

THIS PRINT COVERS CALENDAR ITEM NO.: 9
FOR THE MEETING OF: October 27, 2006

TRANSBAY JOINT POWERS AUTHORITY

BRIEF DESCRIPTION:

Design & Development Competition Request for Qualifications (“RFQ”) and Competition Manual presented for information.

SUMMARY:

On June 2, 2006, the Transbay Joint Powers Authority Board of Directors approved the Design and Development Competition Process.

The Competition is a two-stage Design and Development process to select the Design and Development (“D/D”) Team most qualified to design the Transit Center and to design and develop the Transit Tower. The process calls for a consolidated team for design of both Transit Center and the Transit Tower in order to assure design compatibility.

Stage I will begin on November 1, 2006 with the release of the RFQ. Stage I focuses on design and development excellence, experience, and capability. The purpose of this stage is to identify D/D Teams capable of executing such a complex development while maintaining design excellence. Each response to the RFQ must propose a team of highly qualified and innovative individuals and firms to provide architectural and engineering design and development services.

The RFQ contains a brief overview of the Competition process, registration information, key dates of which participants should be aware, and information on the Pre-submittal meeting and how to obtain more information. It contains only basic information and directs Participants to register on the Competition website to obtain the Competition Manual, which contains all standards and regulations.

The Competition Manual is the official guide to the Competition process. It includes the same brief overview as the RFQ, a summary of the Transbay Transit Center Program, a summary of the Scope Definition Report, the Competition Regulations, Schedule, Evaluation Criteria, and legally required information and forms.

The Competition Regulations cover all aspects of the selection process including the procedure, communications restrictions, submittal requirements, eligibility, honorariums, ownership of submittals, and contact information.

Participants obtain the Competition Manual by registering on the Competition website, which is part of the TJPA website. Lead Designers and Developers must register to participate, but the Manual may also be downloaded as public information without registering for the Competition.

RECOMMENDATION:

Staff is seeking comments from the TJPA Board prior to release on November 1, 2006.

ENCLOSURES:

1. Competition Manual
2. RFQ

Competition Manual

Transbay Transit Center & Tower

Design & Development Competition

To select the Design and Development Team most qualified to design a world class Transit Center to be developed by the TJPA in downtown San Francisco, California, as well as design and develop a world class mixed-use Tower adjacent to the Transit Center.

Stage I: Request for Qualifications

RFQ Released - November 1, 2006

Pre-Submittal Meeting - November 16, 2006

Qualifications Submittals Due - January 11, 2007



Transbay Transit Center

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OVERVIEW OF THE DESIGN & DEVELOPMENT COMPETITION

The Transbay Joint Powers Authority ("TJPA") is conducting an international Competition to select a Design and Development ("D/D") Team to design a Transit Center to be developed by the TJPA in downtown San Francisco, California, and to design and develop a mixed-use Tower adjacent to the Transit Center. The TJPA seeks a D/D Team that will create a unique, world class Transit Center and Tower whose aesthetic, functional, and technical excellence are worthy of their position as the centerpiece of the Transbay Redevelopment Area and the focus of bus and rail transit for San Francisco, the Bay Area, and the State of California.

Because the Transit Center and Tower will be large and complex structures, the buildings should be designed in tandem. The site of the Transit Center and Tower is the existing Transbay Terminal at First and Mission Streets. The new Transit Center will accommodate buses, commuter trains, the future California High-Speed Rail, leased commercial space, and TJPA administrative space. The Tower will contain a mix of uses, such as residential, hotel, office, retail, and cultural, that will complement the Transit Center. The mix of uses in the Tower is to be determined through negotiation of a Tower Option Agreement with the TJPA and during the entitlement process under the authority of the City and County of San Francisco ("City"). Environmental review for the Transit Center under the California Environmental Quality Act ("CEQA") is complete. The selected D/D Team will be responsible for environmental review of its Tower development proposal and for securing all entitlements.

The Transit Center and Tower are part of a larger Transbay Transit Center Program ("Program"), which includes several additional elements: the rail tunnel and rail systems to extend Caltrain from Fourth and King Streets to the Transit Center, a new underground Fourth and Townsend Street Station, modifications to the existing surface station at Fourth and King, temporary bus terminals, ramps connecting the Bay Bridge to the Transit Center, and permanent bus storage facilities. Of these additional elements, only the ramps will be designed by the D/D Team selected through this Competition. The other additional elements listed are to be designed and constructed by other teams selected by the TJPA through other processes.

The scope of architectural/engineering services for the Transit Center and Tower will include all design, construction documents, and construction administration services. The financial and other terms of the Tower development shall be determined by the Proposal submitted by the winning D/D Team and by the Option Agreement to be negotiated between the TJPA and the selected Team.

The Competition will be managed by StastnyBrun Architects, Inc., which has been retained by the TJPA as the Competition Manager. The Competition process will be conducted as follows:

STAGE I: REQUEST FOR QUALIFICATIONS ("RFQ")

In Stage I, a Jury of recognized design and real estate development professionals will recommend D/D Teams possessing the experience, expertise, and creativity to execute this high-profile, complex development project while maintaining design excellence. D/D Teams responding to the RFQ ("Respondents") must identify the Lead Designer for the Transit Center and Tower, the Development Entity for the Tower, and a full team of architectural, engineering, and other design and development professionals. Because the two buildings will have distinct functions, the Lead Designer may elect to retain separate executive architects, engineers, and special consultants for the Transit Center and Tower.

The TJPA expects superior design quality for the Transit Center and Tower. Accordingly, in Stage I the Jury will place heavy emphasis on the Lead Designer's qualifications. The Jury will evaluate the Lead Designer's portfolio of work, design philosophy, performance, and individual profile. The Jury will also evaluate the Respondent's capacity to deliver a high-rise, mixed-use development project that combines exceptional design and financial success. Finally, the Jury will consider the Respondent's organization, relevant experience, credentials of all Respondent team members, breadth of expertise, and management approach.

The Jury will evaluate the written submissions and interviews of the Respondents. Upon completion of the evaluation, the Jury will recommend to the TJPA Board of Directors ("TJPA Board") a short list of Respondents to be invited to participate in Stage II. The TJPA Board will invite all or part of the short-listed Respondents to participate in Stage II.

STAGE II: REQUEST FOR PROPOSALS ("RFP")

Respondents invited to participate in Stage II will prepare a Proposal for the design of the Transit Center,

and a Proposal for design and development of the Tower, including proposed financial terms for the purchase or ground lease of the site for the Tower ("Tower Property"). At the commencement of Stage II, the TJPA will provide the Respondents with an information packet describing the scope of the two structures, the budget for the Transit Center, and other requirements for Proposals. Respondents will have a minimum of 120 calendar days to prepare Proposals. Each Respondent will have an opportunity to participate in two mid-course reviews with the Competition Manager, the TJPA staff, and members of the Program Management/Program Control ("PMPC") Team.

The Competition Manager and TJPA staff will evaluate the technical aspects of the Proposals to determine compliance with minimum criteria and to question Respondents or request clarification. Following this technical review and the Respondents' responses to questions and requests for clarifications, Respondents will present their Proposals to the Jury.

The Jury will consider the written submission and oral presentation of each Respondent. The Jury will evaluate the quality of the proposed design, functionality of the Transit Center and Tower, adherence to the TJPA's requirements, and the potential revenue to the Program from the development of the Tower. The Jury will rank the Proposals for the TJPA Board. The TJPA Board will review the Jury's recommendation and TJPA's staff report and select a Respondent to be invited to negotiate.

CONTRACT AWARD

Following TJPA Board authorization, the TJPA staff will negotiate a Design Agreement for the Transit Center and a separate Design, Development, and Option Agreement for the design and development of the Tower with the selected Respondent. Under the Tower Agreement, the Respondent D/D Team would exercise the option for purchase or ground lease of the Tower Property when it obtains entitlements for the Transit Tower. Both Agreements will be presented to the TJPA Board for approval. The Agreements will contain detailed standards for the design of the two structures and define the financial and legal relationship between the D/D Team and the TJPA. Following selection of a D/D Team, the TJPA reserves the right to request changes to the design and financial terms proposed by the selected D/D Team.

THE COMPETITION JURY

The Jury will be responsible for recommending Respondents in Stage I to advance to Stage II and ranking Respondents for presentation to the Board in Stage II. The Jury will also be responsible for recommending termination of the Competition if it determines that the proposals submitted in either stage do not meet the standards set by the TJPA.

THE TRANSBAY TRANSIT CENTER PROGRAM

PROGRAM ELEMENTS

The Program consists of three interconnected parts: replacing the outdated Transbay Terminal at 1st and Mission Streets in San Francisco with a new modern Transit Center; extending Caltrain underground from its current terminus at 4th and King Streets to the new downtown Transit Center and development of accommodations for future High-Speed Rail; and creating a new neighborhood with homes, offices, parks, and shops surrounding the new Transit Center.

Transbay Transit Center and Tower (Focus of Design and Development Competition)

The Transbay Transit Center Program will replace the current Transbay Terminal at 1st and Mission Streets in San Francisco with a modern transit hub connecting eight regional and state transit systems: AC Transit, BART, Caltrain, Golden Gate Transit, Greyhound, MUNI, SamTrans, and future High-Speed Rail from San Francisco to Los Angeles. The current Transbay Terminal was constructed in 1939 and no longer meets current or future capacity needs for the region or state.

The first phase of the Program will include construction of a new, Transit Center with one above-grade bus level, ground floor and concourse-level retail and foundations for two below-grade levels serving Caltrain and future High-Speed Rail. Phase I includes new ramps that will connect to a new off-site bus storage facility with the San Francisco-Oakland Bay Bridge. The design should address the entire Transit Center, including ramps and the below grade train station.

A mixed-use Transit Tower will be built adjacent to the Transit Center. The Transit Tower is expected to be an iconic presence that will redefine the City's skyline and provide additional financing for the Program.

Caltrain Downtown Extension and Future High-Speed Rail (Not part of the Competition)

Caltrain serves as a vital regional link by connecting San Francisco to the Peninsula, Silicon Valley, and San Jose. Caltrain currently ends, however, 1.3 miles from downtown San Francisco. In the second phase of the project, slated to begin in 2012, the TJPA will modify the existing Caltrain station at 4th and King Streets and extend Caltrain into the new Transit Center through an alignment under 2nd and Townsend Streets. The rail line and Transit Center will be designed to accommodate future High-Speed Rail and rail connections to the East Bay.

New Neighborhood (Not part of the Competition)

The Transbay Redevelopment Plan, adopted by the City and the San Francisco Redevelopment Agency in 2005, will transform a currently underutilized section of downtown San Francisco south of Market Street into a thriving, transit-oriented model for sustainable development. The Redevelopment Plan includes 3,400 new homes (with 35% affordable), 1.2 million square feet of new office, hotel and commercial space, and 60,000 square feet of retail, not including retail in the Transit Center. Folsom Street will be the centerpiece of this new neighborhood and will feature widened sidewalks, views of the San Francisco Bay, cafes, and markets.



TIMELINE

Phase I of the Program is scheduled to begin in 2008 with the construction of a temporary bus terminal. Construction of the new Transit Center will begin in 2010 and be completed in 2014. Construction of the Caltrain downtown Rail Extension is expected to begin in 2012 and be completed in 2018.

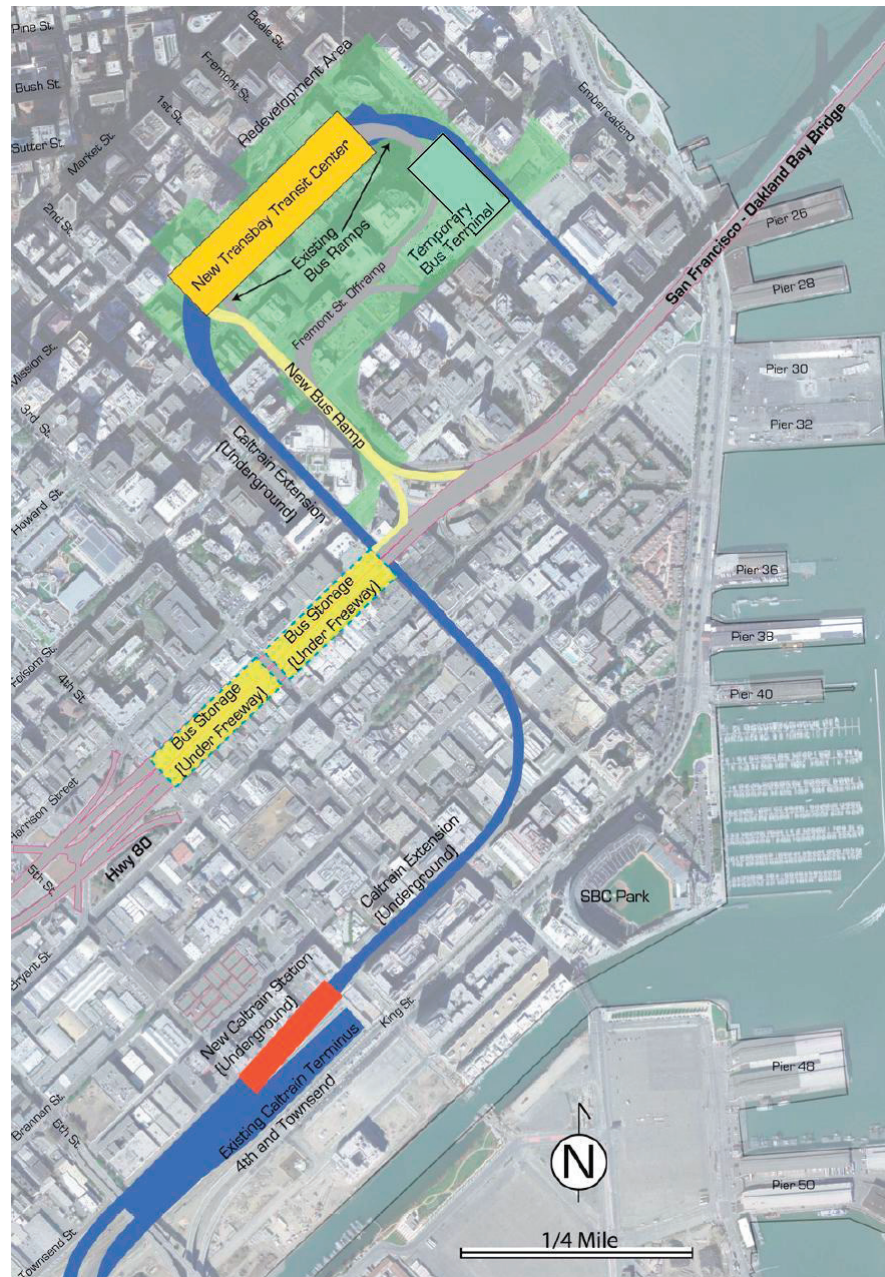
FUNDING

The TJPA estimates that the cost of the Transit Center and Caltrain Downtown Rail Extension will be \$3.4 billion, escalated to the year of expenditure (YOE). Phase I is funded at \$938 million (YOE). The project is funded by local, regional, and federal sources. Funding for the Rail Extension is not complete.

TJPA

The Transbay Program is headed by the TJPA. The TJPA was formed in 2001 to design, build, operate and maintain a new transportation center and associated facilities on the site of the current Transbay Terminal. The TJPA is led by a six member Board of Directors representing the City and County of San Francisco, the Alameda-Contra Costa Transit District, the Peninsula Corridor Joint Powers Board-Caltrain, and the California Department of Transportation (ex officio).

PROJECT AREA AND KEY COMPONENTS



COMPETITION SPACE PROGRAM

The TJPA has prepared a six-volume Scope Definition Report detailing the TJPA building space program and design requirements for the Transit Center. The Scope Definition Report includes narrative reports, conceptual building floor plans and sections that define the organizational, functional, and technical quality standards, and other requirements for the Transit Center. The design of the Transit Center must comply with these standards and requirements to allow the various transit agencies to operate at their optimal levels and to design a Transit Center that will be economical to operate and maintain.

Design excellence is a paramount objective for both buildings. The Scope Definition Report, however, intentionally does not propose an architectural character for the Transit Center or the Transit Tower. The TJPA seeks a creative architectural and engineering design that will establish the two buildings as a landmark transportation complex. Architectural renderings contained in the Scope Definition Report or other Program reports are intended to set a standard for design excellence. They are not specific architectural requirements.

The Scope Definition Report is comprised of six volumes:

Volume 1 - Executive Summary

Volume 2 - Design Requirements & Constraints: provides general project background, summary of the work, design process requirements, regulatory requirements, deliverable requirements, and site constraints

Volume 3 - Design Criteria & Standards: provides the basis of design and defines the technical criteria and standards the design team must satisfy

Volume 4 - Site Design Guidelines: provides site development controls and guidelines consistent with City and County of San Francisco requirements and plans for the Transbay Redevelopment Area

Volume 5 - Sustainable Design Opportunities: identifies the Program's commitment to sustainable design, and offers concept level ideas for incorporating sustainable design opportunities into the Transit Center

Volume 6 - Scope Definition Drawings: includes concept level drawings for the Transit Center and surrounding streetscape areas to establish the required scope, content, organization, and quality of the project

Volume 1 – Executive Summary is provided in the Appendix to this Competition Manual to help Respondents to understand the standards and requirements for the Transit Center and Tower. The entire six-volume report will be provided to Respondents selected to participate in Stage II of the Competition for use in preparing Proposals.



TRAIN PASSENGER BOARDING PLATFORM



TRAIN PASSENGER MEZZANINE



CONCOURSE AND GROUND LEVEL



ELEVATED BUS PASSENGER WAITING AREA

COMPETITION REGULATIONS

The following regulations govern this Competition.

1. COMPETITION PROCEDURE

1.1. Stage I: Request for Qualifications

- 1.1.1. **RFQ Announcement and Registration:** Announcement of the RFQ and advertisements will appear in trade newspapers, professional publications, Fed Biz Ops, minority-focused media trade association publications, and on the Competition Website. Individual Lead Designers and Development Entities must register electronically on the Competition Website to participate in the Competition. The announcement will contain a description of the Transit Center and Transit Tower Project ("Project"), the competition process, and other pertinent information.
- 1.1.2. **Distribution of RFQ Packets:** In response to registration on the Competition Website, the Competition Manual containing information on the Project and the Competition can be downloaded from the Competition Website.
- 1.1.3. **Pre-Submittal Meeting:** Registered participants may attend a briefing and tour of the Project site. Representatives of the TJPA will be available during the briefing and tour to answer questions. The Competition Manager will prepare minutes of the briefing and site tour and post them to the Competition Website.
- 1.1.4. **Question and Answer Period:** During the scheduled Question and Answer period, registered participants may submit questions by e-mail to the Competition Manager at the Competition Address. The questions and the Competition Manager's answers to the questions will be posted to the Competition Website. The source of questions shall remain anonymous.
- 1.1.5. **Submission of Stage I Respondent Qualifications:** Responses to the RFQ must conform to the Mandatory Requirements for Stage I Submittals set forth in these Competition Regulations. All submittals must be received at the Competition Address by 3:00 p.m. (Pacific Time) on the date indicated on the Competition Schedule. Submittals received after this deadline will be late, will not be considered in the Competition, and will be returned unopened to the sender.
- 1.1.6. **Compliance Check:** The Competition Manager will check each submittal for compliance with the Mandatory Requirements for Stage I Submittals. Should any submittal be found in noncompliance with these Competition Regulations, the Competition Manager will automatically disqualify the submittal, remove the submittal from the Competition, notify the sender, and return the non-complying submittal to the sender.
- 1.1.7. **Stage I Interviews:** The Jury will interview Respondents complying with the Mandatory Requirements for Stage I Submittals. The interview will focus on the Stage I evaluation criteria and be conducted in a format that allows each Respondent to be evaluated equally and without prejudice. The interviews will take place in San Francisco on the dates set forth in the Competition Schedule.
- 1.1.8. **Stage I Evaluation and Selection:** Based on the written submittal and the interview, the Jury will evaluate all complying Stage I submittals and recommend the most qualified Respondents to the TJPA Board to be invited to participate in Stage II.
- 1.1.9. **Stage II Participant Notification:** The Competition Manager will notify all Respondents of the TJPA Board's decision and post the short-list of Respondents to be invited to participate in Stage II to the Competition Website.

1.2. Stage II: Request for Proposals

- 1.2.1. **RFP Distribution:** Respondents invited to participate in Stage II will receive an RFP.
- 1.2.2. **Stage II Competition Briefing:** Respondents will be required to attend the Stage II Competition Briefing in San Francisco with the Competition Manager and representatives of the TJPA to review the Schedule, Procedures, and Stage II submittal requirements.

- 1.2.3. Question and Answer Period:** During the scheduled Question and Answer period, Respondents may submit questions by e-mail to the Competition Manager at the Competition Address. Copies of the questions and the Competition Manager's answers to the questions will be sent simultaneously to the Respondents. The source of questions shall remain anonymous.
- 1.2.4. Mid-course Reviews:** Each Respondent will be invited to two Mid-course Reviews of its Proposal. The Review is a day-long working session among the Respondent, Competition Manager, TJPA staff, and PMPC team. The Reviews will provide constructive feedback to Respondents to maximize the feasibility and functionality of each Proposal. The Reviews may include discussion of design, technical functionality, and financial terms. The Competition Manager will comment on issues arising during Reviews that affect all Respondents and distribute the comments to the Respondents in the same manner as submitted questions.
- 1.2.5. Submission of Stage II Proposals:** Proposals shall conform to the Mandatory Requirements for Stage II Submittals set forth in these Competition Regulations. The final version of the Mandatory Requirements for Stage II Submittals will be confirmed available at the Stage II Competition Briefing. All submittals must be received at the Competition Address by 3:00 pm (Pacific Time) on the date indicated on the Competition Schedule. Submissions received after this time will be late, will not be considered in the Competition, and will be returned unopened to the sender.
- 1.2.6. Compliance Check:** Upon receipt of Proposals, the Competition Manager will confirm receipt and examine each Proposal for compliance with the Mandatory Requirements for Stage II Submittals. Should the Competition Manager find that any submittal does not comply with the Competition Regulations, the Competition Manager will automatically disqualify the submittal, notify the Respondent of the decision, and return the submittal to the sender.
- 1.2.7. Stage II Presentations:** Each Respondent will be invited to present its Proposal orally to the Jury on the dates set forth in the Competition Schedule. The presentations will be conducted in a uniform format that allows each Respondent to be evaluated equally and without prejudice. Following the presentation, the Jury may ask questions and discuss the Proposal with the Respondent.
- 1.2.8. Stage II Evaluation and Selection:** The Jury will evaluate the Proposals based on the Stage II evaluation criteria. Upon evaluation of the Proposals and presentations, the Jury will rank the Proposals and recommend that the TJPA Board approve the Proposal that best meets the evaluation criteria.
- 1.2.9. Report of the Jury:** The Jury will prepare a written report to the TJPA Board stating the reasons for its ranking of the Proposals. Should the Jury find that no Proposal fulfills the evaluation criteria, it shall recommend to the TJPA that the Competition be terminated without selecting a D/D Team.
- 1.2.10. Presentation to the TJPA Board:** The TJPA staff will forward the Jury report and recommendation to the TJPA Board accompanied by the TJPA staff report. The TJPA staff may endorse the Jury's recommendation or recommend an alternative selection for the Board's consideration.
- 1.3. Contract Award:** Following the TJPA Board's approval of a D/D Team for exclusive negotiations with the TJPA staff, the staff shall negotiate separate Transit Center and Tower Agreements with the selected D/D Team and present the Agreements to the TJPA Board for its consideration. The Agreements will contain detailed standards for the design of the two structures and define the financial and legal relationship between the D/D Team and the TJPA. Following selection of a D/D Team, the TJPA Board reserves the right to request changes to the design and financial terms proposed by the selected D/D Team.

2. COMMUNICATIONS

- 2.1. Communications Protocol:** No Respondent or Respondent's agent shall communicate with any member of the TJPA Board, TJPA staff, TJPA consultants, Jury, or Competition Manager on matters pertaining to this Competition, except as provided in these Competition Regulations. Any unauthorized communication will automatically disqualify the Respondent from the Competition. If any Participant desires information with regard to the Competition,

the Competition Regulations, the Project, or the Program, the Respondent shall request this information by e-mail to the Competition Manager at the Competition Address during the Question and Answer Periods in each Stage.

- 2.2. Duration:** This communications protocol shall remain in effect continuously throughout the Competition from the date registration opens to the date of the final announcement of the decision of the TJPA Board to select a D/D Team.
- 2.3. Reporting and Disqualification:** Employees of the TJPA, TJPA Board members, TJPA consultants, and members of the Jury shall report any communications from Respondents to the Competition Manager. The Competition Manager will automatically disqualify Respondents who engage in unauthorized communications.
- 2.4. Questions and Answers:** All questions received in accordance with the Competition Schedule will be answered in accordance with the Competition Regulations. The authorship of the questions shall remain anonymous. Upon publication by the Competition Manager, the Questions and Answers will become part of the Competition Program.

3. MANDATORY REQUIREMENTS FOR STAGE I QUALIFICATIONS SUBMITTAL

- 3.1. Purpose and Definitions:** In Stage I, the Jury will select Respondents qualified to undertake a development program of the cost and complexity of the Transit Center and Tower while maintaining design excellence. Respondents to the RFQ must propose a team of highly qualified and innovative individuals representing architectural and engineering design and development. Respondents must identify each member of their Team, including, but not limited to, the Lead Designer for the Transit Center and Tower, the Development Entity for the Tower, and executive architects, engineers, and special consultants for the Transit Center and Tower. The Lead Designer could be an individual or a collaboration of individuals. The Respondent's written submittal and interview should provide the Jury with an understanding of the Lead Designer's design philosophy and experience, the Respondent Team's composition, organizational and management structure, and capability to complete the Transit Center and Tower.
- 3.2. Format and Copies:** Respondents must submit ten printed copies of the Respondent Qualifications bound in 8.5 x 11 inch format and one electronic copy in PDF format on a compact disc. A page is considered a single side of paper; printing double-sided equals two pages.
- 3.3. Contents:** The submittal shall contain only the following information. No other information will be accepted.
 - 3.3.1. Cover Letter:** The cover letter shall briefly introduce the Respondent and summarize the content of the submittal (maximum two pages). The Lead Designer and Developer may sign a single cover letter or separate letters.
 - 3.3.2. Narrative Description of Proposed D/D Team:** Respondents shall submit a written narrative (maximum six pages) that describes the composition of the Respondent Team and the names and the specific roles and responsibilities of the key members of the D/D Team. The narrative should explain why the specific combination of team members was selected. The narrative should demonstrate a commitment to comply with TJPA's Quality Management System (the Quality Management System Manual is provided in the Appendix to this Competition Manual).
 - 3.3.3. Respondent Organization Chart:** Respondents shall submit a graphic depiction of the Respondent Team structure (maximum two pages).
 - 3.3.4. Firm Profiles:** With respect to the Development Entity, Lead Designer, and Executive Architects, Respondents shall describe each firm's legal form of organization, owners and percentage ownership, general and limited partners, significant joint venture interests, senior management, parent companies or subsidiaries, year established, number of employees, annual revenue for the past five years, and office locations. (maximum six pages)
 - 3.3.5. Lead Designer's Statement of Design Intent:** The Lead Designer shall submit a statement (maximum three pages) addressing:

- 1) Overall design philosophy and how the Designer would apply that philosophy to the Project.
- 2) Understanding of the design opportunities and challenges presented by the Project.
- 3) Understanding of the vision, values, and mission of the Program.
- 4) Commitment of the Lead Designer to the Project.

3.3.6. Lead Designer's Biographical Profile: The Lead Designer shall provide biographical information describing education, professional experience, and recognition for design excellence (maximum two pages).

3.3.7. Lead Designer's Project Documentation: The Lead Designer should submit documentation of up to five projects by the Lead Designer completed within the past ten years (maximum six pages per project). At least two of the projects must be public sector projects. The project documentation may be organized at the discretion of the Lead Designer, but must include:

- 1) A narrative description of each project (maximum two pages) that includes:
 - Design objectives, approach, results, project significance, and key features.
 - How the project is similar in scope, program, and/or complexity to the Transit Center and Tower.
 - How the client's operational, budgetary, schedule, and quality objectives were achieved.
 - How the project incorporated green design, such as energy efficiency, use of renewable building materials, etc.
 - How the design celebrated the importance of the user and enhanced the user experience.
 - How the design contributed to urban fabric.
 - Design excellence.
 - A client reference who may be contacted, with telephone number, mailing address, and e-mail address.
- 2) Illustrative examples of each project, including a minimum of two 8 x 10 inch illustrations/images of each project and additional diagrams, images, or other explanatory information.
- 3) A list of awards, publications, notices, peer recognition, or any other documentation of design excellence (maximum one page).

3.3.8. Developer Profiles: Respondents should provide resumes and at least three references of the key individuals to be involved in the development of the project. (maximum six pages)

3.3.9. Development Experience Documentation: Respondents shall explain previous and current experience with the development of large, complex projects and projects similar to the Transit Center and Tower completed in the last 10 years. (maximum ten pages), including:

- 1) A description of experience with mixed-use and high-rise developments.
- 2) An indication whether the projects were completed on time and on budget.
- 3) Identification of specific experience, if any, with public-private joint development projects, i.e., projects that involve publicly owned property. Include projects involving long-term ground leases and sale of the property.
- 4) A description of experience with public outreach and creating community consensus.

- 5) A list of projects completed within the last ten years, including project name, description, commencement date, completion date, absorption rate upon completion, role of firm, percentage of ownership at completion, current ownership percentage, and reason for any ownership transfer.

3.3.10. Development Entity's Financial Capacity Documentation: Respondents shall submit sufficient information to demonstrate Respondent's financial capacity to fund the predevelopment and development costs for the Project. Where the Respondent is a joint venture and information is presented in the statement that pertains to one or more of the joint venture partners, the statement should indicate which joint venture partner is involved. The statement should include all of the following:

- 1) 1) Audited financial statements for the four most recent calendar or fiscal years showing the Respondent's (i.e. the major enduring entity, not any special purpose entities that will be created for the project) net worth and current financial status, and showing any non-performing loans, current projects with positive cash flows, current projects with negative cash flows, the Respondent's recourse debt, and the overall current financial position of the respondent. A reputable accounting firm must certify the financial statements as accurately presenting the financial condition of the respondent in accordance with Generally Accepted Accounting Principles. If Respondent is a joint venture or new entity without financial statements, the respondent may include this information for those partners or members whose good faith and credit will stand behind the Project and contribute the equity or guarantees to enable funding of the Project.
- 2) Balance sheets, income statements and changes in net asset statements (and any other appropriate statements) in table format for the last four years.
- 3) Evidence from established financial source(s) of the Respondent's ability to finance and/or attract necessary equity and debt financing for the Project. Respondents should demonstrate beyond a reasonable doubt their ability to finance the project. In doing so, Respondents should minimize reliance on contingent loans or grants, contributions, or other uncertain funding sources. Respondent should describe in detail the developer's experience and plan for securing financing from grants, charitable contributions, or other comparable funding sources, if such funds would be proposed for the Project.
- 4) A description of the expected types and amounts of financing needed for the Project. Respondents should identify recent projects (including private-public joint development projects, if any) where Respondent made a similar level of investment and provide appropriate references from debt and equity funders. Include a statement of the Respondent's recent history (preferably within the last 2-3 years) in obtaining financing commitments, detailing type of project, financing source, and amounts committed. Also include a discussion of any adverse actions taken against the Respondent by any funding source or financial institution during the past five years and explain what steps were taken to correct the problem.
- 5) An identification of specific relationships (and contact information) with sources of equity and debt capital, or (if applicable) sources of private charitable funds or governmental grant funds, with acknowledgements from these sources that the Project is consistent with their investment criteria for a project of this size.
- 6) An identification of the source, nature, and amount of predevelopment equity available to the Respondent to fund the Project. Identify the process to secure equity for predevelopment costs, and any limitations on the availability of these funds that may affect the development of the Project. Describe how predevelopment equity will be made available for each phase of the Project.
- 7) A list of all Respondent's projects currently underway but not yet completed or occupied, including a brief description of the status of each project, development schedule, financing amounts and methods, names of the lead personnel working on these projects, and whether these individuals will play an integral role in the Project.
- 8) A list of Respondent's current real estate portfolio describing: project type, size, location, value, role (developer, property manager, etc.), occupancy rate,

absorption rate, and financial commitment required on the part of the Respondent; the project's financing methods, sources, and amounts; and the Respondent's ownership interest.

- 9) A description of pending or threatened litigation, judgments, or potential legal actions involving the Respondent or its individual joint venture partners or team members that relates to the construction or development business or that could affect Respondent's ability to obtain the contemplated land use entitlements or exercise the option to purchase or ground lease the Tower Property in a timely manner.
- 10) An explanation, including dates and circumstances, of any bankruptcy filing of the Respondent or any joint venture partner in Respondent or the foreclosure on or private sale of a deed of trust for property owned by Respondent or any partner.
- 11) An explanation, including dates and circumstances and outcome, of any insurance claims filed by the Respondent or any joint venture partner.
- 12) A current Dunn and Bradstreet Comprehensive Report or comparable rating report for Respondent.

3.3.11. Development Entity's Financial References: Respondents shall provide three financial references from a bank and three financial references from a bond insurance agency by submitting signed letters on Respondent's letterhead to TJPA with copies to the references authorizing the TJPA to check these references. Respondents shall identify the nature and length of the business relationship with the banks and insurers.

3.3.12. Standard Form 330: Respondents shall submit a Standard Form 330 "Architect Engineer Qualifications" published by the U.S. General Services Administration, which provides information regarding the Respondent team's organization, qualifications, and past projects.

- 1) Respondents should include in the SF330 all necessary disciplines and subconsultants for the Transit Center and Tower, including but not limited to the following: architectural (including transportation and rail facilities design), civil, geotechnical, rail, structural (including seismic, blast resistant design, public highway and bridge design, e.g. Bay Bridge ramps), mechanical, electrical, life safety, lighting, sustainability, acoustics/vibration, signage/graphics, vertical transportation, pedestrian circulation, tunnel ventilation, fire suppression, cost estimation, security and surveillance systems (design for vulnerability and threat), explosive and dangerous materials detectors, and voice/data systems.
- 2) Respondents should also include in the SF330 other consultants that will work with the Development Entity on the Project, including financial consultants, attorneys, environmental consultants, and retail specialists.
- 3) Respondents should endeavor to present the information in the SF330 in a concise and understandable manner. Limit resumes and project examples to key individuals and relevant projects.

3.3.13. HRC Forms: The Lead Designer, Development Entity, and Executive Architects must submit the following statements and forms. Information and the forms are located in the appendix to this Competition Manual.

- 1) A copy of the firm's Nondiscrimination Program or Equal Opportunity Employment Policy Statement (if any).
- 2) Disadvantaged Business Enterprise Program Requirements – Bidders/Proposers Information Request Form.
- 3) Certification Regarding Debarment, Suspension, and Other Responsibility Matters.
- 4) Certification Regarding Lobbying

3.4 Stage I PowerPoint Presentation: At the time of the interview, Respondents should submit one electronic copy of a PowerPoint presentation on a compact disc prepared for the interview.

4. MANDATORY REQUIREMENTS FOR STAGE II D/D PROPOSAL SUBMITTAL

4.1. Purpose and Definitions: Each Respondent selected to participate in Stage II shall submit Proposals demonstrating an understanding of the requirements of the Transit Center and Tower as set forth in the Scope Definition Report. The Proposal should present a compelling design befitting the world-class, iconic image the TJPA desires for the Project. The Stage II submittal shall also propose the legal and financial terms of an agreement with the TJPA for the development of the Tower.

4.2. Format and Copies: Respondents shall submit ten printed copies of the Proposal bound in 8.5 x 11 inch format, one printed copy of each presentation board, and a compact disc with PDF format copies of the submittal.

4.3. Contents: The Stage II submittal requirements during Stage I. The final version of the requirements will be distributed to Respondents at the Stage II Competition Briefing. To ensure a fair comparison of the Proposals, each Proposal will use forms provided by the TJPA and adhere to uniform drawing scales, mediums, and presentation composition. At a minimum, the submittal will include the Proposal, presentation design boards, and a compact disc with PDF format copies of all documents.

4.3.1. Design Concept Boards: Respondents shall prepare a maximum of ten 30" x 40", vertically oriented boards (maximum of 1/2" thickness) illustrating the design concept of the Transit Center and Tower, including plans, sections, elevations, perspectives, narratives and diagrams that explain the design.

4.3.2. Transit Center Proposal: The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as a part of the urban form of San Francisco. The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center Proposal should address transit operational requirements; user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center; architectural image, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety. The Proposal shall include:

- 1) A table of contents and tabs identifying the parts of the Proposal.
- 2) A narrative description of the design concept and an explanation as to how the concept meets the requirements and design criteria contained in the TJPA Scope Definition Report.
- 3) A tabular listing and confirmation that all program uses, planning and functional requirements are provided.
- 4) A cost analysis comparing the proposed design concept to the TJPA budget to be provided at the Stage II Briefing.
- 5) Design renderings and a printed color copy of each presentation board scaled to 8.5" x 11" size.

4.3.3. Tower Proposal: The TJPA envisions a landmark Transit Tower that will be innovative and green in design as well as financially advantageous for the Program. The public lobby and plaza for the Tower shall provide a seamless connection to the Transit Center and contribute to the evolving neighborhood character. The Tower Proposal shall also include:

- 1) A table of contents and tabs identifying the parts of the Proposal.
- 2) A narrative description of the design concept including its relationship to the Transit Center and green building features.
- 3) A description of proposed development program including uses, quantities, and synergy of uses.
- 4) A financial model (pro forma template to be provided at the Stage II Briefing).

- 5) An explanation of the Tower's financial contribution to the Program. Respondents shall propose a disposition of the Tower Property based on one of the following financial arrangements: (1) cash purchase of the Tower Property plus Program participation in the revenue from the Tower Property, including specific allocations of surplus revenue to the Program, such as percentage rent or a mechanism for sharing surplus revenues after invested capital has earned some specified rate of return; (2) ground lease of the Tower Property with up-front payment(s); (3) ground lease of the Tower Property with Program participation; or (4) ground lease of the Tower Property securing revenue bonds. The proposed financial contribution to the Program should be responsive to the Program's requirement for capital for construction of the Program primarily during the initial years of the public/private partnership.
- 6) An acknowledgement that (a) the Tower Property is within the Transbay Redevelopment Plan Area and all net tax increment from the Property will be assigned to the Program; and (b) the City is investigating the feasibility of forming a Mello-Roos Community Facilities District that, if approved, may require that the developer of the Transit Tower contribute special taxes to the Program.
- 7) Design renderings and a printed color copy of each presentation board scaled to 8.5" x 11" size.

4.4. PDF Files on Compact Disc: Respondents shall submit a compact disc containing the submittal and an electronic copy of each design concept presentation board in PDF format at resolutions appropriate for web posting and for printing.

5. ELIGIBILITY TO COMPETE

This Competition will be open to all individuals or teams. The "Architect and Engineers of Record" shall comply with the State of California licensing requirements. No member of the TJPA staff, PMPC team, TJPA Board, Jury, or Jury members' firms, are eligible to participate on any Respondent team or respond to either stage of this Competition.

6. DISQUALIFICATION

Any Respondent committing an act (or acts) that conflict with or violate the Competition Regulations will be disqualified.

7. JURY

The Jury will consist of seven voting and two ex-officio non-voting members and will be comprised of design and development professionals. All Jury members will be present at all evaluation and selection meetings. The tasks of the Jury are defined by the Competition Regulations. All Jurors were selected by the Competition Manager and approved by the TJPA Board. The members of the Jury are:

- Robert Campbell, Architecture Critic of the Boston Globe
- Hsin-Ming Fung, Hodgetts + Fung Design and Architecture
- Susan L. Handy, Professor, Department of Environmental Science and Policy, University of California at Davis
- Oscar Harris FAIA, Turner Associates Architects and Planners, Inc.
- Arthur Johnson PE SE, KPFF Consulting Engineers
- Jerry Keyser, Keyser Marston
- Allison G. Williams FAIA, Perkins+Will
- Maria Ayerdi, J.D., TJPA (ex-officio)
- Dean Macris, San Francisco Department of Planning (ex-officio)

8. COMPETITION MANAGER

The TJPA has retained StastnyBrun Architects, Inc. to manage the Competition. Donald J. Stastny FAIA FAICP is the Competition Manager; Jennifer Mannhard AICP is the Competition Project Manager. The Competition Manager shall be Respondents' sole contact with the TJPA throughout the Competition. The Competition Manager shall coordinate all activities of the Competition to ensure an equitable and transparent selection process. The Competition Manager shall facilitate meetings as required for the orderly execution of the Competition.

9. HONORARIUM & OWNERSHIP OF COMPETITION SUBMITTALS

The Lead Designers of the D/D Teams selected by the Jury and approved by the TJPA Board to advance to Stage II will be offered an honorarium in the amount of \$100,000, in recognition of the importance of design excellence. The Lead Designer's acceptance of the honorarium shall constitute a legally binding agreement that all materials submitted to the TJPA during the Competition, including intellectual property, shall become the exclusive property of the TJPA, which may use any materials, design concepts, and ideas. The Lead Designer may retain copies of all materials and may publish, advertise or use the materials for promotional or marketing purposes.

Should any Lead Designer decline the honorarium, the TJPA shall have a right to publish, display, and advertise all materials the Lead Designer has submitted to the TJPA during the Competition. Ownership and intellectual property rights, however, shall remain with the Lead Designer.

10. EXHIBITION OF COMPETITION SUBMITTALS

The TJPA reserves the right to exhibit all Stage I and Stage II submittals that comply with the Competition Regulations. The TJPA further reserves the right to use or display any and all material for educational or promotional purposes, publication, documents, videos, or fund-raising at its discretion. TJPA shall give appropriate credit to the author(s) of any material used.

11. DISADVANTAGED BUSINESS ENTERPRISE (DBE) PARTICIPATION

The TJPA's policy is to ensure nondiscrimination on the basis of race, color, sex or national origin in the award and administration of Department of Transportation (DOT)-assisted contracts. TJPA's intention is to create a level playing field on which DBEs can compete fairly for contracts and subcontracts relating to TJPA's construction, procurement and professional services activities.

The selected D/D Team shall cooperate with the TJPA in meeting the TJPA's commitments and objectives with regard to ensuring nondiscrimination in the award and administration of DOT-assisted contracts and shall use its best efforts to ensure that barriers to participation of DBEs do not exist. The TJPA recommends that Respondents review the TJPA's DBE Program, which is available on the TJPA website.

12. CONTRACT AWARD

Following the TJPA Board's selection of a Respondent in Stage II, the selected D/D Team will be invited to enter into an exclusive negotiating period to negotiate the Agreements with the TJPA ("Negotiating Period"). During the Negotiating Period, the parties will negotiate in good faith to reach agreement on a term sheet and, ultimately, two contracts: a Design and Development Option Agreement for the Tower, and a Design Agreement for the Transit Center. The contracts shall include:

- 1) A conceptual design for the Tower and the Transit Center, including height, bulk, and shape, to constitute the basis for formal applications for entitlements.
- 2) A schedule for planning and funding, at the D/D Team's sole cost, all aspects of design and construction of the Tower, including A/E, legal and other consulting services, financing plans, general plan amendments, rezoning, subdivision, required testing, environmental review, and all other aspects of securing entitlements for the Tower.
- 3) Time and performance benchmarks with termination provisions for non-performance.

- 4) Completion guarantee and performance or payment bonds.
- 5) Provisions for first quality construction and operating covenants once the Tower is placed in service.
- 6) A public/private partnership involving the disposition of the land underlying the Tower ("Tower Property") and the financial contribution of the Tower development to the Transbay Transit Center Program based on one of the following financial arrangements: (1) cash purchase of the Tower Property plus Transit Center project participation that includes specific allocations of surplus revenue to the Transit Center Program, such as percentage rent or a mechanism for sharing surplus revenues after invested capital has earned some specified rate of return; (2) ground lease of the Tower Property with up-front payment(s); (3) ground lease of the Tower Property with participation; (4) ground lease of the Tower Property securing revenue bonds; or such other agreement as the TJPA Board may approve. The final RFP will include more specific detail as to possible transaction structures related to sale or lease of the Tower Property.
- 7) Financial benefits to the TJPA that include both up front consideration for the Tower Property and specific allocations of rents or sales proceeds resulting from a defined threshold of return to the developer.
- 8) An option for purchase or ground lease of the Tower Property to be exercised by the D/D Team upon obtaining entitlements to develop the Tower.
- 9) As to any ground lease: A) a provision that TJPA'S fee ownership and minimum base rent will not be subordinated; B) a lease term appropriate to the proposed use and based upon market conditions; C) base rent representing a market lease rate return on a land value for mixed-use, central business district development; D) periodic adjustments and re-appraisals of base rent; E) participation or percentage rent based on gross effective income or participation in net profits from refinancing and sale; F) the lessee will pay a possessory interest tax in lieu of property tax; G) TJPA's right to approve any assignment of the lease.
- 10) No payment of broker's commissions.

Following the D/D Team's approval of the Agreements, the TJPA Staff will present the Agreements to the TJPA Board for final approval. If for any reason, the TJPA is unable to negotiate Agreements with the selected D/D Team, the TJPA Staff and Board reserve the right to terminate negotiations with the top-ranked team and commence negotiation with the second ranked Respondent. The TJPA also reserves the right to terminate the selection process at any point.

Because the Competition results will be used to solicit and allocate capital improvement funds, and design and construction may be phased as funds become available, the TJPA reserves the right to request modification in the program or design prior to the D/D Team's preparation of detailed design and construction documentation. At any time, the TJPA reserves the right to suspend or terminate the Project.

13. COMPETITION ADDRESS

All communications in the course of the Competition shall be to the Competition Manager, Donald J. Stastny via Jennifer Mannhard, Project Manager, at jmannhard@stastnybrun.com or (503) 222-5533.

The address for delivery of submittals is:

Transbay Joint Powers Authority
Attention: Design and Development Competition Manager
201 Mission St., Suite 1960
San Francisco, CA 94105

14. COMPETITION SCHEDULE

The Competition Schedule is part of the Competition Regulations. It lists the sequence of events and deadlines. The TJPA reserves the right to modify the Competition Schedule. If modifications to the schedule or other changes or clarifications are required, they will be issued as addenda and posted on the Competition Website.

15. SUMMARY REPORT

Upon announcement of the selected D/D Team and the start of the Negotiating Period with the selected D/D Team, the Competition Manager will issue a report summarizing the Competition process and results.

COMPETITION SCHEDULE

STAGE I: REQUEST FOR QUALIFICATIONS ("RFQ")

RFQ Announcement & Registration Opens	11/01/06
Question & Answer Period Begins	11/01/06
Pre-Submittal Meeting	11/16/06
Registration Ends	12/14/06
Last Day to Ask Questions	12/14/06
Question & Answer Period Ends	12/21/06
Respondent Qualification Submittals Due	1/11/07
Interviews and Evaluation	week of 1/29/07
TJPA Board Approves selection of Respondents	2/15/07
Announcement of Stage II results	2/15/07

STAGE II: REQUEST FOR PROPOSALS ("RFP")

Stage II Briefing and Distribute RFP	3/01/07
Question & Answer Period Begins	3/01/07
1st Mid-course Review	week of 4/02/07
2nd Mid-course Review	week of 5/07/07
Last Day to Ask Questions	6/12/07
Question & Answer Period Ends	6/26/07
Proposals Due	7/10/07
Presentations and Evaluation	8/01/07 – 8/03/07
Summary Report of Process and Jury's recommendation transmitted to the TJPA	8/16/07

AGREEMENT AWARD

TJPA Board reviews and approves Jury's recommendation of a D/D Team	8/23/07
Announcement of selected D/D Team for exclusive negotiations	8/23/07

EVALUATION OF STAGE I – RESPONDENT QUALIFICATIONS

LEAD DESIGNER (50%)

The Lead Designer should have the capability and commitment to achieve design excellence and green design as evidenced by portfolio of work, design philosophy, relevant experience, performance, and individual profile. The statement of design intent should express the designer's attitude toward design, demonstrate his or her understanding of the Project's requirements, opportunities, and challenges, and reflect the ability of the designer to communicate ideas. The project documentation should be comprised of exhibits that demonstrate an understanding of project requirements and design issues raised by the Project. The exhibits should clearly demonstrate design leadership and the designer's personal level of commitment to design excellence. The profile/resume should indicate a range of educational and work experience and the ability to deliver complex, large projects.

DEVELOPMENT ENTITY (30%)

The Development Entity should be experienced and have the financial capacity to deliver high-rise, urban, mixed-use projects that excel in design excellence and green design. Of particular interest is the success of the Development Entity in forming public/private partnerships. The Development Entity shall demonstrate the financial capacity to undertake a project of this magnitude. Examples addressing adjacencies and links to transportation should be included.

OVERALL RESPONDENT TEAM COMPOSITION AND ORGANIZATION (20%)

The D/D Team should possess the professional qualifications necessary to meet or exceed the TJPA's standards for design and development. The narrative should describe the professional qualifications of the team members that would design the Transit Center, the team's commitment to comply with the TJPA's Quality Management System, the composition of the team, the professional qualifications of the Team members that would design and develop the Tower, and the organization and management of the team. Respondents should demonstrate capacity to accomplish the work in an expeditious and efficient manner. The Proposal should describe past performance on contracts with both government agencies and private industry with respect to cost control, quality control of work, and compliance with performance schedules; and, knowledge of issues and requirements specific to San Francisco, the project site, and the uses included in the joint Transit Center and Tower project.

In the SF 330 form, Respondents should demonstrate how the Respondent met the architectural and engineering challenges of the exhibited projects and how lessons learned would inform the Respondent regarding designing in San Francisco. The principal Respondent team members should have experience on projects similar in size and complexity to the Project, and have worked together successfully on previous projects.

Respondents should identify the principal Team members responsible for implementing Respondent's vision for the Project. Proposals should describe the roles of key Team members, lines of communication, and the process for incorporating client and community input. Respondents should explain their quality and cost control plans and the method to plan and manage Respondent's resources. They should identify the physical location of the conduct of major design and production work, and describe the plan for coordinating the work of local consultants with consultants working in remote offices. Proposals should describe each component of the Respondent Team, drawing clear distinctions between responsibilities for specific phases of the Project.

STAGE I – RESPONDENT QUALIFICATIONS - JURY EVALUATION SHEET

RESPONDENT TEAM:

LEAD DESIGNER:

JUROR:

DATE:

Total Score

POINTS	CATEGORY	SCORE
50	THE LEAD DESIGNER	
15	Exhibits flexible and imaginative attitude toward design, recognizes unique aspects of the Project, employs creative design solutions to solve complex design challenges.	
15	Designs demonstrate a high level of exploration and innovative approaches to solving program requirements of large, complex, urban projects.	
10	Demonstrates commitment to design excellence and personal involvement throughout the life of the project.	
5	Project examples are similar in complexity to the Transit Center and Tower Project.	
5	Professional credentials are appropriate and educational background and work history show a consistent commitment to design excellence.	
30	THE DEVELOPMENT ENTITY	
10	Financial capacity for the Transit Center and Tower Project.	
10	Project examples are similar in complexity and scale to the Transit Center and Tower Project and were profitable. Demonstrates innovative financing for complex projects. Demonstrates longevity of ownership.	
10	Demonstrates an understanding of how the political and cultural climate in San Francisco will affect the Project, including a commitment to green design.	
20	OVERALL RESPONDENT COMPOSITION AND ORGANIZATION	
10	All disciplines necessary to design the Transit Center and design and develop the Tower are represented on the D/D Team, the Team members are highly qualified in their fields, and the Team members have experience working together successfully.	
10	The D/D Team's organization plan clearly identifies key roles and lines of communication, provides a mechanism to receive client and community input, and provides for cost and quality control.	

Note: Maximum point total is 100 and scores are used only to determine rank

EVALUATION OF STAGE II – DESIGN AND DEVELOPMENT PROPOSALS

THE TRANSIT CENTER PROPOSAL (40%)

The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as part of the urban form of San Francisco. The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center Proposal should address transit operational requirements; user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center; architectural image, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety.

THE TOWER PROPOSAL (40%)

The Tower Proposal will include a proposed development program (uses, quantities, synergy of uses), financial model, and design concept.

Respondents shall propose a disposition of the land underlying the Tower ("Tower Property") based on one of the following financial arrangements: (1) cash purchase of the Tower Property plus Program participation in the revenue from the Tower Property, including specific allocations of surplus revenue to the Program, such as percentage rent or a mechanism for sharing surplus revenues after invested capital has earned some specified rate of return; (2) ground lease of the Tower Property with up-front payment(s); (3) ground lease of the Tower Property with Program participation; or (4) ground lease of the Tower Property securing revenue bonds. The proposed financial contribution to the Program should be responsive to the Program's requirement for capital for construction of the Program primarily during the initial years of the public/private partnership. The evaluation will focus on the amount of revenue to the TJPA and the overall financial feasibility of the Tower proposal.

FUNCTIONALITY AND TECHNICAL ISSUES (20%)

The Proposals should illustrate a thorough understanding of the functional and technical issues of the Transit Center and Tower including: user accessibility, people movement, adherence to the program and massing requirements, vehicular and pedestrian flows and conflict, and all support and ancillary functions. Symbolic and flow relationships between the public functions of the Tower and the public functions of the Transit Center should be a fundamental consideration in integrating the two structures.

STAGE II - DESIGN AND DEVELOPMENT PROPOSALS - JURY EVALUATION SHEET

RESPONDENT TEAM:

LEAD DESIGNER:

JUROR:

DATE:

Total Score

POINTS	CATEGORY	SCORE
40	TRANSIT CENTER PROPOSAL	
<p>The Transit Center Proposal should reflect an understanding of the role of the Transit Center and Tower as part of the urban form of San Francisco. The Proposal should place particular emphasis on the street level uses that will promote a vibrant, pedestrian-oriented neighborhood. The Transit Center Proposal should address transit operational requirements; user and resident flow throughout the complex, with particular care given to the relationship of the Tower and its uses to the Transit Center; architectural image, community context, transit operational requirements, user flow and accessibility, green design, and seismic and structural safety.</p>		
40	TOWER PROPOSAL	
<p>The Tower Proposal will include a proposed development program (uses, quantities, synergy of uses), financial model, and design concept.</p> <p>Respondents shall propose a disposition of the land underlying the Tower ("Tower Property") based on one of the following financial arrangements: (1) cash purchase of the Tower Property plus Program participation in the revenue from the Tower Property, including specific allocations of surplus revenue to the Program, such as percentage rent or a mechanism for sharing surplus revenues after invested capital has earned some specified rate of return; (2) ground lease of the Tower Property with up-front payment(s); (3) ground lease of the Tower Property with Program participation; or (4) ground lease of the Tower Property securing revenue bonds. The proposed financial contribution to the Program should be responsive to the Program's requirement for capital for construction of the Program primarily during the initial years of the public/private partnership. The evaluation will focus on the amount of revenue to the TJPA and the overall financial feasibility of the Tower proposal.</p>		
20	FUNCTIONALITY AND TECHNICAL ISSUES	
<p>The Proposals should illustrate a thorough understanding of the functional and technical issues of the Transit Center and Tower including: user accessibility, people movement, adherence to the program and massing requirements, vehicular and pedestrian flows and conflict, and all support and ancillary functions. Symbolic and flow relationships between the public functions of the Tower and the public functions of the Transit Center should be a fundamental consideration in integrating the two structures.</p>		

Note: Maximum point total is 100 and scores are used only to determine rank

COMPETITION JURY

ROBERT CAMPBELL

Robert Campbell is a recipient of the Pulitzer Prize for Criticism for his work as architecture critic of the Boston Globe. He is a bimonthly columnist for the magazine Architectural Record, and is the author of a book, *Cityscapes of Boston: An American City Through Time*, of which the Chicago Tribune wrote that it "belongs on the bookshelf of anyone who cares about the fate of the American city." He has been in private practice as an architect since 1975, as a consultant to cultural institutions and cities, and is a Fellow of the American Institute of Architects and the American Academy of Arts and Sciences. He is the recipient of the 2004 Award of Honor of the Boston Society of Architects, "in recognition of outstanding contributions to architecture and to the profession." Mr. Campbell is a graduate of Harvard College, where he was elected to Phi Beta Kappa; the Columbia Graduate School of Journalism; and the Harvard Graduate School of Design, where he received the Appleton Traveling Fellowship and Kelley Prize. His poems have appeared in the Atlantic Monthly and elsewhere and his photographs in numerous publications. In 1997 he was architect-in-residence at the American Academy in Rome. He has reviewed books on architecture, urbanism, popular culture, and poetry for the New York Times, and has taught architecture at several universities, most recently as the 2002 Max Fisher Visiting Professor at Michigan. In 2003 he was a Senior Fellow in the National Arts Journalism Program at Columbia University. He lives and works in Cambridge, Massachusetts.

HSIN-MING FUNG

Hsin-Ming Fung is an architect, educator, and principal/co-founder of Hodgetts + Fung Design and Architecture. Having lived in several countries, her comprehension of the human experience in various urban environments adds a unique perspective to Hodgetts + Fung's designs. This universal approach allows for accessibility without compromising vitality. As Director of Design for Hodgetts + Fung, Ms. Fung has been engaged in the execution of all of the firm's projects, including the award-winning temporary 'Towell' Library at UCLA, the new design of the famed Hollywood Bowl, the 35-story mixed-use glass tower for Yamano Gakuen in Tokyo, and the renovation of the Egyptian Theater on Hollywood Boulevard. Her work has been exhibited at the Los Angeles Museum of Science and Industry, the Museum of Fine Arts in Buenos Aires, The Museum of Contemporary Art in Los Angeles, and the San Francisco Museum of Modern Art. In addition, Ms. Fung was the 1991 recipient of the NEA Rome Prize Advanced Fellowship through the American Academy in Rome, and was nominated by President Clinton to serve on the Council for the National Endowment for the Arts. In 2006, Hodgetts+ Fung received the Gold Medal from the Los Angeles chapter of the American Institute of Architects. Ms. Fung earned her M. Arch. at the University of California, Los Angeles, and has taught at Southern California Institute of Architecture, where she is currently the Director of Graduate Programs. She was also a professor at the California State Polytechnic University School of Environmental Design in Pomona, California since 1985. Mr. Hodgetts and Ms. Fung's monograph, *Scenarios and Spaces*, is regularly found on the desks of students.

SUSAN L. HANDY

As an associate professor in the Department of Environmental Science and Policy at the University of California at Davis, Susan Handy teaches in the Environmental Policy and Planning major and in the Transportation Technology and Policy Program. Her research focuses on the relationships between transportation and land use, including the impact of land use on travel behavior and the impact of transportation investments on land development patterns. In addition, her work is directed towards strategies for enhancing accessibility and reducing automobile dependence, including land use policies and telecommunications services. Ms. Handy has served for a number of years on the Committee on Land Development and Transportation and the Committee on Telecommunications and Travel Behavior of the Transportation Research Board and is currently the Chair of the latter committee. She received a B.S.E. in Civil Engineering from Princeton University, an M.S. in Civil Engineering from Stanford University, and a Ph.D. in City and Regional Planning from the University of California at Berkeley.

OSCAR HARRIS FAIA

Oscar Harris is Founder, Chairman of the Board and Creative Director of Turner Associates Architects and Planners, Inc in Atlanta, Georgia. Harris is responsible for the firm's strategic vision and oversees all of the work bearing the name Turner Associates. For over 30 years, the firm has designed a multiplicity of projects, transforming the urban fabric of Atlanta and other major urban areas. Harris has completed more than \$3 billion in constructed projects. He has designed and planned projects in Georgia, Ohio, Alabama, Louisiana and Florida, with a focus on transit planning, design and commercial development

integration. His ability to work with community organizations and clients to form a consensus of vision through interactive "visioning workshops" has allowed Turner Associates to become a premier expert in "Project Definition" for community and civic visioning. As Past Trustee of the Urban Land Institute, Harris was also a contributing author of ULI's Ten Principles for Successful Development Around Transit, and was a panel member for ULI Conference for "The Rebuilding of New Orleans". Harris is on the Board of Directors at Southern Polytechnic State University, in Atlanta, Georgia and is a Fellow for the Atlanta Studio for Creative Inquiry, where he works with high school children to introduce them to thinking creatively about developing careers in the design and construction industries. In 2004, he was awarded the Bronze Medal from the American Institute of Architects for his contributions to the profession.

ARTHUR JOHNSON, PE, SE

Art Johnson is a vice president of KPFF and the partner-in-charge of the firm's Portland office, a position he has held since opening the Oregon office in 1974. Mr. Johnson has over 35 years of professional engineering design experience. He has extensive experience in the seismic analysis and seismic design of structures and in the analysis and design of complex structural framing systems. As principal-in-charge for structural engineering, Mr. Johnson acts as the "design structural engineer" and with other members of the design team selects structural systems and oversees comparative analyses between systems. He attends meetings at which structural engineering input is required, he provides technical and managerial guidance to the project manager, and he follows the progress and direction of the work. In addition, Mr. Johnson provides internal peer review at critical milestones and checks and seals the final documents. During construction, he authorizes any changes to the structural design and participates in problem resolution. Mr. Johnson received a Bachelor of Science in Civil Engineering and a Master of Science in Structural Engineering from the University of California Berkeley. He is a registered Professional Engineer in 27 states.

A. JERRY KEYSER

A. Jerry Keyser, Keyser Marston's Chairman of the Board, has spent his entire professional life in evaluating the feasibility of real estate projects and consulting on development. He is a founding principal of Keyser Marston and is a recognized authority in the real estate and redevelopment community. For the more than twenty-five years, Mr. Keyser has been at the center of many of the West's distinguished and high impact developments including Pac Bell Ballpark in San Francisco, Horton Plaza in San Diego, and Pioneer Place in Portland. His experience, knowledge and work with industry and professional groups combine to give Mr. Keyser unique insight in real estate trends, what works in real estate development, and contacts with the development and financial community throughout the United States. Throughout his career, Mr. Keyser has been extensively involved in analysis of and consultation on multi-use projects. He has also had extensive experience in assisting cities and towns in their efforts to develop downtown retail and/or revitalization strategies that can be implemented. Mr. Keyser is a member of the Urban Land Institute, has chaired a ULI Mixed Use Council and the Public/Private Partnership Council. He is a former board member of the Bay Area Economic Forum, an organization composed of leaders in business, education and government to assist in the region's growth. Mr. Keyser is also past board member of SPUR, a San Francisco leadership organization formed to promote planning and government initiatives, as well as past president of Lambda Alpha, an international land economics society.

ALLISON G. WILLIAMS, FAIA

Williams sets the design strategy for Perkins+Will San Francisco's major projects including corporate headquarters facilities, cultural institutions, and urban, high-rise and civic mixed-use developments. Ms. Williams was the principal and director of design for Ai from 1997 to 2004, and prior to that was associate partner with Skidmore, Owings & Merrill in San Francisco. Ms. Williams holds a Bachelor's degree in the practice of art and a Master's of Architecture both from the University of California, Berkeley, and was a Loeb Fellow at the Harvard Graduate School of Design. She serves on the University of California, Berkeley's Capital Planning Design Review Committee, and on the board of directors for the Museum of the African Diaspora and The Exploratorium. She was recently appointed to the Harvard Design Magazine advisory board and was elevated to Fellow in the AIA in 1997. To her credit are design leadership roles in the design of several award winning projects including the San Francisco Civic Center Complex, the San Francisco International Airport Terminal, and currently the August Wilson Center for African American Culture and the International Museum of Women in San Francisco. Featured articles about Williams have recently appeared in The New York Times, Wall Street Journal, US News and World Report, Black Enterprise Magazine and Ebony Magazine. Williams lectures frequently at schools of architecture and serves as an invited juror for design award programs recently for the Architecture Record/Business Week Design Awards and for various American Institute of Architects Design Awards Programs.

MARIA AYERDI

As Executive Director of the Transbay Joint Powers Authority reporting to a five member, three-county Board of Directors, Ms. Ayerdi is responsible for the design, construction and operation of the multi-billion dollar Transbay Terminal/Caltrain Downtown Extension Project (Transbay Transit Center). Ms. Ayerdi currently directs and manages the ongoing design and development of all elements of the Transbay Transit Center Project. Her delivery team now includes over 200 engineers, architects and other professionals.

On behalf of the Project, Ms. Ayerdi developed the Joint Powers Agreement which formed the Transbay Joint Powers Authority (TJPA). She managed the Project's environmental (EIS/EIR) process. The EIS/EIR has now been cleared under Federal (NEPA) and California (CEQA) requirements. A federal Record of Decision has been issued. She identified and developed the funding necessary to design and construct the first Phase of the Project. As part of this effort and on behalf of the TJPA, Ms. Ayerdi personally negotiated the transfer of approximately 19 acres of prime San Francisco land belonging to the State of California Department of Transportation. The revenues that will result from this transaction will be applied towards the funding of the Transbay Transit Center Project. In total, Ms. Ayerdi has aggregated over One Billion in Project funds, including the land transfer proceeds, a voter approved Bridge toll increase and San Francisco sales tax extension. It is generally recognized that Ms. Ayerdi's skill, experience, courage and determination have been crucial to the advancement of the Transbay Transit Center Project.

Ms. Ayerdi, is a member of the State Bar of California. She previously served as the Mayor of San Francisco's Transportation Policy Advisor and Project Director and has been the Vice-Chair of the Peninsula Corridor Joint Powers Board (Caltrain), Deputy Director of the Bay Area Air Quality Management District, member of the Executive Committee of the Association of Bay Area Governments and member of the Airport Roundtable. Prior to her public service work, she worked with United Parcel Service's legal department.

In 2002, Ms. Ayerdi was honored with San Francisco Tomorrow's Unsung Hero Award, for her special contributions to the betterment of San Francisco's environment and Bay Area transportation. In 2004, she was named the Women's Transportation Seminar, San Francisco Bay Area Chapter, Woman of the Year, for her success in advancing the Transbay Project. In 2006, the San Francisco Business Times named Ms. Ayerdi One of The Most Influential Women in Public Service in the Bay Area. That same year, the Hispanic Chamber of Commerce named her one of the 2006 Most Influential Bay Area Latinos.

DEAN MACRIS

Dean Macris began his planning career in Chicago. In 1965 he was appointed by Mayor Richard J. Daley, Assistant Commissioner of the Chicago Department of Planning and Development. In 1968 he joined the San Francisco Planning Department as Assistant Director. Mayor Joseph Alioto appointed him in 1972 as Director of Community Development and in 1975 as Planning Director. Mr. Macris left City government in 1976 to become Executive Associate Director of the Association of Bay Area Governments. He returned to San Francisco in 1980 when Mayor Feinstein appointed him to serve again as Director of Planning, a position he held until 1992. In late 2004, at Mayor Newsom's request, he again rejoined the Planning Department as its Director.

CONTACT INFORMATION

For more information please contact:

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StastnyBrun Architects, Inc.
(503) 222-5533

Or visit the Competition website:

www.transbaycenter.org

APPENDIX

A. DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

Caltrans Exhibit 10-I

May 5, 2006

Notice To Bidders/Proposers Disadvantaged Business Enterprise Information

B. DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

Caltrans Exhibit 10-J

Standard Agreement For Subcontractor/DBE Participation

C. DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

Transbay Joint Powers Authority

a) Bidders/Proposers Information Request Form

b) Summary of Payment Form

c) Final Expenditure Report

D. LEVINE ACT

E. CERTIFICATION REGARDING DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS

F. CERTIFICATION REGARDING LOBBYING

G. LICENSING REQUIREMENTS

H. PROTEST PROCEDURES

I. TRANSBAY TRANSIT CENTER BUILDING SCOPE DEFINITION REPORT

Volume One: Executive Summary

October 2006

J. QUALITY MANAGEMENT SYSTEM MANUAL

ATTACHMENT A

DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

CALTRANS EXHIBIT 10-I

MAY 5, 2006

NOTICE TO BIDDERS/PROPOSERS DISADVANTAGED BUSINESS ENTERPRISE INFORMATION

The Transbay Joint Powers Authority (the "Authority") has not established a DBE Availability Advisory Percentage for this Agreement. However, bidders/proposers are encouraged to obtain DBE participation for this Agreement.

1. TERMS AS USED IN THIS DOCUMENT

- The term "Disadvantaged Business Enterprise" or "DBE" means a for-profit small business concern as defined in Title 49, Part 26.5, Code of Federal Regulations (CFR).
- The term "bidder" also means "proposer" or "offerer."
- The term "Agreement" also means "Contract."
- Authority also means the local entity entering into this contract with the Contractor or Consultant.
- The term "Small Business" or "SB" is as defined in 49 CFR 26.65.

2. AUTHORITY AND RESPONSIBILITY

A. DBEs and other small businesses are strongly encouraged to participate in the performance of Agreements financed in whole or in part with federal funds. (See 49 CFR 26, "Participation by Disadvantaged Business Enterprises in Department of Transportation Financial Assistance Programs.") The Contractor should ensure that DBEs and other SBs have the opportunity to participate in the performance of the work that is the subject of this solicitation and should take all necessary and reasonable steps for this assurance. The bidder/proposer shall not discriminate on the basis of race, color, national origin, or sex in the award and performance of subcontracts.

B. Bidders/Proposers are encouraged to use services offered by financial institutions owned and controlled by DBEs.

C. Meeting the DBE Availability Advisory Percentage is not a condition for being eligible for award of the Agreement.

3. SUBMISSION OF DBE INFORMATION

The Authority's "Bidders/Proposers Information Request Form" will be included in the Agreement documents to be executed by the successful bidder. The purpose of the form is to collect data required under 49 CFR 26. Even if no DBE participation will be reported, the successful bidder must execute and return the form.

4. DBE PARTICIPATION GENERAL INFORMATION

It is the bidder's responsibility to be fully informed regarding the requirements of 49 CFR 26, and the Authority's DBE program developed, pursuant to the regulations. Particular attention is directed to the following:

- A. A DBE must be a small business firm defined pursuant to 13 CFR 121 and be certified through the California Unified Certification Program (CUCP).
- B. A certified DBE may participate as a prime contractor, subcontractor, joint venture partner, as a vendor of material or supplies, or as a trucking company.
- C. A DBE joint-venture partner must be responsible for specific contract items of work or clearly defined portions thereof. Responsibility means actually performing, managing and supervising the work with its

own forces. The DBE joint venture partner must share in the capital contribution, control, management, risks and profits of the joint-venture commensurate with its ownership interest.

D. A DBE must perform a commercially useful function, pursuant to 49 CFR 26.55, that is, must be responsible for the execution of a distinct element of the work and must carry out its responsibility by actually performing, managing and supervising the work.

E. The bidder (prime contractor) shall list only one subcontractor for each portion of work as defined in their bid/proposal and all DBE subcontractors should be listed in the bid/cost proposal list of subcontractors.

F. A prime contractor who is a certified DBE is eligible to claim all of the work in the Agreement toward the DBE participation except that portion of the work to be performed by non-DBE subcontractors.

5. RESOURCES

A. The CUCP database includes the certified DBEs from all certifying agencies participating in the CUCP. If you believe a firm is certified that cannot be located on the database, please contact the Caltrans Office of Certification toll free number 1-866-810-6346 for assistance. Bidders/Proposers may call (916) 440-0539 for web or download assistance.

B. Access the CUCP database from the Department of Transportation, Civil Rights, Business Enterprise Program website at: <http://www.dot.ca.gov/hq/bep/>.

- Click on the link in the left menu titled Find a Certified Firm.
- Click on Query Form link, located in the first sentence.
- Click on CUCP Database (Certified DBEs) located in the center of the page.
- Click on Click To Access DBE Query Form.
- Searches can be performed by one or more criteria.
- Follow instructions on the screen.
- "START SEARCH," "CLEAR FORM," "Civil Rights Home," and "Caltrans Home" links are located at the bottom of the query form.

C. How to Obtain a List of Certified DBEs without Internet Access

DBE Directory: If you do not have Internet access, Caltrans also publishes a directory of certified DBE firms extracted from the on-line database. A copy of the directory of certified DBEs may be ordered from the Caltrans Division of Procurement and Contracts/Material and Distribution Branch/Publication Unit, 1900 Royal Oaks Drive, Sacramento, CA 95815, Telephone: (916) 445-3520.

6. WHEN REPORTING DBE PARTICIPATION, MATERIAL OR SUPPLIES PURCHASED FROM DBEs MAY COUNT AS FOLLOWS:

A. If the materials or supplies are obtained from a DBE manufacturer, one hundred percent of the cost of the materials or supplies will count toward the DBE participation. A DBE manufacturer is a firm that operates or maintains a factory, or establishment that produces on the premises, the materials, supplies, articles, or equipment required under the Agreement and of the general character described by the specifications.

B. If the materials or supplies purchased from a DBE regular dealer, count sixty percent of the cost of the materials or supplies toward DBE participation. A DBE regular dealer is a firm that owns, operates or maintains a store, warehouse, or other establishment in which the materials, supplies, articles or equipment of the general character described by the specifications and required under the Agreement are bought, kept in stock, and regularly sold or leased to the public in the usual course of business. To be a DBE regular dealer, the firm must be an established, regular business that engages, as its principal business and under its own name, in the purchase and sale or lease of the products in question. A person may be a DBE regular dealer in such bulk items as petroleum products, steel, cement, gravel, stone or asphalt without owning, operating or maintaining a place of business provided in this section.

C. If the person both owns and operates distribution equipment for the products, any supplementing of regular dealers' own distribution equipment shall be by a long-term lease agreement and not an ad hoc or Agreement-by-Agreement basis. Packagers, brokers, manufacturers' representatives, or other persons who arrange or expedite transactions are not DBE regular dealers within the meaning of this section.

D. Materials or supplies purchased from a DBE, which is neither a manufacturer nor a regular dealer, will be limited to the entire amount of fees or commissions charged for assistance in the procurement of the materials and supplies, or fees or transportation charges for the delivery of materials or supplies required on the job site, provided the fees are reasonable and not excessive as compared with fees charged for similar services.

7. WHEN REPORTING DBE PARTICIPATION, PARTICIPATION OF DBE TRUCKING COMPANIES MAY COUNT AS FOLLOWS:

A. The DBE must be responsible for the management and supervision of the entire trucking operation for which it is responsible.

B. The DBE must itself own and operate at least one fully licensed, insured and operational truck used on the Agreement.

C. The DBE receives credit for the total value of the transportation services it provides on the Agreement using trucks it owns, insures, and operates using drivers it employs.

D. The DBE may lease trucks from another DBE firm, including an owner-operator who is certified as a DBE. The DBE who leases trucks from another DBE receives credit for the total value of the transportation services the lessee DBE provides on the Agreement.

E. The DBE may also lease trucks from a non-DBE firm, including an owner-operator. The DBE who leases trucks from a non-DBE is entitled to credit only for the fee or commission it receives as a result of the lease arrangement. The DBE does not receive credit for the total value of the transportation services provided by the lessee, since these services are not provided by the DBE.

F. For the purposes of this Section D, a lease must indicate that the DBE has exclusive use and control over the truck. This does not preclude the leased truck from working for others during the term of the lease with the consent of the DBE, as long as the lease gives the DBE absolute priority for use of the leased truck. Leased trucks must display the name and identification number of the DBE.

ATTACHMENT B

DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

CALTRANS EXHIBIT 10-J

STANDARD AGREEMENT FOR SUBCONTRACTOR/DBE PARTICIPATION

1. SUBCONTRACTORS

A. Nothing contained in this Agreement or otherwise, shall create any contractual relation between the Authority and any subcontractors, and no subcontract shall relieve the Contractor of his/her responsibilities and obligations hereunder. The Contractor agrees to be as fully responsible to the Authority for the acts and omissions of its subcontractors and of persons either directly or indirectly employed by any of them as it is for the acts and omissions of persons directly employed by the Contractor. The Contractor's obligation to pay its subcontractors is an independent obligation from the Authority's obligation to make payments to the Contractor.

B. Any subcontract in excess of \$25,000, entered into as a result of this Agreement, shall contain all the provisions stipulated in this Agreement to be applicable to subcontractors.

C. Contractor shall pay its subcontractors within ten (10) calendar days from receipt of each payment made to the Contractor by the Authority.

D. Any substitution of subcontractors must be approved in writing by the Authority's Contract Manager in advance of assigning work to a substitute subcontractor.

2. DISADVANTAGED BUSINESS ENTERPRISE (DBE) PARTICIPATION (WITHOUT AVAILABILITY ADVISORY PERCENTAGE)

A. The Authority has not established a DBE Availability Advisory Percentage for this Agreement. This Agreement is subject to Title 49, Part 26 of the Code of Federal Regulations entitled "Participation by Disadvantaged Business Enterprises in Department of Transportation Financial Assistance Programs." Bidders who obtain DBE participation on this contract will assist Caltrans in meeting its federally mandated statewide overall DBE goal.

B. DBE and other small businesses (SB), as defined in Title 49 CFR, Part 26 are encouraged to participate in the performance of agreements financed in whole or in part with federal funds. The contractor, subrecipient or subcontractor shall not discriminate on the basis of race, color, national origin, or sex in the performance of this Agreement. The contractor shall carry out applicable requirements of 49 CFR, Part 26 in the award and administration of US DOT-assisted agreements. Failure by the contractor to carry out these requirements is a material breach of this Agreement, which may result in the termination of this Agreement or such other remedy as the recipient deems appropriate.

C. Any subcontract entered into as a result of this Agreement shall contain all of the provisions of this section.

3. PERFORMANCE OF DBE CONTRACTORS, AND OTHER DBE SUBCONTRACTORS/SUPPLIERS

A. A DBE performs a commercially useful function when it is responsible for execution of the work of the Agreement and is carrying out its responsibilities by actually performing, managing, and supervising the work involved. To perform a commercially useful function, the DBE must also be responsible with respect to materials and supplies used on the Agreement, for negotiating price, determining quality and quantity, ordering the material, and installing (where applicable) and paying for the material itself. To determine whether a DBE is performing a commercially useful function, evaluate the amount of work subcontracted, industry practices; whether the amount the firm is to be paid under the Agreement is commensurate with the work it is actually performing, and other relevant factors.

B. A DBE does not perform a commercially useful function if its role is limited to that of an extra participant in a transaction, Agreement, or project through which funds are passed in order to obtain the appearance of DBE participation. In determining whether a DBE is such an extra participant, examine similar transactions, particularly those in which DBEs do not participate.

C. If a DBE does not perform or exercise responsibility for at least thirty percent of the total cost of its Agreement with its own work force, or the DBE subcontracts a greater portion of the work of the Agreement than would be expected on the basis of normal industry practice for the type of work involved, it will be presumed that it is not performing a commercially useful function.

4. PROMPT PAYMENT OF FUNDS WITHHELD TO SUBCONTRACTORS

If the Authority requires retainage from the prime contractor and prompt and regular incremental acceptances of portions, as determined by the Authority of the contract work and retainage is paid to the prime contractor based on these acceptances, then the prime contractor or subcontractor shall return all monies withheld in retention from all subcontractors within 30 days after receiving payment for work satisfactorily completed and accepted including incremental acceptances of portions of the contract work by the Authority. Federal law (49CFR26.29) requires that any delay or postponement of payment over the 30 days may take place only for good cause and with the Authority's prior written approval. Any violation of this provision shall subject the violating prime contractor or subcontractor to the penalties, sanctions and other remedies specified in Section 7108.5 of the Business and Professions Code. These requirements shall not be construed to limit or impair any contractual, administrative, or judicial remedies otherwise, available to the prime Contractor or subcontractor in the event of a dispute involving late payment or nonpayment by the prime contractor, deficient subcontract performance, or noncompliance by a subcontractor. This provision applies to both DBE and non-DBE prime contractors and subcontractors.

Any subcontract entered into as a result of this Agreement shall contain all of the provisions of this section.

5. DBE RECORDS

A. The Contractor shall maintain records of materials purchased and/or supplied from all subcontracts entered into with certified DBEs. The records shall show the name and business address of each DBE or vendor and the total dollar amount actually paid each DBE or vendor, regardless of tier. The records shall show the date of payment and the total dollar figure paid to all firms. DBE prime contractors shall also show the date of work performed by their own forces along with the corresponding dollar value of the work. The Authority will require the Contractor to submit a "Summary of Payment Form" with every invoice, summarizing the records as described above.

B. Upon completion of the Agreement, a summary of these records shall be prepared and submitted on the form "Final Expenditure Report," certified correct by the Contractor or the Contractor's authorized representative and shall be furnished to the Contract Manager with the final invoice. Failure to provide the summary of DBE payments with the final invoice will result in twenty-five percent (25%) of the dollar value of the invoice being withheld from payment until the form is submitted. The amount will be returned to the Contractor when a satisfactory "Final Expenditure Report" is submitted to the Contract Manager.

a. Prior to the fifteenth of each month, the Contractor shall submit documentation to the Authority's Contract Manager showing the amount paid to DBE trucking companies. The Contractor shall also obtain and submit documentation to the Authority's Contract Manager showing the amount paid by DBE trucking companies to all firms, including owner-operators, for the leasing of trucks. If the DBE leases trucks from a non-DBE, the Contractor may count only the fee or commission the DBE receives as a result of the lease arrangement.

b. The Contractor shall also submit to the Authority's Contract Manager documentation showing the truck number, name of owner, California Highway Patrol CA number, and if applicable, the DBE certification number of the truck owner for all trucks used during that month. This documentation shall be submitted on the Caltrans "Monthly DBE Trucking Verification," CEM-2404(F) form provided to the Contractor by the Authority's Contract Manager.

6. DBE CERTIFICATION AND DE-CERTIFICATION STATUS

If a DBE subcontractor is decertified during the life of the Agreement, the decertified subcontractor shall notify the Contractor in writing with the date of de-certification. If a subcontractor becomes a certified DBE during the life of the Agreement, the subcontractor shall notify the Contractor in writing with the date of certification. Any changes should be reported to the Authority's Contract Manager within 30 days.

When Reporting DBE Participation, Material or Supplies purchased from DBEs may count as follows:

A. If the materials or supplies are obtained from a DBE manufacturer, 100% of the cost of the materials or supplies will count toward the DBE participation. A DBE manufacturer is a firm that operates or maintains a factory or establishment that produces on the premises, the materials, supplies, articles, or equipment required under the Agreement and of the general character described by the specifications.

B. If the materials or supplies are purchased from a DBE regular dealer, count 60% of the cost of the materials or supplies toward DBE goals. A DBE regular dealer is a firm that owns, operates or maintains a store, warehouse, or other establishment in which the materials, supplies, articles or equipment of the general character described by the specifications and required under the Agreement, are bought, kept in stock, and regularly sold or leased to the public in the usual course of business. To be a DBE regular dealer, the firm must be an established, regular business that engages, as its principal business and under its own name, in the purchase and sale or lease of the products in question. A person may be a DBE regular dealer in such bulk items as petroleum products, steel, cement, gravel, stone or asphalt without owning, operating or maintaining a place of business provided in this section.

C. If the person both owns and operates distribution equipment for the products, any supplementing of regular dealers' own distribution equipment shall be by a long-term lease agreement and not an ad hoc or Agreement-by-Agreement basis. Packagers, brokers, manufacturers' representatives, or other persons who arrange or expedite transactions are not DBE regular dealers within the meaning of this section.

D. Materials or supplies purchased from a DBE, which is neither a manufacturer nor a regular dealer, will be limited to the entire amount of fees or commissions charged for assistance in the procurement of the materials and supplies, or fees or transportation charges for the delivery of materials or supplies required on the job site, provided the fees are reasonable and not excessive as compared with fees charged for similar services.

When Reporting DBE Participation, Participation of DBE Trucking Companies may count as follows:

A. The DBE must be responsible for the management and supervision of the entire trucking operation for which it is responsible.

B. The DBE must itself own and operate at least one fully licensed, insured, and operational truck used on the Agreement.

C. The DBE receives credit for the total value of the transportation services it provides on the Agreement using trucks it owns, insures, and operates using drivers it employs.

D. The DBE may lease trucks from another DBE firm including an owner-operator who is certified as a DBE. The DBE who leases trucks from another DBE receives credit for the total value of the transportation services the lessee DBE provides on the Agreement.

E. The DBE may also lease trucks from a non-DBE firm, including an owner-operator. The DBE who leases trucks from a non-DBE is entitled to credit only for the fee or commission it receives as a result of the lease arrangement. The DBE does not receive credit for the total value of the transportation services provided by the lessee, since these services are not provided by the DBE.

F. For the purposes of this section, a lease must indicate that the DBE has exclusive use and control over the truck. This does not preclude the leased truck from working for others during the term of the lease with the consent of the DBE, as long as the lease gives the DBE absolute priority for use of the leased truck. Leased trucks must display the name and identification number of the DBE.

**TRANSBAY JOINT POWERS AUTHORITY
BIDDERS/PROPOSERS INFORMATION REQUEST FORM**

ATTACHMENT C(a)

DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

BIDDERS/PROPOSERS INFORMATION REQUEST FORM

Download form in a Microsoft Excel or PDF format at
<http://www.transbaycenter.org/TransBay/content.aspx?id=425>

NAME OF PROJECT/PROPOSAL			
PROPOSER BUSINESS NAME AND ADDRESS			
NAME OF PERSON SUBMITTING BID		SIGNATURE OF PROPOSER	
CONTACT PERSON NAME		DATE	
CONTACT EMAIL			
or each DBE subcontractor listed on this form. 4) Attach			
<div style="border: 1px solid black; padding: 5px; display: inline-block;"> DBE Participation DBE Certifying Agency Type of DBE ** Award Amount Percentage of Contract Participation </div>			
LIST BUSINESS FIRM(s) List Name, Address, and Contact Person (if not the same as above)	Phone Number	Email Address	Age of Firm
A. PRIME Contractor			
B. Subcontractor/Supplier			
TOTAL			\$0 0.00%

* NAICS Code: North American Industry Classification System Code. Codes can be found at <http://www.census.gov/ipeds/data/naics02/naics02.htm>.
 ** Type of DBE: (1) African-American (2) Hispanic (3) Native American (4) Asian-Pacific (5) Asian-Indian (6) Female-Woman (7) Other (designated by the Small Business Administration)
 - DBEs must be certified by Caltrans or an agency participating in the California Unified Certification Program. Visit the Caltrans website at <http://dot.ca.gov/hq/bep/bep.asp.htm> for a list of participating agencies.
 - Important: Attach the proof of certification for each DBE firm used toward meeting the DBE goal.
 - This information will be used to create and maintain a Bidders List.
 - Use additional sheets as necessary.

ATTACHMENT C(b)

DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

SUMMARY OF PAYMENT FORM

Download form in a Microsoft Excel or PDF format at
<http://www.transbaycenter.org/TransBay/content.aspx?id=425>

TRANSBAY JOINT POWERS AUTHORITY SUMMARY OF PAYMENT FORM

This form must be completed and submitted with every invoice submitted to TJPA and must include complete payment information for all subconsultants and vendors utilized on this Contract including each joint venture partner for the period of the invoice. Failure to submit all required information may lead to partial withholding of progress payment.

Date _____

Contract Title/No. _____

Prime Contractor _____

Invoice No. _____

Period _____

Total Amount of Invoice _____

Subconsultant/Vendor Joint Venture				Check Number

Signature of Project Manager _____

Date _____

Print Name _____

Phone _____

**TRANSBAY JOINT POWERS AUTHORITY
FINAL EXPENDITURE REPORT**

DISADVANTAGED BUSINESS ENTERPRISE PROGRAM REQUIREMENTS

FINAL EXPENDITURE REPORT

Download form in a Microsoft Excel or PDF format at
<http://www.transbaycenter.org/TransBay/content.aspx?id=425>

CONTRACT TITLE/NO.						TOTAL CONTRACT AWARD AMOUNT	DATE OF AWARD	
PRIME CONTRACTOR/CONSULTANT NAME AND ADDRESS						TOTAL EXPENDITURES AT END OF CONTRACT	DATE OF CONTRACT COMPLETION	
PROJECT MANAGER NAME						PROJECT MANAGER SIGNATURE	DATE	
CONTACT PERSON NAME RE: FINAL EXP. REPORT						CONTACT EMAIL		
IMPORTANT: 1) Identify all DBE firms being claimed for credit. 2) List names of all DBE subcontractors.								
LIST BUSINESS FIRM(s) List Name, Address, and Contact Person (if not the same as above)	Phone Number	Email Address	Item of Service/Materials	Date of Work Completed	Date of Final Payment	Total Amount Paid	% of Total Expenditures	
A. PRIME Contractor								
B. Subcontractor/Supplier								
TOTAL							\$ -	0.00%

Comments/Notes (Explain cost overruns or discrepancies; DBE firm substitutions, etc...)

NAICS Code: North American Industry Classification System Code. Codes can be found at <http://www.census.gov/epp/cnaics02/naics02.htm>.
 * Type of DBE: (1) African-American (2) Hispanic (3) Native American (4) Asian-Pacific (5) Asian-Indian (6) Female-Woman (7) Other (designated by the Small Business Administration)
 DBEs must be certified by Caltrans or an agency participating in the California Unified Certification Program. Visit the Caltrans website at <http://dot.ca.gov/bidopen/bchm> for a list of participating agencies.
 Important: Attach the proof of certification for each DBE firm used toward meeting the DBE goal if different from "Bidders/Proposers Information Request Form."
 This form will be compared for consistency with the "Bidders/Proposers Information Request Form."
 Use additional sheets as necessary.

ATTACHMENT D

LEVINE ACT

The Levine Act (Government Code 84308) is part of the Fair Political Practices Act that applies to elected officials and their alternates who serve on appointed Boards such as the Transbay Joint Powers Authority Board of Directors, or who serve as appointed officers. The Levine Act prohibits any Authority officer who has, within the previous twelve months, received \$250.00 or more from an applicant for a contract with the Authority from participating in or influencing the decision on awarding that contract. The Levine Act also requires an officer of the Authority who has received such a contribution to disclose the contribution on the record of the proceeding. In addition, Authority officers are prohibited from soliciting or accepting a contribution from a party applying for a contract while the matter of awarding the contract is pending before the Authority and for three months following the date a final decision concerning the contract has been made.

For this RFP, the Selection Committee members are also considered Authority officers and shall also be subject to this section.

Each Respondent must disclose any contribution of \$250 or more that it made to an Authority officer or alternate within the twelve-month period preceding the submission of its Proposal. This requirement applies to the proposing firm or joint venture as well as to any member firm or individuals on the firms' team, subsidiaries, parent companies, other firms associated with the respondent, and agents of the respondent. If such a contribution has been made, the respondent must provide to the Authority's Executive Director a written statement setting forth the date and amount of said contribution(s). This information must be submitted at the same time as the Qualifications/Proposals.

ATTACHMENT E

CERTIFICATION REGARDING DEBARMENT, SUSPENSION, AND OTHER RESPONSIBILITY MATTERS

49 CFR PART 29 EXECUTIVE ORDER 12549

In conjunction with the Office of Management and Budget and other affected Federal agencies, DOT published an update to 49 CFR Part 29 on November 26, 2003. This government-wide regulation implements Executive Order 12549, Debarment and Suspension, Executive Order 12689, Debarment and Suspension, and 31 U.S.C. 6101 note (Section 2455, Public Law 103-355, 108 Stat. 3327).

This contract is a covered transaction for purposes of 49 CFR Part 29. As such, the contractor is required to verify that none of the contractors, its principals, as defined at 49 CFR 29.995, or affiliates, as defined at 49 CFR 29.905, are excluded or disqualified as defined at 49 CFR 29.940 and 29.945.

Part A: Primary Covered Transactions

CHECK ___ IF THIS CERTIFICATION IS FOR A PRIMARY TRANSACTION AND IS APPLICABLE.

The contractor is required to comply with 49 CFR 29, Subpart C and must include the requirement to comply with 49 CFR 29, Subpart C in any lower tier covered transaction (transactions between the bidder and persons other than the federal government) it enters into, if any.

By signing and submitting its bid or proposal, the bidder or proposer certifies as follows:

The certification in this clause is a material representation on fact relied upon by the Authority. If it is later determined that the bidder or proposer knowingly rendered an erroneous certification, in addition to remedies available to the Authority, the Federal Government may pursue available remedies, including but not limited to suspension and/or debarment. The bidder or proposer agrees to comply with the requirements of 49 CFR 29, Subpart C while this offer is valid and through the period of any contract that may arise from this offer. The bidder or proposer further agrees to include a provision requiring such compliance in its lower tier covered transactions.

- (1) The prospective primary participant certifies to the best of its knowledge and belief that it and its principals:
 - a. Are not presently debarred, suspended, proposed for disbarment, declared ineligible, or voluntarily excluded from covered transactions by any Federal department or agency;
 - b. Have not within a three-year period preceding this application been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (Federal, State or local) transaction or contract under a public transaction; violation of Federal or State antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
 - c. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (Federal, State, or local) with commission of any of the offenses enumerated in paragraph (1) b. of this certification; and
 - d. Have not within a three-year period preceding this application had one or more public transactions (Federal, State, or local) terminated for cause or default.
- (2) Where the prospective primary participant is unable to certify to any of the statements in this certification, such prospective primary participant shall attach an explanation of this proposal.

Part B: Certification Regarding Debarment, Suspension, and Other Responsibility Matters
Lower Tier Covered Transactions (transactions between the bidder and persons other than the federal government)

CHECK ____ IF THIS CERTIFICATION IS FOR A LOWER TIER TRANSACTION AND IS APPLICABLE.

- (1) The prospective lower tier participant certifies, by submission of this proposal, that neither it nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any Federal department or agency.
- (2) Where the prospective lower tier participant is unable to certify to any of the statements in this certification, such prospective participant shall attach an explanation to this proposal.

As the authorized certifying official, I hereby certify that the above specified certifications are true.

Business Name: _____

Authorized Representative Name (print)

Authorized Representative Title (print)

Authorized Representative Signature

Date

ATTACHMENT F

CERTIFICATION REGARDING LOBBYING

31 U.S.C. 1352
49 CFR PART 19
49 CFR PART 20

CERTIFICATION FOR CONTRACTS, GRANTS, LOANS AND COOPERATIVE AGREEMENTS

Byrd Anti-Lobbying Amendment, 31 U.S.C. 1352, as amended by the Lobbying Disclosure Act of 1995, P.O. 104-65 (to be codified at 2 U.S.C. 1601, et seq.)

Consultants who apply or bid for an award of \$100,000 or more shall file the certification required by 49 CFR part 20, "New Restrictions on Lobbying." Each tier certifies to the tier above that it will not and has not used Federal appropriated funds to pay any person or organization for influencing or attempting to influence an officer or employee of any agency, a member of Congress, officer or employee of Congress, or an employee of a member of Congress in connection with obtaining any Federal contract, grant or any other award covered by 31 U.S.C. 1352. Each tier shall also disclose the name of any registrant under the Lobbying Disclosure Act of 1995 who has made lobbying contacts on its behalf with non-federal funds with respect to that Federal contract, grant or award covered by 31 U.S.C. 1352. Such disclosures are forwarded from tier to tier up to the recipient.

This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by Section 1352, Title 31, US Code. A person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.

By signing and submitting its proposal, the Respondent also certifies to the Authority that the Respondent has not paid, nor agreed to pay, and will not pay or agree to pay, any fee or commission, or any other thing of value contingent on the award of a contract to any Authority employee or official or to any member of the selection panel or other person involved in the making of the contract on behalf of the Authority.

As the authorized certifying official, I hereby certify that the above specified certifications are true.

Business Name: _____

Authorized Representative Name (print)

Authorized Representative Title (print)

Authorized Representative Signature

Date

ATTACHMENT G

LICENSING REQUIREMENTS

Firms or individuals participating in the Competition do not need to be licensed to practice architecture in the State. Prior to entering a contract with the TJPA for architectural services, however, the firm or individual selected through this Competition must designate a Lead Design Architect as the architect of record for all services provided under the contract. The Lead Design Architect must be licensed to practice architecture in the State of California, consistent with the Architects Practices Act, Business & Professions Code sections 5500 et seq. The Lead Design Architect will be expected to comply with all rules and regulations under the Architects Practices Act, as well as any other laws or professional standards applicable to the practice of architecture in the State.

ATTACHMENT H

PROTEST PROCEDURES

1. PROTEST SUBMITTAL

A protest describing the nature of the disagreement must be submitted in writing to the Authority no later than five days following notification of proposed award. A post-award protest describing the nature of the disagreement must be submitted in writing to the Authority no later than five days following the Notification of Award of the contract. If the Authority bid procedure requires submission of documents in separate phases and bidders may be qualified at the end of a phase prior to the final award, then protests regarding a phase of the procedure (including protests concerning documents received by bidders during the phase) must be submitted in writing with a description of the disagreement to the Authority no later than five days following receipt of notification of the results of that phase.

The letter of protest shall contain the project description and shall be signed and dated. Protests shall be addressed to:

Ms. Maria Ayerdi, Executive Director
Transbay Joint Powers Authority
201 Mission Street, Suite 1960
San Francisco, CA 94105

2. DISADVANTAGED BUSINESS ENTERPRISE (DBE) REQUIREMENTS

If the protest involves meeting DBE requirements, the DBE Liaison Officer ("DBELO") of the Authority shall review the protest. The DBELO shall also send a copy to the Authority's General Counsel for information. The DBELO shall review DBE requirements for the project, examine whether the protest has merit, and forward its decision to the Executive Director. Based on the DBELO's examination, the Executive Director shall notify the protester, in writing, of the decision. The decision shall respond at least generally to each material issue raised in the protest. The letter to the protester shall state that the protester may contact the DBELO to discuss the response, and the protester has the right to address the Authority's Board on the date when the matter is calendared to be heard if the DBELO denies the appeal.

Regarding the issue of whether a bidder has met its DBE goal or demonstrated good faith efforts in reaching the contract-specific DBE goal, the DBELO's determination will be administratively final except when the DBELO has determined that an apparent low bidder has failed to meet its goal or make the required good faith efforts. In that situation, the procedures in the Authority's DBE Program apply to requests for reconsideration from the apparent low bidder. The Authority Board will not have jurisdiction to hear administrative appeals or requests for reconsideration of the DBELO's decision.

3. ISSUES NOT RELATED TO DBE REQUIREMENTS

If the protest concerns complaints regarding discrepancies in the bid documents, missing or required documentation, or the selection process, and is not related to DBE requirements, the Executive Director shall prepare a memorandum to the Authority's general Counsel requesting an opinion on the protest. The Executive Director shall inform the protester in writing of the recommendation, stating the reasons for the recommendation, and responding at least generally to each material issue raised in the protest. The Executive Director's letter to the protester shall state that the protester may contact the Executive Director to discuss the response, and the protester has the right to address the Authority's Board on the date when the matter is calendared to be heard if the Executive Director denies the appeal.

4. INCORPORATE LEGAL OPINION/RECOMMENDATION

The Executive Director shall incorporate appropriate language reflecting the outcome of the protest in the calendar item and resolution for approval of the contract by the Board of Directors. However, in the event of a multi-phased bid procedure as described in Section 1 above, the protest may be considered by the Board of Directors prior to the meeting when final award is determined.

5. FINAL ACTION

The protester shall be notified in writing of the Authority's decision regarding the protest and/or award of the contract.

The action of the Authority is final. Subject to the provisions of Section 6, the protester may seek a remedy in State or Federal court, as appropriate, from the final action of the Authority.

6. PROTEST TO FTA

FTA may only entertain a protest that alleges that the Authority (1) failed to have written protest procedures; (2) failed to follow its written protest procedures; or (3) failed to review a complaint or protest. A protest to FTA must be received by the cognizant FTA regional or Headquarters Office within five working days following the date the protester knew or should have known of the violation. A protester must exhaust all administrative remedies with the Authority before pursuing a protest with FTA.

ATTACHMENT I

TRANSBAY TRANSIT CENTER BUILDING SCOPE DEFINITION REPORT

Volume One: Executive Summary
October 2006

ATTACHMENT J

QUALITY MANAGEMENT SYSTEM MANUAL



COMPETITION
MANUAL

APPENDIX

Transbay Transit Center & Tower
Design & Development Competition



TRANSBAY TRANSIT CENTER AND TOWER DESIGN AND DEVELOPMENT COMPETITION

REQUEST FOR QUALIFICATIONS FROM DESIGN/DEVELOPMENT (D/D) TEAMS

INTRODUCTION AND OVERVIEW OF THE SELECTION PROCESS

The Transbay Joint Powers Authority ("TJPA") is conducting an international Competition to select a Design and Development ("D/D") Team to design a Transit Center to be developed by the TJPA in downtown San Francisco, California, and to design and develop a mixed-use Tower adjacent to the Transit Center. The TJPA seeks a D/D Team that will create a unique, world class Transit Center and Tower whose aesthetic, functional, and technical excellence are worthy of their position as the centerpiece of the Transbay Redevelopment Area and the focus of bus and rail transit for San Francisco, the Bay Area, and the State of California.

Because the Transit Center and Tower will be large and complex structures, the buildings should be designed in tandem. The site of the Transit Center and Tower is the existing Transbay Terminal at First and Mission Streets. The new Transit Center will accommodate buses, commuter trains, the future California High-Speed Rail, leased commercial space, and TJPA administrative space. The Tower will contain a mix of uses, such as residential, hotel, office, retail, and cultural, that will complement the Transit Center. The mix of uses in the Tower is to be determined through negotiation of a Tower Option Agreement with the TJPA and during the entitlement process under the authority of the City and County of San Francisco ("City"). Environmental review for the Transit Center under the California Environmental Quality Act ("CEQA") is complete. The selected D/D Team will be responsible for environmental review of its Tower development proposal and for securing all entitlements.

The Transit Center and Tower are part of a larger Transbay Transit Center Program ("Program"), which includes several additional elements: the rail tunnel and rail systems to extend Caltrain from Fourth and King Streets to the Transit Center, a new underground Fourth and Townsend Street Station, modifications to the existing surface station at Fourth and King, temporary bus terminals, ramps connecting the Bay Bridge to the Transit Center, and permanent bus storage facilities. Of these additional elements, only the ramps will be designed by the D/D Team selected through this Competition. The other additional elements listed are to be designed and constructed by other teams selected by the TJPA through other processes.

The scope of architectural/engineering services for the Transit Center and Tower will include all design, construction documents, and construction administration services. The financial and other terms of the Tower development shall be determined by the Proposal submitted by the winning D/D Team and by the Option Agreement to be negotiated between the TJPA and the selected Team.

The Competition will be managed by StastnyBrun Architects, Inc., which has been retained by the TJPA as the Competition Manager. The Competition process will be conducted as follows:

Stage I: Request for Qualifications ("RFQ")

In Stage I, a Jury of recognized design and real estate development professionals will recommend D/D Teams possessing the experience, expertise, and creativity to execute this high-profile, complex development project while maintaining design excellence. D/D Teams responding to the RFQ ("Respondents") must identify the Lead Designer for the Transit Center and Tower, the Development Entity for the Tower, and a full team of architectural, engineering, and other design and development professionals. Because the two buildings will have distinct functions, the Lead Designer may elect to retain separate executive architects, engineers, and special consultants for the Transit Center and Tower.

The TJPA expects superior design quality for the Transit Center and Tower. Accordingly, in Stage I

the Jury will place heavy emphasis on the Lead Designer's qualifications. The Jury will evaluate the Lead Designer's portfolio of work, design philosophy, performance, and individual profile. The Jury will also evaluate the Respondent's capacity to deliver a high-rise, mixed-use development project that combines exceptional design and financial success. Finally, the Jury will consider the Respondent's organization, relevant experience, credentials of all Respondent team members, breadth of expertise, and management approach.

The Jury will evaluate the written submissions and interviews of the Respondents. Upon completion of the evaluation, the Jury will recommend to the TJPA Board of Directors ("TJPA Board") a short list of Respondents to be invited to participate in Stage II. The TJPA Board will invite all or part of the short-listed Respondents to participate in Stage II.

Stage II: Request for Proposals ("RFP")

Respondents invited to participate in Stage II will prepare a Proposal for the design of the Transit Center, and a Proposal for design and development of the Tower, including proposed financial terms for the purchase or ground lease of the site for the Tower ("Tower Property"). At the commencement of Stage II, the TJPA will provide the Respondents with an information packet describing the scope of the two structures, the budget for the Transit Center, and other requirements for Proposals. Respondents will have a minimum of 120 calendar days to prepare Proposals. Each Respondent will have an opportunity to participate in two mid-course reviews with the Competition Manager, the TJPA staff, and members of the Program Management/Program Control ("PMPC") Team.

The Competition Manager and TJPA staff will evaluate the technical aspects of the Proposals to determine compliance with minimum criteria and to question Respondents or request clarification. Following this technical review and the Respondents' responses to questions and requests for clarifications, Respondents will present their Proposals to the Jury.

The Jury will consider the written submission and oral presentation of each Respondent. The Jury will evaluate the quality of the proposed design, functionality of the Transit Center and Tower, adherence to the TJPA's requirements, and the potential revenue to the Program from the development of the Tower. The Jury will rank the Proposals for the TJPA Board. The TJPA Board will review the Jury's recommendation and TJPA's staff report and select a Respondent to be invited to negotiate.

Contract Award

Following TJPA Board authorization, the TJPA staff will negotiate a Design Agreement for the Transit Center and a separate Design, Development, and Option Agreement for the design and development of the Tower with the selected Respondent. Under the Tower Agreement, the Respondent D/D Team would exercise the option for purchase or ground lease of the Tower Property when it obtains entitlements for the Transit Tower. Both Agreements will be presented to the TJPA Board for approval. The Agreements will contain detailed standards for the design of the two structures and define the financial and legal relationship between the D/D Team and the TJPA. Following selection of a D/D Team, the TJPA reserves the right to request changes to the design and financial terms proposed by the selected D/D Team.

The Competition Jury

The Jury will be responsible for recommending Respondents in Stage I to advance to Stage II and ranking Respondents for presentation to the Board in Stage II. The Jury will also be responsible for recommending termination of the Competition if it determines that the proposals submitted in either stage do not meet the standards set by the TJPA.

REGISTRATION AND SUBMITTAL INFORMATION

The Competition Manual describes the Competition Process and Regulations. It contains all pertinent information and rules regarding team composition, submittal content and format, schedule and events, and evaluation criteria for both Stages of the Competition.

To obtain a copy of the Competition Manual, interested parties must register electronically on the Competition website at <http://www.transbayproject.org>. Developers and Lead Designers must register in order to participate.

SCHEDULE AND KEY DATES

The official and complete schedule is in the Competition Manual. Key upcoming dates include:

RFQ Announcement & Registration Opens	11/01/06
Question and Answer Period	11/01/06 – 12/21/06
Pre-submittal Meeting	11/16/06
Stage I Qualifications Submittal Due	1/11/07

PRE-SUBMITTAL MEETING

All registered participants are invited to attend a briefing and a guided tour of the Transit Center and Tower project site. The Pre-submittal Meeting is not mandatory. Representatives of the TJPA will be available to answer questions. Information imparted during the site visit is for the Participants' further understanding of the site and Program. Meeting minutes of the briefing and site tour will be taken and posted to the Competition Website. Location, date, and time of meeting will be posted to the Competition Website.

INQUIRIES

All questions regarding this RFQ or the Design and Development Competition should be sent to the Competition Manager, Donald J. Stastny FAIA FAICP at (503) 222-5533 or dstastny@stastnybrun.com.

It is against the Competition Regulations for Participants to communicate with respect to this Competition with the TJPA Staff, TJPA Board, PMPC team, or Jurors. Any such communication will automatically disqualify Participants.

THIS IS NOT A REQUEST FOR PROPOSALS.