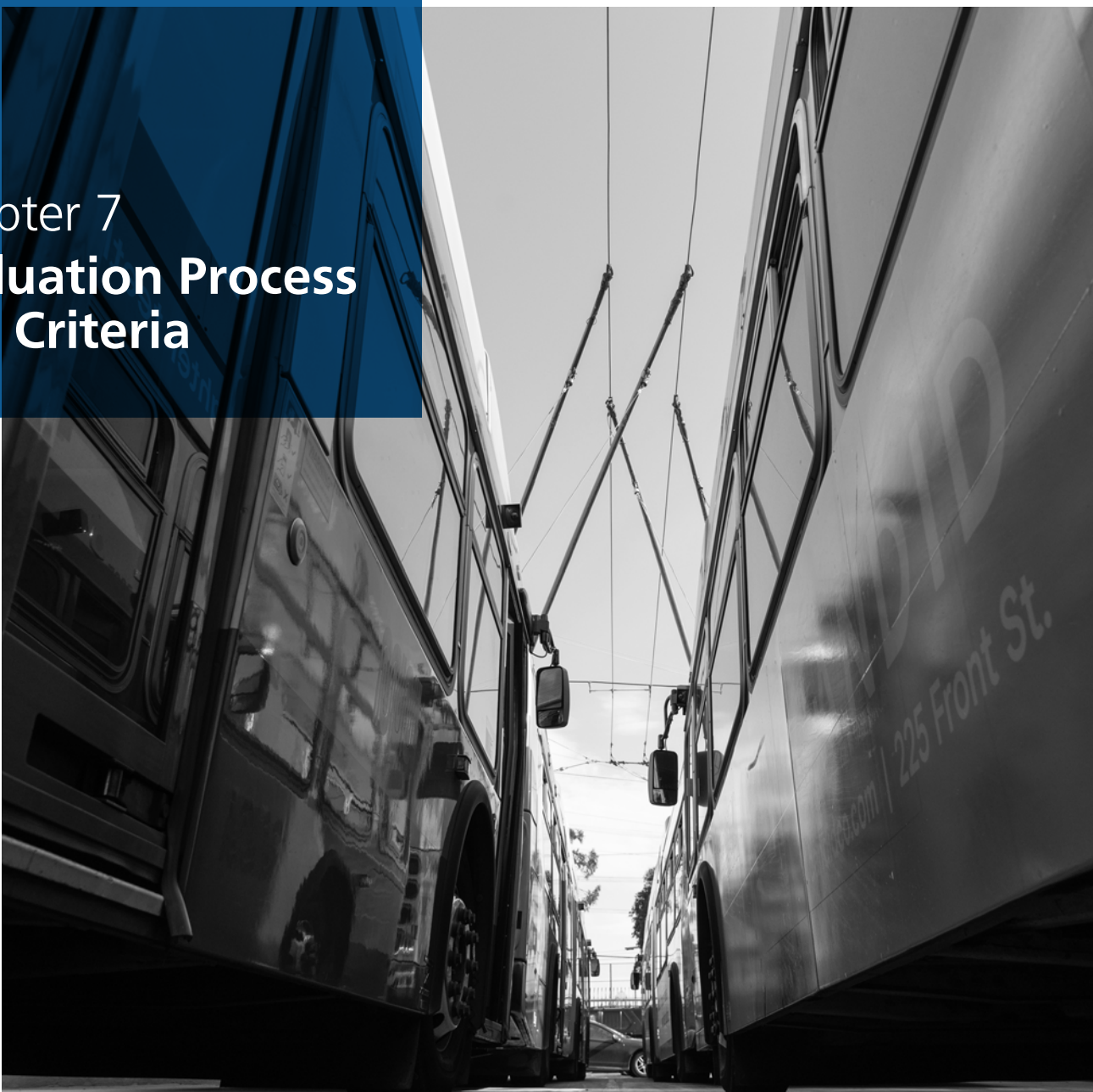
SOQ Due Date and Time

October 16, 2020 at 3:00pm Pacific Time

Time and Method for Submission of SOQs

- 1 SOQs must be received by the time and date specified in the announcement and this section of the RFQ, or as subsequently revised in an addendum, if any.
- 2 SOQs shall be submitted electronically to the following website: <https://sanfranciscopublicworks.sharefile.com/i/id9ae3875ce54074b>.
- 3 Respondents shall upload their volumes to the above secure website in accordance with Appendix C.3, ShareFile Bid Submission Procedures. The access to these files will be strictly limited to the San Francisco Public Works Contract Administrator, who will not open or review the contents of the SOQ documents. The Contract Administrator will allow access only to the selection committee members who will be evaluating the documents. Access to Volume 3 will be granted by the Contract Administrator to the Procurement Manager, who will in turn provide selected access as applicable.
- 4 Proposals submitted by fax or by email will not be accepted. To ensure that electronic submittals are received on time, Respondents are encouraged to allow sufficient time to upload electronic files. In case of technical difficulties, please see the instructions provided in Appendix C.3. Late submittals will not be considered.

Respondents are solely responsible for ensuring that the City receives their SOQs by the SOQ due date and time specified above. The City will not be responsible for any delays in delivery beyond the control of the City, including delays caused by electronic uploading difficulties.



Chapter 7
**Evaluation Process
and Criteria**

The City will evaluate SOQs for responsiveness to the RFQ, for Pass/Fail criteria, and for qualifications evaluation criteria, as described in this section.

7.1

Responsiveness and Responsibility

The City will review the SOQs for responsiveness to the RFQ, which include the following:

- Completeness with respect to the requirements in this RFQ
- Conformance with the organizational and formatting instructions in this RFQ

In addition, based on the information contained in the SOQ (including AD Form B provided in Appendix B.1) the City may, in its sole discretion, determine that a Respondent is not responsible and therefore ineligible for short-listing.

An SOQ that the City deems non-responsive or a Respondent the City determines is not responsible may be excluded from further consideration, in which case the Respondent will be so notified.

The City may also exclude from further consideration and participation in future City solicitations any Respondent that the City determines included a material misrepresentation in its SOQ.

The City may request clarifications of the information submitted in the SOQ, and reserves the right to waive minor nonconformities, irregularities, and apparent clerical mistakes that are unrelated to the substantive content of the SOQ.

7.2

Pass/Fail Review

Following or in conjunction with evaluating an SOQ for responsiveness, the City will evaluate the SOQ based on the Pass/Fail criteria outlined below. The Respondent must obtain a “pass” on all Pass/Fail criteria for its SOQ to be evaluated qualitatively under Section 7.3.

7.2.1

Pass/Fail Access to First-Loss At-Risk Capital

As demonstrated by the submittal requirements in Appendix A.2.1.2, the Respondent has existing or committed capacity to access first-loss at-risk capital, for future investment in the Project, in an aggregate amount of \$160 million. This amount is indicative of the total estimated first-loss at-risk capital contribution that will be necessary for both the Bus Yard Component and the Common Infrastructure under a performance-based Availability Payment revenue model and the Housing and Commercial Component under a private residential/commercial rental revenue model.

7.2.2

Pass/Fail Qualifications of the Design Consultant—Transit Maintenance Facility Design Experience

As demonstrated by the submittal requirements in Appendix A.2.1.2, the Respondent’s proposed Design Consultant must include at least one Key Personnel with a minimum 15 years of direct experience in the design of newly built public transportation maintenance facilities. The Key Personnel, as the individual in Responsible Charge of the design, must possess experience of a minimum of three qualifying projects, each with the following characteristics:

- Newly built public transportation maintenance facility
- Construction value greater than \$50M (expressed in 2020 dollars using the Cost Index defined in this RFQ)
- Either currently in design or construction or completed within the last 15 years

If the Design Consultant entity is composed of multiple firms, the above requirements shall be fulfilled by the Key Personnel of the firm whose area of specialization is the design of public transportation maintenance facilities.

The named Key Personnel and their firm evaluated for this Pass/Fail requirement shall be the individual(s) and the firm in Responsible Charge of the design of the Bus Yard Component during the Project’s RFP and PDA phases.

7.2.3

Pass/Fail Qualifications of the Design Consultant—Inclusion of LBE Key Personnel

As demonstrated by the submittal requirements in Appendix A.2.1.2, the Respondent’s proposed Design Consultant must include at least one LBE Key Personnel who is currently employed by a small or micro LBE design firm that is registered as a small or micro LBE in the City as of the RFQ response due date. The LBE Key Personnel may be either: (a) one or more of the Key Personnel positions described in Technical Submittal 11 in Appendix A.2.1.3; or (b) another design position(s) the Respondent proposes is(are) necessary to design the Project.

The directory of currently certified small or micro LBE firms can be found at <https://sfgov.org/cmd/directory-certified-lbes>.

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

- 1 Ability to develop a Joint Development project that has distinct public infrastructure and real estate components
- 2 Ability to achieve Financial Close on asset-level financing for the Project (which may include different types of debt)
- 3 Ability to achieve Financial Close using first-loss at-risk capital into the Project
- 4 Ability to structure, negotiate, and successfully obtain financing for comparable asset types, preferably through competitive selection of debt financing, and familiarity with the types of financing structures and sources potentially available
- 5 Ability to successfully and collaboratively work with the City to procure design-build and Infrastructure Facility Maintenance contracts through competitive bidding
- 6 Ability to successfully manage and deliver the Project on time and on budget
- 7 Experience working (and funding such work on an at-risk basis) in PDAs leading to executing a PA and reaching Commercial and Financial Close
- 8 Experience meeting the City’s requirements for participation from LBE/Disadvantaged Business Enterprise (DBE)/Minority-owned Business Enterprise (MBE)/Women-owned Business Enterprise (WBE)/Small Business Enterprise (SBE) or other such disadvantaged business, as evidenced by experience in San Francisco or in other jurisdictions with similar requirements
- 9 Experience with workforce development programs, apprenticeship programs, and working in partnership with labor organizations
- 10 Experience in community outreach and community-driven processes
- 11 Experience developing projects that include an EIR or its equivalent environmental review and approval processes

Respondents must submit the LMD’s technical and financial submittals defined in Appendix A of this RFQ. All required technical submittals are defined in Appendix A.2.1.3, Lead Master Developer. Financial submittals are defined in Appendix A.2.2.

7.3

Qualifications Evaluation Criteria and Weighting

The City will evaluate and score the SOQs based on the qualifications evaluation criteria and weighting described in Table 4 in this section, only if the City determines that the SOQ is responsive and obtains a “pass” on all Pass/Fail criteria referred to in Sections 7.1 and 7.2, respectively.

Appendix A of this RFQ provides detailed content description and structure requirements for the SOQ submittals. Appendices B.3 and B.4 contain the Technical Evaluation Forms and Financial Evaluation Forms, as referenced in this section, that will be used for evaluation.

7.3.1

Lead Master Developer

Evaluation Criterion

LMD and Key Personnel’s relevant experience to successfully deliver the Project: Project development and financing experience with a track record in long-term investment in Social Infrastructure projects and demonstrated financial strength

Table 4: Summary of Evaluation Criteria and Weighting of Qualifications

Category	Summary of Criterion	Reference Section for Further Information	Weighting (points)
Lead Master Developer	Relevant infrastructure project development and financing experience, with a track record of long-term investment in Social Infrastructure and financial strength.	7.3.1	25
Affordable Housing Developer	Relevant experience in developing, financing, and managing affordable housing and mixed-use projects in San Francisco, including in Districts 10 or 9, and experience with TDM programs, CEQA, entitlement, zoning, and community outreach of real estate projects.	7.3.2	10
Housing Developer	Relevant experience in developing, financing, and managing large and complex market-rate multi-family and mixed-income housing and mixed-use projects in San Francisco; and experience with TDM programs, CEQA, entitlement, zoning, and community outreach of real estate projects.	7.3.3	10
Design Consultant	Relevant experience with design of public transportation maintenance facilities; experience with design and delivery of high-capacity battery-electric vehicle fast-charging infrastructure; experience with design of multi-family housing and mixed-use, transit-oriented projects, including high-rise construction and projects in San Francisco; experience with design of vertically integrated public infrastructure and mixed-use projects; experience with projects incorporating BIM-enabled workflows and systems, and design-related mitigations from environmental review and analysis processes; and experience with community-informed design processes.	7.3.4	20
Construction Management Consultant	Relevant experience and demonstrated track record in pre-construction-phase construction management services, including cost estimating, construction scheduling, risk management, value engineering, and constructability assessment; experience with projects incorporating BIM-enabled workflows and systems; successful construction-phase experience including cost planning, earned value analysis, schedule monitoring, change order management; and, relevant examples of projects being completed on-schedule and within the initial project estimates. ¹⁹	7.3.5	10
Infrastructure Facility Maintenance Consultant	Relevant experience in developing performance-based Infrastructure Facility Maintenance programs and demonstrated track record in life-cycle cost estimating; and experience with projects incorporating BIM-enabled workflows and systems.	7.3.6	5
Project Approach	Respondent's proposed Project Approach to deliver the Project and its procurement objectives as described in Section 3 of the RFQ.	7.3.7	20
Total			100

7.3.2

Affordable Housing Developer

Evaluation Criterion

Affordable Housing Developer and Key Personnel's relevant experience to successfully deliver the Project: Development, financing, and management of affordable housing projects in San Francisco, including Districts 10 and 9, and experience with TDM programs, CEQA approvals, entitlements, and community outreach

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

- 1 A community-based nonprofit organization whose mission includes the development of multi-family affordable housing with multiple levels of affordability and target populations (e.g., supportive housing, family housing, low income housing, workforce housing)
- 2 A track record of community engagement, including in San Francisco Board of Supervisors Districts 10 or 9, that delivers successful outcomes of building community support for similar projects
- 3 Ability to successfully manage and deliver the affordable housing portion of the Housing and Commercial Component in concert with the Housing Developer, through planning, design, obtaining entitlements, securing financing (including low-income housing tax credit financing and other innovative sources of funding and financing), completing construction, and managing affordable housing projects
- 4 Experience meeting the City's requirements for participation from LBE/DBE/MBE/WBE/SBE or other such disadvantaged business, as evidenced by experience in San Francisco or in other jurisdictions with similar requirements
- 5 Experience with workforce development programs, apprenticeship programs, and working in partnership with labor organizations
- 6 Experience with developing projects that include an EIR
- 7 Experience identifying and delivering affordable housing and commercial projects with a public benefit component

Respondents must submit the Affordable Housing Developer's technical and financial submittals defined in Appendix A of this RFQ. All required technical submittals are defined in Appendix A.2.1.3, Affordable Housing Developer. Financial submittals are defined in Appendix A.2.2.

7.3.3

Housing Developer

Evaluation Criterion

Housing Developer and Key Personnel's relevant experience to successfully deliver the Project: Large and complex market-rate multi-family and mixed-income housing and mixed-use projects in San Francisco, and experience with TDM programs, CEQA approvals, entitlements, and community outreach

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

- 1 Ability to successfully manage and deliver the Housing and Commercial Component in concert with the Affordable Housing Developer, through planning, design, obtaining entitlements, securing financing (including for projects with ground leases, air rights agreements, or other comparable forms of ownership), completing construction, and managing housing projects
- 2 Experience with multi-family and mixed-use market-rate and mixed-income housing projects of similar size in the City, including working with SF Planning, and a track record of community engagement that delivers successful outcomes
- 3 Demonstrated ability in projects that combine housing and mixed-use real estate development with public infrastructure—such as, but not limited to, transit-oriented developments
- 4 Experience meeting the City's requirements for participation from LBE/DBE/MBE/WBE/SBE or other such disadvantaged business, as evidenced by experience in San Francisco or in other jurisdictions with similar requirements
- 5 Experience with workforce development programs, apprenticeship programs, and working in partnership with labor organizations
- 6 Experience with developing projects that include an EIR
- 7 Experience identifying and delivering housing and commercial projects with a public benefit component

Respondents must submit the Housing Developer's technical and financial submittals defined in Appendix A of this RFQ. All required technical submittals are defined in Appendix A.2.1.3, Housing Developer. Financial submittals are defined in Appendix A.2.2.

7.3.4

Design Consultant

Evaluation Criterion

The Design Consultant and its Key Personnel's relevant experience to successfully deliver the Project: Design of public transportation maintenance facilities, high-capacity battery-electric vehicle fast-charging infrastructure, multi-family housing and mixed-use projects, including high-rise construction and projects in San Francisco, projects with distinct programs that are vertically integrated in one building, projects incorporating BIM-enabled workflows and systems, projects incorporating design-related mitigations from environmental review and analysis processes, and experience with community-informed design processes

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

- 1 Experience in successfully managing, designing, and/or engineering comparable bus storage and maintenance facilities, especially enclosed and/or multi-story facilities in urban locations, that have performed acceptably for their respective owners and operators in terms of functionality, flexibility, and efficiency, and that have delivered a safe and productive working environment for all staff
- 2 Experience planning, designing, and delivering high-capacity DC fast-charging infrastructure for battery-electric vehicles in general and battery-electric buses in particular²⁰
- 3 Design of projects that efficiently resolve the physical and technical interfaces and interactions within a building that accommodates different program types, especially if they are similar to this Project's joint development of housing and transit programs, but not limited to those two
- 4 Experience performing design services in the context of alternative delivery models—including design-build; build-to-suit; design-build-maintain; design-build-finance-maintain; and/or design-build-finance-operate-maintain
- 5 Experience with multi-family and mixed-use market-rate and affordable housing projects of similar size to the Project that are sensitive to neighborhood context in urban environments, including a track record of participating in community engagement that delivers successful outcomes

- 6 Experience meeting the City's requirements for participation from LBE/DBE/MBE/WBE/SBE or other such disadvantaged business, as evidenced by experience in San Francisco or in other jurisdictions with similar requirements
- 7 Designing projects in the City, including preparing and securing issuance of building permits and construction documents, and experience meeting the applicable requirements and process for planning and design review, oversight, permitting, and approvals
- 8 Projects developed within a collaborative BIM-enabled environment, including development and management of the BIM execution plan and production of as-built record data and asset inventories

Respondents must submit the Design Consultant's technical submittals defined in Appendix A of this RFQ. All required technical submittals are defined in Appendix A.2.1.3, Design Consultant.

7.3.5

Construction Management Consultant

Evaluation Criterion

Construction Management Consultant and its Key Personnel's relevant experience to successfully deliver the Project: Demonstrated track record in pre-construction-phase construction management services, including cost estimating, construction scheduling, risk management, value engineering, and constructability assessment; experience with projects incorporating BIM-enabled workflows and systems; successful construction-phase experience including cost planning, earned value analysis, schedule monitoring, change order management; and, relevant examples of projects being completed on-schedule and within the initial project estimates

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

- 1 For public infrastructure facilities and high-rise multi-family housing and mixed-use projects, knowledge of the following:
 - a Vertical construction projects in urban environments
 - b Methods to control cost of construction in a value engineering approach during the pre-construction design phase

- 2 Experience on projects where the Construction Management Consultant firm developed initial pre-construction cost estimates and schedules that were proven to be reasonably accurate with respect to the projects' construction bids, and where the firm successfully managed their budgets and schedules through project completion
- 3 Experience with guiding decisions that lead to creative and innovative building and systems solutions that improve constructability and lower costs
- 4 Experience providing pre-construction management services in the context of alternative delivery models—including design-build; build-to-suit; design-build-maintain; design build-finance-maintain; and/or design-build-finance-operate-maintain
- 5 Projects in the San Francisco Bay Area and familiarity with local market conditions for general contractors, major subcontractors, and specialty trades, and relevant local regulatory requirements
- 6 Projects developed within a collaborative BIM-enabled environment where quantity takedowns, cost estimates, construction schedules, and/or constructability and construction staging assessments were integrated with the building information model and related processes

Respondents must submit the Construction Management Subconsultant's technical submittals defined in Appendix A of this RFQ. All required technical submittals are defined in Appendix A.2.1.3, Construction Management Consultant.

7.3.6 Infrastructure Facility Maintenance Consultant

Evaluation Criterion

The Infrastructure Facility Maintenance Consultant and its Key Personnel's relevant experience to successfully deliver the Project: Demonstrated track record in developing performance-based Infrastructure Facility Maintenance programs and in life-cycle cost estimating, and experience in projects incorporating BIM-enabled workflows and systems

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

- 1 Social Infrastructure projects with long-term, fixed-

price, performance-based contracts where the public owner transfers the risk of managing and optimizing annual recurring maintenance of building, architectural, and structural systems, as well as major maintenance such as renewals and replacement of those systems

- 2 Public transportation maintenance facility projects, including but not limited to bus maintenance and storage facilities
- 3 Projects that efficiently resolve the physical and technical interfaces and interactions within a building that accommodate different program types, especially if they are similar to this Project's joint development of housing and transit programs, but not limited to those two
- 4 Projects that include electric vehicle charging infrastructure and/or innovative district systems for energy, water, and logistics
- 5 Projects developed within a collaborative BIM-enabled environment that incorporated BIM deliverables into the operational start-up, operations, and maintenance phases— including activities such as, but not limited to, development of O&M manuals and training for the project owner

Respondents must submit the Infrastructure Facility Maintenance Consultant's technical submittals defined in Appendix A of this RFQ. All required technical submittals are defined in Appendix A.2.1.3, Infrastructure Facility Maintenance Consultant.

7.3.7 Project Approach

Evaluation Criterion

Respondent's Project Approach to deliver the two components of the Project and its procurement objectives as described in Section 3 of this RFQ

The Project Approach submittal must comply with the requirements defined in Appendix A.2.1.3, Project Approach.

7.4

SOQ Evaluation Procedure

The City anticipates using a selection committee to review and evaluate the SOQs in accordance with the evaluation criteria in Sections 7.1, 7.2, and 7.3.

At any time during the SOQ evaluation procedure, and to enhance its understanding of or to obtain clarifications of the terms contained in the SOQs, the City may (a) issue to Respondents one or more requests for written clarifications and (b) contact references included in the SOQs, as well as other potential references not included in the SOQs.

The scope, length, and topics Respondents will address in response to requests for written clarifications and interviews, if any, will be prescribed by the City. Upon receipt of clarifications described in this section, the City may reevaluate the SOQs based on those clarifications. The City may require Respondents to confirm in writing that they provided specific clarifications during the SOQ evaluation process.

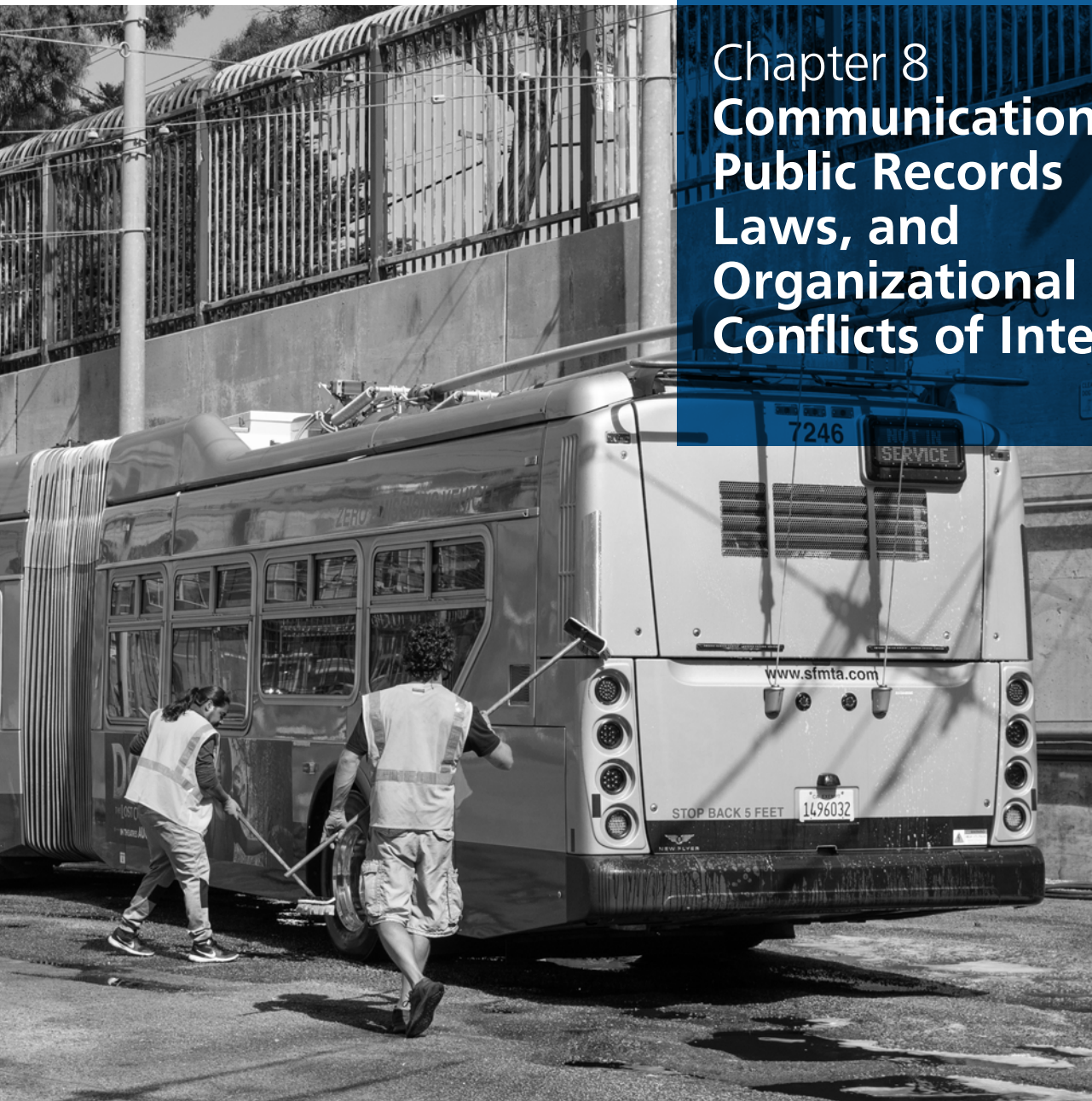
The City, through its selection committee, will evaluate and rank the SOQs, and select the Short-Listed Respondents in a manner that furthers the best interests of the City and the Project, as determined at the City's sole discretion. The City anticipates short-listing the three highest-ranked Respondents. Each Respondent will be notified in writing via email and the procurement websites (see Section 5.1.1), whether or not they are selected for the short-list.

The scores and evaluation of the 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 Development Team.

¹⁹ The Construction Management Consultant may be a general contractor, construction management firm, or a consultant firm with proven successful experience providing pre-construction-phase and construction-phase services as described herein.

²⁰ High-capacity DC fast-charging is defined as having a capacity in the 50-kW to 250-kW range. This experience may be demonstrated by one or more firms as part of the Design Consultant team and is not limited to engineering design firms.

Chapter 8 Communications, Public Records Laws, and Organizational Conflicts of Interest



8.1

Communications and Contacts

The rules for communication and contact set forth in this section shall apply throughout the Project's procurement period, effective the date of issuance of this RFQ through the earlier of either the execution of the PDA or the City's cancellation of this procurement. These rules are designed to promote a fair, competitive, and unbiased procurement process. Contact includes face-to-face, telephone, facsimile, email, text, and formal written communication. References to "Respondent(s)" include Respondent(s) and Respondent(s)'s team member, agents, representatives, promoters, lobbyists, and other advocates.

The Respondents are required to conduct the preparation of their SOQs with professional integrity, independently of each other, and free from lobbying activities.

The specific rules of communications and contacts are as follows:

- 1 After submittal of the SOQ, no Respondent may contact another Respondent about the Project or this procurement.²¹
- 2 No Respondent may contact the City regarding the Project, except in writing and only through a single representative of that Respondent. The correspondence must include the requestor's name, address, telephone number, and email address, as well as the Respondent that he/she represents.²²
- 3 No Respondent may engage in any *ex parte* contacts about the Project or this procurement with any of the following:
 - Any City elected official, member of the SFMTA Board, or City administration or staff
 - Any former City elected official, member of the SFMTA Board, or City administration or staff involved with the procurement
 - Any current or former City advisors, contractors, or consultants, or any 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 at its sole discretion

The foregoing restrictions will not, however, preclude or restrict communications regarding matters unrelated to the RFQ, RFP, PA, or procurement, or limit participation in public meetings or any public or Respondent

workshop related to the Project.

- 4 No Respondents may contact the following identified stakeholders regarding the Project or this procurement, including employees, representatives, members, consultants, and advisors of the entities listed below. The City will provide any necessary coordination during this procurement with such entities to ensure that, among other things, the procurement is implemented in a fair, competitive, and transparent manner, and with uniform information.
 - Environmental, regulatory, and permitting agencies
 - Utility companies and service providers

Information requests concerning these entities must be sent to the Procurement Manager.

- 5 Any contacts determined to be prohibited or improper, at the sole discretion of the City, may result in disqualification of the Respondent from this procurement.
- 6 Any official information regarding the Project will be disseminated from the City on City letterhead through the procurement websites (see Section 5.1.1).
- 7 Any official correspondence will be in writing and signed by the Procurement Manager. No telephone or oral requests will be considered.
- 8 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 herein.

8.2

Public Records Laws

The Respondent, by submitting its SOQ to the City in response to this RFQ, agrees to the provisions of this section.

The Respondent's SOQ shall be subject to disclosure under public records laws, including the California Public Records Act (Govt. Code §6250 et seq.) and San Francisco Sunshine Ordinance of 1999 (Admin. Code §67 et seq.). The Respondent is encouraged to familiarize itself with applicable public records laws. If the Respondent believes any information in its SOQ is exempt from disclosure under public records laws,

the Respondent must conspicuously add the term “confidential” in the header or footer of each page containing the information, and comply with the requirements set forth for Volume 3 in Appendix A.

The City will not advise the Respondent as to the nature or content of information exempted from disclosure under public records laws or other applicable laws, or the interpretation of such laws. Nothing contained in this provision shall modify or amend requirements and obligations imposed on the City by public records laws or other applicable laws. The City reserves the right to disagree with the Respondent’s assessment regarding the confidentiality or proprietary nature of information in the interest of complying with public records laws.

The City will endeavor to limit distribution of information that the Respondent claims is exempt only to those individuals whom the City determines are reasonably necessary to participate in the review and evaluation of the SOQ. If the City receives a public records request for such information, the City will endeavor to provide the Respondent reasonably prompt notice of the request, to provide the Respondent time to seek protection from disclosure by a court of competent jurisdiction. The City may (but is under no obligation to) assist the Respondent in its efforts to seek such protective orders, in which case the Respondent shall indemnify the City 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 Respondent to be exempt from disclosure.

Under no circumstances will the City be liable to the Respondent, or to any other person, for the disclosure of any information in the SOQ, whether such disclosure is required by law; by a court order; or as a result of inadvertence, mistake, or negligence on the part of the City or its elected or appointed officials, officers, employees, or agents.

8.3 Organizational Conflicts of Interest

The Preferred Bidder will be required to agree to comply fully with and be bound by the applicable provisions of state and local laws related to conflicts of interest, including Section 15.103 of the City’s Charter, Article III, Chapter 2 of City’s Campaign and Governmental Conduct Code, and Section 87100 et seq. and Section 1090

et seq. of the California Government Code. The Preferred Bidder will be required to acknowledge that it is familiar with these laws; certify that it does not know of any facts that constitute a perceived, potential, or actual conflict of interest in violation of said provisions; and agree to immediately notify the City if it becomes aware of any such facts during the term of the Agreement.

Individuals who will perform work for the City on behalf of the Preferred Bidder may be deemed consultants under state and local conflict of interest laws. If so, such individuals will be required to submit a Statement of Economic Interests, California Fair Political Practices Commission Form 700, to the City within 10 calendar days of the City notifying the Preferred Bidder that the City has selected the Preferred Bidder.

Respondents are prohibited from receiving any advice or discussing any aspect relating to the project or the procurement of the Project with any person or entity with an organizational conflict of interest, including but not limited to the following list of advisors to the City, and any parent, affiliate, or subsidiary of any of the foregoing entities, or an entity that is under common ownership, control or management with any of the foregoing entities. Such persons and entities are prohibited from participating on a Respondent team.

- Financial and procurement advisor: Arup
- Technical advisors: HDR, Hatch Associates, and SITELAB Urban Studio


Similarly, individuals who previously worked for conflicted firms and performed work on the Potrero joint development project while working for those firms may also be conflicted if listed as key personnel for different firms. The SFMTA will determine on a case-by-case basis whether such individuals have conflicts of interest.

Respondent is advised to obtain independent legal counsel in order to fully understand the applicability of, and the penalties for violating state and local laws related to conflicts of interest.

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

²¹ Contact among the Respondents is allowed during Owner-sponsored informational meetings.

²² The Owner’s designated representative will be the Procurement Contact identified in Section 6.5, SOQ Submittal Requirements and Deadline.



Chapter 9
**Protest
Procedures**

9.1

Purpose and Applicability

This section sets forth the exclusive protest remedies available with respect to this RFQ and prescribes the exclusive procedures for protests, as described below. The City will consider only protests from Respondents that address the topics described in Sections 9.1.1, 9.1.2, 9.1.3, and 9.1.4. The City reserves the right to proceed with this procurement pending the City's determination of the validity of any protest.

9.1.1

Protest of RFQ Terms

If a Respondent protests, on any grounds, any provision or legal requirement in the RFQ, the Respondent shall provide, no later than five working days after issuance of the RFQ, written notice of protest to the City. A notice of protest related to an addendum or change to the RFQ must be received no later than five working days after issuance of the addendum or the SOQ due date, whichever is earlier.

The notice of protest must include a written statement specifying in detail each and every one of the grounds asserted for the protest. The protest must be signed by an individual authorized to represent the Respondent, and must cite the law, rule, local ordinance, procedure, or RFQ provision on which the protest is based. The Respondent must specify facts and evidence sufficient for the City to determine the validity of the protest. Statements shall be sworn and submitted under penalty of perjury.

9.1.2

Protest of Non-Responsiveness Determination

Within five working days of the City's issuance to a Respondent of a notice of non-responsiveness, the Respondent may submit a written notice of protest if it believes the City has incorrectly determined that its proposal is non-responsive. Such notice of protest must be received by the City on or before the fifth working day after the City's issuance of the notice of non-responsiveness.

The notice of protest must include a written statement

specifying in detail each and every one of the grounds asserted for the protest. The protest must be signed by an individual authorized to represent the Respondent, and must cite the law, rule, local ordinance, procedure or RFQ provision on which the protest is based. In addition, the protestor must specify facts and evidence sufficient for the City to determine the validity of the protest. Statements shall be sworn and submitted under penalty of perjury.

9.1.3

Protest of Non-Responsible Determination

Within five working days of the City's issuance of a notice of a determination of non-responsibility, the Respondent that receives the notice may submit a written notice of protest. The Respondent will be notified of any evidence reflecting upon their responsibility received from others or adduced as a result of independent investigation. The Respondent will be afforded an opportunity to rebut such adverse evidence and will be permitted to present evidence that they are qualified to perform the contract. Such notice of protest must be received by the City on or before the fifth working day following the City's issuance of the notice of non-responsibility.

The notice of protest must include a written statement specifying in detail each and every one of the grounds asserted for the protest. The protest must be signed by an individual authorized to represent the Respondent, and must cite the law, rule, local ordinance, procedure, or RFQ provision on which the protest is based. In addition, the protestor must specify facts and evidence sufficient for the City to determine the validity of the protest.

9.1.4

Protest of Shortlisting Determinations

Within five working days of the City's issuance of a notice of the short-list, any firm that has submitted a responsive SOQ and believes that the City has incorrectly short-listed another Respondent may submit a written notice of protest. Such notice of protest must be received by the City on or before the fifth working day after the City's issuance of the notice of the short-list.

The notice of protest must include a written statement specifying in detail each and every one of the grounds asserted for the protest. The protest must be signed by

an individual authorized to represent the Respondent, and must cite the law, rule, local ordinance, procedure, or RFQ provision on which the protest is based. In addition, the protestor must specify facts and evidence sufficient for the City to determine the validity of the protest. Statements shall be sworn and submitted under penalty of perjury.

9.2

Delivery of Protests

Protests must be received by the applicable due date set forth in Sections 9.1.1, 9.1.2, 9.1.3, or 9.1.4. The failure of a Respondent to protest in a timely manner consistent with this paragraph shall constitute a waiver of any such protest or objection. The Respondent bears the risk of non-delivery within the deadlines specified herein. Protests or notice of protests made orally (e.g., by telephone) will not be considered.

Protest must be delivered to the Procurement Manager either through email or physical mail. Protest delivered by email must include the following subject line:

Subject: "Sourcing Event ID 0000003978—Protest from [Respondent Name]"

Protests delivered by mail must be addressed at:

Procurement Manager, San Francisco Public Works
49 South Van Ness, 16th Floor
Attn: Contract Administration Division
San Francisco, CA 94103

Re: Sourcing Event ID 0000003978: Design, Build, Finance, and Maintain the proposed Potrero Yard Modernization Project through a Public-Private Partnership Agreement

9.3

Burden of Proof

The Respondent shall have the burden of proving its protest. The City may, at its sole discretion, discuss the protest with the Respondent and other Respondents. No

hearing will be held on the protest; the protest shall be decided on the basis of written submissions.

9.4

Decision on Protest

The City will issue a final, non-appealable written decision regarding any protest after receiving the written notice of protest. If necessary to address the issues raised in a protest, the City may, at its sole discretion, make appropriate revisions to this RFQ by issuing addenda.

9.5

Protest Costs

In no event will the City be liable for payment of the protestor's costs. The City 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. If a protest is denied, the Respondent filing the protest shall be liable for the City's costs reasonably incurred to defend against or resolve the protest, including legal and consultant fees and costs, and any unavoidable damages sustained by the City as a consequence of the protest.

9.6


Schedule Impact

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

9.7

Waiver

The Respondent, by submitting its SOQ, expressly recognizes the limitation on its rights to protest, as provided in this section, and expressly waives all other rights and agrees that the decision on the protest is final and conclusive. If the Respondent disregards, disputes, or does not follow the exclusive protest remedies and procedures provided in this section, it will indemnify and hold the City 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.



Chapter 10
**City's Reserved
Rights and
Disclaimers**

In connection with the Project and this procurement, the City reserves to itself all rights available to it under applicable laws (which rights shall be exercisable by the City at its sole discretion), including without limitation, with or without cause and with or without notice, the right to the following:

- Develop the Project in any manner that it, at its sole discretion, deems necessary. If the City is unable to execute a PDA to its satisfaction with a Respondent, it may attempt to do so with the next highest rated Respondent, terminate this procurement and pursue other development or solicitations relating to the Project, or exercise such other rights under applicable laws as it deems appropriate.
- Modify the Project's procurement process to comply with applicable law and/or to address the best interests of the City.
- Cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by the City of a PDA, without incurring any cost obligations or liabilities.
- Not issue an RFP.
- Waive or correct any defect or informality in any response, SOQ, or related procedure.
- Modify all dates set or projected in this RFQ.
- Reject any or all SOQs
- Reissue an RFQ.
- Issue addenda, supplements, and modifications to this RFQ.
- Suspend any or all aspects of the process indicated in the RFQ.
- Request that some or all Respondents revise submittals.
- Appoint evaluation committees to review SOQs, make recommendations to the applicable governing bodies, and seek the assistance of outside technical experts and consultants in SOQ evaluations.
- Require confirmation of information furnished by a Respondent, require additional information from a Respondent concerning its SOQ, and require additional evidence of qualifications to perform the work described in this RFQ.
- During any phase of selection or negotiation, expand or contract the scope of the Project, including adding or subtracting areas to or from the Site, or change the concept, the program, the technical requirements, and/or the design guidelines from that initially proposed in order to respond to new information, community or environmental issues, or opportunities to improve the financial terms for the City from the Project or enhance public amenities.
- Prior to submission deadline for SOQs, modify all or any portion of the selection procedures, including deadlines for accepting responses or the requirements for contents or format of the SOQs.
- Procure any materials, equipment, or services specified in this RFQ by any other means.
- Determine that no project will be pursued, or that no goods or services will be procured.
- Exercise any other right reserved or afforded to the City under this RFQ.

The City reserves the right, at its sole discretion, to modify the Project's procurement process to comply with applicable law and/or to address the best interests of the City.

The City reserves the unqualified right to postpone the selection of the Short-Listed Respondents for its own convenience; to withdraw this RFQ at any time without indicating any reason for such rejection; or to negotiate with any, all, or none of the Respondents. The City reserves the right to remedy technical errors, clarify the published scope of services, and approve or disapprove the use of the subconsultants.

The City has the right to use any or all ideas or concepts presented in any SOQ without restriction and without compensation to the Respondent. As a corollary, the City's short-listing of a Respondent does not constitute the City's acceptance of all particulars of the Respondent's SOQ.

The City reserves the right to check any, all, or none of the references submitted.

No person or firm responding to this RFQ shall obtain any claim or right of action against the City by reason of any aspect of the RFQ and defects or abnormalities in the selection process; the rejection of any RFQ response; the acceptance of any RFQ response; any statements, representations, or acts of omissions of the City; the exercise of any City discretion set forth in or with respect to any of the foregoing; and any and all matters arising out of all or any of the foregoing.

This RFQ does not commit the City to enter into a contract or proceed with the procurement described herein. The City assumes no obligations, responsibilities, and liabilities, fiscal or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to and/or responding to this RFQ, or any subsequent RFP. All such costs shall be borne solely by each Respondent.

10.1

Errors and Omissions

Any interpretation of, or change in, this RFQ will be made by written addendum and shall become part of the RFQ. The City shall be bound only by the written terms of this RFQ and any addenda hereto. The City will not be responsible for any other explanation or interpretation.

Respondents are responsible for reviewing all portions of this RFQ. Respondents are to promptly notify the City, in writing, upon discovery of any ambiguity, discrepancy, omission, or other errors in the RFQ in accordance with Section 5.3. The deadline for submitting questions and requests for clarification is the due date shown in the schedule provided in Section 5.1. Modifications and clarifications will be made by addenda. The City is not obligated to issue addenda in response to any request submitted after the deadline. Oral statements shall not be relied upon as legitimate responses and shall not be binding.

Failure by the City to object to an error, omission, or deviation in the responses will in no way modify the RFQ or excuse the Respondent from full compliance with the specifications of the RFQ or any contract awarded pursuant to the RFQ.



Appendices

Appendix A

Content and Submittal Requirements for Statements of Qualifications

Appendix A.1 provides the contents and order of assembly Respondents must follow in preparing their Statements of Qualifications (SOQs). All required forms are provided in Appendix B of this Request for Qualifications (RFQ).

A.1

Outline for Statements of Qualifications

Please assemble SOQ contents in the order shown in the outline below.

- Cover Page
- Table of Contents
- **Volume 1: Administrative (AD), Pass/Fail (P/F), and Technical Submittals (TS)**
 - **Administrative Submittals**
 - Transmittal Letter **AD Form A**
 - Disclosures **AD Form B**
 - **Pass/Fail Submittal**
 - P/F Submittal 1: Availability of First -Loss At-Risk Capital **Letter**
 - P/F Submittal 2: Pass/Fail Qualifications of the Design Consultant—Transit Maintenance Facility Design Experience **P/F Form A**
 - P/F Submittal 3: Pass/Fail Qualifications of the Design Consultant—Inclusion of LBE Key Personnel **P/F Form B**
 - **Technical Submittals**
 - **Lead Master Developer**
 - TS 1: Lead Master Developer’s Comparable Reference Project Experience **TS Form A**
 - TS 2: Lead Master Developer’s Key Personnel Qualifications **Narrative**
 - TS 3: Lead Master Developer’s Key Personnel Summary Information **TS Form B**
 - **Affordable Housing Developer**
 - TS 4: Affordable Housing Developer’s Comparable Reference Project Experience **TS Form C**
 - TS 5: Affordable Housing Developer’s Key Personnel Qualifications **Narrative**
 - TS 6: Affordable Housing Developer’s Key Personnel Summary Information **TS Form D**
 - **Housing Developer**
 - TS 7: Housing Developer’s Comparable Reference Project Experience **TS Form E**

□ TS 8: Housing Developer’s Key Personnel Qualifications	Narrative
□ TS 9: Housing Developer’s Key Personnel Summary Information	TS Form F
□ Design Consultant	
□ TS 10: Design Consultant’s Comparable Reference Project Experience	TS Form G
□ TS 11: Design Consultant’s Key Personnel Qualifications	Narrative
□ TS 12: Design Consultant’s Key Personnel Summary Information	TS Form H
□ Construction Management Consultant	
□ TS 13: Construction Management Consultant’s Comparable Reference Project Experience	TS Form I
□ TS 14: Construction Management Consultant’s Key Personnel Qualifications	Narrative
□ TS 15: Construction Management Consultant’s Key Personnel Summary Information	TS Form J
□ Infrastructure Facility Maintenance Consultant	
□ TS 16: Infrastructure Facility Maintenance Consultant’s Project Experience	TS Form K
□ TS 17: Infrastructure Facility Maintenance Consultant’s Key Personnel Qualifications	Narrative
□ TS 18: Infrastructure Facility Maintenance Consultant’s Key Personnel Summary Information	TS Form L
□ Project Approach	
□ TS 19: Project Approach Narrative	Narrative
□ Volume 2: Financial Submittals (FS)	
□ FS 1: Lead Master Developer’s Project Financing and Investment Experience	Narrative
□ FS 2: Lead Master Developer’s Investment Track Record	FS Form A
□ FS 3: Equity Member’s Share	FS Form B
□ FS 4: Lead Master Developer’s Financial Statements	Financial Statements
□ FS 5: Lead Master Developer’s Off-Balance-Sheet Liabilities	Letter
□ Financial Submittal 6: Financial Summary Certification	FS Form C
□ Volume 3: Confidential Submittal (separate from Volume 1 and Volume 2)	
Submit Volume 3 only if the Respondent believes that certain information in its SOQ is confidential, a trade secret, or proprietary information that is exempt from the California Public Records Act and the San Francisco Sunshine Ordinance.	

Respondent must include a table of contents identifying (a) technical submittals that would otherwise be included in Volume 1 and (b) financial submittals that would otherwise be included in Volume 2. Respondent must identify the applicable exemption under public record law for all material included in Volume 3.

A.2

Contents for Statements of Qualifications

This section describes in detail the contents that Respondents must include in their SOQs. All required forms referenced in this section are provided in Appendix B. Refer to Section 7 of this RFQ for the evaluation criteria and, if applicable, weightings that apply to these contents.

A.2.1

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

A.2.1.1

Administrative Submittals

Administrative Submittal 1: Transmittal Letter

Submittal Format: AD Form A

Submit an original AD Form A, duly executed and completed in full by the Respondent.

Administrative Submittal 2: Disclosures

Submittal Format: AD Form B

Submit a separate AD Form B for each Equity Member (of the Lead Master Developer), the Affordable Housing Developer, the Housing Developer, the Design Consultant, the Construction Management Consultant, and the Infrastructure Facility Maintenance Consultant.

A.2.1.2

Pass/Fail Submittals

P/F Submittal 1: Availability of First-Loss At-Risk Capital

Submittal Format: Letter

Submit a separate funding letter for each Equity Member in the Lead Master Developer. Solely for the purpose of preparing the funding letters, the Respondents should assume that the total minimum first-loss at-risk capital required for the Project's financial plan by lenders, rating agencies, or the City is the amount stated in Section 7.2.1—that is, the notional amount for the purpose of the funding letters, which should not be construed as the ultimate first-loss at-risk capital requirement in the Project Agreement (PA) or that the PA will include such requirement.

Each funding letter must comply with the following requirements:

- **Signatory.** If the Equity Member is an investment fund, the letter must be signed by the fund's general partner(s). If the Equity Member intends to fund its first-loss

at-risk capital through the 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, the chief executive officer, or equivalent. 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.** An overview must be provided 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 at-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 at-risk capital contribution into the Project. An investment fund that is anticipated to be created but does not yet exist, or that has not achieved its initial closing as of the SOQ due date, will not be considered. However, the same fund manager will be permitted to substitute one fund for another at a later date, subject to approval by the City.
 - If the Equity Member is any other type of entity, provide details regarding where and how the Equity Member's first-loss at-risk capital will be sourced and a description of how competing allocation and capacity issues are considered between several project opportunities that the Equity Member might be pursuing 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, and allocation processes for uncommitted funds, as well as whether a reserved allocation for the Project has been established.
- **Investment Criteria.** Provide: (1) 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 (2) 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 seven years following substantial completion of the Project's construction.

P/F Submittal 2: Pass/Fail Qualifications of the Design Consultant—Transit Maintenance Facility Design Experience

Submittal Format: P/F Form A

Submit a separate P/F Form A (see Appendix B) with the Key Personnel and reference projects of the Design Consultant that demonstrate compliance with the Pass/Fail qualifications defined in Section 7.2.2.

P/F Submittal 3: Pass/Fail Qualifications of the Design Consultant—Inclusion of LBE Key Personnel

Submittal Format: P/F Form B

Submit a separate P/F Form B (see Appendix B) with the LBE Key Personnel that demonstrate compliance with the Pass/Fail qualifications defined in Section 7.2.3.

A.2.1.3

Technical Submittals

Lead Master Developer

Technical Submittal 1: Lead Master Developer's Project Experience

Submittal Format: TS Form A

Submit a separate TS Form A (Appendix B) for each reference project of the Lead Master Developer. Respondents must submit no fewer than three reference projects, up to a maximum of five. It is acceptable to include project experience from identified Affiliates of the Lead Master Developer's Equity Members, provided the Respondent submits a detailed explanation of how such experience will be transferred to the Lead Master Developer. Each TS Form A must demonstrate the Lead Master Developer's experience in developing, designing, building, financing, and maintaining projects of a similar scope and complexity to the Project.

Each project must have the following characteristics:

- Design-build-finance-maintain risk transfer and performance-based Availability Payment funding of a Social Infrastructure project with a project agreement term of at least 20 years
- Reached Financial Close within the past 15 years
- Total amount financed at Financial Close of at least \$100 million (expressed in 2020 dollars using the Cost Index defined in this RFQ)
- At least two must be projects where the Lead Master Developer's controlling Equity Member made a first-loss at-risk capital contribution into the ultimate special-purpose vehicle/developer/project company of more than 5 percent and retains or has retained its investment position for more than seven years from the time of Financial Close

Technical Submittal 2: Lead Master Developer's Key Personnel Qualifications

Submittal Format: Narrative

Provide a narrative that identifies individuals by name, and briefly describes the relevant qualifications of these individuals, that the Respondent proposes for the Lead Master Developer's Key Personnel positions (described in the table below) and any other positions the Respondent believes are critical to successfully manage the Project. The individuals proposed as Lead Master Developer's Key Personnel must meet the applicable minimum qualifications specified as follows.

Key Personnel	Position Description	Minimum Years of Professional Experience
Lead Master Developer's Project Director	The Lead Master Developer's Project Director shall be the appointed person principally responsible for overseeing the contractual relationships with the City and the Respondent's team. The Project Director shall be an individual whose principal professional experience has been as an Infrastructure Developer.	20
Lead Master Developer's Project Manager	The Lead Master Developer's appointed person principally responsible for managing the day-to-day activities of the Project 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 Lead Master Developer. The Project Manager shall be an individual whose principal professional experience has been as an Infrastructure Developer.	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 Director, that Equity Member's Project Principal must have a minimum of 20 years of professional experience.)	15

Provide separate resumes for each individual. Resumes shall be limited to two pages and must include the following information, at a minimum:

- Proposed position for the Project
- Total number of years of relevant experience
- Full name of individual
- Firm for which individual works and role within that firm's organizational structure
- Individual's current office location and proposed office location for the Project
- Number of years with the individual's current firm
- Relevant education or degrees
- Relevant licenses/certifications
- Work history: relevant work experience on projects similar in size and scope to the Project including DBFM and/or DBFOM contracts, including those listed in TS Form A to demonstrate consistency between the Lead Master Developer's project experience and its Key Personnel's project experience, and previous experience working with the members of Respondent's team (include dates work was performed)

Technical Submittal 3: Lead Master Developer's Key Personnel Summary and References
Submittal Format: TS Form B

Submit a completed TS Form B providing a summary of all individuals identified in the corresponding Technical Submittal and three references for each individual proposed as Lead Master Developer's Key Personnel. Each of the three references provided by each individual must be from a different project (but different individuals may use the same

references if they worked on the same project). 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). Respondents must verify that all contact information is correct. The City may elect to exclude from consideration any project experience that has incorrect reference or contact information.

Affordable Housing Developer

Technical Submittal 4: Affordable Housing Developer Project Experience

Submittal Format: TS Form C

Submit a separate TS Form C (Appendix B) for each reference project of the Affordable Housing Developer. Respondents must submit no fewer than three reference projects, up to a maximum of five. Each TS Form C must demonstrate the Affordable Housing Developer's experience in developing, designing, building, financing, managing, and maintaining affordable housing projects, including projects in San Francisco's Districts 10 or 9, of a similar scope and complexity to the affordable portion of the Project's Housing and Commercial Component. It is acceptable to include project experience from identified Affiliates of the Affordable Housing Developer, provided the Respondent submits a detailed explanation of how such experience will be transferred to the Affordable Housing Developer.

The project experience must address the following minimum requirements:

- At least two projects must be located in San Francisco
- At least three projects must be affordable for families at 60 percent of the Area Median Income (AMI) or below and must be financed in part by Low Income Housing Tax Credits
- All projects must contain at least 50 housing units and have been completed within the past 15 years
- All must be projects for which the Affordable Housing Developer managed community and stakeholder engagement and, if applicable, obtained approvals under the California Environmental Quality Act (CEQA)

Technical Submittal 5: Affordable Housing Developer's Key Personnel Qualifications

Submittal Format: Narrative

Provide a narrative that identifies individuals by name, and briefly describes the relevant qualifications of these individuals, that the Respondent proposes for the Affordable Housing Developer's Key Personnel positions (described in the table below) and any other positions the Respondent believes are critical to successfully manage the Project. The individuals proposed as Affordable Housing Developer's Key Personnel must meet the applicable minimum qualifications specified as follows.

Key Personnel	Position Description	Minimum Years of Professional Experience
Affordable Housing Developer’s Project Executive	The Affordable Housing Developer’s representative principally responsible for its role in the Respondent’s team and for coordination with the Lead Master Developer’s Project Director.	15
Affordable Housing Developer’s Project Manager	The Affordable Housing Developer’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 Lead Master Developer.	15

Submit resumes (maximum two pages each) for each individual, which must include the following information:

- Proposed position for the Project
- Total number of years of relevant experience
- Full name of individual
- Firm for which individual works and role within that firm’s organizational structure
- Individual’s current office location and proposed office location for the Project
- Number of years with firm
- Relevant education or degrees
- Relevant licenses/certifications
- Work history: relevant experience with similar projects, including those listed in TS Form C to demonstrate consistency between the Affordable Housing Developer’s project experience and its Key Personnel’s project experience, and previous experience working with the members of the Respondent team (including dates work was performed))

Technical Submittal 6: Affordable Housing Developer’s Key Personnel Summary and References

Submittal Format: TS Form D

Submit a complete TS Form D (Appendix B) that includes a summary of all individuals proposed as the Affordable Housing Developer’s Key Personnel and three references for each individual. Each of the three references must be from different projects. References must be previous owners and or project participants (partners, lenders, investors, agencies) 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 is correct. The City may elect to exclude from consideration any project experience that has incorrect reference or contact information.

Housing Developer

Technical Submittal 7: Housing Developer Project Experience

Submittal Format: TS Form E

Submit a separate TS Form E (Appendix B) for each reference project of the Housing

Developer. Respondents must submit no fewer than three reference projects, up to a maximum of five. Each TS Form E must demonstrate the Housing Developer’s experience in developing, designing, building, financing, managing, and maintaining projects of a similar scope and complexity to the Project’s Housing and Commercial Component. It is acceptable to include project experience from identified Affiliates of the Housing Developer, provided the Respondent submits a detailed explanation of how such experience will be transferred to the Housing Developer.

The project experience must address the following minimum requirements:

- At least two projects must be located in San Francisco
- At least two projects must be high-rise Type I construction
- At least two projects must be mixed-income housing projects
- At least two projects must include a commercial component (e.g., neighborhood-serving retail)
- All must be projects with at least 150 housing units and completed within the past 15 years
- All must be projects for which the Housing Developer managed community and stakeholder engagement and, if applicable, obtained CEQA approvals

Technical Submittal 8: Housing Developer’s Key Personnel Qualifications

Submittal Format: Narrative

Provide a narrative that identifies individuals by name, and briefly describes the relevant qualifications of these individuals, that the Respondent proposes for the Housing Developer’s Key Personnel positions (described in the table below) and any other positions the Respondent believes are critical to successfully manage the Project. The individuals proposed as Housing Developer’s Key Personnel must meet the applicable minimum qualifications specified below.

Key Personnel	Position Description	Minimum Years of Professional Experience
Housing Developer’s Project Executive	The Housing Developer’s representative principally responsible for its role in the Respondent’s team and for coordination with the Lead Master Developer’s Project Director.	20
Housing Developer’s Project Manager	The Housing Developer’s appointed person principally responsible for managing the day-to-day activities of the Project on a full-time basis, including ongoing communications and coordination with the Development Team.	15

Submit resumes (maximum two pages each) for each individual, which must include the following information:

- Proposed position for the Project
- Total number of years of relevant experience

- Full name of individual
- Firm for which individual works and role within that firm’s organizational structure
- Individual’s current office location and proposed office location for the Project
- Number of years with firm
- Relevant education or degrees
- Relevant licenses/certifications
- Work history: relevant experience with similar projects, including those listed in TS Form E to demonstrate consistency between the Housing Developer’s project experience and its Key Personnel’s project experience, and previous experience working with the members of the Respondent team (including dates work was performed)

Technical Submittal 9: Housing Developer’s Key Personnel Summary and References
Submittal Format: TS Form F

Submit a complete TS Form F (Appendix B) that includes a summary of all individuals proposed as Housing Developer’s Key Personnel and three references for each individual. Each of the three references provided must be from different projects. References must be previous owners and or project participants (partners, lenders, investors, agencies), 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 project experience that has incorrect reference or contact information.

Design Consultant

Technical Submittal 10: Design Consultant Project Experience
Submittal Format: TS Form G

Submit a separate TS Form G (Appendix B) for each reference project of the Design Consultant as a whole. Each TS Form G must demonstrate the Design Consultant’s experience as the lead designer in Responsible Charge for the management and design of projects that are of a similar scope and complexity to the Project. Respondents must submit reference projects in three categories, for a minimum of eight and a maximum of ten projects, as follows. At least two projects, in any combination of categories, must have achieved a LEED rating of at least Silver or complied with CALGreen requirements. In addition, at least two projects, in any combination of categories, must have been designed and delivered within a collaborative Building Information Modeling (BIM)-enabled environment.

- Public transportation maintenance facilities (minimum of three and up to four):
 - Newly built and either currently in design or construction or that were completed within the past 15 years
 - Construction value greater than \$50 million (expressed in 2020 dollars) using the Cost Index defined in this RFQ
- Projects with installation of DC fast-charging infrastructure for battery-electric vehicles in the 50-kilowatt (kW) to 250-kW range (two projects)
- Multi-family housing and mixed-use projects (minimum of three and up to four):
 - Newly built and either currently in design or construction or that were completed

within the past 15 years

- At least one must be an affordable housing project with over 50 units
- At least one must be a mixed-income or market rate housing project with over 150 units
- At least one must be high-rise (Type I construction)
- At least one must be located in San Francisco

Technical Submittal 11: Design Consultant’s Key Personnel Qualifications

Submittal Format: Narrative

Provide a narrative that identifies individuals by name, and briefly describes the relevant qualifications of these individuals, that the Respondent proposes for the Design Consultant’s Key Personnel positions (described in the table below) and any other positions the Respondent believes are critical to successfully manage the Project. The individuals proposed as the Design Consultant’s Key Personnel must meet the applicable minimum qualifications specified below. At least one of them must be a LEED accredited professional. Depending on the composition of the Design Consultant, certain individuals may meet the minimum qualifications of more than one of the Key Personnel positions listed.

Key Personnel	Position Description	Minimum Years of Professional Experience
Principal-in-Charge	The Design Consultant’s appointed person in Responsible Charge for the overall performance and resourcing of design and related contract administration activities on behalf of the Design Consultant, as well as for facilitating the integration of multiple design disciplines and designing within a budget, managing interactions with City representatives and user groups (as applicable for design reviews and related activities), and for coordination with the Lead Master Developer’s Project Director.	20
Design Manager	The Design Consultant’s appointed person principally responsible for managing the day-to-day activities of the Project on a full-time basis, including ongoing communications and coordination with the Development Team, and acting as the main point of contact with the Development Team. This person must have demonstrated experience in managing multi-disciplinary design teams; managing project construction and life-cycle budgets and schedules; designing within a budget; and managing and delivering building sustainability objectives.	15
BIM Manager	The Design Consultant’s appointed person principally responsible for developing, implementing, and managing the BIM execution plan, the building information model, and coordinating all BIM workflows for design, pre-construction consulting services, and infrastructure facility maintenance consulting services.	10

Key Personnel	Position Description	Minimum Years of Professional Experience
Transit Maintenance Facility Design Lead	The Design Consultant’s appointed person in Responsible Charge for the design of the Bus Yard Component as per the design criteria and project goals established by the City, including to design within a budget. This must be the same individual who meets the Pass/Fail qualifications of the Design Consultant (P/F Submittal 2) ; if more than one individual in the Respondent’s team meets the Pass/Fail qualifications, then this individual must be the person proposed to be in Responsible Charge of the design of the Bus Yard Component.	15
Design Architect	The Design Consultant’s appointed person principally responsible for developing and articulating the overall design vision and concept for the Facility, including its aesthetic qualities, urban design qualities, and functionality. This person must have experience demonstrating the ability to achieve all design-related aspects of the Project objectives, including to design within a budget.	15
Lead Engineer	The Design Consultant’s appointed person responsible for coordinating the different engineering workstreams in the scope of the Design Consultant. This individual may be a structural, electrical, or mechanical engineer and must have demonstrated experience managing and coordinating the work of multi-disciplinary engineering teams to design within a budget as well as managing and delivering building resiliency objectives.	15
DC Fast-Charging Infrastructure Engineer	The Design Consultant’s appointed person responsible for planning and designing the battery-electric bus charging infrastructure for the Bus Yard Component. This individual must have demonstrated experience with high-capacity DC fast-charging systems and infrastructure for battery-electric vehicles, especially for battery-electric buses. If the individual does not have battery-electric bus experience, explain how the individual’s experience will translate into achieving battery-electric bus charging at this Facility.	10

Submit resumes (maximum two pages each) for each individual, which must include the following information:

- Proposed position for the Project
- Total number of years of relevant experience
- Full name of individual
- Firm for which individual works and role within that firm’s organizational structure
- Individual’s current office location and proposed office location for the Project
- Number of years with firm
- Relevant education or degrees

- Relevant licenses/certifications
- Work history: relevant experience with similar projects, including those listed in TS Form G to demonstrate consistency between the Design Consultant’s project experience and its Key Personnel’s project experience, and previous experience working with the members of the Respondent team (including dates work was performed)
- For the BIM Manager’s work history: provide information demonstrating familiarity with creation and implementation of BIM execution plans, BIM level of development for each reference project, familiarity with BIM workflows for construction (e.g., clash detection, quantity take-offs, 4D and 5D planning, etc.), and experience incorporating BIM deliverables into the operational start-up, operations, and maintenance phases of the reference projects
- For the DC Fast-Charging Infrastructure Engineer’s work history: explain how each reference project relates to battery-electric bus charging infrastructure and provide the following information: number of chargers, total charger capacity, any demand/load control features, switchgear design and total size (e.g., MV interconnection with transformers and switchgear or 480-volt installation), and whether utility interconnection services were provided (e.g., application and coordination)

Technical Submittal 12: Design Consultant’s Key Personnel Summary and References

Submittal Format: TS Form H

Submit a complete TS Form H (Appendix B) that includes a summary of all individuals proposed as the Design Consultant’s Key Personnel and three references for each individual. Each of these references 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 is correct. The City may elect to exclude from consideration any project experience that has incorrect reference or contact information.

Construction Management Consultant

Technical Submittal 13: Construction Management Consultant Project Experience

Submittal Format: TS Form I

Submit a separate TS Form I (Appendix B) for each reference project of the Construction Management Consultant. Each TS Form I must demonstrate the Construction Management Consultant’s experience in providing preconstruction management services for projects of a similar scope and complexity to the Project. Respondents must submit reference projects in two categories, for a minimum of four and a maximum of six projects, as follows. At least two projects, in either or both categories, must have achieved a LEED rating of at least Silver or complied with CALGreen requirements. In addition, at least two projects, in either category, must have been designed and delivered within a collaborative BIM-enabled environment.

- Social Infrastructure projects (minimum of two and up to three):
 - Newly built and either currently in design or construction or that were completed within the past 15 years

- Construction value greater than \$100 million (expressed in 2020 dollars) using the Cost Index defined in this RFQ
- Multi-family housing and mixed-use projects (minimum of two and up to three):
 - Newly built and either currently in design or construction or that were completed within the past 15 years
 - At least one must have 150 units
 - At least two must be high-rise Type I construction
 - At least two must be located in the San Francisco Bay Area

Technical Submittal 14: Construction Management Consultant’s Key Personnel Qualifications
Submittal Format: Narrative

Provide a narrative that identifies individuals by name, and briefly describes the relevant qualifications of these individuals, that the Respondent proposes for the Construction Management Consultant’s Key Personnel positions (described in the table below) and any other positions the Respondent believes are critical to successfully manage the Project. The individuals proposed as Construction Management Consultant’s Key Personnel must meet the applicable minimum qualifications specified below.

Key Personnel	Position Description	Minimum Years of Professional Experience
Construction Management Consultant’s Lead Construction Manager	The Construction Management Consultant’s appointed person responsible for the performance and resourcing of pre-construction management services such as cost control and cost estimating, schedule certainty, risk identification and mitigation, and constructability assessment; the management of interactions with City representatives; and coordination with the Lead Master Developer’s Project Manager. During the Pre-Development Agreement (PDA) phase, this person would provide guidance on controlling construction costs to fit within the Project’s fixed budget limit, schedule assessment and validation to fit within the project schedule, value engineering, and risk management measures, working with the Design Consultant and the Infrastructure Facility Maintenance Consultant.	20

Submit resumes (maximum two pages each) for each individual, which must include the following information:

- Proposed position for the Project
- Total number of years of relevant experience
- Full name of individual
- Firm for which individual works and role within that firm’s organizational structure
- Individual’s current office location and proposed office location for the Project

- Number of years with firm
- Relevant education or degrees
- Relevant licenses/certifications
- Work history: relevant experience with similar projects, including those listed in TS Form I to demonstrate consistency between the Construction Management Consultant's project experience and its Key Personnel's project experience, and previous experience working with the members of the Respondent team (including dates work was performed)
- Explain how the individual has worked within collaborative BIM-enabled environments to develop quantity takeoffs, cost estimates, construction schedules, and/or constructability and construction staging assessments, integrated with the BIM and related processes

Technical Submittal 15: Construction Management Consultant's Key Personnel Summary and References

Submittal Format: TS Form J

Submit a complete TS Form J (Appendix B) that includes a summary of all individuals identified as the Construction Management Consultant's Key Personnel and three references for each individual. Each of the three references 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 is correct. The City may elect to exclude from consideration any project experience that has incorrect reference or contact information.

Infrastructure Facility Maintenance Consultant

Technical Submittal 16: Infrastructure Facility Maintenance Consultant Project Experience

Submittal Format: TS Form K

Submit a separate TS Form K (Appendix B) for each reference project of the Infrastructure Facility Maintenance Consultant. Each TS Form K must demonstrate the Infrastructure Facility Maintenance Consultant's experience in providing infrastructure facility maintenance consulting services for projects of a similar scope and complexity to the Project. Respondents must submit no fewer than three reference projects, up to a maximum of five, as follows. At least two projects must have achieved a LEED rating of at least Silver or complied with CALGreen requirements or their international equivalents (e.g., BREEAM). In addition, at least one project must have been designed and delivered within a collaborative BIM-enabled environment.

- Social Infrastructure projects that are newly built and either currently in design or construction or that were completed within the past 15 years
- Construction value greater than \$50 million (expressed in 2020 dollars) using the Cost Index defined in this RFQ

Technical Submittal 17: Infrastructure Facility Maintenance Consultant’s Key Personnel Qualifications

Submittal Format: Narrative

Provide a narrative that identifies individuals by name, and briefly describes the relevant qualifications of these individuals, that the Respondent proposes for the Infrastructure Facility Maintenance Consultant’s Key Personnel positions (described in the table below) and any other positions the Respondent believes are critical to successfully manage the Project. The individuals proposed as Infrastructure Facility Maintenance Consultant’s Key Personnel must meet the applicable minimum qualifications specified below.

Key Personnel	Position Description	Minimum Years of Professional Experience
Infrastructure Facility Maintenance Consultant’s Facility Manager	The Infrastructure Facility Maintenance Consultant’s appointed person responsible for the development of and resourcing for the Project’s performance-based Infrastructure Facility Maintenance program and life-cycle cost estimates; the management of interactions with City representatives; and coordination with the Lead Master Developer’s Project Manager. During the PDA phase, this person would provide guidance on life-cycle cost estimates that influence design decisions made by the Design Consultant and work with the Lead Master Developer to develop the scope and documentation for the Project’s Asset Management Program.	15

Submit resumes (maximum two pages each) for each individual, which must include the following information:

- Proposed position for the Project
- Total number of years of relevant experience
- Full name of individual
- Firm for which individual works and role within that firm’s organizational structure
- Individual’s current office location and proposed office location for the Project
- Number of years with firm
- Relevant education or degrees
- Relevant licenses/certifications
- Work history: relevant experience with similar projects, including those listed in TS Form K to demonstrate consistency between the Infrastructure Facility Maintenance Consultant’s project experience and its Key Personnel’s project experience, and previous experience working with the members of the Respondent team (including dates work was performed)
- Explain how the individual has worked within a collaborative BIM-enabled environment that incorporated BIM deliverables into the operational start-up, operations, and maintenance phases, including activities such as, but not limited to, the development of Operations and Maintenance (O&M) manuals and training for the project owner

Technical Submittal 18: Infrastructure Facility Maintenance Consultant's Key Personnel Summary and References

Submittal Format: TS Form L

Submit a complete TS Form L (Appendix B) that includes a summary of all individuals proposed as the Infrastructure Facility Maintenance Consultant's Key Personnel and three references for each individual. Each of the three references 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 is correct. The City may elect to exclude from consideration any project experience that has incorrect reference or contact information.

Project Approach

Technical Submittal 19: Project Approach Narrative

Submittal Format: Narrative

Submit a narrative of the Respondent's proposed approach to the Project, not to exceed 14 pages for Sections 1 through 4 of the Project Approach, described as follows. The page limit does not include up to two separate pages (no larger than 11 by 17 inches) providing the proposed project schedule and organizational chart, nor does it include Section 5 of the Project Approach. The narrative for the Project approach must contain, at a minimum, the sections described and organized as follows:

Section 1: Executive Summary. Provide a concise statement that explains why the Respondent is the City's right partner to deliver the Project and achieve its objectives (one page maximum).

Section 2: Organization and Strength of the Respondent's Key Personnel.

Describe how the qualifications of Key Personnel and the LBE Key Personnel are suited to the Project and how the team would be organized and managed during the RFP and PDA phases, including the reporting structure, both internally and with the City (three pages maximum, with a one-page organizational chart that will not count towards the three-page maximum).

- Clearly indicate how the Key Personnel's qualifications and experience make them well suited for their assigned roles. Identify the firms to which each Key Personnel and the LBE Key Personnel belong. Indicate the Respondent's principal point of contact and counterparty to the City, and any additional functions or roles that are not specifically required by this RFQ but that the Respondent considers would be necessary during the RFP and PDA phases.
- Include an overall organizational chart showing the team management plan and reporting structure among the Respondent's Key Personnel and the LBE Key Personnel. The organizational chart must indicate how the Lead Master Developer is organized among its Equity Members, if there is more than one, and the Equity Member(s) who has/have the controlling and majority ownership stake(s) in the Lead Master Developer.
- Briefly summarize the Key Personnel's past performance, as demonstrated by the portfolio of project experience included in the SOQ, to deliver budget and schedule goals and secure financing, whether through a PDA or a hard-bid process.

Section 3: Understanding of the Project. Provide a summary of the Respondent’s understanding of the Project’s program, key risks, and principal challenges and opportunities (three pages maximum).

- Describe the Respondent’s understanding of the Project and its technical and financial challenges and opportunities; the PDA process as envisioned by the City, including the requirement for competitive procurement of design-build and Infrastructure Facility Maintenance contractors; current and expected market conditions for housing (affordable and market-rate) and financing of the Project’s components; and, key drivers such as the transition to battery-electric buses, community and stakeholder outreach, and environmental permitting and entitlements processes.

Section 4: Approach to Delivering the Procurement Objectives. Describe how the Respondent would approach the Project and its procurement, specifically during the RFP and PDA phases, to deliver each of the six procurement objectives described in Section 3.2 of the RFQ (include the proposed schedule on one page, which will not count towards the total page maximum).

4.1 Performance goal:

- Provide a design approach, describing how the Respondent would achieve the program and technical requirements of the Project in a high-quality and cost-effective manner that fits within the Project’s fixed budget limit, within the context of the envisioned PDA process and leading to a design-build procurement. The narrative must place special focus on the Bus Yard Component as an essential asset for the SFMTA’s transit operations and describe how the specialized requirements of a modern and efficient transit maintenance facility would be addressed, including issues such as planning and designing the transition to a battery-electric bus fleet and achieving sustainability and resiliency goals.
- Describe the Respondent’s approach to the process of developing alternative technical concepts, in the context of an RFP, and the design-build project delivery method more generally to maximize innovation and budget and schedule performance. Provide specific examples of past experience, as presented in the resumes of Key Personnel and the project experience included in the SOQ, to demonstrate the Respondent’s performance with and ability to implement the proposed approach.
- Describe how the Respondent plans to maximize the value of BIM and integrate the information developed during the design and construction phases into the Project’s Asset Management Program.
- Describe the Respondent’s approach to construction cost estimating. Specifically explain how the Construction Management Consultant’s expertise and resources will be used to develop pricing during the RFP phase and throughout the PDA phase, including the transition to the competitive bidding of the design-build contract and finalizing the fixed-price contracts for Commercial and Financial Close. Explain how this relates to your cost-control methodology for delivering within the Project’s fixed budget limit.
- Describe the Respondent’s approach during the PDA phase to structuring and managing a transparent and competitive bidding process for the design-build and facility maintenance contracts, based on the process envisioned in Section 4. Include a description of:
 - Respondent’s approach to developing cost-control mechanisms that maintain delivery within the Project’s fixed budget limit. The approach should address

risk-mitigation strategies, with a clear description of the process and timeline that addresses the transition from the PDA phase to the design-build phase while satisfying the Project's schedule and budget goals.

- Proposed role of the Design Consultant at different stages in the PDA phase and the design-build contractor solicitation. In particular, indicate whether in the competitive bidding process the Lead Master Developer proposes either to assign the Design Consultant to the selected design-build contractor at the end of the bidding process or to allow each design-build contractor to select its own design team (i.e., different from the Design Consultant). In the latter case, explain the role envisioned for the Design Consultant after selection of the design-builder (e.g., its role in providing quality assurance and other services).

4.2 Schedule goal:

- Provide a high-level project schedule for the Project, including the PDA phase, and an indicative schedule for the construction phase, including both a narrative description and a Gantt chart, highlighting key milestones that demonstrate how the Respondent would meet or exceed the City's overall schedule objectives and key milestones for the Project, including Substantial Completion of the Facility by 2026.
- Describe the anticipated key schedule risks and explain the schedule risk mitigation strategies the Respondent proposes for consideration during the PDA phase. Include a discussion of the schedule management for potential early works agreements, competitive bidding of delivery contracts, and the transition to battery-electric buses. Discuss suggestions to optimize and accelerate delivery of the Temporary Facilities to potentially start the Project's construction earlier than the expected 2023 date.
- Describe how the proposed approach demonstrates the Respondent's ability to work collaboratively and transparently with the City throughout the PDA process, including obtaining approvals, to achieve and exceed the Project objectives detailed in Section 3.1.

4.3 Cost Savings goal:

- Provide an approach to how the proposed commercial structuring and financing of the Project would resolve and optimize its value, with the goal to offset costs of the Bus Yard Component.

4.4 Risk Transfer goal:

- Present a commercial structuring and financing approach demonstrating the Respondent's ability to finance the Project with a performance-based Availability Payment, non-recourse structure for the Bus Yard Component and the Common Infrastructure (design-build-finance-maintain contract) and a market revenue risk, non-recourse structure for the Housing and Commercial Component (design-build-finance-operate-maintain contract).
- Include in the approach: (1) sources of capital and their estimated cost of capital for the Project, differentiated between the two main components of the Project; (2) a strategy for competitive selection and negotiation with debt providers to ensure that the debt is procured on the most favorable terms possible for the Project, including potential providers of capital and any required ratings, credit enhancements, guarantees, insurance, or other security; and (3) any potential alternative financing structure proposed by the Respondent as part of its financing approach, provided such structures do not compromise the City's objectives for the Project detailed in

Section 3, and provided that the Respondent can show satisfactory precedents for such structures.

- Describe the Respondent’s approach to providing transparency in all financial and cash-flow information, and their underlying sources, to support the City’s review and scrutiny of all such information and assumptions through benchmarking and other means.
- Describe the Respondent’s approach to risk management and risk mitigation during the PDA phase.

4.5 Single Project / Dual-Purpose goal:

- Provide an approach to resolving and managing anticipated key risks presented by the physical and commercial interfaces among the design-build, Infrastructure Facility Maintenance, and Property Management functions for the different components of the Project.
- Describe how the Respondent’s past experiences with vertically integrated joint-development projects that accommodate different programs positively influence and shape the Development Team’s approach on this Project to efficiently resolve its physical and commercial interface challenges and opportunities.
- Describe the Respondent’s approach to identifying and delivering beneficial contributions to the community in connection with the Housing and Commercial Component.

4.6 Entitlements, Inclusivity, and Community Engagement goal:

- Provide an approach to engaging with the ongoing CEQA process immediately upon notice to proceed with the PDA phase.
- Describe how the Respondent would customize its approach to satisfy the anticipated LBE requirements for this Project, as described in Section 4, as well as local hire or other such construction workforce development programs. Describe the Respondent’s approach to managing labor relations. Provide specific examples of past experience, as presented in the resumes of Key Personnel and the project experience included in the SOQ, to demonstrate the Respondent’s performance with and ability to implement the proposed approach.
- Provide the Respondent’s approach for the PDA phase to ongoing engagement with the local community (e.g., the San Francisco Mission District community and the Potrero Yard Neighborhood Working Group). Include a description of how key Project stakeholders would be integrated in the PDA phase, particularly with respect to the development of the Housing and Commercial Component.
- Through its policies, programs, resource allocation, and practices, the City is committed to working in partnership with communities, organizations and individuals that have been most harmed by racial inequity, especially black, brown, indigenous, and other San Franciscans of color. Please provide strategies that the Respondent would implement to ensure that residents of the surrounding neighborhood and residents affected by racial inequity have maximum opportunity to access housing at the Project.

To the extent applicable, the Respondent may reference its experience and success in implementing the MOHCD’s housing preference policies for previous projects. Furthermore, please describe the Respondent’s proposed outreach strategies to

engage communities that have traditionally lacked access to affordable housing opportunities in San Francisco, and how such strategies would support these communities to pursue opportunities at the Facility. Please include reference to specific groups that may serve as partners and describe the type and nature of the partnership to achieve this goal.

Section 5: Additional information the Respondent believes is important for the City to consider. This section is optional, may be no more than two pages, and does not count towards the page maximum for the above sections nor for the overall page limit.

A.2.2

Volume 2: Financial Submittals

Financial Submittal 1: Lead Master Developer's Project Financing and Investment Experience

Submittal Format: Narrative

Submit a single narrative for each reference project submitted in Technical Submittal 1 describing the Lead Master Developer's project financing and investment experience. Each project narrative must not exceed one page and should demonstrate the Lead Master Developer's (1) ability to structure, negotiate, and successfully obtain financing for comparable asset types, and (2) familiarity with the types of financing structures and instruments potentially available.

Financial Submittal 2: Lead Master Developer's Investment Track Record

Submittal Format: FS Form A

Submit a single combined FS Form A (Appendix B) covering the Lead Master Developer's track record of participating in relevant Social Infrastructure projects as a first-loss at-risk capital investor.

Financial Submittal 3: Equity Member's Share

Submittal Format: FS Form B

If the Respondent proposes a Lead Master Developer entity that is composed of more than one Equity Member, then submit a complete FS Form B (Appendix B) with the anticipated ownership share (expressed as a percentage) in the Lead Master Developer entity for each proposed Equity Member. Indicate which Equity Member(s) has/have the controlling stake. Indicate whether any of the Equity Member(s) is/are also providing qualifications in this RFQ for the Affordable Housing Developer, the Housing Developer, and/or any of the other consultant entities, if applicable.

Financial Submittal 4: Financial Statements

Submittal Format: Narrative

For the Housing Developer, the Affordable Housing Developer, and each Equity Member of the Lead Master Developer, submit financial statements for the three most recent fiscal years, audited by a generally recognized certified public accountant firm or unaudited statements if audited statements have not been produced. If financial statements are not prepared in accordance with the Generally Accepted Accounting Principles (GAAP) of the U.S. Securities and Exchange Commission or International Financial Reporting Standards (IFRS), then the auditing firm must prepare and submit an explanation of the accounting differences between GAAP or IFRS and the accounting standards used to produce the audited financial statements.

If the Housing Developer, the Affordable Housing Developer, or any Equity Members of the Lead Master Developer intend to receive support from a guarantor, then financial statements must also be submitted for the guarantor.

If the Housing Developer, the Affordable Housing Developer, or any Equity Members of the Lead Master Developer file reports with the U.S. Securities and Exchange Commission, provide electronic links to the latest 10-K, 10-Q, and 8-K forms. Financial statements must include:

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

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

Financial Submittal 5: Off-Balance-Sheet Liabilities

Submittal Format: Letter

For the Housing Developer, the Affordable Housing Developer, and each Equity Member of the Lead Master Developer, submit a letter from their chief financial officer or treasurer (or equivalent position), or their certified public accountant to whom financial information is submitted, identifying all contingent liabilities, including off-balance-sheet liabilities that individually exceed \$5 million and/or exceed \$25 million 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, the letter must specifically state that the position is equivalent.

Financial Submittal 6: Financial Summary Certification

Submittal Format: FS Form C

For the Housing Developer, the Affordable Housing Developer, and each Equity Member of the Lead Master Developer, complete and submit one FS Form C providing the requested summary of financial information for the three most recent completed fiscal years. The chief financial officer, treasurer, or equivalent officer must sign the form.

A.2.3

Volume 3: Confidential Volume

This volume should contain any information that the Respondent believes is confidential, a trade secret, or proprietary information that is exempt from disclosure under the California Public Records Act and the San Francisco Sunshine Ordinance. This volume must be delivered separately from the rest of the SOQ submission and must include a table of contents identifying (a) technical submittals that would otherwise be included in Volume 1 and (b) financial submittals that would otherwise be included in Volume 2. Respondents must identify the applicable exemption under public record law for all material included in Volume 3. This table of contents must be signed by the Respondent and include the following statement:

“The Respondent will indemnify the City, including 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 disclosure under applicable public records laws.”

Note that in accordance with the Sunshine Ordinance (San Francisco Administrative Code Section 67.24[e]), contractors’ bids, responses to RFPs, and all other records of communications between the City and persons or firms seeking contracts shall be open to inspection immediately after a contract (in this case, the PDA) has been awarded. The Sunshine Ordinance, however, does not require the disclosure of a private person’s or organization’s net worth or other proprietary financial data submitted for qualification for a contract or other benefit until and unless that person or organization is awarded the contract or benefit.

Appendix B

Evaluation Forms for Statements of Qualifications

Appendix B includes all forms identified in Appendix A of this RFQ. The Respondent must submit these forms in the order indicated below, following the instructions and requirements established in Appendix A.

The forms in this appendix are also provided in Microsoft Word format in a separate editable file titled Potrero Project Appendix B Forms.docx.

B.1

Administrative Forms

List of Forms:

AD Form A: Transmittal Letter and Respondent Team Summary

AD Form B: Disclosures

AD Form A – Transmittal Letter and Respondent Team Summary

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

[Insert Letterhead]

City and County of San Francisco
San Francisco Public Works

Respondent Name: _____ Date: _____

Mr. Tim Kempf, P.E., LEED-AP
Project Manager, San Francisco Public Works
Email: DPW-SFMTAPotrero@sfdpw.org

In response to the Request for Qualifications to design, build, finance, and maintain the proposed Potrero Yard Modernization Project dated August 21, 2020 (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 clarifications or address 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 (1) that it had access to all relevant materials posted to the procurement website, including any City responses to questions and requests for clarification and (2) receipt and consideration of the following addenda to the RFQ:

Addenda numbers: _____

Respondent team summary

The Respondent members include: (identify members in the space provided below)

Lead Master Developer – controlling Equity Member: _____
Lead Master Developer – additional Equity Member(s): _____
Affordable Housing Developer: _____
Housing Developer: _____
Design Consultant: _____
Construction Management Consultant: _____

Infrastructure Facility Management Consultant: _____

Authorized Representative of the Respondent: _____

Confidential submittals (check the appropriate box)

The Respondent's SOQ includes a Volume 3:

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

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 Respondent team members. 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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AD Form B – Disclosures

Submit a separate AD Form B for each Equity Member of the Lead Master Developer, the Affordable Housing Developer, the Housing Developer, the Design Consultant, the Construction Management Consultant, and the Infrastructure Facility Maintenance Consultant.

Name of Respondent’s team member: _____

This form references the term “Affiliate,” which is defined in Section 1 of the RFQ.

- (1) Has the firm or any Affiliate or any **current** officer thereof, been indicted or convicted of bid- or other contract-related crimes or violations (e.g., fraud, bribery, collusion, conspiracy, etc.) or any other felony or serious misdemeanor within the past five years?

Yes No

If yes, please explain:

- (2) At any time during the last eight years, has your firm or any of its Affiliates been found liable in civil or criminal court for false claims, material misrepresentation, dishonesty, or fraud against a public entity?

Yes No

If yes, please explain:

- (3) Has the firm or any Affiliate ever sought protection under any provision of any bankruptcy act?

Yes No

If yes, please explain:

- (4) Has the firm or any Affiliate ever been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity?

Yes No

If yes, please explain:

- (5) Is the firm involved in any litigation that could have a material adverse effect on the firm’s financial condition?

Yes No

If yes, please explain:

- (6) Has any construction project performed or managed by the firm or any Affiliate involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

Yes No

If yes, please identify the firm or Affiliate and the project(s), provide an explanation of the circumstances, and provide owner contact information, including current telephone and fax numbers (and email address if available).

- (7) Has the firm or any Affiliate been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable California governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000 et seq.); the Equal Pay Act (29 U.S.C. Section 206[d]); and any applicable or similar California law?

Yes No

If yes, please explain:

- (8) Has the firm or any Affiliate been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the California Department of Labor (or its equivalent), federal court or federal agency, to have violated or failed to comply with the Contractor's State License Law set forth in California Business and Professions Code sections 7000 *et seq.*, any law or regulation of the United States or any state governing prevailing wages (including, but not limited to, alleged violations of federal or state law regarding the payment of wages, benefits, apprenticeship requirements, payment for health and welfare, pension, vacation, travel time, subsistence, overtime compensation, personal income tax withholding or Federal Insurance Contribution Act (FICA) withholding requirements)?

Yes No

If yes, please attach a separate signed page describing each violation.

NOTE: This question refers only to the firm's violation of prevailing wage laws, not to violations of the prevailing wage laws by a subcontractor.

- (9) Has the firm or any Affiliate been determined, pursuant to a final determination in a court of law, arbitration proceeding or other dispute resolution proceeding, to be liable for a material breach of contract during the past eight years with respect to a project?

Yes No

If yes, please identify (for each instance) the entity determined liable and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and fax numbers (and email address if available).

- (10) Has a surety completed any work on behalf of the firm or Affiliate with respect to a project during the past eight years?

Yes No

If yes, please provide (for each instance) an explanation of the circumstances, the project name and an owner's representative with a current telephone and fax number (and email address if available).

- (11) Has the firm or any Affiliate been terminated for cause during the past eight years with respect to a project?

Yes No

If yes, please identify (for each instance) the entity terminated for cause and the project name, provide an explanation of the circumstances and provide owner contact information, including telephone and fax numbers (and email address if available).

- (12) Has the firm or Affiliate been involved in any adverse claim, dispute or lawsuit between it and the owner of a public works project during the past eight years in which the claim, settlement or judgment exceeded \$50,000?

Yes No

If yes, please provide a brief description (including the resolution) of each qualifying claim, settlement or judgment. For each instance, identify an owner's representative with a current telephone and fax number (and email address if available).

- (13) Has the firm been cited or assessed penalties for any "serious," "willful" or "repeat" violation of California Labor Code sections 6300 *et seq.* or the federal Occupational Safety and Health Act of 1970 (Public Law 91-596)?

Yes No

If yes, please attach a separate signed page describing each citation.

- (14) At any time during the last eight years, has your firm or any of its Affiliates been found liable in civil or criminal court for gross design errors and omission, material misrepresentation, and/or dishonesty during the design or construction of a project?

Yes No

If yes, please explain:

(15) With respect to each of Questions 1 through 14 above, if not previously answered or included in a prior response on this form, is any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm or any Affiliate that could result in the firm or Affiliate being found liable, guilty, or in violation of the matters referenced in Questions 1 through 14 above and/or subject to debarment, suspension, removal, or disqualification by the federal government, any state or local government, or any foreign governmental entity?

Yes

No

If yes, please explain and provide the information requested as to such similar items set forth in Questions 1 through 14 above.

B.2

Pass/Fail Forms

List of Forms:

P/F Form A—Pass/Fail Qualifications of the Design Consultant—Transit Maintenance Facility Design Experience

P/F Form B—Pass/Fail Qualifications of the Design Consultant—Inclusion of LBE Key Personnel

P/F Form A – Pass/Fail Qualifications of the Design Consultant – Transit Maintenance Facility Design Experience

The Respondent’s proposed Design Consultant must include at least one Key Personnel with a minimum of 15 years of direct experience in the design of newly built public transportation maintenance facilities. The Key Personnel must possess experience as the individual in Responsible Charge of the design of a minimum of three qualifying projects, each with the following characteristics:

- Newly built public transportation maintenance facility
- Construction value greater than \$50 million (expressed in 2020 dollars using the Cost Index defined in this RFQ)
- Either currently in design or construction or completed within the past 15 years

I. Transit Maintenance Facility Design Key Personnel of the Design Consultant for Pass/Fail Qualifications

Complete the table below for each Key Personnel of the Design Consultant to demonstrate compliance with the Pass/Fail qualifications defined in Section 7.2.3 of the RFQ. If more than one is submitted for this form, add rows to the table below and provide the names of Key Personnel and the information requested for each person. If any named Key Personnel has more than three relevant reference projects, add the information requested below accordingly.

Key Personnel Name	Years of Experience	Relevant Reference Project	Key Personnel’s Role in Reference Project
[Name]	[Number of years]	[1. Project #1] [2. Project #2] [3. Project #3]	[1. Role in Project #1] [2. Role in Project #2] [3. Role in Project #3]

II. Reference Project Information

For each Key Personnel listed in Part I above, complete the table below for each of the Key Personnel’s relevant reference projects listed above. Copy the table as many times as needed for each person and include a minimum of three reference projects for each. If more than one Key Personnel is submitted for this form, provide the reference project information requested for each Key Personnel and organize it to clearly distinguish which relevant projects are associated with each person.

Name of Key Personnel in Responsible Charge of this Project	
Project Name	
Project Location	
Project Description (please indicate if newly built or a	

renovation of an existing facility and if the project included battery-electric vehicles and charging infrastructure)	
Role of the Key Personnel's Firm and Scope of Design Work Performed	
Completion Date	
Construction Value (in 2020 dollars using the Cost Index defined in this RFQ)	
Include a Maximum of Two Illustrative Images of the Project	

P/F Form B – Pass/Fail Qualifications of the Design Consultant – Inclusion of LBE Key Personnel

The Respondent’s proposed Design Consultant must include at least one LBE Key Personnel who is currently employed by a small or micro LBE design firm that is registered as a small or micro LBE in the City by the RFQ response due date. The LBE Key Personnel may be either: (a) one or more of the Key Personnel positions described in Technical Submittal 11 in Appendix A.2.1.3, or (b) another design position(s) the Respondent proposes is(are) necessary to design the Project.

I. LBE Key Personnel of the Design Consultant for Pass/Fail Qualifications

Complete the table below for each LBE Key Personnel of the Design Consultant. If more than one is submitted for this form, add rows to the table below and provide LBE Key Personnel names and the information requested for each LBE Key Personnel (three relevant reference projects for each one).

LBE Key Personnel Name	Years of Experience	Relevant Reference Project	LBE Key Personnel’s Role in Reference Project
[Name]	[Number of years]	[1. Project #1] [2. Project #2] [3. Project #3]	[1. Role in Project #1] [2. Role in Project #2] [3. Role in Project #3]

II. Reference Project Information

For each LBE Key Personnel listed in Part I above, complete the table below for each of the LBE Key Personnel’s reference projects listed above. Copy the table as many times as needed for each person and include three reference projects for each. If more than one LBE Key Personnel is submitted for this form, provide the reference project information requested for each LBE Key Personnel and organized it to clearly distinguish which relevant projects are associated with each.

Name of LBE Key Personnel Involved in this Project	
Name of LBE Key Personnel’s Firm and small or micro LBE Registration with the City	
Project Name	
Project Location	
Project Description	

Role of the LBE Key Personnel's Firm and Scope of Design Work Performed	
Completion Date	
Construction Value (in 2020 dollars using the Cost Index defined in this RFQ)	

B.3

Technical Evaluation Forms

List of Forms:

- TS Form A—Lead Master Developer Experience
- TS Form B—References for Lead Master Developer Key Personnel
- TS Form C—Affordable Housing Developer Experience
- TS Form D—References for Affordable Housing Developer Key Personnel
- TS Form E—Housing Developer Experience
- TS Form F—References for Housing Developer Key Personnel
- TS Form G—Design Consultant Experience
- TS Form H—References for Design Consultant Key Personnel
- TS Form I—Construction Management Consultant Experience
- TS Form J—References for Consultant Management Consultant Key Personnel
- TS Form K—Infrastructure Facility Maintenance Consultant Experience
- TS Form L—References for Infrastructure Facility Maintenance Consultant Key Personnel

TS Form A – Lead Master Developer Experience

Complete and submit a separate Form A for each reference project for the Lead Master Developer’s Equity Member(s). The Respondent must submit a minimum of three projects, up to a maximum of five projects. Projects must follow the requirements for Technical Submittal 1, as defined in Appendix A.2.1.3.

I. Reference Project Information

Project Name	
Project Location	
Project Delivery Method (e.g., DBFM or DBFOM)	
Equity Member Involved in the Project	
Percent and U.S. Dollar Ownership Stake in the Project’s Special-Purpose Company	
Was the reference project LEED certified, or did it meet CALGreen requirements or their international equivalents, and what level of certification did the project achieve or was it aiming for?	
Was the reference project developed and delivered within a collaborative BIM-enabled environment? What level of development was achieved?	
Does the reference project include battery-electric vehicle high-capacity DC fast-charging infrastructure? If yes, indicate the number of chargers and the total charger capacity.	

II. Owner Information

Owner Name	
Address	
Phone Number	
Email Address	

III. Key Personnel Involved in the Reference Project

Please indicate whether any of the Development Team’s Key Personnel were involved in the reference project.

Key Personnel Name	Firm Name	Role in Reference Project

IV. Key Equity Partners and Contractors Involved in the Reference Project

Please indicate whether any equity partners and delivery contractors (design, design-build, facility maintenance, etc.) were involved in the reference project.

Equity Partner or Contractor	Role in Reference Project

V. Reference Project Details

Site Area (acres)	
Building Area (square feet)	
Building Levels and Height	
Building Uses (e.g., transit maintenance facility, justice, civic, housing, etc.)	
Building Components (e.g., transit vehicle storage, transit vehicle maintenance, court rooms, office space, apartments, etc.)	

VI. Contract Information

Financial Close Date	
Total Amount Financed	
Construction Cost at Financial Close (in 2020 dollars using the Cost Index defined in this RFQ)	
Scheduled Completion Date	
Actual Completion Date	

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

--

VII. Comparable Reference Project Components

For the reference project, did the Respondent: (check applicable boxes)

Project Component	Yes	No
Develop a Joint Development project that has distinct public infrastructure and real estate components?	<input type="checkbox"/>	<input type="checkbox"/>
Achieve Financial Close on asset-level financing (which may include different types of debt)?	<input type="checkbox"/>	<input type="checkbox"/>
Achieve Financial Close using first-loss at-risk capital?	<input type="checkbox"/>	<input type="checkbox"/>
Structure, negotiate, and successfully obtain financing (preferably through competitive selection of debt financing) and demonstrate familiarity with the types of financing structures and instruments potentially available?	<input type="checkbox"/>	<input type="checkbox"/>
Successfully work collaboratively with the asset owner to competitively procure design-build and facility maintenance contractors?	<input type="checkbox"/>	<input type="checkbox"/>
Successfully manage and deliver the project on time and on budget through the completion of construction and into operations?	<input type="checkbox"/>	<input type="checkbox"/>
Work in pre-development agreements, and funding such work on an at-risk basis, that led to a Commercial and Financial Close?	<input type="checkbox"/>	<input type="checkbox"/>
Meet agency requirements for participation from disadvantaged business enterprises (i.e., local-, minority-, women-, veteran-owned, or small businesses)?	<input type="checkbox"/>	<input type="checkbox"/>
Meet agency requirements for workforce development programs, apprenticeship programs, and working in partnership with labor organizations?	<input type="checkbox"/>	<input type="checkbox"/>
Successfully lead community outreach and community-driven processes to develop projects?	<input type="checkbox"/>	<input type="checkbox"/>
Successfully develop projects, including an EIR or its equivalent environmental review and approval processes?	<input type="checkbox"/>	<input type="checkbox"/>

VIII. Project Description

Attach to this form a brief description (maximum one page) indicating the applicability of the comparable reference project components listed above and discussing the contribution the Respondent's entity and Key Personnel made to the reference project. The project description must discuss: the Respondent's role in the project; the financial structure and funding sources; the performance of the infrastructure facility maintenance function, including whether this function was self-performed or carried out by third-party provider; the interaction with public-sector partners; the community engagement strategy and outcomes; and any innovations the Respondent employed or special challenges overcome with respect to different aspects of the development process (e.g., commercial structure, financing, or pre-development work) that are relevant for this Project (e.g., joint development of public infrastructure and real estate development, developing innovative technology solutions such as battery-electric charging

infrastructure, etc.). The description should discuss these components of the reference project from inception through operations and indicate the outcomes achieved.

TS Form B – References for Lead Master Developer Key Personnel

Complete and submit in the SOQ one TS Form B summarizing all individuals identified in Technical Submittal 2 (the Respondent’s project director, project manager, and project principal) and providing three references for each individual. References must follow the requirements for Technical Submittal 3, as defined in Appendix A.2.1.3.

Lead Master Developer Key Person 1 – Project Director		
Name:		
Equity Member Firm:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

Lead Master Developer Key Person 2 – Project Manager		
Name:		
Equity Member Firm:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

Lead Master Developer Key Person 3 – Project Principal		
Name:		
Equity Member Firm:		
References		
Name:	Name:	Name:

Company: Position: Project: Email: Phone:	Company: Position: Project: Email: Phone:	Company: Position: Project: Email: Phone:
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TS Form C – Affordable Housing Developer Experience

Complete and submit in the SOQ a separate TS Form C for each reference project for the Affordable Housing Developer. The Respondent must submit a minimum of three projects, up to a maximum of five projects. Projects must follow the requirements for Technical Submittal 4, as defined in Appendix A.2.1.3.

I. Reference Project Information

Project Name	
Project Location (if located in San Francisco, indicate the Board of Supervisor district)	
Project Delivery Method	
Role in the Development and General Scope of Work Provided	
Did the reference project include preparation of an EIR?	
Was the reference project LEED certified, or did it meet CALGreen requirements or their international equivalents, and what level of certification did the project achieve or was it aiming for?	
Did the project include a Transportation Demand Management (TDM) program? If yes, please describe it briefly.	
Was the reference project developed and delivered within a collaborative BIM-enabled environment? What level of development was achieved?	

II. Site Acquisition Entity

Type of Site Acquisition (e.g., ground lease, purchase and sale, transfer, etc.)	
--	--

Site Acquisition Entity Name	
Address	
Phone Number	
Email Address	

III. Key Personnel Involved in the Reference Project

Please indicate whether any of the Development Team's Key Personnel were involved in the reference project

Key Personnel Name	Firm Name	Role in Reference Project

IV. Key Partners Involved in the Reference Project

Please indicate key partners engaged in the development of the reference project.

Partners	Role in Reference Project

V. Reference Project Details

Site Area (acres)	
Building Area (square feet)	
Building Levels and Height	
Construction Type	
Building Uses (e.g., residential, office, retail)	
Building Components (e.g., childcare center, conference center, neighborhood-serving retail)	
Number of Affordable Units Below 60 percent AMI	
Target Population (by AMI)	

VI. Project Information

Sources (breakdown of the amount for each cost category, including a	
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minimum of debt, equity, and other sources – please specify)	
Uses (breakdown of the amount for each cost category, including a minimum of soft costs, hard costs, land acquisition cost, and other costs)	
Scheduled Completion Date	
Actual Completion Date	

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

VII. Comparable Reference Project Components

For the reference project, did the Respondent: (check applicable boxes)

Project Component	Yes	No
Demonstrate its mission as a community-based nonprofit to develop multi-family affordable housing with multiple levels of affordability and target populations (e.g., supportive housing, family housing, low income housing, workforce housing)?	<input type="checkbox"/>	<input type="checkbox"/>
Work collaboratively with SF Planning, manage community engagement and achieve successful outcomes for a project with multiple levels of AMI affordability in San Francisco Board of Supervisors Districts 10 or 9?	<input type="checkbox"/>	<input type="checkbox"/>
Successfully manage and deliver the comparable housing project through planning, design, obtaining entitlements, securing financing (including Low Income Housing Tax Credit financing and other innovative sources of funding and financing), complete construction, and manage the project?	<input type="checkbox"/>	<input type="checkbox"/>
Meet local owner agency requirements for participation from disadvantaged business enterprises (i.e., local-, minority-, women-, veteran-owned, or small businesses)?	<input type="checkbox"/>	<input type="checkbox"/>
Meet agency requirements for workforce development programs, apprenticeship programs, and working in partnership with labor organizations?	<input type="checkbox"/>	<input type="checkbox"/>
Successfully develop projects that included an EIR?	<input type="checkbox"/>	<input type="checkbox"/>
Identify and deliver an affordable housing or commercial project with a public benefit component?	<input type="checkbox"/>	<input type="checkbox"/>

VIII. Project Description

Attach to this form a brief description (maximum one page) indicating the applicability of the comparable reference project components listed above and discussing the contribution the

identified entity and Key Personnel made to the reference project. The project description must discuss: the Respondent's role in the project; the financial structure and funding sources; the performance of the property management function, including whether this function was self-performed or carried out by an external provider; the interaction with public-sector partners; the community engagement strategy and outcomes; and any innovations the Respondent employed or special challenges overcome with respect to different aspects of the development process (e.g., financing, CEQA, or entitlements) that are relevant for this Project. Indicate whether the project included an EIR, a TDM program, and/or innovative public right-of-way improvements that enhanced pedestrian, bicycle, and transit connectivity. The description should discuss these components of the reference project from inception through operations and indicate the outcomes achieved.

TS Form D – References for Affordable Housing Developer Key Personnel

Complete and submit in the SOQ one TS Form D summarizing all individuals identified in Technical Submittal 5 (the Respondent’s project executive and project manager) and providing three references for each individual. References must follow the requirements for Technical Submittal 6, as defined in Appendix A.2.1.3.

Affordable Housing Developer – Project Executive		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

Affordable Housing Developer – Project Manager		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

TS Form E – Housing Developer Experience

Complete and submit in the SOQ a separate TS Form E for each reference project for the Housing Developer. Respondent must submit a minimum of three projects, up to a maximum of five projects. Projects must follow the requirements for Technical Submittal 7, as defined in Appendix A.2.1.3.

I. Reference Project Information

Project Name	
Project Location	
Project Delivery Method	
Role in the Development and General Scope of Work Provided	
Did the reference project include preparation of an EIR?	
Was the reference project LEED certified, or did it meet CALGreen requirements or their international equivalents, and what level of certification did the project achieve or was it aiming for?	
Did the project include a TDM program? If yes, please describe it briefly.	
Was the reference project developed and delivered within a collaborative BIM-enabled environment? What level of development was achieved?	

II. Site Acquisition Entity

Type of Site Acquisition (e.g., ground lease, purchase and sale, transfer, etc.)	
Site Acquisition Entity Name	
Address	
Phone Number	
Email Address	

III. Key Personnel Involved in the Reference Project

Please indicate whether any of the Development Team’s Key Personnel were involved in the reference project.

Key Personnel Name	Firm Name	Role in Reference Project
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IV. Key Partners Involved in the Reference Project

Please indicate the key partners engaged in the development of the reference project.

Partner	Role in Reference Project

V. Reference Project Details

Site Area (acres)	
Building Area (square feet)	
Building Levels and Height	
Building Uses (e.g., residential, office, retail, hotel)	
Building Components (e.g., childcare center, conference center, neighborhood-serving retail)	
Number of Market-Rate Units	
Inclusionary Affordable Units, if any (include AMI levels)	

VI. Comparable Reference Project Components

For the reference project, did the Respondent: (check applicable boxes)

Project Component	Yes	No
Successfully manage and deliver the comparable housing project through planning, design, obtaining entitlements, securing financing (including for projects with ground leases, air rights agreements, or other comparable forms of ownership), complete construction, and manage the project?	<input type="checkbox"/>	<input type="checkbox"/>
Work collaboratively with SF Planning and manage community engagement that achieved successful outcomes for the project?	<input type="checkbox"/>	<input type="checkbox"/>
Deliver a project that combines housing and mixed-use real estate development with public infrastructure (such as, but not limited to, transit-oriented developments)?	<input type="checkbox"/>	<input type="checkbox"/>
Meet local owner agency requirements for participation from disadvantaged business enterprises (i.e., local-, minority-, women-, veteran-owned, or small businesses)?	<input type="checkbox"/>	<input type="checkbox"/>

Meet agency requirements for workforce development programs, apprenticeship programs, and working in partnership with labor organizations?	<input type="checkbox"/>	<input type="checkbox"/>
Successfully develop projects that included an EIR?	<input type="checkbox"/>	<input type="checkbox"/>
Identify and deliver a housing or commercial project with a public benefit component?	<input type="checkbox"/>	<input type="checkbox"/>

VII. Project Information

Sources (breakdown of the amount for each cost category, including a minimum of debt, equity, and other sources – please specify)	
Uses (breakdown of the amount for each cost category, including a minimum of soft costs, hard costs, land acquisition cost, and other costs)	
Scheduled Completion Date	
Actual Completion Date	

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

VIII. Project Description

Attach to this form a brief description (maximum one page) indicating the applicability of the comparable reference project components listed above and discussing the contribution the identified entity and Key Personnel made to the reference project. The project description must specify whether the project was completed on/below/over budget; describe the interaction with public-sector partners; discuss the community engagement strategy and outcomes; provide the project timeline, including the date of the entity’s initial engagement, key project milestones, and completion date (if complete) in relation to the original project timeline; and describe any innovations the entity employed or special challenges overcome with respect to different aspects of the development process (e.g., financing, CEQA, or entitlements) that are relevant for this Project. Indicate whether the project included an EIR, a TDM program, and/or innovative public right-of-way improvements that enhanced pedestrian, bicycle, and transit connectivity. The description should discuss these components of the reference project from inception through operations and the outcomes achieved.

TS Form F – References for Housing Developer Key Personnel

Complete and submit in the SOQ one TS Form F summarizing all individuals identified in Technical Submittal 8 (the project executive and project manager) and providing three references for each individual. References must follow the requirements for Technical Submittal 9, as defined in Appendix A.2.1.3.

Housing Developer – Project Executive		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

Housing Developer – Project Manager		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

TS Form G – Design Consultant Experience

Complete and submit in the SOQ a separate TS Form G for each reference project for the Design Consultant. The Respondent must submit a minimum of three projects and up to a maximum of four projects each for: (1) public transportation maintenance facilities (which may include the projects in P/F Form A – Pass/Fail Qualifications of the Design Consultant), and (2) multi-family housing / mixed-use projects. In addition, submit two projects that included the installation of DC fast-charging infrastructure for battery-electric vehicles in the 50-kW to 250-kW range (i.e., a minimum of eight and a maximum of ten projects in total). Projects must follow the requirements for Technical Submittal 10, as defined in Appendix A.2.1.3.

I. Reference Project Information

Project Name	
Project Location	
Project Delivery Method	
Role of the Design Consultant Firm (e.g., prime ¹ or subconsultant)	
Scope of Services Provided	
Name of Design Professional in Responsible Charge	
If the Design Consultant firm was a subconsultant, indicate percentage of its fee from the total design fee	
Was the reference project LEED certified, or did it meet CALGreen requirements or their international equivalents, and what level of certification did the project achieve or was it aiming for?	
Was the reference project developed and delivered within a collaborative BIM-enabled environment? What level of development was achieved?	
Does the reference project include battery-electric vehicle high-capacity DC fast-charging infrastructure? If yes, indicate the number of chargers and the total charger capacity.	

II. Client Information

Client Name	
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¹ If the proposed firm was a member of a joint venture, indicate the participation percentage in the joint venture.

Address	
Phone Number	
Email Address	

III. Key Personnel Involved in the Reference Project

Please indicate whether any of the Development Team's Key Personnel were involved in the reference project.

Key Personnel Name	Firm Name	Role in Reference Project

IV. Key Subconsultants Involved in the Reference Project

Please indicate whether any subconsultants with a participation of at least 5 percent of the total design budget were involved in the reference project.

Subconsultant	Role in Reference Project

V. Reference Project Details

Site Area (acres)	
Building Area (square feet)	
Building Levels and Height	
Type of Construction	
Building Uses (e.g., transit maintenance facility, office, retail, residential)	
Building Components (e.g., vehicle storage, vehicle maintenance, housing, childcare center, retail)	
Public Transportation Maintenance Facilities: type of facility, number of transit vehicles serviced, and fleet type (e.g., diesel, electric, natural gas)	
Multi-Family Housing and Mixed-Use Projects: number and mix of	

types of market-rate and affordable units	
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VI. Contract Information

Construction Cost (in 2020 dollars using the Cost Index defined in this RFQ)	
Scheduled Completion Date	
Actual Completion Date	

VII. Comparable Reference Project Components

For the reference project, did the Respondent: (check applicable boxes)

Project Component	Yes	No
Design a comparable bus storage and maintenance facility (especially if the project included enclosed and/or multi-story facilities in urban locations) and demonstrate to its respective owner and operator that the facility performed acceptably in terms of functionality, flexibility, and efficiency and with a safe and productive working environment for all staff?	<input type="checkbox"/>	<input type="checkbox"/>
Plan, design, and deliver high-capacity DC fast-charging infrastructure for battery-electric vehicles in general and battery-electric buses in particular?	<input type="checkbox"/>	<input type="checkbox"/>
Design a project that efficiently resolved the physical and technical interfaces and interactions within a building that accommodates different program types (especially if it is similar to this Project's combination of housing and transit programs, but not limited to those two)?	<input type="checkbox"/>	<input type="checkbox"/>
Deliver design services for a project using an alternative delivery model such as: design-build, build-to-suit, design-build-maintain, design-build-finance-maintain, and/or design-build-finance-operate-maintain?	<input type="checkbox"/>	<input type="checkbox"/>
Deliver design services on multi-family and mixed-use market-rate and affordable housing projects of similar size to the Project that are sensitive to neighborhood context in urban environments, including a track record of participating in community engagement that delivers successful outcomes?	<input type="checkbox"/>	<input type="checkbox"/>
Meet local owner agency requirements for participation from disadvantaged business enterprises (i.e., local-, minority-, women-, veteran-owned, or small businesses)?	<input type="checkbox"/>	<input type="checkbox"/>
Prepare and secure building permits and construction documents for a project located in San Francisco and meet the applicable requirements for planning and design review, oversight, permitting, and approvals?	<input type="checkbox"/>	<input type="checkbox"/>
Develop projects within a collaborative BIM-enabled environment, including development and management of the BIM execution plan and production of as-built record data and asset inventories?	<input type="checkbox"/>	<input type="checkbox"/>

VIII. Project Description

Attach to this form a brief description (maximum one page) indicating the applicability of the comparable reference project components listed above and discussing the contribution the Respondent entity or entities and their Key Personnel made to the reference project. The project description must specify whether the project was completed on/below/over budget; discuss the role of the Design Consultant in interactions with public-sector partners and in community-led, community-driven design processes and outcomes; and describe any innovations the Design Consultant employed or special challenges overcome with respect to the project's principal design and construction challenges, such as but not limited to: integrating distinct building programs, achieving ambitious sustainability and resiliency goals, designing in dense urban environments, designing mixed-income housing projects, and designing for the transition to a battery-electric bus fleet. If the project is a bus maintenance facility, describe how that experience relates to the planning and design of battery-electric bus charging infrastructure. If the project is a bus maintenance facility and it includes battery-electric buses, describe how the battery-electric buses were charged in sequence to take into account the routes and dwell times, as well as the parking arrangement for charging. If the project was delivered within a BIM-enabled environment, describe the organization and processes used to manage the design and the key features and benefits from using BIM (e.g., with respect to design efficiency and accuracy, cost estimating, construction scheduling, and asset management).

TS Form H – References for Design Consultant Key Personnel

Complete and submit in the SOQ one TS Form H summarizing all individuals identified in Technical Submittal 11 (the principal-in-charge, design manager, transit maintenance facility design lead, design architect, and lead engineer) and providing three references for each individual. References must follow the requirements for Technical Submittal 12, as defined in Appendix A.2.1.3.

Design Consultant – Principal-in-Charge		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

Design Consultant – Design Manager		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

Design Consultant – Transit Maintenance Facility Design Lead		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

Design Consultant – Design Architect		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

Design Consultant – Lead Engineer		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

TS Form I – Construction Management Consultant Experience

Complete and submit in the SOQ a separate TS Form I for each reference project for the Construction Management Consultant. The Respondent must submit a minimum of two projects and up to a maximum of three projects each for: (1) Social Infrastructure projects, and (2) multi-family housing / mixed-use projects (i.e., a minimum of four and a maximum of six projects in total). Projects must follow the requirements for Technical Submittal 13, as defined in Appendix A.2.1.3.

I. Reference Project Information

Project Name	
Project Location	
Project Delivery Method	
Role of the Construction Management Consultant Firm	
Scope of Services Provided	
Was the reference project LEED certified, or did it meet CALGreen requirements or their international equivalents, and what level of certification did the project achieve or was it aiming for?	
Was the reference project developed and delivered within a collaborative BIM-enabled environment? What level of development was achieved?	

II. Client Information

Client Name	
Address	
Phone Number	
Email Address	

III. Key Personnel Involved in the Reference Project

Please indicate whether any of the Development Team’s Key Personnel were involved in the reference project.

Key Personnel Name	Firm Name	Role in Reference Project
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IV. Key Subconsultant Involved in the Reference Project

Please indicate whether any subconsultants with a participation of at least 10 percent of the total pre-construction management services fees were involved in the reference project.

Subconsultant	Role in Reference Project

V. Reference Project Details

Site Area (acres)	
Building Area (square feet)	
Building Levels and Height	
Type of Construction	
Building Uses (e.g., transit maintenance facility, office, retail, residential)	
Building Components (e.g., vehicle storage, vehicle maintenance, housing, childcare center, retail)	
Social Infrastructure Projects: type of facility	
Multi-Family Housing and Mixed-Use Projects: number and mix of types of market-rate and affordable units	

VI. Contract Information – Cost Performance

	Pre-construction Owner’s Budget	Base contract amount at construction notice to proceed	Total at completion
Construction Cost (in 2020 dollars using the Cost Index defined in this RFQ)			

Please explain the differences in construction costs at each stage of the project, as set out above (300 word maximum).

--

VII. Contract Information – Schedule Performance

Scheduled Completion Date	
Actual Completion Date	

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

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VIII. Comparable Reference Project Components

For the reference project, did the Respondent: (check applicable boxes)

Project Component	Yes	No
Demonstrate knowledge of vertical construction projects in urban environments?	<input type="checkbox"/>	<input type="checkbox"/>
Demonstrate knowledge of methods to control cost of construction in a value engineering approach during the pre-construction design phase?	<input type="checkbox"/>	<input type="checkbox"/>
Demonstrate experience on projects where the Construction Management Consultant firm developed initial pre-construction cost estimates and schedules that were proven to be reasonably accurate with respect to the projects’ construction bids, and where the firm successfully managed their budgets and schedules through project completion?	<input type="checkbox"/>	<input type="checkbox"/>
Guide decisions that led to creative and innovative building and systems solutions that improved constructability and lowered costs?	<input type="checkbox"/>	<input type="checkbox"/>
Illustrate capability with alternative delivery models, including design-build, build-to-suit, design-build-maintain, design-build-finance-maintain, and/or design-build-finance-operate-maintain?	<input type="checkbox"/>	<input type="checkbox"/>
Occur in the San Francisco Bay Area and show the Respondent’s familiarity with local market conditions and regulatory requirements relevant for such services?	<input type="checkbox"/>	<input type="checkbox"/>
Develop the project within a collaborative BIM-enabled environment where quantity takedowns, cost estimates, construction schedules, and/or	<input type="checkbox"/>	<input type="checkbox"/>

constructability and construction staging assessments were integrated with the building information model and related processes?		
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IX. Project Description

Attach to this form a brief description (maximum one page) indicating the applicability of the comparable reference project components listed above and discussing the contribution the Respondent's entity and Key Personnel made to the reference project. The project description must specify whether the project was completed on/below/over budget; discuss the role of the Construction Management Consultant in interactions with public-sector partners; and describe any innovations the Construction Management Consultant employed or challenges overcome with respect to the project's principal design and construction challenges. Describe the Respondent's approach to construction cost estimating for the project, specifically explaining how the Construction Management Consultant's expertise and resources were used to develop pricing to inform the owner's budget before construction, for the construction contract bidding stage, and during construction.

In addition to the items above, if the project was delivered within a BIM-enabled environment, describe the BIM organization and processes used to work collaboratively with the design team and to facilitate quantity takeoffs, prepare cost estimates and construction schedules, and/or assess constructability and construction staging.

TS Form J – References for Construction Management Consultant Key Personnel

Complete and submit in the SOQ one TS Form J for the individual identified in Technical Submittal 14 (lead construction manager) and provide three references this individual. References must follow the requirements for Technical Submittal 15, as defined in Appendix A.2.1.3

Lead Construction Manager		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

TS Form K – Infrastructure Facility Maintenance Consultant Experience

Complete and submit in the SOQ a separate TS Form K for each reference project for the Infrastructure Facility Maintenance Consultant. The Respondent must submit a minimum of three projects, up to a maximum of five projects. Projects must follow the requirements for Technical Submittal 16, as defined in Appendix A.2.1.3.

I. Reference Project Information

Project Name	
Project Location	
Project Delivery Method	
Role of the Infrastructure Facility Management Consultant Firm	
Scope of Services Provided	
Was the reference project LEED certified, or did it meet CALGreen requirements or their international equivalents, and what level of certification did the project achieve or is aiming for?	
Was the reference project developed and delivered within a collaborative BIM-enabled environment? What level of development was achieved?	
Does the reference project include battery-electric vehicle high-capacity DC fast-charging infrastructure and/or innovative district systems for energy, water, and logistics?	

II. Client Information

Client Name	
Address	
Phone Number	
Email Address	

III. Key Personnel Involved in the Reference Project

Please indicate whether any of the Development Team's Key Personnel were involved in the reference project.

Key Personnel Name	Firm Name	Role in Reference Project

IV. Key Subconsultants Involved in the Reference Project

Please indicate whether any subconsultants with a participation of at least 10 percent of the total facility maintenance advisory services fees were involved in the reference project.

Subconsultants	Role in Reference Project

V. Reference Project Details

Site Area (acres)	
Building Area (square feet)	
Building Levels and Height	
Building Uses (e.g., transit maintenance facility, justice, civic, housing, etc.)	
Building Components (e.g., transit vehicle storage, transit vehicle maintenance, court rooms, office space, apartments, etc.)	
Social Infrastructure Projects: type of facility	

VI. Comparable Reference Project Components

For the reference project, did the Respondent: (check applicable boxes)

Project Component	Yes	No
Advise on a Social Infrastructure project with long-term, fixed-price, performance-based contracts for which the public owner transferred the risk of managing and optimizing the annual recurring maintenance of building, architectural, and structural systems, as well as major maintenance such as renewals and replacement of those systems?	<input type="checkbox"/>	<input type="checkbox"/>

Advise on a public transportation maintenance facility project (including but not limited to bus maintenance and storage facilities)?	<input type="checkbox"/>	<input type="checkbox"/>
Demonstrate experience with projects that efficiently resolved the physical and technical interfaces and interactions within a building that accommodates different program types (including projects similar to this Project’s combination of housing and transit programs, but not limited to those two)?	<input type="checkbox"/>	<input type="checkbox"/>
Demonstrate experience with projects that include electric-vehicle charging infrastructure and/or innovative district systems for energy, water, and/or logistics?	<input type="checkbox"/>	<input type="checkbox"/>
Demonstrate experience with projects developed within a collaborative BIM-enabled environment that incorporated BIM deliverables into the operational start-up, operations, and maintenance phases, including activities such as, but not limited to, development of O&M manuals and training for the project owner?	<input type="checkbox"/>	<input type="checkbox"/>

VII. Project Description

Attach to this form a brief description (maximum one page) indicating the applicability of the comparable reference project components listed above and discussing the contribution the Respondent entity and Key Personnel made to the reference project. If the project is in its operational phase, the project description must specify the project’s actual performance of its life-cycle maintenance costs over time; discuss the role of the Infrastructure Facility Maintenance Consultant in interactions with the project’s owner, investor/developer, design consultants, and/or construction contractors to ensure life-cycle maintenance strategies and measures were incorporated into the project; and describe any innovations the Infrastructure Facility Maintenance Consultant employed or special challenges overcome with respect to the Project’s principal facility maintenance challenges, such as but not limited to: addressing the needs of distinct building programs, developing customized key performance indicators for performance-based facility maintenance regimes, and achieving energy savings aligned with ambitious sustainability requirements. If the project was delivered within a BIM-enabled environment, describe the BIM organization and processes used to work collaboratively with the design team and to facilitate development of the project’s facility maintenance assessment, O&M manuals, asset inventories, and related deliverables.

TS Form L – References for Infrastructure Facility Maintenance Consultant Key Personnel

Complete and submit in the SOQ one TS Form L for the individual identified in Technical Submittal 17 (facility manager) and provide three references for this individual. References must follow the requirements for Technical Submittal 18, as defined in Appendix A.2.1.3

Facility Manager		
Name:		
References		
Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:	Name: Company: Position: Project: Email: Phone:

B.4

Financial Evaluation Forms

List of Forms:

FS Form A—Lead Master Developer’s Investment Track Record

FS Form B—Equity Member’s Share

FS Form C—Financial Summary Certification

FS Form A – Lead Master Developer’s Investment Track Record

Complete and submit one FS Form A in the SOQ. If a Lead Master Developer is a joint venture, consortium, partnership, limited liability company, or other association, complete a separate entry for each Equity Member, as applicable. The projects listed here must at least include those provided as the Lead Master Developer’s project experience in Volume I but may include additional projects.

Equity Member in the Lead Master Developer	1. Projects for which the Equity Member(s) was/were short-listed	2. Projects with proposal submissions or pending proposal submissions	3. Projects for which there were withdrawals from, or other changes in, procurement	4. 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]	<ul style="list-style-type: none"> • [●] • [●] 	<ul style="list-style-type: none"> • [●] • [●] 	<ul style="list-style-type: none"> • [●] • [●] 	<ul style="list-style-type: none"> • [●] • [●]

Instructions for completing each numbered column

1. For the column labeled “1,” list the projects and the names of their procuring agencies in which the Equity Member, in its capacity as first-loss at-risk capital investor (actual or potential) 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-maintain or design-build-finance-operate-maintain risk transfer and with performance-based Availability Payment funding, (b) total design and construction costs similar to those of the Project, and (c) a first-loss at-risk capital contribution (actual or potential) into the ultimate special-purpose vehicle/developer/project company of more than 5 percent of the total amount financed at Financial Close by the Equity Member.
2. For the column labeled “2,” with respect to the projects listed in the column labeled “1”: (a) List projects that have not yet required final financial proposals to be submitted, and (b) list the projects for which 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 at-risk capital investor on 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 for which the Equity Member was a first-loss at-risk capital investor (actual) at the time of Financial Close. Each project listed must have the following characteristics: (a) design-build-finance-maintain or design-build-finance-operate-maintain risk transfer and with performance-based Availability Payment funding; (b) have reached Financial Close within the past 15 years; (c) total design and construction costs similar to those of the Project; and (d) a first-loss at-risk capital contribution into the ultimate special-purpose vehicle/developer/project company of more than 5 percent by the Equity Member. Highlight any project in this column that reached Financial Close but was later terminated or cancelled, and provide a detailed explanatory footnote for each one.*

FS Form B – Equity Member’s Shares

Complete and submit one FS Form B in the SOQ. If an Equity Member listed below is a joint venture, consortium, partnership, limited liability company, or any other association, complete a separate entry for each constituent member of the joint venture, consortium, partnership, or limited liability company of the Lead Master Developer, as applicable.

Equity Member	Anticipated share in the Lead Master Developer entity	Please indicate if the Equity Member will also be the Housing Developer, Affordable Housing Developer, Construction Management Consultant, Design Consultant, Infrastructure Facility Maintenance Consultant, if applicable	Please indicate the Equity Member that is the controlling entity for the Lead Master Developer

FS Form C – Financial Summary Certification

Complete and submit one FS Form C in the SOQ following the instructions in Financial Submittal 6 in Appendix A.2.2. Provide the following summary of financial information for the three most recent completed fiscal years.

	Most Recent Year (a)	Previous Year (a)	Previous Year (a)
Equity Member			
Fiscal Year			
Role within the Proposer			
Total Revenues			
Earnings from Operations (EBITDA)			
Interest Expense			
Net Income			
Current Assets			
Cash and Cash Equivalents			
Other Current Assets (b)			
Accounts Receivable			
Total Assets (b)			
Current Liabilities			
Accounts Payable			
Current Portion of Long-Term Debt			
Long-Term Debt			
Total Debt			
Total Equity (c)			
Gearing (d)			

Notes:

Information should be derived from audited financial statements where possible. Audited financial statements will prevail over information provided in this table.

- a) Amounts must be expressed in thousands (000s) of U.S. dollars. Where applicable, entities should indicate the conversion to U.S. dollars using the exchange rate prevailing on the last day of the applicable fiscal year.
- b) Current assets excluding cash and cash equivalents, accounts receivable, and inventories.
- c) Excludes goodwill and intangibles.
- d) Long-term debt/total equity.

I hereby certify that the foregoing is complete, true and correct, and that I, the undersigned, am the chief financial officer, treasurer, or equivalent officer of the entity to which this form relates. The signatory must attach evidence of his/her authority to sign on behalf of the entity.

Name:	Title:	Date:
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B.5

Other Forms

List of Forms:

OF Form A—RFQ Request for Clarification Form

POTRERO YARD MODERNIZATION PROJECT – REQUEST FOR QUALIFICATIONS

OF Form A – RFQ REQUEST FOR CLARIFICATION FORM

Instructions: Please submit all comments and questions regarding the Project’s RFQ, including requests for clarification and requests to correct errors, in the form below to the following email address: DPW-SFMTAPotrero@sfdpw.org. For each comment or question, please provide the following: (a) sequential numbering; (b) a corresponding category level (see immediately below for descriptions of category levels); (c) the relevant RFQ section reference (e.g., Section 2.2) (or indicate that your question is general in nature); and (d) a concise description of the issue or question. The categories are as follows: “Category 1” means a potential “go/no-go” issue; “Category 2” means a major issue that, if not resolved in an acceptable fashion, will significantly affect the SFMTA’s value for money; “Category 3” means an issue that may affect value for money, or another material issue, but is not at the level of a Category 1 or Category 2 issue; and “Category 4” means an issue that is minor in nature, a clarification, or a comment concerning a conflict between documents or within a document, etc.

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Appendix C

Requirements for Doing Business with the City

Before the City enters into any contract with the Preferred Bidder, the Preferred Bidder must fulfill the City's administrative requirements for doing business with the City. While these requirements are not a part of the SOQ process, failure to comply can delay the finalization of any future City-related agreement.

For information on how to become eligible to do business with the City, visit the City's supplier portal located at <https://sfcitypartner.sfgov.org>.

For information on City contracting requirements visit the Office of Contract Administration located at <http://sfgov.org/oca/qualify-do-business>.

C.1

City Terms and Conditions

The purpose of this section is to outline some of the general terms and conditions that would be set forth in a possible contract between the City and the Preferred Bidder. The City reserves the right to revise or add any terms and conditions beyond those set forth below.

C.1.1

Business Tax Registration

At the time of contract award, the Preferred Bidder must have a current and valid San Francisco Businesses Tax Certificate. This certificate can be obtained by properly submitting a completed Business Tax Registration Declaration to the City's Tax Collector and paying the registration fee. The registration fee depends on the type and size of the business.

C.1.2

Certification of Chapter 12B Compliance

At the time of contract award, the Preferred Bidder must be compliant with San Francisco Administrative Code Chapter 12B, the Equal Benefits Ordinance. In order to become compliant with the Equal Benefits Ordinance, Candidates must submit to the San Francisco Contract Monitoring Division the Declaration of Non-discrimination in Contracts and Benefits with supporting documentation (Form CMD-12B-101) (CMD-12B-101).

This Declaration is used by the City's Contract Monitoring Division to determine if a vendor offers benefits to employees. When a vendor offers benefits, it must be verified that all benefits, including insurance plans and leaves, are offered equally to employees with spouses and employees with domestic partners. For more information and assistance, please visit the City Administrator's Contract Monitoring Division Equal Benefits web page.

C.1.3

Prevailing Wage Requirements

The City requires that all construction, asset management, and other covered work or improvement performed under any Joint Development Services agreement pay prevailing wages in accordance with Article VII of Chapter 23 and Section 6.22(e) of Article II of Chapter 6 of the Administrative Code, as applicable, and comply with applicable certified payroll requirements under those provisions of the Administrative Code by submitting certified payroll through the City's certified payroll reporting system. The Office of Labor Standards Enforcement shall have authority to enforce such prevailing wage requirements.

C.1.4

Minimum Compensation Ordinance and Health Care Accountability Ordinance

The following forms will be included in the RFP and must be completed upon submittal of the RFP Proposals:

- Minimum Compensation Ordinance² Declaration Form
- Health Care Accountability Ordinance³ Declaration Form

C.2

Insurance Requirements

The Preferred Bidder will be required to comply with the City's insurance requirements. Information regarding insurance requirements will be included in the RFP following the SOQ process.

C.3

Digital Submission Procedure

See next page for digital submission procedures.

² For more information see: <http://sfgov.org/olse/minimum-compensation-ordinance-mco>.

³ For more information see: <http://sfgov.org/olse/health-care-accountability-ordinance-hcao>.



SHAREFILE SUBMISSION PROCEDURES


General Notes:

The following procedures will serve as the method San Francisco Public Works will implement to accept submissions for this project.

Should there be questions, please email contractadmin.staff@sfdpw.org.

Step by Step Instructions:

- Go to the URL: <https://sanfranciscopublicworks.sharefile.com/i/id9ae3875ce54074b>
- You should see the screen below – enter in the needed information (Email, Last Name, First Name)
- Once entered, click *Continue*


ShareFile[®]

1 2
SOQ Submission 0000003978 - The SFMTA Potrero Yard
Modernization

Email *

First Name : * * Required

Last Name: *

Company :

Continue



- The next screen will prompt you to choose and enter a new password (if you have an existing account it will recognize your email and you simply reenter your email and password):



Your username is rloftus@.com.

Please create a password.

Passwords must meet the following requirements:

- × at least 1 upper case letter
- × at least 1 lower case letter
- × at least 1 number
- × at least 1 special characters
- × at least 8 characters in length
- × Passwords should match

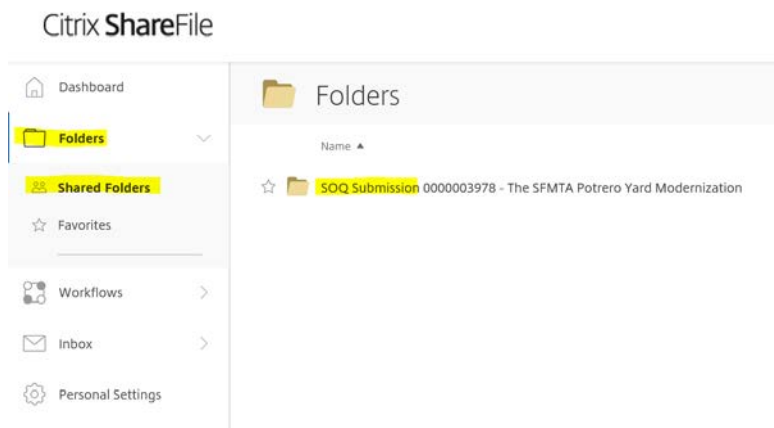
We'll also perform an additional strength check on save. (?)

Password: Show Password

Confirm Password:

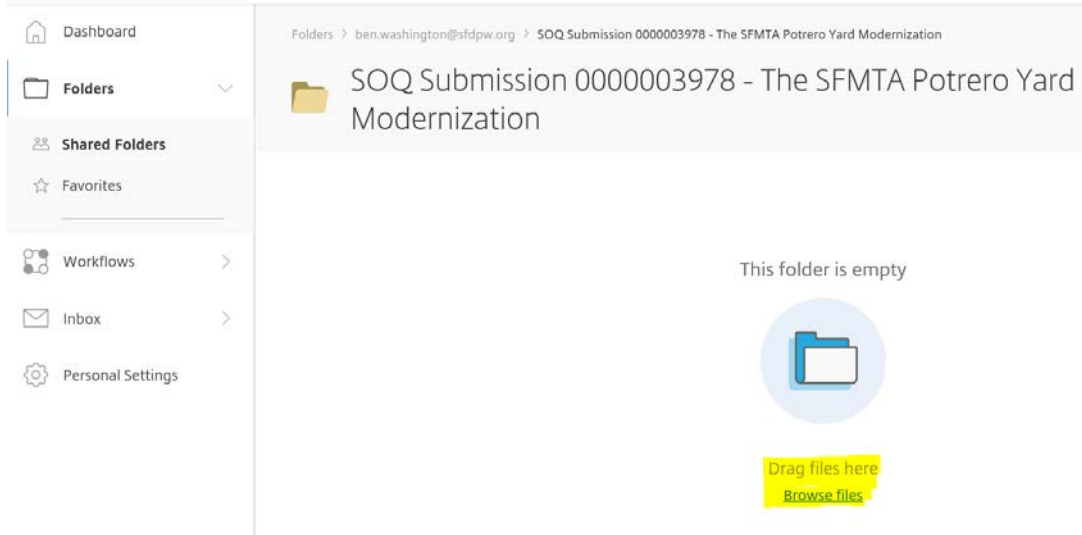


- Once you login, you can choose Folders → Shared Folders → Appropriate folder

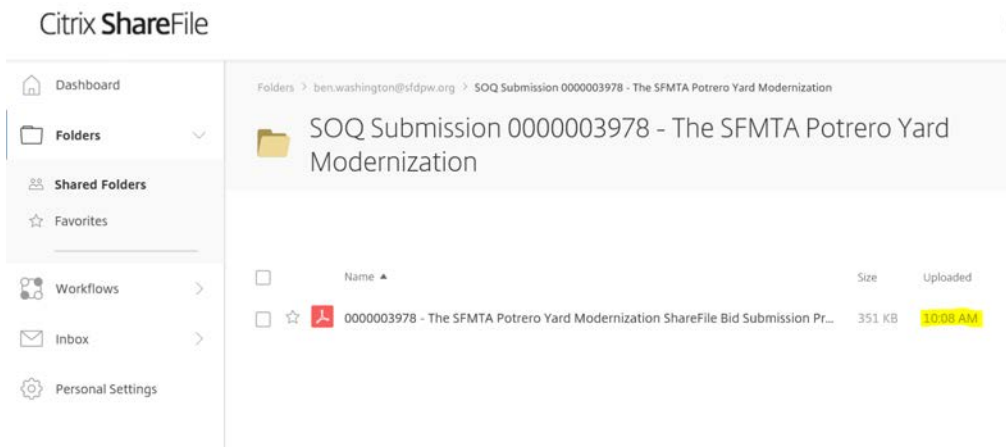



- Please be mindful that it can take up to 2 minutes to submit a PDF file; each submission is time stamped on the platform.
- Drag and drop or Browse and upload your PDF copy of the submission:

Citrix ShareFile




- Once fully uploaded, the time stamp will display:

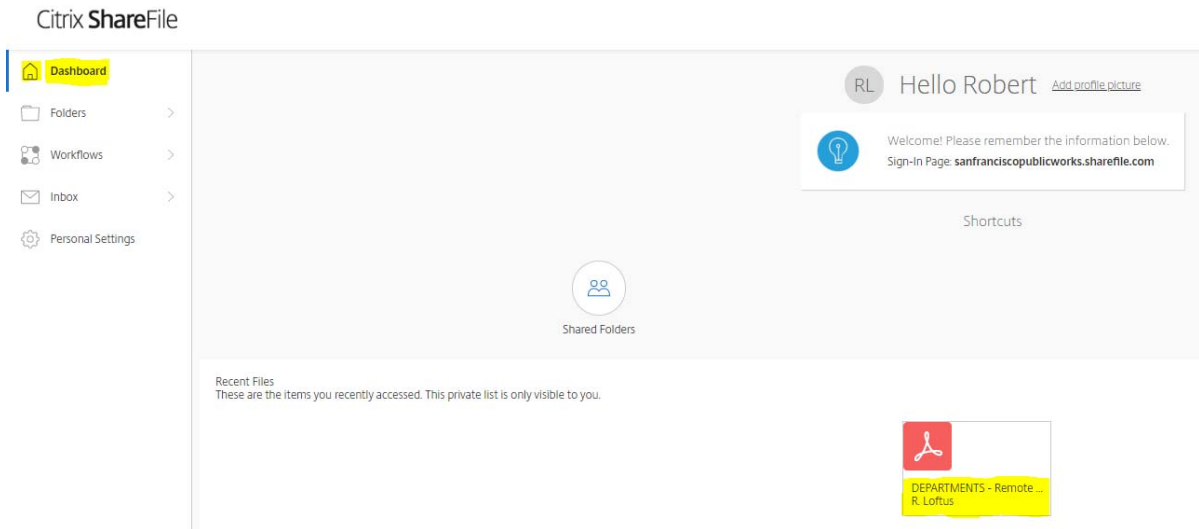


- Should there be additional documents to upload, you may either drag and drop from your folder, or hover the mouse over the  symbol, and choose **Upload**:

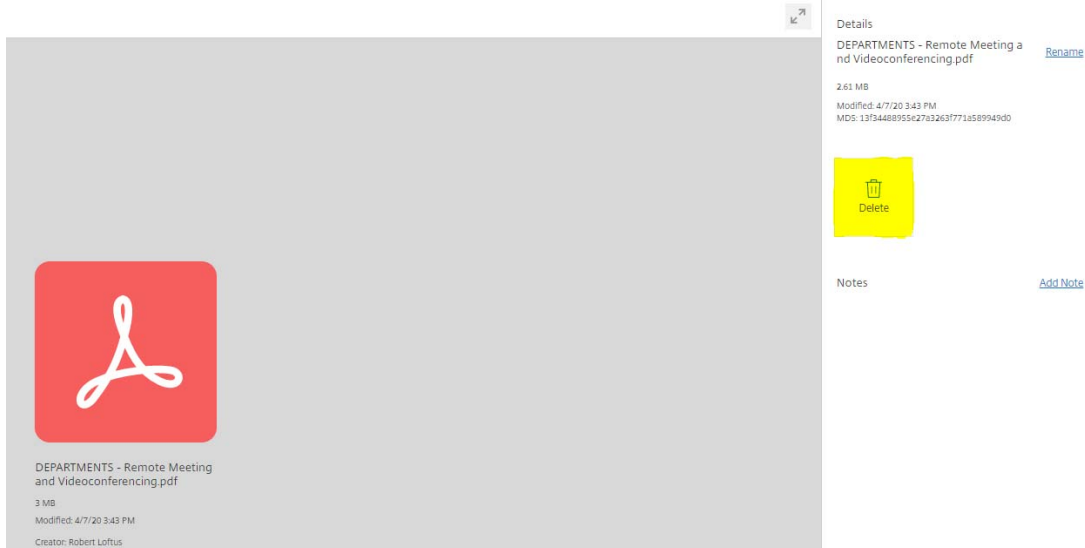


How to Delete a PDF submission:

- Click the **Dashboard** option at the top left of the page
- Double-click the  symbol of the PDF in the middle of the page:



- There will appear a **Delete** option on the next page:



Appendix D

Project Information and Design Criteria

D.1

Project Site

The existing Potrero Yard is located in San Francisco’s Mission District neighborhood and occupies the entirety of Assessor’s Parcel 3971/001. The Potrero Yard consists of an open-air bus storage yard and a maintenance and operations building. The existing building was constructed in 1915 and was originally used as a streetcar storage and maintenance facility before being converted to trolley bus use in the 1940s. The existing structure is considered a Cultural Resource under state law.

The approximately 192,000-square-foot (or 4.4-acre) property occupies the equivalent of roughly two typical city blocks and is bounded by 17th, Hampshire, Mariposa, and Bryant Streets. The Site is located immediately to the south of a neighborhood park—Franklin Square—and is approximately one-quarter mile west of U.S. Highway 101 and a half mile east of the 16th Street BART Station. The Site is in close proximity to retail, restaurant, and entertainment amenities as well as major public-facing institutions such as San Francisco General Hospital.

In addition to BART, the Site is well served by a number of high-frequency Muni bus lines, including the 22-Fillmore, the 9-San Bruno and 9R-San Bruno Rapid, the 27-Bryant, the 33-Ashbury, and the 55-16th Street. The Mission neighborhood and the immediate surroundings of the Potrero Site are exceedingly pedestrian friendly, with a Walk Score of 93 (“Walker’s Paradise”). The Site also has excellent bicycle infrastructure nearby. There is a major east-west, partially protected bike lane along 17th Street on the north side of the Site, and two principal north-south bike lines within a few blocks of the Site. The Site has a Bike Score of 94 (“Biker’s Paradise”).

The Site slopes up toward the north and east (17th and Hampshire Streets) and slopes downhill toward the south and west (Mariposa and Bryant Streets), with a north-east-to-southwest slope of approximately 4.3 percent. Because a “bench” was cut into the natural slope, the Site itself is relatively flat, with a gradual elevation change on the bus storage yard of approximately 6 feet. Along the Site’s northern boundary, 17th Street is approximately 14 to 22 feet higher than the Site grade.

The Project Site is located within a Public Use (P) Zoning District and a 65-X Height and Bulk District. Surrounding zoning designations include Production, Distribution, and Repair Businesses (PDR), Urban Mixed Use (UMU), and Public (P). The Project as envisioned—a new, three-level bus yard with upper-floor housing—would require modification of the current zoning to accommodate the intended mix of land uses and allow the Facility to exceed the 65-foot building height limit. The SFMTA is working with San Francisco’s Planning Department (SF Planning) to determine the most appropriate entitlements and procedural path to accommodate the Project as it is currently envisioned.

It would be the sole responsibility of the Development Team to investigate and determine the Site conditions during the PDA phase as well as the suitability of the conditions for the Project. The Master Project Company will accept the Site in an “as is” condition, with no representations or warranties, except for such risks specifically retained by the

Figure 1: Project Location
Source: SWCA, 2020

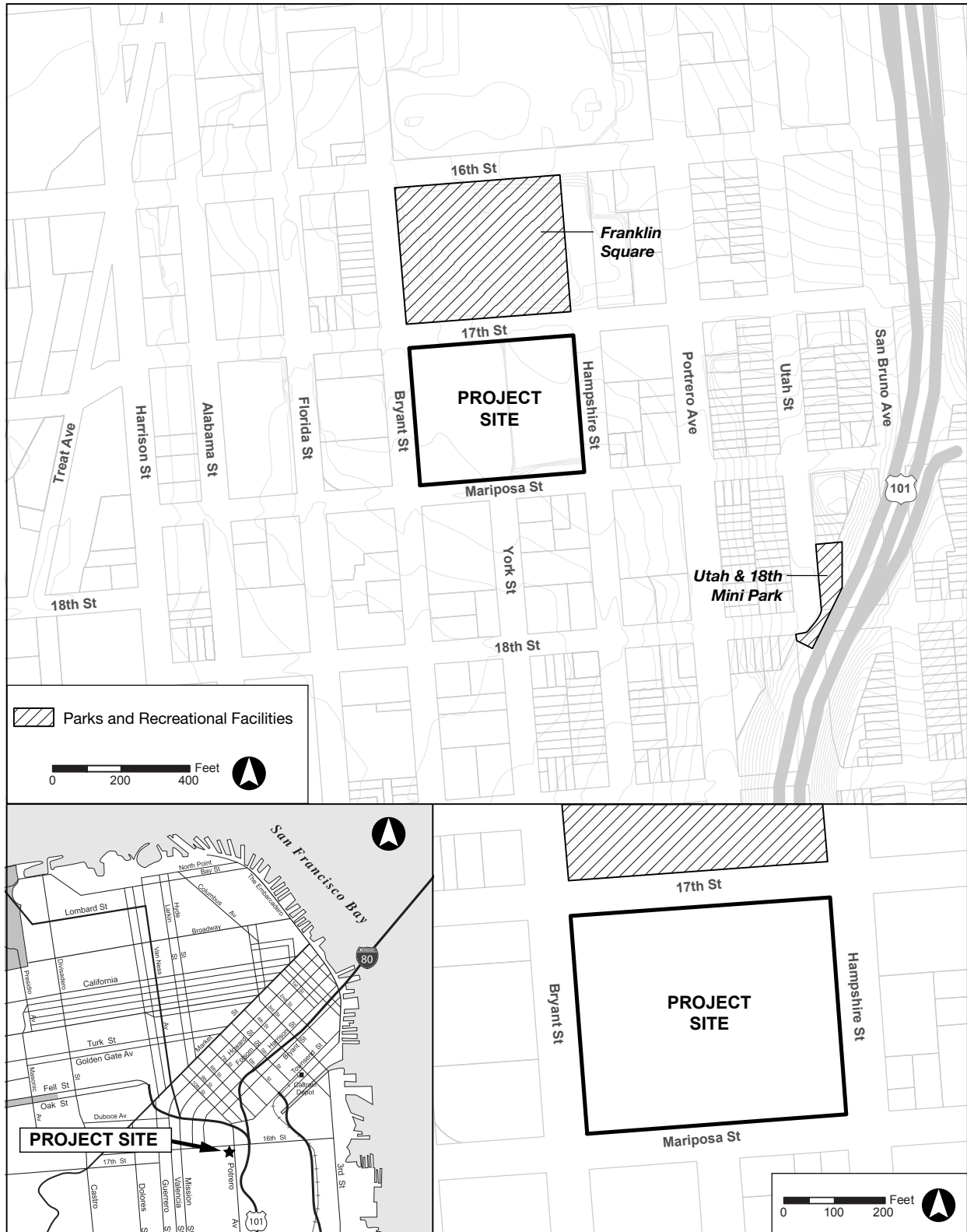
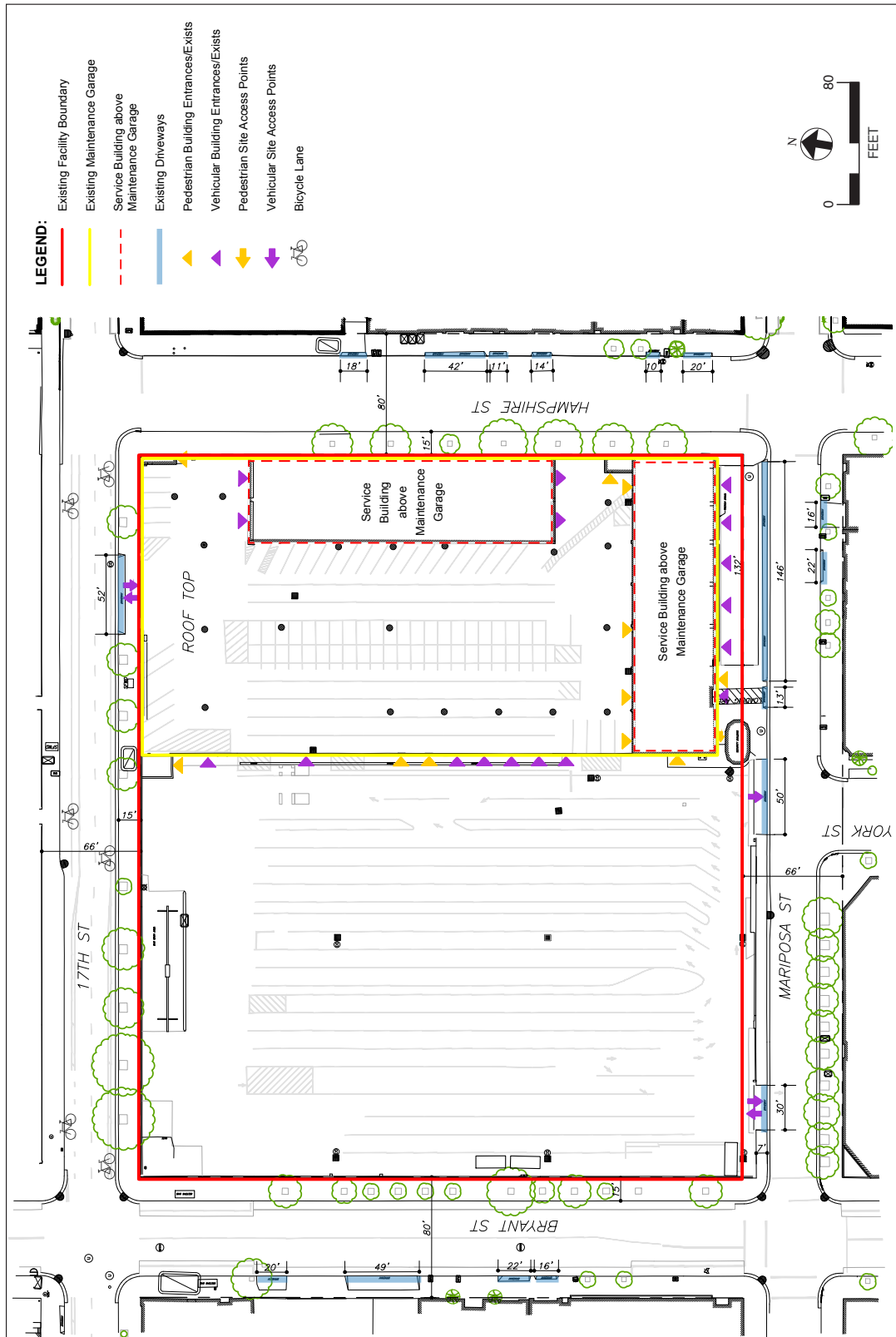


Figure 2: Existing Site Plan

Sources: Sitalab, 2020, and City and County of San Francisco



City as specified in the Project Agreement. The City would have no obligation to perform any Site remediation; demolish any improvements on the Site; remove, relocate, or install utilities; complete on-site or off-site preparation work or improvements; or make any changes to existing conditions.

The information presented in this RFQ, and in any report or other information provided by the City, is solely for the convenience of the interested parties. It is the responsibility of interested parties to verify that the information contained in this RFQ or other documents is accurate and complete. The City and its advisors provide no representations, assurances, or warranties pertaining to the accuracy of the information.

D.2

Bus Yard Component's Design Criteria

This section summarizes the planning and feasibility studies conducted to date and the basis for the program and technical requirements for the Bus Yard Component to be included in the RFP. This information is provided in this RFQ for reference only so that interested parties may familiarize themselves with the City's requirements and the key technical issues that are relevant to the design and development of the Project.

The Short-Listed Respondents that receive the RFP should base their Proposals solely on the content to be provided in the RFP.

D.2.1

Planning and Feasibility Process

The SFMTA has developed extensive planning, feasibility, and conceptual design work to date. This work, completed over the past two and a half years, is the result of an extensive collaborative effort among the SFMTA, other City agencies, and a planning/feasibility consultant team. The consultant team, led by Hatch Associates, combined expertise in urban economics, financial modeling, transit facility design, transit operations, architecture and urban design, cost estimating, and historic preservation.

The initial focus of the planning and feasibility process for the Project, which commenced in late 2017, was to define the SFMTA's functional requirements for the most essential component of the Project—the new bus maintenance and storage facility. While the SFMTA had contemplated the idea of incorporating housing from the outset of the planning process, the SFMTA requires that any residential component be shaped by the transit maintenance facility rather than the other way around.

To develop core standards and a reference design concept for the transit facility, the SFMTA turned to the expertise of its staff in tandem with the knowledge of HDR, the transit maintenance facility designer working as a subconsultant to Hatch Associates. HDR brought to the Project extensive knowledge of industry best practices and recent, wide-ranging experience in developing facility design criteria for peer transit agencies such as LA Metro.

D.2.2

Basis for the Bus Yard Component's Program and Technical Requirements

Over the past two years, the SFMTA and its consultants have finalized a series of documents that are the basis for the Project's program and technical requirements. This section describes those documents as they relate to the Bus Yard Component of the Project.

- 1 **Reference design concept.** Drawings of the transit maintenance facility as conceived for the purpose of the planning and feasibility study described above. For the purpose of the RFQ and the RFP, these drawings are for reference and provide a conceptual foundation for design proposals received through the RFP process. They are not intended to be prescriptive for the RFP, and proposals must innovate to meet the Project's objectives and deliver better value for the City. The concept plan set provides conceptual floor plans for each level of the facility, sections, elevations, and floor-to-floor heights.
- 2 **Design Criteria Document (DCD).** A document that outlines in narrative, tabular, and graphic form the key functional requirements of the transit maintenance facility. This document is the basis of the program and technical requirements that will be further developed and included in the RFP. The RFP will require the Short-Listed Respondents, as part of their Proposals, to prepare their own conceptual designs that deliver the expected performance and outcomes defined in the RFP. The DCD includes an enumeration of the functions that would be accommodated in the new facility, an estimate of the square footage required based on space standards, and "room data sheets" that provide a sample layout and features of key functional areas. The DCD also describes performance requirements for the facility, including security measures, sustainability features, and seismic performance standards, among many other requirements.
- 3 **Equipment list.** Appended to the DCD, the equipment list describes the essential equipment at the new transit maintenance facility, technical requirements by equipment type, and sample cutsheets that convey the type and quality of major equipment as well as potential suppliers.
- 4 **Equipment drawings.** Appended to the both the DCD and the equipment list, equipment drawings illustrate where the major fixed equipment (e.g., bus lifts) would be situated within the Facility.
- 5 **Battery-electric bus infrastructure needs and sample layout.** Appended to the DCD.

Despite the detail provided in these documents, the reference design concept is not intended to be prescriptive as to the Facility's final design. The SFMTA recognizes there are outstanding design challenges that have not been addressed to date and are not resolved in the reference design concept; these issues will be described in further detail in the subsequent RFP. The RFP will build on this work to the greatest degree possible, as the reference design concept is the result of extensive analysis and dialog with SFMTA stakeholders. The SFMTA recognizes that changes to the Facility design are possible based on a number of factors, including continued community input, environmental review, and City decision-making processes.

The primary purpose of these documents is to provide a framework in the RFP for development of the design of the Facility; to establish basic expectations for the function, performance, and quality of the Facility; and to demonstrate one possible solution to

Table 1: DCD Program Summary for Buses and Maintenance Bays*

Sources: Hatch Associates and HDR

Battery Electric		Trolley Bus		Total	Maint.	Bus : Bay
40'	60'	40'	60'	Buses	Bays	Ratio**
—	57	63	93	213	13	17

*All figures are planning capacities and represent the fleet mix at Potrero Yard when the Yard is completed in 2026. The fleet mix will ultimately transition to 100 percent battery electric.

**Ratio is total for all Repair Bays and Preventative Maintenance Bays based on a ratio of 17:1. Does not include specialty bays like tire bay, body bay, and chassis wash bay.

Table 2: DCD Program Summary for Staffing and Vehicles

Sources: Hatch Associates and HDR

Function	Potrero Staff
Bays & Shops	10
Service & Clean	37
Parts	21
Maintenance: Administration	10
Mechanics & Technicians	90
Operations: Administration	22
Operators	383
Transit Services	192
Shared	1
Training	63
Total	829

Function	Potrero Vehicles
40' Bus	63
60' Bus	150
Large Non-Rev Vehicle	5
Standard Non-Rev Vehicle	18
Transit Services	68
Total	304

*All figures are planning capacities.

accommodating the SFMTA’s needs at the Site. This work provides a substantial foundation for the Short-Listed Respondents conceptual designs in response to the RFP and, following that, for the further, more detailed design work that the selected Development Team would complete in partnership with the SFMTA during the PDA phase.

Table 1 and Table 2 are excerpted from the SFMTA’s DCD and summarize, at a high level of detail, the program requirements for the Bus Yard Component. These requirements will be further detailed and elaborated in the RFP.

Table 3 is excerpted from the Project Description in the *Potrero Yard Modernization Project Environmental Impact Report* (Potrero Yard EIR) currently being prepared under CEQA. This table provides a high-level summary of the overall space program for the Bus Yard, Housing, and Commercial Components based on the concept design from SFMTA’s planning and feasibility study. The floor areas are indicative only and based on the concept design developed by the SFMTA and its consultants during the Project’s planning and feasibility stage.

Table 3: Summary of Existing and Proposed Project Building Characteristics from the CEQA Project Description

Source: SFMTA, 2019

Building Characteristics	Existing Building to be Demolished	New Building^{NOTE A}
Paved Bus Storage Yard	112,450 sq. ft.	—
Total Building Floor Area	109,000 gsf	1,300,000 gsf
Bus Maintenance Facility (Ramps and Circulation)		463,000 gsf
Bus Maintenance Facility (Service / Storage [Basement])		127,000 gsf
Bus Maintenance Facility (Service / Storage [Non-Basement])		59,000 gsf
Bus Maintenance Facility (Administration and Common Area)		52,000 gsf
Shared Basement Circulation (Ramps and Drives)	—	22,000 gsf
Bus Maintenance Facility Subtotal	221,450 gsf^{NOTE B}	628,000 gsf
Residential (Dwelling Units)	—	394,000 gsf
Residential (Circulation)	—	66,000 gsf
Residential (Common Area / Property Management)	—	7,000 gsf
Residential (Service / Storage [Non-Basement])	—	15,000 gsf
Residential (Service / Storage [Basement])	—	43,000 gsf
Shared Circulation (Base Podium Stairs / Elevators)	—	19,000 gsf
Residential Development Subtotal	—	544,000 gsf
Commercial / Active Use	—	33,000 gsf
Commercial Development Subtotal	—	33,000 gsf
Height	10.5–44 feet	150 feet^{NOTE C}
Stories	1 to 2	3 to 13
Residential Units:^{NOTE D}	0	525–575
Two- to Three-Bedroom	—	212–228
One-Bedroom	—	190–206
Studio	—	123–141
Vehicle Parking Spaces	214	304^{NOTE E}
Trolley Coaches (40 foot / 60 foot)	158 (65 / 93)	213 (63 / 150)
Non-Revenue Vehicles (large / standard)	56 (all standard)	97 (8 / 89)
SFMTA Staff		0
Residential	—	0
Loading Spaces (On-Street / Off-Street)	0 / 1	1 / 2
Commercial (On-Street / Off-Street)	0 / 1	0 / 2
Passenger (On-Street / Off-Street)	—	1 / 0
Bicycle Parking Spaces	5	773
Class 1	0	736
Class 2	5	37
Useable Open Space: Podium	—	91,000 sq. ft.
At-Grade Open Space: Green Buffer along 17th Street	—	2,400 sq. ft.

NOTES (Continued from Table 3):

gsf = gross square feet; sq. ft. = square feet

NOTE A Numbers rounded to nearest 1,000 gsf or sq. ft. and correspond to the reference design concept of the proposed Project. The values presented are the expected maximum size for each component to provide a conservative analysis of impacts. The floor areas of the final design may result in variances from the values presented.

NOTE B Includes the paved bus storage yard.

NOTE C The proposed transit facility would be three levels and approximately 75 feet tall.

NOTE D A range of residential units is provided; however, all analyses assume the high end of the range. Approximately 40 percent of all residential units would be two-bedroom units with up to 15 percent of two-bedroom units potentially becoming three-bedroom units. Approximately 50 percent of all residential units would be market rate, and the other 50 percent would be below market rate or affordable residential units.

NOTE E A limited number of car-share spaces may be provided at the basement level.

The Short-Listed Respondents will receive in the RFP a program definition, technical requirements, and Design Guidelines for use in developing Proposals and that will form the basis for the development of the Project during the PDA phase. As such, the floor areas shown in this table are subject to refinements and changes that may occur during these processes. The Project will necessarily evolve as part of the CEQA and public review processes, as well as review by City decision-makers. The Project could change or could include measures or modifications necessary to respond to environmental or other issues, and the City could also decline to approve the Project in its entirety.

D.2.3

Transition to Battery Electric Fleet

The SFMTA currently operates electric trolley coaches (buses) with an overhead catenary system to provide electric power for street operations and within the existing Potrero Yard facility. One especially dynamic aspect of the Project's design is that the facility must switch from the current electric trolley coach fleet to a battery electric fleet. State and local policy directives are driving the transition to battery electric technology. As detailed in the DCD, when the Project is completed in 2026, a portion of the bus fleet will consist of battery electric buses while the remainder will be trolley buses.

The bus technology, charging infrastructure, and electrical load requirements are very much in flux. The SFMTA recently retained the services of a consultant team led by WSP to analyze these issues for the SFMTA's overall fleet and system and provide recommendations to accommodate the transition to a battery electric fleet across the system. WSP's work product will be a resource to the Development Team as the Project's design is advanced in the PDA phase.

D.3

Housing and Commercial Component Program

This section summarizes the planning and feasibility studies conducted to date and the basis for the Housing and Commercial Component program that will be included in the RFP. It is provided for reference only in this RFQ so that interested parties may familiarize themselves with the City's planning process and the key technical issues that are relevant for the design and development of the Project.

The previously developed concept is not intended to be the final word on the Project's Housing and Commercial Component. The SFMTA understands that the precise unit count and elements of the housing program as well as the design may be modified as a result of the RFP bidding process and the Project's development during the PDA phase, as well as changes that could result from the environmental analysis and review under CEQA, the public review process, and the City's decision-making processes.

The Short-Listed Respondents who receive the RFP will base their proposals solely on the content to be provided in the RFP, which will include a program definition, technical requirements, and Design Guidelines.

D.3.1

Planning and Feasibility Process

The Housing and Commercial Component, as currently conceived, is based on numerous sources and inputs, some of which date back many years. Collectively, this information helps to explain why the SFMTA has prioritized housing as a key element of the Project and why the reference design concept has arrived at the affordability target and physical parameters presented in Section 2 of the RFQ and Appendix D.2.

The contributing sources for and inputs to the conceptual housing program are as follows:

- In 2013, the SFMTA completed work on the *Real Estate and Facilities Vision*⁴ or "Vision Plan." This campus-wide assessment of the SFMTA's facilities and land holdings studied the potential for a joint development at several SFMTA bus yards, including the site of the existing Potrero Yard. The reasons to pursue a joint development, as enumerated in the Vision Plan, included its potential to reduce the capital cost of facility overhauls and to advance other policy goals, such as building housing and activating neighborhoods.
- In 2014, then-Mayor Ed Lee launched the Public Land for Housing Program, which directed City agencies, including the SFMTA, to develop affordable housing and housing generally on City-owned real estate, where feasible.
- In early 2018, once the planning and feasibility work for the Project was underway, the SFMTA and its team of consultants had initial conversations with SF Planning to understand potential design parameters for the site. Given the restricted zoning of the site (Public Use with a maximum height of 65 feet), the SFMTA knew that a substantial change to the current zoning would be required to accommodate an expanded bus facility combined with a housing development. While emphasizing the discretionary nature of any future zoning change, SF Planning established initial,

⁴ Available at <https://tinyurl.com/yaes5zf6>.

conceptual guidance for the maximum envelope of the site. This guidance included a suggested upper limit on the height of the Facility and on the orientation and massing of the building to minimize shadows, to the extent feasible, on Franklin Square.

- Starting in 2018 and continuing through 2019, the SFMTA led an extensive community outreach effort consisting of discussions with stakeholders, presentations before neighborhood organizations, a series of community meetings, and formation of a neighborhood working group. A number of principles regarding housing and urban design have emerged from this process, including:
 - Overall strong support for housing as a land use at the site
 - Interest in substantial density and unit count
 - Support for a significant increase in height, provided that the design accounts for shadow effects on Franklin Square and that the height and bulk of the Facility are in keeping with the scale of the neighborhood
 - Support for an affordability target that is substantially above the minimum prescribed by the Planning Code (25 percent affordable) for the Mission neighborhood
 - For those units that are designated as affordable, interest in serving lower income households rather than moderate income households
 - Support for incorporating housing for SFMTA/Muni employees into the Project in some fashion
 - Interest in activating the surrounding sidewalks and streetscape through neighborhood-serving commercial uses and thoughtful ground-floor design treatments
- In parallel with these community conversations, the SFMTA continued to engage fellow City departments to refine the conceptual program and design of the Project. The SFMTA had discussed with MOHCD the possibility that the City could contribute to achieve increased affordability. The effects of COVID-19 have changed the City's assumptions about budgeting for affordable housing. MOHCD has expressed its support for the Project, and conversations between the SFMTA and MOHCD about City-provided gap financing are ongoing. The SFMTA held a series of design charrettes with SF Planning to advance the reference design concept from broad design principles to a conceptual project that would be acceptable to SF Planning from the standpoint of urban design. SF Planning recently furnished a letter confirming that it is broadly supportive of the design parameters expressed in the conceptual design.
- While the SFMTA worked with HDR on the reference design concept of the transit maintenance facility, the other members of the feasibility and planning team—most notably Hatch Associates and SITELAB Urban Studio, an architecture and urban design firm—worked with the SFMTA to develop a conceptual program for the housing element. This effort included refining hard cost estimates and financial scenarios to verify assumptions and overall financial feasibility.
- The Project will necessarily continue to evolve as part of the CEQA and public review processes, as well as review by City decision-makers. The Project could be modified or could include measures or modifications necessary to respond to environmental or other issues, and the City could also decline to approve the Project in its entirety.

The program resulting from this process reflects key design and policy inputs gleaned during the course of the work—for example, maximizing the amount of housing on the site within reason and feasibility, balancing the desire for density with an understanding of neighborhood context, and limiting shadows on Franklin Square to the north.

D.3.2

Basis for the Housing and Commercial Component's Program

The result of the above analysis and dialog that have taken place over the past two and a half years is a series of drawings and tables that describe the overall layout, massing, arrangement of key features, square footages, and program (unit count, unit type, etc.) for the Housing and Commercial Component of the Project.

As currently conceived, the reference design concept for the Housing and Commercial Component of the Project (which for the purposes of the RFQ and RFP is for reference only) include the following features:

- 525 to 575 housing units. In the previously developed reference design concept, a portion of the units is accommodated within an outer band or "liner" within the 75-foot bus podium. The remaining units are scattered throughout a series of midrise buildings above the podium. These structures are organized around internal courtyards that would provide light, air, and needed greenspace for both residents and SFMTA employees.
- A maximum height of 150 feet on the south side of the site, tapering down from south to north to minimize shadows on Franklin Square. The reference design concept sized and placed the towers in such a way that they would not generate substantial shadows on Franklin Square.
- An initial target of 50 percent of the housing units being affordable, with express encouragement for the Project to seek additional funds to maximize the affordability percentage, even up to 100 percent of the units being affordable. The affordable units would be financed through a cross-subsidy from market-rate units, widely available funding sources for affordable housing (e.g., Low Income Housing Tax Credits, tax-exempt bonds), City affordable housing funds if available, and/or other innovative funding sources identified by the Developer in coordination with MOHCD that may be available during the PDA phase. The initial target and language to maximize affordability, up to 100 percent affordable, is the result of extensive conversations with stakeholders and City policy makers. While 50 percent is an ambitious though attainable initial target, the SFMTA encourages innovative approaches to design, financing, and project delivery for the Housing and Commercial Component that would deliver a greater number of affordable housing units and increase the affordable housing percentage, including moderate income housing, while fulfilling the Project Objectives outlined in Section 3.1. The RFP will define the evaluation criteria for proposals that demonstrate innovative solutions resulting in increases in the Housing and Commercial Component's percentage of the housing units being affordable above the initial target.
- A mix of studio, one-bedroom, and two-bedroom units, with a minimum of 40 percent of the units being two-bedroom units, per the requirements of the Planning Code.
- No on-site parking for the Housing and Commercial Component. This approach is consistent with recent affordable housing developments financed by the City and with the City's Transit First Policy and climate change goals. The absence of on-site parking would be paired with comprehensive TDM measures to encourage residents to use sustainable modes of transportation rather than defaulting to ride sharing or using vehicles parked off site.
- Up to 33,000 gross square feet (gsf) of commercial and active uses to activate the street and serve residents and SFMTA employees on site.

The SFMTA understands that the Lead Master Developer would have to work with the SFMTA, other City agencies, and the broader community to fine-tune a number of elements of the housing program. The housing program will necessarily evolve as part of the CEQA and public review processes, as well as review by City decision-makers. The Project could change or could include measures or modifications necessary to respond to environmental or other issues, and the City could decline to approve a portion of the Project or the Project in its entirety.

These outstanding elements include but are not limited to:

- The final unit count and final mix of units by bedroom type.
- The precise AMI levels of units, especially in light of the “income averaging” provision now permitted for Low Income Housing Tax Credit developments.
- Housing for SFMTA/Muni employees and how that may be integrated into the marketing, leasing, and management of the Project.
- Design challenges that were not fully resolved during the reference design concept phase, including strategies for activating certain street frontages (17th Street in particular) and the optimal location for residential lobbies to minimize conflicts between residents and buses entering and exiting the site.
- The extent and location of street-level commercial uses to activate street frontages.

The SFMTA will provide core direction on each of these and other topics at the forthcoming RFP stage.

D.4

California Environmental Quality Act and Entitlements

The Potrero Yard Modernization Project is subject to State- and City-mandated environmental review under CEQA. Given the scale of the Project, the numerous discretionary reviews and actions involved (e.g., changing the existing zoning to accommodate the Project), and the Project’s proposed impact to a designated historic resource (the existing Potrero maintenance building), preparation of an EIR is required.

The purpose of the EIR is to disclose potential significant environmental impacts associated with the Project to decision-makers and the public. The EIR analysis will also examine the feasibility of alternatives to the Project as proposed and prescribe mitigation measures that lessen the Project’s impacts.

The Potrero Yard EIR process is currently underway. Environmental review commenced in November 2019 when the SFMTA submitted a project application for the Potrero Yard Modernization Project to SF Planning. Since November, the SFMTA has been working with the Environmental Planning division of SF Planning and the environmental consultant for the Project, SWCA, on a variety of CEQA-related tasks. These include: refining the Project Description and Notice of Preparation, determining reasonable Project alternatives (including historic preservation alternatives), and performing technical analyses on CEQA-required topics such as shadow, wind, air quality, and transportation, among others.

D.4.1

California Environmental Quality Act Process Considerations for the Project's Procurement

Due to the Project's schedule goal of project completion by 2026, which is driven by the SFMTA's timing with respect to space needs, the environmental review was initiated with a concept design. The SFMTA envisions that the Lead Master Developer, once selected, will work with the SFMTA as a joint project sponsor for the purposes of CEQA.

Once a PDA has been executed, the SFMTA envisions that responsibility for completing the EIR process and documentation will be shared by the SFMTA and the Lead Master Developer. The SFMTA is the sponsor and SF Planning will continue to administer the environmental review process.

The SFMTA has worked diligently on a project description that presents a conservative design and analyzes a reasonable scenario of significant environmental impacts. In addition, the SFMTA has engaged SF Planning in a partnership to provide a clear urban design framework for the Project. This approach presents significant schedule savings to the Lead Master Developer, reduces risk to the Project concept, and compresses the entitlement schedule.

The SFMTA also welcomes innovative concepts that will be beneficial to the Project yet generally compatible with the CEQA analysis completed to date.

To fully benefit from this prior work, the selected Lead Master Developer's Project proposal will need to fit within these assumptions and constraints while resolving the outstanding issues outlined above. The Project will necessarily continue to evolve as part of the CEQA and public review processes, as well as review by City decision-makers. The Project could change or could include measures or modifications necessary to respond to environmental or other issues, and the City could also decline to approve the Project in its entirety.

The Potrero Yard Draft EIR is scheduled for publication in the second quarter of 2021. The Project schedule assumes approval of the Final EIR and entitlements in the fourth quarter of 2021 / first quarter of 2022.

The SFMTA is not conducting an environmental review under NEPA, as there is no expectation of federal funding for the Project at this time.

D.4.2

Rezoning and Entitlements

Moving in parallel with the environmental review process, the SFMTA has begun discussions with SF Planning on how to address the zoning/entitlements process. As outlined above, the Project is located within a Public Use (P) Zoning District and a 65-X Height and Bulk District. SF Planning has provided preliminary direction, described below, on the entitlements pathway, given that the Project would not be permitted under the property's current zoning.⁵

Based on discussions with SF Planning, a change in zoning would be necessary to accommodate the Project. Creation of a Special Use District (SUD) through a Planning Code text amendment would permit the unique height, bulk, and land use mix that the

⁵ For more information, please see the following SF Planning document: <https://tinyurl.com/y92yhodu>.

SFMTA envisions for the Project. The entitlements path may also require a Zoning Map amendment, General Plan amendment, Conditional Use authorization, and other discretionary actions. These changes would require review by both the Planning Commission and Board of Supervisors and would take place either concurrently or after (and if) the Final EIR is certified.

The Project would also be subject to several additional discretionary reviews by other City agencies, acting in their regulatory capacities. These include a San Francisco Recreation & Park Commission review of the Project's shadow impact on Franklin Square as well as the San Francisco Arts Commission's Civic Design Review⁶ process to ensure that the Project meets aesthetic standards for civic buildings.

The SFMTA will provide further information on the entitlements process in the forthcoming RFP.

D.5

Asset Management Requirements

As described in Sections 2 and 3 of the RFQ, the City envisions the Joint Development of a public infrastructure asset (the Bus Yard Component) and a private real-estate development (the Housing and Commercial Component), together with the Common Infrastructure, as one integrated Facility on the site. For the proper life-cycle operations and maintenance of these components individually and for the Facility as a whole, the City foresees the need to develop an Asset Management Program in partnership with the Lead Master Developer.

In this context, the Asset Management Program is defined as the collection of all facility management, engineering, repairs and maintenance, and other activities necessary to provide a best-value level of service for the Facility as a whole during its operational life-cycle. The Asset Management Program would define and allocate responsibilities and obligations to the parties in the Joint Development transaction according to the needs of each component of the Facility.

D.5.1

Role of the Principal Parties for the Asset Management Program

For the purposes of the RFQ, the following are expected to be the principal parties and their roles in relation to the Asset Management Program. This structure may be further developed for the RFP and, as explained in Section 4 of this RFQ, it is not binding for the eventual Project Agreement.

- **City.** The Bus Yard Component is the Project's core public infrastructure that the SFMTA would operate and maintain throughout the life of the Project, in accordance the definition of SFMTA O&M below.
- **Lead Master Developer.** During the PDA phase, in partnership with the City, the Lead Master Developer will develop a comprehensive Asset Management Program that aligns with the Project's objectives defined in Section 3 of the RFQ.

⁶ For more information, please see: <https://tinyurl.com/y8yqahnb>.

- **Master Project Company.** From the City’s perspective, the Master Project Company would be the single point of contact and responsible for delivery of the Project, as defined in the PA and the customary related contracts such as direct agreements. The PA would include performance of the Asset Management Program and would exclude the SFMTA O&M as described below. Once the PA is executed at Commercial Close, the Master Project Company will oversee and implement the Asset Management Program. The Master Project Company may pass down the appropriate responsibilities defined in the Project Agreement for the Bus Yard and Housing and Commercial Components to the Bus Yard Project Company and Housing Project Company, respectively.⁷
- **Bus Yard Project Company.** As part of the Asset Management Program, the Master Project Company would oversee and implement a program of Infrastructure Facility Maintenance for the Bus Yard Component and the Common Infrastructure, the scope of which is defined in Section D.5.3 below. The Master Project Company may pass down these responsibilities to the Bus Yard Project Company. The Bus Yard Project Company may in turn pass these responsibilities down to an Infrastructure Facility Maintenance Provider.
- **Housing Project Company.** As part of the Asset Management Program, the Master Project Company would oversee and implement a program for Property Management for the Housing and Commercial Component. The Master Project Company may choose to pass these responsibilities down to the Housing Project Company. The Housing Project Company may in turn pass these responsibilities down to a Property Management Provider.

D.5.2

Expected Asset Management Program Scopes of Work for the Project’s Components

The anticipated scopes of responsibility for the Asset Management Program are summarized as follows:

- **Infrastructure Facility Maintenance** is defined as the customary collection of facility management, engineering, repairs and maintenance, renewals and replacement, and other activities necessary to ensure that the Bus Yard Component and the Common Infrastructure provide an adequate level of service, excluding the activities defined below in the scope of SFMTA O&M.
- **Property Management** is defined as the collection of facility management, leasing, rent collection, tenant services and relations, engineering, repairs and maintenance, renewals and replacement, and other activities that are customary in the real estate industry for the Housing and Commercial Component.
- **SFMTA O&M** is defined as the collection of activities conducted by the SFMTA within the Bus Yard Component, which comprises: transit operations; O&M of transit vehicles (including but not limited to SFMTA buses and non-revenue vehicles); O&M of the bays, shops, and equipment needed to maintain transit vehicles; O&M of work areas, storage areas and rooms, and electrical infrastructure of the transit vehicles (including but not limited to the trolley bus overhead contact system, batteries, and battery systems); O&M of the Furniture, Fixtures, and Equipment (FF&E) of support spaces such as administration offices, break rooms, kitchens, restrooms, locker rooms,

⁷ In this context, any commercial component is included in the Housing Project Company’s scope of responsibility.

training facility, custodial support rooms, and other support spaces within the Bus Yard Component; O&M of the communications and information technology systems necessary for SFMTA transit operations, administration, training, and other activities; O&M activities such as replacement parts inventory, custodial, waste management, pest control, building security, uniforms, catering, and other such services that the SFMTA customarily performs in its existing transit maintenance and storage facilities.

D.5.3

Expected Scope of Infrastructure Facility Maintenance

The scope of Infrastructure Facility Maintenance covers the Bus Yard Component and the Common Infrastructure. The specific scope of work would ultimately depend on two factors:

- The design proposals presented by the Short-Listed Respondents in response to the RFP, which may propose different strategies or approaches for the configuration of the Bus Yard, Housing, and Commercial Components
- The final choices the City will make with respect to the scope of the SFMTA O&M

During the PDA phase, the Lead Master Developer and the City will work in partnership to develop, among other elements of the Project, the Infrastructure Facility Maintenance's definition, scope, costs, etc. However, for the purpose of the RFQ, and based on the technical feasibility study completed by the SFMTA prior to the procurement process, the City expects the scope of Infrastructure Facility Maintenance to be as described below.

For the Bus Yard Component, the scope would include, in principle, the following building maintenance elements:

- Structural system
- Building systems (e.g., HVAC, plumbing, electrical, fire and life safety systems, controls and building management system, and security system)

The Common Infrastructure is broadly defined as the collection of elements of the Facility that are shared by the Bus Yard and Housing and Commercial Components. For the Common Infrastructure, the scope would include, in principle, the following building maintenance elements:

- Bus Yard Component's podium roof structure supporting the Housing and Commercial Component over the podium, including drainage and waterproofing systems
- The complete building envelope of the Facility, including cladding and insulation
- Vertical circulation elements such as stairs, emergency egress, and elevators
- Shared or common areas, such as open space (whether public or private), lobbies, and shared service areas (e.g., loading docks, storage spaces, waste handling facilities, etc.)
- Shared utility / building system spaces and vertical / horizontal distribution chases

D.5.4

Expected Allocation of Responsibility for the Asset Management Program

The following table summarizes the expected allocation of responsibilities for the Asset Management Program, among the principal parties and at a conceptual level, for the different components of the Project, based on the definitions stated above. This allocation will be further developed in the RFP as the basis for the Short-Listed Respondents to prepare and submit their Proposals.

Table 4: Responsibility Allocation Matrix for the Asset Management Program

Party	Bus Yard Component	Common Infrastructure	Housing and Commercial Component
City	SFMTA O&M	Oversight	None
Lead Master Developer	Development of the Asset Management Program during the PDA phase in partnership with the City		
Master Project Company	Implementation and ongoing quality assurance of the Asset Management Program once the PA is executed		
Bus Yard Project Company	Infrastructure Facility Maintenance		None
Housing Project Company	None	Payment of its share of costs	Property Management

D.5.5

Commercial Principles for Infrastructure Facility Maintenance

The City’s goal is to pass down the risk of life-cycle renewal and replacement to provide cost certainty, transparency, and optimized performance of the facility maintenance scope of work. This, in turn, is important to the financial feasibility and operations of each component of the Project and their coexistence as part of a vertically integrated Facility.

The City will compensate the Bus Yard Project Company for the Infrastructure Facility Maintenance scope of work via an industry-standard, performance-based regime, consistent with the description in Sections 4 and 5 of the RFQ and as will be further developed in the RFP.

The Housing Project Company will share the cost of Infrastructure Facility Maintenance associated with the Common Infrastructure.

D.5.6

Continued Performance of Infrastructure Facility Maintenance

The City expects that the term of the Project Agreement for the Housing and Commercial Component will be longer than the term for the Bus Yard Component.

In recognition of this likely fact and to address the relevant risks, the City would expect the Master Project Company to continue to maintain the Infrastructure Facility through the full terms of the PA and the air rights agreement (or other form of ownership for the Housing and Commercial Component). This continued obligation is expected to be substantially the same in form and type as the program of Infrastructure Facility Maintenance established at the time the PA is executed. The Master Project Company could potentially retain this responsibility even after the Bus Yard Project Company has been unwound.

These provisions and the mechanisms for their resolution will be further developed during the PDA phase.

D.5.7

Interface Agreements

As stated in Section 3 of the RFQ, an important objective for the procurement is the appropriate transfer of risk over the Facility's life-cycle. To achieve this goal, the expected PA would establish the Master Project Company as the single point of responsibility for the Project. The Master Project Company would in turn pass down risks associated with the Project's distinct components to the parties best able to manage them.

To achieve this objective, the City expects that during the PDA phase the Lead Master Developer would put in place interface agreements among the parties that will include, among others:

- Master Project Company with the project companies with respect to the Asset Management Program
- Design-build contractor delivering the Facility with the:
 - Bus Yard Project Company with respect to the program of Infrastructure Facility Maintenance
 - Housing Project Company with respect to the program for Property Management
- Bus Yard Project Company with the Housing Project Company with respect to the Common Infrastructure

The interface agreements are expected to be substantially the same in type, form, and content as those customary for joint development and design-build-finance-maintain procurements.