REQUEST FOR QUALIFICATIONS

FOR A PUBLIC-PRIVATE PARTNERSHIP BETWEEN RESPONDENT AND THE SANTA CLARA VALLEY WATER DISTRICT WITH REGARDS TO THE EXPEDITED PURIFIED WATER PROGRAM

PROJECT NO. 91304001

SOQ SUBMITTAL DEADLINE: REFER TO SECTION 4.3
DISTRICT CONTACT INFORMATION: REFER TO SECTION 4.1

February 26, 2018

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ABBREVIATIONS

Whenever in this RFQ the following abbreviations are used, the intent and meaning shall be interpreted as follows.

AFY  Acre-feet per year
BAWSCA  Bay Area Water Supply and Conservation Agency
CEQA  California Environmental Quality Act
DB  Design-Build
DDW  Division of Drinking Water Programs (under SWRCB)
DPR  Direct Potable Reuse
EBOS  Emergency Basin Overflow Structure
EPA  United States Environmental Protection Agency
EPWP  Expedited Purified Water Program
FTA  File Transfer Appliance
GWR  Groundwater Replenishment Regulations
IPR  Indirect Potable Reuse
IRS  Internal Revenue Service
MF  Microfiltration
MGD  Million Gallons per Day
MOU  Memorandum of Understanding
NEPA  National Environmental Policy Act
NPDES  National Pollution Discharge Elimination System
NPR  Non-Potable Reuse
O&M  Operations and Maintenance
PCC  California Public Contract Code
RFP  Request for Proposals
RFQ  Request for Qualifications
RO  Reverse Osmosis
RWF  San Jose/Santa Clara Regional Wastewater Facility
SBWR  South Bay Water Recycling
SFPUC  San Francisco Public Utilities Commission
SOQ  Statement of Qualifications
SVAWPC  Silicon Valley Advanced Water Purification Center
SWRCB  California State Water Resources Control Board
TDS  Total Dissolved Solids
TSS  Technical Support Services
UV  Ultraviolet Light
WSMP  Water Supply Master Plan Update
DEFINITION OF TERMS

Whenever in this RFQ the following terms or pronouns in place of them are used, the intent and meaning shall be interpreted as follows.

**Advanced Recycled Water** – (used interchangeably with “purified water” or “highly purified water”). Water produced through treatment of source water from a wastewater treatment plant (e.g., secondary or tertiary effluent) using advanced treatment processes such as microfiltration, reverse osmosis, and ultraviolet disinfection with or without advanced oxidation.

**Board** – The Santa Clara Valley Water District Board of Directors

**City** – City of San Jose

**County** – Santa Clara County

**Design-Builder** – The entity or entities responsible for the design and construction of the Project. The Design-Builder will include a general contractor, holding a current, valid, California Class “A” General Engineering Contractors License in good standing, that will assume primary responsibility for the subcontracting, management, supervision and administration of the construction for the Project.

**Developer** – The entity or entities responsible for the various entitlement (i.e. rights supportive of project construction and operations), permitting, and development activities occurring during the Development Period.

**Development Period** – The time period beginning upon signing of the Development Period Agreement and ending upon either (i) execution of the Water Services Agreement or (ii) termination of the Development Period by the District.

**Development Period Agreement** – The agreement between the P3 Entity and the District setting forth terms for Development Period.

**District** – The Santa Clara Valley Water District.

**EPWP** – The Expedited Purified Water Program being undertaken by the District as described in Section 2.2.

**Guarantor** – Any guarantor that is part of the proposed P3 Team.

**Key Personnel** – Shall have the meaning set forth in Part IV

**Lead Investor** – The entity or entities that will act as the long-term majority owner of the P3 Entity and purchase and hold the subordinated bonds to be issued by the P3 Entity.


**Operator** – The entity or entities that will operate and maintain the Project.
**P3** – Public-private partnership.

**P3 Coordinator** – The entity that will take lead responsibility for coordinating the overall development of the Project.

**P3 Entity** – The entity that will enter into the Development Period Agreement and, in the event of consideration and approval, the Water Services Agreement. Expected to be a special-purpose entity.

**P3 Team** – The P3 Coordinator, Developer, Design-Builder, Operator, and Lead Investor.

**Plan** – The Draft Purified Water Program Plan described in Section 2.2(3)

**Product Water** – Water that meets the District’s quality requirements and is delivered to the point of delivery specified in the Water Services Agreement.

**Project** – The SVAWPC Expansion and the Purified Water Pipeline as discussed in Section 2

**Proposer** – Each entity shortlisted by the District through the RFQ process that is invited to prepare and submit a proposal in response to the District’s RFP.

**Purified Water Pipeline** – The water conveyance pipeline described in Section 2.2.3.

**Reporting Entities** – Shall have the meaning defined in Part V

**Respondent** – The entity responding to this RFQ by submitting the SOQ.

**RFP** – A Request for Proposals to be issued to shortlisted Respondents for a Development Period Agreement and Water Services Agreement between Proposer and the District with regards to the Project.

**RFQ** – This Request for Qualifications for a P3 between Respondent and the District with regards to the Project.

**SVAWPC Expansion** – The Silicon Valley Advanced Water Purification Center Expansion Project described in Section 2.2.1.

**Water Services Agreement** – The agreement between the District and the P3 Entity pursuant to which the P3 Entity will design, build, finance, and operate the Project, and the District will receive water and pay the P3 Entity for water treatment and conveyance services.
1.1. Introduction

A. Notice is hereby given that the Santa Clara Valley Water District ("District") is soliciting Statements of Qualifications ("SOQs") for a public-private partnership ("P3") between the Respondent and the District with regards to the District’s Expedited Purified Water Program ("EPWP") according to the content and format requirements set forth in this Request for Qualifications ("RFQ").

B. The SOQs received in response to this RFQ will be reviewed and evaluated by the District to create a shortlist of at least three Respondents. The SOQ evaluation criteria are described in Section 6 of this RFQ. Currently two entities have already been shortlisted as Respondent from the 2016 RFQ process: Silicon Valley NEWater Partners (Table Rock Capital LLC/CH2M Hill Engineers Inc/Goldman Sachs Group Inc.) and Poseidon Water LLC. The SOQ evaluation criteria are described in Section 6 of this RFQ.

C. Only shortlisted Respondents will be eligible to be Proposers and will be issued a Request for Proposals ("RFP").

D. Upon receipt and evaluation of Proposals, the District will establish final ranking of Proposers to the RFP, based on selection criteria set forth in the RFP. These criteria may include, but are not limited to, project approach, expected time to project completion, risk-sharing between the P3 Entity and the District, price, life-cycle costs, team qualifications and experience, and past performance.

E. The District reserves the right to negotiate the various agreements to be identified in the RFP with the highest ranked Proposer, and if the District is not satisfied with the negotiations, the District may move to the next highest ranked firm(s) until the District reaches satisfactory terms of the agreements.

F. The District reserves the right to reject all Proposals and terminate the RFP process at no cost to the District for any reasons.

G. The specific project scope is generally described in Section 2 this RFQ, and shall be further defined in the RFP.

1.2. Obtaining the Request for Qualifications and Addenda

A. The RFQ package including reference documents and all addenda can be obtained through the District’s website (http://www.valleywater.org/P3-Purified-Water/). Editable electronic files for Attachment C – Statement of Qualifications Forms will be included on the same website. Some documents will be made available in PDF format only and may be distributed via a file transfer appliance (FTA) site.

B. All communications related to this RFQ Process, including addenda, will only be issued to the e-mail addresses provided on the Outreach List. To be added to the
Outreach List, submit the required information on the Outreach List Request Form: [http://www.valleywater.org/P3-Purified-Water/](http://www.valleywater.org/P3-Purified-Water/).

C. This procurement is structured to comply with the requirements of Government Code Section 5956-5056.10, Public Contract Code Section 20101 and the requirements of all other applicable California law and federal law as amended from time to time.

1.3. **District Objectives**

The District intends that the Project, the first major component of the EPWP, will reliably produce, convey, and recharge up to 24,000 AFY of purified water that is suitable for indirect potable reuse in full compliance with all applicable local, state and federal laws and regulations.

The District's objectives in delivering the Project are to:

- Achieve the earliest date of operations that is consistent with reliable and high-quality design and construction;
- Achieve an acceptable risk allocation between the District and private sector participants;
- Achieve reliable operations and effective maintenance; and
- Minimize lifecycle costs, consistent with the above objectives.

The contracts between the District and the P3 Entity are intended to satisfy the safe harbor conditions under which a management contract does not result in private business use, as provided in Rev. Proc. 2017-13.

The District strives to reduce greenhouse gas emissions to achieve carbon neutrality by 2020. More details will be provided in the RFP.

The District encourages consideration of small businesses within the nine San Francisco Bay Area counties surrounding and adjacent to the County of Santa Clara and, more specifically, consideration to those small businesses which are in the local area. More details will be provided in the RFP.

1.4. **Additional Information**

Respondents are encouraged to review prior board agendas, supporting materials, and videos of prior board meetings specific to the Project and the EPWP that are available through the District’s web site at:

[http://www.valleywater.org/P3-Purified-Water/](http://www.valleywater.org/P3-Purified-Water/)

The sections “Board Actions” and “Program Background and History” provide a reference source for publicly-available information on the Project and the EPWP.
SECTION 2 – PROJECT BACKGROUND AND SCOPE DEFINITION

2.1. Project Background


The mission of the District is “to provide Silicon Valley safe, clean water for a healthy life, environment and economy.” To meet water demands, the District operates an integrated water supply system that includes, among other components, approximately 400 acres of groundwater recharge ponds, a system of raw (untreated) and drinking water pipelines, ten dams and surface water reservoirs, three pump stations, three drinking water treatment plants with total capacity exceeding 210 million gallons per day (“MGD”), and the Silicon Valley Advanced Water Purification Center (“SVAWPC”).

Almost half of the water used in Santa Clara County (“County”) is pumped from the groundwater basins. To help offset groundwater extractions and prevent overdraft, the District uses local and imported surface water to replenish the groundwater basins through recharge facilities which include recharge ponds and creeks.

2.1.2. South Bay Water Recycling Strategic and Master Planning Report

In partnership with the City of San Jose (“City”), which administers the San Jose/Santa Clara Regional Wastewater Facility (“RWF”), the District commissioned a report (South Bay Water Recycling1 Strategic and Master Planning Report, December 2014) (the “Master Plan”) by RMC Water and Environment and CDM Smith to evaluate and develop projects to expand the use of the recycled and purified water for indirect potable and direct potable reuse in the County. From the water supply perspective, the District goal is to meet at least 10% of County demands through the use of recycled and purified water by 2025. The primary elements of the EPWP are taken from this report. These elements were further developed by several studies performed by the District as noted in Section 2.2.

2.1.3. Existing Silicon Valley Advanced Water Purification Center

The existing Silicon Valley Advanced Water Purification Center is located at 4190 Zanker Road in the City of San Jose, California (Refer to Attachment B, Figure 2). The SVAWPC was designed to treat nitrified secondary effluent from the San Jose/Santa Clara Regional Wastewater Facility with advanced treatment processes including microfiltration (“MF”), reverse osmosis (“RO”), and ultraviolet light (“UV”) disinfection.

In operation since March of 2014, the SVAWPC is capable of producing up to 8 MGD of purified water in compliance with California Code of Regulations Title 22 Water Recycling Criteria (“Title 22”). The SVAWPC product water is blended with the RWF’s tertiary effluent at the RWF Transmission Pump Station to reduce the combined total dissolved solids (“TDS”) levels to approximately 500 PPM. The blended water is then

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1 South Bay Water Recycling (“SBWR”) is the recycled water program established in the 1990s to manage and distribute tertiary recycled water from the RWF to areas tributary to the RWF including the cities of San Jose and Santa Clara and adjacent areas.
pumped to SBWR customers for non-potable reuse ("NPR") such as landscape irrigation, cooling towers and industrial processes.

The SVAWPC waste streams include RO concentrate, MF reverse filtration, MF clean-in-place system, and RO clean-in-place system. Except for the RO concentrate, most waste streams generated at SVAWPC are collected at the SVAWPC centralized Waste Equalization Wetwell and pumped to the Emergency Basin Overflow Structure which is part of the RWF headworks. The RO concentrate is routed to the RWF’s chlorine contact tanks for mixing with the RWF tertiary effluent before discharging to the South San Francisco Bay. Discharge of the RO concentrate is permitted under the umbrella of an NPDES permit obtained by the RWF (“NPDES Permit No. CA0037845”).

RWF secondary and tertiary effluent water quality data and SVAWPC operational data will be provided as part of the RFP process.

Attachment A includes a list of background documents pertaining to the existing SVAWPC.

2.1.4. Existing Los Gatos Recharge Ponds

The District owns and manages the existing Los Gatos Recharge Ponds to recharge the groundwater aquifer with local and imported water. This water is percolated into underground aquifers for future use. The Los Gatos Recharge Ponds have recharge capacity in excess of currently-available water supply in many years, and will be a key recharge facility supporting the Project described below.

2.2. The Expedited Purified Water Program (EPWP)

Due to the on-going drought conditions, the District has seen significant groundwater net extractions, which occur when groundwater pumping exceeds natural and District-performed groundwater replenishment capacity. The resulting lowering of the groundwater levels may lead to irreversible subsidence of the land. The threat of subsidence has prompted a review of the timing for developing and implementing District recycled and purified water projects.

In 2015, to cope with current and potential future water supply challenges, the District determined to expedite the implementation of several projects identified in the Master Plan. These potential projects comprised the Expedited Purified Water Program and are shown in Figure 1 (Attachment B).

From mid-2015 through the end of 2017, the District undertook a number of efforts focused on preliminary engineering, groundwater modeling, capacity/operation assessments and partnerships. The key outcomes of these efforts include:

1. The analysis for the 2017 District’s Water Supply Master Plan Update ("WSMP") confirmed the benefits of implementing 24,000 AFY of purified water by 2025 to meet supply reliability goals.

2. During the development of the five-year FY2018-22 Capital Improvement Program in early 2017, the District Board directed that the EPWP be divided into two phases: 1) a $640M commitment to 24,000 AFY of potable reuse
implementation by 2025, and 2) an additional $350M in potable reuse investment to be initiated by 2023. The first 24,000 AFY phase of the EPWP, comprising the SVAWPC Expansion and the Purified Water Pipeline is the “Project.”

3. On December 12, 2017, the Board received the Draft Purified Water Program Plan (“Plan”), the culmination of the preliminary engineering analysis for potential Plan components; related consultant services for groundwater studies and water supply operations modeling; and staff’s draft WSMP projections for future water demands and water supply reliability. The Board approved staff’s recommendation to proceed with expansion of the Silicon Valley Advanced Water Purification Center for up to 24,000 AFY of purified water and conveyance to Los Gatos Recharge Ponds for indirect potable reuse.

4. A Memorandum of Understanding (“MOU”) with the City has not been executed. Issues that remain to be resolved include a) treated wastewater availability at the San Jose/Santa Clara Regional Wastewater Facility, b) the relative amounts of recycled and purified water that should be developed for the San Jose metropolitan area, c) the most appropriate method for managing RO concentrate, and d) potential impacts on tax-exempt bond status of a DPR alternative. The District reserves the right to modify the EPWP to align with the final MOU with the City.

5. Current District activities include

   a. Ongoing collaboration with the City to address the items noted in Item 4;

   b. Partnerships with the City of Sunnyvale and the cities of Palo Alto/Mountain View for possible potable water reuse projects;

   c. Evaluation of potential partnerships with the San Francisco Public Utilities Commission (“SFPUC”) and the Bay Area Water Supply and Conservation Agency (“BAWSCA”) to utilize surplus purified water capacity or to augment capacity in the future;

   d. Preparation of a draft Private Letter Ruling request to the IRS to seek guidance on resolving the private activity issues related to DPR;

   e. Analysis of alternative methods to manage RO concentrate; and

   f. Development of a countywide master plan addressing both potable and non-potable water reuse.

The outcome of Items 5e and 5f, estimated to be complete in late 2018 or early 2019, will support the resolution of the issues described in Item 4.

The Project is comprised of the SVAWPC Expansion and the Purified Water Pipeline (Table 1). The preliminary capital investment for the Project is approximately $640M in
2018 dollars. The Project may be modified from time to time through mutual consent of the District and the P3 Entity.

TABLE 1 – THE PROJECT

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<tr>
<th>Project / Facility Name</th>
<th>Capacity/ Length¹</th>
<th>Description</th>
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<tr>
<td>SVAWPC Expansion</td>
<td>24 MGD (expandable to 30 MGD)</td>
<td>Produces purified water for IPR and potential future DPR.</td>
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<tr>
<td>Purified Water Pipeline</td>
<td>~18 Miles</td>
<td>Conveys purified water from SVAWPC to Los Gatos Recharge Ponds</td>
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Note:
1. Injection wells may be added in the future along with connections for direct potable reuse as part of the additional $350 million in potable reuse investment planned to be initiated by 2023.

2.2.1. SVAWPC Expansion

The proposed SVAWPC Expansion is a separate, dedicated facility that would be located adjacent to the Existing SVAWPC (refer to Attachment B, Figure 2).

The District’s objective for the SVAWPC Expansion is to reliably receive treated wastewater from the RWF and produce up to 24 MGD (expandable to 30 MGD) of highly purified product water that is suitable for indirect potable reuse.

The purified water would be used for groundwater recharge at the existing Los Gatos Recharge Ponds. The District is in the process of modeling IPR operations under a range of operations scenarios in wet, average and dry years. The results of these studies will determine the water delivery schedule from the proposed SVAWPC Expansion.

Purified water produced by the SVAWPC Expansion would meet all regulations and law requirements including, but not limited to, California Title 22, California Division of Drinking Water Groundwater Replenishment (“GWR”) Regulations for both surface applications (surface spreading in recharge ponds) and future subsurface applications (injection wells), waste discharge requirements, hazardous materials storage requirements, and all applicable laws and regulations.

Considerations should be given in the SVAWPC Expansion design for potential future modifications to meet direct potable reuse requirements, should such use be permitted by the California Division of Drinking Water (“DDW”) in the future, and should the District decide to pursue such use.

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² This preliminary cost estimate’s indicated accuracy is -50% / +100%
The following asset-based description is provided for reference purposes and is based on the District’s preliminary design concepts for the SVAWPC Expansion. The SVAWPC Expansion may include, but would not be limited to:

- Influent process facilities including pipelines and systems to receive and process source treated wastewater from the RWF
- Filtration system, which may include microfiltration and reverse osmosis systems or other state-of-the-art systems
- Disinfection system
- Chemical storage and metering systems
- Facilities to process and discharge waste streams.
- Product water storage tank(s)
- Pump station to transmit product water to use locations
- Electrical substation and switchgears
- Process and instrumentation system
- Visitor center to support District outreach functions
- Operations building or spaces to accommodate plant control and operations functions, office and staff areas, maintenance workshop, and water quality laboratory.
- Site work including all required utilities

It is noted that the District Water Resources Stewardship Board Policy provides for reduction to "greenhouse gas emissions to achieve carbon neutrality by 2020" and seeks to promote environmental preferred procurement policies. To this end, the greenhouse gas emissions anticipated to be produced during the SVAWPC Expansion life should be "equal to or less than carbon offsets as calculated by the District carbon offset methodology." Detailed requirements will be finalized and provided by the District during the Project design.

The District and the City are in the process of developing a MOU on a variety of matters including supply of treated wastewater and appropriate management of RO concentrate from an expanded SVAWPC.

2.2.2. SVAWPC Expansion Operations

It is assumed that during normal and dry years, the SVAWPC Expansion will be in 24/7 operations, except as needed for normal maintenance. The District may seek flexibility to reduce or suspend plant operations during wet years, if the product water is determined to be in excess of the District’s requirements.

Additional information regarding operational requirements and assumptions for the SVAWPC Expansion will be provided in the RFP.
2.2.3. Purified Water Pipeline

The District’s objective for the Purified Water Pipeline is to reliably convey purified water from the SVAWPC Expansion to the Los Gatos Recharge Ponds in full compliance with all applicable local, state and federal laws and regulations.

Injection wells have not been deemed necessary for the Project; they may be used for future expansion of indirect potable reuse. Various studies have been completed to determine potential locations for injection wells.

The following asset-based description is provided for reference purposes and is based on the District’s preliminary design concepts for the Purified Water Pipeline. The Purified Water Pipeline may include, but would not be limited to:

- Approximately 18 miles of 48-inch diameter pipeline to convey purified water from the SVAWPC Expansion to Los Gatos Recharge Ponds.
- Pipeline appurtenances such as isolation valves, air release valves, blow-offs, turnouts, special constructions at fault crossings, etc.

2.3. Environmental Review Process

The District intends to prepare the necessary documents to comply with the California Environmental Quality Act (“CEQA”) and acquire all necessary permits for the Project. If federal funding for the Project will be made available, the District would work with the federal lead agency to prepare the necessary documents to comply with the National Environmental Policy Act (“NEPA”). The District plans to execute an agreement in February 2018 for CEQA/NEPA/permitting consultant services.

There is a potential that the completion of environmental documentation and permit acquisition may be part of a P3 Entity’s scope of services.

2.4. Project Schedule

Refer to Section 4.3 for the Procurement Schedule as well as other Project milestones.
SECTION 3 – SUMMARY OF TERMS

3.1. **Summary Terms**

The District’s relationship with the P3 Entity is expected to encompass a development-period stage (the “Development Period”) governed by a Development Period Agreement (the “Development Period Agreement”), and a subsequent finance/construct/operate stage governed by a water services agreement (the “Water Services Agreement”), as described herein.

The District is developing the Development Period Agreement and Water Services Agreement concurrently with the RFQ process. The District expects to share a summary of key terms of these agreements with the shortlisted respondents, prior to release of its RFP.

The following summaries of the Development Period Agreement and the Water Services Agreement are provided for informational purposes only. They are non-binding on the District and may be revised by the District at the District’s sole discretion.

3.2. **Development Period Agreement**

The Development Period Agreement will set forth terms for the Development Period, the roles and responsibilities of the P3 Entity and the District during the Development Period, and the potential off-ramps if the District elects to terminate the Development Period or determines not to execute the Water Services Agreement.

The P3 Entity selected by the District through the RFP process is expected to enter into the Development Period Agreement with the District upon its selection. The Development Period will commence upon execution of the Development Period Agreement and will end with execution of the Water Services Agreement or termination by the District.

During the Development Period, the P3 Entity may be expected to undertake activities including the following:

3.2.1. **Permitting and Development Activities**

The P3 Entity may be requested to support the District in performing certain permitting and development activities that will be further described in the RFP. These activities may include preparing environmental documentation, facilitating agreements with other governmental entities, securing permits, and securing other entitlements required for the Project’s construction and operations.

3.2.2. **Design-Build Agreement**

The P3 Entity will be expected to develop a guaranteed maximum price for the engineering, procurement and construction of the Project, and a design-build agreement pursuant to which the Design-Builder will engineer, procure, and construct the Project.
3.2.3. O&M Agreement

The P3 Entity will be expected to develop scope and pricing for operations and an operations and maintenance agreement pursuant to which the Operator will operate and maintain the Project.

3.2.4. Preparation for Financing

The P3 Entity will be expected to prepare financing documents in cooperation with the District, and secure credit ratings of not less than Baa3/BBB- from at least two rating agencies for the senior debt portion of the Project’s capital structure. The P3 Entity will be expected to select a senior manager and co-manager through competitive procurement as further described in the RFP and Development Period Agreement.

3.2.5. Appraisal of the Project

The District requires that the design and construction of the Project support an economically useful Project life of not less than 33.5 years. In support of the District’s determination that the Water Services Agreement satisfies the Qualified Management Contract Safe-Harbor provisions described, the P3 Entity will be expected to deliver an acceptable certification from a qualified appraiser that the weighted average reasonably expected economic life of the Project is not less than 33.5 years.

3.2.6. Other Activities

The P3 Entity will be expected to undertake such additional activities as are required to support the above, as further described in the RFP and Development Period Agreement.

3.2.7. Budget and Milestone Schedule

The P3 Entity will be expected to develop a budget and milestone schedule for Development Period activities.

3.2.8. Potential Termination and Break-Up Fee

The District expects to have termination rights during the Development Period. Additionally, a determination by the District not to enter into the Water Services Agreement will constitute termination of the Development Period. Assuming that the P3 Entity has acceptably performed its Development Period Activities, any termination by the District will be accompanied by a Break-Up Fee payment to the P3 Entity.

3.2.9. Minimum Qualification Requirement

The P3 Entity must be a licensed contractor. Such license must be valid prior to District approval and execution of any agreements that include construction. The Design-Builder must achieve a passing score on Appendix 2.
3.3. **Water Services Agreement**

The Water Services Agreement will set forth terms pursuant to which the P3 Entity will finance, construct, operate and maintain the Project and deliver Water Treatment and Water Conveyance services to the District, and the District will pay for such services.

The District has no obligation to enter into the Water Services Agreement. The District will consider execution of the Water Services Agreement when all of the Development Period Activities described above have occurred.

The Water Services Agreement is expected to establish a water unit price for product water ("Product Water") that meets the District’s quality requirements and is delivered to the point of delivery specified in the Water Services Agreement. The Water Services Agreement is expected to establish a minimum annual quantity to be purchased by the District.

The Water Services Agreement is expected to have a 30-year term, running from the date of execution. Throughout the term of the agreement, the District will own the Project. At the end of term, or upon an early termination by the District, the P3 Entity will cease to have access and use of the Project and will return the Project to the District in return conditions specified by the Water Services Agreement.

3.4. **Conformance with Private Use Requirements**

The Water Services Agreement is intended to satisfy the safe harbor conditions under which a management contract does not result in private business use, as provided in Rev. Proc. 2017-13.

3.5. **Project Labor Agreement**

The District is exploring the possibility of implementing a Project Labor Agreement for the EPWP. As a condition of contract award, the P3 Entity may be required to comply with the terms of any Project Labor Agreement, and/or cooperate in good faith in finalizing any terms and conditions that remain to be negotiated.
SECTION 4 – PROCUREMENT PROCESS

4.1. Communications During RFQ Process

A. All questions or requests for information regarding, or objections to, this RFQ process must be submitted in writing to the District Contact (Ms. Beth Redmond), via e-mail at scwvdplanroom@valleywater.org no later than the date indicated in the Procurement Schedule.

B. Questions and/or objections must be as specific as possible.

C. No oral communication from the District Contact or any other District staff is binding.

D. No contact with any other District staff including, but not limited to, SVAWPC operations personnel, concerning the Project during the RFQ process is allowed. A violation of this provision may result in disqualification of Respondent.

4.2. Addenda

A. The District may issue written addenda as appropriate for clarification or other purposes during the RFQ period. Addenda notification(s) will be sent to all firms on the Outreach List at the e-mail address provided.

B. Addenda will be posted on the District's website at http://www.valleywater.org/P3-Purified-Water/. Respondents are responsible for compliance with any and all addenda regardless if they receive notification or not.

4.3. Procurement Schedule

Following is the procurement schedule for the RFQ process and anticipated milestones for the RFP process.

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Activity</th>
<th>Target Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Issuance of RFQ</td>
<td>February 26, 2018</td>
</tr>
<tr>
<td>2</td>
<td>Deadline to submit questions and requests for clarification</td>
<td>March 21, 2018</td>
</tr>
<tr>
<td>3</td>
<td>Last day for District to issue addenda</td>
<td>March 28, 2018</td>
</tr>
<tr>
<td>4</td>
<td>Deadline to submit completed SOQ</td>
<td>April 4, 2018 at 2:00 p.m. PST</td>
</tr>
<tr>
<td>5</td>
<td>District notifies Respondents if they have made the shortlist (&quot;proposed shortlist&quot;)</td>
<td>April 24, 2018</td>
</tr>
<tr>
<td>6</td>
<td>Deadline to appeal District’s evaluation results</td>
<td>April 27, 2018</td>
</tr>
<tr>
<td>7</td>
<td>Appeal hearing conducted by District</td>
<td>May 4, 2018</td>
</tr>
<tr>
<td>8</td>
<td>District issues appeal decision(s) and final shortlist of Respondents</td>
<td>May 11, 2018</td>
</tr>
</tbody>
</table>
4.4. **SOQ Submission Location and Deadline**

A. The fully completed SOQ must be submitted in a sealed envelope marked “**SOQ for P3 Purified Water Program**” addressed to Ms. Beth Redmond, Capital Program Planning and Analysis Unit Manager, Santa Clara Valley Water District, 5750 Almaden Expressway, San Jose, California 95118. The SOQ must be received by the District no later than the deadline indicated in the Procurement Schedule. It is the sole responsibility of the Respondent to ensure that their SOQ is received no later than the stated deadline. Failure to submit a responsive SOQ by the date and time specified in the Procurement Schedule will preclude the Respondent from subsequent participation in the RFP process for proposal for the Project.

B. For delivery in person or by U.S. Mail, the address is: Santa Clara Valley Water District, 5750 Almaden Expressway, San Jose, CA 95118

C. Respondents electing to submit the SOQ by FEDEX, UPS, DHL, CA Overnight, Golden State Overnight etc., must address the outside delivery envelope as follows:

```
Santa Clara Valley Water District
Attention: Beth Redmond—SOQ for EPWP P3
5905 Winfield Boulevard
San Jose, CA 95123-2428
```

D. Since USPS (U.S. Mail) does not deliver to 5905 Winfield Boulevard, prospective Respondents must not mail SOQ to this address.
A. Each prospective Respondent must provide a complete, responsive SOQ package as specified in Attachment C (Statement of Qualifications forms) of this RFQ. Attachment C consists of Parts I through VI, Appendix 1, Appendix 2, and all required attachments and supplemental information.

1. Respondents shall submit their cover letter plus Parts I, II, III, IV, VI and Appendix 1 in both electronic and hardcopy forms. The hardcopy submission must be presented bound and separated by tabbed section dividers for each part.

2. Respondents shall submit Part V and Appendix 2 in electronic form only.

B. Submission of an incomplete and/or unclear SOQ could result in a determination by the District that the SOQ is nonresponsive.

C. All pages shall be standard letter size (8.5" x 11"), except that organizational charts may be provided on tabloid size (11" x 17") paper.

D. Any unrequested documentation, such as company brochures, publications, marketing DVDs, etc., will not be considered in District evaluation.

E. P3 Entities shall submit the following to be delivered to the District at the required location, date, and time specified in this RFQ:

1. Submit one (1) original and six (6) copies of the hardcopy submission, and

2. Submit Parts I through VI, Appendix 1, Appendix 2, and all required attachments and supplemental information as PDF files; and the Financial Capability Evaluation Template as an Excel file; on a secure USB Flash Drive.
6.1. Scoring

6.1.1. Unscored Sections of SOQ

Part I (Contact Information and Certification) and Part II (General Information) of Attachment C seek information about the identity and makeup of the P3 Entity, and are for identification purposes only. There is no evaluative scoring value for these parts.

Part VI (Other Questions) of Attachment C is for informational purposes and to assist the District in further developing the P3 Delivery Method and RFP. There is no evaluative scoring value for this part.

6.1.2. Minimum Qualification Requirement

The Design-Builder must achieve a passing score on Appendix 2.

6.1.3. Scored Sections of SOQ and Scoring Matrix

Parts III (Relevant Experience of the P3 Team), Part IV (Key Personnel Experience), Part V (Financial Information), and Appendix 2 (Disclosure Questions) will be evaluated and ranked in accordance with the following scoring matrix.
## SCORING MATRIX FOR SOQ SUBMISSIONS

<table>
<thead>
<tr>
<th>Role</th>
<th>Relevant development experience of Entity (entitlements, CEQA process, permits)</th>
<th>Relevant development experience of Key Personnel (entitlements, CEQA process, permits)</th>
<th>Relevant P3 experience of Entity</th>
<th>Relevant P3 experience of Key Personnel</th>
<th>Financial strength</th>
<th>Sub Total</th>
<th>Max Score</th>
</tr>
</thead>
<tbody>
<tr>
<td>Developer</td>
<td>12.0</td>
<td>5.0</td>
<td>6.0</td>
<td>2.0</td>
<td>5.0</td>
<td></td>
<td>30</td>
</tr>
<tr>
<td>Design-Builder</td>
<td>12.0</td>
<td>5.0</td>
<td>6.0</td>
<td>2.0</td>
<td>5.0</td>
<td></td>
<td>30</td>
</tr>
<tr>
<td>Operator</td>
<td>4.0</td>
<td>2.0</td>
<td>3.0</td>
<td>1.0</td>
<td>5.0</td>
<td></td>
<td>15</td>
</tr>
<tr>
<td>Lead Investor</td>
<td>4.0</td>
<td>1.0</td>
<td></td>
<td></td>
<td>15.0</td>
<td></td>
<td>20</td>
</tr>
<tr>
<td>Other</td>
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<td>1.0</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>5</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>100</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
6.2. Ranking of SOQs

Section 6.1 provides a scoring matrix for SOQ submissions. The District expects to add the most qualified P3 Team or P3 Teams (at least one) to the District’s shortlist based on the highest evaluation scores.

Upon conclusion of the SOQ evaluation process, District will notify Respondents if they have made the proposed shortlist. Refer to Section 7.5. Appeal Process regarding requirements relating to appealing the results of the District’s evaluation. After all appeals have concluded, District will issue the final shortlist of Respondents.

6.3. Notices of Determination

The District will issue two Notices of Determination. The first one ("Proposed Notice of Determination") will state the District’s proposed rating and ranking of each Respondent. The Proposed Notice of Determination will include information about the basis for the District’s proposed rating and ranking of the Respondent. Refer to Section 7.5. Appeal Process regarding requirements relating to appealing the District’s proposed rating and ranking. After all appeals have concluded, the District will issue the Final Notice of Determination stating the final rating and ranking of each Respondent and whether they have made the shortlist.
SECTION 7 – CONDITIONS FOR RESPONDENTS

7.1. Ineligible Parties

The following firms (including parent or subsidiary organizations) are serving in an advisory capacity to the District for this Project and are therefore prohibited from participating in any capacity as a member of the P3 Team:

- Clean Energy Capital Securities LLC
- Hanson Bridgett LLP
- Hawkins Delafield and Wood LLP
- HDR, Inc.
- Jones Lang LaSalle, IP, Inc.
- Public Resources Advisory Group, Inc.
- RMC Water and Environment / Woodard & Curran
- Rutan & Tucker LLP
- Stradling Yocca Carlson & Rauth, P.C.
- Yarne & Associates Inc.

Additional persons or firms may be added to or deleted from the list during any stage of the competitive selection process via addendum.

7.2. Conflict of Interest

Each Respondent submitting a SOQ is responsible for determining whether or not its participation or the participation of other P3 Team members in the proposed Development Period Agreement and Water Services Agreement constitutes a conflict of interest or a potential conflict of interest under California Government Code Sections 1090, 87100 et seq., or other applicable law. Each Respondent must investigate and manage any potential conflict of interest as part of considering whether to submit a SOQ and when assembling its project team.

The existence of such a conflict of interest is a basis for the District to disqualify a Respondent’s participation in this RFQ process. If the District determines that a Respondent is disqualified because of the existence of such a conflict of interest, it will provide the Respondent with a written statement of the facts leading to that conclusion.

7.3. Confidentiality

A. All information submitted to the District under this RFQ process becomes the exclusive property of the District but, if not otherwise a public record under the
California Public Records Act (California Government Code Section 6250 et seq.), shall not be open to public inspection. All submissions and other correspondence will be subject to the following requirements.

B. This RFQ is based on the model document developed by the California Department of Industrial Relations. Accordingly, pursuant to Public Contract Code Section 20101(a), it is the District’s position that all SOQs and related information submitted in response to this RFQ “shall not be public records and shall not be open to public inspection.” Barring a court order to the contrary, the District will treat all SOQs and related documents as confidential and will not disclose them.

C. The California Public Records Act also recognizes an exception to disclosure of records which contain confidential trade secrets (see Government Code Section 6254(k) and Civil Code Section 3426.1.) The District is not in a position to determine what information in a submission, if any, may be subject to one of these exceptions. Accordingly, if a Respondent believes that any specific portion of its submission is exempt from disclosure under the California Public Records Act, the entity must mark the portion of the submission as such and state the specific provision in the California Public Records Act that provides the exemption and the factual basis for claiming the exemption. For example, if a Respondent believes a submission contains trade secret information, the Respondent must plainly mark the information as “trade secret” and refer to the appropriate section of the California Public Records Act which provides the exemption for such information and the factual basis for claiming the exemption.

7.4. **Obligation to Keep Project Team Intact**

Respondents are advised that all firms and Key Personnel identified in the SOQ shall remain on the Project Team for the duration of the procurement process and execution of the Project. If extraordinary circumstances require a change, it must be submitted in writing to the District Contact. The District, at its sole discretion, will determine whether to authorize a change, recognizing that certain circumstances (such as termination of employment) may occur that are beyond the Respondent’s control. Unauthorized changes to the Project Team at any time during the procurement process may result in elimination of the Respondent from further consideration.

7.5. **Appeal Process**

The following procedures shall apply when a Respondent desires to dispute the results of the District's SOQ evaluation:

A. There is no right to dispute the RFQ process requirements and/or specifications if any objection thereto could have been addressed by submitting a question and/or objection in accordance with Section 4.1 Communications During RFQ Process. The appeal by the interested party shall be undertaken at the interested party’s expense.

B. Upon written request of the Respondent, the District will provide the Respondent with a written notification of the basis for the District’s evaluation of their SOQ.
C. To initiate an appeal, the Respondent must notify the District in writing that it is appealing the results of the District’s evaluation of their SOQ. The appeal must be made no later than three (3) business days following the date the proposed shortlist is posted.

D. The Respondent initiates an appeal by delivering to the District, at scvwdplanroom@valleywater.org or at the same location where the SOQs were submitted, a written notice requesting a hearing and setting forth the basis for the appeal, as well as all of the relevant facts.

E. Failure to file a timely appeal waives any and all rights the Respondent has to challenge the decision of firms included on the proposed shortlist, whether by administrative process, judicial process or any other legal process or proceeding.

F. If the Respondent files a timely appeal, an administrative hearing will be conducted no later than five (5) business days following deadline to appeal.

G. The hearing on the appeal will be informal and is not an evidentiary hearing. At the hearing, the appealing party will be given the opportunity to present information and reasons in support of its appeal. The hearing officer will consider all evidence, information and arguments submitted by the appealing party relevant to the appeal, the District’s response to such evidence, information and arguments, and any other information the hearing officer deems relevant.

H. The District will provide a written decision within five (5) business days after the conclusion of the hearing.

I. If the Respondent chooses not to avail themselves of this appeal process, the final shortlist will be issued without further proceedings.
In connection with this procurement, the District reserves to itself all rights (which rights shall be exercisable by the District in its sole discretion) available to it under the Public Contract Code and applicable law, including without limitation, with or without cause, and with or without notice, the following rights to:

A. Issue addenda, supplements, and modifications to this RFQ;
B. Add or delete Respondent responsibilities from the information contained in this RFQ or the subsequent RFP;
C. Withdraw or cancel this RFQ or the subsequent RFP in whole or in part at any time prior to the execution by the District of the Development Period Agreement, without incurring any cost obligations or liabilities;
D. Revise and modify at any time, factors the District will consider in evaluating responses to this RFQ and the subsequent RFP and to otherwise revise its evaluation methodology;
E. Modify all dates set or projected in this RFQ;
F. Waive minor defects or irregularities in the SOQ's or non-material deviations from the requirements set forth in this RFQ;
G. Request supplemental information, hold meetings, conduct discussions and exchange correspondence with one or more of the P3 Entities responding to this RFQ to seek an improved understanding and evaluation of the responses to this RFQ;
H. Seek or obtain data from any source that has the potential to improve the understanding and evaluation of the responses to this RFQ;
I. Examine any of the facilities referenced in each SOQ and to observe and investigate the operations of such facilities.
J. Conduct investigations of the P3 Entities and their SOQs (including, but not limited to, contacting references) to clarify the information provided pursuant to this RFQ, and to request additional evidence to support the information included in any SOQ.
K. Adjust, increase, limit, suspend or rescind the SOQ rating based on subsequently learned information;
L. Add the next highest scoring Respondent (or Respondents) to the shortlist at any time during the procurement process if a shortlisted Respondent (or Respondents) withdraws from the procurement process, or if subsequent information is learned that would change the District's overall ranking of the Respondent (or Respondents);
M. Add or modify its reserved rights in the subsequent RFP; and
N. Make all final determinations.
ATTACHMENT A
PROJECT BACKGROUND DOCUMENTS

The following background documents are available for informational purposes to prospective Respondents. These documents are available in PDF format only and can be obtained through the District’s website:

http://www.valleywater.org/P3-Purified-Water/

<table>
<thead>
<tr>
<th>Document Name</th>
<th>Author</th>
<th>Date</th>
</tr>
</thead>
</table>

Respondents are encouraged to review prior board agendas, supporting materials, and videos of prior board meetings that are available through the District’s web site at:

http://www.valleywater.org/P3-Purified-Water/

The section “More Information and Related Board Agenda Memos” provides a reference source for publicly-available information on the EPWP.
ATTACHMENT B
FIGURES
Figure 2 – RWF EXISTING UNDERGROUND UTILITIES (SCHEMATIC, NOT TO SCALE)
ATTACHMENT C
STATEMENT OF QUALIFICATION FORMS
STATEMENT OF QUALIFICATIONS

PUBLIC-PRIVATE PARTNERSHIP BETWEEN RESPONDENT AND THE SANTA CLARA VALLEY WATER DISTRICT WITH REGARDS TO THE EXPEDITED PURIFIED WATER PROGRAM

Respondent: __________________________________

Date: _______________

Volume: _______________

Note: Only Parts I through VI of this document (including any requested or required supporting documents) are to be submitted.
PART I: CONTACT INFORMATION AND CERTIFICATION

This Part is a Public Record.

The Respondent must provide all of the following contact information to be considered for further review.

The Respondent must also include a signed Appendix 1 Proposer Form, certifying that the statements and information contained in this Statement of Qualifications are complete and accurate and that the submittal contains no false or deliberately misleading information. By signing the Appendix 1 Proposer Form, the Respondent acknowledges that receipt of this submittal by the District does not constitute either a direct or implied guarantee to the Respondent that it will be shortlisted. By signing the Appendix 1 Proposer Form and submitting this SOQ, the Respondent further agrees to be bound by the procedures and conditions as described in this RFQ.

A. CONTACT INFORMATION

1. Legal Name of Respondent:__________________________________________
2. Address of Respondent:_____________________________________________
3. Phone Number of Respondent:_______________________________________
4. Contact Person and Title: _________________________________________
   Contact person for this SOQ. It is expected that the contact person will be the Project Manager.
   Contact Person E-mail: ______________________________________________
5. Respondent is:
   □ A Corporation          □ A Partnership
   □ A Sole Proprietorship  □ A Joint Venture
   □ Other legal entity (specify): ________________________________
6. Date of company formation or incorporation: __________________________
7. Under the laws of what state: ________________________________
B. P3 TEAM MEMBERS

In the spaces provided below, name the following business entities:

1. P3 Coordinator: ___________________________________________________
2. Developer: ______________________________________________________
3. Design-Build: ____________________________________________________
4. Operator: _________________________________________________________
5. Lead Investor: ____________________________________________________

C. EXECUTION & CERTIFICATION

Complete and attach Appendix 1 Proposer Form: All information set forth in this SOQ shall be certified under penalty of perjury by the Respondent and, if a partnership or joint venture, its general partners or joint venture members.

–End of Part I–
PART II: GENERAL INFORMATION

This Part is a Public Record.

The Respondent must provide all of the following information:

A. INFORMATION ABOUT THE P3 COORDINATOR

1. Firm Name: ______________________________________________________
2. Principal Address: _________________________________________________
3. Date of company formation or incorporation: __________________________
4. Under the laws of what state: ______________________________________
5. Firm is a (select one and provide requested information):
   □ Corporation
   □ Sole proprietorship
   □ Joint Venture, Partnership or Other legal entity
6. Key firm representatives assigned to the Project:
   Name:                  Title:                  Role:                  
   ________________________________________________________________
   ________________________________________________________________
   ________________________________________________________________

B. INFORMATION ABOUT THE DEVELOPER

1. Firm Name: ______________________________________________________
2. Principal Address: _________________________________________________
3. Date of company formation or incorporation: __________________________
4. Under the laws of what state: ______________________________________
5. Firm is a (select one and provide requested information):
   □ Corporation
   □ Sole proprietorship
   □ Joint Venture, Partnership or Other legal entity
6. Key firm representatives assigned to the Project:

Name: ____________________  Title: ____________________  Role: ____________________

______________________  ______________________  _________________

______________________  ______________________  _________________

______________________  ______________________  _________________

C. INFORMATION ABOUT THE DESIGN-BUILDER

1. Firm Name: ____________________________________________________

2. Principal Address: _______________________________________________

3. Date of company formation or incorporation: __________________________

4. Under the laws of what state: ______________________________________

5. Firm is a (select one and provide requested information):

   □ Corporation

   □ Sole proprietorship

   □ Joint Venture, Partnership or Other legal entity

6. Key firm representatives assigned to the Project:

Name: ____________________  Title: ____________________  Role: ____________________

______________________  ______________________  _________________

______________________  ______________________  _________________

______________________  ______________________  _________________

D. INFORMATION ABOUT THE OPERATOR

1. Firm Name: ____________________________________________________

2. Principal Address: _______________________________________________

3. Date of company formation or incorporation: __________________________

4. Under the laws of what state: ______________________________________

5. Firm is a (select one and provide requested information):

   □ Corporation

   □ Sole proprietorship
Joint Venture, Partnership or Other legal entity

6. Key firm representatives assigned to the Project:
   Name:                  Title:                  Role:
   ______________________ ______________________ ______________________
   ______________________ ______________________ ______________________
   ______________________ ______________________ ______________________

E. INFORMATION ABOUT THE LEAD INVESTOR

1. Firm Name: ____________________________________________________
2. Principal Address: _______________________________________________
3. Date of company formation or incorporation: _________________________
4. Under the laws of what state: ______________________________________
5. Firm is a (select one and provide requested information):
   □ Corporation
   □ Sole proprietorship
   □ Joint Venture, Partnership or Other legal entity

6. Key firm representatives assigned to the Project:
   Name:                  Title:                  Role:
   ______________________ ______________________ ______________________
   ______________________ ______________________ ______________________
   ______________________ ______________________ ______________________

–End of Part II–
PART III: RELEVANT EXPERIENCE OF THE P3 TEAM

The Respondent shall submit the relevant experience of the various entities comprising the P3 Team in accordance with the instructions that follow. Failure to meet the submittal or experience requirements listed below for submitted past projects will deem the Respondent as disqualified. The District is interested in receiving a brief and well-organized response.

Responses to Part III shall not exceed 50 pages.

A. RELEVANT EXPERIENCE OF THE DEVELOPER

General Experience

Provide a short narrative description of the experience of the Developer in undertaking the Development Period activities described in Section 3.2 of this RFQ, noting the number and size of projects undertaken and/or completed, the Developer’s geographic focus and sector focus, and other factors deemed relevant by the Developer. To the extent relevant, provide a tabular listing of the Developer’s portfolio of projects including but not limited to the Reference Projects presented in detail below.

In assessing the Developer’s experience, the District is especially interested in the Developer’s experience in (i) attaining project entitlements (i.e. rights supportive of project construction and operations), (ii) supporting the CEQA process, and (iii) obtaining permits, all in the context of a P3 project structure. The narrative description should specifically address these elements.

Reference Projects

Identify no less than one (1) and up to four (4) reference projects (“Reference Projects”) undertaken by the Developer that are completed and in commercial operation or that have reached financial closing and are under construction. The Reference Projects shall demonstrate the Developer’s success in accomplishing Development Period activities comparable to those described in Section 3.2 of this RFQ. The District is specifically interested in Reference Projects in the water/wastewater sector. No more than two (2) of the Reference Projects may be in other sectors. Reference Projects of an affiliate of the Developer are acceptable. In the event that such affiliate Reference Projects are included, explain the Developer’s relationship with the affiliate and how the experience gained through the Reference Project will be brought forward to the District’s benefit.

For each Reference Project, provide the following information:

1. Project name
2. Project location
3. Public entity (offtaker) receiving project services
4. Facility type and capacity
5. Project value (“Project Value” represents the individual project cost in millions of 2017 US dollars, inclusive of engineering design and/or construction including start-up, testing and commissioning. Post construction tasks such as project operations should not be included in Project Value. Respondents shall reference http://www.bls.gov/data/inflation_calculator.htm to convert prior years’ dollars to 2017 dollars.)
6. Date of financial close
7. Date of commencement of commercial operations

8. Governmental partner reference (Provide contact name(s), agency, address, phone number, and e-mail address. The governmental partner reference is the governmental entity project manager or other person who you believe is best qualified to answer interview questions.)

9. Description of development activities

10. Relevance to the District’s Project (Describe how the project is applicable and relevant to the Project)

11. Was the project completed on schedule, ahead of schedule, or behind schedule? Identify and describe the key timing drivers of the project development activities, and how the P3 entity managed these timing drivers.

12. Were small businesses located in the area of the project involved in the project? Provide a general narrative description of small business involvement.

13. What were the biggest challenges of the Reference Project? How were these challenges overcome?

14. Have there been any lawsuits filed against the P3 entity with regards to the Reference Project? To the best of Respondent’s knowledge, have there been any lawsuits specific to the P3 project filed against the governmental entity receiving project services? If so, please provide a brief description of the issue being litigated and any legal defense/remedies.

B. DESIGN AND CONSTRUCTION EXPERIENCE OF THE DESIGN-BUILDER

General Experience

Provide a short narrative description of the experience of the Design-Builder in designing and constructing projects comparable to the Project, noting the number and size of projects undertaken and/or completed, the Design-Builder’s geographic focus and sector focus, and other factors deemed relevant by the Design-Builder. To the extent relevant, provide a tabular listing of the Design-Builder’s portfolio of projects including but not limited to the Reference Projects presented in detail below.

In assessing the Design-Builders experience, the District is especially interested in experience in the water sector and with IPR facilities. The narrative description should specifically address these elements.

Reference Projects

Identify at least four (4) and no more than six (6) Reference Projects undertaken by the Design-Builder that have passed the start-up, testing, and commissioning for all facility system components (for Reference Projects demonstrating the Design-Builder’s general contractor capabilities), or for which project design work is complete and the construction is either in progress or completed (for Reference Projects demonstrating the Design-Builder’s design capabilities). The Reference Projects shall demonstrate expert knowledge and experience in design and construction of water, waste water or advanced recycled water treatment facilities. Direct design and construction experience with advanced recycled water treatment plants (MF, RO, UV and/or advanced oxidation or similar treatment processes), and with the construction of water conveyance pipelines, is highly desirable.

At least 2 of the Reference Projects must be representative of the general contractor capabilities of the Design-Builder. At least 2 of the Reference Projects must be representative of the design capabilities of
the Design-Builder. Each of the Reference Projects must be over $50 million in project value and have been undertaken in the past 10 years (immediately before the issuance of this RFQ). Reference Projects of an affiliate of the Design-Builder are acceptable. In the event that such affiliate Reference Projects are included, explain the Design-Builder’s relationship with the affiliate and how the experience gained through the Reference Project will be brought forward to the District’s benefit.

For each Reference Project, provide the following information:

1. Project name
2. Project location
3. Public entity (offtaker) receiving project services
4. Facility type and capacity
5. Project value (“Project Value” represents the individual project cost in millions of 2017 US dollars, inclusive of engineering design and/or construction including start-up, testing and commissioning. Post construction tasks such as project operations should not be included in Project Value. Respondents shall reference http://www.bls.gov/data/inflation_calculator.htm to convert prior years’ dollars to 2017 dollars.)
6. Date of construction commencement
7. Date of commencement of commercial operations
8. Governmental Partner Reference (Provide contact name(s), agency, address, phone number, and e-mail address. The governmental partner reference is the governmental entity project manager or other person who you believe is best qualified to answer interview questions.)
9. Description of project (Provide narrative to describe objective of the project, project size and capacity, and primary treatment processes (i.e., biological active filtration, MF, RO, UV, etc.).
10. Relevancy to the District’s Project (Describe how the project is applicable and relevant to the Project)
11. Contract Amount, Change Orders (Explain if the project was completed within the original construction contract amount. Describe differences of final contract amount compared to award amount. Identify/describe cause such as owner-added scope, unforeseen conditions, design related issues, or other circumstances.)
12. Contract Schedule (Explain the project schedule and schedule challenges. Explain reason for actual or projected completion date that differs from original scheduled completion date including approved time extensions.)
13. Permits and Approvals (Describe role played in obtaining permits and approvals for the project. What were key challenges and how were they overcome?)
14. Were small businesses located in the area of the project involved in the project? Provide a general narrative description of small business involvement.

C. OPERATING EXPERIENCE OF THE OPERATOR

General Experience
Provide a short narrative description of the experience of the Operator in operating projects comparable to the Project, noting the number and size of projects under operations, the Operator’s geographic focus and sector focus, and other factors deemed relevant by the Operator. To the extent relevant, provide a tabular listing of the Operator’s portfolio of projects including but not limited to the Reference Projects presented in detail below.

In assessing the Operator’s experience, the District is especially interested in experience in the water sector and with IPR facilities. The narrative description should specifically address these elements.

**Reference Projects**

Identify at least two (2) and no more than four (4) Reference Projects operated by the Operator. These Reference Projects shall demonstrate the Operator’s expert knowledge and experience in successfully operating major infrastructure projects serving public-sector counterparties. The operational reference projects must be in the water/wastewater sector. Reference Projects of an affiliate of the Operator are acceptable. In the event that such affiliate Reference Projects are included, explain the Operator’s relationship with the affiliate and how the experience gained through the Reference Project will be brought forward to the District’s benefit.

For each Reference Project, provide the following information:

1. Project name
2. Project location
3. Public entity (offtaker) receiving project services
4. Facility type and capacity
5. Project value, if known ("Project Value" represents the individual project cost in millions of 2017 US dollars, inclusive of engineering design and/or construction including start-up, testing and commissioning. Post construction tasks such as project operations should not be included in Project Value. Respondents shall reference [http://www.bls.gov/data/inflation_calculator.htm](http://www.bls.gov/data/inflation_calculator.htm) to convert prior years’ dollars to 2017 dollars.)
6. Date of commencement of commercial operations
7. Governmental Partner Reference (Provide contact name(s), agency, address, phone number, and e-mail address. The governmental partner reference is the governmental entity project manager or other person who you believe is best qualified to answer interview questions.)
8. Description of Project (Provide narrative to describe objective of the project, project size and capacity, and primary treatment processes (i.e., biological active filtration, MF, RO, UV, etc.).
9. Relevancy to the District’s Project (Describe how the project is applicable and relevant to the Project)
10. Description of operations (Provide narrative to describe project operations. Provide a general description of the principal commercial terms of the O&M agreement)
11. Describe the way in which project operations reduced lifecycle costs in comparison to a public-sector operations. If an independent value-for-money analysis was developed, identify the entity preparing such analysis and summarize its principal findings and conclusions.
12. What were the biggest challenges of the Reference Project? How were these challenges overcome?

D. FINANCING EXPERIENCE OF THE LEAD INVESTOR

General Experience

Provide a short narrative description of the experience of the Lead Investor in providing long-term investment and/or subordinated debt financing for U.S. infrastructure projects, noting the number and size of projects undertaken and/or completed, the Lead Investor’s geographic focus and sector focus, and other factors deemed relevant by the Lead Investor. To the extent relevant, provide a tabular listing of the Lead Investor’s portfolio of projects including but not limited to the Reference Projects presented in detail below.

In assessing the Lead Investor’s experience, the District is especially interested in experience in executing project financings involving U.S. municipal entities as off-takers, the issuance of private activity bonds or comparable tax-exempt debt instruments, and the satisfaction of qualified management contract safe-harbor.s The narrative description should specifically address these elements.

Reference Projects

Identify at least two (2) up no more than four (4) Reference Projects funded by the Lead Investor. These Reference Projects shall demonstrate the Lead Investor’s expert knowledge and experience in successfully bringing major infrastructure projects serving public-sector counterparties to financial closing. The District is specifically interested in financing reference projects in the United States and in the water/wastewater sector. No more than two (2) of the Reference Projects may be in other sectors. Reference Projects of an affiliate of the Lead Investor are acceptable. In the event that such affiliate Reference Projects are included, explain the Lead Investor’s relationship with the affiliate and how the experience gained through the Reference Project will be brought forward to the District’s benefit.

For each Reference Project, provide the following information:

1. Project name
2. Project location
3. Public entity (offtaker) receiving project services
4. Facility type and capacity
5. Project value ("Project Value" represents the individual project cost in millions of 2017 US dollars, inclusive of engineering design and/or construction including start-up, testing and commissioning. Post construction tasks such as project operations should not be included in Project Value. Respondents shall reference http://www.bls.gov/data/inflation_calculator.htm to convert prior years’ dollars to 2017 dollars.)
6. Date of financial closing
7. Governmental Partner Reference (Provide contact name(s), agency, address, phone number, and e-mail address. The governmental partner reference is the governmental entity project manager or other person who you believe is best qualified to answer interview questions.)
8. Description of Project (Provide narrative to describe objective of the project, project size and capacity, and primary treatment processes (i.e., biological active filtration, MF, RO, UV, etc.).
9. Relevancy to the District’s Project (Describe how the project is applicable and relevant to the Project)

10. Capital structure (Describe the project’s capital structure, types of debt instruments, debt credit rating, and other relevant factors), and how long it took to close financing.

11. Senior lenders (identify the lender or lender(s) to the project and principal financing terms and conditions)

12. What were the biggest challenges of the Reference Project? How were these challenges overcome?

--End of Part III--
PART IV: KEY PERSONNEL EXPERIENCE

A. KEY PERSONNEL

The District considers the following to be the key roles to be played by individuals in the P3 Team, and the individuals so assigned to be the Key Personnel. Indicate if any one person is proposed to carry more than one title. Indicate if any role is to be provided by more than one person, and, if so, provide resumes for each.

1. Project Manager (having overall responsibility for the P3 Team)
2. Principal Developer (having overall responsibility for the P3 Team’s performance of Development Period activities as described in Section 3.2)
3. Principal Engineer (Engineer of Record, holding a California license and having primary responsibilities for design work under the design-build agreement)
4. Construction Manager (having primary responsibility for construction)
5. Operations Manager (having primary responsibility for operations)
6. Financial Manager (having primary responsibility for financing)

While the District has not established a page limit for responses to this section, the District is interested in receiving a brief and well-organized response.

B. KEY PERSONNEL MATRIX

Provide a matrix similar to Table 1 below to identify and summarize the experience of all Key Personnel proposed to be assigned to the Project. The matrix should indicate if any one person is proposed to carry more than one title, or if any role is to be provided by more than one person.

Table 1 – Summary of Key Personnel Experience and Assigned Project Responsibility

<table>
<thead>
<tr>
<th>Key Personnel</th>
<th>Project Experience in Years</th>
<th>Indicate roles and responsibilities for Key Personnel assigned to the Project in the space below</th>
<th>Indicate percent of time Key Personnel is assigned to the Project in the space below</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Professional Experience</td>
<td>Water, Wastewater, Advanced Recycled Water Treatment Projects</td>
<td>P3 Projects</td>
</tr>
<tr>
<td>Title</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Firm Name</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Location/address</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

C. ROLE OF KEY PERSONNEL IN REFERENCE PROJECTS

The Respondent shall provide a table similar to Table 2 below to identify the role of the Key Personnel identified in the Key Personnel Matrix in the Reference Projects identified in Part III.
Table 2 – Role of Key Personnel in Reference Projects

<table>
<thead>
<tr>
<th>Key Personnel</th>
<th>Reference Project</th>
<th>Role</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name</td>
<td>Name</td>
<td></td>
</tr>
</tbody>
</table>

D. REFERENCES

The Respondent shall provide references for each of the Key Personnel identified in the Key Personnel Matrix. The District prefers references from governmental entities in the water/wastewater sector.

E. RESUMES

The Respondent shall provide resumes (limited to three pages each) of the Key Personnel identified in the Key Personnel Matrix.

F. PROPOSED TEAM INTACT

The District considers the Key Personnel material to the success of the Project. Respondents who are shortlisted will be required to retain the Key Personnel proposed as part of this RFQ process in their Proposals. Should any changes to Key Personnel be required, the Respondent will be required to resubmit all applicable qualification documents during the RFP process.

–End of Part IV–
PART V: FINANCIAL INFORMATION

A. REPORTING ENTITIES

The Respondent shall provide financial information for each of the following entities in the P3 Team (such entities, the “Reporting Entities”)

- Developer
- Design-Builder
- Operator
- Lead Investor

B. FINANCIAL INFORMATION

The Respondent shall provide an electronic (PDF copy) version of the following documents in accordance with Section 5 of this RFQ.

1. A copy of each Reporting Entity’s most recent Dunn and Bradstreet report. If such report is not available, please provide a statement to that effect in your response.

2. A copy of each Reporting Entity’s most recent long-term issuer credit rating report from Fitch, Moody’s and/or S&P. If such report is not available, please provide a statement to that effect in your response.

3. A copy of each Reporting Entity’s most recent audited financial statements for the past three (3) fiscal years using U.S. GAAP basis or International Financial Reporting Standards (IFRS), including the balance sheet, income statement, statement of cash flows, and notes to the financial statements. If neither of these standards is used, a letter must be provided from a certified public accountant explaining the areas of the financial statement that would be affected by a conversion to U.S. GAAP or IFRS.

C. FINANCIAL CAPABILITY EVALUATION TEMPLATE

The Respondent shall download and fill in the Financial Capability Evaluation Template for each Reporting Entity. An electronic copy of this Template is posted on the District web site (http://www.valleywater.org/P3-Purified-Water/). The hard copy of the Financial Capability Evaluation Template on the following page is included for reference only.

In scoring the financial capability of each entity, the entity’s score in the Financial Capability Evaluation Template will be converted to a percentage by dividing the entity’s score by the maximum score of 20. The percentage will then be applied to the points available for the financial strength of the entity as set for in the Scoring Matrix provided in Section 6.
# Financial Capability Evaluation Template

**Santa Clara Valley Water District**

**Reporting Entity Name:**

**Most Recently Completed Reporting Year:**

<table>
<thead>
<tr>
<th>Criteria</th>
<th>Input Data</th>
<th>12/31/2014</th>
<th>12/31/2015</th>
<th>12/31/2016</th>
<th>Ratio Computation</th>
<th>Max Score</th>
<th>General Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>a. PROFITABILITY AND GROWTH</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a.1 Year-over-Year Revenue Growth</td>
<td>Total Revenue</td>
<td>100</td>
<td>200</td>
<td>300</td>
<td>NA</td>
<td>100%</td>
<td>50%</td>
</tr>
<tr>
<td>a.2 Year-over-Year Net Income Growth</td>
<td>Net Income</td>
<td>50</td>
<td>100</td>
<td>150</td>
<td>NA</td>
<td>100%</td>
<td>50%</td>
</tr>
<tr>
<td>a.3 Return on Revenue</td>
<td>Net Income/Total Revenues</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>50%</td>
<td>50%</td>
<td>50%</td>
</tr>
<tr>
<td>a.4 Return on Total Assets</td>
<td>Earnings before interest &amp; taxes (EBIT)</td>
<td>75</td>
<td>100</td>
<td>125</td>
<td>0.75</td>
<td>1.00</td>
<td>1.25</td>
</tr>
<tr>
<td><strong>b. SOLVENCY</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b.1 Total Net Worth</td>
<td>Total Assets - Total Liabilities</td>
<td>75</td>
<td>75</td>
<td>75</td>
<td>25.00</td>
<td>25.00</td>
<td>25.00</td>
</tr>
<tr>
<td>b.2 Debt Service Coverage Ratio</td>
<td>Net Operating Income/Total Debt Service (principal &amp; interest)</td>
<td>75</td>
<td>100</td>
<td>125</td>
<td>7.50</td>
<td>10.00</td>
<td>12.50</td>
</tr>
<tr>
<td>b.3 Current Ratio</td>
<td>Current Assets/Current Liabilities</td>
<td>50</td>
<td>50</td>
<td>50</td>
<td>1.00</td>
<td>1.00</td>
<td>1.00</td>
</tr>
<tr>
<td>b.4 Debt to Equity</td>
<td>Total Debt (short term + long term debt outstanding)</td>
<td>25</td>
<td>25</td>
<td>25</td>
<td>0.25</td>
<td>0.25</td>
<td>0.25</td>
</tr>
<tr>
<td></td>
<td>Total Equity</td>
<td>100</td>
<td>100</td>
<td>100</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>c. FINANCIAL EFFICIENCY</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c.1 Total Assets Turnover</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
<td></td>
<td></td>
<td>A consistent trend of maintaining a level or increasing ratio value is viewed as a positive factor</td>
</tr>
<tr>
<td>c.2 Return on Investment</td>
<td>Long Term Debt outstanding</td>
<td>25</td>
<td>25</td>
<td>25</td>
<td>0.40</td>
<td>0.80</td>
<td>1.20</td>
</tr>
<tr>
<td></td>
<td>Net Income/(Long Term Debt + Total Equity)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>d. BOND, CREDIT, AND OTHER RATINGS</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Dunn &amp; Bradstreet Rating</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fitch Credit Rating (long-term issuer credit rating)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Moody’s Credit Rating (long-term issuer credit rating)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>S&amp;P Credit Rating (long-term issuer credit rating)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other rating (please describe the rating)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Score</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
D. MATERIAL DEVELOPMENTS SINCE LAST REPORTING PERIOD

For each Reporting Entity, provide short narrative responses to the following questions and attach any additional information required to support your response.

1. Summarize any material change since the last reporting period included in the Financial Capability Evaluation Template relating to: (i) the Reporting Entity’s ownership structure, (ii) any credit rating downgrade or negative credit watch, and/or (iii) any significant increase in debt.

2. Has the firm filed for bankruptcy or reorganization since the last reporting period included in the Financial Capability Evaluation Template?

3. Has the firm received any legal judgements or entered into settlement agreements since the last reporting period included in the Financial Capability Evaluation Template that could materially impact ongoing operations?

–End of Part V–
PART VI: OTHER QUESTIONS

This Part VI is for informational purposes and to assist the District in further developing the RFP. There is no evaluative scoring value for this part. While the District has not established a page limit for responses to this section, the District is interested in receiving a brief and well-organized response.

A. CRITICAL PATH

The District is interested in accelerating program implementation. What do you consider to be on the critical path? Why? What would you propose doing to manage the critical path?

B. INNOVATION

Enabling private-sector innovation in order to accelerate implementation and/or lower Project costs is part of the District’s objective in selecting a progressive P3 procurement method. What factors will lead to that objective being achieved?

C. DEVELOPMENT PERIOD CONSIDERATIONS

What are some of the important considerations for structuring the Development Period?

–End of Part VI–
APPENDIX 1: RESPONDENT FORM

CERTIFICATION:
The undersigned is/are a legally authorized representative(s) of the Respondent, and hereby declare that I am/ we are submitting this Statement of Qualifications; I am/we are duly authorized to sign this Statement of Qualifications on behalf of the above named firm; and I/we have read all the answers herein and know all of their contents and that all information set forth in this Statement of Qualifications and all attachments hereto are, to the best of my/our knowledge, true, accurate and complete as of its submission date.

The undersigned acknowledges receipt of the RFQ and the following addenda:

<table>
<thead>
<tr>
<th>Addenda No.</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The undersigned certifies and declares under penalty of perjury under the laws of the State of California, that the foregoing is true and correct and that this declaration was executed in _________________ County, California, on _________________.

(Date)

RESPONDENT SIGNATURE(S):

No Statement of Qualifications shall be accepted which has not been signed in ink in the appropriate space below:

1. If Respondent is an **INDIVIDUAL**, sign here (include a notarized affidavit attesting to the authenticity of said signature):

   Signature: _________________________________ Date: ________________

   Respondent's Typed Name and Title:____________________________________________

2. If Respondent is a **PARTNERSHIP** or **JOINT VENTURE**, all general Partners or members shall sign here (include a notarized affidavit attesting to the authenticity of said signatures):

   Partnership/JV Name (type or print)

   Signature: _________________________________ Date: ________________

   Member/Partner of the Partnership
Member/Partner’s Typed Name and Title: ______________________________________

________________________________________

Signature: _______________________________ Date: ________________
Member/Partner of the Partnership

Member/Partner’s Typed Name and Title: ______________________________________

________________________________________

3. If Respondent is a CORPORATION, the duly authorized officer(s) shall sign as follows:

The undersigned certify that they are respectively:

_________________________  and  ___________________________

Title  Title

of the corporation named below; that they are designated to sign this Respondent Form by
resolution (attach a certified copy, with corporate seal, if applicable, notarized as to its authenticity or
Secretary’s certificate of authorization) for and on behalf of the below named CORPORATION,
and that they are authorized to execute same for and on behalf of said CORPORATION:

____________________________________________________________

Corporation Name (type or print)

By: _______________________________ Date: ______________

Title: _____________________________ ____________________________

By: _______________________________ Date: ______________

Title: _____________________________ ____________________________

4. If Respondent is an OTHER legal entity, an authorized representative of the entity shall sign here
(include a notarized affidavit attesting to the authenticity of said signatures):

Entity Name: _______________________________

By: _______________________________ Date: ______________

Title: _____________________________ ____________________________

– End of Appendix 1 –
APPENDIX 2: DISCLOSURE QUESTIONS

The following questions apply to the general contractor entity and the principal engineer entity within the Design-Builder. References to the General Contractor or the Principal Engineering Firm refer to the relevant corporate entity within the Design-Builder. Satisfactory responses to Appendix 2 are part of the District's minimum qualifications for Respondents to be selected for the shortlist. The District's requirements for a passing score are indicated in the following sections.

SECTION 2.1

NOTE: The Respondent will be immediately disqualified if the answer to any of questions 1 through 3 is “No”.

1. Does the General Contractor possess a valid and current California Class “A” General Engineering contractor’s license?
   □ Yes □ No

2. Does the General Contractor and each proposed subcontractor have current workers’ compensation insurance coverage as required by the Labor Code or are legally self-insured pursuant to Labor Code section 3700 et. seq.?
   □ Yes □ No

3. Has any contractor license held by the General Contractor or any of the proposed P3 Team members been revoked or suspended without a successful appeal for reinstatement, within the last five (5) years (immediately before the issuance of this RFQ)?
   □ Yes □ No

NOTE: The Respondent will be immediately disqualified if the answer to any of questions 4 through 9 is “Yes”.

4. Within the last five (5) years (immediately before the issuance of this RFQ), has a surety firm completed a contract or paid for completion of a contract on behalf of the General Contractor or any member of the P3 Team?
   □ Yes □ No

5. At the time of submitting this SOQ, is the General Contractor ineligible to bid on or be awarded a public works contract with the District or any other public agency, for any reason, including as a result of a voluntary settlement agreement?
   □ Yes □ No
6. At the time of submitting this SOQ, is the General Contractor ineligible to bid on or be awarded a public works contract pursuant to either Labor Code section 1777.1 or Labor Code section 1777.7?

☐ Yes  ☐ No

7. At any time during the last five (5) years (immediately before the issuance of this RFQ), has the General Contractor or any member of the P3 Team or any of its owners or officers been convicted of a crime involving the awarding of a contract of a government construction project, or the bidding or performance of a government contract?

☐ Yes  ☐ No

8. Has any professional license, credential or registration held by any architect who will provide design services been revoked or suspended at any time in the last five years (immediately before the issuance of this RFQ)?

☐ Yes  ☐ No

9. Has any professional license, credential or registration held by any Engineer who will provide services been revoked or suspended at any time in the last five years (immediately before the issuance of this RFQ)?

☐ Yes  ☐ No

**NOTE: The Respondent will be immediately disqualified if the answer to any of questions 10 through 13 is “No”.

10. Do all architects and engineers of record who are expected to work on the Project possess current California professional licenses for the services which they intend to provide?

☐ Yes  ☐ No

11. Does the Respondent hereby agree that the contractors at every tier will use a “skilled and trained workforce” to perform all work on the Project that falls within an “apprenticeable occupation” in the building and construction trades, and has the Respondent indicated its willingness to enter into a project labor agreement incorporating such requirements if so directed by the District?

☐ Yes, the P3 Entity will use a “skilled and trained workforce”

☐ Yes, the P3 Entity is willing to enter into a project labor agreement if so directed by the District

☐ No
12. Has the Principal Engineering Firm that will design the Project, within the last 10 years before issuance of this RFQ, completed the design of at least three (3) water, wastewater, or advanced recycled water treatment plant projects (new or retrofit) in the United States with final construction costs of at least $50 million (in 2017 dollars)?

☐ Yes  ☐ No

State the name of the projects below

____________________________________________________________________
____________________________________________________________________
____________________________________________________________________

13. Has the General Contractor that will construct the Project, within the last 10 years before issuance of this RFQ, completed the construction of at least three (3) water, wastewater, or advanced recycled water treatment plant projects (new or retrofit) in the United States with final construction costs of at least $50 million (in 2017 dollars)?

☐ Yes  ☐ No

State the name of the projects below

____________________________________________________________________
____________________________________________________________________
____________________________________________________________________

NOTE: For question 14, the Respondent will be immediately disqualified if the three-year average EMR exceeds 1.0.

14. Experience Modification Rate (EMR)

A. EMR Rate for the General Contractor that has performed work in California:

List the General Contractor’s EMR (California workers’ compensation insurance) for each of the past three premium years; calculate the three-year average:

<table>
<thead>
<tr>
<th>Year</th>
<th>LIST EMR</th>
</tr>
</thead>
<tbody>
<tr>
<td>Most recent available year</td>
<td></td>
</tr>
<tr>
<td>Previous year</td>
<td></td>
</tr>
<tr>
<td>Year prior to previous year</td>
<td></td>
</tr>
</tbody>
</table>

Three-year average EMR:
B. **EMR Rate for the General Contractor that has not performed work in California:**

If your General Contractor has not performed work in California during at least the three most recent years, you must list below your General Contractor’s Interstate Experience Modification Rate for each of the past three premium years; calculate the three-year average. You must also attach to this submittal documentation clearly showing an Interstate Experience Modification Rate for each of the past three premium years.

*Note: Leave the following table empty if you have performed work in California during the three most recent years.*

<table>
<thead>
<tr>
<th>Year</th>
<th>LIST Interstate EMR</th>
</tr>
</thead>
<tbody>
<tr>
<td>Most recent available year</td>
<td></td>
</tr>
<tr>
<td>Previous year</td>
<td></td>
</tr>
<tr>
<td>Year prior to previous year</td>
<td></td>
</tr>
</tbody>
</table>

**Three-year average EMR:**

**Note:** For questions 15 through 17: The average total recordable injury and illness rate (also known as OSHA Incidence Rate) and average lost work rate (also known as the Lost Workday Incidence Rate) for the most recent three-year period must not exceed the applicable statistical standards for its business category. As an alternative, a Design-Builder may be deemed to have an acceptable safety record in those categories if the Design-Builder is a party to an alternative dispute resolution system as provided for in Section 3201.5 of the Labor Code. Should none of these requirements be met, then the P3 Team will be immediately disqualified.

15. List the General Contractor’s total recordable injury/illness rate for each of the past three premium years, and include the applicable statistical standard for that year of the appropriate category; calculate the three-year average.

<table>
<thead>
<tr>
<th>Year</th>
<th>Average total recordable injury/illnesses</th>
<th>Applicable statistical standard for that year</th>
<th>Applicable business category (describe category)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Most recent available year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Previous year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Year prior to previous year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Three-year average:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
16. List the General Contractor’s lost work rate for each of the past three premium years, and include the applicable statistical standard for that year of the appropriate category; calculate the three-year average.

<table>
<thead>
<tr>
<th>Year</th>
<th>Lost work rate</th>
<th>Applicable statistical standard for that year</th>
<th>Applicable business category (describe category)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Most recent available year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Previous year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Year prior to previous year</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Three-year average:</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

17. Is the General Contractor a party to an alternative dispute resolution system as provided for in Section 3201.5 of the Labor Code?

☐ Yes  ☐ No

If “yes,” attach a separate page describing how your firm is a party to an alternative dispute resolution system.

SECTION 2.2

A. QUESTIONS FOR THE GENERAL CONTRACTOR

NOTE: The maximum possible score for section 2.2 A. is 140. A minimum score of 105 must be attained or the General Contractor will be rated as not qualified which in turn disqualifies the Respondent. Failure to provide an explanation for a “Yes” answer to Questions A-2 to A-17, A-19, A-20, and A-22 may result in Respondent disqualification.

Respondent must complete the following scoring matrix, and calculate the total score for the General Contractor. Respondent must additionally provide responses to all questions.

Section 2.2 A. Scoring Matrix – Questions for the General Contractor

<table>
<thead>
<tr>
<th>Question #</th>
<th>Quantity</th>
<th>Yes</th>
<th>No</th>
<th>Score</th>
</tr>
</thead>
<tbody>
<tr>
<td>A-1</td>
<td>10 yrs or more = 10pts 8 to 9 yrs = 6pts 6 to 7 yrs = 3pts 5 yrs or less = 0 pts</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>A-2</td>
<td>N/A</td>
<td>0</td>
<td>10</td>
<td></td>
</tr>
<tr>
<td>A-3</td>
<td>N/A</td>
<td>0</td>
<td>10</td>
<td></td>
</tr>
<tr>
<td>A-4</td>
<td>1 project = 7 pts; 2 projects = 3 pts; More than 2 projects = 0 pts</td>
<td>Refer to Quantity Column</td>
<td>10</td>
<td></td>
</tr>
<tr>
<td>A-5</td>
<td>N/A</td>
<td>0</td>
<td>5</td>
<td></td>
</tr>
<tr>
<td>A-6</td>
<td>N/A</td>
<td>0</td>
<td>10</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
</tr>
</tbody>
</table>
| A-7 | 5 pts for 1 instance  
3 pts for 2 instances  
0 pts for more than 2 instances | Refer to Quantity Column | 5 |
| A-8 | 5 pts for 1 instance  
3 pts for 2 instances  
0 pts for more than 2 instances | Refer to Quantity Column | 5 |
| A-9 | 0 pts for one instance  
0 pts for two or more instances | Refer to Quantity Column | 5 |
| A-10 | N/A | 0 | 5 |
| A-11 | N/A | 0 | 10 |
| A-12 | N/A | -5 | 5 |
| A-13 | N/A | -10 | 5 |
| A-14 | N/A | -10 | 5 |
| A-15 | N/A | -5 | 5 |
| A-16 | 5 pts for 1 instance  
3 pts for 2 instances  
0 pts for more than 2 instances | Refer to Quantity Column | 5 |
| A-17 | 5 pts for 1 instance  
3 pts for 2 instances  
0 pts for more than 2 instances | Refer to Quantity Column | 5 |
| A-18 | 10 pts for at least once a week  
5 pts for every two weeks  
0 pts for less than every two weeks | N/A | 0 |
| A-19 | N/A | 0 | 5 |
| A-20 | N/A | 0 | 5 |
| A-21 | N/A | N/A | N/A |
| A-22 | 5 pts for 1 to 2 instances  
3 pts for 3 instances  
0 pts for more than 3 | Refer to Quantity Column | 5 |

**Total Score**

*(Disqualified if less than 105)*
Name of General Contractor: ____________________________________________

A-1. How many years has the General Contractor been licensed in California under their present business name and license number?

☐ 10 years or more  ☐ 8 to 9 years  ☐ 6 to 7 years  ☐ 5 years or less

A-2. Is the General Contractor currently the debtor in a bankruptcy case?

☐ Yes  ☐ No

*If “yes,” provide a letter of explanation and attach a copy of the bankruptcy petition, showing the case number, and the date on which the petition was filed.*

A-3. Was the General Contractor in bankruptcy at any time during the last five (5) years (immediately before the issuance of this RFQ)?

Note: This question refers only to a bankruptcy action that was not described in answer to question A-2, above.

☐ Yes  ☐ No

*If “yes,” provide a letter of explanation and attach a copy of the bankruptcy petition, showing the case number and the date on which the petition was filed, and a copy of the Bankruptcy Court’s discharge order, or of any other document that ended the case, if no discharge order was issued.*

A-4. At any time in the last five (5) years (immediately before the issuance of this RFQ) has the General Contractor been assessed and paid liquidated damages of more than $50,000 on a construction contract with either a public or private owner?

☐ Yes  ☐ No

*If “yes,” explain on a separate page. Identify all such projects by owner, owner’s address, the date of completion of the project, amount of liquidated damages assessed and all other information necessary to fully explain the assessment of liquidated damages.*

A-5. Has the General Contractor ever defaulted on a construction contract?

☐ Yes  ☐ No

*If “yes,” explain on a separate page.*

A-6. In the last five (5) years (immediately before the issuance of this RFQ) has the General Contractor been debarred, disqualified, removed or otherwise prevented from bidding on, or completing, any government agency or public works project for any reason?

☐ Yes  ☐ No

*If “yes,” explain on a separate page. State the name of the organization debarred, the name of the person within your firm who was associated with that organization, the year of the event, the owner of the project, and the basis for the action.*
NOTE: The following two questions refer only to disputes between contractors and owners of projects. You need not include information about disputes with suppliers, other contractors, or subcontractors. You need not include information about “pass-through” disputes in which the actual dispute is between a subcontractor and a project owner.

A-7. In the past five (5) years (immediately before the issuance of this RFQ) has any claim, dispute or lawsuit in excess of $50,000 been filed in court or arbitration against the General Contractor concerning their work on a construction project?

☐ Yes  ☐ No

If “yes,” on a separate page identify the claim(s) by providing the project name, date of the claim, name of the claimant, a brief description of the nature of the claim, the court in which the case was filed and a brief description of the status of the claim (pending or, if resolved, a brief description of the resolution).

A-8. In the past five (5) years (immediately before the issuance of this RFQ) has the General Contractor made any claim, dispute or lawsuit in excess of $50,000 against a project owner concerning work on a project or payment for a contract and filed that claim in court or arbitration?

☐ Yes  ☐ No

If “yes,” on a separate page identify the claim by providing the project name, date of the claim, name of the entity (or entities) against whom the claim was filed, a brief description of the nature of the claim, the court in which the case was filed and a brief description of the status of the claim (pending, or if resolved, a brief description of the resolution).

A-9. At the time of submitting this SOQ, does the General Contractor or any first- or second-tier subcontractor or supplier anticipated to be utilized on the Project by the General Contractor currently have an unresolved Stop Notice filed on any District or other public agency projects?

☐ No

☐ Yes, one unresolved Stop Notice

☐ Yes, two or more unresolved Stop Notices

If “yes,” explain on a separate page. Identify the year of the event, the owner, the project and the detailed explanation for the stop notice.

A-10. In the last five (5) years (immediately before the issuance of this RFQ) has any insurance carrier, or any form of insurance, refused to renew the insurance policy for the General Contractor due to non-payment or contractor losses?

☐ Yes  ☐ No

If “yes,” on a separate page provide the name of the insured, name the insurance carrier, the form of insurance and the year of the refusal.
A-11. During the last five (5) years (immediately before the issuance of this RFQ), has the General Contractor ever been denied bond coverage by a surety company, or has there ever been a period of time when your firm had no surety bond in place during a public construction project when one was required?

☐ Yes ☐ No

If “yes,” provide details on a separate page indicating the date when your firm was denied coverage and the name of the company or companies which denied coverage; and the period during which you had no surety bond in place.

A-12. Has the General Contractor ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or material misrepresentation to any private or public agency or entity?

☐ Yes ☐ No

If “yes,” explain on a separate page, including identifying who was found liable or guilty, the court and case number, the name of the public entity, the civil or criminal verdict, the date and the basis for the finding.

A-13. Has the General Contractor ever been convicted of a crime involving any federal, state, or local law related to construction?

☐ Yes ☐ No

If “yes,” explain on a separate page, including identifying who was convicted, the name of the victim, the date of the conviction, the court and case number, the crimes, and the grounds for the conviction.

A-14. Has the General Contractor ever been convicted of a federal or state crime of fraud, theft, or any other act of dishonesty?

☐ Yes ☐ No

If “yes,” identify on a separate page the person or persons convicted, the year, the court (the county if a state court; the district or location of the federal court), the case number, the crimes, and the grounds for conviction.

A-15. Has CAL OSHA or any other state OSHA agency cited and assessed penalties against the General Contractor for any “serious,” “willful” or “repeat” violations of its safety or health regulations in the past five (5) years?

NOTE: If General Contractor has filed an appeal of a citation, and the state’s Occupational Safety and Health Appeals Board has not yet ruled on the appeal, General Contractor need not include information about it.

☐ Yes ☐ No

If “yes,” attached a separate page describing all citations, including information about the dates of the citations, the nature of the violation, the project on which the citation(s) was or were issued, and the amount of penalty paid, if any. If any citation was appealed to the Occupational Safety and Health Appeals Board and a decision has been issued, state the case number and the date of the decision.
A-16. Has the Federal Occupational Safety and Health Administration cited and assessed penalties against the General Contractor in the past five (5) years (immediately before the issuance of this RFQ)?

NOTE: If General Contractor has filed an appeal of a citation and the Appeals Board has not yet ruled on the appeal, or if there is a court appeal pending, General Contractor need not include information about the citation.

☐ Yes ☐ No

If “yes,” on separate page describe the citations, the party against whom the citation was made, date of citation, nature of the violation, project on which the citation was issued, owner of project, and the amount of penalty paid, if any. State the case number and date of any decision.

A-17. Has the EPA, any Air Quality Management District or any Regional Water Quality Control Board cited and assessed penalties against either the General Contractor or the owner of a project on which the preceding parties were performing on a contract in the past five (5) years?

NOTE: If an appeal of a citation has been filed and the Appeals Board has not yet ruled on the appeal, or if there is a court appeal pending, you need not include information about the citation.

☐ Yes ☐ No

If “yes,” on separate page describe the citations, the party against whom the citation was made, date of citation, nature of the violation, project on which the citation was issued, owner of project, and the amount of penalty paid, if any. State the case number and date of any decision.

A-18. Does the General Contractor require documented safety meetings to be held for construction employees and field supervisors during the course of a project? (select one)

☐ Yes, at least once a week
☐ Yes, every two weeks
☐ Yes, less than every two weeks
☐ No

A-19. Within the last five (5) years (immediately before the issuance of this RFQ) has there ever been a period when the General Contractor had employees but was without workers’ compensation insurance or state-approved self-insurance?

☐ Yes ☐ No

If “yes,” please explain the reason for the absence of workers’ compensation insurance on a separate page.
A-20. In the past five (5) years (immediately before the issuance of this RFQ) has the General Contractor been assessed any penalties and/or liquidated damaged in excess of $15,000 due to the failure to pay prevailing wage or failure to submit Certified Payroll Reports?

☐ No

☐ Yes, one or more penalties have been assessed.

If “yes,” explain on a separate page. Identify the year of the event, the owner, the project and the basis for the finding by the public agency.

A-21. If the General Contractor operates its own State-approved apprenticeship program, provide the following information on a separate page and insert in this Appendix 2:

(a) Identify the craft or crafts in which you provided apprenticeship training in the past year.

(b) State the year in which each such apprenticeship program was approved, and attach evidence of the most recent California Apprenticeship Council approval(s) of your apprenticeship program(s).

(c) State the number of individuals who were employed by your firm as apprentices at any time during the past three years in each apprenticeship and the number of persons who, during the past three years, completed apprenticeships in each craft while employed by your firm.

A-22. At any time during the last five years (immediately before the issuance of this RFQ), has the General Contractor been found to have violated any provision of California apprenticeship laws or regulations, or the laws pertaining to use of apprentices on public works?

☐ Yes ☐ No

If “yes,” provide the date of the findings and attach a copy of the final decision.

B. QUESTIONS FOR THE PRINCIPAL ENGINEERING FIRM

NOTE: The maximum possible score for Section 2.2 B. is 100. A minimum score of 75 must be attained or the Principal Engineering Firm will be rated as not qualified, which in turn disqualifies the Respondent. Failure to provide an explanation for a “Yes” answer to Questions B-2 to B-12 may result in Respondent disqualification.

Respondent must complete the following scoring matrix, and calculate the total score for the Principal Engineering Firm. Respondent must additionally provide responses to all questions.
### Section 2.2 B. Scoring Matrix – Questions for the Principal Engineering Firm

<table>
<thead>
<tr>
<th>Question #</th>
<th>Quantity</th>
<th>Yes</th>
<th>No</th>
<th>Score</th>
</tr>
</thead>
<tbody>
<tr>
<td>B-1</td>
<td>15 yrs + = 13 pts&lt;br&gt;10 to 14 yrs = 7 pts&lt;br&gt;Less than 10 yrs = 0 points</td>
<td>N/A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>B-2</td>
<td>N/A</td>
<td>0</td>
<td>12</td>
<td></td>
</tr>
<tr>
<td>B-3</td>
<td>N/A</td>
<td>0</td>
<td>12</td>
<td></td>
</tr>
<tr>
<td>B-4</td>
<td>4 pts for 1-3 instances&lt;br&gt;0 pts for more than 3 instances</td>
<td></td>
<td></td>
<td>Refer to Quantity Column</td>
</tr>
<tr>
<td>B-5</td>
<td>4 pts for 1-2 instances&lt;br&gt;0 pts for more than 2 instances</td>
<td></td>
<td></td>
<td>Refer to Quantity Column</td>
</tr>
<tr>
<td>B-6</td>
<td>7 pts for 1 instance&lt;br&gt;4 pts for 2 instances&lt;br&gt;0 pts for more than 2 instances</td>
<td></td>
<td></td>
<td>Refer to Quantity Column</td>
</tr>
<tr>
<td>B-7</td>
<td>N/A</td>
<td>0</td>
<td>7</td>
<td></td>
</tr>
<tr>
<td>B-8</td>
<td>N/A</td>
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<tr>
<td>B-9</td>
<td>N/A</td>
<td>-5</td>
<td>7</td>
<td></td>
</tr>
<tr>
<td>B-10</td>
<td>N/A</td>
<td>-10</td>
<td>7</td>
<td></td>
</tr>
<tr>
<td>B-11</td>
<td>N/A</td>
<td>-10</td>
<td>7</td>
<td></td>
</tr>
<tr>
<td>B-12</td>
<td>N/A</td>
<td>-10</td>
<td>7</td>
<td></td>
</tr>
</tbody>
</table>

**Total Score**

*(Disqualified if less than 75)*

Name of Principal Engineering Firm: ____________________________________________

Name of Principal Engineer: ________________________________________________

**B-1. How many years has the Principal Engineer been licensed and practicing in California?**

- [ ] 15 years or more
- [ ] 10 to 14 years
- [ ] Less than 10 years

**B-2. Is the Principal Engineering Firm currently the debtor in a bankruptcy case?**

- [ ] Yes
- [ ] No

*If “yes,” provide a letter of explanation and attach a copy of the bankruptcy petition, showing the case number, and the date on which the petition was filed.*
B-3. Was the Principal Engineering Firm in bankruptcy at any time during the last five (5) years (immediately before the issuance of this RFQ)?

Note: This question refers only to a bankruptcy action that was not described in answer to question B-2, above.

☐ Yes ☐ No

If "yes," provide a letter of explanation and attach a copy of the bankruptcy petition, showing the case number and the date on which the petition was filed, and a copy of the Bankruptcy Court’s discharge order, or of any other document that ended the case, if no discharge order was issued.

B-4. In the last five (5) years (immediately before the issuance of this RFQ) has the Principal Engineer or the Principal Engineering Firm been debarred, disqualified, removed or otherwise prevented from bidding on, or completing, any government agency or public works project for any reason?

☐ Yes ☐ No

If "yes," explain on a separate page. State the name of the organization debarred, the year of the event, the owner of the project, and the basis for the action.

B-5. In the past five (5) years (immediately before the issuance of this RFQ) has any claim, dispute or lawsuit in excess of $50,000 been filed in court or arbitration against the Principal Engineer or the Principal Engineering Firm concerning its design work on a construction project?

☐ Yes ☐ No

If "yes," on a separate page identify the claim(s) by providing the project name, date of the claim, name of the claimant, a brief description of the nature of the claim, the court in which the case was filed and a brief description of the status of the claim (pending or, if resolved, a brief description of the resolution).

B-6. In the past five (5) years (immediately before the issuance of this RFQ) has the Principal Engineer or the Principal Engineering Firm made any claim, dispute or lawsuit in excess of $50,000 against a project owner concerning its design work on a project or payment for a contract and filed that claim in court or arbitration?

☐ Yes ☐ No

If "yes," on a separate page identify the claim by providing the project name, date of the claim, name of the entity (or entities) against whom the claim was filed, a brief description of the nature of the claim, the court in which the case was filed and a brief description of the status of the claim (pending, or if resolved, a brief description of the resolution).

B-7. In the last five (5) years (immediately before the issuance of this RFQ) has any insurance carrier, or any form of insurance, refused to renew the insurance policy for the Principal Engineer or the Principal Engineering Firm, based on non-payment or losses?

☐ Yes ☐ No

If "yes," on a separate page provide the name of the insured, name the insurance carrier, the form of insurance and the year of the refusal.
B-8. Within the last five (5) years (immediately before the issuance of this RFQ) has there ever been a period when the Principal Engineering Firm had employees but was without workers’ compensation insurance or state-approved self-insurance?

☐ Yes  ☐ No
If “yes,” please explain the reason for the absence of workers’ compensation insurance on a separate page.

B-9. Has the Principal Engineer or the Principal Engineering Firm ever been found liable in a civil suit or found guilty in a criminal action for making any false claim or material misrepresentation to any private or public agency or entity?

☐ Yes  ☐ No
If “yes,” explain on a separate page, including identifying who was found liable or guilty, the court and case number, the name of the public entity, the civil or criminal verdict, the date and the basis for the finding.

B-10. Has the Principal Engineer or the Principal Engineering Firm ever been convicted of a crime involving any federal, state, or local law related to design?

☐ Yes  ☐ No
If “yes,” explain on a separate page, including identifying who was convicted, the name of the victim, the date of the conviction, the court and case number, the crimes, and the grounds for the conviction.

B-11. Has the Principal Engineer or the Principal Engineering Firm ever been convicted of a federal or state crime of fraud, theft, or any other act of dishonesty?

☐ Yes  ☐ No
If “yes,” identify on a separate page the person or persons convicted, the year, the court (the county if a state court; the district or location of the federal court), the case number, the crimes, and the grounds for conviction.

B-12. Has the California Department of Consumer Affairs, or an equivalent agency in any other state, taken any disciplinary action against the Principal Engineer?

☐ Yes  ☐ No
If “yes,” please explain on a separate page.

– End of Appendix 2 –