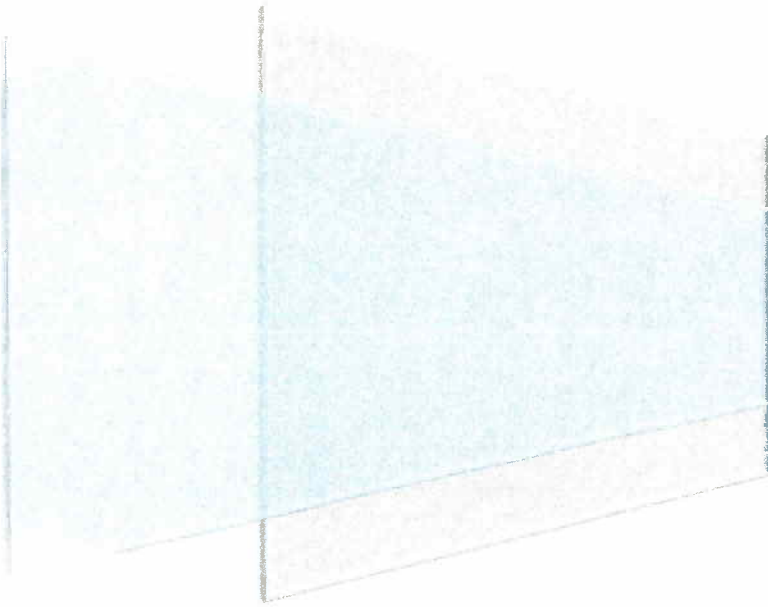


Request for Proposals (RFP)

**Joint Occupancy Facility located on Parking Lot A
of Monterey Peninsula College, 980 Fremont
Street, Monterey, CA 93940**



Solicitation of Proposals: The Monterey Peninsula Community College District (District), a public agency, is soliciting proposals from a qualified developer (Developer / Proposer), to enter into an Exclusive Rights Negotiating Agreement (ERNA) with the District which will result in the development and formation of a Joint Occupancy Agreement (JOA) between the District and the Developer for the Developer to design, construct and operate facilities on the District property described herein. The facilities subject to the JOA are referenced collectively or in part herein as “the Project”. The JOA will be in accordance with all applicable requirements of California Education Code Sections 81390, 81392, and 81400. The District has not established specific requirements relating to the term/duration of the JOA, but in no event will the term/duration of the JOA exceed sixty six (66) years.

Goals of the District / Development Objectives: The Governing Board of Monterey Peninsula Community College District has adopted a resolution authorizing this RFP. The resolution identifies a number of District goals related to the joint occupancy facility including:

- A facility and facility uses that complement and enhance the District’s academic programs, supporting the educational functions of the District and its commitment of services to the students.
- A facility and facility uses that will be consistent with the District’s mission statement.
“Monterey Peninsula College is committed to fostering student learning and success by providing excellence in instructional programs, facilities, and services to support the goals of students pursuing transfer, career, basic skills, and life-long learning opportunities. Through these efforts MPC seeks to enhance the intellectual, cultural, and economic vitality of our diverse community”
- A facility and facility uses that will improve the long term fiscal stability of the District.
- A facility that represents the Highest and Best Use of the Land as defined by the Appraisal Institute.
- A facility that will be harmonious with adjacent District facilities and land uses as well as the broader surrounding Monterey community.

These goals will be used to develop criteria for evaluating the request for proposals. The District encourages developers to demonstrate creativity and new ideas in proposals for planning, design, construction and operation of the facilities.

All planning and entitlement costs for the proposed Project will be borne by the Developer which include, but are not limited to, compliance to California Environmental Quality Act (CEQA),

mitigation measures identified in CEQA, and legal /real property consultants representing the District. Under no condition will the District bear any cost in the planning or entitling of the Project. Costs incurred by the Developer for planning, obtaining land use entitlements and other similar pre-development activities may be partially reimbursed by the District to the Developer. Any such reimbursement will be subject to mutual agreement between the District and the Developer and incorporated into the ERNA. The foregoing notwithstanding, the Developer will not receive any reimbursement nor shall the District be liable to the Developer for any reimbursement until the Developer has secured all necessary land use entitlements for development of the facilities subject to the JOA.

Property Description and Constraints:

The District Property subject the JOA (JO Site) is located at:

980 Fremont Street

Parking Lot A (Upper and Lower)

Monterey, CA 93940

Parking Lot A (Upper and Lower) currently contain 620 parking stalls for students and staff. The land area is approximately 6.2 acres (see Exhibits A and B). Any loss of parking stalls due to the joint occupancy facility must be replaced at Developer's cost on a ratio of 1:1.5. That is, for every parking stall removed from Parking Lot A, Developer will have to be responsible for providing 1.5 replacement stalls in the areas currently designated as Parking Lot B and/or Parking Lot C. Parking facilities developed in Parking Lot B and/or Parking Lot C shall be subject to limitations, restrictions or other requirements established by the District, including without limitation: (i) the existing access road from Fishnet Road and "drop off area" of the access road, serving the Music Building and the Theater shall remain open and accessible at all times during and after construction of any parking facility on Parking Lot B; (ii) pedestrian and vehicular access to existing improvements situated in Parking Lot C (Automotive Technology Building, Facilities Building and Dance and Adaptive PE Building) shall remain unimpaired during construction of any parking facility on Parking Lot C; and (iii) any parking facility situated on Parking Lot C shall be "set back" from the existing improvements by not less than twenty (20) feet. Parking for the joint occupancy facility must be self-contained within the Site boundaries and must conform with any City of Monterey parking requirements/limitations for the uses/occupancies contemplated for the joint occupancy facility.

The Site is currently zoned R-1-20 and has a General Plan Designation of Public / Semi-Public. Any building, or portion thereof, which is used by a non-public entity, shall be subject to the zoning and building code requirements of the City of Monterey.

The District has been granted a “water credit” of 3.27 acre feet which may be available for the development of the joint occupancy facility.

The District will be the lead agency in the processing of the California Environmental Quality Act (CEQA) requirements for the Joint Use Facilities. The Developer will be responsible, at the Developer’s costs, for preparing appropriate studies and providing information in a complete and timely manner to enable the District to complete its obligations as the “lead agency” for CEQA purposes.

The District makes no representations or warranties as to the condition of the Site or the suitability of the Site for the proposed joint use facility. The selected Developer will be required to accept the Site in its “as is” condition. The foregoing notwithstanding, prior to submittal of proposals responding to this RFP a prospective proposer may request access to the Site for purposes of non-invasive inspection or observations. No invasive inspections or observations of the Site will be permitted during the proposal process. Requests for Site access shall be submitted to Steve Ma no later than October 26, 2012.

General Conditions:

As a general rule, all documents received by District are considered public record and will be made available for public inspection and copying upon request. If you consider any portion of your proposal response to be proprietary or otherwise confidential, please specifically identify such portion submit a written request for determination by the District. Any such determination by the District is final and non-appealable. Please note that submitted financial information will remain confidential and not subject to public disclosure. The District is not liable or responsible for the disclosure of any portion of a response to this RFP, including those exempt from disclosure if disclosure is deemed required by law, by an order of Court, or which occurs through inadvertence, mistake or negligence on the part of the District or its officers, employees or agents.

The District reserves the rights to reject all proposals, select by proposal review only, or interview as needed. Developers may be selected to make a brief presentation or oral interview, after which a final selection will be made.

The Developer with whom the District will enter into the ERNA will be selected on the basis of information provided in the RFP Response, in-person presentations, and the results of the District’s independent research and investigation. Upon selection of a proposal, the District will enter into an Exclusive Rights Negotiating Agreement (ERNA) with the Developer for a prescribed period of time. During this prescribed period, District and selected Developer will endeavor to negotiate mutually acceptable terms and conditions of the JOA. In the event that the District is unable to reach agreement, the District will proceed, at its sole discretion, to negotiate with the next developer

selected by the District. The District reserves the right to contract in the manner that most benefits the District.

Project Scope and Requirements:

The following project scope and requirements further refine the Development Objectives identified by the District:

- The Architect(s) for the Developer’s proposed facilities subject to the JOA and for the parking lot replacement will be selected and retained by the Developer, subject to the following: (i) the Architect(s) shall have demonstrated prior experience with the type and nature of facilities proposed by the Developer under the JOA; (ii) the Architect for design of the JOA facilities shall have successfully completed, as the Architect of Record, other similar facilities which are subject to jurisdiction of the Division of State Architect (“DSA”); (iii) the Architect for design of the replacement parking facilities shall have prior experience, as the Architect of Record, for other similar parking facilities which are subject to DSA jurisdiction; (iv) the District shall have no financial or legal liability or responsibility to the Architect(s); (v) the Architect(s) shall be required to obtain professional liability insurance with coverage limits of not less than Two Million Dollars (\$2,000,000) per claim and Four Million Dollars (\$4,000,000) in the aggregate and which designate the District as an additional insured thereunder; (vi) the JOA shall incorporate provisions obligating the Developer to defend, indemnify and hold harmless the District from any legal or financial liability or responsibility to the Architect(s); and (vii) the District shall have the right to reject the Developer’s proposed Architect(s) based on the qualifications, experience or capabilities of the Architect(s) proposed by the Developer for the JOA facilities and/or the parking lot replacement.
- Plans for the joint occupancy facility or related parking structure must be approved by the Division of State Architect (DSA) as well as all local health and safety rules and regulations.
- Facility construction will be competitively bid and will be a “prevailing wage” job.
- Pursuant to Ed Code 81400, the selected Developer will provide financial security to the District either by bond or an irrevocable letter of credit issued by a financial institution acceptable to the District for performance of Developer’s obligations under the JOA.

Proposal Requirements:

The District requires each Proposer to submit proposals clearly addressing all of the requirements outlined in this RFP. The detail of the proposal shall be limited to twenty (20) pages and must include a minimum of five (5) references, which include the address, telephone number, and email address of each reference. Resumes and company qualification brochure data may be added to the 20-page proposal, provided they are located in an Appendix at the back of the proposal.

The Proposal must contain information covering the following:

- A. Cover Letter – The cover letter should include RFP title, the Developer’s name and the submission date.
- B. Team Identification – It is essential that the District understand the experience and capabilities of all key members of the Developer’s team. Clearly state the name, address, email address and phone number who will serve as the contact during the selection process.
- C. Statement of Qualifications
 - *Background Information:* Organizational structure, principal staff and governing board members.
 - *Financial Capability:* The proposal must include the most current 12-month financial statements of the Developer including balance sheets, income statements for the previous two fiscal years.
 - *Project Experience:* Detailed description of the Developer’s experience and capabilities in developing, maintaining and operating proposed joint use facility.
 - *Program Experience:* Developer’s experience in program operation and development.
- D. Concept Statement / Project Budget
 - Provide illustrations, drawings and/or other graphic representations of the proposed layout, square footage and other characteristics of the proposed joint use facility. Include descriptions of the anticipated uses of each discrete area of the proposed joint use facility.
 - Provide a project budget demonstrating funds and funding sources for initial design, construction costs, and annual operating costs for the initial five (5) year period after completing construction of the proposed joint use facility. The project budget must include cost and revenue projections for the following:
 - ✓ Annual lease payments to the District over proposed term. The District recognizes that certain amount of capital will be required for construction and startup and these costs will have to be recovered during the term of the lease. Lease rates will be negotiable depending on capital investment and reasonable rate or return on amortized costs.

- ✓ Soft and hard costs to plan, design and construct the proposed joint facility
- ✓ Anticipated annual operating expenses for the initial five (5) years of the proposed joint use facility.
- ✓ Projected facilities annual maintenance and equipment costs for the initial five (5) years of operation of the proposed joint use facility.
- ✓ Pro forma revenues from sales, admission or membership for the initial five (5) years of operation of the proposed joint use facility.
- Describe the operation of the facility including hours of operation and services provided for private use and the public at large.

Instructions and Schedule for Submittal of Proposals

All proposals shall be signed and sealed by a duly authorized representative of the Developer. The name, email address and mailing address of the individual executing the proposal must be provided.

The District shall not be liable for any expenses incurred by any company in relation to the preparation or submittal of the proposals. Expenses include, but are not limited to, expenses by any proposer in preparing a proposal or related information in response to the RFP; negotiations with District on any matter related to this RFP; and costs associated with interviews, meetings, travel or presentations. Additionally, the District shall not be liable for expenses incurred as a result of District's rejection of any proposals made in response to this RFP.

Questions Regarding this RFP

Proposers requiring clarification of the intent or content of this RFP, or on procedural matters regarding the competitive RFP process may request clarification by submitting written email questions marked, "Questions Relating to RFP" and addressed to the contact person listed below. Answers to the questions will be provided to all proposers without identifying the submitter. All requests for clarification must be submitted no later than five (5) days prior to the due date of proposals responding to this RFP; clarification inquiries submitted thereafter will not be responded to by the District.

Steve Ma, VP Administrative Services, Monterey Peninsula College

Email: sma@mpc.edu

The Developer shall be responsible for becoming familiar with the District's requirements for the scope of the project, and rely solely upon his or her own independent judgment, and not upon

any statements or representations may by the District, whether express or implied. The failure or omission of any Developer to acquaint himself or herself with the development and operational requirements of the District shall in no way relieve any Developer from any obligation with respect to this RFP or to the resulting agreement. The submission of a proposal shall be taken *prima facie* evidence of compliance with this section.

The District will not provide any oral clarifications or modifications to the RFP or the requirements hereof; no employee, officer, agent or representative of the District is authorized to provide oral clarifications or modifications to the RFP. No proposer shall rely on any oral clarification or modification to the RFP.

Proposal Submission Deadline

Five (5) copies of the proposal will be submitted to the individual below no later than 3pm on October 31, 2012.

Steve Ma
VP Administrative Services
Monterey Peninsula College
980 Fremont Street
Monterey, CA 93940

Proposals should be submitted in a fashion that facilitates the making of additional copies. Digital copy of proposal on CD ROM is highly recommended. No faxed or telephoned proposals will be accepted. The District assumes no responsibility for late delivery for any reason whatsoever, including but not limited to weather or traffic conditions, illness, accident, delivery to wrong location, or courier problems.

Proposal Constitutes an Offer

A proposal submitted in accord with instructions constitutes a binding offer subject to the signing of a Joint Occupancy Agreement. Revisions or modification by the Developer of the District's RFP and contract terms and conditions may render the proposal non-responsive.

Evaluation Process and Selection Criteria

The District will conduct the selection process. The Governing Board of the District is the final decision-maker regarding this selection, and it reserves the right to reject any or all responses or to terminate development negotiations at any time. The District reserves the right to request clarification or additional information from individual proposers and to request some or all proposers to make presentations to District staff, community groups, or the Governing Board. As part of the evaluation process, the District expects to interview some, but not necessarily all of the proposers.

The primary basis for the District's consideration of responses to this RFP will be the contents of proposals received, as outlined under Proposal Requirements and the results of the District's due diligence and reference checks. The District will select a Developer with the experience, commitment, vision, financial ability, and technical competence necessary to develop and operate the proposed joint occupancy facility. In summary, the evaluation of the proposals will be based on a number of factors including, but not limited to, adherence to District goals and development objectives; developer experience and capitalization; and compatibility of joint occupancy facility with surrounding land uses.

Timeline

RFP advertised and issued	September 14, 2012
Proposal Development	September 14, to October 31, 2012
Proposals Due to District	October 31, 2012
Review and Evaluation of Proposals	October 31 to December 12, 2012
District Board Approval of Selection	December 12, 2012
Negotiation of ERNA	January 2013
District Board Approval of ERNA	February 2013
Negotiation of JOA	March 2013 – April, 2013
District Board Approval of JOA	May 2013
Commencement of Development Activities	June 2013

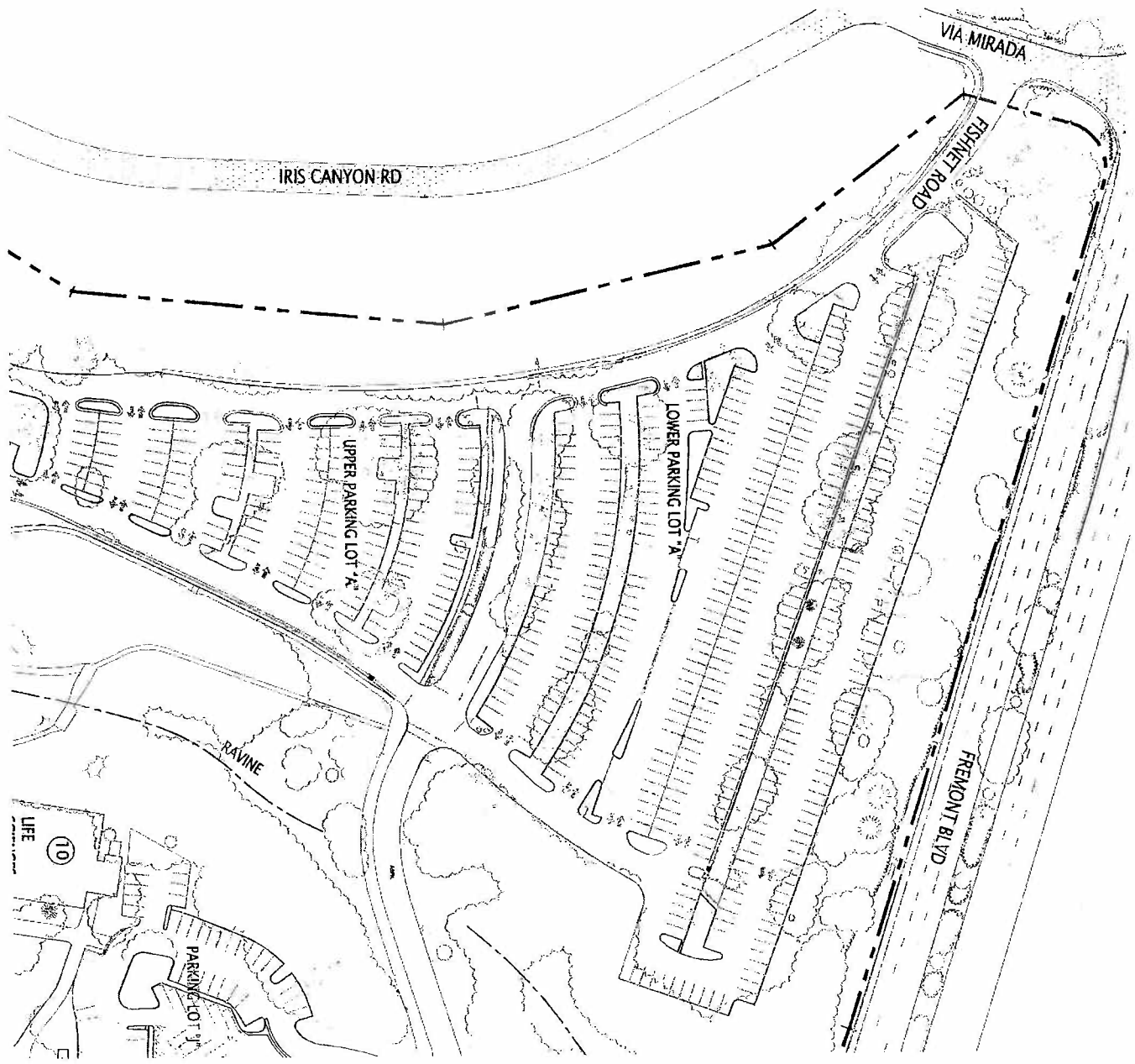


Exhibit B