

REQUEST FOR PROPOSALS

(Notice of Development Opportunity)



For the Rehabilitation and Adaptive Reuse of
The HENRY J. KAISER CONVENTION CENTER
also known as the
Oakland Municipal Auditorium

Release Date: September 22, 2014

Deadline for Submissions: November 12, 2014



CITY OF OAKLAND

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I. SUMMARY OF OFFERING

OPPORTUNITY	Rehabilitate, adaptively reuse and manage the Oakland Municipal Auditorium/Henry J. Kaiser Convention Center building under a long-term lease. The building is approximately 215,000 square feet (including a basement) and sits on a roughly five-acre site.
LOCATION	<p>10 10th Street, Oakland, CA, 94607</p> <p>Generally bounded by 10th Street, Lake Merritt Blvd. (12th Street), the Lake Merritt Channel and the Oakland Museum of California.</p> <p>Parcel # 18-450-5</p>
USES	Land uses allowed include cultural, institutional, office, commercial, retail and light industrial among others.
HISTORIC STANDARDS	The building is a City of Oakland Landmark. Rehabilitation of exterior and significant interiors must be consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties.
DEVELOPMENT TEAM	Respondent team should at a minimum include an experienced developer, an architect, an historic architect and a landscape architect.
CAPITAL INVESTMENT	Substantial investment in seismic and structural modernization; new or repaired mechanical, electrical and plumbing systems; and additional improvements are required to rehabilitate the building. Business terms will reflect the private investment required.
FINANCIAL REQUIREMENTS	Each respondent will need to demonstrate its ability to successfully finance, construct and operate the project.
SELECTION PROCESS	Respondents must submit qualifications, a rehabilitation and design concept, financial information and a refundable "Offer to Negotiate Deposit" of \$5,000. An evaluation panel will evaluate proposals against the evaluation criteria contained in this RFP and may interview select respondents. The panel's recommendation of a respondent will be forwarded to the City Council for independent review and action.

EXCLUSIVE NEGOTIATIONS	After City Council action, City staff will work with the selected development team to prepare an Exclusive Negotiations Agreement (“ENA”). The selected team will be required to provide a non-refundable deposit of \$25,000 within 30 days after the execution of the ENA.
LEASE DISPOSITION AND DEVELOPMENT AGREEMENT	During the ENA period, the City and the selected development team will negotiate terms of a LDDA and form lease with the City. The agreements will appropriately reflect the proposed uses, capital investment and market conditions. Exact duration and financial terms of the lease to be negotiated.
SUBMITTAL DEADLINE	Proposals are due Wednesday, November 12, 2014 at 2:00 p.m. to the Contracts and Compliance Office of the City Administrator, City of Oakland, 250 Frank Ogawa Plaza, Suite 3341 (Third Floor), Oakland, CA 94612.
PRE-SUBMITTAL MEETING AND TOUR	There will be a pre-submittal meeting and building tour on Friday, October 10, 2014, at 10:00 a.m. at the Henry J. Kaiser, Calvin Simmons Theater, 10 10th Street.
CONTACTS	<p>Kelley Kahn Office of the City Administrator, Project Manager 510.238.6190 kkahn@oaklandnet.com</p> <p>Jens Hillmer Department of Economic & Workforce Development 510.238.3317 jhillmer@oaklandnet.com</p>

II. INTRODUCTION

The City of Oakland is pleased to issue this Request for Proposals (RFP) seeking qualified respondents (“Respondent”) to rehabilitate, adaptively reuse and manage the Oakland Municipal Auditorium/ Henry J. Kaiser Convention Center (the “Henry J. Kaiser building”) located at the southern end of Oakland’s Lake Merritt. This offering presents a rare and unique opportunity to return a monumental civic building to life and to further the revitalization of the Lake Merritt area. The City is open to creative adaptive reuse proposals that contain a mix of public and private uses in the building.

The City intends to award a ground lease for the project to the respondent deemed most qualified, based on the evaluation criteria contained in this RFP. The key dates for this offering and anticipated schedule for the selection of Respondent are below.

Pre-Submittal tour and conference:	Friday, October 10, 2014, at 10:00 a.m. at the Henry J. Kaiser building, Calvin Simmons Theater, 10 10th Street
Written questions deadline:	October 24, 2014 by 5:00 p.m.
Submittal deadline:	Wednesday, November 12, 2014 at 2:00 p.m.

Interested parties are responsible for reviewing and becoming familiar with the contents of all portions of this RFP including all attachments, all background materials referenced in this RFP, all addenda to this RFP and the Lake Merritt Station Area Plan.

III. PROPERTY DESCRIPTION

The Henry J. Kaiser building was designed as a multi-purpose arena and theater that opened in 1914. The building is located between Lake Merritt Boulevard and 10th Street, just west of the Lake Merritt Channel and immediately east of the Oakland Museum of California. The address of the building is 10 10th Street.

The Oakland Municipal Auditorium complex was renamed in honor of Henry J. Kaiser in 1982. The theater was named for Oakland Symphony conductor Calvin Simmons who died that same year. The building is a designated City of Oakland Landmark. It has been closed and largely unused since 2005.

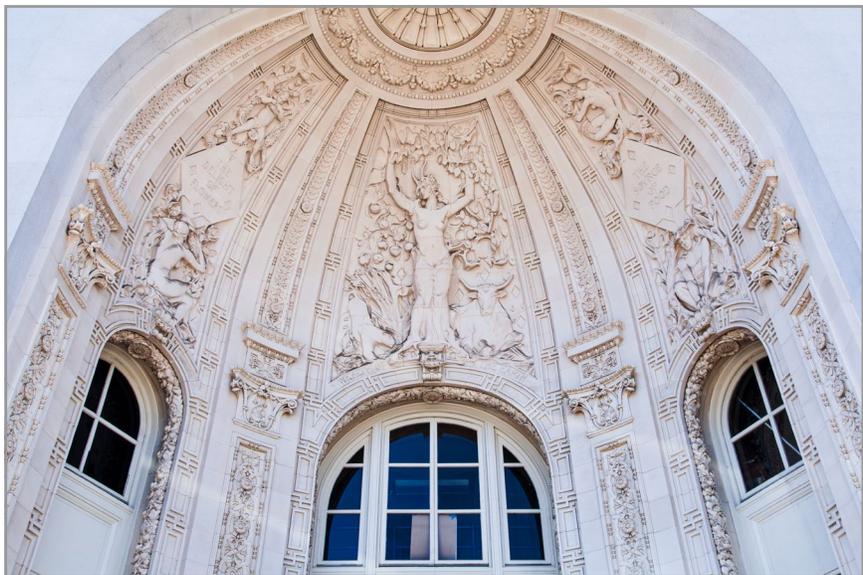


Figure 1. One of seven arched niches along the building's northern façade.

A. The Building

The Henry J. Kaiser is a strong example of Beaux-Arts architecture, with classical, simple massing punctuated by sculptural decoration and ornamental detail. The exterior of the building is clad in granite on its northern façade (facing Lake Merritt) with terra cotta trim. This façade features seven arched niches, each containing a sculptural relief designed by Alexander Stirling Calder, father to the famous mobile and abstract sculpture artist. These individually designed niches feature human figure sculptures, collectively titled "Riches of the Earth." The contrast between the rich detail of the niches and the smooth expanse of granite wall on this façade is striking and an important defining characteristic of the building's beauty and

significance. The remaining elevations are cement-plaster clad concrete.



Figure 2. The Henry J. Kaiser Convention Center's northern façade with arched niches as seen from the shore of Lake Merritt.

The building is roughly 400 feet long by 200 feet across and contains approximately 215,000 square feet of floor area, including a full basement. The building includes an approximately 45,000 square-foot arena that historically could seat up to 6,000 people. The arena is covered by a light weight three-hinged arch truss roof. The arena



Figure 3. Arena interior.

abuts the Calvin Simmons Theater, a nearly 1,900-seat formal theater. The arena and the theater share a wall. The entrance to the arena is on the east side of the building and the entrance to the theater is on the west side. The building also includes ancillary offices, lobby areas and restrooms, as well as two banquet rooms (one on the second floor and one on the third floor) and a ballroom on the third floor.



Figure 4. Calvin Simmons Theater Interior.

The building has a steel frame and reinforced concrete construction. The roof is concrete slab construction. Original skylights in the roof have been replaced with sheathing panels; the historic skylights could be restored to bring light into the interior of the building.

The existing electrical and mechanical (plumbing, HVAC, fire protection) building systems are outdated and will likely have to be replaced and/or refurbished depending on the proposed use for the facility. The

attachments to this RFP include a number of inspection, cost and feasibility reports that contain more detail about the condition of the building.

The building is an Oakland-designated landmark and has been rated “A” (Highest Importance) by the Oakland Cultural Survey. Modifications to the exterior and significant interiors of the building must be in conformance with the Secretary of the Interior’s Standards for the Treatment of Historic Properties.

A set of floor plans, sections and elevations from a renovation of the building in 1985 are attached to this RFP.

SUMMARY OF KEY BUILDING FACILITIES	
Calvin Simmons Theater	1,899 seats: 866 orchestra, 489 first balcony, 544 second balcony. Theater area is 35% of first level.
Arena	3,723 fixed seats, flat floor. Arena area is 64% of first level.
Basement level	79,975 sf; currently used for storage
First level	75,932 sf; arena and orchestra level seating for theater
Second level	38,240 sf; theater mezzanine, arena corridor, seating, concessions and Olympic Room
Third level	22,643 sf; theater balcony, Ballroom and Gold Room
Olympic Room	NW corner of 2nd floor. 2,000 s.f.
Gold Room	SW corner of 3rd floor. 3,100 s.f. main floor and 800 s.f. balcony
Ballroom	NW corner of 3rd floor. 3,100 s.f. main floor and 800 s.f. balcony. 320 s.f. stage
<i>Data is approximate only and subject to confirmation by Respondent</i>	

B. The Grounds

The building sits on an approximately five-acre site. A recently refurbished parking lot is located in front of the building, between the building and Lake Merritt, fronting Lake Merritt Boulevard. The parking lot contains approximately 200 parking spaces. Vehicular access to the parking lot is available off of 10th Street via right-of-ways on the east and west sides of the buildings. The right-of-way on the east side of the building connects to Lake Merritt Boulevard. There is pedestrian and bicycle access to the grounds on all sides. The grounds of the property abut Peralta Park, which includes a new children's play area, and connect to the Lake Merritt Channel further east. Opportunities exist to better connect the grounds of the building – both physically and visually – to Lake Merritt, nearby public spaces, surrounding civic and educational uses, and to the surrounding circulation network.



Figure 5. New children's park on the east side of building.

C. Surrounding Uses

The building is part of cluster of active significant and historic civic buildings including the Oakland Museum of California, the Main Public Library and the Alameda County Courthouse. The Henry J. Kaiser building is directly across 10th Street from Laney College, a 60-acre community college serving more than 14,000 students. Laney College is the largest of the four Peralta Community Colleges. There are several new housing projects in the entitlement pipeline. The building and its vicinity is shown in Figures 6 and 8.

While the focus of this RFP is only the Henry J. Kaiser building, there



Figure 6. Satellite view of the Henry J. Kaiser building and surrounding area.



Figure 7. Henry J. Kaiser east façade with Lake Merritt channel in foreground.

are several other historic buildings in the vicinity that could present future development opportunities. The City of Oakland also owns the smaller Fire Alarm Building, northwest of the Henry J. Kaiser building at the corner of 13th Street and Lakeside Drive. The rehabilitation and adaptive reuse of this building may be the subject of a future RFP to help further activate this corner of Lake Merritt.

The former Oakland Unified School District (OUSD) Administration Building at 1025 2nd Avenue, also known as the Paul Robeson Building, and the Ethel Moore building at 121 E. 11th Street are

currently vacant. Both buildings are to the east of the Henry J. Kaiser on the other side of the Lake Merritt Channel. These properties and others are the subject of a recent Request for Qualifications (RFQ) by OUSD.

D. Lake Merritt and the Measure DD Improvements

An important feature of the Henry J. Kaiser building is its relationship to Lake Merritt; the building is quite prominent in the landscape surrounding the lake and is clearly visible from many vantage points. In November 2002, Oakland voters passed a bond measure known as Measure DD, “Oakland Trust for Clean Water and Safe Parks,” which helped fund a number of improvements around the lake that helped improve the building’s relationship to Lake Merritt. The measure funded improvements to the former 12th Street (renamed Lake Merritt Boulevard) that runs between the Lake and the Henry J. Kaiser building. The funds were used to reduce the roadway from 12 lanes to six lanes creating new public open spaces along the lake and a stronger visual link between the Kaiser Center and Lake Merritt. A key component of these improvements is a new amphitheater and public green along Lake Merritt, directly across Lake Merritt Boulevard from the Henry J. Kaiser building. This public space has become a well-used event area and place for park users to picnic, rest and linger over views of the Lake.

Measure DD also funded a pedestrian bridge across the Lake Merritt Channel just north of the Henry J. Kaiser building. It also funded the refurbished surface parking lot fronting Lake Merritt and the new children’s park to the east.

E. Transportation Access

The Henry J. Kaiser is less than a third of a mile from the Lake Merritt BART Station and is served by multiple AC Transit bus lines. It offers easy access to the I-880 freeway. Vehicular access to the building is off of 10th Street and Lake Merritt Boulevard. Bicycles and pedestrians can access the site from many points.



Figure 8. Henry J. Kaiser Building Location and Vicinity

IV. PROJECT OBJECTIVES AND DESIRED LAND USES

A. Objectives and the Lake Merritt Station Area Plan

The Henry J. Kaiser building sits within the boundaries of the Lake Merritt Station Area Plan (the “Plan”). The Plan and its environmental impact report (“EIR”) are anticipated to be before the Oakland City Council for certification and adoption this fall. The Plan is the result of many years of community outreach and input. More information about the Plan, including the current draft, the EIR, schedule and all background materials can be found at:

www.Business2Oakland.com/lakemerrittsap

The Plan defines several key objectives for the Henry J. Kaiser building, including:

- Preserving and reactivating the building
- Activating the southern end of Lake Merritt
- Helping to complete an entertainment, education and cultural hub in the area
- Establishing the building as an additional destination in the Plan area

The unique setting and location of the building call for several related key objectives for the building including:

- Creating opportunities to better connect it – physically and visually - to the surrounding community and open space network, including Laney College, the Oakland Museum of California and Lake Merritt
- Ensuring the building and its grounds retain a sense of being publicly accessible, while allowing a mix of public and private uses.

B. Encouraged Land Uses and Activities

The City is open to all creative proposals for the adaptive reuse of the Henry J. Kaiser building. The City anticipates some combination of public and private uses will be necessary to address the City’s goal of maintaining regular public access to the building while ensuring a financially feasible project. As described in the next section, all

proposals must include the restoration and ongoing operation of the Calvin Simmons Theater.

The adaptive reuse of the building could include some combination of the following uses:

1. Cultural uses such as performance space for music, theater, dance; film screenings; museum; exhibition spaces or other arts-related uses that invite the public into the building and create synergies with the nearby Oakland Museum of California and Laney College
2. Entertainment uses such as sports facilities or live music concerts
3. Conference and event space
4. Light industrial uses such as a brewery, maker spaces, artist studios or other production uses that can offer the public access on a regular basis
5. Restaurants or retail uses that activate the building and grounds
6. Office, research and development, technology, design and other private commercial uses

This list is not intended to be exhaustive and the City is open to new ideas and creative uses.

V. KEY TERMS

Below are key elements of the proposed offering that should be addressed and included as part of the response to this RFP.

1. *Rehabilitation, Adaptive Reuse and Management:* The development team shall be responsible for the rehabilitation of the Henry J. Kaiser building as well as its ongoing management. Rehabilitation of exterior and significant interiors must be consistent with the Secretary of the Interior's Standards.
2. *Calvin Simmons Theater:* The Calvin Simmons Theater must be rehabilitated for use as a performance space, capable of accommodating professional performance organizations. The developer must also manage the theater or partner with a management entity. The theater must be made available a certain number of times per year (exact number to be negotiated) rent-free or at discounted rates to local, non-profit performing arts groups. The City may consider some level of financial assistance to support the reuse of the theater space.
3. *Interim Uses:* Developer shall be responsible for periodically activating the grounds or the building (to the degree possible) with interim uses such as food trucks, art and maker fairs, demonstration projects, performances, sporting events, roller skating or other creative uses that invite the public to experience the site before the project is complete. The developer will be responsible for a minimum of two public events a year on the property following approval of the ENA, subject to construction schedules and staging requirements.
4. *Community-based Financing Tools:* The City is interested in exploring the viability of new community-based financing models that allow Oakland residents of all income and wealth levels to participate in the profits generated by becoming investors in the project. To the degree possible, and to the degree it is feasible in combination with other financing mechanisms, respondents should consider using community-based financing tools such as community development IPOs or other innovative community financing tools and platforms. For example, a project in San Diego recently offered an investment opportunity to community residents: http://www.ssireview.org/articles/entry/the_peoples_ipo
5. *Public Input:* The selected developer, in consultation with the City, shall design a public input process to solicit feedback on its proposal for the building from local stakeholders (such as residents, potential users, and local organizations such as the

Measure DD Community Coalition). The process could include public workshops and design charrettes, user group meetings, online platforms, and/or web-based applications. Developer shall solicit input from the Oakland Landmarks Preservation Advisory Board, Oakland Heritage Alliance and other interested parties regarding the historic rehabilitation of the building and related design issues.

6. *On-Site Presence:* Selected development team shall commit to locating its planning and construction team on site as soon as possible to create a physical presence at the building and improve the security of the building.
7. *Required Investment:* Through this RFP, the City seeks developers for the Henry J. Kaiser building that can bring together the financial resources needed to execute the project. As documented in the attached background materials, the building requires substantial investment to return it to active use. The selected Respondent will be expected, among other things, to remedy structural deficiencies, replace or repair mechanical, electrical and plumbing systems and construct any other improvement needed to meet Building Code requirements and appropriate green building standards.
8. *Lease and Financial Terms:* The City is proposing a long-term ground lease for the property, not a sale. The negotiated lease terms will be appropriate for the proposed uses, capital investment and market conditions. The length of the lease term will be determined as part of project negotiations. While the City is assuming a fair market rent lease, some City participation may be negotiated to support elements of the project meeting key objectives.
9. *Community Benefits:* While City is anticipating a mix of public and private uses in the Henry J. Kaiser building, the City is eager to see as many community benefits as possible derived from the project. Examples of encouraged community benefits include, but are not limited to, Oakland Certified local and small local business participation, commitment to prevailing and living wages, commitment to labor peace and opportunities for job training and mentoring, a high number of jobs created for a range of training and education levels, provision of high quality public facilities and amenities, etc. Note that if a City subsidy is provided, certain wage and employment contracting standards become requirements, as explained in Section X.

VI. REGULATORY SETTING

Below is a brief overview of the local regulatory framework applicable to the project. Additional requirements may apply. The rehabilitation and reuse of the Henry J. Kaiser building must comply with all applicable local, regional and State regulations and requirements. ***It is the responsibility of the developer to secure all necessary regulatory approvals regardless of what is noted in this RFP.***

A. General Plan, Zoning and the Lake Merritt Station Area Plan

The Henry J. Kaiser building falls within the boundary of the Lake Merritt Station Area Plan. The Plan calls for changes to the site's current General Plan designation and zoning, creating more flexibility in the uses allowed on the property. It is anticipated that the Plan will be before the City Council this fall for adoption.

Once the Plan is adopted, the site's General Plan designation is expected to change from Institutional to Central Business District.

While the current zoning is S-2, Civic Center, the Plan proposes a new "Flex District" zoning designation that would allow the maximum flexibility in uses, including a variety of commercial and light industrial uses. The proposed new zoning designation is referred to as "D-LM-4Flex." See the Lake Merritt Station Area Plan and related documents for more detail.

The Respondent is expected to understand and comply with all current zoning and General Plan regulations applicable to the site.

B. Environmental Review

The selected development team will be required to work with the City to determine and complete the appropriate level of environmental review based on the proposed project. Projects consistent with the objectives, policies and land use controls contained in the Lake Merritt Station Area Plan are anticipated to have a streamlined environmental review process, leveraging the environmental review completed for the Lake Merritt Station Area Plan. The City intends to use the streamlining and tiering provisions of CEQA to the extent applicable and feasible, so that future environmental review of individual projects within the Plan area is expeditiously undertaken, without the need for repetition or redundancy, as provided in CEQA Guidelines Section 15152 and elsewhere in the Guidelines. This summary, however, does

not guarantee a certain approach to the environmental review of the reuse of the Henry J. Kaiser building.

C. Historic Designation and Secretary's Standards

The Henry J. Kaiser building is an Oakland-designated Landmark and has been rated "A" (Highest Importance) by the Oakland Cultural Heritage Survey. It is also recorded in the State Historic Resources Inventory as appearing eligible for the National Register. Modifications to the exterior and significant interiors of the building must be in conformance with the Secretary of the Interior's Standards for the Treatment of Historic Properties ("Secretary's Standards"). This treatment can qualify the building for federal historic tax credits. The State of California is currently considering adoption of a State historic tax credits program, which could also apply to the reuse of the Henry J. Kaiser building once adopted.

Alterations to the property will require design review by the City of Oakland Landmarks Preservation Advisory Board and possibly by the State Office of Historic Preservation.

VII. MINIMUM QUALIFICATIONS & EVALUATION CRITERIA

A. Minimum Qualifications

The City will not consider or evaluate submittals from Respondents that do not meet these minimum requirements:

1. At least one team principal must have a minimum of ten (10) years experience in real estate development.
2. Successful completion and operation of at least three (2) real estate development projects of similar size and scope to the project proposed within the last 10 years, at least one of which must be an adaptive reuse project.
3. Strong credit history and demonstrated ability to finance the project proposed on commercially reasonable terms from equity or debt from bona fide financial institutions.
4. A development team that includes, at a minimum, an experienced developer, an architect, an historic architect, a landscape architect and the technical experts necessary to rehabilitate the building.

B. Evaluation Criteria

Evaluation of the submittals from Respondents that meet the minimum qualifications will focus on the capability of the Respondent and the strength of the Respondent's proposed concept for the rehabilitation and reuse of the Henry J. Kaiser building ("Rehabilitation Concept"). The evaluation criteria below will be used to assess the relative strength of each submittal.

1. Developer Experience (30 Points)
 - a. Successful track record in rehabilitating, developing and operating facilities similar to the proposed project.
 - b. Experience with adaptive reuse and historic preservation projects, in particular with meeting the Secretary of the Interior's Standards.
 - c. Experience with complex projects that included identifying and securing tenants, defining a rehabilitation scope, structuring the transaction, securing necessary approvals and managing the construction process.
 - d. Demonstrated ability to operate and maintain real estate projects once completed, including sustaining occupancy

and addressing on-going operational needs.

- e. Proven ability to work with public sector in delivering projects and meeting development goals.
- f. Sufficient staff and consultant resources to deliver the project.
- g. Track record of local hiring and participation of locally owned businesses in prior projects.
- h. Demonstrated ability to work with and solicit input from community stakeholders and local organizations, and address community concerns.
- i. Demonstrated understanding, ability and flexibility to obtain key approvals and community support in a complex political and regulatory context.
- j. Demonstrated experience in incorporating green building standards into the design and operation of the project.

2. Financial Capacity (20 points)

- a. Proven ability of developer to possess or attract equity and debt capital for projects similar in scope and cost to the proposed Rehabilitation Concept as evidenced by:
 - i. Financing of comparable projects.
 - ii. Access to sufficient debt and equity for the project proposed.
 - iii. On-going relationships with financial sources.

3. Rehabilitation Concept and Key Objectives (30 points)

- a. Consistency of proposed Rehabilitation Concept with objectives for the project discussed in Section IV.
- b. Responsiveness to key terms contained in Section V.
- c. Fit and synergies of proposed building use(s) and improvements with surrounding land uses including Lake Merritt and surrounding open spaces, the Oakland Museum of California, Laney College and BART.
- d. Overall sensitivity to the surrounding context including understanding of circulation possibilities and site

landscaping opportunities.

- e. Overall ability of the proposed project to add to the vitality of the surrounding neighborhood and maintain a sense of public accessibility to the building.

4. Feasibility (20 points)

Likelihood of Respondent and proposed concept meeting the City objectives in an expedient manner. Factors considered will include:

- a. Evidence of ability of this Respondent to attract necessary public and private investment for the Rehabilitation Concept proposed.
- b. Feasibility of the Rehabilitation Concept to address the deteriorated state of the building in the near term.
- c. The probability of obtaining approvals for the proposed project, given the historic status of the building and the physical and regulatory constraints on development.
- d. Cash flow projections that demonstrate the project, once operational, will meet all lease, debt service and operating expenses.
- e. Demonstrated strength of the real estate market for specific uses proposed.

5. Community and Public Objectives (15 points)

- a. Amount of community benefit derived from the project, such as but not limited to, amount of local and small business participation, commitment to prevailing and living wages, commitment to labor peace, number of jobs created, opportunities for mentoring or job training, number and quality of public facilities and amenities proposed, etc. Note that if a City subsidy is provided, certain wage and employment contracting standards become requirements, as explained in more detail in Section X.

VIII. SUBMITTAL INSTRUCTIONS AND REQUIREMENTS

A. Submittal Instructions

1. Schedule

Pre-Submittal Conference and Tour	October 10, 2014, 10:00 a.m.
Deadline for submission of written questions	October 24, 2014, 5:00 p.m.
Submittal deadline	November 12, 2014, 2:00 p.m.

2. Pre-Submittal Meeting and Building Tour

Interested parties are strongly encouraged to attend the pre-submittal meeting and tour on Friday, October 10, 2014, from 10:00 a.m. to noon at the Henry J. Kaiser, Calvin Simmons Theater, 10 10th Street. City staff will address questions and offer a tour of the building. Access may be limited based on building conditions and all parties will be required to sign liability waivers.

3. Questions Regarding RFP

Any requests for information concerning, or clarification of, this RFP must be submitted in writing before 5:00 p.m. on October 24, 2014, to: Kelley Kahn, 250 Frank Ogawa Plaza, Suite 3315, Oakland, CA 94612 or by e-mail to kkahn@oaklandnet.com.

Responses to all questions directed to staff either at the pre-submittal meeting or in writing prior the date above will be posted on the City's web page for this RFP. Respondents are presumed to have received any and all information contained and referenced in this RFP, transmitted to interested parties and posted on the City's web page for this RFP.

www.oaklandnet.com/realestate

4. Number and Form of Submittals

Please submit 10 copies of the submittal, as described below, with the exception of a single set of the Confidential Financial Materials. Except for Confidential Financial Materials, documents should be submitted in electronic form as well.

Each Respondent should submit one copy of its financial

information in a separate sealed envelope, designated “Confidential Financial Materials.” Each Respondent must clearly mark any of the financial materials that it in good faith believes to be a trade secret or confidential proprietary information protected from disclosure under applicable law. To the extent permitted by law, the City will attempt to maintain the confidentiality of financial materials marked confidential and/or proprietary, but Respondents are cautioned that, in accordance with the Sunshine Ordinance (Admin. Code Sec. 67.24(e)), responses and other communications from interested parties must be open to inspection by the public upon request immediately after a lease is executed. Proprietary financial information submitted by a Respondent in response to this RFP will not be disclosed until and unless that Respondent executes the lease.

Submittals must be prepared and submitted in an organized manner. Information must be printed double-sided to the extent possible. Page numbers and a table of contents are required and tab dividers are encouraged. Submittals must be submitted in 8½ x 11 inch, 3-hole punched format. The submittal can include 11x17 inch paper, folded, as necessary.

5. Submittal Delivery

The proposals are due to Contracts and Compliance, Office of the City Administrator, 250 Frank H. Ogawa Plaza, Suite 3341, Oakland, CA 94612 no later than 2:00 p.m. on Wednesday, November 12, 2014.

B. Submittal Requirements

1. Cover letter

Submit a cover letter that introduces the development team and highlights of the rehabilitation concept for the building, executed by an authorized signatory of the development team.

2. Development Team Description and Experience

a. Development Entity and Team

Identify and describe the development entity submitting for the project. Include the responsibilities, name, address, telephone and e-mail address of the principal developer (and relevant joint venture partners), and any other information, including references, about the development entity that may be pertinent to this opportunity. Joint ventures are acceptable, as long as one organization is designated as the

lead development entity. Indicate which members, if any, of the development entity, and or joint venture partners, and /or team members are local or small business enterprises (“LBEs” and SBEs”).

Please indicate the architect, historic architect, landscape architect, structural engineer and other critical consultants that are proposed for this project. Please indicate the roles for anticipated consultants or contractors that have not been included at the time of submittal.

- i. Identify the legal entity with which the City would contract. List any and all joint venture partners, limited partners, members or other equity holders and their percentage interests and capital/equity committed to the entity. Provide federal tax identification number and date of incorporation or organization.
- ii. Identify the person(s) in charge of negotiations, the limits of their negotiation authority and key personnel who will be involved in decision-making and day-to-day project management.
- iii. Describe the intended role of each team member and key personnel in the implementation of the project and the responsible entity in the organizational structure for entitlement phase, construction stage and ongoing property management.
- iv. Discuss plans to include LBEs and SBEs as partners, consultants and contractors. Please indicate whether the development team includes any LBE or SBE equity partners and, if so, what percent of capital investment each is anticipated to contribute.
- v. Identify selected consultants, including licensed design professionals, and identify the lead person with each consultant.
- vi. Include résumés for all key personnel for the Respondent and consultants/contractors.

b. Disclosures

Please provide answers to the following questions:

- i. Is the development entity or any principal owner in the proposed project involved in any litigation or disputes that could result in a financial settlement having a

materially adverse effect on the Respondent's financial condition? If yes, please explain.

- ii. Does the development entity or any principal owners in the proposed project have any off-balance sheet liabilities, such as corporate or personal loan-guarantees? If yes, please provide details of these items.
 - iii. Has the development entity or any named individual in the proposed project ever filed for bankruptcy or had projects that have been foreclosed, or transferred to a creditor in lieu of foreclosure, or projects where the developer renegotiated or refinanced permanent project debt which resulted in a relaxation of either financial or other covenant or other terms and conditions of the existing debt on the project? If yes, please list the dates and circumstances.
 - iv. If response is yes to any of these questions, the City may follow-up for additional information from the Respondent.
- c. Developer Experience
- i. Provide a list of developments in which the company or principal(s) has (have) been involved, indicating the product type, date, size, cost, location and the role of the Respondent in each development.
 - ii. Describe in greater detail the Respondent's involvement in at least three similar development projects to that proposed, including product type, dates, locations, tenants, financing, size and total development cost on successfully completed similar developments. Indicate the role of the Respondent in each project. Provide photographs if available. Provide references including contact name, title, company name, e-mail address and telephone number for the projects.
 - iii. Identify historic preservation experience of the Respondent and of the key consultants. Discuss experience securing historic tax credits and

responding to a design review process for an adaptive reuse project.

- iv. List all current projects in the design or development phase.
- v. Discuss experience with meeting local and small business subcontracting goals on other projects.

d. Architect and Design Firm Experience

For each architectural and design firm on the team, provide the following:

- i. Comparable Projects: Describe a maximum of three (3) completed recent developments that are comparable to the proposed project, including projects with a significant historic reuse component, as well as dates completed and client contact information for each. (If the Architect was not the sole architect, please describe the Architect's role in the project.)
- ii. Photographs of Comparable Projects: Submit photographs of the interiors and exteriors of the comparable projects listed above, to display architectural design features, relationships of buildings and relationships with adjacent uses (other buildings, streets, etc).
- iii. "Green" Building Experience: Describe green building design experience and evidence of current LEED professionals among the Key Personnel, if any.

3. Rehabilitation Concept

Respondent shall submit a design concept for the adaptive reuse of the building that communicates the building program, proposed changes to the building and includes any materials necessary to communicate the proposed character and vision of the project.

- a. Project Narrative: Submit a narrative — no more than 10 pages — describing the overall vision for the rehabilitation and reuse of the building and how it responds to the objectives and key terms contained in this RFP. The narrative, at a minimum, shall address:
 - i. What uses and activities are proposed for the building

and where they will occur in the building, including the square feet for each use

- ii. The proposed rehabilitation plan including how to address repairing and retaining the historic attributes of the building and addressing seismic and other structural challenges, including adding modern buildings systems and green building strategies
 - iii. How the proposed concept will help better link the building, Lake Merritt, other nearby land uses and the surrounding circulation network.
 - iv. How the concept will respond to the objectives and key terms in sections IV and V of the RFP.
 - v. A proposed plan for the reuse of the Calvin Simmons Theater, including the types of uses, performances and frequency of use.
 - vi. The schedule and approach to securing regulatory approvals for the proposed project through occupancy.
- b. Plans and Illustrative Materials: Provide plans and any illustrative materials necessary to help communicate the Rehabilitation Concept, such as a site plan, floor plans, precedent images, renderings, etc.
4. Conceptual Project Pro-Forma and Expected Sources of Funds.
- a. At a conceptual level, propose a financial structure for the Rehabilitation Concept. Discuss, at a general level, Respondent's proposed ground lease terms for the project envisioned.
 - b. Provide a static pro-forma for the Rehabilitation Concept illustrating total project investment, expected average annual occupancy rate, total revenues, operating expenses, net operating income, debt service and return to equity at project stabilization.
 - c. Provide an overall (total) development budget, including all hard and soft costs from preconstruction through occupancy. Explain the basis for the cost estimates.
 - d. Include a market justification that clearly supports revenue assumptions and the viability of proposed tenancies. Submit market information for any specialized or non-

standardized use.

- e. Indicate the anticipated source(s) and amount of debt and equity (including working capital) identified for the proposed project. Describe the Respondent's current relationships with investors and lenders and ability to obtain necessary capital for the proposed development.

5. Additional Project Information (Optional)

Additional information about the proposed Rehabilitation Concept, uses or design that the Respondent believes is necessary to communicate the strength of its proposal. Items may include:

- a. Specialized design or specific use concepts.
- b. Letters of interest from potential tenants and/or equity partners.
- c. Letter(s) from lending institutions and/or equity sources that demonstrate the ability to raise the necessary financing for the proposed development.

6. Confidential Financial Capacity Submittal Requirements

Submittals must include one copy of Respondent's financial information in a separate sealed envelope, designated "Confidential Financial Materials". Demonstrate your financial capacity by providing the following:

- a. *Financial Statements*: The most recent available credit report and financial statements for the past two years of each principal partner and joint venture participant for each entity. Financial statements shall include balance sheets, income statements, statements of changes in financial position or cash flows and all notes to the financial statements. Financial statements must be identified as audited, reviewed, compiled or company prepared. Financial statements prepared by recognized accounting firms are preferred. The City reserves the right to ask for additional financial statements for other periods.
- b. *Real Estate Portfolio*: Provide the composition of the current real estate portfolio either owned or managed by each principal partner or joint venture participant, listing the following for each project: project name, type, location (city, state), project size (rentable area), date completed, value, original and current debt, role (developer, operator, property manager, etc.), ownership interest and

occupancy rate.

- c. *Lender Relationships*: Describe the Respondent's current relationships with lenders and ability to obtain necessary financing for the development proposed including recent history (last 2-3 years) in obtaining financing commitments, detailing type of project, financing source, amounts committed, etc. Provide lender references for the projects included in developer qualifications.

7. Earnest Money Deposit

Each Respondent must submit with its response an earnest money deposit in the amount of \$5,000, payable to the City of Oakland in the form of a cashier's or certified check. Submittals received without the earnest money deposit will be deemed non-responsive. Earnest money deposits will be refunded, without interest, to each Respondent not selected for exclusive negotiations. The earnest money deposit of the Respondent selected for exclusive negotiations will be non-refundable, whether or not exclusive negotiations result in agreement.

IX. SELECTION PROCESS, AWARD AND NEXT STEPS

A. Completeness Review

City will review all submittals to determine whether they are complete and responsive to this RFP. Only submittals that are complete, responsive and meet all requirements of this RFP will be evaluated during the selection process. The City will deem a submittal non-responsive and ineligible for consideration for any of the following reasons:

1. The submittal does not include all information specified in Section VIII of this RFP.
2. The submittal is not responsive to the City's development objectives and key terms (Sections IV and V).
3. The Respondent does not meet the minimum qualifications (Section VII).
4. The submittal is submitted after the deadline.
5. The submittal is submitted without the earnest money deposit.
6. The submittal is submitted with incomplete or missing forms or attachments.
7. The submittal includes information that is false or misleading.
8. The submittal is only transmitted by electronic mail.

The City will send a letter to any Respondent whose submittal is deemed non-responsive and will indicate the reason(s) that the submittal is deemed non-responsive.

B. Evaluation and Recommendation

Complete and responsive submittals from qualified Respondents will be reviewed in detail by staff. If warranted, the City reserves the right to request clarification or additional information from individual Respondents. Staff will contact references and industry sources and investigate previous projects and current commitments. Staff will review the confidential Financial Capacity Materials provided to assess the financial capability of each Respondent to undertake the project proposed.

The submittals (except for the Confidential Financial Materials) will then be reviewed and evaluated by an evaluation panel consisting of city staff and possibly community stakeholders and professionals with experience in real estate economics, land use planning, architecture/

urban design or other relevant fields. Respondents, or a subset of respondents deemed most responsive to the requirements and terms of this RFP, will be asked to present their proposal to the evaluation panel in the form of an interview. Respondents may be asked to present proposals to other interested stakeholders for input during the evaluation process. The evaluation panel will score submittals according to the evaluation criteria in Section VII.

C. City Council Determination

Staff will recommend to the City Council one Respondent to advance to exclusive negotiations to refine a development project for the building. The staff report supporting the recommendation may include information gathered during the evaluation process, including the results of reference checks, as well as information provided by the Respondent. The City Council may elect to direct staff to enter into negotiations with the recommended Respondent. The City Council, in its sole and absolute discretion, will make such decision.

The City Council's selection of a Respondent for exclusive negotiations will not imply the City's acceptance of all terms of the selected Respondent's submittal or that a final agreement with Respondent will be executed, which will be subject to further negotiations and approvals before the City may be legally bound.

D. Exclusive Negotiations and Non-Refundable Deposit

Upon City Council selection of Respondent, City staff and the selected Respondent will negotiate the terms of an Exclusive Negotiations Agreement to further refine the development project, negotiate required transaction documents and secure approvals. The ENA will contain time and performance benchmarks, including provisions for Respondent's payment of liquidated damages and termination for non-performance, and possibly provide for the Respondent to fund the City's costs associated with project planning and review. If a satisfactory ENA cannot be negotiated with a selected Respondent, the City, at its sole discretion, may terminate negotiations with the selected Respondent and begin exclusive negotiations with another qualified Respondent, conditioned on the City's receipt of a new earnest money deposit from that Respondent.

Assessing the feasibility of rehabilitating the Henry J. Kaiser building may require more extensive investigations than Respondents could undertake in preparing a RFP submittal. The first milestone of the ENA will be refinement of the Rehabilitation Concept into a more specific proposal. The "Project Proposal" will define the rehabilitation program, development costs, land uses, business terms, private investment, etc. If agreement cannot be reached on a feasible Project

Proposal by the time specified in the ENA, the City may terminate the ENA and commence negotiations with another qualified respondent.

The selected Respondent should anticipate, and participate in, substantive discussions with staff, community stakeholders and other interested parties and policy makers during the term of the ENA. The Respondent also should anticipate revisions to their Rehabilitation Concept and, later, their Project Proposal as a result of negotiations with the City and as a result of the public regulatory review process. The period of exclusive negotiations may be extended solely at the City's discretion for an extension period as determined by the City Council, in its sole and absolute discretion, provided that the selected Respondent has met certain benchmarks as otherwise required in the ENA.

During the period of exclusive negotiations, the following events are anticipated:

1. Negotiation of a lease disposition and development agreement ("LDDA") defining parameters for development, a performance schedule, development standards and requirements and conditions to be satisfied before the City will enter into a lease of the Henry J. Kaiser building.
2. Negotiation of a form lease and related documents for the lease of the building in a final form approved by the City Attorney's Office incorporating specific terms, including the City's and selected Respondent's respective responsibilities and the economic parameters.
3. The selected Respondent will secure financial commitments for the proposed project from lenders and/or equity sources and, if applicable, preliminary sublease commitments from proposed anchor and other tenants.
4. The selected Respondent, with the City's cooperation and prior approval, will initiate and complete the project approval processes.
5. The selected Respondent will undertake any required environmental review.

Within 30 days of executing an ENA between the City and the Respondent, the City will require a non-refundable deposit of \$25,000, which will be considered a Project Expense Payment (PEP), to cover City costs associated with managing the project.

E. LDDA and Other Transaction Approvals

Upon completion of any required environmental review and

negotiations by staff, the City Council may, but is not required to, approve a lease, LDDA and any related documents.

X. CITY OF OAKLAND REQUIREMENTS AND PROGRAMS

A. REQUIREMENTS APPLICABLE TO ALL PROPOSALS

The following City requirements and policies are applicable **to all proposed projects**. Note that **Schedules E, O and K** described below must be submitted as part of Respondent's proposal.

1. **Project Consultant Team (Schedule E):** Respondent shall submit information concerning the ownership and workforce composition of Contractor's firm using Schedule E, Project Consultant Team, as part of the proposal, which can be found at:

www2.oaklandnet.com/w/oak023379

2. Limitation On Campaign Contributions (Schedule O)

The Oakland Campaign Reform Act prohibits parties doing business or seeking to do business with the City from making campaign contributions to Oakland candidates between commencement of negotiations and either 180 days after completion or termination of negotiations. Respondents are required to submit the Acknowledgement of Campaign Contributions Limits form attached as Schedule O as part of the proposal. Schedule O can be found at:

www2.oaklandnet.com/w/oak023287

3. Pending Dispute Disclosure Form (Schedule K)

All entities are required to disclose pending disputes with the City when bids, proposals or applications are submitted for a City contract or transaction, involving, but not limited to:

- Contracts with project developments, including Disposition and Development Agreement, Lease Disposition and Development Agreement, and other participate agreements,
- Loans and grants, or acquisition, sale, lease or other conveyance of real property, excluding licenses for rights of entry or use of city facilities for a term less than thirty

(30) consecutive calendar days.

Schedule K must be submitted as part of the proposal and can be found at:

www2.oaklandnet.com/w/oak023378

4. Insurance

Commencing on the date that the City Council approves an ENA and for the life of the project, Respondent must obtain comprehensive general liability and property (hazard) insurance coverage of at least \$2 million. The City also requires property damage or builder's risk insurance in an amount equal to 100% of the replacement cost of the structure, with a lender's loss payable endorsement in favor of the City. Construction contractors will be required to obtain liability and builder's risk insurance in an amount equal to \$2 million. Automobile insurance, professional liability, workers compensation and employer's liability coverage are also required.

All policies must name the City as an additional insured. For more information on insurance requirements, please review Schedule Q for Professional and Specialized Services: <http://www2.oaklandnet.com/Government/o/CityAdministration/d/CP/s/FormsSchedules/>

Schedule Q is not required to be included in the proposal.

5. Indemnification

Commencing on the date the City Council approves the ENA and for the life of the Project, the selected development team shall, to the fullest extent allowable by law, hold harmless, defend at its own expense and indemnify the City, and their respective commissioners, members, officers, agents and employees of and from all claims, loss, damage, injury, actions, causes of action and liability of every kind, nature and description, including reasonable attorney's fees, directly or indirectly arising from all acts or omissions to act of the development team or its officers, agents or employees connected with the performance of the ENA and any of the contractor's development team's operations or activities related thereto, excluding, however, such liability, claims, losses, damages or expenses arising from the City's sole negligence or willful acts.

6. Environmental Review And Assessment - CEQA

The City cannot enter into any LDDA for development of the property until environmental review under the California Environmental Quality Act (“CEQA”) is complete. Changes to the proposed project may occur or be required during the course of public review of the proposed project, during the extensive approval processes that will follow CEQA review, and in response to other City and public concerns that may arise, and those changes may require additional CEQA review if the changes have not already been analyzed. If a project is found to cause significant adverse impacts, the City retains absolute discretion to require additional environmental analysis, and to: (1) modify the project to mitigate significant adverse environmental impacts; (2) select feasible alternatives that avoid significant adverse impacts of the proposed project; (3) require the implementation of specific measures to mitigate the significant adverse environmental impacts of the project, as identified upon environmental evaluation in compliance with applicable environmental law; (4) reject the project as proposed if the economic and social benefits do not outweigh otherwise unavoidable significant adverse impacts of the project; or (5) approve the project upon a finding that the economic and social benefits of the project outweigh otherwise unavoidable significant adverse impacts.

7. Nondiscrimination

All respondents must agree not to discriminate on the basis of race, color, ancestry, national origin, religion, sex, sexual preference, age, marital status, family status, source of income, physical or mental disability, Acquired Immune Deficiency Syndrome (AIDS) or AIDS-related conditions (ARC), or any other arbitrary basis.

8. Disabled And Senior Accessibility

The Respondent must meet the requirements of the Americans with Disabilities Act.

9. Public Record

Respondents should understand that under the California Public Records Act and the City’s Sunshine Ordinance, all documents that are submitted in response to this RFP, including financial information, are considered public records and will be

made available to the public upon request, unless specifically exempted under the law.

10. Conflict of Interest

No public official of the City who participates in the decision-making process concerning selection of a developer or a project may have or receive a direct or indirect economic interest in the developer or the project.

11. Sustainability – Green Building Ordinance

In 2005, the City adopted a Green Building Ordinance that will apply to all projects. For more information about the Ordinance, go to the following website: <http://www2.oaklandnet.com/Government/o/PBN/OurServices/GreenBuilding/index.htm>

Continuing this leadership, the City Council, on October 19, 2010, pursuant to Ordinance No. 13040 C.M.S. adopted a comprehensive green building ordinance for private development projects. In addition to Oakland's local green building ordinance, the state of California adopted a Green Building Code known as CALGreen in 2010. Both the City's local ordinance and the 2013 amendments to CALGreen are now in effect. Follow the link below to visit the City's policies and requirements page:

<http://www2.oaklandnet.com/Government/o/PBN/OurServices/GreenBuilding/OAK022992>

Green Building Guidelines and Technical Assistance:

A wealth of information regarding green building techniques can be found from the following resources:

- Oakland's Green Building Resource Center (2nd Floor, 250 Frank Ogawa Plaza), or <http://www2.oaklandnet.com/Government/o/PBN/OurServices/GreenBuilding/index.htm>
- StopWaste.org, at www.stopwaste.org
- Build It Green, at www.builditgreen.org, especially for information about the GreenPoint Rated program.

B. REQUIREMENTS IF PUBLIC SUBSIDY PROVIDED

Should developer and City negotiate ***funding assistance in the form of a lease subsidy or other direct financial assistance from the City for the project as part of an LDDA or other agreement***, the developer must comply with the following City of Oakland policies programs, including requiring that contractors and subcontractors

comply with these requirements. Relevant schedules and forms referred to below could be required at a later date, but are not required as part of the proposal.

1. Contracting and Employment Requirements and Programs

- 50% Local and Small Local For Profit and Not For Profit Business Enterprise Program (L/SLBE)
- 50% Local Employment Program
- 15% Oakland Apprenticeship Program
- City of Oakland Equal Benefits Ordinance
- Electronic Certified Payroll Submittals (for construction)

Additional contracting requirements and instructions include:

- The use of contractors that appear on the federal government's list of suspended and debarred contractors is expressly prohibited.
- The Developer must require Prime Contractors and all subcontractors to enter ALL certified payroll reports into the Labor Compliance Program (LCP) tracker in accordance with Special Provision Section 7 subsection 7-2.2.1. The LCP tracker is a web based program that monitors the payment of Davis Bacon and State of California prevailing wages. The prime contractor will be charged a monthly fee for this service (subcontractors will not be charged).
- The 50% L/SLBE requirement must be met on both the professional services and construction phases of each project. A minimum of 25% of this requirement must be met with SLBE participation.

Applicants are strongly encouraged to contact the Contract Compliance and Employment Services Division at (510) 238-3970 or visit the website <http://www2.oaklandnet.com/Government/o/CityAdministration/d/CP/index.htm> for any questions regarding specific requirements of the City's and Agency's contracting and employment programs.

2. Prevailing Wage Requirements

Projects that are subsidized will be subject to the City's prevailing wage policy, which requires all workers performing construction

work on a project be paid prevailing wages as determined under the California Labor Code and implementing regulations.

The general contractor selected must comply with the State of California Prevailing Wage as determined by the Department of Industrial Relations. General prevailing wage rates can be obtained via www.dir.ca.gov/DLSR.

3. Living Wage Requirements (Schedule N)

The City of Oakland Living Wage Ordinance requires that, unless specific exemptions apply, or a waiver is granted, all recipients of \$100,000 or more in any twelve-month period from the City or ORSA (including recipients of land write downs), shall pay employees a minimum of \$12.27 per hour. That rate applies if health benefits of at least \$1.62 per hour are offered. If no health benefits are offered, a pay rate of \$14.10 per hour is required. Such rates shall be adjusted annually pursuant the terms of the City's Living Wage Ordinance. These requirements will also apply to service contractors who receive service contracts of \$25,000 or more. The Ordinance also requires submission of the Declaration of Compliance, Schedule N.

Under the provisions of the City's Living Wage Ordinance (Oakland Municipal Code 2.28), the City or Agency shall have the authority, under appropriate circumstances, to terminate and seek remedies as set forth therein for violations of the Policy.

More information can be found at the City of Oakland's website at: <http://www2.oaklandnet.com/Government/o/CityAdministration/d/CP/index.htm>

4. Other Schedules that may be Required at a Later Time

Once a developer is selected, the following City requirements may be applicable. The City reserves the right to request that any or all of these schedules be completed if needed at a later date, following developer selection. All of the schedules can be found at the following website:

<http://www2.oaklandnet.com/Government/o/CityAdministration/d/CP/s/FormsSchedules/index.htm>

a. Arizona Resolution (Schedule B-2)

Applicant agrees that in accordance with Resolution No. 82727 C.M.S., neither it nor any of its subsidiaries, affiliates or agents that will provide services under this agreement is currently headquartered in the State of Arizona, and shall not establish an Arizona business headquarter for

the duration of the agreement with the City of Oakland or until Arizona rescinds SB 1070.

Applicant acknowledges its duty to notify the Purchasing Department if it's Business Entity or any of its subsidiaries affiliates or agents subsequently relocates its headquarters to the State of Arizona. Such relocation shall be a basis for termination of this agreement.

b. Combined Schedules (C-1, P, U&V)

Applicant shall submit a completed combined schedules form, which includes the following specific schedules:

- Schedule C-1 - Compliance With The Americans With Disabilities Act
- Schedule P - Declaration of Compliance (Nuclear Free Zone Disclosure Form)
- Schedule U - Compliance Commitment Agreement
- Schedule V - Affidavit Of Non-Disciplinary Or Investigatory Action

c. Ownership, Ethnicity and Gender Questionnaire (Schedule D)

Applicant shall submit information concerning the ownership and workforce composition of the Applicant's firm by completing Schedule D.

d. Equal Benefits Declaration Of Nondiscrimination (Schedule N-1)

The applicant may be subject to the Equal Benefits Ordinance of Chapter 2.32 of the Oakland Municipal Code and its implementing regulations. The purpose of this Ordinance is to protect and further the public, health, safety, convenience, comfort, property and general welfare by requiring that public funds be expended in a manner so as to prohibit discrimination in the provision of employee benefits by City contractors (consultants) between employees with spouses and employees with domestic partners, and/or between domestic partners and spouses of such employees. (Ord. 12394 (part), 2001)

The following entities are subject to the Equal Benefits Ordinance: Entities which enter into a "contract" with the City for an amount of twenty-five thousand dollars

(\$25,000.00) or more for public works or improvements to be performed, or for goods or services to be purchased or grants to be provided at the expense of the City or to be paid out of moneys deposited in the treasury or out of trust moneys under the control of or collected by the city; and Entities which enter into a “property contract” pursuant to Section 2.32.020(D) with the City in an amount of twenty-five thousand dollars (\$25,000.00) or more for the exclusive use of or occupancy (1) of real property owned or controlled by the city or (2) of real property owned by others for the city’s use or occupancy, for a term exceeding twenty-nine (29) days in any calendar year.

The Ordinance shall only apply to those portions of a contractor’s operations that occur (1) within the city; (2) on real property outside the city if the property is owned by the City or if the City has a right to occupy the property, and if the contract’s presence at that location is connected to a contract with the City; and (3) elsewhere in the United States where work related to a city contract is being performed. The requirements of this chapter shall not apply to subcontracts or subcontractors of any contract or contractor

The Equal Benefits Ordinance requires among other things, submission of Schedule N-1.

e. Insurance (Schedule Q – Construction Services)

Applicant may be required to submit insurance covering relating to construction services. All policies must name the City as an additional insured. For more information on insurance requirements for construction services, please review Schedule Q for Construction Services.

f. Subcontractor, Supplier, Trucking Listing (Schedule R)

Applicant may be requested to submit a list of all subcontractors and supplies using Schedule R with values in excess of one-half of 1 percent of the prime contractor’s (or general contractor’s) total bid or ten thousand dollars (\$10,000), whichever is greater regardless of tier and all trucking and dollar amount regardless of tier to be used on the project.

g. Recycling & Waste Reduction (Jobsite Waste Reduction & Recycling Plan Form)

The Waste Reduction and Recycling Plan (WRRP) must

be completed for any new construction, any demolition (excludes single family & duplex) and any addition or alteration with a construction value exceeding \$50,000 (excludes single family & duplex). WRRP must be submitted and approved prior to issuance of building permits. Incomplete forms will be returned to applicant and may delay issuance of permits

XI. ADDITIONAL TERMS AND CONDITIONS

A. Development Team Expenses

Development teams responding to this RFP do so at their own expense. The City will not reimburse development teams for any costs related to this RFP or any activities conducted during the negotiation period.

B. Liability Waiver

By responding to this RFP, every member of each development team waives any claim, liability or expense whatsoever against the City and its respective officers, commissioners, employees and volunteers.

C. Development Team's Responsibility

After transfer or execution of a ground lease for the property, the selected development team will be solely responsible for construction of all improvements according to the City-approved construction documents, and in accordance with applicable City building codes. This includes, but is not limited to, all on-site improvements and any changes from existing conditions, including site remediation, underground utilities, street lighting, curbs, gutters, street trees and sidewalks.

D. City Non-Responsibility

The Property will be conveyed to the selected development team in an "as is" condition without warranties. The City has 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 whatsoever to existing conditions prior to conveyance of the Property to the developer.

E. Geotechnical and Environmental Investigations

All geotechnical and environmental investigations prior to transfer of the Property must be conducted by licensed companies retained by developer for that purpose, which investigations may only occur upon the issuance of a Right of Entry by city staff, which may be included in the ENA.

F. Right To Modify Or Suspend RFP

The City's issuance of this RFP is not a promise or an agreement that the City will actually enter into any contract. The City reserves the right at any time and from time to time, and for its own convenience, in its sole and absolute discretion, to do the following:

- Modify, suspend or terminate any and all aspects of the selection process, including, but not limited to this RFP and all or any portion of the developer selection process from the date on which this RFP is issued until the parties approve a ENA;
- Waive any technical defect or informality in any submittal or submittal procedure that does not affect or alter the submittal's substantive provisions;
- Reject any and all submittals;
- Request some or all Respondents to revise submittals;
- Waive any defects as to form or content of the RFP or any other step in the selection process;
- Reject all proposals and reissue the RFP;
- Procure the desired proposals by any other means or not proceed in procuring the proposals;
- Negotiate and modify any and all terms of an agreement;
- Accept or reject any respondent for exclusive negotiations.

The City may modify, clarify and change this RFP by issuing one or more written addenda. Addenda will be posted on the City's website, and notice of the posting will be sent by electronic mail to each party that attended the pre-bid meeting and signed-in. The City will make reasonable efforts to notify interested parties in a timely manner of modifications to this RFP but each Respondent assumes the risk of submitting its submittal on time and obtaining all addenda and information issued by the City. Therefore, the City strongly encourages interested parties to check the City's web page for this RFP frequently.

G. Public Records

Applicants should understand that under the California Public Records Act and the City's Sunshine Ordinance, all documents that are submitted in response to this Notice, including financial information, are considered public records and will be made available to the public upon request.

H. Respondent's Duty to Investigate

It is the sole responsibility of the selected respondent to investigate and determine the condition of the Property and the suitability of the conditions for any proposed improvements and use.

The information presented in this RFP and in any report or other information provided by the City is provided solely for the convenience

of the interested parties. It is the responsibility of interested parties to assure themselves that the information contained in this RFP or other documents is accurate and complete. The City provides no representations, assurances or warranties pertaining to the accuracy of the information.

Respondents are responsible for reviewing all portions of this RFP and any other information provided by the City in relation to this RFP.

Respondents are to notify the City in writing of any ambiguity, discrepancy, omission or other error in this RFP promptly after discovery, but in no event later than fifteen (15) business days before the deadline to submit submittals. Any concerns over ambiguity, discrepancy, omission or other error in this RFP from an interested party not provided to the City in a timely fashion will not be able to be accommodated or addressed.

The City's failure to object to an error, omission or deviation in any submittal will in no way modify this RFP or excuse Respondents from full compliance with the requirements of this RFP.

XII. ATTACHMENTS AND ELECTRONIC LINKS

A. ATTACHMENTS

1. Landmark Designation Ordinance
2. Historic Resources Inventory Form
3. Report of Fire Inspection IS-108-3322, September 30, 2008
4. Critical Engineering Group HVAC + Electrical Report, October 28, 2008
5. 1701 Associates Cost Estimate, April/August 2000
6. Oakland Public Library Draft Feasibility Study of the adaptive reuse of the Kaiser Arena as a new Main Library (2006)
7. Selected Building Plans: Floor Plans, Sections & Elevations (1983)
8. Henry J. Kaiser Fact Sheet (2011)
9. City of Oakland Required Forms
 - a. Schedule E
 - b. Schedule O
 - c. Schedule K

B. ELECTRONIC LINKS

1. Final Lake Merritt Station Area Plan:
www2.oaklandnet.com/w/oak048456
2. Lake Merritt Station Area Plan Final EIR:
www2.oaklandnet.com/w/oak048405
3. Other background documents and information about the Lake Merritt Station Area Plan:
www.Business2Oakland.com/lakemerrittsap

